

## ***BYLAWS OF THE WOLF LAUREL HISTORICAL SOCIETY***

The bylaws of Wolf Laurel Historical Society shall comply with rules governing creation of non-profit corporations and the laws of North Carolina, as contained in Chapter 55A of the General Statutes of North Carolina.

### **ARTICLE I: NAME**

The name of the corporation is Wolf Laurel Historical Society, hereinafter referred to as "Society," and the period of duration shall be perpetual.

### **ARTICLE II: PURPOSE**

The purposes for which the Society is organized are:

- a. to engage in activities which enable people to better understand and appreciate the history of the area commonly referred to as "Wolf Laurel."
- b. to provide programs of aesthetic nature to perpetuate the better understanding and appreciation of the Wolf Laurel area.
- c. to engage in any other lawful act under the laws of the State of North Carolina.

### **ARTICLE III: MEMBERSHIP**

Eligibility for membership shall be upon payment of annual dues. Membership shall be maintained upon payment of annual dues and compliance with any other qualifications the Board of Directors may establish.

### **ARTICLE IV: DUES**

The due date and amount of annual dues shall be the same for each member, and shall be established by the Board of Directors.

### **ARTICLE V: MEETINGS**

The Board of Directors shall schedule an Annual Meeting of the Society at a date and time between June and October that they deem appropriate. The Board may call such additional meetings of the Society's members as it deems necessary.

Meeting dates, times and places shall be publicly announced at least thirty days prior to the meeting. Quorums for meetings shall be 10 members. The president shall open the meeting by confirming that the quorum is present.

Meetings shall be conducted according to accepted standards and parliamentary procedures of *Roberts Rules of Order, Newly Revised*.

### **ARTICLE VI: COMMITTEES**

The Board of Directors shall establish any special or standing committees as deemed fit for the operation of the Society to conform to the purposes of the Society.

### **ARTICLE VII: BOARD OF DIRECTORS**

The affairs of the society shall be managed by a Board of Directors.

A Board of Directors shall be elected at each annual meeting of the general membership in good standing. The number of members of a Board of Directors shall be determined by the Board of Directors.

### **ARTICLE VIII: OFFICERS**

The Officers of the Society shall consist of:

- a. A President who shall serve as the Chief Executive Officer of the Society and shall preside at meetings of the Board, the Annual Meeting, and other meetings called by the Board. In the case of his/her absence, the President may appoint a presiding officer in his/her place.
- b. A Treasurer who shall manage the funds of the Society, report the financial condition of the Society to the Annual Meeting and to the Board, and manage the Corporate status and Tax Exempt status of the Society through proper reporting to the Internal Revenue Service and required State agencies.
- c. Such other officers of a type and number as the Board shall designate as necessary to conduct the Society's normal business.

At the first meeting of the Board of Directors following their election at the annual meeting, officers shall be elected for one-year terms, by and from among the Board of Directors.

#### ARTICLE XI: NOMINATING COMMITTEE

A nominating committee shall be appointed by the President at least one month prior to the election.

The number of nominees shall be determined by the Board of Directors and reported to the nominating committee.

The nominating committee shall report to the Board of Directors and the membership no less than the required number of *consenting* nominees, or no less than two names more than the required number of nominees.

#### ARTICLE X: ELECTIONS

The election of members to the Board of Directors shall be conducted at the annual meeting in accordance with accepted procedures and *Roberts Rules of Order, Newly Revised*.

All members in good standing shall be eligible to vote.

#### ARTICLE XI: DISTRIBUTIONS

No part of the net earnings of the organization shall inure to the benefit of its members, directors, officers, or other persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the exempt purposes of the organization.

#### ARTICLE XII: AMENDMENT

Proposals to amend these bylaws shall be submitted to the Board of Directors at least thirty days before the Annual Meeting. The Board is then required to forward proposed amendments to the Annual Meeting with a favorable or unfavorable recommendation. The Board may also propose changes in the text of the amendment to accompany its referral. An amendment shall become a part of the Bylaws if approved by 2/3 of those eligible to vote and voting at the Annual Meeting.

#### ARTICLE XIII: DISSOLUTION

Dissolution of the Society shall require a majority vote at the Annual Meeting of the Society. Following failure to obtain a quorum at an Annual Meeting, the Society may be dissolved by a 2/3 vote of the Board of Directors.

- a. In the event of the dissolution, the residual assets of the organization will be turned over to one or more organizations with similar purposes which are exempt as described in Section 501(c)(3) of the Internal Revenue Code.

- b. In the event of dissolution, the archives of the Society shall be donated to the Southern Appalachian Archives of the Ramsey Center for Appalachian Studies at Mars Hill University. Such funds as will facilitate processing of the archives, if available in the treasury at the time of dissolution, may be appropriated to support the donation. This provision shall not preclude the donation of the archives prior to dissolution by action of the Society at its annual meeting.

Approved: August 17, 1998

Amended: September 18, 2019; August 4, 2021