

**Bath High School Preservation  
Called Meeting for Bylaws Action  
February 8, 2010**

The Called Meeting for Bylaws Action was held on Monday, February 8, 2010 at 7:00 P.M., at the Bath Christian Church, the President of BHSP presiding and the Secretary present.

**Directors Present:** Claudia Alligood, James Russell Boyd, Marti Buchanan, Jim Cox, Surry Everett, Sandra Harrison, Nelda Ormond

**Also Present:** Peggy Daw, Sue B. Conway, Mike Godley, Susan Modlin, and Karen Sayer

**Absent:** Bobby Roberson, Tom Haigwood, and June Wallace

Peggy Daw called the meeting to order.

Motion was made by Jim Cox and seconded by Nelda Ormond to adopt revised bylaws as proposed in notice given to board members the week of February 2. The text of this document appears in attachment one.

Surry Everett made the motion to amend the revision under consideration as detailed in attachment two. (See separate attachment) Claudia Alligood seconded the motion. The motion to amend passed with a vote of 5 in favor, 1 opposed, and 1 director not voting.

Surry Everett moved the previous question on the matter of the bylaws revision as amended. There was unanimous consent to end debate and proceed to vote.

The motion to adopt the revised bylaws as amended passed with 5 votes in favor, 1 opposed, and 1 director not voting.

Motion was made by James Russell Boyd and seconded by Sandra Harrison that the Revised Bylaws for BHSP become effective February 8, 2010. Motion passed.

The meeting was adjourned at 7:55 P.M.

Minutes submitted by Secretary, Sue Brinn Conway

Date Approved: \_\_\_\_\_

\_\_\_\_\_  
Peggy Daw, President

Attest:

\_\_\_\_\_  
Sue Conway, Secretary

## Attachment One

# BY-LAWS OF BATH HIGH SCHOOL PRESERVATION

## ARTICLE I – NAME; PURPOSE; OFFICES

**1.1 Name.** This organization, created under the laws of the State of North Carolina, is a 501(c)(3) non-profit, non-stock, member corporation known as **Bath High School Preservation**.

**1.2 Purpose.** The general purposes for which the corporation is organized are:

**A.** To provide a non-profit community service organization dedicated to the protection, preservation, and adaptive re-use of the buildings formerly used as Bath High School, a historic set of structures listed on the National Register of Historic Places of the United States, which would return the property to its former place of distinction as a center for community activities.

**B.** To provide planning for the adaptive re-use of the property by its occupants so as to create a multi-faceted cultural center with accommodations for government entities, tourism, historic groups and exhibits, literary activities, performing and fine arts, educational programs, public and private social functions, and appropriate entrepreneurial businesses.

**C.** To act as agent in all matters regarding the structural needs of the property in accordance with acceptable historic preservation methods and techniques in order to preserve the architectural integrity of the property; or otherwise manage the property; or to be a representative on other groups legally constituted for such purposes.

**D.** To disseminate and exchange information to and among its members, the general public and such persons, agencies and organizations as may have interest therein; and to foster and promote a friendly relationship of the organization and its members with the general public and others interested in the activities of the corporation.

**E.** To exercise any of the general powers and legal responsibilities of the corporation conferred by Chapters 55A and 55D of the North Carolina General Statutes, as amended.

**1.3 Offices.** The principal office of the corporation shall be maintained on the property known as "Bath High School", located at the corner of Carteret and Harding Streets in the Town of Bath, Beaufort County, North Carolina. The mailing address of the corporation shall be Post Office Box 149, Bath, North Carolina, 27808. The corporation may have such other offices as the Board of Directors may designate as the business of the corporation may from time to time require. Such other offices shall be located in Beaufort County, North Carolina.

## ARTICLE II – MEMBERS

**2.1 Members.** Individuals, firms, corporations, organizations, government bodies or other private or public entities may be admitted to membership of the corporation by completing an initial application for membership and by the payment of annual dues on such forms and in such amounts as the Board of Directors shall from time to time adopt. There shall be only one class of members. However, within the class of members, the Board of Directors may designate different categories of members to promote fundraising and participation in other activities of the corporation. The Board of Directors in its sole discretion may waive the payment of annual dues for any member based on non-monetary contributions to the corporation by such member, or on the account of hardship, or as may be necessary for the furtherance of the purposes of the corporation. Any waiver of payment of annual dues shall not act as a bar to the exercise of any voting rights.

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**2.2. General Rights.** Each member who has paid annual dues prior to the commencement of any membership meeting and who has attained the age of 18 years shall be entitled to one vote, in person for directors of the corporation at the annual meeting. Proxy voting shall not be permitted. No other powers of a member to act on behalf the corporation which is not specifically granted in these bylaws or any amendments thereto shall be inferred from any other provision contained herein and shall not be construed to grant any rights to members in the ownership of the corporation, any assets of the corporation nor in any membership therein. Memberships are nontransferable. The requirement for the payment of dues by any member shall not of itself create a liability on such member; nor shall any member become personally liable for the acts, debts, liabilities, or obligations of the corporation.

**2.3 Term of Membership.** Members will be admitted or continued on an annual basis. The initial term of Membership will be from the first day of June of each year until May 31st of the following year. The Board of Directors in its sole discretion may change the term of annual membership. In the event of such change, any member in good standing as of the effective date of such change shall be continued as a member, without payment of any additional dues, until the expiration of the new term or the old term whichever is later.

**2.4 Membership List.** The agent or officer of the corporation having charge of the membership list shall maintain such list on a current basis, in alphabetical order by last name, the date of initial admittance to membership, member's mailing address and other contact information, dates of payment of dues or waiver of such, and voting eligibility status of each member. Such list shall be produced and kept open at the time and place of any duly constituted meeting of members and shall be subject to the inspection of any member at any other reasonable time upon request. The membership list shall be prima fascia evidence as to who are the members entitled to such examination and right to vote.

**2.5 Membership Benefits.** The corporation may issue certificates, cards or other indicia of membership that the Board of Directors may determine to be appropriate, and the members shall be entitled to such other benefits as may be from time to time determined by the Board of Directors.

**2.6 Suspension or Termination.** Any member of the corporation shall be suspended or removed from the membership list for failure to pay annual dues unless waived in accordance with Section 2.1 of this Article, or upon the resignation or death of the member. The membership rights of a member may be suspended or terminated in any other manner which is fair and reasonable, carried out in good faith, and for causes which the board of directors deem appropriate, upon a two-thirds majority vote of the board of directors.

**2.7 Compensation.** No member, including officers and directors, shall receive any compensation for their services in such capacity, except that the Board of Directors may by resolution provide for reimbursement for actual disbursements expended on behalf of or in service to the corporation and according to polices authorized by the Board of Directors.

### **ARTICLE III -ANNUAL MEETING**

**3.1 Annual Meeting.** The annual meeting of the members of the corporation shall be held in the month of June of each year at such time and place as determined by the Board of Directors for the purpose of electing directors. Should the annual term of membership be changed pursuant to Section 2.3, the Annual Membership Meeting shall be held during the first month of the new membership year.

**3.2 Special Meetings.** Special meetings of the membership for any other purposes permitted under these bylaws or requirements of law may be called by the president, or at least two directors, or at least ten percent of the members of the corporation entitled to vote at such meetings.

**3.3 Quorum.** At any meeting of the members provided for in this Article, the body of eligible voting members so assembled at the date, time and place of such meeting shall constitute a quorum for the conduct of business without a further requirement of the attendance of a fixed percentage or number certain of the membership unless otherwise prescribed by statute.

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**3.4 Notice.** Notice of the annual meeting shall be sent to all members of the corporation in writing and deposited, postage prepaid, in the United States Mail, to the address on file with the corporation, not less than fifteen (15) days nor more than thirty (30) days prior to the date of the meeting. All other notices of membership meetings shall be given to all members of the corporation not less than fourteen (14) days prior to the date of such meeting by any reasonable means or as provided for in Section 55A of the North Carolina General Statutes. If mailed, notices shall be deemed to be effective as of the date when deposited in the United States Mail. All notices required by this section shall contain the date, time, and place of the meeting and shall list all matters of business to be discussed and voted on at the meeting. No other business except that which is stated in the notice may be conducted.

### **ARTICLE IV – BOARD OF DIRECTORS**

**4.1 General Powers** The Board of Directors shall exercise all the powers and duties granted to the corporation under the Articles of Incorporation and the North Carolina General Statutes. Specific powers and duties shall include, but not be limited to:

- ❖ Responsibility for the overall policies, operation directives, and actions of the corporation.
- ❖ Defining the mission, goals, objectives, and long range planning needs of the corporation.
- ❖ Review of recommended Board Members and election of Officers; appointment of committee chairmen and special appointees responsible for achieving stated goals and objectives.
- ❖ Approval and oversight of the financial activities of the corporation.
- ❖ Conduct or cause to be conducted all meetings of the corporation and its entities required by these bylaws or operation of law.
- ❖ Maintain a positive presence and interaction with others in the community to foster excellent public relations in furtherance of the purposes of the corporation;
- ❖ Exercise the highest duty of care, loyalty and fiduciary responsibility; and protect all proprietary or confidential information of the corporation that comes into their knowledge or possession.

**4.2 Number, Qualifications and Terms.** The number of directors shall consist of at least nine (9) members, and shall at all times contain an odd number to prevent tie votes. Directors shall be members in good standing of the corporation, be at least 18 years of age, be able to maintain regular attendance at meetings, and be committed to the purposes of the corporation. The terms of the directors shall be divided such that approximately one-third (1/3) of the directors shall be subject to election each year. Should the number of directors be increased, then the terms of the new directors shall likewise be divided to provide for continuity of leadership going forward. Upon adoption of these bylaws, any director then sitting shall continue to serve until the expiration date of his original term of election. All terms of office shall be on the same annual basis as the membership year of the corporation. Despite the expiration of a director's term, the director continues to serve until the director's successor is elected, or appointed and qualifies or there is a decrease in the number of directors approved by the Board.

**4.3 Nomination and Election.** Nominations for directors shall be submitted at the annual meeting by the Nominating Committee. Further nominations may be made from the floor by any member eligible to vote at such meeting. Directors shall be elected by a simple majority vote of the members in attendance at the annual membership meeting. Voting shall be by voice vote or such other reasonable method to be determined by the Board of Directors prior to the meeting.

**4.4 Vacancies.** Any vacancy in the number of Directors occurring between annual meetings of the members shall be filled within sixty (60) days by The Board of Directors in a special election and upon proper nomination by any sitting Director, and the affirmative vote of a simple majority of the Board of Directors present at any meeting at which there is a quorum, provided notice setting forth any such nomination and election be sent by regular mail to each member of the Board of Directors at least fourteen (14) days prior to the meeting at which the vote is to be taken.

**4.5 Removal, Resignation, Death.** The Board of Directors shall have the power to remove any director for cause by the affirmative vote of two-thirds of the members of the Board of Directors present at a

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meeting at which there is a quorum, provided notice setting forth any such removal be sent by regular mail to each member of the Board of Directors at least fourteen (14) days prior to the meeting at which such vote is to be taken. Any director subject to removal shall be provided the opportunity to be heard or otherwise object to their removal prior to such vote. Resignations shall be submitting in writing to the President by regular mail or in person and shall be effective at least thirty (30) days following notice of such resignation. Upon the death of a director, their office shall immediately be declared vacant.

**4.6 Continuance in Office.** Except as provided for under Section 5.1E of these bylaws, no director shall be permitted to succeed himself in office upon expiration of his term. Former directors may be considered for a new term upon the expiration of a twelve (12) month waiting period. Notwithstanding the foregoing, any director selected to fill an unexpired vacancy of twelve (12) months or less may be nominated to serve a three year term at the next annual meeting.

**4.7 Meetings and Quorum.** Directors shall annually reserve meeting dates on a regular schedule, and further schedule such other meetings as may be necessary to conduct corporate business. Scheduled regular meetings may be held without notice. Special meetings may be called by the President or any three (3) directors. The person or persons calling a special meeting shall give notice by any reasonable means at least seventy-two (72) hours in advance of such meeting. At least one half of the total number of directors must be present at any meeting to constitute a quorum for the purpose of voting on any matter of business. In the absence of a quorum, the meeting may convene for the purposes of general discussion only. Any meeting of the directors may be continued to another date, time and place as determined by the directors in attendance and upon at least seventy-two (72) hours notice to the directors absent.

**4.8 Presumption of Assent:** A director of the corporation who is present at a meeting of the Board of Directors or at a meeting of any committee of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless (a) such director objects at the beginning of the meeting (or promptly upon the director's arrival thereat) to holding the meeting or to transacting any business at the meeting, or (b) such director's contrary vote is recorded or such director's dissent or abstention from the action taken otherwise is entered in the minutes of the meeting, or (c) such director files written notice of dissent or abstention to such action with the person presiding at the meeting before the adjournment thereof or forwards such notice by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right of dissent or abstention is not available to a director who voted in favor of the action taken.

**4.9 Informal Action by Directors:** Action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board and evidenced by one or more written consents signed by each director before or after such action, describing the action taken, and delivered to the Secretary of the corporation for inclusion in the minutes or filing with the corporate records.

## **ARTICLE V -- OFFICERS**

**5.1 Officers; Duties and Authority.** The operating officers are the President, Vice-President, Secretary, Treasurer and Immediate Past President. Officers shall be responsible to the Board of Directors for the normal day to day operations of the corporation. These officers shall have no additional authority except those powers specifically granted by affirmative majority vote of the Board of Directors and these bylaws. The primary duties of the Officers are:

**A. President.** Serve as the principal executive officer of the corporation, and with the other officers, supervise the day to day business and affairs of the corporation; be authorized, as determined by proper resolution of the directors; to sign or co-sign official documents or contracts binding or obligating the corporation in such amounts and under such terms; schedule or otherwise call for special meetings of the corporation; **serve as Chairman of the Board and preside over all meetings of the corporation**; direct the development, implementation and enforcement of all corporate operating

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policies and procedures; serve as chairman of the Executive Committee; and may serve as an *ex officio* member of all committees or subcommittees except the nominating committee.

**B. Vice President.** Assume the duties of President as delegated by the President or Board; in absence of the parliamentarian, perform the duties of parliamentarian at all meetings of the corporation.

**C. Secretary.** Have the care and custody of all minutes and correspondence of the corporation and the corporate seal; attest the signatures of all corporate officers on official documents and records, prepare and present the minutes of all meetings of members, Board of Directors and Executive Committee; receive and reply to correspondence as directed; prepare, mail or otherwise give notice of all meetings as required herein; prepare and keep current a list of all directors, officers, employees and advisory board members.

**D. Treasurer.** Have the care, custody and duty to reconcile all monies, securities, bonds, accounts, financial records and books of the corporation; receive all funds and accountings for such for deposit to corporate accounts, and issue receipts for same; sign or co-sign checks and other financial instruments upon the corporation's accounts; pay obligations of the corporation in a timely manner as they become due; prepare and submit necessary financial reports; file any required tax forms, documents or verifications of tax deductible contributions of others to the corporation; maintain inventories of all corporate property; serve as a member of the Finance Committee; and perform all such duties in accordance with the highest level of sound and acceptable accounting practices.

**C. Immediate Past President.** In order to maintain a continuity of leadership, the outgoing President shall on the expiration of his term of office assume the office of Immediate Past President for a term of one (1) year. In the event that the Immediate Past President's term as a director has also expired, then this office shall constitute a special seat on the board of directors with full voting privileges. In any year that this special seat is created, then the total number of directors to be elected shall be reduced by one (1); and at the next following election of directors, one (1) of the new directors shall serve a two year term.

**5.2 Other Officers.** The Board of Directors by proper resolution may create any other offices on an interim or permanent basis and with such duties and authorities that they deem necessary for the effective management of the affairs of the corporation. Such other offices may include, but not be limited to, Assistant Vice-Presidents; Corresponding or Assistant Secretaries, or Assistant Treasurers.

**5.3 Nomination, Election, Qualification, and Term.** Nominations for all officers shall be submitted to the Board of Directors by the Nominating Committee for election by the Board of Directors **at the Board Meeting immediately following the Annual Membership meeting.** All officers of the corporation must be duly elected sitting directors of the corporation, and shall retain all of their rights and privileges as directors in addition to their authority as an officer. Officers shall be elected for terms of one (1) year, but may be re-elected to the same or another office until the expiration of their term as a director.

### **ARTICLE VI – COMMITTEES; APPOINTMENTS**

**6.1 Executive Committee.** The President, Vice President, Secretary, Treasurer, and Immediate Past President, of the corporation shall constitute the Executive Committee with the President serving as its chairman. The Executive Committee shall have the duty and authority to perform and manage all necessary day to day activities of the corporation in keeping with the directives of the Board of Directors; provide supervision over employees and contractors; pay the reasonable and customary expenses of the corporation as defined in the budget or other resolution of the Board of Directors. They shall further have the authority to act on behalf of the corporation in emergency situations where a meeting of the Board of Directors is not feasible, and to incur and disburse expenses from general funds in such situations and in such amounts determined in advance by the Board of Directors. All such actions shall be immediately reported by the President to the Board of Directors individually and at the next regular meeting or special meeting of the directors called for such purpose. The Board of Directors shall ratify all such actions of the Executive Committee as necessary.

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**6.2 Standing Committees.** Each committee shall be established by a resolution of the full Board of Directors, and unless otherwise specified by these bylaws, the directors shall have the power to create as many committees for such terms, purposes and required duties as they deem necessary for the effective management of the corporation, and shall appoint a committee chairman for each committee. All committees shall act in strict compliance providing regular reports of its activities to the Board of Directors at regularly scheduled or special meetings. The Board may at its discretion appoint positions to serve the need of the organization. The Board of Directors shall annually appoint committees with duties as follows:

**A. Building and Maintenance.** - Shall oversee all matters relating to the care, condition, and for long range planning of physical needs of the buildings and grounds of Bath High School.

**B. Bylaws.** Shall be responsible for annual review of existing bylaws for recommended **revisions or amendments**. The committee shall assist with **preparing drafts of any recommended corporate guidelines, policies, or procedures** as requested.

**C. Finance.** Shall be responsible for development and preparation of all necessary financial reports required by the Board of Directors, government agencies having authority over the corporation or other entities with which the corporation seeks to do business; coordinate preparation of the annual budget and provide long range financial planning; assist with planning and creation of any special endowment programs; and cooperatively assists with all audits and reviews of the financial records and procedures of the corporation.

**D. Fund Raising.** Shall be responsible for identifying sources and creating internal programs for fund raising events to fund the annual budget and long range planning goals

**E. Grants.** Shall screen and identify grant opportunities for the organization and oversee submission of all paperwork necessary for the corporation to obtain grant awards in furtherance of corporate purposes.

**F. Public Relations.** Shall be responsible for arranging media coverage of all events and occasions sponsored by or in support of the corporation or in which the corporation participates.

**G. Membership.** **Shall be responsible** for developing and maintaining lists of members and prospective members of the corporation; make recommendations to the Board of Directors for the desired minimum amount of membership dues, other amounts creating membership divisions for other levels of giving, and appropriate terms for the membership year; devise and coordinate annual membership campaigns; maintain current mailing; and be the agent of the corporation for the maintenance of the official membership roster as required by section 2.4 of these bylaws.

**I. Special Events.** **Shall be responsible** for identifying or originating community based special events which the corporation may wish to sponsor or participate in; plan, obtain and install all displays and decorations needed for such events or in celebration of recognized holidays; coordinate staffing; and assists other committees with their event planning as needed.

H. Nominating. Shall be the committee appointed and responsible for developing a list of candidates for election as directors **by the members and receive nominations from the floor at the Annual Membership Meeting. Additionally the committee shall recommend a slate of candidates to the Board of Directors to be elected as officers by the Board at the Board Meeting immediately following the Annual Membership Meeting. Committee members shall** act as election proctors for all elections. This committee shall serve a term of one year concurrent with the membership year of the corporation; and consist of at least three (3) but not more than (5) member.

**6.3 Special Appointees; Election; Duties and Authority.** Special appointees of the corporation shall be the Historian and the Parliamentarian. These appointees shall be responsible to the Board of Directors for carrying out specific duties as contained in this section and shall have no additional authority except those powers specifically granted by affirmative majority vote of the Directors and these Bylaws. The primary duties of the Special Appointees are:

**A. Historian.** **Shall be responsible for** research and **collection of** documents or other evidence of the history of the construction, uses, and personages associated with Bath High School; receive and

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document all gifts or loans of historical memorabilia to the corporation; and serve as an ex-officio member of the Building and Maintenance Committee.

**B. Parliamentarian.** Shall be responsible for a basic knowledge of Parliamentary Law and the corporation's Bylaws; shall serve as a parliamentary resource to the presiding officer at all Board and Annual meetings; and shall bring to all meetings, a copy of the organization Bylaws and *Robert's Rules of Order, Revised*.

### **ARTICLE VII – EMPLOYEES**

**7.1** The Board of Directors may hire, suspend or terminate any employee or contractee on behalf of the corporation, No director may become an employee or contractee of the corporation unless permitted under the Conflict of Interest Policy of the corporation, and may be required to forfeit their office as a stipulation of such other relationship.

### **ARTICLE VIII -- ADVISORY BOARD**

**8.1** In order to further the purposes of the corporation and best serve the needs of the community, the Board of Directors may create a separate advisory board to bring broader ideas, comments and concerns to the attention of the corporation. Members should include representatives from the Town of Bath, Beaufort County government agencies, North Carolina Division of Archives and History, The Bath Historic Foundation, Historic Bath Commission, Public Library, local performing arts, fine arts, educational institutions and others who are or may become tenants of the Bath High School campus, and also include a representative of this corporation. The Board of Directors shall appoint the members of the advisory board based on the recommendations or nominations of the participating organizations for one (1) year terms. No such representative shall serve for more than two (2) consecutive terms. The advisory board shall determine its own structure and meeting schedule with the consent of the Board of Directors of this corporation, but shall convene at least quarterly. The advisory board shall designate at least one (1) but not more than three (3) of their number to make formal reports to the Board of Directors of the corporation as needed. Any member of the advisory board may attend meetings of the corporation as a non-voting *ex-officio* member to aide in communications between the two groups. The Board of Directors in its sole discretion may hold joint meetings with the advisory board. The advisory board shall have no powers or authority to act on behalf of, or impose requirements or liabilities upon the corporation.

### **ARTICLE IX – FINANCES**

**9.1 General.** The Board of Directors shall be the supreme authority for handling all financial matters of the corporation and are empowered to originate methods and means of raising funds through dues and contributions from the membership, from public and private sources, or from grants; to obtain loans, conduct general fundraising activities and capital campaigns; create endowments or otherwise finance and fully effectuate corporate purposes and programs by any legal means; and to expend, award grants, scholarships, make contributions, disbursements and otherwise handle and dispose of the same for such purposes, either directly or by contributions and grants to other agencies or organizations organized for the same or similar purposes or who contribute to the activities of this corporation.

**9.2 Operating Income and Expenses.** The Board of Directors shall adopt an annual budget to provide for funding the day to day expenses of the corporation, including but not limited to recurring office expenses, postage, printing, equipment, salaries and profession fees, rent, maintenance, travel, special events and general fund raising projects; and shall maintain at least one banking account for the receipt and expenditure of such general funds and expenses.

**9.3 Grant Income and Expenses.** The Board of Directors shall maintain all funds received from specific grant awards in a special banking account set aside for the purpose. Grant funds shall not be commingled with any other funds received regardless of purpose.

**9.4 Capital Funds and Expenditures.** The Board of Directors may from time to time conduct separate fundraising programs to finance capital improvements to the real property known as Bath High School



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and shall maintain such funds in a separate banking account or accounts to be used solely for such capital expenditures in accordance with the stated purposes of the solicitation. The Board of Directors may make disbursements between capital funds and the general fund as they deem necessary solely for accounting purposes and ease of transactions. Capital funds may not be loaned to or be used in support of general funds.

**9.5 Endowments.** The Board of Directors may create an endowment or endowments for the purposes of long term capital improvements, repairs, maintenance or management of the real property; or to fund educational programs and scholarships; or to provide income to supplement the general fund. However, a separate endowment shall be created for each different purpose and become a separate entity of the corporation. Any such endowments shall be created in accordance with state and federal laws governing such entities and shall be governed by a separate Board of Directors.

**9.6 Audit and Review.** The Board of Directors shall review the financial statements of the corporation at least monthly or at such other times as the directors in their sole discretion deem necessary. The books and financial records of the corporation shall be subject to an annual independent outside audit performed by a competent accountant employed by the Board of Directors for such purpose. Upon completion of the annual audit, the accountant shall make a report in person to a meeting of the full Board of Directors and make recommendations to the directors for correcting any deficiencies or needed remedial actions.

### **ARTICLE X -- MEETINGS**

**10.1** All meetings of the membership and directors of the corporation shall be held at such times and places as determined by the Board of Directors. All such meeting places shall be reasonably accessible to the public and located in Beaufort County, North Carolina. All meetings of the corporation shall be subject to the open meeting laws of the State of North Carolina. The directors may hold a closed meeting or meet in "executive session" only for legally permissible purposes and must announce such purpose or purposes prior to the convening of the closed meeting or executive session. All decisions taken in closed sessions shall be made public at the end of the executive session or at the next open meeting by adoption of a formal resolution of the Board of Directors stating the approved action to be taken. All other discussions or deliberations of such meetings shall be deemed confidential.

### **ARTICLE XI -- FISCAL YEAR**

**11.1** The fiscal year of the corporation shall be on a calendar year basis from January 1st through December 31st of each year unless changed by an appropriate resolution of the Board of Directors.

### **ARTICLE XII -- EXEMPT ACTIVITIES**

**12.1** Notwithstanding any other provision of these by-laws, no director, officer, employee or representative of this organization shall take any action or carry on any activity by or on behalf of the organization not permitted to be taken or carried on by an organization:

(a) exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or its successor laws, or

(b) by a corporation, contributions to which are deductible under Section 170(c)(2) of said Code, or;

(c) under the regulations for tax exempt organizations of the North Carolina Department of Revenue.

Should any of the aforementioned Code provisions or regulations be hereafter amended or renumbered, the references herein shall be deemed to refer to the equivalent provisions of the amended Code.

### **ARTICLE XIII -- CONFLICT OF INTEREST**

**13.1 Non-Profit Restatement.** Pecuniary profit, gain or private advantage is not and shall not hereafter be the object of this Corporation, the incorporators, Board of Directors, officers, members of the advisory board or members of the corporation, and all powers of this Corporation conferred herein shall be subject to this exception. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

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**13.2 Related Persons.** No director, officer or employee of the corporation shall be allowed to serve a concurrent or overlapping term of office, employment, or combination of these with any close relative or unrelated member of the same household. For purposes of this Article, "close relatives" shall be defined as spouses, parents, children, siblings, grandparents, grandchildren, aunts or uncles, and in-laws or "step" relationships of the same degree, regardless of whether such relationships are created by blood, marriage or remarriage.

**13.3 Conflict of Interest Policy.** The Board of Directors shall adopt a separate Conflict of Interest Policy which shall be the governing authority under this Article.

### **ARTICLE XIV -- AMENDMENT**

**14.1** The Board of Directors shall have the power to alter, amend or repeal the Articles of Incorporation or these by-laws by the affirmative vote of two-thirds of the members of the Board of Directors present at a meeting at which there is a quorum, provided notice setting forth any such amendment(s) be sent by regular mail to each member of the Board of Directors at least fourteen (14) days prior to the meeting at which the vote is to be taken on any such proposed changes.

### **ARTICLE XV -- REGISTERED AGENT**

**15.1** The Registered Agent for the corporation shall be **the Secretary of the corporation** or an attorney licensed to practice law in North Carolina and engaged by the Board of Directors for such purpose.

### **ARTICLE XVI -- NOTICES; WAIVER OF NOTICE**

**16.1** Unless otherwise specified herein, all notices shall be made as provided for in Section 55A of the North Carolina General Statutes. Waiver of notice by any person entitled to receive such notice shall be permitted. The attendance of any person entitled to notice of such meeting shall constitute a waiver unless such person shall promptly object to the holding of the meeting or to the transaction of any business at the meeting, and does not thereafter vote for or assent to actions taken at the meeting. The Secretary shall record such dissent and abstinence in the official minutes of any such meeting.

### **ARTICLE XVII -- LIABILITY; INDEMNITY**

**17.1 Liability.** No director, officer or employee of the corporation shall be held personally liable to the corporation or any third party for any action taken in their corporate capacity which was made in good faith.

**17.2 ndemnity.** The corporation shall indemnify any current or former director, officer or employee, and their heirs, executors and administrators to the fullest extent permitted by law, against any expense incurred because of such corporate capacity, or otherwise, or in any manner not prohibited by statute. The corporation likewise shall indemnify any such person for all reasonable costs and expenses, including attorney's fees, incurred by such person in connection with the enforcement of such person's right to indemnification granted by this Article.

**17.3. Exceptions.** Notwithstanding the other provisions of this Article, any director, officer or employee may be held personally liable for any damages or expenses incurred as a result of actions: taken in bad faith; which were outside the scope of their authority; which constitute negligence; or if such person received an improper personal benefit from such activities; or which are the result of fraudulent, tortious or illegal acts committed by them.

### **ARTICLE XVIII -- INSURANCE**

**18.1** The corporation shall maintain general liability insurance and errors and omissions coverage in such amounts as deemed necessary by the Board of Directors, or in such greater amounts as required by third parties in order to obtain financing or other consideration in furtherance of the purposes of the corporation.

### **ARTICLE XIX -- DISSOLUTION**

**19.1** In the event of the dissolution of this corporation, all assets of the corporation, after the liquidation of all obligations, shall be granted, disbursed and distributed to such bona fide successor corporation, or other nonprofit organization or foundation concerned with local historic preservation, East Carolina University special collections or to the North Carolina Department of Cultural Resources-Division of Archives and History. Any personal property in the possession of the corporation which was donated or "on loan" to the corporation shall first be offered for return to the donor or the donor's heirs or successors at law before being distributed otherwise. The Board of Directors shall make

## Attachment One

such distribution to as many of each or any of these in such proportion as may be determined by vote of a majority of **directors** present at any special meeting called for the dissolution of the corporation. No part of the earnings of this corporation shall insure to the benefit of any private contributor or member.

### **ARTICLE XX -- GOVERNING AUTHORITY**

**20.1 Interpretation.** The Board of Directors shall be the final authority for interpretation of these bylaws. The bylaws shall not in any manner conflict with the Articles of Incorporation of the corporation, or any amendments thereto, and such Articles shall govern and prevail in all matters.

**20.2 Legal Authority.** These bylaws shall be governed by the provisions of the North Carolina General Statutes, as amended. Should an irreconcilable conflict arise, then these bylaws will be subject to adjudication by the North Carolina court having competent jurisdiction over the subject matter of the conflict.

**20.3 Parliamentary Authority.** Unless superseded by any other provision of these bylaws or operation of law, all meetings of the corporation and its various entities shall be conducted under the pertinent provisions contained in *Robert's Rules of Order, Revised*.

### **ARTICLE XXI -- SEVERABILITY**

**21.1** Should any provision contained in these bylaws be declared void or unenforceable by operation of law, then the remaining provisions shall continue in full force and effect as if such provision were not contained herein.

### **ARTICLE XXII – SEAL**

**22.1** The Directors shall provide a corporate seal which shall be circular in form and contain **the name of the corporation, the state of incorporation and year of incorporation**.

### **ARTICLE XXIII – EFFECT**

**23.1** These bylaws shall become effective the \_\_\_\_\_ day of \_\_\_\_\_, 2010 after adoption by the Board of Directors of the corporation. All prior versions and amendments of the bylaws of the corporation are hereby repealed and amended in their entirety

\_\_\_\_\_  
President

ATTEST:

\_\_\_\_\_  
Secretary

## Attachment Two

CURRENT  
RED = DELETE  
ARTICLE IV

NONE

### ARTICLE V

**5.1-A. President.** Serve as the principal executive officer of the corporation, and with the other Officers, supervise the day to day business and affairs of the corporation; be authorized, as determined by proper resolution of the directors; to sign or co-sign official documents or contracts binding or obligating the corporation in such amounts and under such terms; schedule or otherwise call for special meetings of the corporation; preside over all meetings; direct the **development**, implementation and enforcement of all corporate operating policies and procedures; serve as chairman of the Executive Committee; and may serve as an *ex officio* member of all committees or subcommittees except the nominating committee.

REVISION  
GREEN = ADD  
ARTICLE V

### **INSERT -CHAIRMAN BOARD OF DIRECTORS**

4.7 Chairman, Board of Directors - There shall be a Chairperson of the Board of Directors elected by the directors from their number at any meeting of the Board. The chairperson shall be a member of the Executive Committee and shall preside at all meetings of the Board of Directors and Executive Committee, and shall perform such other duties as may be directed by the Board. May serve as an *ex officio* member of all committees or subcommittees except the nominating committee.

re-number existing 4.7 - 4.9 to 4.8 - 4.10

### ARTICLE V

5.1 A. President. Serve as the principal executive officer of the corporation, and with the other Officers, supervise the day to day business and affairs of the corporation; be authorized, as determined by proper resolution of the directors; to sign or co-sign official documents or contracts binding or obligating the corporation in such amounts and under such terms; schedule or otherwise call for special meetings of the corporation; preside over all **membership** meetings; direct the implementation and enforcement of all corporate operating policies and procedures; serve as chairman of the Executive Committee; and may serve as an *ex officio* member of all committees or subcommittees except the nominating committee.

## Attachment Two

**CURRENT**  
**RED = DELETE**  
**ARTICLE V**

5.1 E. Immediate Past President. In order to maintain a continuity of leadership, the outgoing President shall on the expiration of term of office assume the office of Immediate Past President for a term of one (1) year. **In the event that the Immediate Past President's term as a director has also expired, then this office shall constitute a special seat on the board of directors with full voting privileges. In any year that this special seat is created, then the total number of directors to be elected shall be reduced by one (1); and at the next following election of directors, one (1) of the new directors shall serve a two year term.**

**ARTICLE V**

5.3 Nomination, Election, Qualification, and Term. Nominations for all officers shall be submitted to the Board of Directors by the Nominating Committee for election by the Board of Directors at the Board Meeting immediately following the Annual Membership meeting. **All officers of the corporation must be duly elected sitting directors of the corporation, and shall retain all of their rights and privileges as directors in addition to their authority as an officer. Officers shall be elected for terms of one (1) year, but may be re-elected to the same or another office until the expiration of their term as a director.**

**REVISION**  
**GREEN = ADD**  
**ARTICLE V**

5.1 E. Immediate Past President. In order to maintain a continuity of leadership, the outgoing President shall on the expiration of his term of office assume the office of Immediate Past President for a term of one (1) year. **Shall serve as a member of the Executive Committee and advisor to the President.**

**ARTICLE V**

5.3 Nomination, Election, Qualification, and Term. Nominations for all officers shall be submitted to the Board of Directors by the Nominating Committee for election by the Board of Directors at the Board Meeting immediately following the Annual Membership Meeting. **Officers shall be members in good standing of the corporation, be at least 18 years of age, be able to maintain regular attendance at meetings, and be committed to the purposes of the corporation. Each officers shall be elected for a one (1) year term.**

## Attachment Two

**CURRENT**  
**RED = DELETE**

13.2 Related Persons. No director, **officer** or employee of the corporation shall be allowed to serve a concurrent or overlapping term of office, employment, or combination of these with any close relative or unrelated member of the same household. For purposes of this Article, "close relatives" shall be defined as spouses, parents, children, siblings, grandparents, grandchildren, **aunts or uncles**, and in-laws or "step" relationships of the same degree, regardless of whether such relationships are created by blood, marriage or remarriage.

**REVISION**  
**GREEN = ADD**

13.2 Related Persons. No director or employee of the corporation shall be allowed to serve a concurrent or overlapping term of office, employment, or combination of these with any close relative; or unrelated member of the same household. For purposes of this Article, "close relatives" shall be defined as spouses, parents, children, siblings, grandparents, grandchildren, and in-laws or "step" relationships of the same degree, regardless of whether such relationships are created by blood, marriage or remarriage.