

# BY-LAWS OF THE FOREST HISTORY SOCIETY, INC.

## ARTICLE I

### Name, Seal, and Offices

1. Name. The name of the corporation is Forest History Society, Inc.
2. Seal. The Corporation shall have a seal in appropriate form, which shall bear the legend "Corporate Seal", the corporation logo, the name of the Corporation and words indicating that the Corporation was incorporated in North Carolina in 1987.
3. Offices. The principal office of the Corporation shall be at 701 Vickers Avenue, Durham County, Durham, North Carolina. The Corporation may have such other offices as the Board of Directors may designate from time to time.

## ARTICLE II

### Membership and Dues

1. Eligibility. Any individual or organization who subscribes to the purposes and basic policies of the Corporation and who shall pay the applicable dues shall become a member of the Corporation.
2. Membership Rights and Privileges. Any individual (or organization) who shall become a member of the Corporation shall have such rights and privileges as are conferred upon the membership from time to time by the Board of Directors of the Corporation. Each member shall have one vote in the election of Directors for as many persons as there are Directors to be elected, but memberships shall otherwise be nonvoting. Memberships shall be nonredeemable, nontransferable, and nondividend bearing. No member shall have any proprietary interest in the assets of the Corporation by reason of such membership. A corporate member (organization, company or institution) may designate a representative who shall have and exercise its voting power.
3. Classification and Dues. Dues for all classes of membership shall be established by the Board of Directors. The classification of memberships, the categories within said classifications, and the dues structure applicable thereto may be changed from time to time by the Board of Directors.
4. Termination. Termination of membership will automatically result from nonpayment of dues beyond a grace period to be established by the Board of Directors.

## ARTICLE III

### Meetings of Members

1. Annual Meeting. There shall be an annual meeting of the members each calendar year for the election of directors and for the transaction of such other business as may properly come before the meeting. Said meeting shall be held at such time and place as may be designated by the Board of Directors. At such annual meeting the members shall:

(a) Elect Directors as hereinafter provided.

(b) Receive, consider, and act upon such reports of the Board of Directors, officers, committees, and staff of the Corporation as may be required in order fully to inform the members with respect to property, condition, and affairs of the Corporation.

(c) Transact all other business properly coming before the meeting. The notice of each annual meeting shall include any matters for which special notice is required.

2. Special Meetings. Special meetings of the members may be called for any purpose at any time:

(a) By the chairman;

(b) By three or more members of the Board of Directors; or

(c) Upon the written request of twenty-five or more members of the Corporation.

Persons entitled to call a special meeting may make a written request to the chairman, vice-chairman, or secretary to call such meeting. Such officer shall give notice of the special meeting, the date of which shall be fixed not more than sixty days after the receipt of the request. Directors may be elected at any special meeting called for that purpose.

3. Notices. Notice of every annual and special meeting of the members shall be published in a prominent position in the issue of the Society's quarterly journal or quarterly newsletter immediately preceding the date of the meeting, provided that the issue is mailed not less than six weeks prior to the date of the meeting; otherwise, notice shall be sent by mail not less than ten days before the meeting, excluding the day of the meeting. Every such notice shall state the time, place, and purpose of the meeting.

4. Voting. The members shall act by vote of a majority thereof present at any meeting, in person or by proxy. Fifteen members shall constitute a quorum for the transaction of business at any annual or special meeting of the Corporation. If a quorum shall not be present at any meeting, the meeting may be adjourned from time to time without further notice until a quorum be present.

## ARTICLE IV

### Board of Directors

1. General. The property, business and affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors may take any action permitted or required to be taken by members of a non-profit corporation under the laws of North Carolina.

2. Number and Tenure and Nominations. The initial Board of Directors of the Corporation shall consist of the persons named as such in the Articles of Incorporation who shall serve until the first meeting of the members or until their successors are duly elected and qualified. At the first meeting of the initial Board of Directors, said Board shall adopt By-Laws of the Corporation and complete other organizational matters. Subsequent Board of Directors shall consist of not less than twenty-one (21) nor more than thirty (30) members, who shall be elected by the members of the Corporation. At the first meeting of the members, one-third (1/3) of the directors shall be elected for a term of one (1) year, one-third (1/3) of the directors shall be elected for a term of two (2) years, and one-third (1/3) of the directors shall be elected for a term of three (3) years. At each annual meeting of the members thereafter, no fewer than seven (7) directors shall be elected by the membership for a term of three (3) years. Membership on the Board of Directors shall be restricted to two, consecutive three-year terms. Incumbent chairman and vice-chairman shall not be subject to the two-term limitation. The directors shall be elected by the members present in person or by mail ballot sent to all members as determined by the Board of Directors. In the election of directors, the Nominating Committee shall present a slate of nominees for the positions to be filled. Additional Directors shall also be elected by the members to fill unexpired vacancies.

3. Member's Nominations. Members may propose candidates for the office of Director for consideration by the Nominating Committee by means of correspondence with the chair. To be considered, such proposals must be received by the chair of the Nominating Committee not less than thirty (30) days prior to the date of the election. Alternatively, a petition signed by ten (10) members and submitted to the chair of the Nominating Committee not less than thirty (30) days prior to the election shall constitute a mandatory nomination. If there are more nominees than vacancies, the nominees receiving the highest numbers of votes shall be declared elected to fill the vacancies.

4. Emeritus Director. The Board of Directors may elect one or more of its members to be an Emeritus Member of the Board without term, in recognition of distinguished service to the Forest History Society. Emeritus Members shall serve as ex-officio members of the Board of Directors and shall be entitled to receive all communications to the Board and serve on committees.

5. Resignation. Directors elected at any meeting of the members shall hold office until the expiration of their terms. A Director may resign by submitting a letter of resignation to the chairman, which will be effective upon receipt or at a specified, later date.

6. Vacancies. Any vacancy in the office of Director occurring otherwise than by expiration of term may be filled by the Board of Directors pending the next annual meeting of the members or a special meeting of the members called to elect Directors.

## 7. Committees.

### (a) Executive Committee

(1) The Executive Committee shall consist of the chairman and four other members of the Board of Directors. The members shall be nominated by the chairman and elected by the Board of Directors. In the intervals between meetings of the Board, the Executive Committee shall have the authority of the Board in management of the business of the Corporation, but the committee shall at all times be subject to the control and direction of the Board.

(2) A simple majority of its members shall constitute a quorum of the Executive Committee. Meetings of the Executive Committee are open to all members of the Board of Directors, but without voting rights.

(3) The Executive Committee shall adopt rules governing the time and place of holding and the method of calling its meetings and governing the conduct of its proceedings.

(4) The Executive Committee shall keep a record of its acts and proceedings and shall report thereon to the Board of Directors at or before the next meeting thereof.

(5) Any member of the Executive Committee may be removed either with or without cause at any time by vote of a majority of the Board of Directors present at any legally called meeting or by a majority of the entire Board voting by mail ballot.

(6) Any vacancy in the Executive Committee shall be filled by the chairman, subject to approval of the Board at its next regularly scheduled meeting.

### (b) Other Committees

(1) The standing committees shall be those on Program, Development, Administrative Affairs, and Nominating, and shall serve from annual meeting to annual meeting.

The Program Committee shall determine that the Society's programs are consistent with the interests and expectations of its several constituencies. The committee will also advise the President with respect to the fulfillment of the Society's long-range program goals and objectives.

The Development Committee shall be involved with advancing the Society through the raising of funds and related public relations activities. The committee will also advise the President with respect to income estimates.

The Administrative Affairs Committee shall be concerned with the administrative and financial affairs of the Society. The committee will also advise the President with respect to personnel, facilities, and protection of resources.

The Nominating Committee shall be responsible for compilation of a slate of nominees for officers and members of the Board in accordance with the by-laws.

8. The Board of Directors may from time to time constitute ad hoc committees composed wholly or partly of Directors of the Corporation for such terms and with such powers and duties as the Board may determine.

9. The chairman shall appoint committee chairs and will determine committee membership in consultation with the chairs.

## ARTICLE V

### Meetings of the Board

1. Regular Meetings. The Board of Directors shall meet at least two (2) times a year. The place and dates of the meeting shall be determined by the Board of Directors.

2. Special Meetings. Special meetings of the Board may be called by the Chairman or any three members of the Board, said call to be in writing and delivered to the Secretary, stating the time, place and purpose of such meeting.

3. Notice of Meetings. Written or printed notice stating the time and place of a Board meeting shall be delivered not less than ten days before the date thereof, either personally, by telegram or by first-class mail, at the direction of the Chairman or Secretary calling the meeting. In the case of a special meeting, the notice of meeting shall specifically state the time, place and purpose or purposes for which the meeting is called. When a meeting is adjourned for thirty calendar days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. When a meeting is adjourned to a date less than thirty calendar days subsequent to the original meeting, it shall not be necessary to give any additional notice of the adjourned meeting other than by announcement at the original meeting.

4. Waiver of Notice. Written consent thereto or the attendance of a director at a meeting shall constitute a waiver of notice of such meeting except, in the latter instance, when a director shall attend a meeting for the sole and express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened. Whenever any other notice is required to be given by these By-Laws or by law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

5. Quorum. At all meetings of the Board, seven (7) Directors in person shall constitute a quorum for the transaction of business. When a quorum is once present to organize a meeting, it shall not be broken by the subsequent withdrawal of any of those present and a meeting may be adjourned despite the absence of a quorum until a quorum is achieved, and any such adjourned meeting may be reconvened without additional notice.

6. Manner of Acting. Each member of the Board of Directors shall be entitled to one vote on all matters coming before the Board. The act of a majority of the directors present, provided a quorum is present, shall be the act of the Board, unless the act of a greater number is required by law, by the Articles of Incorporation, or by these By-Laws.

7. Informal Action by Board. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or at a meeting of any committee of the Board, may be taken by a majority of the directors or members of a committee without a meeting if a consent in writing setting forth the action so taken, shall be signed by all the directors or by all the members of such committee, as that case may be, and filed with the minutes of the Board or such committee whether done before or after the action so taken.

Any one or more directors or members of a meeting may participate in a meeting of the Board or committee by means of a conference telephone or similar communications device which allows all persons participating in the meeting to hear each other and such participation in a meeting shall be deemed present in person at such meeting.

## ARTICLE VI

### Officers

1. Number. The officers of the Corporation shall consist of the Chairman, a Vice-Chairman, a President, a Secretary, a Treasurer, and such other officers having such duties as the Board of Directors may determine by resolution from time to time. The Chairman and Vice-Chairman shall be chosen from the members of the Board of Directors, but the other officers shall not be required to be directors. Any two or more offices may be held by the same persons, except the offices of Chairman and Secretary. However, no officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument is required by law, by the Articles of Incorporation, or the By-Laws to be executed, acknowledged or verified by two or more officers.

2. Election, Term of Office and Qualifications. The officers shall be elected annually by the Board of Directors, except for the President, who shall serve at the Board's pleasure. All officers shall hold office for terms of one year and/or until their successors are elected and qualified; provided, however, that any officer may be removed from office at any time at the pleasure of the Board of Directors.

3. Vacancies. In case any office of the Corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the Board of Directors may elect an officer to fill the vacancy, and the officer so elected shall hold office and serve until the next annual meeting of the Board and until the election and qualification of his successor.

4. Chairman. The Chairman shall preside at all meetings of the members, meetings of the Board of Directors, and meetings of the Executive Committee. The Chairman shall exercise the usual functions pertaining to the office of Chairman and have such other powers and duties as may be determined by the Board of Directors.

5. Vice-Chairman. In the absence or disability of the Chairman, the Vice-Chairman shall have all the powers and perform all the duties of the Chairman. The Vice-Chairman shall have such other powers and duties as may be determined by the Board of Directors.

6. Immediate Past-Chairman. The Immediate Past-Chairman shall serve to provide continuity to the leadership of the organization and take on duties as assigned by the Chairman or Board of Directors.

7. President. The president of the Corporation, whose title shall be "President of the Forest History Society, Inc.," shall be appointed by and serve at the pleasure of the Board of Directors; the incumbent's powers, duties and compensation shall be fixed by the Board.

Subject to the direction and control of the Board of Directors, the president shall carry into effect the decisions and policies of the Board of Directors and shall have charge and supervision of the activities of the Corporation, except the Executive Committee. The president shall attend and participate in all meetings of the Board of Directors and the Executive Committee without vote, and shall serve as secretary of the Executive Committee.

8. Secretary. The Secretary shall keep the minutes and records of the corporation and shall perform the usual other duties pertaining to such office and shall have such additional powers and duties as may be prescribed by the Board of Directors.

9. Treasurer. The Treasurer shall be charged with the collection of all monies due and belonging to the corporation, shall have the custody of all funds and securities of the corporation, and shall perform the usual duties pertaining to the office and such other duties as may be prescribed by the Board of Directors.

10. Other Agents and Employees. The Board of Directors may appoint a fiscal agent for collection, deposit, recording, and disbursement of the funds and properties of the Corporation. The Board of Directors may appoint such other agents and employees, as in the judgment of the Board of Directors may be necessary to carry out the objects and purposes of the Corporation, and may determine the duties and tenure of such agents and employees.

11. Compensation of Directors, Officers and Employees. No director of the Corporation shall receive any compensation whatsoever for and in connection with his service as such director or as an officer of the Corporation, except for the President and Secretary who may also be employees. The Board of Directors may authorize payment of reasonable compensation to employees of the Corporation for the performance of personal services which are reasonable and necessary to carry out the purposes of this organization.

## **ARTICLE VII**

### **Contracts, Checks, and Funds**

1. Authorization. The Board may authorize any officer, officers, agent or agents to enter into any contract and to execute and deliver any instrument, including notes and bonds, in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer, officers, agent or agents of the Corporation and in such a manner as may from time to time be determined by the resolution of the Board.

2. Funds. All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select, or as may be designated by any officer, officers, agent or agents of the Corporation to whom such power may be delegated by the Board. Disbursement of corporate funds, whether income or principal, shall be solely as authorized by the Board of Directors.

3. Acceptance of Gifts. Unrestricted cash gifts in furtherance of the corporate purposes may be accepted without special authorization of the Board of Directors. Gifts other than cash, or gifts restricted in terms, may be accepted up to a limit established by the Board of Directors.

4. Restrictions as to Use. In the conduct of the affairs of Corporation, the acceptance of gifts, and the disbursement of funds, the Board of Directors shall act strictly within the purposes and limitations described in the Articles of Incorporation.

## **ARTICLE VIII**

### **Records**

1. The records of the Corporation shall include adequate records of:

(a) The amount and character of the corporate assets from time to time, where located, and where and how invested;

(b) All gifts received, showing the nature and amount thereof, the name of the donor, and the conditions, if any, applicable thereto;

(c) All other income and source thereof;

(d) The amounts applied, appropriated, or expended; and

(e) The purposes and objects for which and the parties to or for whom such applications, appropriations, and expenditures have been made.

## **ARTICLE IX**

### **Fiscal Year**

The Corporation shall operate on a fiscal year basis ending June 30.

## **ARTICLE X**

### **Parliamentary Procedure**

Unless specified to the contrary in the By-Laws or by law, parliamentary procedure shall be governed by Roberts Rules of Order (Revised).



## **ARTICLE XI**

### **Amendments**

The Articles of Incorporation and these By-Laws may be altered, amended or repealed by the affirmative vote of a simple meeting or at any special meeting called for that purpose.

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Chairman

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Secretary