

BYLAWS

OF

NC GROWTH & DEVELOPMENT INITIATIVE, INC.

A North Carolina Nonprofit Corporation

Adopted by the Board of Directors on October 8, 2026

ARTICLE I. NAME, OFFICES, AND PURPOSES

Section 1.1. Name. The name of the corporation is NC Growth & Development Initiative, Inc. (the "Corporation").

Section 1.2. Offices. The principal office of the Corporation is 1242 W Academy St, Suite 101, Winston-Salem, North Carolina 27103, or such other place in North Carolina as the Board of Directors (the "Board") designates. The registered office and agent are as stated in the Articles of Incorporation, as amended from time to time.

Section 1.3. Purposes. The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including providing transitional and supportive housing, clinical treatment, and supportive services to Veterans experiencing homelessness and to other persons in need, and developing housing and community resources in furtherance of those purposes. The Corporation operates the Prosperity Commons program in Winston-Salem, North Carolina, and such other programs as the Board approves.

Section 1.4. Limitations. No part of the net earnings of the Corporation shall inure to the benefit of any director, officer, or private person, except that the Corporation may pay reasonable compensation for services rendered and make payments in furtherance of its purposes. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation except as permitted by Section 501(h) of the Code if elected, and shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not carry on any activity not permitted to be carried on by an organization exempt under Section 501(c)(3) of the Code or by an organization to which contributions are deductible under Section 170(c)(2) of the Code.

ARTICLE II. MEMBERS

Section 2.1. No Members. The Corporation has no members within the meaning of Chapter 55A of the North Carolina General Statutes (the "Act"). All corporate powers are exercised by or under the authority of the Board.

ARTICLE III. BOARD OF DIRECTORS

Section 3.1. General Powers. The affairs of the Corporation are managed by the Board. The Board sets policy, approves budgets and major contracts, oversees the Executive Director, and ensures compliance with law, the terms of federal and other awards, and these Bylaws.

Section 3.2. Number and Qualifications. The Board consists of not fewer than five (5) nor more than eleven (11) directors, the exact number to be fixed by resolution of the Board. Directors must be at least eighteen (18) years of age. For so long as the Corporation receives funding under the U.S. Department of Veterans Affairs Grant and Per Diem program, the Board shall include at least one director who is a Veteran who is or was homeless, as required by 38 C.F.R. § 61.80(e), and the Secretary shall maintain documentation of that director's self-attestation in the corporate records.

Section 3.3. Executive Director as Director. The Executive Director serves as a director ex officio during his or her term of office, with the same rights and duties as other directors, except that the

Executive Director may not serve as Chair, may not vote on his or her own compensation or evaluation, and must recuse from any matter in which he or she has a financial interest under Article VIII.

Section 3.4. Election and Term. Directors are elected by the Board. Each director serves a term of two (2) years and until a successor is elected, and may serve successive terms without limit. To stagger terms, the Board may designate approximately half of the initial directors to serve an initial term of one (1) year. A director's term expires at the annual meeting in the year the term ends.

Section 3.5. Resignation and Removal. A director may resign at any time by written notice to the Chair or Secretary. A director may be removed, with or without cause, by the affirmative vote of two-thirds (2/3) of the directors then in office, excluding the director whose removal is proposed, at a meeting called for that purpose with notice stating that removal will be considered.

Section 3.6. Vacancies. A vacancy on the Board, including a vacancy resulting from an increase in the number of directors, may be filled by the affirmative vote of a majority of the directors then in office, even if less than a quorum. A director elected to fill a vacancy serves the unexpired term of his or her predecessor.

Section 3.7. Compensation. Directors serve without compensation for their service as directors. The Corporation may reimburse directors for reasonable expenses incurred in performing their duties, with documentation, under a policy approved by the Board.

ARTICLE IV. MEETINGS OF THE BOARD

Section 4.1. Annual Meeting. The Board holds an annual meeting each year, at a time and place the Board designates, for the election of directors and officers and the transaction of other business.

Section 4.2. Regular Meetings. The Board holds regular meetings at least quarterly, at times and places the Board designates. No notice beyond the adopted schedule is required for a regular meeting.

Section 4.3. Special Meetings. Special meetings may be called by the Chair, the Executive Director, or any three (3) directors. Notice of a special meeting stating the date, time, place, and purpose must be given to each director at least forty-eight (48) hours in advance by email or other written means, or at least five (5) days in advance by mail.

Section 4.4. Waiver of Notice. A director may waive notice of any meeting in writing before or after the meeting. Attendance at a meeting waives notice unless the director objects at the beginning of the meeting to the transaction of business because the meeting was not lawfully called.

Section 4.5. Quorum and Voting. A majority of the directors then in office constitutes a quorum. The act of a majority of directors present at a meeting at which a quorum is present is the act of the Board, unless the Act, the Articles, or these Bylaws require a greater number. Directors may not vote by proxy.

Section 4.6. Remote Participation. Directors may participate in any meeting by telephone, video conference, or other means by which all participants can hear one another simultaneously, and such participation constitutes presence in person.

Section 4.7. Action Without Meeting. Any action required or permitted to be taken at a Board meeting may be taken without a meeting if all directors then in office consent in writing, including by email, and the consents are filed with the minutes. Such action is effective when the last director signs unless the consent specifies a different date.

Section 4.8. Minutes. The Secretary shall keep minutes of every meeting recording the directors present, the actions taken, and, for any matter involving a conflict of interest, the disclosure made, the directors who left the meeting, the comparability data or other information relied on, and the vote. Minutes are approved at the next meeting and kept permanently in the corporate records.

ARTICLE V. OFFICERS

Section 5.1. Officers. The officers of the Corporation are a Chair, a Treasurer, and a Secretary, each elected by the Board from among the directors, and an Executive Director appointed by the Board. The Board may create other offices. One person may hold more than one office except that the Chair and the Executive Director must be different persons and the Executive Director may not serve as Treasurer or Secretary.

Section 5.2. Term. Elected officers serve one-year terms beginning at the annual meeting and until their successors are elected. The Executive Director serves at the pleasure of the Board under such written terms as the Board approves.

Section 5.3. Chair. The Chair presides at meetings of the Board, signs documents the Board authorizes the Chair to sign, including any contract from which the Executive Director is recused, and performs other duties the Board assigns.

Section 5.4. Treasurer. The Treasurer oversees the financial affairs of the Corporation, including review of monthly financial statements, federal award draws and per diem receipts, bank reconciliations, and the annual budget, reports to the Board at each regular meeting, and ensures that required financial filings and audits are completed. The Treasurer may be an authorized signer on the Corporation's accounts.

Section 5.5. Secretary. The Secretary keeps the minutes, gives required notices, maintains the corporate records including the roster of directors, conflict of interest disclosures, and the documentation required by 38 C.F.R. § 61.80(e), and certifies corporate documents.

Section 5.6. Executive Director. The Executive Director is the chief executive officer of the Corporation, manages its day-to-day operations and staff, signs contracts and documents within the authority the Board grants, prepares budgets and reports for the Board, and is responsible for compliance with the terms of all federal and other awards. The Executive Director's compensation, if any, is set by the disinterested directors under Article VIII.

Section 5.7. Removal. Any officer may be removed by the Board with or without cause, without prejudice to the officer's contract rights, if any.

ARTICLE VI. COMMITTEES

Section 6.1. Committees. The Board may create committees of two or more directors by resolution adopted by a majority of directors then in office, and may delegate to them authority of the Board except the authority to approve dissolution, merger, or sale of substantially all assets, elect or remove directors or officers, amend the Articles or Bylaws, or approve a transaction in which a director has a financial interest. Advisory committees may include non-directors but may not exercise Board authority.

Section 6.2. Finance Committee. The Board shall maintain a Finance Committee chaired by the Treasurer, which reviews financial statements, the annual budget, federal award compliance, and the annual audit or financial review, and reports to the Board.

ARTICLE VII. CONTRACTS, FUNDS, AND RECORDS

Section 7.1. Contracts. The Board may authorize any officer or agent to enter into contracts on behalf of the Corporation, and such authority may be general or confined to specific instances. No contract between the Corporation and a director, officer, or an entity in which a director or officer has a financial interest is valid unless approved under Article VIII.

Section 7.2. Deposits and Disbursements. All funds of the Corporation shall be deposited in accounts in the Corporation's name at financial institutions the Board designates. Charitable contributions and federal award funds shall never be deposited to the account of any other person or entity. Disbursements

shall be made by check, electronic transfer, or other means authorized by the Board, signed or approved by persons the Board designates, subject to any dual-approval threshold the Board sets.

Section 7.3. Fiscal Year. The fiscal year of the Corporation is the calendar year unless the Board determines otherwise.

Section 7.4. Books and Records. The Corporation shall keep correct and complete books and records of account, minutes of the Board and committees, and a record of the names and addresses of directors, and shall retain records for the periods required by law and by the terms of its federal awards, including 2 C.F.R. § 200.334.

Section 7.5. Annual Financial Review. The Board shall cause an annual financial review or audit to be performed by an independent certified public accountant when required by law, by a funder, or by the Board, and in any year in which federal expenditures meet the Single Audit threshold under 2 C.F.R. Part 200, Subpart F.

ARTICLE VIII. CONFLICTS OF INTEREST

Section 8.1. Policy. The Board shall adopt and maintain a written conflict of interest policy. This Article states the minimum requirements of that policy.

Section 8.2. Interested Persons. An “Interested Person” is any director, officer, or committee member with Board-delegated authority who has, directly or through a family member or an entity in which he or she holds an ownership, officer, employment, or creditor position, a financial interest in a transaction or arrangement with the Corporation.

Section 8.3. Disclosure. Each director and officer shall complete a written disclosure statement annually and shall disclose promptly any new financial interest. An Interested Person shall disclose the interest and all material facts to the Board before the Board considers the related transaction.

Section 8.4. Recusal and Approval. After disclosure, the Interested Person shall leave the meeting during the discussion and vote and shall not attempt to influence the decision. The remaining disinterested directors shall determine whether the transaction is fair and reasonable to the Corporation and in its best interest, shall obtain and rely on appropriate comparability data, and may approve the transaction only by a majority of disinterested directors then in office. The minutes shall document the disclosure, the recusal, the data relied on, the basis for the decision, and the vote, contemporaneously with the decision as provided in Treasury Regulation § 53.4958-6.

Section 8.5. Compensation. A director or officer who receives compensation from the Corporation, directly or indirectly, may not vote on matters concerning that compensation. Compensation shall be approved in advance by disinterested directors relying on comparability data and documented in the minutes.

Section 8.6. Violations. If the Board has reasonable cause to believe an Interested Person has failed to disclose a conflict, it shall inform the person and allow an explanation, and may take corrective action including removal.

ARTICLE IX. INDEMNIFICATION AND INSURANCE

Section 9.1. Indemnification. To the fullest extent permitted by the Act, the Corporation shall indemnify any person who is or was a director or officer against liability and reasonable expenses incurred in connection with any threatened, pending, or completed action, suit, or proceeding arising out of his or her status or activities as a director or officer, provided that the person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation. No indemnification shall be made for activities that were at the time known or believed by the person to be clearly in conflict

with the best interests of the Corporation, or for any excess benefit transaction or improper personal benefit.

Section 9.2. Advance of Expenses. The Corporation may advance expenses to a director or officer upon receipt of a written undertaking to repay the amount if it is ultimately determined that the person is not entitled to indemnification.

Section 9.3. Insurance. The Corporation shall maintain directors' and officers' liability insurance and general liability insurance in amounts the Board determines appropriate.

ARTICLE X. AMENDMENTS

Section 10.1. Amendments. These Bylaws may be amended or repealed, and new Bylaws adopted, by the affirmative vote of two-thirds (2/3) of the directors then in office at a meeting for which notice of the proposed amendment was given at least five (5) days in advance. No amendment may cause the Corporation to cease to qualify under Section 501(c)(3) of the Code.

ARTICLE XI. DISSOLUTION

Section 11.1. Dissolution. Upon dissolution of the Corporation, after paying or providing for all liabilities, the Board shall distribute all remaining assets to one or more organizations then exempt under Section 501(c)(3) of the Code with purposes similar to those of the Corporation, or to a government for a public purpose, as the Board determines. Any assets acquired or improved with federal award funds shall be disposed of in accordance with the terms of the award and 2 C.F.R. Part 200. No assets shall be distributed to any director, officer, or private person.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected Secretary of NC Growth & Development Initiative, Inc., and that the foregoing Bylaws were adopted by the Board of Directors at a meeting held on October 8, 2026, at which a quorum was present.

Kiyara Strange, Secretary

Date: _____