



PARANORMAL RESOURCE ALLIANCE

Bylaws

EIN # 26-4379147

ARTICLE I NAME AND PURPOSES

Section 1.01. Name. The name of the organization is the Paranormal Resource Alliance, hereafter referred to as the PRA.

Section 1.02. Purpose. The Organization is organized exclusively for charitable, educational, and scientific purposes, specifically to facilitate organizations that investigate areas of paranormal activity and to provide educational opportunities for these groups as well as the public

ARTICLE II OFFICES

Section 2.01. Location. The registered office of the organization shall be 2741 Campus Walk Ave., Bldg. 500, Durham, NC 27705.

Section 2.02. Registered Agent. The registered agent in charge thereof shall be J. Allen Crumpler.

ARTICLE III MEMBERS

Section 3.01. Classes – There shall be four classes of membership: Probationary Individual Membership, Probationary Group Membership, Full Individual Membership and Full Group Membership.

Section 3.02. Probationary Individual Membership. Reserved for future consideration by the Board of Directors.

Section 3.03. Full Individual Membership. Reserved for future consideration by the Board of Directors.

Section 3.04. Probationary Group Membership. Probationary membership may be granted to any organization that supports the mission and purposes of the PRA after

submission of a completed membership application. Applications will be reviewed by the Board of Directors. A probationary membership period shall not be less than 3 months.

Section 3.05. Full Group Membership. Full membership may be granted to any organization that supports the mission and purposes of the PRA and has completed the probationary membership period successfully. At the discretion of the Board of Directors, requirements for obtaining full membership status as outlined in Section 3.04 may be waived for any organization who, in the opinion of the Board of Directors, already possesses the knowledge and skills necessary to professionally represent the PRA. Within one calendar year of being granted full membership, each member shall have successfully completed a paranormal certification course approved by the PRA

Section 3.06. Voting Rights of Members. Each member organization shall have one vote for matters that require general membership approval. Each PRA director shall also have one vote unless that director is also a member of a PRA organization in good standing in which case only one vote is allowed for that organization and the director.

Section 3.07. Termination of Membership. The Board of Directors, by affirmative majority vote of the members of the Board, may suspend or expel a member, and may, by a majority vote or those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues or has violated PRA's professional conduct policy.

Section 3.08. Resignation. Any member may resign by filing a written resignation with the President; however, such resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges theretofore accrued and unpaid.

Section 3.09. Dues. Dues shall be no lower than \$50 per year for group membership and shall be due within fifteen (15) days of the beginning of each year. Any change in the amount of dues shall be established by majority vote of the Board of Directors.

Section 3.10. Meetings. The annual membership meeting shall be held as decided by the Board of Directors. A minimum of 10% of the members present in person or by proxy shall constitute a quorum for transaction of business at a membership meeting. Other general or special meetings may be held periodically for the purposes of training or other matters of importance to the general membership. General or special meetings may be called by the Board of Directors or at the request of at least 10% of the members by notice mailed, telephoned, or emailed to each member not less than fifteen (15) days before such meeting.

ARTICLE IV AUTHORITY AND DUTIES OF DIRECTORS

Section 4.01. Authority of Directors. The Board of Directors is the policy-making body and may exercise all the powers and authority granted to the organization by law.

Section 4.02. Number, Selection, and Tenure. The Board shall consist of not less than five (5) directors. Each director shall hold office for a term of three (3) years. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his/her term shall be filled by a majority vote of the remaining directors. In the event of a tie vote, the Chief Executive Officer shall cast the tie-breaking vote. Directors will elect their successors. A director elected to fill a vacancy shall be elected for the unexpired term of that director's predecessor in office. The initial directors shall be selected by the founders of the PRA rather than elected.

Section 4.03. Resignation. Resignations are effective upon receipt by the Board of Directors of the organization by written notification.

Section 4.04. Regular Meetings. The Board of Directors shall hold at least two (2) regular meetings per calendar year. Meetings shall be at such dates, times and places as the Board shall determine.

Section 4.05. Special Meetings. Meetings shall be at such dates, times and places as the Board shall determine.

Section 4.06. Notice. Meetings may be called by the Chairperson or at the request of any three (3) directors by notice emailed, mailed, or telephoned to each member of the Board not less than forty-eight (48) hours before such meeting.

Section 4.07. Quorum. A quorum shall consist of a majority of the Board attending in person or through teleconferencing. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If less than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting on occasion without further notice.

Section 4.08. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these Bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

Section 4.09. Participation in Meeting by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.

Section 4.10. Committees. The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish committees of the Board composed of at least two (2) persons which, except for an Executive Committee, may include non-Board members. The Board may make such provisions for appointment of the chair of such committees, establish such procedures to govern their activities, and delegate

thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, or activities of the Organization.

Section 4.11. Nominating Committee. There shall be a Nominating Committee, composed of the President and at least two (2) other member of the Board of Directors. Each member of the committee shall have one (1) vote and decision shall be made by the majority.

Section 4.12. Reimbursement. Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Organization's business are allowed to be reimbursed with documentation and prior approval. In addition, Directors serving the organization in any other capacity, such as staff, are allowed to receive compensation therefore, subsequent to prior approval.

ARTICLE V AUTHORITY AND DUTIES OF OFFICERS

Section 5.01. Officers. The officers of the Organization shall be a President, a Vice-President, a Secretary, a Treasurer and such other officers as the Board of Directors may designate.

Section 5.02. Appointment of Officers; Terms of Office. The officers of the Organization shall be elected by the Board of Directors at regular meetings of the Board, or, in the case of vacancies, as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors. Terms of office may be established by the Board of Directors, but shall not exceed three (3) years. Officers shall hold office until a successor is duly elected and qualified. Officers shall be eligible for reappointment.

Section 5.03. Resignation. Resignations are effective upon receipt of written notification by the Board of Directors of the organization.

Section 5.04. Removal. An officer may be removed by the Board of Directors at a meeting, or by action in writing pursuant to Section 4.08, whenever in the Board's judgment the best interests of the Organization will be served thereby.

Section 5.05. President. The President shall be the Chief Executive Officer of the organization. The President will be present at all meetings of the Board of Directors. The President shall perform all duties attendant to that office, subject, however, to the control of the Board of Directors, and shall perform such other duties as on occasion shall be assigned by the Board of Directors.

Section 5.06. Vice-President. The Vice-President shall be a director of the Organization. The Vice-President will be present at meetings of the Board of Directors. The Vice-President shall perform all duties attendant to that office, subject, however, to the control of the Board of Directors, and shall perform such other duties as on occasion shall be assigned by the Board of Directors.

Section 5.07. Secretary. The Secretary shall be a director of the Organization. The Secretary will be present at meetings of the Board of Directors. The Secretary shall perform all duties attendant to that office, subject, however, to the control of the Board of Directors, and shall perform such other duties as on occasion shall be assigned by the Board of Directors.

Section 5.08. Treasurer. The Treasurer shall be a director of the Organization. The Treasurer will be present at meetings of the Board of Directors. The Treasurer shall perform all duties attendant to that office, subject, however, to the control of the Board of Directors, and shall perform such other duties as on occasion shall be assigned by the Board of Directors.

ARTICLE VI ADVISORY BOARDS AND COMMITTEES

Section 6.01. Establishment. The Board of Directors may establish one or more Advisory Boards or Committees.

Section 6.02. Size, Duration, and Responsibilities. The size, duration, and responsibilities of such boards and committees shall be established by a majority vote of the Board of Directors.

ARTICLE VII FINANCIAL ADMINISTRATION

Section 7.01. Fiscal Year. The fiscal year of the Organization shall be January 1 - December 31 but may be changed by resolution of the Board of Directors.

Section 7.02. Checks, Drafts, Etc. All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Organization and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board.

Section 7.03. Deposits and Accounts. All funds of the Organization, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the President or Treasurer or officers or agent or agents of the Organization, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Organization, checks, drafts, and other orders of the Organization may be endorsed, assigned, and delivered on behalf of the Organization by any officer or agent of the Organization as in accordance with Section 7.02.

Section 7.04. Investments. The funds of the Organization may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VIII BOOKS AND RECORDS

Correct books of account of the activities and transactions of the Organization shall be kept at the office of the Organization. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.

ARTICLE IX AMENDMENT OF BYLAWS

These Bylaws may be amended by a majority vote of the Board of Directors, provided notice is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided all members of the Board waive such notice, or by unanimous consent in writing without a meeting pursuant to Section 4.08.