

BY LAWS OF MOUNTAIN TOP CHRYSALIS

ARTICLE I (NAME)

This Community is named Mountain Top Chrysalis

ARTICLE II (PURPOSE)

The purpose for which this Community is organized is as stated in its Corporate Charter, and in particular, its purposes and objectives shall be as follows:

- a) The object of the Community shall be to develop, challenge, inspire, and equip Christian youth leaders for Christian action in their homes, churches, schools, and communities through a Chrysalis experience. The Chrysalis experience is a non-denominational Christian experience.
- b) The Community is affiliated with the National Chrysalis Movement of the Upper Room, Nashville, Tennessee, a copy of the Letter of Agreement with the said Upper Room being attached hereto as an exhibit.
- c) The Community shall follow the guidelines of the National Chrysalis Movement with regard to a Chrysalis Weekend experience.
- d) Notwithstanding any other provisions of these Articles, the purposes for which the Community is organized are exclusively charitable, scientific, literary and educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 of the corresponding provision of any future United States Internal Revenue law.
- e) The Community is irrevocably dedicated to and operated exclusively for, nonprofit purposes; no part of the income or assets of the Community shall be distributed to nor inure to the benefit of, any individual.

ARTICLE III (MEMBERSHIP)

- a) For the purposes of this document, a “member” is defined as a person whose name is on the roster of active members of Mountain Top Chrysalis, which includes those who have been on a Chrysalis Weekend, Journeys Weekend, or Walk to Emmaus or transfer from another community.
- b) Member’s rights are limited to voting rights in the election of the Board of Directors, and any other rights as set forth in Section (c) of Article III.
- c) Members, who have experienced a Chrysalis Weekend, shall be placed on a contact list for general information purposes and be entitled to attend general receptions and programs sponsored by the Community.
- d) Members who have remained inactive for a period of 5 years within Community functions shall be marked as inactive on the contact list and be removed from all communications from the Community.

ARTICLE IV (BOARD OF DIRECTORS)

Section 1. MANAGEMENT. The business and property of the Community shall be managed and controlled by the Board of Directors under the authority of Mountain Top Emmaus. Such management and control shall include the determination and execution of all policies of the National Chrysalis Movement of The Upper Room and any such policies governing the conduct of the Community.

Section 2. ELECTION AND TENURE OF THE BOARD OF DIRECTORS.

- a) The number of Directors will be no less than eighteen, one of whom must be clergy and will serve as Spiritual Director. This number may be expanded as the need arises by vote of the Board. Any person who is a member of Mountain Top Chrysalis is eligible to be elected to serve as a Director on the Board.
- b) Directors will serve a two-year term and cannot succeed themselves in consecutive terms unless there is no opposition.
- c) When a vacancy occurs on the Board of Directors by resignation, the vacancy shall be filled by election of the remaining members of the Board. Such newly elected Director shall serve for the remainder of that person's term with respect to whom the vacancy occurred.
- d) If a Director fails to attend three consecutive meetings, the Chairperson will call this Director to find out if there is a problem with attending Board meetings. If a Director fails to attend a fourth meeting in a twelve-month period, the Chairperson, after discussion with the Board of Directors, has the authority to ask such Director to resign. After such action, the Board of Directors shall elect a Director to serve the remaining term of the vacated Director.

Section 3. MEETING OF THE BOARD AND MEETING PLACE.

- a) The Directors may hold their meetings at any place as they may determine.
- b) Regular meetings of the Board shall be held at least six times during the calendar year. Special meetings may be called by the Chairperson or any six Board members acting in concert.
- c) The Chairperson shall announce the schedule of meetings for the year and publish them in the earliest communication.
- d) Notice of emergency meetings will be given at least seven days prior to the date of the meeting.
- e) At all meetings of the Board, where policy of the Community is to be determined, the presence of not less than 51% (fifty-one percent) of the Directors shall constitute a quorum. The act of a majority of Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, excepting as may otherwise be specifically provided by these By-Laws.
- f) At each annual meeting, the Board of Directors shall elect a chairperson of the Board, who shall serve a two-year term expiring at the next annual meeting of the Board of Directors. Such Chairperson may be re-elected to subsequent terms, within his/her term as Director, without limitation. The Chairperson shall preside at all meetings of the Board. The Chairperson shall advise the Board and the Executive Committee of all matters concerning the affairs of the Community and shall have the authority to sign official documents and instruments of the community.

ARTICLE V (EXECUTIVE OFFICERS)

Section 1. COMPOSITION. The officers of this Community shall be: *Chairperson, Vice-Chairperson(s), Secretary, Treasurer, At-Large, Spiritual Director(s).*

Section 2. ELECTION. Officers shall be elected by the Board of Directors at its annual meeting and shall hold office for a two-year term. Officers may be elected to succeed themselves.

Section 3. DUTIES OF OFFICERS. The duties and powers of the officers shall be as follows:

1. a) The **Chairperson** shall be the chief administrative officer of the Community and shall serve at the pleasure of the Board of Directors.

- b) The Chairperson shall execute the policies and decisions of the Board of Directors; shall originate and plan activities for approval of the Board; shall direct and supervise the development and operation of program activities of the Community.
 - c) The Chairperson shall solicit the assistance of persons and organizations to further the work of the Community; shall represent the Community in its relations with other organizations; shall interpret the Community and its activities to the general public and to interested agencies and individuals; shall undertake such training and research which will accrue to the benefit of the Community and its work; and shall provide continuous evaluation of the administration of the Community.
2. The **Vice-Chairperson(s)** shall act in the Chairperson's stead when the Chairperson is unable to act and chair the team selection committee.
 3. The **Treasurer** shall be responsible for collection, receiving, and dispersing funds of the Community; collect and endorse all checks and negotiable instruments; prepare and present budgets for approval of the Board of Directors; keep full and accurate account of all the receipts and disbursements of the Community; and shall be subject at all times to the review by and control of the Board of Directors. A financial report shall be submitted at each Board meeting.
 4. The **Secretary** shall maintain the books and records of the Community, except as they have been vested to other officers; shall present reports to the Board of Directors on the progress of the Community; and shall perform such duties as are incident to that office or are required by the Board of Directors. Minutes of the previous meeting shall be submitted at each Board meeting.
 5. The **At-Large** shall be an advisory member of the Board of Directors.
 6. The **Spiritual Director(s)** shall (needed from Bo Phillips)

ARTICLE VI (MISCELLANEOUS)

Section 1. CONTRACTS AND OTHER OFFICIAL DOCUMENTS. The Board of Directors may authorize any officer, member or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Community, and such authority may be general or confined to the specific instance; unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Community by any contract or engagement, or to pledge its credit, or render it liable peculiarly for any purpose or for any amount.

Section 2. PERIOD OF ACCOUNTING AND REPORTING. The financial year of the Community shall be from January 1st to the following December 31st. Records will be kept and reports made to the annual meeting of the Board of Directors.

Section 3. PROHIBITION AGAINST SHARING IN COMMUNITY EARNINGS OR ASSETS.

- a) No Director, officer, or employee of or member of or any person connected with the Community, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Community, provided that this shall not prevent the payment of such reasonable compensation to any such person for professional services rendered to or for the Community, in effecting any of its purposes as shall be fixed by the Board of Directors; but no such person or persons shall be entitled to share in the distribution of any of the Community assets upon the dissolution of the Community.
- b) All Directors and officers of the Community shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of affairs of the Community, whether voluntary or involuntary, the assets of the Community then

remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered and paid over, upon such terms and conditions and in such amounts and proportions as the Board of Directors may impose and determine, to one or more organizations which themselves are exempt as organizations described in Section 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code, of Federal, State or local government of or exclusively public purposes.

Section 4. AMENDMENTS. The Board of Directors shall have the power to make, alter, amend or repeal the By-Laws of the Community by the affirmative two-thirds vote of the Board, provided, that the action is proposed at a regular or special meeting of the Board and adopted at a subsequent meeting, except as otherwise provided by law.

ARTICLE VII (INDEMNIFICATION)

Any person who at any time serves or has served as a director, officer, or employee or agent of the Community shall have the right to be indemnified by the Community to the fullest extent permitted by the North Carolina General Statutes, Section 55A, Section 17.1, 17.2, and 17.3, (as such statutes are constituted at the time of the adoption of these By-Laws) against

- a)** Reasonable expenses, including, but not limited to, attorney's fees, actually and necessarily incurred by him or her in connection with the defense of any threatened, pending or completed action, suit, or proceeding, in which he or she is made a party by reason of being or having been such officer, director, employee or agent and
- b)** Reasonable payments made by him or her in satisfaction of any judgment, money decree, fine, penalty or settlement for which he or she may become liable in any such action, suit or proceeding, provided that this right to be indemnified by the Community shall in no event exceed that portion of the reasonable expenses and reasonable payments which is in excess of any and all available insurance proceeds.

The Board of Directors shall take all such actions that may be necessary and appropriate to authorize the Community to pay the indemnification required by this Article, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due to him or her.

Any person who at any time after the adoption of this section serves in any of the aforesaid capacities for or on behalf of the Community shall be deemed to be dealing or to have done so in reliance upon, and in consideration for, the right of indemnification provided herein. Such rights shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to such person may be entitled apart for the provisions of this section, or any By-Law agreement, vote of Directors or otherwise.

APPROVED AND ADOPTED BY THE MOUNTAIN TOP CHRYALIS BOARD OF DIRECTORS

On this the 9th day of February, 2008.

CHAIRPERSON

ATTEST: