

THE HISTORIC PRESERVATION SOCIETY OF DURHAM, INC. BY-LAWS

ARTICLE I - NAME

The name of this organization shall be “The Historic Preservation Society of Durham, Inc.”, hereinafter referred to as the Society.

ARTICLE II- SEAL

The seal of the Society shall be:

ARTICLE III - ADDRESS AND OFFICE

(a) The mailing address of the Society shall be: Post Office Box 25411, Durham, North Carolina 27702-5411 or such other mailing address in Durham County as may be designated by the Board of Directors

(b) The Society shall maintain an office either at its mailing address or at such other location or locations in Durham County as may be designated by the Board of Directors.

ARTICLE IV - PURPOSES

The purposes of the Society shall be:

(a) To advocate, promote and facilitate rehabilitation and preservation of buildings and sites which are of local historical, architectural, archeological, cultural or aesthetic value.

(b) To recognize public and private achievements related to the purposes of the Society and grant awards and give recognition therefor.

(c) To encourage and promote study, education, and research relating to buildings and sites of historical, architectural, archeological, cultural or aesthetic interest.

(d) To collect and preserve records, artifacts and other items of historical interest.

(e) To cooperate with public and private entities within Durham County and beyond whose purposes are compatible with those of the Society.

(f) To promote research and scholarship in the history of the City and County of Durham, their people and the surrounding region,

(g) To be an educational institution to educate the people of the City and County of Durham and elsewhere in knowledge and understanding of history, architecture and culture.

(h) To do and engage in all lawful activities and exercise all lawful powers that are in furtherance of the general purposes of the Society.

ARTICLE V MEMBERSHIP

- (a) Membership shall be open to all individuals, families, public and private organizations, and corporations who are interested in furthering the purposes of the Society and who shall pay dues to the Society.
- (b) The Board of Directors shall determine the dues and classifications of membership.
- (c) Members who paid dues prior to October 15, 1974, are designated Charter Members.
- (d) No individual shall hold membership in more than one membership category.
- (e) Memberships shall run for one year, except for life and other classes of membership established by the Board of Directors which may extend for a period of more than one year.
- (f) Administration of membership, recruitment, and enrollment will be according to the policy of the Board of Directors.
- (g) Membership shall automatically be terminated by resignation or by non-payment of dues. The Board of Directors may otherwise request the resignation of, or terminate the membership of any member, whether an individual, family, organization, or corporation, for any act or omission deemed by it to be inconsistent with or harmful to the accomplishment of the purposes of the Society.

ARTICLE VI- MEETINGS OF MEMBERSHIP

- (a) General Membership Meetings - An Annual Meeting shall be held each year and other general membership meeting as deemed appropriate. Notice of time and place of the membership meetings shall be given no less than seven (7) days in advance of the date of the meeting. Required notices may be given in any publicity regularly distributed to members.
- (b) Annual Membership Meeting - The Annual membership meeting shall be held during the month of May or June of each year at a time and place determined by the President for the purpose of electing members of the Board of Directors and Officers; for reporting on the activities of the Society for the preceding year; and for such other business as may be brought before the membership by the President, Nominations shall be received from the Nominating Committee and may be made from the floor provided the nominee has given prior consent.
- (c) Special Meetings of the Membership - Special Meetings of the membership may be called by the President, a majority of the Board of Directors, or by the Secretary pursuant to the written request of not less than ten members of the Society. Whenever such a Special Meeting is based on the written request of ten members of the Society, the Secretary shall establish the time and place and give notice of such Special Meeting and which shall be held within thirty (30) days of receiving such request. Notice of time and place of a Special Meeting shall be given no less than three (3) days in advance for the date of the meeting and shall

state the purpose for which the meeting is called. Required notices may be given by written communication or in any publicity regularly distributed to members.

(d) Voting - Each membership shall be entitled at any meeting of the membership to one vote on each matter submitted to a vote of the members. No cumulative or proxy voting shall be permitted.

(e) Quorum - An assembly of twenty-five members shall constitute a quorum for the transaction of business at any meeting of the membership. The act of a majority of the members present shall be the act of the membership. In the event after two consecutive duly called meetings of the membership, no quorum is present, those present at a third duly called meeting shall constitute a quorum.

ARTICLE VII ELECTION, VOTING AND OFFICERS

(a) Nominations -The President shall, prior to the Annual Meeting, appoint a Nominating Committee pursuant to Article XI(c) which shall report to the Annual Meeting and nominate members for election as officers and directors of the Society.

(b) Ballots -A majority of the ballots cast by all voting members shall be necessary for election as an officer or director, In the event no candidate receives a majority on the first ballot, the candidate receiving the fewest number of vote shall be dropped.

(c) Majority - Except as herein provided all votes shall be determined by a simple majority of those members present and voting.

(d) Officers And Means Of Election - The officers of the Society shall be a President, Vice-President, Treasurer, and Secretary, each of whom shall be a member both of the Society and its Board of Directors and shall be elected at the Annual Meeting of the membership for a term of one year, commencing on the first day of July following the Annual Meeting, or until a successor is duly elected and qualified. Each newly elected Board of Directors shall elect from its members an Assistant Treasurer and Assistant Secretary.

(e) President - The President shall serve as chief executive officer of the Society; shall have general and active management and supervision of the staff and affairs of the Society; shall present recommendations and resolutions to the Board of Directors and the Executive Committee; shall be an ex officio member of all committees excepting the Bartlett Durham Committee and, except for a Special Meeting called by the Secretary pursuant to Article VI(c), shall call and preside over all meetings of the General Membership, Executive Committee, and Board of Directors. The President can be elected to no more than *four* consecutive terms. **amended June 11, 2008*

(f) Vice President - The Vice-President shall perform the duties and exercise the powers of the President during the absence or disability of the President, shall be a member of the Executive Committee, shall assist the President in selecting Committee chairmen and members and shall perform such other duties as are assigned by the President.

(g) Treasurer - The Treasurer shall have the custody of and responsibility for processing all funds of the Society and shall deposit or supervise the deposit of the same in the name of the Society in such bank or financial institutions as the Board of Directors may choose;

the Treasurer shall collect or cause to be collected all dues and other income; shall sign all checks, drafts, notes and orders for the payment of money, and shall pay out and dispose of the same all of such duties to be under the direction of and pursuant to the policies and procedures established by the Board of Directors; the Treasurer shall file or supervise the filing of tax and other government required reports and shall at all reasonable times keep books and accounts open to any Director, Officer or member of the Society and shall be prepared to give financial reports as the Board of Directors may require.

(h) Assistant Treasurer - The Assistant Treasurer shall in the absence of the Treasurer perform all duties of the Treasurer and such other duties as the Treasurer may prescribe.

(i) Secretary - The Secretary shall issue or caused to be issued notice of meetings, attend all meetings of the Executive Committee, the Board of Directors, and General Membership; shall record true minutes of the proceedings of such meetings; shall have custody and oversee use of the seal of the Society and preserve the records of the Society.

(j) Assistant Secretary - The Assistant Secretary shall in the absence of the Secretary perform all duties of the Secretary prescribed herein,

(k) Delegation Of Duties By An Officer - The Board of Directors may by a vote of a majority of the members present at a meeting thereof authorize any of the officers designated herein to delegate to an Executive Director such of those duties of an officer as may be determined by the Board of Directors.

(l) Absence - Except as otherwise provided herein, in case of the absence of an officer or, for any reason, the inability of an officer to act, the Board of Directors may appoint a member to perform the duties of such officer during the period of such officer's absence or inability to act.

(m) Vacancy - In case of a vacancy in an office, the Board of Directors may at any meeting thereof appoint a member of the Board of Directors by an affirmative vote of a majority of the Board of Directors present to fill such vacancy until the next annual meeting.

(n) Removal - Any officer may be removed, upon recommendation of a majority of the Board of Directors, by an affirmative vote of the majority of the members present and voting at a meeting of the Society.

(o) Limitations of Authority

(i) President - The President will not act in matters relating to the acceptance or transfer of land or interests in land, or in executing papers including deeds, mortgages, leases, transfers, contracts, bonds, notes, powers of authority and other obligations made, without approval of a majority of the Board of Directors.

(ii) Treasurer - The Treasurer will not execute checks, drafts, notes, and other orders for payment of money except in accordance with policies and procedures approved by a majority of the Board of Directors.

ARTICLE VIII - BOARD OF DIRECTORS

(a) Election, Composition - The Board of Directors shall consist of the President,

Vice-President, the Secretary, the Treasurer and no more than seventeen and no less than eight other members. The President shall be Chairman of the Board of Directors, Each member of the Board of Directors shall serve for terms of three (3) years or until a successor is qualified. Terms shall be staggered. Successors to Directors whose terms are expiring shall be elected at each Annual Meeting. No Director shall serve more than two consecutive three-year terms. Such members may be re-elected to the Board of Directors after one full year off the Board. Those persons whose terms would have expired, but who have been elected to an office, shall be permitted to serve on the Board as long as they are in office.

(b) Honorary Board Members - The Board of Directors may elect Honorary Board Members who shall serve for up to three (3) years. They may perform such duties and shall offer such advice, experience and assistance as may be sought and prescribed by the Board of Directors but shall have no vote as a member of the Board of Directors.

(c) Meetings - The Board of Directors shall meet as often as it considers necessary to transact the business of the Society. Meetings shall normally be called by the President but may also be called by any two Directors. The Secretary shall notify, or cause notice to be given, the members of the Board of Directors at least seventy-two (72) hours before each such meeting, by giving notice by an appropriate means to each such member at such members usual place of business or abode. The seventy-two (72) hours notice may be waived at the discretion of the President in the event of an emergency. Unless otherwise specified in the notice any and all business may be transacted at any meeting of the Board of Directors and a majority of the members shall constitute a quorum for the transaction of business. The President, and in his absence, the Vice-President, shall preside at all meetings of the Board of Directors. In the event of the absence of both, any other Director designated by the President may preside at said meetings. Except as otherwise provided herein, all votes of the Board of Directors shall be determined by a majority of those present and voting.

(d) Powers - The Board of Directors shall control and manage the affairs, business and property of the Society. In addition to exercising all the powers conferred upon it as set forth in these By-Laws and the Articles of Incorporation, the Board of Directors may do all such lawful acts and things as are not by statute or by these By-Laws divested or required to be exercised or done by the members.

(e) Vacancies - In case of any vacancy in the Board of Directors, another member of the Society shall be appointed by the Board of Directors by vote of a majority of the members present at a meeting thereof to serve for the remainder of the term of the vacated seat.

(f) Removal - Any Director may be removed upon recommendation of a majority of the Board of Directors by an affirmative vote of a majority of the Board of Directors present and voting at a meeting of the Board of Directors.

(g) Qualification - All members of the Board of Directors shall be members in good standing of the Society.

(h) Action Without Meeting - A majority of the Board may act without a meeting provided the action taken is ratified by a majority of the Directors at the next duly called meeting and filed with the minutes of the proceedings of the Board of Directors and if so shall be considered as an action of the Board of Directors.

(i) Executive Committee -

(i) The Executive Committee shall consist of the Officers, the Immediate Past President, and such special appointees from the membership as the President may select. All members of the Executive Committee shall have the power to vote, and may exercise by majority vote, all authority granted by the Board of Directors in the management of the Society when the Board of Directors is not in session. The minutes of the Executive, Committee shall be presented to the Board of Directors and its action shall be deemed ratified by the Board of Directors unless modified by the Board of Directors when so presented.

(ii) Absence from three (3) Executive Committee meetings without prior notice to the President, within one administrative year, shall be cause for terminating membership on the Executive Committee upon recommendation of the Executive Committee to the Board for final action.

ARTICLE IX - CONTRACTS/FINANCES/RECORDS

(a) Contracts - The Board of Directors may authorize any officer or officers, agent or agents of the Society, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society and such authority may be general or confined to specific instances. All deeds, mortgages, leases, transfers, contracts, bonds, notes, powers of attorney and other obligations made, executed or endorsed by the Society, except checks, notes, drafts and other instruments for the payment of money, shall be signed by the President and meet other appropriate legal requirements. The Board of Directors may authorize and empower one of said officers or other agents of the Society to execute and deliver any and all papers or documents or to do any other acts or things on behalf of the Society, including any required by dealings with governmental authority.

(b) Checks and Drafts - All checks, drafts, or other orders for the payment of money issued in the name of the Society shall in addition to being signed by the Treasurer also be signed by such other officer, agent or agents, of the Society and in such manner as shall be determined by resolution of the Board of Directors.

(c) Deposits - All funds of the Society not otherwise employed shall be deposited to the credit of the Society in such depositories as the Board of Directors shall direct.

(d) Keeping of Records - The books and records of the Society shall be kept in accordance with normal and customary bookkeeping and accounting practices.

(e) Audit - The books and records of the Society shall when circumstances require and when the Board of Directors approve both the necessity and expense of the same, be reviewed or audited by a certified public accountant or accountants to be selected by the

Board of Directors; and the audit report or a summary thereof shall be submitted to each member of the Board of Directors promptly after its completion. Such audit and all books and records of the Society may be inspected by any Director for any proper purpose at any reasonable time.

(f) Restricted Funds -

(i) The Society, subject to the approval of the Board of Directors, may receive funds intended for a specific purpose subject to such terms and conditions as 'the Board of Directors may decide.

(ii) The Board of Directors may also establish a Revolving Fund and restrict the use thereof for the purpose of insuring the rehabilitation and preservation of buildings, sites and artifacts of historical, architectural, archeological, cultural and aesthetic value.

(iii) Any member of the Board of Directors or any Officer may, with the approval of the Board of Directors, accept on behalf of the Society any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Society,

(iv) The Board of Directors may with the approval of the majority of the members of the Board of Directors at a meeting called for such purpose also establish an Endowment and establish how the proceeds thereof shall be used.

(g) Bond - The Board of Directors shall have the power and authority to require that any or certain individuals who handle funds of the Society be covered by a bond the expense and conditions of which shall be established by the Board of Directors.

ARTICLE X - STAFF

(a) Executive Director - The Board of Directors may employ an Executive Director of the Society. The Executive Director shall report directly to the Board of Directors; and shall be responsible to and act under the direction of the President in conducting day-to-day business of the Society.

(b) Other Staff - Other staff may be employed by the Executive Director with approval of a majority of the Board of Directors.

ARTICLE XI- COMMITTEES

(a) Standing Committees - Standing Committees other than the Executive Committee, shall be the Nominating and Bartlett Durham Award Committees. Chairmen of standing committees shall be appointed by the President with the approval of the Board of Directors.

(b) Other Committees - Other committees as are necessary to handle special projects or the affairs of the Society may from time to time be appointed or dissolved by the President with the approval of the Board of Directors.

(c) Nominating Committee - The Nominating Committee shall be composed of the Chairman (who shall be the Immediate Past President), the Vice-President, a member of the Board of Directors who is not an officer, and a member-at-large to be appointed by

the President. The Committee shall meet with ample time to prepare carefully a slate of officers and directors as hereto subscribed in the By-Laws. This slate shall be presented for election at the Annual Meeting. Only persons who have signified their consent to serve if elected shall be nominated for or elected to such offices or directorship.

(d) The Bartlett Durham Award Committee - The Bartlett Durham Award Committee shall be composed of the Chairman and two members all of whom shall be Directors or former Directors of the Society and who shall be appointed by the President with the approval of the Board of Directors. The Bartlett Durham Award Committee may not necessarily be subject to change each year. The Bartlett Durham Award Committee is designated with the responsibility for selecting the recipient of a prestigious award to be presented occasionally by the Society for outstanding leadership and sustained involvement in the historic preservation movement in Durham County.

ARTICLE XII- AFFILIATED ORGANIZATIONS

(a) The Society shall seek to affiliate itself, cooperate with, support and with the approval of the Board of Directors join other entities and organizations (herein referred to as "Affiliated Organizations") having an interest in preservation and rehabilitation of buildings, sites and artifacts of local historical, architectural, archeological, cultural or aesthetic value in Durham.

(b) Representatives of affiliated organizations shall from time to time be requested to attend Board of Directors' and membership meetings and make reports to the Society.

ARTICLE XIII - PUBLICATIONS

(a) Publications and public statements bearing the Society's name shall be issued under the supervision of the Board of Directors. Any material concerning the activities or public positions of the Society or of any of its committees, which is prepared by any member for publication or public statement shall be approved by the Executive Committee prior to release for publication.

(b) The Society shall communicate with its members through a newsletter or other printed media periodically issued.

(c) Contracts related to publications shall be subject to the provisions of Article IX.

ARTICLE XIV - FISCAL YEAR

The fiscal year of the corporation shall end on the 30th day of June of each year. The fiscal year and administrative year shall be the same.

ARTICLE XV - PROHIBITED ACTIVITIES

(a) Notwithstanding any other provision of these By-Laws, no member, officer, employee, director or representative of this Society shall take any action or carry on any activity by or on behalf of the Society not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its

Regulations, as they now exist or may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations, as they now exist or as they may hereafter be amended.

(b) No member, officer, director or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Society, provided that this shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the Society in carrying out any of its tax exemption purposes; and no such person or persons shall be entitled to share in the distribution of any of the Society's assets upon the dissolution of t Society.

(c) No substantial part of the activities of the Society shall consist of attempting to influence legislation by propaganda or otherwise, or directly or indirectly participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(d) The Society shall not unreasonably accumulate income.

(e) The Society shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code as now in force or afterwards amended.

(f) The Society is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests, such as contributors to or members of the Society, or persons controlled directly or indirectly by such private interests.

ARTICLE XVI - AMENDMENT OF BY-LAWS

These By-Laws may be amended at a meeting of the Society by a majority of the members present, provided that notice of the proposed amendment shall have been given to each member at least ten (10) days prior to said meeting.

ARTICLE XVII- PARLIAMENTARY AUTHORITY, RULES OF PROCEDURE

(a) The President shall be fair to all in attendance at any meeting of the members, of the Board of Directors and of any Committee presided over by the President

(b) When necessary, the North Carolina Institute of Government Suggested Rules of Procedure For Small Government Boards shall govern the Society in all cases in which they are applicable and in which they are not in conflict with these By-Laws or the Articles of Incorporation.

ARTICLE XVIII - GENERAL PROVISIONS

(a) Waiver of Notice - Whenever any notice is required to be given to any member or Director under the provisions of the North Carolina Non-Profit Corporation Act or under the provisions of the charter or by-laws of the Society, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice,

(b) Non-Discrimination - The Society is firmly committed to a policy of non-discrimination concerning employees and participants in the administration, programs,

benefits and services of the Society on the basis of race, creed, color, national origin, religion, political affiliation, sexual orientation, marital status, disability, sex or age, or any other non-merit factor.

ARTICLE XIX - INSURANCE

The Society shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Society against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his status as such, whether or not the Society would have the power to indemnify such person against such liability under the provisions of this Article

ARTICLE XX - DISSOLUTION

In the event of dissolution, the residual assets of the Society shall be turned over to the Division of Archives and History of the North Carolina Department of Cultural Resources or to one or more organizations which themselves as tax-exempt organizations described in Section 501(c)(3) of the Internal Revenue Code (or corresponding sections of any prior or future Internal Revenue Code); or to any Federal, State or local government to be used for any of the purposes set forth in Article IV

ARTICLE XXI - ADOPTION OF BY-LAWS

TRANSITIONAL PROCEDURE

- (a) These By-Laws shall come into full force and effect by the approval of and adoption by the first Board of Directors elected pursuant to the provisions hereof,
- (b) Once adopted as set forth in Article XXI(a) above, these By-Laws shall supersede, replace and govern all by-laws, policies and procedures heretofore governing The Historic Preservation Society of Durham, Inc.

SECRETARY'S CERTIFICATE

THIS IS TO CERTIFY THAT the foregoing By-Laws of the Society have been duly approved and adopted by the Board of Directors of said Society effective this 24th day of July, 1995.

Frances C. Thomas, Recording Secretary

Amended May 9, 1999; March 7, 2004, July 1, 2005, June 11, 2008