

**BYLAWS  
OF  
PRESERVATION RALEIGH, INC.**

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## ARTICLE I — NAME

The name of this organization shall be Preservation Raleigh, Inc.

## ARTICLE II — OBJECT AND PURPOSE

The object of Preservation Raleigh, Inc. shall be to inform, educate, and advise citizens and organizations on preserving the historic buildings, districts, sites, structures, and objects of the built environment in the City of Raleigh, and such related matters as will advance the foregoing object. The purpose of these bylaws shall be to establish procedures for organizing the business of Preservation Raleigh, Inc.

## ARTICLE III — POWERS

The powers of the Corporation shall be all those powers available to nonprofit corporations under the laws of the State of North Carolina, excluding actions or activities inconsistent with nonprofit status as defined and regulated by the Internal Revenue Service of the United States.

## ARTICLE IV — GENERAL RULES

In the conduct of its business, the Board of Directors shall follow rules contained in the current edition of *Robert's Rules of Order*, except where agreed otherwise by the particular Board or Committee.

## ARTICLE V — ORGANIZATION OF THE CORPORATION

### Section 1. Board of Directors.

The affairs of the Corporation shall be managed by a twelve (12) member Board of Directors. A majority of the Directors of the Board shall reside within the corporate limits of Raleigh N.C., or within the extraterritorial jurisdiction of the City for planning and regulation of development. The majority of the Directors shall have demonstrated special interest, experience or education in history, architecture, historic preservation, archaeology, or related fields.

The Board shall be self-perpetuating. The length of term of the Directors shall be two years. All Directors shall be eligible for reelection. Approximately half of the Directors of the Board shall be elected each year. In the event of a vacancy or upon expiration of a term, the Board shall elect or reelect persons to fill vacancies.

No Board Director shall serve simultaneously as a member of the Raleigh Historic Development Commission or on the Board of Capital Area Preservation, Inc. The Directors of the Corporation shall serve without compensation.

### Section 2. Actions of the Board.

The Board, meeting as a whole, shall exercise the powers enumerated in Article III, except when it explicitly authorizes an officer or Committee to act for it in a specific instance.

The Board meeting as a whole, shall elect its officers and adopt the annual operating and supplementary budgets.

The Board, meeting as a whole, shall authorize all financial contracts and obligations in excess of \$500.00, except when it explicitly authorizes an officer or Committee to act for it in a specific instance. Expenditures of \$500.00 or less may be authorized by the Chair.

## ARTICLE VI — MEMBERS, OFFICERS, STAFF, AND DUTIES

### Section 1. Members.

The Board may create classes of membership such as individual, family or corporate, and prescribe annual or multi-year membership fees.

The officers elected by the Board of the Corporation shall consist of a Chair, a Vice-Chair, a Secretary, and a Treasurer whose initial terms shall be for one year. They shall be eligible for additional terms of one year. The term of these officers shall begin on July 1.

### Section 2. Chair.

The Chair shall be the chief executive officer of the Corporation and shall preside over the regular and special meetings of the Corporation. The Chair shall appoint Committees and designate their chairs and shall be an ex-officio member of all Committees. The Chair or an officer or Committee chair authorized by the Board shall sign all financial obligations authorized by the Board.

### Section 3. Vice-Chair.

The Vice-Chair shall assist the Chair and shall serve as acting Chair in the absence of the Chair, and at such times shall have the same powers and duties as the Chair. The Vice-Chair shall become Chair upon the vacancy of the Chair between elections.

### Section 4. Secretary.

The Secretary shall record actions of the Board and maintain all official documents as required by the office.

### Section 5. Treasurer.

The Treasurer shall prepare and maintain all financial instruments and records as required by the office.

### Section 6. Staff.

The Board may engage such staff, accounting, legal, research, and communications persons as considered necessary, appropriate, and financially feasible to assist the Board and Officers in accomplishing the object and purpose of the Corporation.

### Section 7. Election of Officers.

The nomination of the Chair, Vice-Chair, Secretary, and Treasurer shall occur during the first regular May meeting of the Board. Election shall be by a majority of those present and voting at the first regular June meeting of the Board, provided there is a quorum. The term of these officers shall begin on July 1. In the event of a vacancy of the Vice-Chair, Secretary, or Treasurer, the vacancy shall be filled by a nomination and election at the next regular meeting following the meeting at which the vacancy has been announced. Vacancy of the Chair during a term is filled by the Vice-Chair.

### Section 8. Attendance at Board of Directors Meetings.

Faithful and prompt attendance at all meetings of the Board and conscientious performance of the fiduciary duties required of Directors shall be a prerequisite to continuing service on the Board. Should a Director fail to attend at least one-half of the total combined regular and Committee meetings of the Board to which a Director has been assigned within a given fiscal year, the Chair, with the concurrence of a majority of the entire Board may declare a vacancy. The vacated position be filled within sixty (60) days. In the event that a Director must be absent from a meeting, the Director shall advise an officer of the Corporation before the meeting to advise the Board of the absence.

### Section 9. Conflicts of Interest.

No Board Director shall in an official capacity as a Director take part in any hearing, consideration, determination or vote concerning any matter of business or property before the Corporation in which the Director, a close relative (spouse, sibling, child or parent), or a business associate is a party to or has a financial interest in the matter of business or subject property before the Board.

Nothing in this section shall prevent the Board from voting to excuse or prevent a Director from taking part in any consideration, determination or vote where the Board believes that there is an appearance of conflict of interest.

These conflict of interest provisions shall not be construed to prevent Directors from addressing the Board on such matters once they have been properly excused from taking part in any business before the Board.

## ARTICLE VII — EXECUTIVE COMMITTEE

### Section 1. Personnel.

The Executive Committee shall consist of the Chair, Vice-Chair, Secretary, Treasurer, and the Chair of any standing committee.

### Section 2. Duties.

The Executive Committee shall meet at least one week in advance of the monthly Board meeting upon the call of the Chair. The Executive Committee shall coordinate the work of the standing committees and shall make recommendations to the Board concerning operating and supplementary budgets, proposed major financial commitments and the agenda for the monthly meeting.

## ARTICLE VIII — OTHER COMMITTEES

The Chair may create standing, special, or ad hoc committees as needed. There shall be at a minimum one standing committee, Finance. The Chair may appoint non-Board persons to serve on any committee other than the Executive and Finance committees. The Board may also authorize the Chair to create an Advisory Board composed of persons with special knowledge or experience related to the needs of the Corporation. The Board may also authorize the Chair to appoint former Board directors to represent the Corporation for limited purposes provided that the scope and term of the appointment are specified in writing.

## ARTICLE IX — MEETINGS

### Section 1. Regular Meetings.

The Board and all Committees shall hold regularly scheduled meetings at intervals not less than once per month. Meetings may be conducted in person, virtually or a combination of both. The Secretary shall provide an agenda in writing or by email to each Director at least forty-eight (48) hours in advance of a Board of Directors meeting.

### Section 2. Special Meetings.

Special meetings may be called at the discretion of the Chair and shall be called upon written request of at least a majority of Directors of the Board provided that written notice of special meetings called upon request be emailed to Directors at least forty-eight (48) hours in advance of the meeting.

### Section 3. Cancellation of Meetings.

Whenever there is no business for the Board or a Committee, the Chair or Committee Chair, respectively, may dispense with a regular meeting by giving notice to all the members not less than twenty-four (24) hours prior to the time set for the meeting.

Section 4. Quorum.

A majority of Directors of the Board shall constitute a quorum at a regular or special meeting of the Board. A majority of Committee members shall constitute a quorum of the Committee.

Section 5. Conduct of Meetings.

The order of business at regular meetings of the Board of Directors shall be as established by the Executive Committee in a monthly meeting agenda.

Section 6. Annual Membership Meeting

An Annual Meeting of Members shall be held each calendar year at a time and place determined by the Board.

ARTICLE X — AMENDMENTS

These by laws and rules of procedure may be amended by a two-thirds vote of the Directors present and voting at any regular meeting of the Board, provided that the total votes in favor of the amendment is a majority of the Directors, and provided that the text of the proposed amendment has been provided to the Directors at least two weeks in advance of the meeting at which it is to be voted upon.

Adopted: **June 20, 2023**

Amended: August 11, 2023