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Chapter 1-Bylaws

Article I. Name

The name of this organization is the North Carolina Society of the Sons of the American Revolution (the Society). It is a subordinate organization of the National Society of the Sons of the American Revolution (the National Society).

Article II. Objects

The Society adopts, endorses and supports the objects of the National Society.

Article III. Membership

§ 1. Eligibility. Any member of any class in good standing of the National Society is eligible to become a member of the same class in this Society. A member is in good standing if he is not in arrears in payment of dues.

§ 2. Methods for Securing Membership. There are four methods for securing membership in the National Society and this Society.

a. Original application. New applicants for membership in the National Society and this Society may apply on forms prescribed by the National Society and supplied by this Society. Such applications must have the endorsements of at least two members of the Society.

b. Reinstatement. A former member of the Society may request reinstatement in writing.

c. Transfer. A member in good standing of another State Society may surrender that membership and become a member of this society and demitted from his original State Society by application on a form prescribed by the National Society accompanied by a copy of the application for membership originally submitted to the National Society. A member of the Children of the American Revolution or the Children of the Revolution upon attainment of the age of 18 may apply for membership in this Society by furnishing a copy of his original application for membership and evidence of good standing in that other State Society and pay dues.

d. Dual Membership. A member in good standing of another State Society may become a member of this Society, while retaining membership in that other State Society by application on a form prescribed by the National Society accompanied by a copy of his original application for membership to the National Society and evidence of good standing in that other State Society.

§ 3. Acceptance of Membership Applications. Upon receipt of an application described in § 2 above accompanied by the appropriate fee, the Registrar will certify and submit the application to the National Society Registrar General. An applicant is not a member until the Registrar General notifies the Society Secretary of his approval of the application and of the national and state numbers assigned to the new member. At that time, the applicant becomes a member of both the National Society and the Society, with his membership as of the date of approval of his application by the Registrar General. The Registrar will notify an applicant whose application is not approved and return his application fee.

§ 4. Termination of Membership. Membership in the Society may be terminated by or for:

a. Resignation. A member may resign from the Society for any reason, including demission to become a member of another State Society, upon written request to the Secretary

b. Lapse. Membership in the Society will be considered lapsed and automatically terminated if the dues of the member in question remain unpaid 30 days after due.

c. Cause. Membership in the Society may be terminated as a result of disciplinary action as provided for in Art. XV.

§ 5. Half-Century Membership. A Society member who is a National Society Emeritus Member is a Half-Century member. Half-Century members are exempt from payment of Society dues.

§ 6. Life Membership. A member may enroll in the Thomas N. “Nat” Clark Life Membership Plan, under which the member pays a fixed, one-time sum and is subsequently exempt from payment of further Society dues. Chapter 3 of this Handbook provides details.

§ 7. Junior Member. A member who has not reached the age of 18 is a junior member.

Article IV. Supplemental Ancestor Certificates

A member or an applicant for membership may have more than one ancestor whose service or contribution qualifies the member or applicant for membership in the National Society and this Society. In this case, the applicant or member may file an application for a Supplemental Ancestor Certificate naming the second or further qualifying ancestor or ancestors. Each qualifying ancestor for which a certificate is desired requires a separate application. The procedure for filing a “supplemental” application is the same as that for filing an original membership application except that the signatures of two present Society members are not required.

Article V. Fees and Dues

Members of the Society are responsible for payment of applicable fees and dues prescribed by the National Society in the National Society Handbook. Members of the Society are also responsible for payment of membership application fees, Supplemental Ancestor Certificate application fees, reinstatement fees and annual dues assessed by the Society as well as fees and dues that may be assessed by the Chapter to which they belong. All chapters will collect National Society and Society dues for a given year from their members and prepare a chapter Reconciliation Report. All chapters will forward their chapters’ National Society and Society dues, a Reconciliation Report and a current chapter membership roster to the Society Secretary by 31 December. Applicable fees are payable at the time an application is submitted. The Board may recommend the amount of the fees and dues to the Society at the Annual Meeting for approval by the Society. Chapter 2 of this handbook contains the fees and dues amounts and exceptions for special circumstances.

Article VI. Officers, Delegates and Trustees

§ 1. Officers. The officers of the Society are President, Senior Vice President, five District Vice Presidents, Secretary, Treasurer, Registrar, Historian, Chaplain, Genealogist, Webmaster and

Development Officer. The officers serve for a term of one year or until their successors are elected and qualified. The officers serve without compensation.

§ 2. Delegates. The Society will send Delegates and Alternate Delegates to the annual Congress of the National Society. The number of such will be as prescribed by the rules of the National Society.

§ 3. Trustees. The Society will also nominate a Trustee and an Alternate Trustee to be elected by the National Society.

§ 4. Nomination. The President will appoint five members to a nominating committee. This committee will prepare a list of nominees for the officers and delegates of the Society and forward it to the Secretary. The committee will certify that each nominee has indicated that he is willing to serve in the office for which he has been nominated. The Secretary will notify each member of the Society of the list of nominees at least one week before the Annual Meeting. Member attendees at the Annual Meeting may offer additional nominees from the floor. Such nominees will also indicate their willingness to serve.

§ 5. Election. Members in good standing in attendance at the Annual Meeting, provided that there is a quorum, defined in another section of these bylaws, will elect the officers and delegates by a secret ballot in a contested election. Election requires a majority of votes cast. Absentee and proxy votes are not permitted.

Article VII. Committees

§ 1. Standing Committees. There are a number of standing committees that are constituted to accomplish the objects of the Society. Chapter 4 of this Handbook lists the standing committees, their functions and responsibilities. The President appoints the chairmen of the various committees and they serve at his pleasure.

§ 2. Ad hoc Committees. The President may, from time to time, establish ad hoc committees to deal with exigent or temporary situations or circumstances. The composition and duties of such a committee will be as necessary to the situation.

Article VIII. Board of Managers

§ 1. Composition. The Board of Managers (the Board) of the Society comprises the officers, the National Trustee, Chapter Presidents, Past State Presidents, the Past National Trustees and Society Committee Chairmen.

§ 2. Authority. The Board is the governing body of the Society. At times other than the Annual Meeting, the Board may fill vacant officer positions for the remainder of unexpired terms. The members of the Board may suspend for cause any officer of the Society.

§ 3. Quorum and Voting. The presence of 20 percent of the Board at a meeting of the Board constitutes a quorum. No substantive business may be conducted in the absence of a quorum. Each member of the Board has one vote. A Chapter President may designate a member of his chapter to attend a Board meeting in the President's absence and cast a vote for the chapter. A State Committee Chairman may designate a member of his committee to attend a Board meeting in the Chairman's absence and cast a vote for the committee. Such members must register with

the Secretary before casting a vote. A vote to suspend an officer must be by secret ballot and by a two thirds majority of the Board members present.

§ 4. Executive Committee.

a. Composition. The Executive Committee of the Board (ExCom) comprises the President, Senior Vice President, Secretary and two at-large members appointed by the President.

b. Authority. The ExCom has the following powers and duties:

(1) to manage affairs of the Society that cannot await the next regular meeting of the Board;

(2) to authorize transfers of line items in the various budgets of the Society providing that a transfer is within the same program or functional category, the amount involved does not exceed 25 percent of the amount approved by the Board for any line item and there will be no increase in the total spending in the program or functional category. The Board must approve a change of more than 25 percent of the budget allocation for a given line item. This Board approval requires a majority vote at a regular or special meeting or by a vote conducted through electronic mail;

(3) to sign contracts for the procurement of goods and services the purchase of which the Board has previously approved, the ExCom will designate which categories of expenditures each of its members will have the authority to sign. In addition to the designated ExCom Member, the Treasurer must also sign or approve such contracts. By the Treasurer's signature or approval, he certifies that there is an appropriate budget line item to which to charge the expenditure and that there are adequate funds in that line item to cover the expenditure and

(4) to ensure that rules and procedures of the Society are in compliance with the rules and procedures of the National Society.

c. Board approval of ExCom Actions. The Board must approve an action taken by the ExCom by a majority vote at the next meeting of the Board after that action is taken.

Article IX. Society Meetings

§ 1. Annual Meeting. The Annual Meeting is held on a Saturday in April at a time and place determined by the Board. The Meeting is in April in commemoration of the 12 April date in 1776 when the Provincial Congress of North Carolina passed the Halifax Resolve. Members present will elect Society officers for the coming year and transact such other business as may come before them.

§ 2. Special Meetings. The President, the Board by a majority vote, or 25 members of the Society from at least five chapters by written petition, may call a special meeting of the Society. A special meeting will be held at such place, date, and hour as the member or members calling the meeting may designate. No business other than that specified in the notice of the meeting may be conducted at a special meeting.

§ 3. Notice. The Secretary will normally notify members of the date, hour, and place of the Annual Meeting no fewer than ten days before the scheduled date of that meeting. In the case of a special meeting, the secretary will give notice of the date, hour, place and purpose(s) of the meeting at least ten days and not more than 20 days before the scheduled date of the meeting. The

notice of a special Society meeting will contain information about the business to be conducted at that meeting.

§ 4. Quorum and Voting.

a. The presence of three percent of Society members in good standing with at least 50 percent of the chapters having a member in attendance constitutes a quorum. No substantive business may be conducted absent the presence of a quorum. When there is a quorum present, an act of a majority of the members present is the act of the Society except where another provision of these bylaws prescribes a greater majority.

b. Each member who is present and is in good standing, as prescribed in art. III § 1, has one vote upon each matter submitted to a vote at any Society meeting. Absentee and proxy voting are not permitted.

c. Voting to elect the officers of the Society or to decide any other matter that the Board considers to warrant such a procedure will be by secret, written ballot. Voting on other matters brought before the membership will be by voice vote or show of hands.

d. Art. VI contains procedures for election of officers and other board members.

Article X. Budget

§ 1. Preparation. No later than five months before the Society Annual Meeting, the Finance Committee will solicit inputs from the Society officers and committee chairmen regarding expected income and expenditures during the coming fiscal year. Based on these inputs, the Finance Committee will prepare a proposed budget for the Society general operating fund and for each of its special funds. The proposed budgets must balance anticipated income and expenditures.

§ 2. Presentation and Approval. The Finance Committee will present its proposed budgets to the Board at the Board meeting that immediately precedes the Annual Meeting. The Board will consider the proposed budgets and vote on whether to recommend them to the membership at the Annual Meeting. If the Board approves the proposed budgets, they will be presented for a vote of adoption by the membership at the Annual Meeting.

§ 3. Amendments and Oversight. The Board, normally on recommendation of the Finance Committee, may authorize amendments to any of the current budgets. The Finance Committee will oversee the management of the Society financial operations and make recommendations for changes to the Board.

§ 4. Off-Budget Expenditures. The Board must approve any proposed expenditure not in a current budget. The Board requires at least ten days' notice before consideration of any such proposal.

Article XI. Financial Review

A review committee of at least two members appointed by the President will review the financial records of the Society annually as soon as practicable after the end of the fiscal year. The committee will report its findings to the Board at the first Board meeting after the completion of the review.

Article XII. Chapters

§ 1. Formation. Ten or more members of the Society may form themselves into a chapter. Upon receiving a petition containing the location, proposed name and names of the petitioners, the Board may grant a charter to the proposed chapter and authorize the adoption of bylaws consistent with those of the Society. The secretary of the newly formed chapter will file a copy of its bylaws, a list of the chapter officers and a membership list with the Secretary.

§ 2. Dual Chapter Memberships. A member may be a member of more than one chapter of the Society in accordance with the procedures established by the chapters involved. A member of more than one chapter may not hold an office or critical committee membership in more than one chapter at the same time. Critical committees include finance, nominating, awards and such other positions that the Society may designate.

§ 3. Dues. A chapter may levy and collect dues from its members.

§ 4. Chapters shall be required to participate in, by sending a voting member, to represent their Chapter at called meetings of their District VP and at least one (1) of the three (3) State meetings during a calendar year. These three meetings are defined as the two Board of Managers meetings and the Annual meeting.

§ 5. Each chapter will sponsor/co-sponsor at least one event/activity contained in the Americanism Report during a calendar year. The ROTC/JROTC Recognition Program medals awarded each spring will satisfy this requirement only if awarded in person.

§ 6. Chapters shall submit the required Board of Managers meetings (2) and Annual Meeting (year-end) reports to the State Society by the deadlines set forth by the State Society. The required information for these reports is indicated on the North Carolina Society website. Chapters will notify the State Secretary of the election/appointment of chapter officers no later than 30 days after said election/appointment. Notifications shall be in writing and include the name of the officer, date of election/appointment. If a report is not submitted on time, the District VP will contact an officer of the Chapter via telephone to secure their Chapter's report. Reports from the Board of Managers Meeting, including late reports, will be posted on the State website.

§ 7. If a chapter fails to reach the above stated goals the Executive Committee may recommend it be placed on probation for a period of one (1) calendar year. Said chapters will be under the direct supervision of the Officer for Chapter Revitalization. This State Officer will oversee and evaluate the Chapter's performance and implement corrective action. Chapters who are placed on probation for two (2) of three (3) consecutive years shall appear before the first Board of Managers meeting of the fourth (4th) calendar year to justify why their charter should not be revoked. The said charter may be subject to revocation by a two-thirds vote of the Board of Managers.

§ 8. Revocation of Charter. The Board may revoke the charter of a chapter for cause by a two thirds vote.

§ 9. Dissolution. A chapter may dissolve upon the two thirds vote of its members.

§ 10. Action Upon Charter Revocation or Dissolution. When the charter of a chapter is revoked or the chapter dissolved, a former member of the now-defunct chapter will transfer all of its property and assets to the Society. The Society will hold the chapter property and assets for three years. If the chapter is not reestablished after the passage of that time, its property and assets will revert to the Society.

Article XIII. Ladies' Auxiliary

§ 1. Establishment and Purpose. The Society supports the formation of a ladies' auxiliary. The auxiliary provides assistance to the Society to further the objectives and purposes of the National Society and the Society.

§ 2. Membership. Membership in a ladies' auxiliary is open to women who are related by marriage or blood to members of the National Society.

§ 3. Organization and Operation. A ladies' auxiliary will have its own bylaws and bear its own costs.

Article XIV. Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order* will govern proceedings of the Society in all cases where those rules are applicable and in which they are not inconsistent with these bylaws and any other special rules of order that the Society may adopt.

Article XV. Discipline

§ 1. Complaint. Any member of the Society may lodge a formal complaint against another member for alleged conduct prejudicial to the best interests of the Society. The complaining member will file the written complaint, in duplicate, including specifics of the conduct alleged with the secretary. The secretary will send or present a copy of the complaint to the president. Upon receipt of the complaint, the president will appoint an adjudication panel. The panel will comprise five members of the Board, none of whom may be a member of the same chapter to which the accused member belongs. The panel will first consider whether the conduct alleged in the complaint, if true, constitutes conduct prejudicial to the best interests of the Society. If the panel determines that the alleged conduct is not prejudicial, it will take no further action and the matter is closed. If the panel determines that the alleged conduct, if true, is prejudicial, it will set a date for a hearing not less than three nor more than six weeks after such determination. The secretary will send a copy of the complaint to the accused member by a method that will assure delivery, together with a notice of the hearing. The notice will advise the accused member that he may appear and present witnesses in his defense.

§ 2. Panel Hearing. The panel may decide that counsel may represent the parties. The panel should meet within the district of the compatriot being investigated. At the hearing, the complaining member first, and then the accused member may present evidence, including witness testimony, regarding the conduct in question. Should the panel find that the alleged misconduct is prejudicial to the best interests of the Society, it may, by a majority vote of those members present, depending on the nature and severity of the misconduct, issue a reprimand to the subject member or suspend the subject member from all privileges of the Society for not more than six months.

from the date of the hearing. If the panel considers such a reprimand or suspension to be an insufficient sanction, it may also recommend to the membership that the subject member be expelled from the Society. In such case, the suspension does not restrict the suspended member's right to appear at the Board meeting in which panel's recommendation is considered. Immediately after the panel has reached a decision, the secretary will put the panel's findings in written form. If either or both the complaining member or the accused member were not present at the hearing, the secretary will notify the absent member or members of the action that the panel has taken on the matter.

§ 3. Expulsion. Expulsion of a member from the Society may be accomplished only by the members of the Board at a Board meeting following the hearing of the adjudication panel and upon the panel's recommendation as provided for in § 2 of this article. Such proceedings may occur at a regular or special Board of Managers meeting held within 60 days but not earlier than 30 days after the date of the panel's recommendation to expel. The subject member may appear on his own behalf, though the presentation of evidence is not permitted at this meeting. The president will read the charges and the panel's findings and recommendation and invite the subject member, if present, to speak on his own behalf. The members present at the meeting will then vote on the proposed expulsion by secret ballot. The vote to expel of three quarters of the members present and voting at the meeting is necessary for expulsion. If the members vote not to expel, the suspension will stand.

Article XVI. Code of Conduct and Conflict of Interest

§ 1. Establishment. The Society will maintain a Code of Conduct and a Conflict of Interest policy. The ExCom will develop and review on a continuing basis these policies to ensure compliance with applicable law and regulations.

§ 2. Compliance. Members of the ExCom Board and the Finance, Financial Review, Investment and George Washington Endowment Foundation committees will execute a statement of agreement to comply with the Code of Conduct and Conflict of Interest policies annually.

Article XVII. Dissolution

The Society may be dissolved at any time by written consent of not less than three quarters of the members who are in good standing, as prescribed in Art. III § 7. Upon the dissolution of the Society, other than for purposes of reorganization, whether voluntary, involuntary or by operation of law, none of the property of the Society nor any proceeds from the sale of such property nor any other assets of the Society will be distributed to any members of the Society or any other individual or entity but, after payment of the debts of the Society, its property and assets will be transferred to the National Society.

Article XVIII. Amendments

These bylaws may be amended by the vote of two thirds of the members present at a meeting of the Society providing that the Secretary has sent notice of the proposed amendment to all members at least one week before such meeting.

Article XIX. Miscellaneous

§ 1. Fiscal and Membership Years. The Society's fiscal year is from 1 May to 30 April. The Society's membership year is from 1 January to 31 December.

§ 2. Alternative Means of Effecting Notice. Notices prescribed in these bylaws, including notices of regular and special Society and Board meetings, dues notices, meeting minutes and the like, may be effected via email messages. Email notification will be only be used to communicate with a member if the member receiving it has signed a written authorization, on a form approved by the Board, agreeing to it as an effective means of communication between the Society and the member. This agreement also will provide that: (a) the authorization is revocable; (b) it may only apply to certain types of notices; (c) the member will provide the Society with a current email address; (d) the member will inform the Society of any changes to that address; and (e) the member releases the Society from any liability should the member receive a notice late or fail to receive a notice due to circumstances beyond the control of the Society. The Secretary will maintain and keep current files of such agreements.

§ 3. Meetings of the Board and ExCom via Telephonic or Audio/video Conferencing. The Board and the ExCom may hold meetings by means of telephonic or audio/video conferences. The rules and procedures for meetings held in person apply to meeting held by electronic means.