

**REQUEST FOR BOARD ACTION**  
**HENDERSON COUNTY**  
**BOARD OF COMMISSIONERS**

**MEETING DATE:** August 6, 2012

**SUBJECT:** Revisions to Historic Courthouse Corporation Bylaws

**PRESENTER:** Sarah Zambon

**ATTACHMENT(S):** Yes  
1. Revised Bylaws

**SUMMARY OF REQUEST:**

The Historic Courthouse Corporation Board has met and recommended the following changes to their bylaws:

- Revised description of responsibilities for the Treasurer (Article V, Section 5, item D);
- Established ability to form committees of Board members (Article VII); and
- Provision for electronic notice for Special and Emergency meetings (Article VIII Section 5 and 7).

**BOARD ACTION REQUESTED:**

If this Board is so inclined, the following motion is suggested:

*I move the approval of the changes to the Henderson County Historic Courthouse Corporation Bylaws.*

## **BYLAWS**

### **OF**

## **HENDERSON COUNTY HISTORIC COURTHOUSE CORPORATION**

### **ARTICLE I - NAME AND SEAL**

Section 1. The name of the corporation [is/shall be] Henderson County Historic Courthouse Corporation (hereinafter referred to as “the corporation”) dba Henderson County Heritage Museum.

Section 2. The seal of the corporation shall be circular in form which shall bear the legend “Corporate Seal of Henderson County Historic Courthouse Corporation”, and words indicating that the corporation was incorporated in North Carolina.

### **ARTICLE II - PURPOSE**

Section 1. The corporation is a non-profit corporation registered under the laws of the State of North Carolina, Chapter 55-A of the General Statutes of North Carolina. The corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code for the United States of America (as the same now exists or may be hereafter be amended, hereinafter “the Code”), including the operation of an educational and historical museum and exhibit space within the Henderson County Historic Courthouse structure. The operation of an educational and historical museum and exhibit space within the Henderson County Historic Courthouse structure is defined to mean “the offering for public display galleries, displays, artifacts, collections, archives, libraries, demonstrations, performances, and other similar exhibitions relating to the history, culture, heritage, and the story of the founding settlement and development of Henderson County, the state of North Carolina, and the United States, up to the present. Such museum will collect, preserve, research, exhibit, and interpret a collection of historical and cultural artifacts, images and oral histories. It will serve the inhabitants of Henderson County and the surrounding area by carrying out these functions and by its emphasis on special activities at the museum.

### **ARTICLE III - MEMBERS**

The corporation shall have no members.

### **ARTICLE IV - OFFICES AND REGISTERED AGENT**

Section 1. Office. The corporation continuously shall maintain in North Carolina a registered office at such place as may be designated by the Board of Directors. The principal office of the corporation and such other offices as it may establish shall be located at such place(s) within North Carolina as may be designated by the Board of Directors

Section 2. Agent. The corporation continuously shall maintain within North Carolina a registered agent.

Section 3. Changes. Any change in the registered office or registered agent of the corporation shall be accomplished in compliance with the North Carolina Non-Profit Corporation Act.

## ARTICLE V - BOARD OF DIRECTORS

Section 1. General Powers. The property, business, and affairs of the corporation shall be managed, controlled, and directed by a Board of Directors (sometimes referred to herein as “the Board”). The Board of Directors shall have, and may exercise, any and all powers provided in the Articles of Incorporation or the North Carolina Non-Profit Corporation Act that are necessary or convenient to carry out the purposes of the corporation and which support and foster the purposes of the corporation as established in these Bylaws.

Section 2. Appointment. The Board of Directors shall be appointed by the Board of Commissioners of Henderson County.

Section 3. Composition. The Board of Directors (except for the Initial Board of Directors named in the Articles of Incorporation, as amended) shall consist of nine regular Directors and two non-voting Directors. One non-voting Director shall be a member of the Board of Commissioners of Henderson County and one non-voting Director shall be a member of the Henderson County Travel and Tourism Committee.

Section 4. Terms. Directors shall serve terms of three years. Voting Directors may serve no more than two consecutive full three-year terms as stated in the Articles of Incorporation, as amended.

Section 5. Officers. Officers of the Board shall be the Chair, Vice Chair, Secretary and Treasurer.

A. The Chair of the Board of Directors shall be elected by the Board of Commissioners of Henderson County each year as stated in the Articles of Incorporation, as amended. The Chair shall preside at all meetings of the Board of Directors and perform such other duties as may be directed by the Board.

B. The Vice Chair shall preside at all meetings of the Board in the absence of the Chair, and shall perform such other duties as may be directed by the Board. The Vice Chair shall be elected at each annual meeting of the Board by the existing voting Board of Directors.

C. The Secretary shall be elected at each annual meeting of the Board by the existing voting Board of Directors. The Secretary who, with the assistance of the corporation staff, shall be responsible for keeping an accurate record of the proceedings and actions of the Board. The Secretary of the Board shall also be the Secretary of the corporation. The Secretary shall have the custody of the corporate seal and shall maintain a current record of all the persons who are Directors of the corporation, showing their respective places of residence, and such book shall be open for inspection as prescribed by law. Subject to the control of the Board of Directors, the Secretary shall in general perform all the duties incident to the office of Secretary, and shall perform such other duties as the Board may assign.

D. The Board shall elect at each annual meeting of the Board from among its voting members a Treasurer of the Corporation whose duties shall be consistent with the corporation's written Financial Policies. The Treasurer and Executive Director shall have custody of all funds, property, and securities of the corporation and make all payments and deposits as may be necessary or proper to be made on behalf of the corporation consistency with the

corporation's Financial Policies. The Treasurer and Executive Director shall maintain full and accurate books of account reflecting the transactions, assets, and obligations of the corporation and shall exhibit such books at all reasonable times to any Director on application at the offices of the corporation.

Section 6. Reimbursement. Members of the Board shall receive reimbursement for reasonable Board approved travel and other expenses directly related to business of the corporation. No further compensation shall be allowed to members of the Board.

Section 7. Resignation. A Director may resign at any time by giving notice thereof in writing to the Chair. In the event of a resignation, a new director shall be appointed by the Board of Commissioners as stated in the Articles of Incorporation, as amended. The new director shall complete the term of the resigned director.

#### ARTICLE VI - EXECUTIVE DIRECTOR

Section 1. Executive Director. The Executive Director shall be employed by the Board of Directors. The Executive Director shall exercise general charge and supervision of the day-to-day affairs of the corporation and shall perform such other duties as the Board of Directors may assign.

Section 2. Compensation. The Board of Directors shall fix the compensation of the Executive Director.

Section 3. Staffing. Staff and contract assistance may be engaged by the Executive Director with prior approval of the Board.

#### ARTICLE VII - COMMITTEES

Section 1. The Board may create committees as needed to support the mission of the corporation, such as History Heritage Technology, Audit/Finance, Personnel, Volunteer, Fundraising, and Publicity. The Board Chair shall appoint all committee chairs.

#### ARTICLE VIII - DIRECTOR MEETINGS

Section 1. Open meetings. All meetings, hearings, deliberations, and actions of this board are to be conducted openly. Except as allowed by N.C. Gen. Stat. §143-318.11 each meeting of the Board of Directors shall be open to the public and any person is entitled to attend such a meeting. The public's right to attend such meeting does not necessarily entitle the public to participate in the meeting.

Section 2. Schedule. The Board of Directors shall establish a schedule of regular meetings to conduct and transact the business of the Corporation, with a schedule of same to be filed with the Clerk of the Henderson County Board of Commissioners and kept on file with the Secretary of the Board. These meetings shall occur at least annually, or more frequently as the Board of Directors shall determine. The Board of Directors shall have the authority to change the schedule of regular meetings, and/or to change the date of a particular regularly scheduled meeting without the necessity of approval of the Henderson County Board of Commissioners. If the Board of Directors changes the schedule of regular meetings, the Executive Director or Secretary of the Board shall forward a copy of the new schedule to the Clerk to the Board of Commissioners at least seven (7) days prior to the first meeting held pursuant to the new

schedule. If a particular regularly scheduled meeting date is changed, the Secretary shall comply with the notice provisions of Article VIII Section 3 below.

Section 3. Notice. Written notice of the time, date, and place of Board of Director meetings shall be published and shall be provided to each member of the Board of Directors by the Executive Director at least ten (10) days in advance of the meeting, except as otherwise stated herein.

Section 4. Place of Meetings. The meetings of the Board of Directors shall be held at the Hendersonville County Historic Courthouse or at such other place as the Chair may designate.

Section 5. Special meetings. The Chair of the Board of Directors or the majority of the members of the board may at any time call a special meeting of the board by signing a notice stating the time and place of the meeting and the subjects to be considered. Only the business that is specified in the notice of the meeting may be transacted during a special meeting. At least forty-eight hours before the date and time of the meeting, such notice must be:

- A. Posted on the bulletin board in the front lobby of the Henderson County Courthouse,
- B. Posted on the bulletin board for the County Administration Building,
- C. Mailed or electronically delivered to all media outlets that have filed a written notice with the Executive Director.
- D. Mailed or electronically delivered to any entity or person that has requested to be on the board's meeting notification list as prescribed by law; and
- E. Delivered to all members of the board.

Section 6. Waiver of notice. Attendance by a member at a meeting shall constitute a waiver of notice of such meeting by such member, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

Section 7. Emergency meetings. All Directors may participate in an emergency meeting by, or conduct the meeting through the use of, any means of communications by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 8. Absences. Board members shall be required to notify the Chair or Executive Director of the corporation of their inability to attend a lawfully scheduled meeting within three (3) days of the receipt of a meeting notice for regular meetings of the Board, and twelve hours of receipt of notice for a special meeting.

Section 9. Quorum. A majority of the voting members of the Board shall constitute a quorum for the transaction of business. The quorum shall be determined at the beginning of the business meeting.

Section 10. Parliamentary Rules. Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, all meetings shall be conducted in an open, orderly, and fair manner, and Robert's Rules of Order, in its then-current edition, shall apply to all deliberations.

Section 11. Actions. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, all matters before the Board of Directors shall be decided by a majority vote of the voting Directors present at a meeting at which a quorum exists at its beginning.

Section 12. Compliance with State requirements. The corporation shall conduct its operations, including its meetings, in a manner pursuant to Article 33C of Chapter 143 of the North Carolina General Statutes (the Open Meetings Law), and Chapter 132 of the North Carolina General Statutes (the Public Records Law).

## ARTICLE IX - CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation; and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks and Drafts. All checks, drafts, or other orders for the payment of money, issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Funds. All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in such investments allowed for North Carolina counties (including deposit with banks, trust companies, or other depositories) as the Board may select.

Section 5. Acceptance of Gifts. The Board, or any officer or officers or agent or agents of the corporation to whom such authority may be delegated by the Board, may accept on behalf of the corporation any contribution, gift, bequest, or devise for the purposes of the corporation.

Section 6. Audits. Annually, or more frequently on request of a majority of the Board, the accounts of the corporation shall be audited by a reputable Certified Public Accountant, whose report shall be submitted to each member of the Board and to the Henderson County Board of Commissioners.

## ARTICLE X - INDEMNIFICATION

Section 1. Indemnification. Any person who at any time serves or has served as a member of the Board of Directors, or in such capacity (as officer or director) at the request of the corporation for any other corporation, whether for profit or nonprofit, shall have the right to be indemnified by the corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorney's fees actually and necessarily incurred by him or her in connection with any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether or not brought by or on behalf of the corporation, seeking to hold him or her liable by reason of the fact that he or she is or was acting in such capacity and (b) reasonable payments made by him or her in satisfaction of any judgment, money decree, lien, penalty, or settlement for which he or she may have become liable in any such action, suit, or proceeding.

Section 2. Authorization. The Board of Directors shall take all such action as may be necessary and appropriate to authorize the corporation to pay the indemnification provided by Article X, Section 1, including without limitation, purchase of liability insurance and, to the extent necessary, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him or her.

#### ARTICLE XI - RELATIONS WITH PUBLIC BODIES

Section 1. Grants and Appropriations. The corporation contemplates that in the conduct of its affairs it will from time to time receive grants or appropriations from public and private bodies. Expenditures by the corporation of such grants or appropriations shall be made only for public purposes and only for the charitable purposes of the corporation and according to law.

Section 2. Report to Public Bodies. Annually within thirty (30) days after the annual audit required by Article IX, Section 6, shall have been delivered to each member of the Board, the Chair shall transmit a copy of that annual audit and an administrative report to the Board of Commissioners of Henderson County, and any public body from which any grant or appropriation has been received during the fiscal year to which such audit applies, together with a report briefly stating the nature of the activities carried on by the corporation during that fiscal year and stating the corporation's compliance, to the best of the knowledge of the Chair, with the provisions of this Article XI.

#### ARTICLE XII - FISCAL YEAR

Section 1. The fiscal year of the corporation shall begin on the first day of each July and end on the last day of June of the next year.

#### ARTICLE XIII PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

Section 1. No director, officer, employee or member of a committee of the corporation, or any other private individual (within the meaning of Section 501 of the Internal Revenue Code or its successor provisions), shall at any time receive any of the net earnings from the activities of the corporation, but this shall not prevent the payment to any person of such reasonable compensation that the Board of Directors shall fix for services rendered to or for the corporation in effecting any of its purposes; and no such person shall be entitled to share in the distribution of any corporate assets on the dissolution of the corporation.

#### ARTICLE XIV - DISSOLUTION

Section 1. In the event of dissolution of this organization to the extent allowed under applicable law, all the assets of the club shall be transferred, conveyed, delivered and paid over as provided in the Articles of Incorporation.

#### ARTICLE XV - GENERAL PROVISIONS

Section 1. Use of Property and Funds. No funds or property of the corporation shall be devoted to or expended for any purpose or objective not stated in the corporation's Articles of Incorporation. All the

corporation's funds and properties shall at all times be used exclusively for said corporate purposes. In no event shall any of the funds or property of the corporation be used for personal benefit, by way of compensation, directly or indirectly, by the board of directors.

Section 2. Waiver of Notice. Whenever any notice is required to be given to any director or other person under the provisions of these Bylaws, the Articles of Incorporation, or any applicable 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 equivalent to the giving of such notice.

Section 3. Amendments. These Bylaws may be altered, amended, or repealed, or new bylaws may be adopted, either by majority vote of the Board of Commissioners of Henderson County, or upon both of the following occurring:

A. Approval by a vote of two-thirds of the voting Directors then in office at any meeting of the Board of Directors of the corporation upon at least ten (10) days' notice; and

B. Approval by the Board of Commissioners of Henderson County.

Section 4. Policy and Procedures. Policies and Procedures may be adopted by a majority of the Board when a quorum is present to further define, refine and interpret the Bylaws, provided they are in complete agreement with the Bylaws.