

**BYLAWS OF
PERQUIMANS COUNTY TRAILBLAZERS, INC.**

ARTICLE 1. NAME

The name of the corporation is Perquimans County Trailblazers, Inc.

ARTICLE 2. BOARD OF DIRECTORS

Section 1. Composition. The corporation shall be managed and controlled by a Board of Directors consisting of not less than ten nor more than twenty-five directors. Members of the Board of Directors shall be elected from the community at large and shall be citizens or friends of Perquimans County. Each director shall be elected by a majority of the directors then serving.

Section 2. Term of Office. The term of office on the Board of Directors shall be for three years, except for members of the initial Board of Directors who shall serve terms as set out in this section in order to establish a system of staggered terms. The number of the initial directors shall be divided into thirds such that one-third of the initial directors shall serve a one-year term, one-third of the initial directors serve a two-year term, and one-third serve a three-year term. Length of term for the initial directors shall be determined by drawing lots at the organizational meeting.

Section 3. Additional Directors. The Board of Directors may, from time to time, set the number of directors consistent with other subsections of this Article. However, no reduction in the number of directors may unseat any director whose term has not expired.

Section 4. Holding Over. Each director shall serve until a successor is duly appointed or elected as provided in these Bylaws.

Section 5. Resignation. Any elected director may resign at any time by giving written notice to the Board of Directors.

Section 6. Vacancies. Any vacancy on the Board of Directors, including a vacancy created by an increase in the number of directors, may be filled for the unexpired portion of the term of the vacancy by a majority vote of the directors then serving.

Section 7. Attendance at Meetings. Attendance of members of the Board of Directors at regularly scheduled meetings is required. Failure to attend three consecutive regular meetings, or cumulative absences of one-third or more of the meetings in the previous twelve-month period, without prior notice or sufficient reason shall result in automatic removal from office. A seat may be declared vacant by the Chair when the Chair finds a director to have missed the number of meetings specified in this section.

Section 8. Compensation. Members of the Board of Directors shall not receive compensation for their services as a director.

Section 9. Powers of the Board of Directors All the corporate powers shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may by general resolution delegate to committees of their own number, or to officers of the corporation, such powers as they may seem fit.

ARTICLE 3. MEETINGS

Section 1. Meetings. The Board of Directors shall meet at least quarterly at places and times to be determined by the Board. The Board may otherwise provide for the holding of regular meetings and may fix the time and place of holding such meetings. Such regular meetings may be held without notice.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called by the Chair and must be called by the Chair upon a written request for a special meeting by any three directors.

Section 3. Notice of Special Meetings. Written notice of the time and place of special meetings shall be mailed to each director, addressed to him or her at his or her residence or usual place of business at least three days before the day on which the meeting is to be held, or shall be given to him or her at such place by telephone, by email or delivered personally, not later than the day before the day on which the meeting is to be held. Notice of any meeting for which notice is required need not be given to any director if waived by him or her in writing either before or after such meeting. At any meeting at which every member of the Board of Directors is present, though held without notice, any business may be transacted which might have been transacted if the meeting had been duly called.

Section 4. Quorum and Manner of Acting. A majority of the Board of Directors at a meeting duly assembled shall be necessary to constitute a quorum to transact business and, except as otherwise provide by statute, by the Articles of Incorporation of this corporation, or by these Bylaws, the act of the majority of the directors present at a meeting at which a quorum is present shall be an act of the Board of Directors. In the absence of a quorum a majority of the directors present at the time and place of any meeting, or if only one director is present, such director may adjourn the meeting from time to time until a quorum is present, and notice of any adjourned meeting need not be given. Members of the Board of Directors may not vote by proxy.

ARTICLE 4. COMMITTEES

Section 1. Committees. The Board of Directors may from time to time establish standing committees to assist in the conduct of the business of the corporation.

Section 2. Executive Committee. The Board of Directors may 11/9/2005 select from its members an Executive Committee which shall include, but not necessarily be limited to, the chair, the vice-chair, the secretary, and the treasurer. This committee shall have the power of the Board between meetings, except that it may not modify any action taken by the Board, and all actions of the Executive Committee shall be reported to the Board. Two-thirds of the members of the Executive Committee shall constitute a quorum.

ARTICLE 5. OFFICERS

Section 1. Number of Officers. The officers of the corporation shall be a chair, vice-chair, a secretary, and a treasurer and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article 5.

Section 2. Election, Term of Office, and Qualifications. Each officer, except those officers as may be appointed in accordance with the provisions of Section 3 of this Article 5, shall be chosen by the Board of Directors and shall hold office for one year or until his or her death or resignation.

Section 3. Subordinate Officers and Agents. The Board of Directors from time to time may appoint other officers or agents, each of whom shall hold office for such period, have such authority, and perform such duties as the Board of Directors from time to time may determine. The Board of Directors may delegate to any officer or agent the power to appoint any subordinate officer or agent and to prescribe his or her respective authority and duties.

Section 4. Removal. The officers specifically designated in Section 1 of this Article 5 may be removed, either with or without cause, by the vote of a majority of the Board of Directors at a special meeting of the Board of Directors called for that purpose. Any officers appointed in accordance with the provisions of Section 3 of this Article 5 may be removed, either with or without cause, by a majority vote of the directors present at any meeting, or by any officer or agent upon whom such power of removal may be conferred by the Board of Directors.

Section 5. Vacancies. A vacancy in any office shall be filled for the unexpired portion of the term by a majority vote election of the Board of Directors. However, a vacancy in the office of chair shall be filled by the vice-chair assuming the office of chair.

Section 6. Chair. The chair shall preside at all meetings of the Board of Directors and shall have and exercise general charge and supervision of the affairs of the corporation, and shall do and perform such other duties as may be assigned by the Board of Directors.

Section 7. Vice-Chair. The vice-chair shall in the absence or disability of the chair, perform the duties and exercise the powers of that office. In addition, the vice-chair shall perform such other duties and have such powers as the Board of Directors may assign.

Section 8. Secretary. The secretary shall have charge of the books, documents, and papers of the Board of Directors and shall have custody of the corporate seal. In general, he or she shall perform all duties and possess all the authority incident to the office of secretary and shall perform other such duties and have such other authority as from time to time may be assigned by the Board of Directors.

Section 9. Treasurer. The treasurer shall have supervision over the funds, securities, receipts, and disbursements of the corporation. He or she shall in general perform all duties and have all authority incident to the office of the treasurer and shall perform

such other duties and have such other authority as from time to time may be assigned or granted by the Board of Directors. The Board of Directors may require a bond for the faithful performance of the duties of the office of treasurer in such form and amount as the Board of Directors may determine. The cost of such bond shall be borne by the corporation.

Section 10. Duties of the Officers May be Delegated. In case of the absence of any officer of the corporation or for any other reason that the Board may deem sufficient, the Board may delegate the powers or duties of officers to any other officer, to a committee of directors, or to an individual director.

Section 11. Compensation. Officers shall not receive any salary for their services as an officer.

ARTICLE 6. CONTRACTS

Section 1. Authority to Enter Into Contracts. Except as otherwise provided in these Bylaws the Board of Directors may authorize any officer or agent to enter into any contract or to execute or deliver any instrument on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have the power or authority to bind the corporation by any contract or to pledge its credit or render it liable for any purpose or for any amount.

ARTICLE 7. MISCELLANEOUS PROVISIONS

Section 1. Corporate Seal. The corporation may have a seal and the seal shall be in such form as shall be approved by the Board of Directors.

Section 2. Fiscal Year. The fiscal year of the corporation shall be established by resolution of the Board of Directors and in the absence of such resolution, the fiscal year of the corporation shall begin January 1st.

Section 3. Prohibition Against Sharing in Corporate Earnings. No director, officer, or employee, or other person connected with the corporation, or any other private individual, shall receive at any time any of the net earnings from the operations of the corporation, provided that this shall not prevent the payment to any such person of reasonable compensation for services rendered to the corporation in effecting any of its lawful and charitable purposes.

Section 4. Waiver of Notice. Whenever any notice is required to be given to any director under provisions of the North Carolina General Statutes or under provisions of the Charter or Bylaws of this corporation, a waiver thereof in writing signed by the

person or persons entitled to such notice, whether before or after the time stated for the giving of notice, shall be deemed equivalent to the giving of such notice.

Section 5. Conflict of Interest. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Section 6. Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Corporation is then located exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 8. TAX-EXEMPT STATUS

Section 1. Tax-Exempt Status. The affairs of the Corporation at all times shall be conducted in such a manner as to assure status as a “publicly supported” organization as defined in Section 509(a)(1), Section 509(a)(2) or Section 509(a)(3) of the Internal Revenue Code, and in such other ways as to qualify for exemption from tax pursuant to Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 9. AMENDMENTS

Section 1. Power of Directors to Amend. These Bylaws may be amended or repealed and new Bylaws may be adopted by affirmative vote of two-thirds of the members of the Board of Directors then holding office at any regular or special meeting of the Board of Directors.

Section 1. Limitation. No action shall be taken by the Board of Directors which shall cause any Bylaw to be inconsistent with the Articles of Incorporation, the laws of the State of North Carolina, or the tax exempt and charitable status of the corporation under the tax laws and regulations of the United States and the State of North Carolina.

ADOPTED this the 8th day of December, 2005.

Craig Christensen
(Chair)

Michael O'Connell
(Vice-Chair)

Nigel Goodwin
(Secretary)