

**BYLAWS
of the
NORTH CAROLINA COAL INSTITUTE, INC.**

1. The name of this organization shall be THE NORTH CAROLINA COAL INSTITUTE, INC., DBA "The Coal Institute", with headquarters located at the office of the Administrative Secretary.

2. Membership shall be open to officials and representatives of coal and coke producers, coal and coke sales agents and shippers, coal and coke carriers, and professional institutions and organizations with a substantial economic interest in the coal industry, manufacturers of coal burning and coal handling equipment and suppliers and agents thereof, to coal and coke service organizations the main thrust of whose business is coal-related, and to officials and/or representatives of coal- and/or coke-consuming installations, industries and utilities. Temporary Membership shall be available for a period of up to one year to any member of the Institute who has been released from his or her employer due to reduction in staff, mergers, or for other similar reasons, and shall provide equal standing with active membership. Honorary Membership shall be available to any active member who is retired by his employer, and to all past presidents of the Institute who are temporarily unemployed for whatever reason. It shall provide equal standing with active membership with the following exceptions:
 - (a) Honorary Members shall not hold office
 - (b) Honorary Members shall not have voting rights
 - (c) Honorary Members shall not be assessed dues

3. The purposes of The Coal Institute are:
 - (a) To promote more cordial and cooperative relationships among the members of the Institute. In addition, to work with the same resolve toward similar organizations which are engaged in producing, marketing, transporting, equipping and using coal either as a solid or as a syn-fuel.
 - (b) To provide the membership with a recognized forum in order that better communications can be had in presenting subjects pertinent to the varied composition of the membership.

- (c) To enhance the posture by facts of the coal industry and its many allies by presenting programs to potential customers, civic organizations, media, schools, government agencies, and others.
- (d) To hold as deemed necessary, seminars, workshops and tours that are beneficial to the general knowledge of the membership.
- (e) To gather and distribute pertinent news and data pursuant to all energy developments and legislative materials as they relate to mining, transporting and using coal and offer advisement to other meetings and programs concerning coal and any allied subjects or information relating to the membership.
- (f) To provide employment placement assistance to unemployed members of the Institute by establishing a job opportunity clearinghouse for an exchange of resumes and summaries of known job opportunities on a confidential basis for the benefit of members of the Institute. This information will be funneled through the Vice President.

4. The officers of The Coal Institute shall consist of:

- 1. President
- 2. Vice President
- 3. Secretary – Treasurer

(a) The officers shall serve the Institute for a period of one year, or until successors are duly elected and installed, and without monetary compensation.

(b) Duties of Officers:

(1) President

It shall be the duty of the President to preside at all meetings of the members and of the Executive Committee, and in general, to perform all of the duties usual and incidental to such office or which may be required by official action of the Executive Committee.

(2) Vice President

It shall be the duty of the Vice President to assume the duties and powers of the President in his absence from meetings. He shall assume responsibility for arranging programs at each of the quarterly meetings and have primary responsibility of membership for the Institute. He shall also serve on the Membership Committee.

(3) Secretary – Treasurer

It shall be the duty of the Secretary – Treasurer to keep an accurate record of the time, place, acts and proceedings of all meetings and to keep the members informed by notice or appropriate bulletin of actions of regular or special meetings as well as of the Executive Committee and Special Committees. At the expiration of his term of office he is to deliver all Institute records and property to his duly elected successor. He shall maintain a complete, permanent and discernible record of all receipts, disbursements and transactions of the Institute and a record of the personal account of each member thereof. He shall render annual or periodic financial or other reports as the President or Executive Committee may require. The Secretary – Treasurer shall function as Chairman of the Sick and Distressed Committee. The Secretary – Treasurer shall comply with provisions of the Internal Revenue Service insofar as preparation and submission of an income tax return for the Institute.

(4) Executive Committee

- (a) The Executive Committee shall consist of the President, the Vice President, the Secretary – Treasurer, and an additional nine (9) members of the Institute designated as Directors.
- (b) The immediate past president shall also serve on the Executive Committee in an ex-officio capacity without voting rights.
- (c) The members of the Executive Committee, other than elected officers, shall also be proposed by the Nominating Committee.

- (d) In case of vacancy in any of the elected officers, or Executive Committee members, by death, removal or withdrawal, the Executive Committee may nominate and elect an Institute member to serve on an interim basis, the remaining unexpired term or until the next election. The Nominating Committee may at their discretion recommend the interim Executive Committee member be nominated for any open Executive Committee positions during the next annual election, but are not bound to do so.
 - (e) The Executive Committee shall meet three times per year or at any special meeting called for the purpose as outlined in Paragraph 10(b).
 - (f) In the event any member of the Executive Committee is absent without being excused for two (2) consecutive regularly scheduled meetings, the President or presiding officer may propose to the other Executive Committee members in good standing, immediate termination of the absent Executive Committee member. The Executive Committee shall vote on the proposed termination, with a majority vote needed for termination. If the absent Executive Committee member is, as a result of the vote, terminated, the Executive Committee shall follow the instructions of paragraph 4(c)4(d).
- 5. The terms of all elected officers (President, Vice President, Secretary – Treasurer) shall extend for approximately one year and begin immediately after the Annual Meeting.
 - (a) At the 1980 Annual Meeting, three (3) members of the Institute were elected to serve on the Executive Committee for a period of two (2) years, also one (1) member of the Institute was elected to serve on the Executive Committee for a period of one (1) year. At each Annual Meeting subsequent to 1980, three (3) members of the Institute shall be elected to serve on the Executive Committee for a period of two (2) years.
 - (b) At the 2004 Annual Meeting, two (2) members of the Institute will be elected to serve on the Executive Committee for a period of three (3) years, and three (3) members of the Institute currently serving on the Executive Committee will be elected to serve one (1) additional year, also one (1) member of the Institute will be

elected to serve on the Executive Committee for a period of one (1) year. At the 2005 Summer Meeting, two (2) members of the Institute will be elected to serve on the Executive Committee for a period of three (3) years. At each Summer Meeting subsequent to 2005, two (2) members of the Institute shall be elected to serve on the Executive Committee for a period of three (3) years. (Note: In term year 2006 only, there will be seven (7) additional members of the Executive Committee).

- (c) At the 2012 Annual meeting, three (3) additional members of the Institute will be elected to serve on the Executive Committee. These three (3) additional members (Directors) will serve one (1) elected as a first year Director, one (1) elected as a second year Director, and one (1) elected as a third year Director. The terms will be such that the third year Director serves one (1) year, the second year Director serves two (2) years, and the first year Director serves three (3) years. This will bring the additional Executive Committee members (Directors) to nine (9). At each Summer Meeting beginning in 2013, three (3) members of the Institute shall be elected to serve as Directors on the Executive Committee for a period of three (3) years.
 - (d) The term of the additional nine (9) members (Directors) of the Executive Committee shall begin immediately after the Annual Meeting in their elected year.
 - (e) The President shall appoint a Nominating Committee not less than six (6) months prior to the termination of service by the elective officers, and that committee shall submit a slate of candidates to the President at the Spring Meeting. At the Summer Meeting, every attending member of the Institute shall be permitted to make nominations from the floor, irrespective of any slate presented by the Nominating Committee. Once nominations from the floor are taken, a voice vote shall be taken on all nominations.
6. If recommended by the Executive Committee and approved by a majority vote of the membership, an administrative secretary may be employed at a salary and under conditions mutually agreed upon by the Executive Committee and the applicant. Changes in compensation and conditions of employment including specific job description will be made at the discretion of the Executive Committee.
- (a) From time to time, or as deemed necessary, the Executive Committee may appoint a person to train for the position of Administrative Secretary. This trainee would fill the position of

Administrative Secretary should it become vacant. The trainee will be reimbursed for expenses associated with this training, including attendance of The Coal Institute meetings, as determined by the Executive Committee.

7. Expenses of the Institute, such as stationery, postage and secretarial, shall be paid from the Institute treasury by the Secretary – Treasurer subject to audit by the Executive Committee.

8. Each Institute member shall pay to the Secretary – Treasurer at the beginning of each Institute year the sum of:

- (1) \$300 if the member company has one (1) person listed in the Institute Directory of Membership.
- (2) \$400 if the member company has two-four (2-4) persons listed in the Institute Directory of Membership.
- (3) \$600 if the member company has more than four (4) persons listed in the Institute Directory of Membership

9. Regular meetings of the Institute shall be held a minimum of three times per year or more frequently at the discretion of the Executive Committee. Each assembly of the Institute shall designate, if possible and convenient, the place, date and time of the next meeting thereof. The minimum three meetings are established as follows:

The Spring Meeting

The Summer Meeting and Summer Trade Seminar

The Fall Meeting and Engineering and Education Seminar
(also referred to as the Annual Meeting)

10. The President shall appoint such committees as are necessary in the proper and efficient conduct of the affairs of the Institute, except as noted in 10(b) below. Such committees shall serve at the pleasure of the President, but not beyond the expiration of the current Institute year of appointment. The following shall constitute the Standing Committees of the Institute:

Membership Committee

Program Committee

Golf and Entertainment Committee

Sick and Distressed Committee

Parliamentary, By-laws and Rules Committee

Nominating Committee

Education Funding Committee

- (a) The Membership Committee consisting of the Vice President as a member and an additional four (4) duly appointed members, shall meet each quarter prior to the Executive Committee meeting and consider applications for membership. Membership applications will be considered only if recommended by two (2) Institute member companies in good standing. Consideration for membership shall include:
 - (1) Whether applicant comes under the definition for membership as outlined in the Charter and By-laws.
 - (2) Whether business of applicant is considered of a generally permanent as opposed to a temporary nature.
 - (3) Whether applicant can and will make a worthwhile contribution to the purposes of the Institute.
 - (4) Applicant must have a reputation for honest and fair dealing.
 - (b) After considering applications, recommendations for or against (along with reasons in the event of a negative recommendation) will, through the chairman or acting chairman of the Membership Committee, be passed on to the Executive Committee for appropriate action for acceptance or rejection or for referral to the Membership Committee for additional information. All acceptances will be announced to the membership at the next day's business meeting. Applicants will be notified of the status of their applications by letter from the Secretary – Treasurer.
 - (c) A change in the name of a member company shall be facilitated by an authorized representative of the member company in writing to the attention of the Membership Committee.
11. Regular meetings of the Institute shall be open to members in good standing with the Institute or guests of members in good standing with the Institute.
 12. The activities and cooperative efforts of the Institute may be extended by supporting sectional groups as the best interests of the solid fuels industry may require and subject to the convenience and financial institutions of the Institute and members thereof.

13. This Institute shall not in any manner, either actual or implied, become associated with or involved in any labor or wage controversy. This Institute, the members or representatives thereof, shall not abridge the legal rights of any person, firm or corporation.
14. This Institute, members, representatives or employees hereof shall not by act or acts of commission or omission, agreement, tentative agreement, acquiescence, signs, symbols, implications, innuendo or other means restrain the free and normal movement, inflate, deflate or maintain the price or prices of solid fuels, the products thereof or any commodity. This Institute, members, representatives or employees thereof, shall not violate, in act or in spirit, the Federal, State, County or Municipal laws or regulations relating to the restraint of trade.
15. These Bylaws may be changed or amended by a majority vote of the membership upon majority recommendation of the Parliamentary, Bylaws and Rules Committee with such changes to become effective on the date set forth in the amendment or, in the absence of a stipulated date, the amendment would become effective immediately.
16. An Annual Meeting of the North Carolina Coal, Institute, Inc. shall be held in the Fall of each year beginning in 1976 A.D.
17. The last Executive Committee meeting of any fiscal year shall be joint between the outgoing and incoming officers, and at that time the Bylaws shall be read aloud by the President and opened to necessary discussion so that all officers and directors of The Coal Institute shall be acquainted with all provisions.
18. Prior to the Annual Meeting, the President shall appoint an Auditing Committee consisting of a Chairman and two (2) members, none of whom is an outgoing or incoming officer who will, at a time and date agreed upon and subsequent to the Annual Meeting, together with the outgoing Secretary – Treasurer and the incoming Secretary – Treasurer, arrange and complete audit and transfer of records with all entries through the Annual Meeting to be incorporated therein. The Auditing Committee shall certify that the records have been audited and any discrepancies noted and recorded.
19. At each meeting of the Executive Committee or other Institute Committees, The presence of greater than fifty percent (>50%) committee members shall constitute a quorum for the transaction of business. If at any time the meeting committee consists of an even number of members and a vote results in a tie, then the vote of the Chair of the meeting committee shall be the deciding vote. The act of the majority of the meeting committee members serving on the meeting committee and present at a meeting in which there is a quorum shall be the act of the meeting committee, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a

quorum is not present at a meeting, the meeting committee members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a meeting committee member shall be considered present at any meeting of a Committee if during the meeting he or she is present via telephone, email, or web conferencing with the other meeting committee members participating in the meeting.

20. To fullest extent permitted by law, the Corporation/Institute shall indemnify its “agents” as described by law, including its directors, officers, employees and volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgements, fines, settlements, and other amounts actually and reasonably incurred by them in connections with any “proceeding”, and including any action by or in the right of the Corporation/Institute, by reason of the fact that the person is or was a person as described in the Non-Profit Corporation Act. Such right of indemnification shall be deemed exclusive of any other right to which such persons may be entitled apart from this Article.
 - (a) The Corporation/Institute shall have the power to purchase and maintain insurance on behalf of any agent of the Corporation/Institute, to the fullest extent permitted by law, against any liability asserted or incurred by the agent in such capacity or arising out of the agent’s status as such, or to give other indemnification to the extent permitted by law.

(Revised 2018)