



**Bylaws
of the
Mitchell County Historic Courthouse Foundation**

Article I – Name and Purpose

Section 1 – Name: The name of the organization shall be the Mitchell County Historic Courthouse Foundation. It shall be a nonprofit organization incorporated under the laws of the State of North Carolina

Section 2 – Purpose: The Mitchell County Historic Courthouse Foundation is organized exclusively for educational, historical, cultural, and local economic development purposes.

The specific purposes of this corporation are:

- To restore and renovate the Mitchell County Historic Courthouse to the point that it can be used for the community good by current and successive generations.
- To collaborate with other governmental and civic agencies and organizations to achieve common goals related to human services, sustainable community development, cultural heritage, and promoting the common good for Mitchell County.
- To provide and encourage resident access to a full range of educational opportunities from basic literacy through lifelong learning.
- To promote Mitchell County as a destination for visitors and permanent residents.
- To promote economic development in Mitchell County.
- To promote civic engagement among residents of Mitchell County.
- To provide and encourage resident access to and participation in entertainment and cultural enrichment activities.
- To promote cultural heritage awareness, preservation, and involvement among residents in Mitchell County.

Article II – Membership

Section 1 – Eligibility for membership: Application for voting membership shall be open to anyone that supports the purpose statement in Article I, Section 2. Membership is granted after completion and receipt of a membership application and annual dues. All memberships shall be granted upon a majority vote of the Executive Board. No one will be denied membership based on race, ethnicity, color, national origin, sex, religion, age, or disability.

Section 2 – Annual dues: The amount required for annual dues shall be \$25 each year, unless changed by a majority vote of the members at an annual meeting of the full membership. Continued membership is contingent upon being up-to-date on membership dues.

Section 3 – Rights of members: Each member shall be eligible to participate in ongoing governing and operational activities of the Foundation by approving the goals and objectives of the Foundation's Annual Plan, receiving quarterly progress and situation reports, and attending the Annual Membership Meeting and quarterly Foundation Board meetings.

Section 4 – Resignation and termination: Any member may resign by filing a written resignation with the secretary. A member can have their membership terminated by a majority vote of the membership.

Section 5 – Non-voting membership: The Board shall have the authority to establish and define non-voting categories of membership.

Article III – Meetings

Section 1 – Regular meetings: Regular meetings of the members shall be held quarterly, at a time and place designated by the Chair of the Board at the Annual Meeting of the Foundation.

Section 2 – Annual meetings: An annual meeting of the members shall take place in the month of **October**, the specific date, time and location of which will be designated by the Chair of the Board at the Annual Meeting of the Foundation. At the annual meeting the members shall elect officers, appoint a member to the Board, receive reports on the activities of the association, approve goals and objectives for the coming year, and conduct other business as appropriate to the Foundation.

Section 3 – Special meetings: Special meetings may be called by the Chair of the Board, the Executive Committee, or a simple majority of the Board

of Directors. A petition signed by five percent of voting members may also call a special meeting.

Section 4 – Notice of meetings: Printed notice of each regular meeting shall be given to each voting member, by mail and/or email, not less than two weeks prior to the meeting. Members shall be notified of special meetings one week in advance of the meeting.

Section 5 – Quorum: The members present at any properly announced meeting shall constitute a quorum.

Section 6 – Voting: All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

Article IV – Board of Directors

Section 1 – Board role, size, and compensation: The Board is responsible for the overall policy, direction, and operation of the association, and delegates responsibility of day-to-day operations to the Executive Director, staff and committees. The Board shall consist of representatives from or appointed by the:

- Mitchell County Board of Commissioners
- Mitchell County Chamber of Commerce
- Town of Bakersville
- Bakersville Merchants’ Association
- Town of Spruce Pine
- Spruce Pine Business Association
- Bakersville Improvement Group
- Mayland Community College
- Mitchell County Public Library
- Toe River Arts Council
- Mitchell County Historical Society
- Membership of the Foundation
- Foundation Board (5-6 to be appointed by the above)

The Board receives no compensation other than reasonable expenses approved by a vote of members.

Section 2 – Terms: All Board members shall serve staggered two-year terms beginning on 1 July of the appointment year, but are eligible for re-election for up to three consecutive terms.

Section 3 – Meetings and notice: The Board shall meet at least quarterly, at an agreed upon time and place determined at the Annual Meeting. An

official Board meeting requires that each Board member have written notice at least two weeks in advance.

Section 4 – Board elections: New members shall be elected or re-elected by their respective bodies in May of their second year of service. New member orientation shall take place at a time and place determined by the Chair of the Board preceding the new members' first quarterly Board meeting.

Section 5 – Election procedures: The Chair of the Board and Executive Director shall notify the respective bodies of Board member elapsed terms in January of the members' second year of appointment. A Board Development Committee shall be responsible for nominating individuals for initial appointment or to replace the 5-6 members to be appointed by the Board. The names for replacement shall be presented for approval to the Board at the spring quarterly meeting.

Section 6 – Quorum: A quorum must be attended by at least forty percent of Board members for business transactions to take place and motions to pass.

Section 7 – Officers and Duties: There shall be four officers of the Board, consisting of a chair, vice-chair, secretary and treasurer. Their duties are as follows:

The Chair shall convene regularly scheduled Board and Membership meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice-Chair, Secretary, and Treasurer.

The Vice-Chair shall chair committees on special subjects as designated by the Board.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

The Treasurer shall maintain a comprehensive record of all financial operations of the Foundation and report these at each Board meeting. The Treasurer shall chair the Finance Committee, assist in the preparation of the budget, participate in all fundraising

endeavors, and make financial information available to the Board, members of the Foundation, and the public as appropriate.

Section 8 – Vacancies: When a vacancy on the Board exists mid-term, the Secretary must receive nominations for new members from present Board members two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

Section 9 – Resignation, termination, and absences: Resignation from the Board must be in writing and received by the Secretary. Board members shall be terminated from the Board due to excess absences – more than two unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining Directors.

Section 10 – Special meetings: Special meetings of the Board shall be called upon the request of the Chair, or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member at least forty-eight hours in advance.

Article V – Committees

Section 1 – Committee formation: The Board may create committees as needed, such as fundraising, public relations, special projects, data collection, etc. The Board Chair appoints all committee chairs.

Section 2 – Executive Committee: The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full Board.

Section 3 – Finance Committee: The Treasurer is the Chair of the Finance Committee, which includes three other Board members appointed by the Chair of the Board. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other Board members. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be 1 July-30 June. Annual reports are required to be

submitted to the Board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members, and the public.

Article VI – Director and Staff

Section 1 – Executive Director: The Executive Director is appointed by the Board and, until such time as revenues are available and the duties are determined to require a salaried position, serves without regular compensation. The Executive Director has day-to-day responsibilities for the organization, including carrying out the organization’s goals and policies. The Executive Director will attend all Board meetings, report on the progress of the organization, answer questions of the Board members and carry out the duties described in the job description. The Board can designate other duties as necessary.

Article VII – Amendments

Section 1 – Amendments: These bylaws may be amended when necessary by two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

Certification

These bylaws were approved at a meeting of the Board of Directors by a two thirds majority vote on **27 July 2007**.

Secretary

Date: 27 July 2007