

Historical Halifax Restoration Association, Inc.
BYLAWS

ARTICLE I
NAME

The name of this organization is the Historical Halifax Restoration Association,
Inc.

ARTICLE II
PURPOSES

To acquire, restore and preserve historic sites and shrines in Halifax, North Carolina.

To acquire, restore and preserve any and all objects of historic value and to operate and maintain museums to house such objects.

To restore and preserve the Town of Halifax as a community size museum to Revolutionary times in North Carolina and to otherwise publicize and educate the public as to the historical significance of Halifax.

ARTICLE III
MEMBERSHIP

Section 1. The voting membership of this corporation shall consist of individuals and families who have paid their dues in the amount required for the type of membership selected. Memberships must be renewed annually by submitting dues between January 1st and April 12th in order to ensure voting privileges for the calendar year.

Section 2. The annual meeting of members shall be held in the town of Halifax, North Carolina on the third Sunday in February of each year. Notice of such annual meeting shall be given in writing to the members at least three weeks before the meeting is to be held. At such meeting the members shall elect the directors and transact business brought before the meeting. Each member is entitled to one vote. Absentee voting will not be allowed.
The directors shall make their annual reports at the annual meeting of the members. If any changes are to be considered in the bylaws, they shall be considered at the annual membership meeting.

ARTICLE IV **DIRECTORS**

Section 1. There shall be twenty-six directors elected by the members to serve for up to three consecutive three-year terms. The membership may vote to reappoint a director for additional terms if doing so would serve the best interest of the association. Directors shall serve as a nominating committee for new directors and nominations shall also be entertained from the floor at the annual meeting of the members. Vacancies occurring among directors prior to expiration of terms shall be filled by the vote of remaining directors.

Section 2. Directors' meetings shall be held at least three times during each calendar year. In addition to the February meeting, there will be a spring meeting on the third Sunday in May and a fall meeting on the third Sunday in September. Notice will be given in writing at least three weeks in advance. Special meetings can be called by the Chairperson at any time upon notice given at least ten days before the meeting. After due notice of a meeting is given, there must be fourteen directors in attendance in order to constitute a quorum. The affirmative vote of the majority of the directors present shall be sufficient to authorize any action of directors.

Written records setting forth all action at meetings and the voting shall be kept in the Minutes Book of the directors and shall be signed by the Secretary.

ARTICLE V **OFFICERS AND ELECTIONS**

Section 1. Officers: The officers shall be chair, vice-chair, recording secretary, treasurer and corresponding secretary. The officers shall perform their duties in accordance with the recorded job description for each office.

Section 2. Nominations and Elections: Elections of officers will be held annually at the spring meeting of the directors. The Nominating Committee shall select a candidate for each office and present the slate to the directors. Nominations may also be made from the floor. Voting will be by voice. If more than one person is running for an office, a written vote shall be taken.

Section 3. Eligibility: Members are eligible for office if they are members in good standing at least 14 calendar days before the nominating committee presents its slate.

Section 4. Terms of Office: Officers shall hold office for one year and thereafter for three one year terms or until their respective successors shall be elected.

Section 5. Vacancies: If there is a vacancy in the office of Chair, the Vice-Chair will become Chair. At the next regularly scheduled meeting, a new vice-chair will be elected. If there is a vacancy in any other office, directors will fill the vacancy through an election at the next regular meeting.

Section 6. Removal from Office: Any officer or director may be removed for cause by a two-thirds vote by those present at any regular or called meeting of the directors, provided a quorum is present and previous notice has been given.

Actions by any one or more directors shall not be valid or binding unless it shall have been authorized by the chair and one other officer or until it shall be ratified by the Board of Directors.

ARTICLE VI **COMMITTEES**

Section 1. Committee Membership: Committees may consist of members and board members, with the Chair acting as ex-officio member on all committees.

Section 2. Standing Committees: Executive Committee, Nominating Committee, Finance and Audit Committee and Bradford Denton House Committee.

Section 3. Additional Committees: The board may establish additional committees as needed.

Section 4. Ad Hoc Committees: The Chairperson may, from time to time, appoint ad hoc committees for special tasks. Terms shall be for one year or less as determined by the Chairperson.

ARTICLE VII **MANAGEMENT OF AFFAIRS - DIRECTORS' POWERS**

For the purpose of managing and administering the affairs, properties and funds of the corporation, the directors shall have and may exercise the following powers:

To receive contributions, gifts and bequests to the corporation provided that such contributions, gifts, and bequests are to be used for the purposes of the corporation as expressed in its certificate of incorporation.

To manage and administer in all respects the corporation and properties and funds held and arising here-under, in accordance with the terms hereof, obtaining and securing for such purposes assistants, office space, equipment, supplies and facilities, upon such terms as the directors may deem necessary from time to time.

To hold, use, manage, administer and dispose of the funds and properties, which at any time, and from time to time, may be held by the corporation: to invest any funds from time to time as the directors in their discretion may determine.

To collect, receive and receipt all income, gains and profits from properties which may be held by the corporation, to defray the expenses incident to the administration and management of the corporation.

To pay, apply and distribute the whole or any part of the income of the corporation, or the whole or any part of the contributions to the corporation, in any year, for the purposes stated in the Corporate Charter; the manner and beneficiary of its distribution shall be selected by the affirmative vote of a majority of the then directors at any meeting of the directors called for the purpose. Complete authority and discretion in and for such selection and utilization being hereby given to the directors.

Said directors shall have and may exercise, subject to the provisions of the bylaws, any and all other powers which are necessary or desirable in order to manage and administer the funds and properties held by or for the corporation and to carry out and perform in all respects the purpose of this corporation according to the true intent thereof.

Any document or paper whatever executed by or on behalf of the directors shall be sufficiently executed when signed by the person or persons authorized to do so by a resolution of the directors duly adopted at any meeting and in accordance with the terms of such resolution.

ARTICLE VIII **FINANCIAL RECORDS**

The Chair shall cause the financial records and assets to be audited periodically, but not less than every three years. Said audit will be reported in full to the directors. No part of the organization funds shall be used for the benefit of any director or member. The fiscal year of the corporation shall be from January 1 to December 31 of each year.

ARTICLE IX
DISPOSITION OF ASSETS

Should the Historical Halifax Restoration Association, Inc. find it necessary to dissolve at any time, all funds and other assets held by the Association shall be placed in a special account within the State Historic Site's Section of the North Carolina Department of Cultural Resources, to be used solely in the restored district of the Historic Town of Halifax.

ARTICLE X
PARLIAMENTARY PROCEDURES

Meetings of the members and directors shall be governed by the most recent edition of Robert's Rules of Order.

As the duly elected Chair of the Historical Halifax Restoration Association, Inc., I certify by my signature that these are the Bylaws of the organization as amended/revised at the Annual Meeting held on February 20, 2022.

H. Lawrence Armstrong, Jr.
Chairperson
Date

Adopted by Membership
Annual Membership Meeting
February 22, 2022