

Historic Bath Foundation Bylaws

ARTICLE ONE - ORGANIZATION

1. The name of this organization shall be The Historic Bath Foundation, Inc.
2. The organization shall have a seal which shall be in the following form: HBF Seal
3. The organization may at its pleasure by a vote of the membership body change its name.

ARTICLE TWO – PURPOSES

1. To encourage, advocate, preserve, protect, promote, and financially support the historic aspects and architectural heritage of the Town of Bath and surrounding area.
2. To aid the Historic Bath Commission and the North Carolina Department of Cultural Resources in acquiring and developing historic properties, interpretations, and functions, and
3. To conduct fund raising activities to raise funds to acquire and restore historic properties/objects, provide interpretations and functions and to enable the Historic Bath Commission, the Historic Bath State Historic Site, and citizens of Bath and the surrounding area to fully and completely present the history of North Carolina's first town, and
4. To carry on any other lawful act or activity which a corporation shall be organized under North Carolina General Statutes, Chapter 55A: North Carolina Nonprofit Corporation Act.

ARTICLE THREE - MEMBERSHIP

1. The corporation shall have members which shall consist of all those persons, corporations, foundations, or other entities interested in providing historic information and promoting the historic aspect of the Town of Bath and its surrounding area, who shall meet all the requirements for membership as set forth in the bylaws of the corporation, including the current payment of any dues levied by these bylaws upon members.
2. Membership year - The membership year shall be from July 1st thru June 30th or as set by the Board of Directors.

ARTICLE FOUR - MEETINGS

1. The annual membership meeting of this organization shall be held the 2nd Friday in July of each year, or as directed by the Board each and every year except if such day be a legal holiday then and in that event the Board of Directors shall fix the day but it shall not be more than two weeks from the date fixed by these by-laws. The secretary shall cause to be mailed to every member in good standing at his or her address as it appears in the membership roll book of this organization a notice telling the time and place of

such annual meeting.

2. General membership meetings of this organization shall be held at least once a year.

3. The presence of not less than Twenty-five percent (25%) in person/ or by proxy of members shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser number may adjourn the meeting for a period of not more than four (4) weeks from the date scheduled by these bylaws and the secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as hereinbefore set forth shall be required at any adjourned meeting.

4. Special meetings of the Board of Directors or the general membership of this organization may be called by the president when he deems it for the best interest of the organization. Notices of such meeting shall be mailed or emailed to all members at their addresses as they appear in the membership roll book at least Fifteen (15) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom called.

5. At the request of Five (5) members of the Board of Directors, the president shall cause a special meeting of the general membership but such request must be made in writing at least Fifteen (15) days before the requested scheduled date. No other business but that specified in the notice may be transacted at, such special meeting without the unanimous consent of all present at such meeting.

6. At the request of Twenty-five percent (25%) of the members in good standing of the organization, the president shall cause a special meeting of the general membership but such request must be made in writing at least Fifteen (15) days before the requested scheduled date. No other business but that specified in the notice may be transacted at, such special meeting without the unanimous consent of all present at such meeting.

7. The Board of Directors shall meet regularly once each quarter on the last Friday of the quarter or as decided by the Board of Directors.

ARTICLE FIVE – VOTING

1. Except as otherwise provided in these bylaws, all votes at all meetings shall be by voice.

2. At any regular or special meeting of the general membership, if a majority requires it, any question may be voted upon by secret ballot.

3. The chairman of the meeting shall immediately prior to the commencement of balloting appoint a committee of three who shall act as "Inspectors of Election" and who shall at the conclusion of such balloting certify in writing to the chairperson the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.

4. In order to provide as much transparency as possible, all votes by the Board of Directors shall be by voice vote.

ARTICLE SIX - ORDER OF BUSINESS

1. Roll call.
2. Reading of the minutes of the preceding meeting.
3. Treasurer's Report
4. Reports of officers
5. Reports of committees.
- 6 - Old and unfinished business
- 7 - New business.
- 8 - Adjournments.

ARTICLE SEVEN - BOARD OF DIRECTORS

1. The business of this organization shall be managed by a Board of Directors consisting of nine (9) members, including the officers of this organization.
2. The directors to be chosen for the ensuing term shall be chosen at the annual meeting of the general membership by the general membership from the general membership and they shall serve for a term as set forth in the following paragraphs.
3. The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chair after due notice to all the directors of such meeting.
4. The Corporation shall have nine (9) Directors, who shall be elected as follows: Nine (9) members shall be elected by the membership' In addition, the Corporation shall have as ex-officio, non-voting members of the Board of Directors, those persons holding the following positions:
 - a. Chairman of the Historic Bath Commission.
 - b. Mayor of the Town of Bath.
 - c. Site Manager of the Historic Bath State Historic Site.
 - d. President of Bath High School Preservation.
5. The Board of Directors shall be selected as follows:

a. The initial term of the eighth director (the fifth to be elected by the general membership), shall be for a period of three years. The initial term of the ninth director (the sixth to be elected by the general membership), shall be for a period of one year.

6. After the initial elections and appointments, each vacancy shall be filled as described above and subsequent terms for all Board of Directors shall be terms of three (3) years.

7. Elected Board Members shall be eligible for for a maximum of two (2) consecutive terms.

8. Five (5) of the Members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held regularly on the last Friday of each calendar year quarter or as decided by the Board of Directors.

9. Each director shall have one vote and such voting may not be done by proxy.

10. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

11. If a vacancy in the members of the Board of Directors occurs, it shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the term. Each director originally elected in this manner may serve two additional terms.

12. The president of the organization by virtue of the office shall be chair of the Board of Directors.

13. A director may be removed by an affirmative two-thirds majority vote of the Board of Directors when sufficient cause exists for such removal. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules as it may in its discretion consider necessary for the best interests of the organization for this hearing.

ARTICLE EIGHT – OFFICERS

1. The officers of the organization shall be elected by and from the members of the Board of Directors at the Board meeting immediately following the annual general membership meeting for a one year term. Officers may serve a maximum of four (4) consecutive terms. All vacancies will be filled by election at the next regular or special meeting of the Board of Directors. The officers shall be as follows:

a. President

b. Vice President

c. Secretary

d. Treasurer

2. The president shall

- a. Preside at all membership meetings,
- b. By virtue of the office be chair of the Board of Directors,
- c. Present at each annual meeting of the organization an annual report of the work of the organization,
- d. Appoint all committees, temporary or permanent,
- e. See that all books, reports and certificates as required by law are properly kept or filed,
- f. Be one of the officers who may sign the checks or drafts of the organization, and
- g. Have such powers as may be reasonably construed as belonging to the chief executive of any organization.

3. The vice president shall in the event of the absence or inability of the president to exercise his or her office become acting president of the organization with all the rights, privileges and powers as if he or she had been the duly elected president.

4. The secretary shall:

- a. Keep the minutes and records of the organization, including both the general membership and Board of Directors in appropriate books,
- b. File any certificate required by any statute, federal or state,
- c. Give and serve all notices to members of the organization,
- d. Be the official custodian of the records and seal of the organization,
- e. Be one of the officers who may sign the checks and drafts of the organization,
- f. Present to the membership at any meetings any communication addressed to the secretary of the organization,
- g. Submit to the Board of Directors any communications which shall be addressed to the secretary of the organization,
- h. Attend to all correspondence of the organization and exercise all duties incident to the office of secretary.

5. The treasurer shall:

- a. Have the care and custody of all monies belonging to the organization,

- b. Be solely responsible for such monies or securities of the organization and
 - c. Be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.
 - d. Ensure that all checks and drafts in excess of \$2,000.00 of the organization shall be countersigned by the Treasurer and one other authorized officer. Counter signatures are not required for amounts transferred between Historic Bath Foundation accounts.
 - e. Render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting and
 - g. Exercise all duties incident to the office of Treasurer.
6. Officers shall by virtue of their office be members of the Board of Directors.
7. No officer or director shall be entitled to receive any salary or compensation by reason of office or employment.

ARTICLE NINE – SALARIES

The Board of Directors shall hire and fix the compensation of any and all employees, which they in their discretion may determine to be necessary in the conduct of the business of the organization.

ARTICLE TEN – COMMITTEES

1. All committees of this organization shall be appointed by the chairman and their term of office shall be for a period of Three (3) years or less if sooner terminated by the action of the Chairman.
2. The permanent committees shall be as established by the Board of Directors.

ARTICLE ELEVEN – DUES

Contributions of \$25 per year or greater, or as set by the Board of Directors, shall entitle one household or organization to one vote at any regular or special general membership meeting during the membership year.

ARTICLE TWELVE – AMENDMENTS

These By-laws may be altered, amended, repealed or added to by a majority vote at a general membership meeting called for that purpose at which not less than fifty percent plus 1 of the general membership is

present in person or represented by proxy.

ARTICLE THIRTEEN - CONFLICT OF INTEREST

1. No part of the net earnings of the corporation shall adhere to the benefit of or be distributable to its officers, directors, members, or other private persons, however the corporation shall be authorized to pay compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.
2. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and
3. The corporation shall not participate in, or intervene in, directly, or indirectly, any political campaign on behalf of any candidate for public office.
4. Specifically, the corporation shall not carry on other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, or by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Service Code.

These By-laws are hereby amended by the membership, on the 10th day of August 2012.