

BY-LAWS OF MACON COUNTY HISTORICAL SOCIETY, INC.

ARTICLE I - NAME

Section 1. The name of this organization shall be Macon County Historical Society, Inc., hereinafter referred to as the Society.

ARTICLE II - PURPOSE

Section 1. The Society shall be formed for the following purposes:

- A. To bring together those people interested in history, especially in the history of Macon County.
- B. To discover and collect any object or material that may help establish or illustrate the history of the area.
- C. To provide for the preservation of historical objects and other materials and for its accessibility, as far as may be feasible.
- D. To undertake the preservation of historic buildings, monuments, and markers.

ARTICLE III - OFFICE

Section 1. The principal office of the Society shall be located at the Macon County Historical Museum, 36 West Main Street, Franklin, Macon County, North Carolina. The Society may have such other offices, either within or without the State of North Carolina, as the Board of Directors may determine from time to time.

ARTICLE IV - MEMBERSHIP

Section 1. Categories. Membership in the Society shall be divided into seven categories and may be changed at the discretion of the Board of Directors. These categories are:

- A. Single
- B. Family
- C. Student (age 18 and under)
- D. Sponsor
- E. Patron
- F. Sutton Society
- G. Founders Summit

Section 2. Eligibility & Admission.

- A. Anyone may be eligible for membership in the Society who is willing to participate and further the Society's purpose and goals.
- B. Individuals shall be admitted to membership upon the payment of dues.
- C. Any member found not to be in accord with the Society's purposes and goals, upon majority vote of the Board of Directors, shall have his/her membership revoked.

Section 3. Voting. Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the general membership.

ARTICLE V - MEETING OF GENERAL MEMBERSHIP

Section 1. Annual Meeting. The annual general membership meeting of the Society shall be held each year in the month of August at such place and time as the Board of Directors designates by public notice.

Section 2. Special Meetings.

- A. Special meetings of the general membership may be called at any time by a majority vote of the Board of Directors.

- B. Notice of special meetings shall be by public notice at least five days but not more than thirty days before the requested scheduled date. The notice shall state the reasons for which the meeting has been called. No other business but that specified in the notice may be transacted at such special meeting.

Section 3. Quorum. The members of the Society present at a general membership meeting shall constitute a quorum.

ARTICLE VI –BOARD OF DIRECTORS

Section 1. General Powers. The Board of Directors shall manage the affairs of the Society.

Section 2. Qualifications of Board Member. A board member shall be a member in good standing of the Society and a resident of Macon County, North Carolina. Only one member of the same household shall be on the Board at the same time.

Section 3. Number and Tenure.

- A. The number of board members shall be no fewer than five and no more than 20. The Board of Directors shall determine the optimum number to properly conduct the Society's business.
- B. Prospective board members will be nominated and approved by a majority vote of the Board of Directors.
- C. The term of office of each board member shall be one (1) year. A board member shall be eligible for re-election in June each year. To be reappointed to the Board requires a majority vote of the remaining members of the Board of Directors.

Section 4. Attendance. Board members, who miss two (2) meetings per year that are unexcused, shall be considered as resigned from the Board. It is the responsibility of each board member to notify the President or Executive Director if he/she is unable to attend a meeting of the Board.

Section 5. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors. A board member so elected shall fill the balance of the term.

Section 6. Compensation. Board members, as such, shall not receive any salaries for their service on the Board.

Section 7. Quorum.

- A. A majority of the board members constitutes a quorum. In the absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.
- B. Passage of a motion requires a simple majority.

Section 8. Conflict of Interest. Any board member, who has a financial, personal, or official conflict of interest with any matter pending before the Board, shall excuse him/herself and refrain from discussing and/or voting on said item.

Section 9. Removal. If a board member is unable to work effectively with the Board that person shall resign or may be asked to resign by a majority vote of the Board of Directors.

Section 10 Regular Board Meetings. A regular meeting of the Board of Directors shall be held every fourth Tuesday of each month unless otherwise specified by the President.

Section 11. Special Board Meetings.

- A. The President and three members of the Board of Directors when deemed in the best interest of the Society may call a special board meeting.

- B. Notice of a special board meeting shall be given in a timely fashion to all board members. Such notice shall state the reason that the meeting has been called. No other business but that specified in the notice may be transacted at such special meeting.

ARTICLE VII - OFFICERS

Section 1. Officers. The officers of the Society shall be president, first vice-president, secretary, and treasurer.

Section 2. Election and Term of Office. The officers of the Society shall be elected by the board members at the July board meeting and serve for one year beginning in August each year.

Section 3. Vacancies. A vacancy in any office because of death, resignation, or removal shall be filled at the next regular board meeting or special board meeting by the Board of Directors for the unexpired portion of the term.

Section 4. Powers and Duties. All officers have a voting right and duties as outlined.

- A. President. The President shall preside at meetings, give direction and exercise oversight over the affairs of the Society, and have the power to appoint committees. The President shall supervise the Executive Director and shall be an ex-officio member of all committees that are appointed.
- B. Vice-President. The Vice-President shall perform the duties of the President in the absence of the President and such other responsibilities as the Board may direct.
- C. Secretary. The Secretary shall keep minutes of meetings, see that all notices are duly given in accordance with the provisions of these By-Laws, and perform all duties incidental to the office of Secretary and such other duties as may be assigned by the Board.
- D. Treasurer. The Treasurer shall be responsible for and oversee all financial matters of the Society. The Treasurer shall ensure members properly receive and give receipts for monies due and payable to the Society, deposit all such monies in the name of the Society in appropriate banks, and prepare monthly financial statements. The Treasurer shall sign checks with the approval of the President.

ARTICLE VIII – COMMITTEES OF THE BOARD OF DIRECTORS

Section 1. Committees. The President shall appoint such committees as is needed. Such committees shall have the power and duties designated by the President and shall give advice and make non-binding recommendations to the Board. There shall be one permanent committee, Budget Committee.

Section 2. Budget Committee. The Budget Committee shall consist of all officers, the Executive Director, and the previous Treasurer. The committee shall prepare an annual budget and submit this document to the Board of Directors for formal adoption at the beginning of a new fiscal year. The budget may be amended by a majority vote of the Board in regular or called session. Upon adoption of the budget, or at any time thereafter, the Board shall have the authority to set limits to individual expenditures of projects in certain budget categories as it deems prudent and appropriate. Such limits may thereafter, be set aside or amended by a majority of the Board in regular or called session.

ARTICLE IX – EXECUTIVE DIRECTOR & STAFF/VOLUNTEERS

Section 1. Executive Director. The Executive Director shall be hired by the Board and report to the President. The Executive Director has day-to-day responsibility to manage the affairs of the Society, including carrying out the Society's goals and Board policy. The Executive Director hires and supervises staff, directs the work of staff and volunteers, and is authorized to incur expenses in accordance with the approved budget or as directed by the Board. The Executive Director shall attend all board meetings and be an ex-officio member of all committees that are appointed.

Section 2. Absences. In absence of an Executive Director, the President, working in collaboration with the Board, shall carry out the duties of the Executive Director.

ARTICLE X - INDEMNIFICATION

The Society shall indemnify any board member or former board member of the Society and their heirs, executors or administrators, against all expenses actual and necessary in the performance of duty. The right of indemnification hereby granted shall not be exclusive of any other rights to which he/she may be entitled either in law or equity.

ARTICLE XI - DISSOLUTION

Upon dissolution of this Society, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Society, dispose of all the assets of the Society to such non-profit organization (s) as shall be selected by the Board of Directors. The disposed assets shall be used for purposes similar in nature to those set forth in the Society's Certificate of Incorporation.

ARTICLE XII – AMENDMENT TO BYLAWS

These By-Laws may be altered, amended, repealed, or added to by an affirmative vote of the majority of the Board of Directors.