

By-Laws

North Carolina Preservation Consortium

Adopted November 14, 1991

Amended January 10, 1995; March 28, 2001; and February 20, 2004

PREAMBLE:

The North Carolina Preservation Consortium exists to promote the preservation of all informational materials created or held for private or public, administrative, legal, or historical purpose in the State of North Carolina, to provide education about preservation and emergency preparedness through workshops, consultation, seminars, and publications, and to support preservation efforts in every medium including books, periodicals, manuscripts, official records, still and moving image materials, sound recordings, computer tapes and discs, architectural drawings and plans, and any other documentation.

Article I: Members:

Section 1: Institutional Members.

i. Qualifications. Any institution, organization, or company committed to the purposes of the Consortium may become a voting institutional member of the Consortium through the payment of dues.

ii. Representation. An institutional member shall be represented to the Consortium by one representative from within the member's organization. The representative shall be certified by letter from the institution to the Executive Director of the Consortium. Certification must be renewed annually.

iii. Voting Privilege Each institutional member shall have one vote which shall be exercised by its certified representative or by designated proxy. All proxy representatives must present a letter from the institutional member to the Executive Director of the Consortium at the time of the meeting at which the proxy is to be exercised.

Section 2: Individual Members. Any individual may become a non-voting member of the Consortium upon the payment of dues. An individual member may become a voting member of the Consortium if elected to office or to membership on the Consortium Board of Directors. Non-voting individual members shall have the privilege of the floor in meetings of the Consortium.

Section 3: Termination of Membership. Membership in the Consortium shall be terminated upon failure to renew dues or upon resignation. In the case of membership renewal, there will be a grace period in which the member shall continue in good standing thirty days beyond the anniversary of the last payment of

dues. In cases of resignation, no member shall receive a refund of any portion of dues paid for the membership year

Section 4: Dues. Dues of institutional and individual members shall be established by voting members of the Consortium upon recommendation of the Board of Directors.

Article II. Officers.

Section 1: Term of Office. Officers will serve for a one year term and are eligible for re-election. In no case shall a member serve more than three consecutive terms in any one office.

Section 2: Manner of Election. Institutional and individual members are eligible to serve as officers for the Consortium. Officers will be elected by voting members of the Consortium at the Annual Conference.

Section 3: Duties.

i. President. The President is the chief elected officer of the Consortium and will preside at meetings of the Executive Committee, Board of Directors, and of the Consortium; appoint all committees and chairs there of except as provided otherwise herein.

ii Vice-President. The Vice-President will preside at meetings in the absence of the President, and will succeed to the position of president if that position becomes vacant other than by expiration of the elected term.

iii Treasurer. The Treasurer will maintain the financial records of the Consortium, have custody of all moneys and securities of the Consortium, keep regular books of account with respect to expenditures and receipts, submit quarterly and annual budget reports, and serve as chair of the Finance and Development Committee.

iv. Secretary. The Secretary will keep the active documents of the Consortium, record and distribute minutes of the Executive Committee and the Board of Directors, and maintain the Consortium archives.

v. Executive Director. The Executive Director (whether volunteer or compensated) is employed by and serves at the pleasure of the Board of Directors. The Executive Director serves as a member of the Executive Committee and is responsible for administering the programs of the Consortium. The Executive Director will serve as chair of the Annual Conference Program Committee.

Article III: Meetings.

Section 1: Annual Conference. The Annual Conference of the Consortium will be held on a date to be determined by the Board of Directors. Agenda items may include, as applicable: election of officers, adoption of budget, annual reports, and such other matters that come before the Consortium. Notice of the Annual Conference shall be sent to all members in good standing no less than fifteen (15) days before the Conference.

Section 2: Called Meetings. The President, the Board of Directors, or one-fifth (1/5) of the voting members may convene a meeting of the Consortium to deal with a specific issue. No business, other than that for which the Consortium has been assembled, may be conducted at a called meeting. Notice of called meetings shall be sent to each voting member no less than fifteen (15) days prior to the meeting.

Section 3: Quorum. At all membership meetings a quorum shall be one -fifth (1/5) of the voting members of the Consortium. The action of the majority of voting members at any meeting shall be the action of the Consortium. Without a quorum present no business can be conducted by the Consortium.

Section 4: Voting Procedures.

i. Registration. Each voting member must register with the Executive Director of the Consortium prior to voting.

ii. Balloting. Each ballot at a membership meeting shall be by voice vote. Any voting member may call for a secret ballot at any time.

iii. Majority. The outcome of any vote at a meeting of the Consortium shall be determined by a simple majority of those present and voting.

iv. Tally. Voting at meetings of the Consortium shall be conducted by the Nominating Committee. The outcome of all voting shall be announced at the time of the vote and the number of votes cast for and against shall be announced and recorded.

Article IV. Board of Directors.

Section 1: Board Membership. The Board of Directors of the Consortium will be composed of no more than twelve (12) elected members, elected officers, the immediate past-president, the Executive Director, and a representative of the institution with which the Consortium is affiliated (*if any*).

Section 2: Term of Office. Each elected member of the Board of Directors shall serve for one (1) three (3) year term. Each Board member shall be eligible for election to a second term. No Board member shall serve for more than six (6) consecutive years. After one (1) year off the Board, former Board members will be eligible for re-election. In case of a vacancy in one of the elected Board

memberships, the Board shall fill the vacancy for the balance of the unexpired term. Board members filling an unexpired term shall be eligible for election to one (1) three (3) year term.

Section 3: Board Composition. Board members shall be elected from within the membership of the Consortium. The Board of Directors will reflect the constituency of the Consortium.

Section 4: Manner of Election.

i. Nominating Committee. The President will appoint a Nominating Committee composed of three members of the Consortium to present a slate of nominees at the Annual Conference.

ii. Duties. The Nominating Committee will present a slate consisting of nominees for President, Vice-President, Treasurer, Secretary, and no more than four (4) candidates to be elected to one (1) three (3) year terms as members of the Board of Directors.

iii. Other Nominations. Nominations for officers or for members of the Board of Directors may also be made from the floor.

Section 5: Meetings. Stated meetings of the Board of Directors will be held quarterly. When the business of the Consortium requires a called meeting of the Board, the President may call a meeting. Two weeks notice must be given for a called meeting. An electronic conference, when properly called, may constitute a stated or called meeting.

Section 6: Quorum. At all meetings of the Board of Directors, a simple majority of the board will constitute a quorum.

Section 7: Attendance. Board members of the Consortium are expected to attend every stated meeting of the Board. Any Board member with two unexcused absences from stated meetings will be automatically removed from the Board.

Section 8: Responsibilities. Board members support the entire program of the Consortium as developed by the Board. Specific responsibilities may include program planning, employee supervision, fiscal oversight, and fund-raising.

Article V: Committees.

Section 1: Selection. The President will appoint members to standing committees of the Consortium. The president also appoints chairs to the standing committees. Voting and non-voting members of the Consortium are eligible to serve on all standing committees.

Section 2: Voting Privilege. All committee members will be allowed to vote in committee.

Section 3: Supervision. Each committee will report at each stated meeting of the Board. All committee actions and recommendations will be subject to Board approval.

Section 4: Standing Committees.

i. Executive Committee. The Executive Committee will be composed of the officers of the Board, ~~and~~ two at-large members elected from within the Board, and the Executive Director. At-large members will be elected to a one (1) year term and will be eligible for re-election to an additional term. Responsibilities of the Executive Committee include:

- a) Setting the agenda for meetings of the Board and of the Consortium.
- b) Recommending policy to the Board.
- c) Developing position descriptions and supervising staff hired or contracted by the Consortium.

ii. Annual Conference Program Committee. The Annual Conference Program Committee plans and coordinates the Consortium's Annual Conference. Responsibilities include:

- a) Developing the conference theme.
- b) Selecting and retaining speakers.
- c) Coordinating local arrangements.
- d) Preparing information packets and name tags.
- e) Publicizing the conference.

iii. Finance and Development Committee. The Finance and Development Committee will supervise the financial activities of the Consortium and assist in planning and implementing the Consortium's development program. Responsibilities include:

- a) Supervising Consortium audits as required by law.
- b) Oversight of all Consortium financial activities.
- c) Recommending fiscal policies and procedures.
- d) Advising for the Consortium's fund-raising efforts.

iv. Ad Hoc Committees. The President or Board of Directors, may, at any time, establish Ad Hoc Committees or Task Groups, to undertake specific projects on behalf of the Consortium.

Article VI. Staff The Consortium, through the Board of Directors Executive Committee, will have the responsibility of hiring professional and clerical staff needed to conduct the program of the Consortium. Staff may be hired on full-time, part-time, volunteer, or consultative basis. In the case of full-time employees the Consortium will be responsible for providing pension and health care benefits, reasonable professional development opportunities, and vacation. Quarterly reports will include information on staff activity.

Article VII. Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order: Newly Revised Edition will govern the Consortium 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 Consortium may adopt.

Article VIII. Amendment of By-Laws. These by-laws may be altered, amended, or repealed by affirmative vote of two-thirds of the members of the Board of Directors then holding office at any regular or special meeting of the Board. The by-laws may also be amended or otherwise changed by two-thirds of the membership present and voting at the Annual Conference, providing that the proposed amendments shall have been sent to each member no less than fifteen (15) days before the conference.

Article IX. Miscellaneous Provisions.

Section 1: Contracts. The Consortium through the Board of Directors Executive Committee will make contracts, as needed, to advance the work of the Consortium. The Executive Committee will determine on a case by case basis which contracts will be negotiated on an arms length, low-bid basis, for identical services to be performed. Members of the Consortium may submit bids for services to be performed within their areas of recognized competence.

Section 2: Fiscal Year. The fiscal year begins July 1 and ends on June 30 of the next succeeding year. Any change in the fiscal year shall be determined by the Board of Directors.

Section 3: Dissolution. Should the Consortium determine to dissolve itself, any and all assets of the Consortium will be conveyed to the North Carolina 501 (c) 3 entity most reflective of the mission of the Consortium, in the opinion of the Board of Directors.