

**Emerald Isle Sea Turtle Patrol (EISTP), LLC
312 West Firetower Road
Peletier, NC 28584**

<http://www.eiseaturtlepatrol.org/>

**Emerald Isle Sea Turtle Patrol (EISTP), LLC
BYLAWS
A not for profit corporation under the laws of the
State of North Carolina**

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ARTICLE I – NAME OF ORGANIZATION

- a. From inception this charitable and educational organization will be known as the EMERALD ISLE SEA TURTLE PATROL, LLC and can be abbreviated as and called “EISTP”.

ARTICLE II – MISSION STATEMENT

- a. The Mission of the EISTP is to advocate the sustainability of North Carolina’s wildlife and ocean by providing financial support to the Emerald Isle Sea Turtle Patrol Protection Program (EISTPPP), a volunteer organization whose mission is to educate the public and volunteers, and to promote the care, protection and rescue of sea turtles and other sea and beach animals ‘so that they may live’
 - (1) The EISTP LLC is separate from the volunteer organization that makes up the Emerald Isle Sea Turtle Patrol Protection Program (EISTPPP). The EISTP was established to provide financial support for the Emerald Isle Sea Turtle Patrol Protection Program (EISTPPP).

ARTICLE III – GOALS

- a. In pursuit of its stated mission, the EISTP, through financial support to the Emerald Isle Sea Turtle Patrol Protection Program, aims, through advocacy in various forms including but not limited to social media, print, radio and television, and participation in community events to inform and educate the general public and volunteers about the proper care of sea turtles, their environmental and economic value, and the state laws.

ARTICLE IV - NON-PROFIT STATUS

- a. These are the Bylaws of the Emerald Isle Sea Turtle Patrol (EISTP) LLC, a non-profit corporation under the laws of the State of North Carolina, the Articles of Incorporation of which were filed in the office of the Secretary of State on March 10, 2017. EISTP is organized exclusively for charitable and educational purposes under section 501 (C)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The EISTP was granted tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.
- b. As an exclusively charitable and educational corporation, the EISTP supports the volunteers, operation, and management of the Emerald Isle Sea Turtle Patrol

Protection Program, a volunteer wildlife program authorized to operate by the North Carolina Wildlife Resource Commission by laws of the state of North Carolina being in Carteret County, North Carolina.

- c. The affairs of the EISTP at all times shall be conducted in such a manner as to ensure its status and so as to qualify for exemption from tax pursuant to section 501(c)(3) of the Internal Revenue Code.

ARTICLE V – NAME AND ADDRESS OF REGISTERED AGENT, NON-PROFIT DURATION AND INCORPORATOR

- a. Name of Registered Agent: Dale Baquer
- b. Address of Registered Agent: 312 West Firetower Road, Peletier, Carteret County, North Carolina.
- c. Duration of the Nonprofit Corporation: The period of duration of the EISTP is perpetual.
- d. Incorporator: The incorporator is Dale Baquer, 312 West Firetower Road, Peletier, Carteret County, North Carolina.

ARTICLE VI - MEMBERSHIP

- a. The EISTP shall have no members, certificate holders, or stakeholders. All functions and affairs of the EISTP shall be directed entirely by the Board of Directors

ARTICLE VII - BOARD OF DIRECTORS (GENERAL AND DETAILS)

- a. Board of Directors (General): The supreme authority and the governance of the non-profit EISTP shall be vested in the Board of Directors. As the governing body of the non-profit, the Board of Directors shall have supervision, control and direction of the management, affairs and property of the non-profit; shall determine its policies or changes therein; and shall actively pursue its purposes and objectives and supervise the disbursement of its funds. The Board of Directors may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of the corporation as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to an executive committee. Under no circumstances, however, shall any actions be taken which are inconsistent with these bylaws.
- b. The Board of Directors will consist of the following:

- (1) President,
- (2) Secretary,
- (3) Treasurer,
- (4) Member-at-Large,
- (5) Member-at-Large.

- c. The Board shall designate and fill other offices as needed. No two offices may be held by one person. No officer shall sign or execute any document in more than one capacity
- d. The Board of Directors is composed of not less than five (5) members. The Board of Directors may change the number of directors from time to time by amending these Bylaws. No decrease in the number of directors shall shorten the term of office of any incumbent director.
- e. All Board members shall be natural persons of the age of eighteen (18) years or older. A director must demonstrate an interest in the purposes and activities of the EISTP, and the Emerald Isle Sea Turtle Patrol Protection Program, and must be interested in donating his or her time, advice, skill, energy, and support in furtherance of the EISTP and its purposes and activities.
- f. Board Members shall serve without compensation for their services, except for EISTP operational and educational expenses as may be authorized by the Board. Board of Directors shall not permit any part of the charitable contributions, earnings or capital of the non-profit to inure to the benefit of any volunteer, director, or other private person or individual.
- g. Board members are non-paid and are eligible to vote as a member of the EISTP. Each board member is entitled to one vote.
- h. Voting in most instances can be conducted via email, however any major change in any policy or procedure of the organization, removal of a Board member, or any expenditure over \$500.00 shall require a formal Board Meeting.
- i. Members of the Board may not be close relatives, spouses, or Members of the same household of existing Board Members or known candidates for Board members to be elected at such meeting.
- j. Terms and term limits.
 - (1) Terms are defined above in Board of Director (Detail) section below.
 - (2) Consecutive terms as board members are not allowed for Secretary, Treasurer or Members-at-Large
 - (3) After a year off, a board member may be permitted to return and run for election as a Board Member.

k. **Board of Directors (Detail):** the following provides EISTP Board of Director responsibilities.

1. **PRESIDENT:** The President is the non-profit's chief executive, who presides over the board, and is often referred to as the nonprofit's "executive director" or "ED").

- (1) Because of the unique relationship with North Carolina Wildlife Resources Commission, the President will be the North Carolina Wildlife Resources Commission designated Emerald Isle Wildlife Permit Holder.
- (2) The President shall be the senior officer of the EISTP and shall always act in good faith and always in the best interest of the EISTP in cases where there are opposing views.
- (3) The President shall be responsible for calling all meetings, including any special meetings as deemed necessary, as well as designating the time and place.
- (4) The President is the presiding member over all EISTP board meetings when present. The President shall be the principal person charged with supervising, organizing and managing the business of the Board. The President shall conduct and preside over Board meetings.
- (5) The President shall be permitted to vote as a member of the Board.
- (6) The President will establish guidelines and policy for the EISTP Disciplines & Appeals process.
- (7) The President will be responsible for the issuance of EISTP policy by any instance not covered in bylaws.
- (8) The President will transmit all records of the office to his/her successor within 30 days of transfer of the designation as the Emerald Isle Wildlife Permit Holder.
- (9) The President shall be responsible for the prudent management of the EISTP non-profits assets to the best interest of the EISTP.
- (10) The President, along with the Treasurer, will have access to the EISTP checking account.
- (11) The President shall be permitted to spend up to \$500.00 per transaction without the prior consent of the Board and shall be timely reimbursed upon the submission of receipts timely to support said expenditure(s).

2. **SECRETARY:**

- (1) The primary function of the Secretary is to record accurate minutes of all board meetings.
- (2) The minutes should be transcribed and distributed within 20 days of any Board Meetings, by email.
- (3) The term of the Secretary shall be established at two years and will turn over on even years.

- (4) In case of any special meetings held by the Board, the secretary will present the results to the EISTP at the next general meeting.
- (5) Prepare and transmit all EISTP correspondence.
- (6) With the President, coordinate the notification of all board members of the EISTP of meetings or other necessary functions.
- (7) Coordinating with the President, the Secretary shall notify members, (via email with a minimum 2 weeks' notice) for the annual Board Meeting with an Agenda provided by the President.
- (8) The Secretary shall have custody of the Bylaws.
- (9) Maintain current roster of Board Members to include names, phone numbers, addresses, and email addresses.
- (10) The Secretary shall be permitted to vote as a member of the Board.
- (10) Transmit all records of the office to his/her successor within 30 days of transfer of responsibility for preservation.

3. TREASURER:

- (1) The primary function of the Treasurer is to establish and maintain accurate and current records of all accounts payable and receivable and shall generally perform all duties incident to the position of Treasurer, subject to control of the Board of Directors
- (2) The Treasurer shall maintain all financial records of the EISTP in accordance with good accounting practices; and shall perform all other duties incident to the office of Treasurer, including the timely reconciliations of all accounts.
- (3) Treasurer shall deposit all money, checks, and other obligations to the credit of the Corporation in such depository or depositories as may be designated by the Board of Directors.
- (4) Treasurer shall disburse funds as directed by the Board, keeping receipts for such disbursements. Disbursement shall occur within 14 days of obtaining receipt.
- (5) Treasurer shall render an Annual Statement of Income/Expense Transactions and distribute this to each Board Member at the Annual Meeting. This Annual Statement and the filed 990 Internal Revenue Service Form shall be published on the EISTP Website.
- (6) The term of the Treasurer shall be established at two years and will turn over on odd years.
- (7) Establish guidelines and policy for EISTP financial health. Ensure that all expenditures are approved and paid timely.
- (8) Prepare and file appropriate state and federal tax forms annually. Any and all changes in status, activity, or purpose of this EISTP will be reported to the appropriate government authority.
- (9) The Treasurer, along with the President, will have access to the EISTP checking account.
- (10) Transmit all records of the office to his/her successor within 30 days of transfer of responsibility.

4. AT-LARGE MEMBERS:

- (1) The primary function of the At-Large Members is to vote on items brought to the board.
- (2) The term of the At-Large-Members shall be established at two years and whose terms will turn-over on alternating years.

ARTICLE VIII - ELECTIONS

a. NOMINATIONS:

- (1) The President will serve as long as he/she is the NC Designated Emerald Isle Wildlife Permit Holder
- (2) The Treasurer and #1 Member-at-Large elections will be held on odd years. The Secretary and #2 Member-at-Large elections will be held on even years. The nominations will be taken prior to the Annual Board meeting and voted on in the next meeting.
- (3) Nominations will be open and balloting will be in secret.
- (4) Votes may be cast in person or by electronic communication.
- (5) The ballots shall be counted by the Board Members that are not up for re-election. The Board Members not running for election will announce the newly elected Board Members.
- (6) All nominations must be seconded.
- (7) Election is determined by a majority vote.

b. VOTING ELIGIBILITY:

- (1) Voting eligibility will be verified by two EISTP members not subject to election.
- (2) Any member of EISTP Board can vote in open elections.
- (3) Only one vote per authorized person present or electronically.

c. TERMS OF OFFICE:

- (1) Terms of office for the Secretary, Treasurer, and Members-At-Large Board Members is two years in the same office. All elected terms will begin on the first day of the month following the election.

d. BOARD ELIGIBILITY:

- (1) Eligibility to be nominated and elected to the EISTP Board of Directors must be verified prior to being accepted to ballots.
- (2) Must be a Volunteer of the Emerald Isle Sea Turtle Patrol Protection Program
- (3) Must have demonstrated volunteerism in the Emerald Isle Sea Turtle Patrol Protection Program in an observable and verifiable manner. It is highly preferred that Emerald Isle Sea Turtle Patrol Protection Program Nest Responders and/or Zone Leaders serve on the EISTP Board.

e. REMOVAL:

(1) EISTP reserves the right through a vote of the board, with a simple majority, to remove any other board member. This rule shall be used judiciously and shall apply to any conduct or actions determined by the Board to be detrimental to the organization, its Board or its members. Any individual convicted of a felony shall be ineligible to serve on the board. EISTP reserves the right to deny board membership without cause through a majority vote by the board at their sole discretion. If a member of the Board fails to carry out the duties of his/her office or, in any manner that violates the ethics and standards of EISTP, that officer may be removed from his/her office. Removal shall occur in the following manner:

(a) The remaining Board members must, by majority vote, decide to make a recommendation that the member in question be removed. The item must be placed on the written agenda and distributed prior to the scheduled meeting or at a special-called meeting.

(b) To be held at either a regular meeting or at a special-called meeting, the Board will make a motion that the officer be removed. The motion must then be seconded and Board members must vote in favor of the removal of the officer from his/her office, with a simple majority.

f. **VACANCIES:**

(1) If a vacancy should occur in the by death, resignation, removal, disqualification, and/or for any other reason, the remaining Board of Directors may continue to conduct the EISTP's business. The vacancy shall be filled by President (subject to Board eligibility requirements).

(2) A Board Member who is chosen in this manner shall hold office for the unexpired portion of the term of his/her predecessor.

ARTICLE IX - MEETINGS

a. Board meetings will be scheduled a minimum of one time per year. All meetings will be open to any Emerald Isle Sea Turtle Patrol Protection Program volunteer members but, is recommended that Nest Responders, and Zone Leaders attend or provide representation in order to provide input for planning purposes. Meetings of the Board of Directors may be held at any place within the State of North Carolina Carteret County or if no place is so specified, at the principal office of the non-profit.

b. At any board meeting, a quorum shall be 50 percent of the board members plus one. Meetings may be conducted electronically so long as all members have adequate notice and access to the same materials and can all participate in the discussions, e.g., conference call or videoconference. A Board Member can be physically absent but counted towards the Quorum by participating through electronic communications. Participation by means of electronic communications shall be deemed presence in person at the meeting. A quorum is required for the transaction of business. If less than a quorum is present at the time and place of

any meeting, the Board of Directors present may adjourn the meeting until a quorum shall be present.

- c. The order of business at meetings, as far as practical, shall be:
 - (1) Meetings shall be called to order by the President;
 - (2) Roll call shall be taken to insure a quorum is present;
 - (3) Open session for comments, issues, etc. from any member of the Board;
 - (4) Any new business as determined by the President and the Board;
 - (5) Old business;
 - (6) Officer and committee reports;
 - (7) Adjournment.

ARTICLE X - PUBLICITY

- a. All publicity or use of the association name and or logo must be approved by the President prior to any news release or the use of the EISTP name or logo. EISTP will not endorse any public domain media accounts without EISTP administrative access and oversight for the content of that site.

ARTICLE XI - RECORDS

- a. The EISTP shall keep at its principal office or with the respective responsible board member,
 - (1) a copy of the Corporation's Articles of Incorporation and the Bylaws as amended to date;
 - (2) a record of its Directors, indicating their names, physical and email addresses, and telephone numbers, dates of election to the Board and to office(s), if applicable;
 - (3) a record of its committees and committee members, including the specific task for which each committee was formed and members' names, physical and email addresses and telephone numbers;
 - (4) minutes of all Board and committee meetings, indicating the time and place of such meetings, names of those present and the proceedings thereof; and
 - (5) adequate and correct books and records, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses. Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents and to inspect the physical properties of the Corporation.

ARTICLE XII - VOLUNTEER PROGRAM

- a. May 1st thru October 31st is Sea Turtle Nesting and Hatching Season in Emerald Isle.

- b. EISTP recognizes the key role volunteers have in the overall success of the Emerald Isle Sea Turtle Patrol Protection Program. They have the power to impact each program or event. The energy brought forward by the volunteers can refresh activities, and new ideas have the potential to enrich and improve programs. New members of the EISTP Board of Directors will be nominated from the Emerald Isle Sea Turtle Patrol Protection Program, as these volunteers inherently understand and support the mission of the Emerald Isle Sea Turtle Patrol Protection Program,

ARTICLE XIII– FISCAL MANAGEMENT

- (1) The Board, through its members, shall be responsible for formulating an annual budget and voting on changes to same, setting fundraising goals and determining fundraising events, the forming of committees to better carry out the organizations goals, determining policies and procedures, approving all expenditures (subject to the discretionary powers of the President listed below) and in general, take any and all actions in furtherance of the EISTP's goals and mission as stated above. More specifically, the Board shall do the following:
 - (1) The Board of Directors shall adopt a budget for each calendar year during the first Board meeting of the calendar year. The budget shall contain estimates of the cost of performing the functions of the EISTP, including, but not limited to, the following:
 - (a) a statement of the proposed budget for each year shall be prepared by the Treasurer and submitted to and approved by the Board. Changes to the budget during the year must be approved by a simple majority vote by the Board. Common expense budget items, which shall include, without limiting the generality of the foregoing
 - (b) the estimated amounts necessary for operation of the protection of the sea turtles and the sea turtle nests to include gloves, wood, sand bags, security tape, and items suggested or recommended by any member of the Board, Nest Responders or Zone Coordinators of the Emerald Isle Sea Turtle Patrol Protection program;
 - (c) the estimated amounts necessary for EISTP administration to include the handouts, copies, etc. for the annual volunteer information and recruitment meeting and;
 - (d) the estimated amounts to support the Emerald Isle Saint Patrick's Day Festival and the Emerald Isle Christmas Parade float;
 - (e) minimal reserves of \$750.00.
 - (2) Proposed fundraising.
 - (a) Authorized fundraising includes only: Saint Patrick's Day Festival, donations received though the EISTP Website and any and all other

processes or appeal as approved by the President and the Board of Directors.

(b) Active fundraising will not be allowed while the Emerald Isle Sea Turtle Patrol Protection Program is actively participating in nest sitting or protecting sea turtles during nest hatchings however volunteers are encouraged to educate the public about the organization and the process for making donations through the website or other appeal.

(3) Copies of the proposed budget of the year for which the budget is made shall be transmitted to each board member in advance of the annual membership meeting.

- a. The depository of the EISTP shall be BB&T or any shall be such bank or other corporate depository as shall be designated from time to time by the Board and in which the monies of the EISTP shall be deposited. Withdrawal of monies from such accounts shall be only by checks signed by such person or persons as are authorized by the Board.
 - b. Yearly Audit: The financial books of the EISTP shall be made available for review by the Board at each Meeting. An internal accounting of the accounts of the EISTP non-profit may be made annually by a committee appointed by the Board of Directors and consisting of a board member, and a Member-at-Large. A copy of the report shall be presented by the Treasurer at the annual meeting of the year following the year for which the report is made. The President or the Board may elect an independent audit of the books at any reasonable time but at a minimum at the end of each Treasurers term. Said audit shall be paid for by the EISTP.
 - c. Use of Gifts and Income. All gifts to the EISTP or income not otherwise designated by the donor shall go into the general fund of the EISTP and shall be used exclusively for the use and benefit of EISTP admin and operations in accordance with the general purposes of the EISTP.
 - d. EISTP may request grants if so directed to by the State of NC or the Board of Directors.
 - e. Disbursements: All disbursements shall be made as authorized by the Board within 14 days. All contributions to and disbursements from the EISTP shall be recorded, and such records shall be subject to examination at any reasonable time, upon request, by any Board Member.
- (1) Remuneration: Board Members of the EISTP shall serve without remuneration, but may be reimbursed for expenses incurred while in service to the EISTP with approval from the Board. Receipts for expenses should be submitted to the Treasurer for reimbursement.

- (2) No part of the EISTP non-profit funds shall be used to benefit any individual associated with the EISTP.
- (3) Reimbursements to board members and/or volunteers for their purchase of board approved expenses is to be anticipated and a typical EISTP transaction.
- f. In accordance with the Internal Revenue Service codes, the EISTP will file appropriate state and federal tax forms annually. Any and all changes in status, activity, or purpose of this organization will be reported to the appropriate government agency as required by law.
- g. The EISTP will maintain a minimal cash reserve of \$750.00 and will routinely use donated funds to support the efforts of the Emerald Isle Sea Turtle Patrol Protection Program to save sea turtles so that they may live.
- h. The Fiscal Year. The fiscal year of the EISTP non-profit shall be January 01 – December 31 of each calendar year.

ARTICLE XIV - LIMITATIONS ON ACTIVITIES

- a. EISTP non-profit will not endorse legislation or any political party or candidate, nor will the EISTP non-profit be affiliated with any political party.
- b. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501 (h) of the Internal Revenue Code). And this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
- c. Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or (b) contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.
- d. Prohibited Activities. No part of the donations to or earnings of the EISTP shall inure to the benefit of or be distributable to, its members, Directors, officers, or other private persons except that the EISTP shall be authorized and empowered to make payments and distributions in furtherance of purposes set forth in these Articles of Incorporation. No substantial part of the activities of the EISTP shall be

the carrying on of propaganda or otherwise attempting to influence legislation, and the EISTP shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

- e. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Article XV – INSURANCE

- a. The EISTP may elect to maintain insurance for the benefit of the organization or its activities at any time at the discretion of the Board.

ARTICLE XVI - COMMITTEES

- a. The President of the Board shall appoint the leaders of the following Committees and their respective chairpersons:
 - (1) Audit Committee
 - (2) Saint Patrick’s Day Committee
 - (3) T-Shirt Committee
 - (4) Christmas Parade Committee
- b. The membership of these committees shall not be limited to individuals who are members of the Board of Directors but may include volunteers from the Emerald Isle Sea Turtle Protection Program.
- c. The President may appoint special committees as may be necessary or desirable and which are not in conflict with other provisions of these bylaws.

ARTICLE XVII - MEMBER CONDUCT

- a. The intent of the EISTP, to support the Emerald Isle Sea Turtle Protection Program mission, requires all members and participants to cultivate a climate that is optimal for teamwork and individual development. All conduct and behavior should promote good teamwork, excellence, and safety. The conduct of the Board of Directors is critical to this process. With an environment short on resources, the effect of negative conduct depletes the EISTP of critical functions. In order to neutralize adverse behavior, all efforts should be made to eliminate any distractions to the mission of EISTP. EISTP Board Members that do not

adhere to this standard of conduct can be removed following the procedures outlined in Article VIII.

ARTICLE XVIII - CONFLICT OF INTEREST

- a. The EISTP, as a nonprofit, tax-exempt organization depends on charitable contributions from the public. Maintenance of its tax-exempt status is important both for its continued financial stability and for the receipt of contributions and public support. Therefore, the IRS as well as state corporate and tax officials, view the operations of the EISTP as a public trust which is subject to scrutiny by, and accountability to, such governmental authorities as well as to members and the public.
- b. Consequently, there exists between EISTP and its board a fiduciary duty, which carries with it a broad and unbending duty of loyalty and fidelity. The board has the responsibility of administering the affairs of the EISTP honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of the mission of the EISTP. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with the EISTP or knowledge gained there from for their personal benefit. The best interests of the organization must have the first priority in all decisions and actions.
- c. Any Board Member who has a direct or indirect financial interest in any contract or transaction with the EISTP must disclose such interest to the Board immediately. Such Board Member shall not participate in discussions regarding the subject matter disclosed and shall not vote on any action relating to said subject matter.
- d. Board Members will comply with all provisions of NC Statute 55A-8-31, regarding Conflict of interest.
- e. Areas In Which Conflict May Arise: Conflicts of interest may arise in the relations of board members with any of the following third parties:
 - (1) Persons and firms supplying goods and services to EISTP.
 - (2) Persons and firms from whom the EISTP leases property and equipment.
 - (3) Persons and firms with whom the EISTP is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities or other properties.
 - (4) Competing or affinity organizations.
 - (5) Donors and others supporting the EISTP.
 - (6) Agencies, organizations, and associations that affect the operations of the EISTP.
 - (7) Family members, friends, and other employees.

- f. Nature of Conflicting Interest: A material conflicting interest may be defined as an interest, direct or indirect, with any persons and firms mentioned above. Such an interest might arise through:
- (1) Owning stock or holding debt or other proprietary interests, or beneficial interest in or substantial obligation to, any third party dealing with the EISTP.
 - (2) Holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) in any third party dealing with the EISTP.
 - (3) Receiving remuneration for services with respect to individual transactions involving the EISTP.
 - (4) Using EISTP's time, personnel, equipment, supplies, or good will for other than EISTP' approved activities, programs and purposes.
 - (5) Receiving personal gifts or loans from third parties dealing with the EISTP and no personal gift of money should ever be accepted.
 - (6) Performing for any personal gain, services to any EISTP supplier of goods or services, as employee, consultant, or in any other capacity which promises compensation of any kind, unless the fact of such transaction or contracts are disclosed in good faith, and the board authorizes such a transaction. Similar association by a family member of the Board Member or by any other close relative may be inappropriate.
- g. Interpretation of this Statement of Policy: The areas of conflicting interest listed in the paragraphs above, and the relations in those areas which may give rise to conflict, as listed in paragraphs above, are not exhaustive. Conceivably, conflicts might arise in other areas or through other relations. It is assumed that the board will recognize such areas and relation by analogy. The fact that one of the interests described in the paragraphs above exists does not mean necessarily that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material that upon full disclosure of all relevant facts and circumstances that it is necessarily averse to the interests of the EISTP.
- g. However, it is the policy of the board that the existence of any of the interests described in paragraphs above shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of the Board to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.
- h. Any matter of question or interpretation that arises relating to this policy should be referred to the president for decision and/or for referral to the board of directors for decision, where appropriate.

ARTICLE XIX - INDEMNIFICATION OF BOARD

- a. No Board Member who acts in good faith shall be liable to the EISTP for any act or omission on behalf of the EISTP. No Board member shall be liable to the

EISTP for any act or omission in the absence of specific knowledge on the part of such board member that he or she has acted in a willful and wanton manner with regard to such act or omission.

ARTICLE XX - AMENDMENTS

- a. An amendment shall be the method used to effect any change of the By-Laws having permanent or long-range applicability.
- b. Any proposed amendment not addressed during the annual meeting shall be submitted to the Board and the President shall schedule a special meeting for the specific purpose of discussing and/or voting on that amendment within a reasonable time period.
- c. The Board of Directors shall have the power to alter, amend, or repeal these bylaws, or adopt new bylaws by a majority vote of the Board.
- d. The Bylaws can be Amended during an Annual Board of Directors Meeting with the exception of Article b above. The Secretary must notify the Board of the Proposed Changes in electronic, written format no later than seven (7) days prior to the Board Meeting. During the First Annual Board Meeting, the President will call for a vote by the Board on Bylaws. Changes to the Bylaws require Majority Approval by all Board Member.
- e. Approved amendment or amendments shall be transcribed, certified by the President and Secretary of the EISTP, and a copy shall be recorded in the public records of EISTP within thirty (30) days from the date on which any amendment or amendments have been affirmatively approved by the members. No amendment shall become operative or effective until it shall have been duly recorded.
- f. At the meeting held to consider any amendment or amendments to the Bylaws, the written vote or verbal vote through electronic telecommunication of any Board Member of the EISTP shall be recognized if such member is not in attendance at such meeting.
- g. Notwithstanding the foregoing provisions of this Article XX, no amendment to these Bylaws which shall abridge, amend, or alter the right of the Board to designate and select members of each Board of Directors of the EISTP, as provided in Articles VII and VIII above.

ARTICLE XXI - COMPLIANCE

- a. These Bylaws are set forth to comply with the requirements of the North Carolina Non-Profit Corporation Act, Chapter 55A of the General Statutes of North

Carolina. In the event that any of these Bylaws conflict with the provisions of that statute, it is hereby agreed and accepted that the provisions of the statute shall apply.

ARTICLE XXII - DISSOLUTION

- a. In the event of dissolution of EISTP, North Carolina General Statute §55A-14-03 ("Plan of dissolution") applies. After paying or making provision for the payment of all of the liabilities of the EISTP, the residual assets of the organization shall be turned over to one or more tax-exempt charitable organizations under Section 501(c)(3) of the Code, to be used exclusively for a public purpose not inconsistent with the mission of the EISTP as specified in Article II of these Bylaws, with preference given to the Karen Beasley Sea Turtle Hospital or another Sea Turtle protection non-profit.

ARTICLE XXIII - REVIEW OF BYLAWS

- a. The EISTP bylaws will be reviewed annually at the regularly scheduled annual meeting.

The foregoing were adopted by resolution as the Bylaws of EMERALD ISLE SEA TURTLE PATROL, LLC., a non-profit corporation under the laws of the State of North Carolina, at the meeting of the Board of Directors on the _____ day of _____, 2020 and became immediately effective upon adoption.

Dale Baquer, President

Rich Mackesy, Secretary

Pete Dodson Treasurer

Cyndy Lindsay, Member-at Large #1

Heather Keever Member-at Large #2

NORTH CAROLINA NOTARY ACKNOWLEDGMENT

THE STATE OF NORTH CAROLINA
COUNTY OF CARTERET

I, _____, Notary Public, do hereby certify that

(name of individual(s) whose acknowledgment is being taken) personally appeared
before me this day and acknowledged the due execution of the foregoing instrument.
Witness my hand and official seal this _____ day of _____, 2019.

Notary Public Signature

Print _____

My commission expires: _____