

# **Pitt-County Historical Society, Inc.**

## **Bylaws**

### **ARTICLE I: PURPOSE AND BYLAWS**

Founded in 1927 and reorganized and incorporated in 1950, the Pitt County Historical Society, Inc. (hereinafter referred to as "the society"), has as its chief purpose the study, promotion, preservation, and compilation of the history of Pitt County, North Carolina. The society shall encourage and advance the recognition, preservation, and documentation of all important aspects of the county's history, including conservation of documents, artifacts, and significant structures. It shall also promote the work of all people, professionals and amateurs alike, in studying, increasing knowledge of and publicizing the county's history.

The society shall be governed by these bylaws, approved by the society as a whole and as administered by a Board of Directors (hereafter, "board") consisting of elected officers and members as set forth below.

### **ARTICLE II: OFFICERS**

#### **Section One: Specified Officers**

The officers of the society shall consist of a president, a vice president, a communications secretary, a recording secretary and a treasurer.

#### **Section Two: President**

The president shall preside at all meetings of the society and of the board (hereafter, "the board") at which he or she may be present; shall implement all motions approved by the membership; shall perform such other duties as may be prescribed by these bylaws or assigned to him or her by the board; and shall coordinate the work of the other officers in promoting the purpose of the society.

With the approval of the board, the president shall have the authority to form and appoint members to any needed committees (e.g., bylaws, genealogy, necrology, newsletter, nominating, program committee).

#### **Section Three: Vice President**

At the request of the president, or in his or her absence or disability, the vice president shall perform all the duties of the president and when so acting shall have all the powers of and be subject to all the restrictions upon the president. A major function of the vice president shall be to coordinate special programs at the direction of the president.

The vice president shall perform such other duties and have such authority as may be assigned by the board.

#### **Section Four: Communications Secretary**

The communications secretary shall see that all notices are given in accordance with the provisions of these bylaws or, as required by law, and be custodian of the records, books published by the society, reports, statements, certificates, social media initiatives, the newsletter, and other documents of the society and of the seal of the corporation; and see that the seal is affixed to all documents requiring such seal. In general, the communications secretary shall perform all duties and possess all authority incident to the office of secretary and shall perform such other duties and have such other authority as may be assigned to him or her by the president or the board.

#### **Section Five: Recording Secretary**

The recording secretary shall keep the minutes of the society's meetings. The recording secretary shall keep the minutes of the board meetings and shall present these minutes for approval at each board meeting. The recording secretary shall perform such other duties and have such other authority as may be assigned to the recording secretary by the board or the president.

#### **Section Six: Treasurer**

The treasurer shall, unless otherwise specified by the board, have custody of all the funds of the society: shall keep a full and accurate account of the receipts and expenditures; and shall make disbursements as authorized by the board or by the membership. The treasurer shall present a financial statement at every meeting of the society and of the board and at other times when requested by the membership or board.

The treasurer shall make a written report of all current accounts at the close of each fiscal year. This written report shall be made available to the membership. The treasurer's accounts shall be examined at the close of each fiscal year by an independent auditor.

#### **Section Seven: Term of Office, Nomination, Election**

The term of office shall be two years for each elected officer. The terms shall be staggered: The president and vice president shall be elected one year, and the communications secretary, recording secretary, and treasurer shall be elected the next.

The president shall be limited to two consecutive two-year terms and after an interval of two years of not serving as a board officer, may be re-elected for another two-year term to be possibly followed by another two-year term. Other elected officers are not limited by term or succession.

Each year, by mid March or thereabouts, the president shall appoint a nominating committee consisting of two directors. This committee shall consult with potential candidates and nominate officers and directors for such positions as the society needs to fill. The committee's nominees shall be listed on the notice of the meeting at which elections are to be held. Before elections are held, the meeting shall be opened for nominations from the floor. If any member of the society shall so demand, the election of officers shall be by ballot. Meetings to elect officers may be conducted using either wholly or in part email and videoconferencing software,

especially in the event that a hurricane, flood, fire, other acts of nature, war, acts of terrorism, civil unrest, pandemics, or another reason beyond the control of the society prevents an exclusively in-person meeting.

Candidates receiving the most votes will fill the respective vacancies. When there is a tie, unless one candidate withdraws, there shall be an immediate repeat of the voting for that office.

#### **Section Eight: Subordinate Officers and Agents**

The board may appoint other officers or agents, each of whom shall hold office for such period, have such authority and perform such duties as the board may determine. The board may delegate to any officer or agent the power to appoint any subordinate officer or agent and to prescribe that person's authority and duties. The appointed officers or agents shall not create any obligations for the society without authorization from the board.

#### **Section Nine: Removal**

The society's elected officers may be removed with cause, by vote of the two-thirds majority of the whole board at a special meeting of the board called for that purpose. The officers appointed in accordance with the provisions of Section Eight of this Article II may be removed, with cause, by the board, by a majority vote of the directors present at any meeting or by an officer or agent upon whom such power of removal may be conferred by the board. The removal of any person from office shall be without prejudice to the contract rights, if any, of the person so removed.

#### **Section Ten: Resignation**

Any officer may resign by giving written notice to the board. Upon receiving a resignation, the board will take action to maintain the orderly function of the society.

#### **Section Eleven: Vacancies**

A vacancy in any office because of death, resignation, removal, or disqualification, or any other cause, shall be filled for the unexpired portion of the term by the board.

#### **Section Twelve: Salaries and Expenses**

No salary shall be paid to any officer of the society without the approval of a majority vote of the members present at the annual or a special meeting of the members, at which a quorum is present.

Expenses incurred through service to the society by any authorized representative will be paid upon approval of the board.

#### **Section Thirteen: Duties of Officers May Be Delegated**

In the absence of any officer of the society or for other reason that the board deems sufficient, the Board may delegate the powers or duties of such officer to any other officer or to any director for the time being, provided a majority of the board concurs. Such delegation shall not create liabilities for which the board is responsible.

## **ARTICLE III: BOARD OF DIRECTORS**

### **Section One: Election of Directors**

For each director, the term of office shall be three years. Terms will be staggered: society members will elect two directors each year. Directors may be reelected for one successive term.

The directors shall be elected at the society's annual meeting. Those persons receiving the highest number of votes will be deemed to have been elected. If any member of the Society so demands, the election of directors will be by ballot. Meetings to elect officers may be conducted in part or in whole virtually by email and videoconferencing software, especially in the event that a hurricane, flood, fire, other acts of nature, war, acts of terrorism, civil unrest, pandemics, or another reason beyond the control of the society prevents an in-person meeting.

### **Section Two: General Powers**

The board will ensure that these bylaws are the governing structure of the society and make decisions on all issues of relevance to the society.

The business and affairs of the society shall be managed by the board or by an Executive Committee established by the board pursuant to these bylaws. The Executive Committee shall not create liabilities for which the board is responsible.

### **Section Three: Composition and Restrictions**

The elected president, vice president, communications secretary, recording secretary, treasurer, and immediate past president shall be ex officio directors with votes on the board. The president shall be ex officio chairperson of the board and shall vote only to break a tie. In addition, there shall be six elected directors.

The president, with approval of the board, may appoint honorary, non-voting directors who will provide expert assistance to the board and society.

### **Section Four: Removal**

A director may be removed from office with cause by a two-thirds majority vote of the board. If any director is so removed, a new director may be elected at the same meeting to complete the unexpired term of the removed director.

### **Section Five: Vacancies**

A board vacancy may be filled by the majority of the remaining directors, though less than a quorum, or by the sole remaining director, but a vacancy created by an increase in the authorized number of directors shall be filled only by an election at a meeting of society members.

### **Section Six: Executive Committee**

The board may by resolution, adopted by the majority of a quorum in session, designate three or more directors to constitute an Executive Committee. This committee shall have and may exercise, to the extent provided in the resolution, the authority of the board, except that the committee shall not create liabilities for which the board is responsible.

#### **ARTICLE IV: BOARD OF DIRECTORS MEETINGS**

##### **Section One: Meetings**

The board shall hold regular meetings at least twice each year: fall and spring. Called meetings shall be held upon request of the president or any two or more directors.

All board meetings shall be held at places agreed upon by a majority of directors. The specific place, time, and date for each meeting shall be communicated to each director by the president or other responsible officer.

Except as otherwise provided in the section, any act of the majority of the directors present at a meeting at which a quorum is attained shall be deemed an act of the entire board.

The president shall conduct board meetings according to the latest edition of *Robert's Rules of Order*, unless otherwise indicated in the bylaws.

By a resolution supported by a majority of the board, the board may designate committees for special purposes. However, a majority vote of all directors shall be required for board recommendation to the Society recommending that the bylaws be altered or that the society be dissolved.

At least one-half of the directors fixed by these bylaws shall constitute a quorum for the transaction of business at any meeting of the board.

##### **Section Two: Informal Action by Directors**

Action taken by a majority of the directors without a meeting shall nevertheless represent board action, if written consent to the action in question is signed by all the directors and filed with the minutes of the proceedings of the board whether done before or after the action so taken.

#### **ARTICLE V: CONTRACTS, LOANS, DEPOSITS, CHECKS, DRAFTS, ETC.**

##### **Section One: Contracts**

Except as otherwise provided in these bylaws, the board may authorize any officer, officers, agent, or agents to enter into any contract or to execute or deliver any instrument on behalf of the society and such authority may be general or confined to specific instances. Contracts shall be signed by the president and secretary.

##### **Section Two: Loans**

No loans shall be contracted on behalf of the society and no evidences of indebtedness shall be issued in its name, unless and except as authorized by the board. Any officer or agent of the

corporation so authorized may effect loans or advances for the society and for such loans and advances may make, execute and deliver promissory notes, bonds, or other evidences of indebtedness of the society. Any obligations created by the board shall be signed by the president and the recording secretary, with the corporate seal affixed.

### **Section Three: Deposits**

All funds of the society are deposited to the credit of the society in such banks or other depositories as the board may select, or as may be selected by any officer or officers, agent, or agents of the society to whom such power may be given by the board.

### **Section Four: Checks, Drafts, Etc.**

Endorsements for deposit to the credit of the society shall be to a designated society account.

## **ARTICLE VI: MEMBERS**

A member shall be any person interested in history who pays current dues to the treasurer. The records of the treasurer of the society shall determine whether the annual dues have been paid.

Each person who is a member of the society shall have one vote at society meetings upon all issues submitted to the members of the society for vote except that the president of the society, while having a regular vote in elections, may vote only to break a tied vote on other issues.

## **ARTICLE VII: SOCIETY MEETINGS**

### **Section One: Regular Meetings**

Society meetings shall be held regularly at times and places agreed upon by the board. There shall be an annual meeting each spring which may be held in-person and/or virtually. This meeting shall be for the election of officers and members of the board; for receiving reports of officers, directors, and committees; and for the transaction of other business. Society members shall have the privilege to approve or disapprove each report and to take action on the basis of the reported information.

### **Section Two: Special Meetings**

At the request of the board or of ten percent of the current members of the society, a special meeting must be called to transact specific business. Notice of a special meeting must be in accord with Chapter 55A: "Non-Profit Corporation Act of North Carolina." Special meetings may be held in-person or virtually.

### **Section Three: Meeting Provisions**

Notices of meetings shall be mailed to the address of each member as last provided to the communications secretary. Notices shall be mailed at least ten (10) days and not more than fifty (50) days before the time appointed for the meeting. The notices shall set forth the place, date, time and agenda of the meeting.

All business transactions shall be conducted according to the latest edition of *Robert's Rules of Order*, unless otherwise indicated in these bylaws.

One-fifth of the members as defined by these bylaws as entitled to vote either in person or by proxy constitutes a quorum.

Every member of the society entitled to vote at any meeting thereof may vote by proxy. A proxy shall be in writing and revocable at the pleasure of the member executing it. Unless the duration of the proxy is specified, it shall be invalid after eleven months from the date of its execution.

## **ARTICLE VIII: GENERAL PROVISIONS**

### **Section One: Corporate Seal**

The corporate seal shall be in a form approved by the board.

### **Section Two: Fiscal Year**

The society's fiscal year shall be established by board resolution.

### **Section Three: Endowment Fund**

In addition to an Operating Fund, the society shall maintain a permanent Endowment Fund whose corpus shall not be invaded. If directed by the board, the treasurer may use up to eighty percent of the Endowment Fund's annual earnings to advance the society's purpose. The remaining twenty percent of the annual earnings shall be added to the Endowment Fund's corpus.

All lifetime membership fees shall be placed into the Endowment Fund. At the end of each fiscal year, the board with the approval of the members shall determine what portion, if any, of the Operating Fund shall be transferred to the Endowment Fund corpus.

### **Section Four: Archives**

The East Carolina University Manuscript Collection shall serve as the society's official archives. Each president shall be responsible for giving an orderly arrangement of the records of his or her administration to the Manuscript Collection. These records shall include minutes of meetings, meeting notices, treasurer's reports, correspondence, newspaper announcements, and any other items related to the society's operations during the president's tenure in office.

### **Section Five: Amendments**

Except as otherwise provided herein, these bylaws may be amended or repealed, and new bylaws may be adopted by the affirmative vote of a two-thirds majority of the board and confirmation by a majority of the members present at a meeting for which the notice indicated a consideration of the board's action.

Revised: 2021

Revision Committee: John A. Tucker, Calvin Mercer, Emma Hodson