

# Cherryville Historical Association, Inc. Bylaws

## **DRAFT - FOR REVIEW, DISCUSSION AND COMMENT**

### **ARTICLE 1 NAME, PURPOSE AND PRINCIPAL OFFICE**

**Section 1.1 Name.** The name of this corporation is Cherryville Historical Association, Inc. (hereinafter the “Corporation”). It is a nonprofit corporation organized and existing under the laws of the State of North Carolina. It is the owner and operator of the Cherryville Historical Museum (“Museum”).

**Section 1.2 Purpose.** The purpose of the Corporation is to support and promote public interest, awareness, knowledge and education in the history of the town of Cherryville, North Carolina and its surrounding geographical area. To this end, the Corporation will:

- A. Collect, classify, preserve and make available to the public artifacts, archaeological and ethnographical materials of the greater area Cherryville, Gaston County, North Carolina.
- B. Recognize the totality and diversity of history as it affects the people of the greater Cherryville, North Carolina area and to anticipate the making and recording of its history for future generations.
- C. Establish and operate a museum of history to intermesh local history with the life of the Cherryville community.

**Section 1.3 Principal Office.** The principal office of the Corporation shall be at 109 East Main Street, Cherryville, North Carolina or at such other place in the Cherryville area as the Board of Directors shall determine.

### **ARTICLE 2 SEAL AND FISCAL YEAR**

**Section 2.1 Seal.** The Corporation need not use a common seal. The signature of the name of the Corporation by a duly authorized officer shall be legal and binding.

**Section 2.2 Fiscal Year.** The fiscal year of this Corporation shall be from January 1 through December 31, or such other period as may be designated by the Board.

### **ARTICLE 3 Board**

**Section 3.1 Composition of the Board.** Management of all business affairs of the Corporation and responsibility for all financial affairs of the Corporation shall be vested in a Board which shall consist of not less than five (5) nor more than seven (7) all of whom shall be residents of the City of Cherryville or reside within a five mile radius of the city limits. Board members shall be approved and appointed by the City of Cherryville (“City”) according to such rules and requirements as the City shall determine.

**Section 3.2 Selection of Board members.** The Board shall include the Chair, Secretary, and the Treasurer. Their election shall be held on a date and time set by the Board and shall occur during the month of January. The term of each Board member shall be three (3) consecutive years, which shall coincide with the fiscal year of the Corporation.

**Section 3.3 Vacancies.** Any vacancies which occur on the Board as a result of the resignation, removal or death of any Board member shall be filled by the City as provided in Section 3.1. A Board member may resign at any time by submitting a written resignation to the Chair of the Corporation. A Board member may be removed with or without cause by the City or by two-thirds vote of the Board.

**Section 3.4 Compensation.** No Board member shall receive a salary or any other compensation for their services as a Board member. This provision shall not prohibit the reimbursement of authorized expenses incurred by a Board member in the performance of their duties. This provision shall not prohibit a Board member from serving the Corporation in another capacity and from receiving compensation for services rendered in that other capacity.

## **ARTICLE 4 MEETING OF THE BOARD**

**Section 4.1 Place of Meeting.** The meetings of the Board, regular or special, may be held at the principal office of the Corporation or at any other place designated by the Board.

**Section 4.2 Regular Meeting.** Regular meetings of the Board shall be held at such time and at such place as shall from time to time be determined. At such regular meetings, the Board shall consider any and all business of the Corporation that may properly come before the meeting.

**Section 4.3 Special Meetings.** Special meetings of the Board may be called on not less than two (2) days notice by the Chair or by any three (3) members of the Board which shall state the nature and subject matter for the meeting. Only the business for which the special meeting is called shall be discussed and acted upon at such special meeting.

**Section 4.4 Notice of Meetings.** Notice of regular meetings of the Board shall be sent by mail or by any usual means of communication at least seven (7) days prior to the scheduled meeting. Special meetings may be held on not less than two (2) days notice given by any normal means of communication. If an annual calendar of meeting dates is prepared by the Corporation, a copy of the calendar shall be forwarded to all members of the Board, and no additional notice of regular meetings shall be required.

### **Section 4.5 Waiver of Notice/Presumption of Assent.**

Attendance of a Board member at a meeting shall constitute a waiver of any required notice of such meeting, unless the Board member, at the beginning of the meeting (or promptly upon his/her arrival), objects to the holding of the meeting and does not thereafter vote for or assent to action taken at the meeting.

A Board member may also waive the required notice of any meeting by signing a written waiver of such notice which shall be filed with the minutes of the meeting in the corporate records. Failure of any Board member to object at the next regular meeting to the approval of the minutes of the meeting for which such notice was not given or waived shall constitute a waiver of such notice.

## **Section 4.6 Quorum and Voting.**

At all meetings of the Board, each Board member shall have one vote. Board members chosen to serve in an ex officio capacity do not have voting rights. At meetings of the Board, two-thirds of members of the Board shall constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting of the Board, the Board present may adjourn the meeting from time to time, without notice if the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment is taken and if the period of adjournment does not exceed one month, until a quorum shall be present. If a quorum is present at a meeting, the subsequent departure of any Board member from that meeting prior to adjournment shall not affect the quorum.

Unless otherwise specified herein, any action by the Board shall require the affirmative vote of the majority, defined here and throughout this document as 51%, of the members of the Board in attendance at that meeting, and any such action shall be the act of the Board.

**Section 4.7 Presiding Officer.** All meetings of the Board shall be presided over by the Chair of the Board. If the Chair is not present, any other officer of the Corporation may call the meeting to order and preside. The Secretary of the Corporation shall act as Secretary of all meetings, if present. If s/he is not present, the presiding officer of the meeting shall appoint a Secretary of the meeting.

**Section 4.8 Conference Telephone.** Any or all Board members may participate in a meeting of the Board or of a committee of the Board by means of a conference telephone, or any means of communication by which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at the meeting.

**Section 4.9 Action by Written Consent.** Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if all Board members consent to taking such action without a meeting. The affirmative vote of the number of Board members that would be necessary to authorize or take such action at a meeting shall be the act of the Board. The action must be evidenced by one or more written consents describing the action taken, signed by each Board member in one or more counterparts, indicating each signing Board member's vote or abstention on the action and shall be included in the minutes or filed with the corporate records. A consent signed under this section shall have the same force and effect of a meeting vote and may be described as such in any document.

## **ARTICLE 5 OFFICERS**

**Section 5.1 Officers.** The Board shall elect, by a majority vote, the officers of the Corporation, which shall consist of a Chair and President, Secretary, and Treasurer and such other officers as the Board deems necessary. Any two or more offices may be held by the same person, except the offices of Chair & President and Secretary. Officers shall hold office until their successors have been elected, unless they resign or are removed sooner from office as provided in the Bylaws. The term of office for all officers shall be one (1) year with re-election permissible.

**Section 5.2 Vacancies.** Any vacancy which occurs in any office as a result of the resignation, removal or death of any officer shall be filled by the affirmative vote of a majority of the Board at its next regular or special meeting at which a quorum is present. Any officer so elected shall fill the remaining term of the officer whom he or she replaces. An officer may resign at any time by submitting a written resignation to the Chair & President of the Corporation. An officer may

be removed at any time by a 66\_% vote of the Board present at a regular or special meeting.

**Section 5.3 Compensation.** The officers shall not receive a salary or any other compensation for their services as officers. This provision shall not prohibit the reimbursement of authorized expenses incurred by officers in the performance of their duties. This provision shall not prohibit an officer from serving the Corporation in another capacity and from receiving compensation for services rendered in that other capacity.

**Section 5.4 Chair & President: Powers and Duties.** The Chair & President shall, when present, preside over and serve as chair of all meetings of the Board. The Chair & President shall organize, and present the business of the Corporation at all meetings. Annually, the Chair shall present at a meeting of the Board and to the City a report on the business of the Corporation for the preceding year and on business of the Corporation scheduled or contemplated for the coming year. The Chair & President shall appoint the chairs of all standing committees of the Board. The Chair & President shall further have the power to establish special committees and to appoint the chair of any special committees. The Chair & President shall also perform such other duties as the Board may from time to time prescribe.

**Section 5.5 Secretary: Powers and Duties.** The Secretary shall keep or cause to be kept a true and complete record of the proceedings of meetings of the Board. The Secretary shall give, or cause to be given, all notices required under these Bylaws and shall perform whatever other duties the Board from time to time prescribe. The Secretary shall execute or cause to be executed all contracts and instruments on behalf of the Corporation as instructed by the Board.

**Section 5.6 Treasurer: Powers and Duties.** The Treasurer shall be the chief financial officer of the Corporation and shall have custody of corporate funds, securities and other investments and current assets, except such funds and securities as may be committed to the custody of others by the Board. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit or cause to be deposited corporate monies and other valuable effects in the name of the Corporation. The Treasurer shall render or cause to be rendered reports as to the status of the financial affairs of the Corporation to the Board. Prior to the beginning of the fiscal year of the Corporation, the Treasurer shall present or cause to be presented an annual operating budget to the Board, and the adoption of the annual budget by the Board and approved by the City shall constitute approval for payment and expenditure of all items included in the budget. After the close of the Corporation's fiscal year, the Treasurer shall cause to be prepared and submitted to the Board an audited statement of the financial affairs of the Corporation and a report on the adequacy of internal controls. The Treasurer shall further perform or cause to be performed whatever other duties the Chair & President and the Board may from time to time prescribe.

## **ARTICLE 6 STANDING COMMITTEES**

**Section 6.1 Structure of Committees.** The Board may establish standing committees as set forth herein. In addition, other committees may be designated to perform tasks that are not included in those committees named below. Each committee shall consist of the number of members necessary for the conduct of the work delegated to that committee. The Chair & President shall appoint all committee Chairs from members of the Board. The size and composition of each committee shall be decided by the committee Chair year to year. Members of the standing committees may include non Board members as determined by the Chair & President. The Chair of the Board & President shall be non-voting ex officio members of all standing committees. All committee actions shall be subject to the approval of the Board.

Each standing committee shall be authorized to appoint additional members, who may be non Board members, as needed to accomplish the work delegated to the standing committee.

**Section 6.2 Collections and Exhibitions.** The Collections and Exhibitions Committee shall be responsible for the planning and implementation of acquisition and de-accession of items donated or acquired by the Museum and shall review the actions and plans of the Museum regarding collection development, exhibitions and loans from the permanent collection in order to further the mission of the Museum.

**Section 6.3 Building and Grounds.** The Building and Grounds Committee shall monitor, review and recommend action to the Board as to maintenance, repair and development of facility and grounds.

**Section 6.4 Development.** The Development Committee shall support all fund raising campaigns, visioning, strategizing, provide networking and monitor progress of fund raising goals and revenues. It shall review the plans and actions of the Corporation to ensure adequate revenue to support all phases of the Corporation's operations, current and future, including membership and membership services.

**Section 6.5 Education.** The Education Committee shall be responsible for reviewing, planning and implementing the educational programs and strategies for audience development and program evaluation. The committee includes, but is not limited to, members of the various constituencies of our community both in the program planning and promotion of audience development.

**Section 6.6 Finance.** The Finance Committee shall review regular financial reports and other data to assure sound operations, appropriate earnings from investment, and adequate financial controls and planning.

**Section 6.7 Strategic Planning.** The Strategic Planning Committee shall ensure that a comprehensive long-range plan approved by the Board is in place at all times and monitors performance within the strategic plan. The long-range plan shall be revised and updated at least every three years by identifying issues necessary for the successful future of the Museum.

**Section 6.8 Marketing.** The Marketing Committee shall assist in marketing with developing, implementing, and evaluating the Museum's marketing and promotional efforts.

**Section 6.9 Archives Committee.** The Archives Committee will guide the establishment and maintenance of a permanent and professionally organized collection of primary source documents that have/will be accumulated over the course of the Museum's lifetime. The records selected for the Archives will reflect the enduring cultural and historical value of the Museum.

## **ARTICLE 7 CONFLICT OF INTEREST**

The authorization of any contracts or transactions between the Corporation and one or more of its Board, or, any entity in which any of the Corporation's Board are financially interested or stand to attain financial gain, shall not take place without the benefit of competitive bid and full disclosure by the interested Board member to the appropriate Board committee and to the Board itself. If a Board member representing any entity as outlined above serves on a committee of the Corporation, he must reveal such interest to the committee and the Board, and must not

participate in any voting procedure which may cause or suggest a conflict of interest or the appearance of a conflict of interest. However, no contract or other transaction between the Corporation and one or more of its Board members, officers or any other corporation, firm, association, or entity in which one or more of its Board or officers are directors or officers are financially interested, shall be either void or voidable solely because of such relationship or interest, or because such Board member, or officer, is present at the meeting of the Board or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his/her vote is inadvertently counted for such purpose, if the material facts to his/her interest and as to the transaction are disclosed or are known to the Board or committee and the fact of such interest is noted in the minutes, and the Board or committee authorizes, approves or ratifies the transactions by a vote sufficient for such purpose without counting the vote of the interested Board or officer.

## **ARTICLE 8 INDEMNIFICATION**

**Section 8.1 Indemnification in Actions by Third Parties .**The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that s/he was a Board member, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, Board member, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding, including any appeal thereof, if s/he acted in good faith and in a manner s/he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful.

**Section 8.2 Indemnification in Actions by or in the Right of the Corporation.** The Corporation shall have power to indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or contemplated action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that s/he is or was a Board member, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, Board member, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if s/he acted in good faith and in a manner s/he reasonably believed to be in, or not opposed to, the best interests of the Corporation. However, no indemnification shall be made in respect of any proceeding as to which a person shall have been adjudged to be liable to the Corporation for (a) a breach of the duty of loyalty to the Corporation, (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (c) liability for improper personal benefit.

**Section 8.3 Indemnification Required.** To the extent that a Board member, officer, or employee or agent of the Corporation has been wholly successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 13.1 or 13.2 of this Article or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

**Section 8.4 Determination with Respect to Indemnification.** Any indemnification under

Section 8.1 and 8.2 of this Article shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Board member, officer, employee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in such section.

**Section 8.6 Other Indemnification.** The indemnification provided by these sections shall not be deemed exclusive of any other rights to which one seeking indemnification may be entitled under the North Carolina law, Charter of the Corporation, any agreement, vote of Board or otherwise.

## **ARTICLE 9 RULES OF ORDER**

All questions of parliamentary procedure and order shall be governed by the current edition of Roberts Rules of Order.

## **ARTICLE 10 AMENDMENTS**

**Section 10.1 Authority.** These Bylaws, or any section thereof, may be amended, repealed or replaced by the vote of a majority of a quorum of the Board and consent of the City

**Section 10.2 Notice.** No amendment to these Bylaws shall be made unless written notice of the proposed amendment has been forwarded to all members of the Board and the City at least seven (7) days prior to the meeting at which the amendment is considered. Notice of the proposed amendment may also be given by distributing copies of the proposed amendment at a meeting of the Board, along with notice that the proposed amendment will be considered at the next regular meeting of the Board. Notices to the City that are required by these bylaws shall be provided in writing and delivered by United State mail to: Attention: Mayor, City of Cherryville, 116 South Mountain Street, Cherryville, N.C. 28021.

**Section 10.3 Repeal.** All prior Bylaws of the Corporation, including without limitation all Bylaws inconsistent with these Bylaws, are hereby repealed and replaced.

## **ARTICLE 11 REFERENCES**

**Section 11.1 Captions.** The captions herein are for convenience and shall not be construed to limit the effect of any section hereof.

**Section 11.2 General.** All references herein to the masculine shall include the feminine, and all references herein to the singular shall include the plural, as appropriate.

## **ARTICLE 12 ADOPTION**

These by laws, having been adopted by the Board of Directors on the \_\_\_ day of \_\_\_\_\_,

2022 by resolution are effective and in force.

Certified

\_\_\_\_\_ 2022

Date

By: \_\_\_\_\_  
Chair & President

Attest: \_\_\_\_\_  
Secretary