

CAPE FEAR MANUFACTURING PARTNERSHIP BY-LAWS

ARTICLE I MEMBERSHIP

Section 1 ELIGIBLE MEMBERS AND PUBLIC PARTNERS

Membership for the Cape Fear Manufacturing Partnership (CFMP PARTNERSHIP) is open to any company of the manufacturing community in the four-county Cape Fear, North Carolina area (including Brunswick, Columbus, New Hanover and Pender counties) as well as professional organizations (CFMP PUBLIC PARTNER) that offer economic development, education, or workforce development services to the manufacturing sector. The CFMP Partnership shall be comprised of Member(s), Associate Member(s), and Public Partner(s), whose membership designation, status, and standing shall be at discretion of the CFMP Board of Directors. Any organization designated as a CFMP MEMBER, CFMP ASSOCIATE MEMBER, or CFMP PUBLIC PARTNER shall be entitled to have an unlimited number of individual representatives, at the discretion of the CFMP Board of Directors.

ARTICLE II OUR MISSION

Our mission is to improve and grow the manufacturing base in Southeastern North Carolina by attracting job seekers and aligning talent with diverse career paths in our industries. We raise public awareness about the benefits of manufacturing careers, collaborate with partners to allocate resources, influence policy, and strategize for our goal. Our aim is to revive industrial capabilities and enhance the economic well-being of our member companies and fellow citizens.

ARTICLE III BOARD OF DIRECTORS

Section 1 THE BOARD OF DIRECTORS

The governance and policy-making responsibilities of the CFMP PARTNERSHIP shall be vested in the voting Board of Directors (BOD), which shall control its property, be responsible for the CFMP PARTNERSHIP finances, and direct the CFMP PARTNERSHIP business. The BOD shall have four voting BOD MEMBERS, each from a CFMP MEMBER company and in current and good standing membership of the CFMP PARTNERSHIP. The BOD shall have four elected BOD MEMBER officers: President, Vice President, Secretary and Treasurer, to be elected by full membership with each CFMP MEMBER company being entitled to one vote.

The BOD shall also have non-voting BOD ADVISORS from our PUBLIC PARTNERS, representing Economic Development, Education, and Workforce Development for the region. The BOD shall have non-voting BOD ADVISORS appointed by the President,

and, as available, shall consist of one Education partner from each of the four counties, one Economic Development partner from each of the four counties, and one representative from the Cape Fear Workforce Development Board, for a maximum of nine non-voting BOD ADVISORS.

A. Elected BOD MEMBERS

Each BOD MEMBER shall serve for a two-year term. BOD MEMBERS may serve up to a maximum of two consecutive terms in the same title/position. There is no maximum to the (inconsecutive) totality of time or terms served.

B. Standard of Conduct for BOD MEMBERS

Members of the CFMP BOD must act in good faith, always considering the best interests of the organization. They can rely on information, opinions, and reports from designated individuals, including officers, legal counsel, accountants, and expert committees. However, reliance is not warranted if the Director had knowledge that would make it unwarranted. Directors are protected from liability and will be held harmless if they act in compliance with these guidelines.

C. Conflicts of Interest

In the event of a conflict of interest or a potential conflict of interest, BOD MEMBERS and BOD ADVISORS must disclose information regarding this conflict to the remainder of the BOD. The BOD will then be tasked with determining the proper course of action to nullify any such conflict. Should any associated action require a BOD vote, the Impacted BOD MEMBER will abstain from voting.

D. Compensation

CFMP BOD MEMBERS shall not receive compensation for serving on the BOD.

E. Meetings

The BOD shall meet, in a suitable manner at least quarterly and host at least two "Full CFMP Meetings" per year to which all CFMP MEMBERS and CFMP PUBLIC PARTNERS are invited.

F. Voting

At any such meeting of the BOD, where a quorum is present (majority of BOD MEMBERS present), only the BOD MEMBERS present (in person, via internet, or via phone) may vote. No proxy votes shall be allowed.

Section 2 SELECTION AND ELECTION OF BOD MEMBERS

A. Call for Nominations

Each year, the President shall publish a BOD Nomination Form, which states the number of seats available for election to the BOD, length of term, and instructions on the Nominating process such as availability of nomination form, and time limits for nomination and balloting periods. This call shall be made through regularly scheduled CFMP communications including publications, e-mails, program events, and the CFMP website.

B. Nominating

Any individual representative of a CFMP MEMBER company in good standing is eligible to seek election to the BOD. To be nominated, the individual

representative of a CFMP MEMBER must complete and submit a CFMP Nomination Form. This form will be distributed to the full membership with the ballots. To be eligible for the ballot, the applicant must submit their application within the prescribed time limit and instructions set forth in the call for nominations.

C. Election Process

The President shall prepare a ballot containing the names of all duly certified candidates. To be certified, the BOD shall confirm that the candidate is an individual representative of a CFMP MEMBER in good standing, and that their nomination form was submitted as called for on the BOD Nomination Form. Ballots will be distributed electronically to facilitate voting during the 30-day period after the ballots are distributed. Each CFMP MEMBER company shall be entitled to one vote per company per candidate. CFMP PUBLIC PARTNERS are ineligible to vote.

Section 3 SEATING OF NEW BOD DIRECTORS

All newly elected BOD MEMBERS shall be announced at the CFMP fall meeting and seated at the next regular BOD meeting and shall be participating BOD MEMBERS thereafter.

Section 4 VACANCIES

Board members who are absent from three consecutive or four total regular BOD meetings within a year will be removed from their BOD membership. However, the BOD may set aside this provision for special circumstances if a majority vote agrees.

Section 5 POLICY

Per Article III section 1, the governance and policy-making responsibilities of the CFMP PARTNERSHIP shall be vested in the BOD MEMBERS, which shall control its property, be responsible for the CFMP PARTNERSHIP finances, and direct the CFMP PARTNERSHIP business. CFMP BY-LAWS shall be maintained by the Secretary and made available to any CFMP MEMBER or CFMP PUBLIC PARTNER upon request. The BOD shall review these CFMP BY-LAWS annually and update them as needed.

ARTICLE IV

OFFICERS

Section 1 DUTIES OF OFFICERS

A. President

The President shall preside at all meetings of the CFMP PARTNERSHIP membership and CFMP BOD. The President shall, with the advice and counsel of the BOD, assign Chairs to committees to implement the organization's scope of work. Such committee Chairs need not be BOD MEMBERS.

B. Vice President

The Vice President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President.

C. Treasurer

The Treasurer shall be responsible for the monitoring and regular reporting of all funds received by the CFMP PARTNERSHIP and their disbursement.

D. Secretary

The Secretary shall record and distribute all minutes for BOD meetings.

ARTICLE V
COMMITTEES

Section 1 COMMITTEES APPOINTMENT AND AUTHORITY

The President shall, with the advice and counsel of the BOD, create committees and appoint committee chairs and co-chairs to implement the organization's scope of work. Committee chairs may appoint such ad hoc subcommittees and their chairs as deemed necessary to carry out the program of the CFMP PARTNERSHIP. Such ad hoc committees shall terminate upon completion of their assigned work, or as determined by the committee chair. Committee chairs and co-chairs shall serve one-year terms, beginning in January of each year. For each term after BOD chair appointment, committees shall nominate and elect their own chairs and co-chairs.

Committee chairs, co-chairs, and committee members need not be BOD MEMBERS. To maintain close coordination with the BOD and the organization's scope of work, committee chairs and/or co-chairs will be expected to meet with the BOD at regularly scheduled meetings at least four times per year. Committee chairs and/or co-chairs will also be asked to participate in any strategic planning events held by the BOD.