

By-Laws (adopted January 20, 2017)

Friends of Historic Halifax

501 (c) 3

Article I

Name

The name of this non-profit organization is the Friends of Historic Halifax.

Article II

Purposes

The purposes of this organization are to

- (a) Support the ongoing efforts to sustain, improve, and maintain Historic Halifax, including such properties as the William R. Davie House, Sally-Billy House, and the Tap Room.
- (b) Promote pride, economic development, historical appreciation, cultural wellness, and a sense of community for Historic Halifax.
- (c) Assist the Historic Halifax staff in recruiting, recognizing, and retaining volunteers.
- (d) Work hand-in-hand with the municipalities and community organizations in Halifax County in generating long-term financial support for Historic Halifax.

Article III

Membership and Dues

Section 1. Any individual or business with an interest in Historic Halifax and the William R. Davie House is eligible to join the Friends group.

Section 2. Both individual and business memberships are available at various levels of financial support and benefits and are in effect for a calendar year.

Section 3. Members will be invited to an annual membership reception.

Section 4. Members are not entitled to vote.

Article IV

Board, Officers, and Meetings

Section 1. The business and charitable affairs of the nonprofit corporation will be managed by a board of directors of the Friends organization comprising not fewer than seven or more than 11 members as determined by the board.

Section 2. Initially, three members shall be appointed to serve a term of one year, four shall serve a term of two years, and four shall serve a term of three years and until their successors are appointed. All terms shall be for three years thereafter. Vacancies shall be filled as they occur for the unexpired term.

Section 3. The term of office shall run from January 1 through December 31.

Section 4. The members of the committee shall serve without pay.

Section 5. Vacancies shall be filled by the Board of Directors.

Section 5. The committee shall elect a Chairperson, Vice-chairperson, Secretary, and Treasurer from among its members at the first meeting each year. Each such office holder must be a voting member of the committee.

Section 6. Chairperson. The chairperson, elected annually, shall be eligible for re-election. The chairperson shall decide all points of order and procedure unless directed otherwise by a majority of the board in session at the time.

Section 7. Vice-chairperson. The vice-chairperson, elected annually, shall be elected in the same manner and for the same term as the chairperson. The vice-chairperson shall serve as acting chairperson in the absence or disability of the chairperson, and at such times he/she shall have and may exercise the same powers and duties as the chairperson.

Section 8. Secretary. The secretary, elected annually, shall be elected in the same manner and for the same term as the chairperson. The secretary shall keep minutes of every meeting and handle general correspondence for the Friends organization.

Section 9. Treasurer. The treasurer, elected annually, shall be elected in the same manner and for the same term as the chairperson. The treasurer shall keep full and accurate records of all receipts and disbursements in books belonging to the corporation and shall file all necessary reports regarding the nonprofit corporation in a timely manner. The treasurer will provide the site manager with copies of all forms filed with the IRS.

Section 9. Any vacancy shall be filled by the Board of Directors.

Section 10. The directors shall meet at least quarterly and at such other times as the directors shall schedule at the regular meeting.

Section 11. At least the majority of directors shall be present to constitute a quorum at all meetings. Action of the board shall be by majority vote of the directors present at any meeting.

Section 12. A member of the board who cannot attend a meeting may send a written proxy to the meeting indicating his/her vote on business matters. Any action needed to be

taken at a board meeting may be taken without a meeting if all members of the board consent to such in writing, and the writings are filed with the minutes of the proceedings of the board.

Article IV

Dissolution

In the event of dissolution, all unrestricted assets, including those of wholly owned subsidiaries, will be distributed to Historic Halifax State Historic Site or to another 501 (c) (3) organization with a formal understanding that the funds shall be used solely for the support of Historic Halifax State Historic Site.

Amendments

These bylaws and the Articles of Incorporation may be amended or repealed, or new Bylaws may be adopted by an affirmative vote of two-thirds of all persons then serving on the Board of Directors at an annual or special meeting of the Board, provided that notice of the intention to amend, repeal, or make additions to the Articles or Bylaws was contained in the notice of the meeting.