

BYLAWS
OF
hear4nc-A NONPROFIT CORPORATION

Article I. Offices

The principal office of the corporation in the State of North Carolina shall be located at **3375 PORTSIDE DR. SW, SUPPLY, NC 28462**. The corporation may have such other offices, either within or without the State of North Carolina, as the board of directors may designate or as the business of the corporation may require from time to time.

The registered office of the Corporation, required by the North Carolina Nonprofit Corporation Act to be maintained in the State of North Carolina may be, but need not be, identical with the principal office in the State of North Carolina, and the board of directors may change the address of the registered office from time to time.

Article II. Non-Profit Status

The Board shall conduct all corporate acts in accordance with the North Carolina Nonprofit Corporation Act ("Act"), as amended, and with all state and federal laws and regulations which may be necessary to obtain tax-exempt status under applicable state and federal law. The bylaws shall be maintained at the Corporation's principal office in North Carolina as required by the Act.

The Corporation shall fully comply with all applicable anti-discrimination laws, rules, and regulations. In particular, it shall not discriminate on the basis of race, color, sex, national or ethnic origin, or age in its education policies, or in advocating for changes in legislation for homeowners, and at all times strive to protect the civil rights and privileges of homeowners.

In the event of the dissolution of the Corporation, distribution of assets shall be made in accordance with the provisions of the Act. In no event shall assets be directly or indirectly distributed to, or

inure to the benefit of any member, former member, director, former director, officer, or former officer of the Corporation.

Article III. Members

Section 1. The corporation shall have non-voting members.

Section 2. Any individual or entity who pays the annual required dues set annually from time to time by the Executive Director shall be considered a member in good standing.

Section 3. A member can serve on any advisory committee of the corporation if approved by the Executive Director and has paid the annual dues.

Section 4. Any member who pays the annual dues will be considered a member in good standing and will be entitled to an opportunity to serve on committees, and will be entitled to updates, newsletters, educational information, and legislation updates that may be supplied by the corporation, and information for protection and advocacy of their civil rights

Section 5. Membership is non-transferable.

Section 6. Membership is voluntary, and a member may resign from the corporation at anytime. If a member resigns dues will not be returned nor prorated for the time of membership.

Section 7. Membership will be terminated for non payment of the annual dues. There will be no grace period.

Article IV. Board of Directors

Section 1. General Powers. Ole Madsen will perform all of the duties of the Board of Directors. He shall manage the affairs of the corporation. In the management and control of the property, business, and affairs of the Corporation, the Board of Director is hereby vested with all the powers possessed by the Corporation itself, so far as this delegation of authority is not inconsistent with the laws of the State of North Carolina, the Articles of Incorporation, or with these Bylaws.

Section 2. Number, Tenure and Qualifications. The number of directors shall be one only, and will serve as the Executive Director and President of the corporation. The director shall hold office perpetually. The director need not be residents of the State of North Carolina and need not be employees of the corporation.

Section 3. Regular Meetings. A regular meeting of the advisory board committee shall be held with reasonable notice to the committee members, but not less than four days. The Notice may provide, by resolution, the time and place, either within or without the State of North Carolina for the holding of additional regular meetings without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the advisory board committee may be called by or at the request of the president or a majority of the board committee. The person or persons authorized to call special meetings of the advisory board of directors may fix any place, either within or without the State of North Carolina, as the place for holding any special meeting of the board of directors called by them.

Section 5. Notice. Notice of any meeting shall be given at least four days previously thereto by written notice delivered personally or by mailed to each director at his or her business address, or by telegram or electronically. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a committee member at a meeting shall constitute a waiver of notice of such meeting, except where a committee member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board committee members need be specified in the notice or waiver of notice of such meeting.

Section 6. Quorum. A majority of the number of committee members fixed by **Section 2** of this Article shall constitute a quorum for the transaction of business at any meeting of advisor committee, but if less than such majority is present at a meeting, a

majority of the committee members present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of the majority of the members of the advisory committee present at a meeting at which a quorum is present shall be advisory only, until approved by the act of the Executive Director.

Section 8. Action Without a Meeting. Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if the Executive Director in writing, sets forth the action so taken, and shall be signed by the Executive Director.

Section 9. Vacancies. Any vacancy occurring in the advisory board committee may be filled by order and appointment of the executive director. Any member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 10. Compensation. The Executive Director shall not receive compensation for services as Executive Director, but the Executive Director may authorize reimbursement for expenses incurred in connection with the performance of his duties as Executive Director on behalf of the Corporation.

Section 11. Removal. Any member of the advisory Board committee may be removed from the committee by the Executive Director with or without cause.

Article V. Officers

Section 1. Number and Qualifications. The officers of the corporation shall be a president, one or more vice presidents (the number thereof to be determined by the Executive Director), a secretary, and a treasurer, each of whom shall be elected by the Executive Director. Each officer will be selected from those volunteers who had paid the annual dues and have volunteered in writing to serve as an officer of the corporation. Such other officers and assistant officers as may be deemed necessary may be also be appointed by the Executive Director. The sole director shall serve as President, and the Vice President, Treasurer and Secretary

will be selected from volunteers. Any two or more offices may be held by the same person, except the offices of president and secretary.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Executive Director. Such election shall be held as soon thereafter as may be convenient. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer or agent may be removed by action of the Executive Director whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Executive Director for the unexpired portion of the term.

Section 5. President. The president shall be the principal executive officer of the corporation and, subject to the control of the board of directors, shall in general supervise and control all of the business and affairs of the corporation. He or she shall, when present, preside at all meetings of the board of directors. He or she may sign, with the secretary or any other proper officer of the corporation thereunto authorized by the board of directors, deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or these ByLaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all the duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

Section 6. The Vice Presidents. In the absence of the president or in the event of his or her death, disability or refusal to act, the vice president (or in the event there be more than one vice president, the vice presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of

their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice president shall perform such other duties as from time to time may be assigned to him by the president or by the board of directors.

Section 7. The Secretary. The secretary shall: (a) keep the minutes of the proceedings of the board of directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these ByLaws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation, if any; (d) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the board of directors.

Section 8. The Treasurer. The treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these ByLaws; and (c) in general perform all of the duties as from time to time may be assigned to him by the president or by the board of directors. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the board of directors shall determine.

Section 9. Assistant Secretaries and Assistant Treasurers. The assistant treasurers shall respectively, if required by the board of directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the board of directors shall determine. The assistant secretaries and assistant treasurers, in general, shall perform such duties as shall be assigned to them by the secretary or the treasurer, respectively, or by the president or the board of directors.

Section 10. Salaries. The salaries of the officers shall be fixed from time to time by the board of directors and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation.

Section 11. Resignation from Office. Officers may resign at any time by providing written notice to the Chair.

Article VI. Advisory Committees

Section 1. The Executive Director may from time to time appoint persons to serve on an advisory committee to provide expert advice to the board of directors or to assist in other ways.

Section 2. The members of an advisory committee shall be volunteers who have paid the annual dues and have volunteered in writing to serve on the committee and are approved by the Executive Director.

Section 3. No advisor shall receive compensation for services rendered, except for payment of reasonable expenses in accordance with policies established by the Board of Directors.

Section 4. The Executive Director will serve as the Chairman of each and every advisory committee formed.

Section 5. The number of members of the advisory committee should not be less than three nor more than five, including the Executive Director, whenever feasible.

Section 6. All meetings of the advisory committees will be called by the Chairman with proper and adequate notice, and the meetings may be held in person, by phone, by mail, internet, fax or video conference.

Article VII. Indemnity

The corporation shall indemnify any director or officer or former director or officer of the corporation against all expenses actually and reasonably incurred by him in connection with the settlement or defense of any action, suit or proceeding, civil or criminal, in which he or she is involved or made a party by reason of being or having been such director or officer. This indemnity, however, shall not extend to matters as to which such person shall be adjudged in

such action, suit or proceeding, civil or criminal, to be liable for negligence or misconduct in performance of duty to the corporation. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law.

Article VIII. Contracts, Loans, Checks and Deposits

Section 1. Contracts. The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. The board of directors may pass resolutions from time to time which limit the authority of persons to act on behalf of the corporation.

Section 2. Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instance.

Section 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors.

Section 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select.

Article IX. Fiscal Year

The fiscal year of the corporation shall begin on the first day of January and end on the thirty-first day of December in each year.

Article X. Waiver of Notice

Whenever any notice is required to be given to any director of the corporation under the provisions of these ByLaws or under the provisions of the Articles of Incorporation or under the provisions of the North Carolina Nonprofit Corporation Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XI. Amendments

These ByLaws may be altered, amended or repealed by the Executive Director, and the Executive Director may adopt new By Laws.

President

Secretary