



Sons of the Revolution

In The State of North Carolina

By-Laws

Of the

Sons of the Revolution
in the State of North Carolina

As amended July 2015

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BY-LAWS

Of the

Sons of the Revolution in the State of North Carolina

PREAMBLE

The Society of the Sons of the Revolution in the State of North Carolina, Incorporated, has been chartered and organized to perpetuate the memory of the men who, in military, naval, or civil service, by their act or counsel, achieved American Independence. Other objectives of the Society are:

- * to keep alive the spirit of patriotism.*
- * to foster devotion towards the institutions of our country.*
- * to encourage historical research in relation to the Revolution.*
- * to preserve documents, relics and individual records of the Revolutionary period.*
 - * to promote the celebration of patriotic anniversaries.*
 - * to impress the importance of these subjects upon the rising generation.*

ARTICLE I NAME

The Society shall be known by the name of *Sons of the Revolution in the State of North Carolina*.

ARTICLE II MEMBERS

SECTION 1. CLASSES OF MEMBERS.

The Society shall have **four** (4) classes of members: Regular, Junior, Honorary, and Memorial.

SECTION 2. REGULAR MEMBERSHIP

SUB-SECTION (A). QUALIFICATIONS FOR REGULAR MEMBERSHIP. Any male person above the age of twenty-one years, of good character, and a lineal descendant of one who was a military, naval or marine officer; soldier, sailor or marine, in actual service, under the authority of any of the thirteen Colonies, or States, or of the Continental Congress, and remaining always loyal to such authority; or a lineal descendant of one who signed the Declaration of Independence, or of one who was a member of the Continental Congress, or the Congress of any of the Colonies or States; or as an official appointed by or under the authority of any such legislative bodies, actually assisted in the establishment of

American Independence by services rendered during the War of the Revolution, becoming liable to conviction of treason against the Government of Great Britain, but remaining always loyal to the authority of the Colonies, or States, shall be eligible for regular membership in the Society.

SUB-SECTION (B). ELECTION OF REGULAR MEMBERS. Candidates for admission to the Society, including transferees, may be elected to regular membership only by the Board, which Board shall first receive from the Committee on Admissions its recommendation of election and from the Registrar his approval of the qualifications of the applicant.

SECTION 3. JUNIOR MEMBERS.

SUB-SECTION (A). QUALIFICATIONS FOR JUNIOR MEMBERSHIP. Junior members shall be those blood related sons and grandsons of members of the Society. They shall become eligible for Junior Memberships at birth, and upon receipt of proper notification of such birth to the Secretary of the Society and payment by the father or grandfather of one year's dues as determined by the Board of Directors for each such member, the Secretary shall enroll them on the Junior Member List. They shall be required to pay annual dues as determined by the Board of Directors in order to remain on the Junior Membership List until they reach the age of 21 years, at which time they will be eligible to become Regular Members, and must apply and be voted on as other Regular Members.

SUB-SECTION (B). ELECTION OF JUNIOR MEMBERS. Candidates for admission to the Society, including transferees, may be elected to regular membership only by the Board, which Board shall first receive from the Committee on Admissions its recommendation of election and from the Registrar his approval of the qualifications of the applicant.

SUB-SECTION (C). SUSPENSION AND REINSTATEMENT. Upon failure to pay dues within 90 days after the same shall become due and payable under the requirements of the Society, such delinquent Junior Members shall be removed from the Junior Membership List, but may be reinstated by the payment of all back dues at the time, subject, however, to approval of the Board of Directors (hereafter referred to as the Board) of the Society.

SECTION 4. HONORARY MEMBERS.

By the unanimous vote of those in attendance, the Board may elect to Honorary Membership those individuals who, by their action and conduct, have demonstrated their support of the Society and its principles; but any election to Honorary Membership shall not be lightly made. Honorary Members shall not hold office in the Society or have any voice in the affairs, nor shall such members be required to pay dues or other charges as a privilege of membership.

SECTION 5. MEMORIAL MEMBERS.

Upon proposal by an active member of the Society and upon determination by the Registrar that the proposed Memorial Member would have been eligible for membership in the Society during his lifetime, and to commemorate such individual, the Board may approve Memorial Membership for a candidate now deceased. The Fee for Memorial Membership shall be set by the Board of Directors.

SECTION 6. INITIATION, FEES, DUES AND OTHER CHARGES.

On election to regular membership, such members shall pay an initiation fee and registrar's fee as set by the Registrar, the total initiation fee to include the NC Society initiation fee and the General Society initiation fee. Regular members residing in North Carolina and those residing outside the state shall pay dues set by the Treasurer, who may set such annual dues to include both the NC Society dues and the General Society dues, such payments to become due on the 1st day of January of each year; provided that any regular member who shall have been elected before the annual meeting in June in any year shall be required to pay annual dues for the year in which elected, and any regular member elected after the annual meeting in June shall not become required to pay annual dues until the next succeeding first day of January. The Board of Directors shall, from time to time, set the fee schedule for life memberships. The fee for Life Membership shall be set by the Board of Directors and will cover NC Society dues and General Society dues each year for the life of the member. All life membership fees, as well as donations and legacies, unless otherwise specified by the donor, which shall hereafter be paid to the Society, shall remain to the use of the Society as a permanent fund, only the income of which shall be expended.

SECTION 7. SUSPENSION, EXPULSION, DISQUALIFICATION AND REINSTATEMENT

SUB-SECTION (A). EXPULSION. The Board shall have the power to expel any member of the Society, whether regular or honorary, who may in the judgment of the Board render himself morally unworthy to continue a member; provided that he shall have received at least thirty (30) days notice by written complaint preferred against him and of the time and place of the hearing of the same and has been thereby afforded an opportunity to be heard. Such expulsion shall become absolute and such member shall cease to be a member unless he shall within thirty (30) days after the notice of such expulsion appeal to the Society when a special meeting shall be called to pass upon and decide the case. The dismissal, cashiering, or dishonorable discharge from the military or naval services of the United States, or the conviction in a court of record of any criminal offense which shall involve moral turpitude, shall constitute grounds for expulsion.

SUB-SECTION (B) DROPPING. The Board shall drop from the roll the name of any member of the Society, who shall be two (2) years in arrears in the payment of his dues. But the member so dropped may be restored to membership at anytime by the Board upon his written application and upon the payment of all dues in arrears at the time of being dropped.

SUB-SECTION (C) QUALIFICATION. No person who may be enrolled as a regular or junior member of this Society shall be permitted to continue in membership when the proof of claim of qualification by descent shall be found to be defective and insufficient to substantiate such claim, or to be not properly authenticated. The Board may at any time after a member shall have failed, on thirty (30) days notice, to properly substantiate or authenticate his claim, require the secretary to erase the member's name from the list of members, and he shall thereupon cease to be a member. When the Board shall direct the erasure of a person's name

as here provided, such person shall have a right to appeal to the next annual meeting of the Society; but he shall not be restored to membership, unless by a vote of three-fourths (3/4) of the members then present.

SECTION 8. MEETINGS OF MEMBERS.

SUB-SECTION (A) ANNUAL MEETING. Unless the Board shall fix another day, the annual meeting of the Society, of which at least ten (10) days prior notice in writing shall be mailed by the Secretary to each member, shall be held near the end of the fiscal year in a time and location chosen by the Board of Directors, The order of business to be followed at each annual meeting of the members shall be:

1. Presentation of the Colors;
2. Pledge of Allegiance;
3. Prayer of the Chaplain;
4. Reading of the minutes of the last meeting;
5. Reports of Officers, Board and Committees;
6. Unfinished business;
7. New business; and
8. Election of officers and members of the Board

Nominations for elections to office and to the board may be made from the floor of the meeting, notwithstanding nominations made by the Committee on Nominations.

SUB-SECTION (B) SPECIAL MEETING. Special meetings of the members may be called by the President, by three (3) members of the Board, or by thirty (30) percent of the regular members of the Society. Written notice of each special meeting shall be mailed by the Secretary to each member not less than five (5) days prior to the meeting; and the purpose for which the meeting is called shall be stated in such notice.

SUB-SECTION (C) QUORUM. At any annual or special meeting of the members, attendance twenty five (25) percent of the regular members of the Society residing in the state, including proxies, shall constitute a quorum; and should a quorum not be present at such meeting, a majority of those in attendance may adjourn the meeting from time to time without further notice.

ARTICLE III BOARD OF DIRECTORS

SECTION 1. COMPOSITION AND ELECTION.

SUB-SECTION (A) MEMBER OF. The Board of Directors shall consist of the:

- President,
- The immediate Past President,
- Vice-President,
- Secretary,
- Treasurer,
- Registrar,
- Historian,
- Chaplain,
- Chancellor,
- Captain of the Color Guard

- and nine regular members elected at the annual meeting from the Society at large, three of such nine to be elected each year for a term of three (3) years.

Vacancies in the Board may be filled by the remaining members thereof, from among the regular membership of the Society, and the term of any member elected to fill a vacancy shall be for the unexpired portion of the original term. Members of the Board shall not be eligible for re-election until they have been out of office for one (1) year.

SUB-SECTION (B) PRESIDENTS EMERITUS. Each Past-President of the Society who has completed his term of office shall be designated as President Emeritus, in which case he shall be an ex-officio honorary member of the Board, and shall be invited to attend each of its meetings, and, when present, shall serve in an advisory capacity. The immediate Past President shall be a full member of the Board of Directors.

SUB-SECTION (C) ATTENDANCE AND AUTOMATIC RESIGNATION. Attendance in regularly scheduled or special meetings is a primary responsibility and duty for each Director. A director shall be deemed to have resigned his office immediately and automatically if he misses three consecutive meetings of the Board. The board shall appoint a member from the membership to serve out the term of office. The Secretary shall record in the minutes the automatic resignation for non attendance and shall send a copy of the minutes to the Director. A Director who has resigned due to attendance shall not be eligible for appointment or election for a period of one year following the automatic resignation.

If the absence is due solely to significant health or medical considerations, the Board may excuse the absence on that basis by a majority vote of the Board at the meeting in which the absence occurred. The Board shall not authorize, nor shall there be any other basis for an excused absence by a Board member from a Board meeting.

SECTION 2. DUTIES AND MEETINGS.

SUB-SECTION (A) DUTIES. In addition to the power to elect members of the Society as herein before provided, the Board shall be responsible

- for promoting the objectives of the Society;
- shall report at each annual meeting on its actions during the past year;
- shall issue to any member in good standing upon his request for removal to another State, a letter recommending his acceptance to membership in the Society of that State, provided that such request be made in writing and within one (1) year from the date such member moves to the other state;
- shall choose those to act as delegates of this Society to the General Society of the Sons of the Revolution;
- and in general shall have authority to supervise, manage and regulate all affairs of the Society.

SUB-SECTION (B) MEETINGS. The Board shall meet not fewer than three (3) times during each fiscal year. Such meeting may be called at any time by the President or by any three (3) members of the Board; but at least three (3) days prior notice of the time and place of each meeting shall be given by the Secretary unless such notice shall be waived in writing by all members of the Board. At all meetings of the Board, seven (7) members shall constitute a quorum. One meeting of the Board shall be held in connection with the annual meeting of the Society.

SUB-SECTION (C) VOTING. Each Board Member shall be entitled to one vote on each matter submitted to a vote at a meeting of the Board. Voting on all matters shall be by voice vote, by show of hands, by ballot, or by such electronic medium as to insure the integrity of the voting process. Board Members shall vote either in the affirmative, the negative, or abstain on the matter under consideration. The Secretary shall record the action taken on all matters in the meeting minutes.

Email Voting: Any item of business whose voting procedure is not specified in the By-Laws may be put to an email vote. Email votes are to be conducted at the President's discretion. A quorum of two thirds of the BOD must respond with a vote (Yes, No, Abstain) for the email vote to be valid. The President must set an ending date for votes and a vote may not extend for more than a period of one week. The President must send an email after the period ends detailing the outcome of the vote. The email responses and outcome of the vote must be printed and attached to the next business meeting's minutes.

ARTICLE IV OFFICERS

SECTION 1. COMPOSITION AND ELECTION.

SUB-SECTION (A) COMPOSITION The officers of the Society shall be:

- President,
- Vice-President,
- Secretary,

- Treasurer,
- Registrar,
- Historian,
- Chaplain,
- Chancellor and
- Captain of the Color Guard.

Such officers shall be elected at the annual meeting of the Society and hold office until the next annual meeting and until their respective successors shall have been elected and qualify except for the President and Vice-President who will serve for two (2) years.

SECTION 2. THE PRESIDENT.

The President shall preside at all meetings of the members of the Board; shall advance the principles of the Society, and require the observance of these By-Laws and the rules and policies adopted by the Board pursuant thereto; and, in general, shall perform all duties incident to the office of President and each other duty as from time to time may be assigned to him by the Board. The President shall be a member, without vote, of all standing committees of the Society.

SECTION 3. THE VICE PRESIDENT

In the absence of the President, or in the event of his inability to act, the Vice President shall perform the duties and exercise the authority of the President. The Vice President shall also perform such other duties as from time to time may be assigned to him by the President or by the Board.

SECTION 4. THE SECRETARY.

The Secretary shall conduct the general correspondence of the Society; shall notify all members of their election; shall keep the minutes of the meetings of the members and of the Board in one or more books provided for that purpose; shall supervise the giving of all notices in accordance with the provisions of these By-Laws or as required by law; shall be custodian of the seal of the Society and all its records other than those deposited with the Registrar; shall have the responsibility of all printing and publications as directed by the Board; and, in general, shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board.

SECTION 5. THE TREASURER.

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Society; shall supervise the receipt of all the giving of receipts for monies paid or given

the Society from any source whatsoever; shall supervise the deposit of funds and securities of the Society in such bank, trust company, or other depositories as shall be determined by the Board; shall keep, or supervise the keeping of, regular books of account and shall cause to be made a report of the financial condition of the Society at each meeting of the Board, and at each annual meeting of the Members; shall give such security for the faithful performance of his duties as may be required by the Board; and, in general, shall perform all duties incident to the office of Treasurer and such other duties as may from time to time be assigned him by the President or the Board.

SECTION 6. THE REGISTRAR.

The Registrar, if practicable, shall be a member, representing this Society, in the North Carolina Literary and Historical Association and any other organization that may afford an advantage to the Sons of the Revolution in the State of North Carolina, such membership to be funded, if practicable, from the treasury of this Society; shall keep the roll of members of the Society; shall have custody of the original application papers, all proofs of membership qualifications and all historical and other papers of which the Society may become possessed; shall file a copy of such application papers with the Registrar of the General Society of the Sons of the Revolution; and, in general, shall perform all duties incident to the office of the Registrar and such other duties as from time to time may be assigned him by the Board.

SECTION 7. THE HISTORIAN.

The Historian, if practicable, shall be a member of the North Carolina Literary and Historical Association and any other Societies the same as the Registrar, membership in which would be in the best interest of and contribute to the ongoing purposes of this Society, the expense of which shall be funded, in so far as practicable by this Society; shall keep a detailed record, to be deposited with the Registrar, of the historical and commemorative acts and celebrations of the Society; to remind the Society and see to it that proper notice is given to the members of commemorative dates as prescribed in the Preamble; when directed by the Board, shall edit and prepare for publication addresses, essays, papers and other documents of historical character; shall at each annual meeting submit a necrological list of the year then closing; and, in general, shall perform all duties incident to the office of Historian and such other duties as from time to time be assigned him by the Board.

SECTION 8. THE CHAPLAIN.

The Chaplain shall perform such duties as ordinarily have pertained to that office.

SECTION 9. THE CHANCELLOR.

The Chancellor shall, in case of controversy, construe the Constitution and By-Laws of the Society; and shall, when requested to do so by the President or by the Board, express his legal opinions and conclusions on matters submitted him by either of them.

SECTION 10. THE CAPTAIN OF THE COLOR GUARD.

The Captain of the Color Guard shall be responsible for the care and safe keeping of the colors, flags and standards of the Society; shall be responsible for their proper official display; and shall perform such other duties respecting the colors, flags and standards of the Society as may from time to time be assigned to him by the Board.

ARTICLE V COMMITTEES

SECTION 1. GENERAL.

Promptly following his election, the President shall appoint the following committees as he deems necessary; a Committee on Admissions, a Committee on Historical Objectives, a Committee on Public Relations, an Auditing Committee, and a Committee on the Washington Day Dinner. Such five committees shall constitute the standing committees of the Society. There shall be appointed, in the manner and for purposes hereinafter provided, a Committee on Nominations. In addition to the standing committees and the Committee on Nominations, the Board may provide for and prescribe the powers and duties of special committees to assist in the affairs of the Society. The members of special committees shall be appointed by the President. Each member of a committee, regardless of its nature, shall continue as such until his successor is appointed, unless a committee shall be sooner terminated or unless such members shall resign, be discharged by the Board, or otherwise become incapable of action. One member of each committee, regardless of his stature shall be appointed its chairman by the President. The vacancies of the membership of any committee may be filled as provided in the case of original appointment. A majority of the whole of any committee shall constitute a quorum and the act of the majority of the members present at the meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own government not inconsistent with these By-Laws or with limitations imposed by the Board. Minutes of the proceedings of the committee need not be kept, but committees shall report to the members at each annual meeting, and, when requested to do so, shall report to the Board at its meetings.

SECTION 2. COMMITTEE ON ADMISSIONS.

The Committee on Admissions shall have not fewer than three (3) members, two (2) of which shall be designated as membership promoters, East and West. Not more than two (2) members

of the committee may be members of the Board. Such Committee shall have the duty of studying applications made and in reporting to the Board upon the qualifications of each applicant for admission as a member of the Society. It may devise its own rules of procedure, subject to approval of the Board.

SECTIONS 3. COMMITTEE ON HISTORICAL OBJECTIVES.

The committee on Historical Objectives shall have no fewer than three (3) members. Not more than two (2) members may be members of the Board. Such committee shall aid the Historian in the performance of his duties, shall report to the Board on any action, or course of action, a member or members of the committee considers in conflict with the historical objectives of the Society, and shall perform such other duties pertaining to those objectives as may from time to time be assigned to it by the Board.

SECTION 4. COMMITTEE ON PUBLIC RELATIONS.

The Committee on Public Relations shall have no fewer than three (3) members. Not more than two (2) members of the committee may be members of the Board. Such committee shall have the responsibility of advancing respect for the Society and its principles among the general public, all subject to means to be employed to accomplish such purpose.

SECTION 5. AUDITING COMMITTEE.

The Auditing Committee shall have no fewer than three (3) members. Not more than two (2) members may be members of the Board. Such committee shall have the responsibility of auditing the accounts of the Treasurer prior to each annual meeting, and reporting thereon to the Board and to such meeting.

SECTION 6. COMMITTEE ON WASHINGTON DAY DINNER.

The Committee on Washington Day Dinner shall have no fewer than three (3) members. Not more than two (2) members of the committee may be members of the Board. Such committee shall have the responsibility of making all necessary arrangements for speakers, refreshments and program at the meeting of the Society.

SECTION 7. COMMITTEE ON NOMINATIONS.

Not less than sixty (60) days prior to each annual meeting, the President shall appoint, with the approval of the Board, a Committee on Nominations, the duty of which shall be to present to the annual meeting its nominations for election to offices in the Society and for elections to the Board. Such committee shall be composed of five (5) regular members of the Society, not more

than one (1) of whom shall have served on the Committee on Nominations during the preceding year. Not more than two (2) members of such committee may be members of the Board. At each annual meeting, the Chairman of the Committee on Nominations shall place before the members of the Society nominees for offices in the Society and membership on its Board.

ARTICLE VI FISCAL YEAR

The fiscal year of the Society shall begin on the first day of each July and end on the last day of June on the next succeeding calendar year.

ARTICLE VII MISCELLANEOUS PROVISIONS

SECTION 1. OTHER ACTIVITIES.

Notwithstanding any other provisions of these By-Laws of the Articles of Incorporation hereof, this Society shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

SECTION 2. DISPOSITION OF PROPERTY IN THE EVENT OF DISSOLUTION.

In the event of dissolution or discontinuance of this Society, any and all property and assets of the Society shall be transferred to or become the property of another organization or corporation which has been formed exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

SECTION 3. PARLIAMENTARY AUTHORITY.

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the society in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the society may adopt.

ARTICLE VIII AMENDMENT OF THE BY-LAWS

*By-Laws of the Sons of the Revolution
in the State of North Carolina*

After ten (10) days prior notice of the amendment proposed, these By-Laws may be amended in whole or in part, and new By-Laws adopted, at any meeting of the Board at which two-thirds of the entire membership of the Board is present and voting therefore. After ten (10) days prior written notice of the amendment proposed, these By-Laws may also be amended in whole or in part, and new By-Laws adopted, at any annual or special meeting of the members by a majority of such members present.

APPROVAL

**Approved, this the _____ day of _____, 2015,
for the purpose of incorporating amendments properly adopted**

_____ **President**

_____ **Vice-President**

_____ **Secretary**

Updates and Revisions:

The original By-Laws of the Sons of the Revolution in the State of North Carolina, Incorporated, were adopted by the Board of said Society, pursuant to provisions contained in Article XII of the Corporate charter granted to the Society by the Secretary of State of the State of North Carolina on the first day of December 1983.

The By-Laws were revised June 1997 at the Board meeting.

At the June 2007 Board Meeting and Annual Meeting four sections of the By-Laws were amended by the Board

The By-Laws were amended by the Board on July 15, 2015.