



Bylaws

New Bern Preservation Foundation, Inc.

Important Note: These revised bylaws were adopted October 14, 2015

Needed changes that were omitted when these bylaws were adopted are highlighted herein.

ARTICLE I. Name and Purpose

Section 1. Name. The name of the organization shall be New Bern Preservation Foundation, Inc., hereinafter called "the Foundation."

Section 2. Mission. The mission of the New Bern Preservation Foundation is to preserve historically significant structures and sites in and around New Bern. The Foundation, which is organized under the Non-Profit Corporation Act of North Carolina, shall operate exclusively for charitable and educational purposes and in a manner consistent with Chapter 55A of the General Statutes of North Carolina and Section 501(c)(3) of the Internal Revenue Code.

Section 3. Offices. The principal office of the Foundation is located at 510-B Pollock Street, New Bern, North Carolina. The mailing address is P. O. Box 207, New Bern, NC 28563. The Foundation may have other offices, within or outside of the City of New Bern, as may be designated by the Board of Directors, or as shall be appropriate or necessary for the conduct of the affairs of the Foundation.

ARTICLE II. General Membership

Section 1. General Membership Rights and Powers. The Board of Directors shall determine the qualifications, rights, privileges and responsibilities of members, and also the provisions governing the withdrawal, suspension, and expulsion of members, except as otherwise provided by law, by the Articles of Incorporation, or by these bylaws. Any right of members to vote and any right, title, or interest in or to the Foundation, its properties and franchises, shall cease and divest upon termination of membership, except that liability of a member for a sum due the Foundation shall survive such termination unless otherwise expressly provided by the Board of Directors.

Section 2. Compensation. No member shall receive any compensation for his or her service in such capacity, except as authorized by the Board of Directors.

Section 3. General Membership Categories, Voting Rights and Dues. General Membership Categories, Voting Rights and Dues shall be determined by the Board.

Section 4. Life Member. A Life Member is someone who had paid \$100 for this level of membership prior to January 1, 1992 when the Board discontinued the Life Membership category. A Life Membership is not transferable and terminates upon the death of the member.

ARTICLE III. General Membership Meetings

Section 1. Annual Meeting. The Annual Meeting shall be held on the second Wednesday in October, unless otherwise determined by the Board of Directors at least sixty (60) days in advance of the October date.

Section 2. Special Meetings. Special Meetings of the General Membership may be called by the President, or by the Secretary and one Board Member, or by one-tenth (1/10) of the general members entitled to vote. Only the purpose as is specified in the notice of the meeting will be considered at a Special Meeting.

Section 3. Notice. Notice of the Annual Meeting must be in writing and must be sent to each member by regular mail not less than fourteen (14) days and not more than twenty-eight (28) days prior to the meeting. Notice of a Special Meeting must be in writing, including electronic, and must be sent to each member not less than fourteen (14) days and not more than twenty-eight (28) days prior to the meeting. All notices must state the purpose for which the meeting is called, the day, date, time, and location of the meeting.

Section 4. Quorum. Ten percent (10%) of the total number of members entitled to vote shall constitute a quorum.

Section 5. Proxies. There shall be no voting by proxy.

Section 6. Manner of Acting. A majority of the votes cast by members present shall constitute action taken by the membership unless a greater proportion is required by the Foundation bylaws.

ARTICLE IV. Board of Directors

Section 1. General Powers. The Board shall manage the property, business, and affairs of the Foundation in accordance with these Bylaws and the purpose of the New Bern Preservation Foundation, Inc. The Board is responsible for the overall policy and direction of the Foundation and may delegate authority for day-to-day operations. Specific responsibilities of the Board of Directors include but are not limited to:

- a. Defining the mission, goals, and objectives of the Foundation, and assigning priorities among the goals and objectives when needed;
- b. Selecting all paid staff and reviewing their performance periodically;
- c. Approving major personnel policies;
- d. Reviewing and approving the Foundation's budget;
- e. Raising financial resources required to meet the Foundation's goals and objectives, as coordinated by the Board, and establishing general fund raising policies;
- f. Conducting an annual review and evaluating the Foundation's performance of the goals and objectives of highest priority; and
- g. Preparing an annual slate of candidates for consideration by the general membership for election to the Board of Directors.

Section 2. Lifetime Board Member. A Lifetime Board Member is someone who became a Life Member and who also donated an additional \$500 to the Foundation for capital projects prior to January 1, 1992, and thus was granted a Lifetime seat on the Board. The Lifetime Board Member status is not transferable and terminates upon the death of the member. An inactive Lifetime Board Member wishing to return to active status may do so at anytime during the calendar year by notifying the President in writing. Once the Lifetime Board Member returns to active status, he/she shall have a seat and voice but no voting rights. Once seated, the member will have voting rights re-instated when a vacancy

occurs on the Board. Otherwise, the Lifetime Board Member will be put on the slate of nominees to the Board for the next election at the Annual Meeting and in accordance with these Bylaws.

Section 3. Number and Qualifications. The Board shall consist of not less than 16 members and no greater than 20 members in good standing, including Officers, made up of active Lifetime Board Members and elected general members. After active Lifetime Board Members have been seated, the remaining Board openings shall be filled by general members elected by the members of the Foundation in accordance with these Bylaws. Board Member candidates shall have demonstrated a commitment to the Foundation's mission.

Section 4. Election. At the September meeting of the Board of Directors, the Nominating Committee shall present to the Board a slate of candidates for the coming year equal to the number of vacant seats after active Lifetime Board Members have been seated. A slate of Officer nominees, chosen from the slate of **the 22*** Board candidates, will also be presented at this meeting. Upon approval by the Board the proposed slate of Board Member Candidates, Officers, and active Lifetime Board Members shall be sent to the general membership. The slate shall be sent by regular mail to the postal address of record of each member of the Foundation not less than fourteen (14) days prior to the Annual Meeting. Additional nominations may be received from the floor at the Annual Meeting. Voting shall take place at the Annual Meeting by paper ballot. The number of vacant seats shall be filled by the candidates who have received the most votes.

Section 5. Term of Office. The General Board Members shall be elected annually for a term of one (1) year. The term shall begin January 1 of the year following the election. A Board member may be re-nominated to serve more than one term. Each elected Board Member shall serve until the expiration of his or her term, resignation, removal, or disqualification. Any Board Member may resign at any time by giving written notice to the President of the Board. The resignation will take effect upon receipt of notice, or at a later date if specified in the notice. The acceptance of a resignation shall not be necessary to make it effective.

Section 6. Vacancies. When a vacancy occurs on the Board, the Nominating Committee shall present a list of candidates to the Board of Directors. Vacancies may be filled for the unexpired term by majority vote of the remaining members of the Board of Directors.

Section 7. Quorum. **Twelve (12) members**** of the Board of Directors then in office shall constitute a quorum for the transaction of any business. Except as otherwise provided in these Bylaws, the act of the majority of Board Members present at a meeting of which a quorum is present shall be the action of the Board of Directors. If at any meeting of the Board of Directors there is less than a quorum present, a majority of those present may adjourn the meeting, without further notice, until a quorum is obtained. **[Needs amending: *delete: "the 22"; **delete: "Twelve (12) members"; amend to read as follows: "a majority". See Article VIII, Section 5. Amendments]**

Section 8. Compensation. No Board Member shall receive any compensation for his or her service in such capacity except that the Board of Directors may by resolution provide for the re-imbursment of actual travel and lodging expenses incurred in the performance of duties as Board Member(s) to the extent provided by such resolution, and except as otherwise provided in these Bylaws.

ARTICLE V. Board of Director Meetings

Section 1. Regular Meetings. At least ten (10) regular meetings of the full Board of Directors shall be held each year at such place within or outside of North Carolina as may be fixed by resolution of the

Board, or as may be specified in the notice of the meeting. Regular meetings of the Board of Directors shall be held at times set by resolution of the Board.

Section 2. Special Meetings. Special Meetings of the Board may be called by or at the request of the President, any five (5) Board Members, or by the Secretary and one (1) Board Member. Only such business as is specified in the notice of the meeting shall be considered at a Special Meeting.

Section 3. Notice for a Special Meeting of the Board. The Notice for a Special Meeting of the Board must be in writing including electronic and must be sent to each member of the Board not less than forty-eight (48) hours prior to the meeting. The Notice must specify the purpose for which the meeting is called, the day, date, time, and location of the meeting.

Section 4. Absences. Any active Lifetime Board Member who is absent from three (3) consecutive regularly scheduled meetings or one half (1/2) of all regularly-scheduled Board meetings during a calendar year shall be considered inactive, and his or her seat shall be filled from the general membership. Any general member elected to the Board who is absent from three (3) consecutive regularly scheduled meetings or one-half (1/2) of the total number of meetings in a calendar year shall be considered resigned by default. Unavoidable absences will be considered before dismissal action by the Board.

ARTICLE VI. Committees

Section 1. Committees. The Foundation's Committees are generally organized in two (2) forms: Standing (permanent) and Ad Hoc (temporary). Standing Committees operate continuously as directed by the sitting Board and Ad Hoc Committees operate as needed. The President shall create such committees which shall have and may exercise such powers as conferred or authorized.

Section 2. Standing Committees. There shall be the following Standing Committees:

Executive. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer and the Chair of the Acquisitions and Covenants Committee. The Executive Committee shall have and may exercise such powers as authorized by resolution of the Board of Directors. All obligations of the Foundation including but not limited to contracts, deeds, notes, and mortgages shall be approved by the Board of Directors and signed by the President or the Vice President and by the Secretary or the Treasurer.

Administrative. The Administrative Committee shall consist of three (3) members of the Board of Directors, and will be chaired by the President of the Board. Its scope of work will include but not be limited to the supervision of staff, the oversight of business operations of the Foundation, maintenance of the Foundation office building, the Haslen House, and administrative policy recommendations to the Board.

Nominating. The Nominating Committee shall consist of five (5) members including three (3) Board Members and two (2) general members. At least one (1) of the Board Members shall be a Life Board Member, if serving. They shall be nominated by the Board and elected by a majority vote at the June meeting of the Board of Directors. The Nominating Committee shall serve for one (1) year. Its function is to present recommendations to the Board for Directors to fill vacancies on the Board. The Committee will select its own Chair. The Committee will develop a slate of nominees for Board Members and Officers for the upcoming year and present the slate to the Board of Directors at its September meeting. Nominations from the floor will also be heard at that meeting. At the September Board meeting, the Board of Directors will decide by

majority vote, the slate of Board Member and Officer Nominees to be presented to the general membership for election at the Annual Meeting of the Foundation.

Finance. The Finance Committee shall consist of three (3) members of the Foundation, and will be chaired by the Treasurer of the Board. It shall be responsible to the Board for the management of Foundation monetary resources including but not limited to fundraising, asset management, budget analysis, and preparation of annual budget.

Acquisitions and Covenants. The Acquisitions and Covenants Committee shall consist of at least three (3) members of the Board and the Chair will be appointed by the President of the Board. It is the committee that researches and identifies preservation opportunities and recommends to the Board a plan of action to be taken.

Section 3. Ad Hoc Committees. Ad Hoc Committees will be appointed by the President of the Board as needed.

ARTICLE VII. Officers

Section 1. Officers. The officers of the Foundation shall consist of a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board of Directors may authorize.

Section 2. Election. The President, Vice President, Secretary and Treasurer shall be elected by paper ballot at the Annual Meeting. The President, Vice President, Secretary and Treasurer shall be selected from active members of the Board of Directors.

Section 3. Term of Office. No officer may serve in the same office for more than three (3) consecutive one-year terms excepting the treasurer.

Section 4. President. The President shall chair the Annual Meeting and meetings of the Board of Directors, and shall perform the following duties and responsibilities, except as directed by the Bylaws. The President is an ex officio member of all committees of the Foundation.

a. The President shall appoint the Chairs of all Board committees except as directed in the Bylaws and serve as liaison among the Foundation's committees and the staff.

b. The President shall facilitate and coordinate the Board's discharge of its responsibilities, as set forth by the Bylaws and by Board resolutions.

Section 5. Vice President. The Vice President shall have such powers and duties as delegated by the President or as the Board of Directors may direct. In the absence of the President, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions placed upon the President.

Section 6. Secretary. The Secretary shall be responsible for maintaining a complete record of the Foundation's actions including but not limited to the following:

a. Keeping a minute book of all meetings of the Board of Directors including all votes and resolutions adopted;

b. Recording all corporate documents and records;

c. Issuing notices for the Annual Meeting and for meetings of the Board of Directors;

d. Filing all reports required by governmental authorities and keeping the corporate records current, including the Minutes of all Board Meetings and General Membership Meetings in a regularly maintained book located in the Foundation office;

e. Shall have other responsibilities as the Board of Directors may prescribe.

In the absence of the Secretary or in the event of his or her death, inability or refusal to act, an Acting Secretary, elected by a simple majority of the Board Members, shall perform the duties of the Secretary, and when so acting shall have all the powers of and be subject to all the restrictions placed upon the Secretary. The Acting Secretary shall perform such other duties as may be assigned by the President.

Section 7. Treasurer. The Treasurer shall oversee the custody of all funds, securities, and assets of the Foundation. He or she shall:

a. Report to the Board of Directors at each regularly scheduled meeting an accurate account of the Foundation's receipts and disbursements;

b. Prepare or cause to be prepared a true statement of the Foundation's assets and liabilities within a reasonable time after the close of each fiscal year;

c. In conjunction with the President, make financial information available to Board Members and to the membership; and

d. Shall have other responsibilities as the Board of Directors may prescribe.

In the absence of the Treasurer or in the event of his or her death, inability or refusal to act, an Acting Treasurer, elected by a simple majority of the Board Members, shall perform the duties of the Treasurer, and when so acting shall have all the powers of and be subject to all the restrictions placed upon the Treasurer. The Acting Treasurer shall perform such other duties as may be assigned by the President.

Section 8. Compensation. No officer shall receive any compensation for his or her service in such capacity, except as authorized by the Board of Directors.

ARTICLE VIII. Miscellaneous Provisions

Section 1. Indemnification. Any person who at any time serves or has served as a director, officer, employee or agent of the corporation, or in such capacity at the request of the corporation for any other corporation, partnership, joint venture, trust or other enterprise, shall have the right to be indemnified by the corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, and whether or not brought by or on behalf of the corporation, seeking to hold him liable by reason of the fact that he is or was acting in such capacity, and (b) reasonable payments made by him in satisfaction of any judgment, money decree, fine, penalty or settlement for which he may have become liable in any such action, suit or proceeding; provided, however, that the Corporation shall not indemnify any such person against liability or expense incurred on account of such person's activities which were at the time taken known or believed by such person to be clearly in conflict with the best interests of the Corporation or if such person received an improper personal benefit from such activities.

The Board of Directors of the corporation shall take all such action as may be necessary and appropriate to authorize the corporation to pay the indemnification required by this bylaw, including without limitation, the extent needed, making a good faith evaluation of the manner in

which the claimant for indemnity due him and giving notice to, and obtaining approval by, the shareholders of the corporation.

Any person who at any time after the adoption of this bylaw served or has served in any of the aforesaid capacities for or on behalf of the corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this bylaw.

Section 2. Fiscal Year. The IRS tax year of the Foundation shall be September 1 through August 31.

Section 3. Calendar Year. The budget and the seating of the Board Members shall follow the calendar year, January through December.

Section 4. Corporate Seal. The Secretary shall be the keeper of the corporate seal, to be used in accordance with the Board's direction.

Section 5. Amendments. The Bylaws may be amended upon the vote of two-thirds (2/3) of the members present at an Annual Meeting or at a Special Meeting called for said purpose, provided that the amendments have been proposed by the Board of Directors or by a committee authorized by the Board of Directors. Proposed changes to the Bylaws shall be sent to the members no more than thirty (30) days or less than twenty (20) days prior to the meeting on the proposed amendments.

Section 6. Activities of the Foundation. No substantial part of the activities of the Foundation shall be the promotion of propaganda, or otherwise lobbying to influence legislation. The Foundation shall not participate in or intervene in any political campaign on behalf of any candidate for public office including the publishing or distribution of statements. Notwithstanding any other provision of these articles, the Foundation shall not engage in any other activities not permitted by a Foundation (a) that is exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended (or the corresponding provision of any future United States Internal Revenue Law) and (b) contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code. as amended (or the corresponding provision of any future United States Internal Revenue Law).

Section 7. Conflict of Interest. The Board of Directors shall establish and abide by a Conflict of Interest policy which will be kept on record at the Foundation office.

Section 8. Parliamentary Authority. The rules contained in Robert's Rules of Order, newly revised, shall govern the Foundation in all cases in which they are not inconsistent with the Charter and Bylaws.

ARTICLE IX. Dissolution

Section 1. Dissolution. The process of Dissolution of the Foundation shall be initiated by a three-fourths (3/4) affirmative vote of the Board of Directors. The motion action by the Board will trigger a call for a Special Meeting of the General Membership in accordance with these Bylaws. The General Membership vote to dissolve the Foundation shall be by paper ballot and will require a three-fourths (3/4) affirmative vote of all General Members present at the Special Meeting.

Section 2. Distribution of Assets. Upon dissolution, the responsibility for monitoring the Foundation's recorded covenants shall transfer to The Historic Preservation Foundation of North Carolina, Inc. All assets of the Foundation upon dissolution shall be distributed to The Historic Preservation Foundation of North Carolina, Inc. Should The Historic Preservation Foundation of North Carolina, Inc. no longer exist, then the responsibility of monitoring the recorded covenants and the distribution of the Foundation's assets, together, shall be transfer to a single organization that is tax exempt under Section 501(c)(3) of the Internal Revenue Code, as amended (or the corresponding provision of any future United States Internal Revenue Law).

No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered to the Foundation and to make payments and distributions in furtherance of the purposes set forth herein.

The Bylaws were approved at the annual meeting of the General Membership of the New Bern Preservation Foundation held on Wednesday, October 14, 2015 at the New Bern Golf and Country Club, New Bern, NC.

Secretary: _____ Date: _____
BEN PARRISH

NEW BERN PRESERVATION FOUNDATION, INC.

■ ■ ■