

**THE PRESERVATION SOCIETY OF ASHEVILLE & BUNCOMBE COUNTY**  
**BY-LAWS OF THE SOCIETY**  
**AS AMENDED JUNE, 2019-2023**

**ARTICLE I – OFFICES**

1. The principal office of the organization shall be located in Buncombe County, North Carolina.

**ARTICLE II – MEMBERSHIP AND VOTING**

1. Membership shall be open to all persons who are interested in the identification and preservation of historically and architecturally significant houses, buildings, monuments, sites and objects in Buncombe County, and who shall pay annual dues as hereinafter set forth.
2. All members in good standing for not less than sixty days shall have voting privileges, and each member shall be entitled to one vote. Two members of each family holding a Family Membership are entitled to one vote. Votes may be cast by written proxy.
3. The membership shall be divided into classes as determined by the Board of Directors. Family members shall consist of two adults living in the same residence. Membership levels above Family shall be entitled to Family membership benefits if otherwise applicable.
4. Corporations, organizations and institutions shall be eligible for a single voting membership upon payment of specified annual dues.
5. Members may resign at any time; however all dues paid are non-refundable.

**ARTICLE III – DUES AND FINANCE**

1. Annual dues, in an amount established from time to time by the Board of Directors, shall be payable on the first day of that month each year in which the anniversary date of the member's acceptance into the Society falls.
2. Any member failing to pay dues within sixty days of the annual renewal date shall be declared delinquent and shall not be eligible to vote or hold office or receive other benefits of membership until such delinquency is removed.
3. Any unbudgeted expenditure in excess of \$1,000.00 shall require approval, in advance, of the Board of Directors or the Executive Committee.
4. The Board of Directors may, at its discretion, order an independent audit of the books and financial records of the organization.

**ARTICLE IV – BOARD OF DIRECTORS**

1. The management of the affairs of the Society shall be vested in a Board of Directors consisting of not fewer than ~~fifteen (15)~~ twelve (12) or more than ~~twenty-one (21)~~ eighteen (18) members, who are elected, hold office, and administer the business of the corporation as provided herein.
2. ~~Directors of the Society~~ The Board of Directors shall be members in good standing and shall serve without compensation.
3. The Board of Directors shall be comprised of the following:
  - a. Directors elected by the membership to three-year terms at the annual meeting. Directors' terms shall be staggered to result in the election of one third of the Board at any given meeting.
  - b. The four (4) elected officers of the Society, who shall also serve as Directors during their terms of office.
  - c. The immediate past President of the Society for a term of two years following his term as President.
4. No ~~Director~~ Board member may serve for more than two (2) consecutive terms, not including terms as an officer or past president.
5. Board members are expected to attend regularly scheduled meetings of the Board and to serve on a minimum of one standing committee. Directors missing 4 regularly scheduled meetings of the Board and or assigned committee during a calendar year may be removed from the Board by the President.
6. Interim vacancies on the Board of Directors shall be filled by the appointment of a member in good standing to serve the unexpired term. The appointment shall be made by the President subject to the consent of a majority of the remaining Directors.

7. The Board of Directors shall meet at minimum once each quarter. In addition the Board shall meet at the call of the President, Vice-President, or any three (3) of its members.
8. A quorum of at least ~~six (6)~~ **seven (7)** Directors shall be necessary to conduct the business of the Society.
- ~~9. In addition to serving on the Board of Directors six (6) of the Directors shall serve as Chairs of the Standing Committees.~~

#### ARTICLE V – OFFICERS

1. The officers of the corporation shall be President, Vice-President, Secretary, Treasurer and Chief Operating Officer/Assistant Secretary.
2. The President, Vice-President, Secretary and Treasurer shall be members in good standing and shall be elected at the annual membership meeting held during the month of June in each even-numbered year. Terms for elected officers shall be two (2) years commencing on the first day of July following their election. Elected officers may not serve more than two (2) consecutive terms in the same office.
- 3. The Executive Director of the Society shall serve as the Chief Operating Officer/Assistant Secretary of the corporation, but he shall not be a member of the Board of Directors. The Executive Director shall, subject to the control of the Board, generally supervise, direct and control the Society's affairs and its day-to-day operations. The Executive Director shall be a member of all Board Committees (or shall designate a staff member or staff members to serve on Board Committees in their place). The Executive Director may also execute documents and implement agreements authorized by the Board of Directors as necessary for the activities and operations of the Society.**
4. The President shall be the chief executive officer of the Society, ~~and shall have general and active management of the affairs of the Society. He~~ shall see that all orders and resolutions of the Board of Directors are effected and shall preside over membership meetings and meetings of the Board of Directors ~~and shall have the general powers and duties of supervision and management usually vested in the President of such an organization. He shall appoint all Committees with the consent of the Board of Directors.~~
5. The Vice-President shall perform the duties and exercise the powers of the President during the absence or disability of the President and perform such other duties as may be assigned by the Board of Directors.
6. The Secretary ~~shall attend all meetings of the Society and the Board of Directors and shall supervise the recording~~ ~~record in books~~ of the Society true minutes of the proceedings of such meetings. The Secretary shall safely keep in custody the seal of the corporation and shall affix the same to all instruments where its use is required. ~~He~~ **The Secretary** shall give notices of meetings and shall arrange to have executed all correspondence of the Society.
7. The Treasurer shall keep and maintain a current and accurate record of the financial transactions of the Society and provide an accounting of all funds at each meeting of the Board of Directors. ~~He~~ **The Treasurer** shall present a written annual financial report for the fiscal year to the membership at the first regular meeting held after the end of each fiscal year. ~~All checks drawn for the disbursement of funds shall bear the signature of the Treasurer or his deputy as authorized by the Board of Directors.~~
8. The Treasurer shall ~~oversee and verify~~ ~~to the President~~ a bond, obtained at the expense of the Society, in such form and amount satisfactory to the Board of Directors, conditioned for the faithful performance of his duties and for the restoration to the Society in case of ~~the Treasurer's~~ **his** death, resignation, retirement or removal from office of all books, papers, vouchers, money and property of whatever kind in ~~the Treasurer's~~ **his** possession or under his control belonging to the corporation. Said bond will also extend to cover all staff and authorized check-signers of the organization.
9. The Treasurer shall serve on the Finance and Operations Committee, which shall present to the Board of Directors within sixty (60) days after of the beginning of each fiscal year, a proposed budget for the ensuing year showing estimated revenues, expenditures and fund balances.
- ~~10. The Chief Operating Officer/Assistant Secretary shall be responsible for the administration of the Society's affairs and its day-to-day operations. The COO/Assistant Secretary may execute~~

~~documents and implement agreements authorized by the Board of Directors as necessary for the activities and operations of the Society.~~

#### ARTICLE VI – COMMITTEES

1. There shall be ~~two (2)~~ **five (5)** Standing Committees, each chaired by one of the ~~Directors~~ **Board members** during ~~his~~ **their** term of office. These committees are Finance and Operations Committee ~~and~~ **and** Governance Committee. ~~Revenue Committee, Endangered Properties Committee, and Education Committee.~~ These Committees may create Subcommittees as necessary to carry out their duties.
2. ~~Such~~ **Additional** Committees as may be deemed required shall be appointed ~~or disbanded from time to time~~ **or disbanded** by the President and approved by the Board of Directors.
3. **Committee Chairs shall be appointed or removed by the President as needed and approved by the Board of Directors.**
4. **Each Committee shall include at least one member of the Board of Directors.**
5. There shall be an Executive Committee consisting of the President, Vice-President, Secretary, Treasurer and Past President of the Society.

#### ARTICLE VII – MEETINGS

1. The Annual meeting of the Society shall be held during the month of June in each year. The presence of at least twenty (20) members in good standing who are not officers or Directors of the Society, plus at least five (5) members of the Board of Directors, at any duly called membership meeting shall constitute a quorum for the conduct of Society business.

#### ARTICLE VIII – AMENDMENTS

1. These By-Laws may be amended by a two-thirds (2/3) majority vote of the voting membership present at any duly called membership meeting provided that a notice of such proposed amendments has been mailed to all members at least ten (10) days prior to such meeting.

#### ~~ARTICLE IX – GENDER~~

1. ~~As used in these By-Laws, the masculine pronoun shall include the feminine.~~

#### ARTICLE ~~X~~ **IX** – NOMINATIONS AND ELECTIONS

1. Not less than two months prior to the Annual Meeting each year, the President shall empower the Governance Committee to undertake nominating responsibilities for open Director and Officer positions on the Board. This process will be open to the participation of up to two representatives of the Society membership each year. The Governance Committee shall present a slate of Directors and Officers to the Board for approval. Upon Approval by the Board, the slate shall be presented to the membership at least ~~seven (7)~~ **seven (7)** ~~fifteen (15)~~ days preceding the Annual Meeting. Additional nominations may be made by the membership until five (5) days prior to the Annual Meeting. Such nominations shall be presented to the Nominating Committee, which shall forward the additional nominations for consideration at the Annual Meeting. All nominees must be members in good standing at the time of nomination and must have agreed in advance to serve as Director and/or Officer.
2. Election of the Officers/Directors shall take place at the Annual Meeting. A simple majority of votes cast by the eligible voting members present shall serve to elect.

#### ARTICLE ~~XI~~ **XI** – USE OF THE NAME AND MEMBERSHIP ROLLS

1. Any action taken in the name of the Society by Officers and/or members shall be in accordance with the established policies and principles of the Society, and only with the approval of the Board of Directors.
2. Membership rolls may not be disseminated to any group, person, organization or business unless in accordance with a formal policy adopted by the Board regarding the use of the membership rolls or without such dissemination having received the explicit, written approval of the Board of Directors.

#### ARTICLE XII – ORDER OF BUSINESS

1. *Robert's Rules of Order Revised* (latest edition) shall govern the Society in all parliamentary procedures in which they are applicable and in which they are not inconsistent with these By-Laws and the organizational charter.

#### ARTICLE XIII – GENERAL PROVISIONS

1. The fiscal year of the Society shall commence on July 1 of each year.
2. Any Officer, Director, agent, Committee Chair or member of the Society may be removed from such office, position or membership by the Board of Directors whenever, in the judgment of two-thirds (2/3) of the Board of Directors, the interests of the Society will be served thereby.
3. The Board of Directors may provide for the adoption of a Seal of the Society and the use thereof.

#### ARTICLE XIV – SOCIETY EMPLOYEES

1. An Executive Director shall be employed by the Board of Directors and shall serve at the pleasure of the Board in accordance with the personnel policies of the Society. The Executive Director shall serve as the Chief Operating Officer/ Assistant Secretary of the corporation, but shall not be a member of the Board of Directors.
2. The Executive Director shall have the general powers and duties of management usually vested in the office of Executive Director including but not limited to hiring and terminating employment.
- ~~3. The Executive Director shall execute policies, decisions and programs of the Society as established by the Board, and he shall be responsible for the general administration and day-to-day operations of the Society.~~
- ~~4. The Executive Director shall recommend, for Board approval, the employment and discharge of any additional staff.~~