

Bylaws

North Carolina Preservation Consortium

Adopted November 14, 1991
Amended January 10, 1995
Amended March 28, 2001
Amended February 20, 2004
Amended February 25, 2005
Amended August 9, 2013

MISSION:

The preservation of history, heritage, and culture is vital to the quality of life in our State's diverse communities. The North Carolina Preservation Consortium (NCPC) promotes the preservation of collections in libraries, museums, archives, and historic sites; monuments, memorials, and outdoor art; archaeological sites and collections; historic and cultural architecture; and private collections of family treasures.

NCPC advocates for the proper care and handling of collections; appropriate storage and environmental control; disaster preparedness and risk management; the repair, reformatting, and conservation of damaged collections; and collection security.

NCPC supports the preservation of meaning and the medium as artifact, in new and traditional formats, for present and future generations.

North Carolina's public and private collections include books, manuscripts, documents, maps, photographs, films, sound recordings, textiles, art, natural history specimens, and archaeological, ethnographic, and cultural artifacts. Historic architecture, monuments, memorials, and outdoor art can be found in parks, cities, towns, and other social spaces.

The North Carolina Preservation Consortium is committed to preserving tangible and intangible culture.

Article I: Fiscal Year:

The fiscal year begins July 1 and ends on June 30 of the following year. Any change in the fiscal year shall be determined by the Board of Directors.

Article II: Members:

Section 1: Institutional Members:

- A. **Qualifications:** Any library, museum, archive, historic site, or other cultural institution in North Carolina with a non-living collection of tangible heritage or an institution whose mission includes preservation of tangible and/or intangible heritage may become a voting, institutional member of the Consortium through the payment of dues.
- B. **Representation:** Each voting institutional member is represented by one designated representative from within the member’s organization. Certification of that representative must be renewed annually by the organization.
- C. **Voting Privilege:** Each voting institutional member has one vote to be exercised by its certified representative or designated proxy. Proxy representatives must provide certification from the institutional member to the Executive Director of the Consortium at the time of the vote 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 the Consortium Board of Directors or appointed to fill a Board vacancy. Non-voting individual members have the privilege of the floor in meetings of the Consortium.

Section 3: Termination of Membership:

Membership in the Consortium will be terminated for failure to renew dues or upon resignation. In the case of membership renewal, there will be a grace period of thirty days in which the member will continue in good standing beyond the anniversary of the last payment of dues. In case of resignation, the member will not receive a refund of any portion of dues paid for the membership year.

Section 4: Dues:

Dues of institutional and individual members are established by voting members of the Consortium upon recommendation of the Board of Directors.

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. Notice of the Annual Conference will be sent to all members in good

standing no less than fifteen (15) business 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 will be sent to each member no less than fifteen (15) business 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 for Called Meetings:

- A. **Registration:** Each voting member must register with the Executive Director of the Consortium prior to voting. The Executive Director maintains a list of official voting members.
- B. **Balloting:** Voting may be conducted by voice or secret ballot by approval of a simple majority of the Board of Directors.
- C. **Majority:** The outcome of any vote of the Consortium shall be determined by a simple majority of those voting.
- D. **Tally:** The President shall appoint persons to collect and tally votes, record the numbers of votes cast, and announce the results to members present.
- E. **Communication:** The Executive Director will communicate the purpose and result of the vote to all members of the Consortium no less than fifteen (15) business days following the meeting.

Article IV. Board of Directors:

Section 1: Composition of the Board of Directors:

- A. **Election:** Board members are elected from within the membership of the Consortium. The Board of Directors will reflect the constituency of the Consortium.
- B. **Membership:** The Board of Directors will be comprised of the Officers (President, Vice-President, Treasurer, Secretary, Executive Director, and Immediate Past President) and up to twelve (12) Board Members At Large.

Section 2: Terms of Office for At Large Posts:

- A. Terms and Term Limits: Each elected At Large board member serves for one (1) three (3) year term and may be elected to one (1) additional three (3) year term for a limit of six (6) consecutive years of service as an At Large board member.
- B. At Large and Officer Service: Board members At Large who are elected to an office before serving the entire (3) three year term may return to the At Large post to complete the term after the term of office.
- C. Return to the Board: Former Board members are eligible for re-election or appointment to At Large posts after one (1) year off the Board.

Section 3: Vacancies and Exceptions to Term Limits:

In the case of a vacancy in an elected At Large or Officer post, the President will appoint a person to fill the vacancy for the balance of the unexpired term. An At Large member filling an unexpired term is eligible for election to one (1) additional (3) three year At Large term. An Officer's term limits are addressed in Article V., Section 3.

Section 4: Annual Elections:

- A. Manner of Election: Officers and new At Large Board members are elected by voting members of the Consortium through annual elections conducted by the Executive Director via the consortium's web site. Elections will take place in a timely manner to ensure that Officers and At Large Board members will begin their term on July 1.
- B. Nominating Committee: The President will appoint a Nominating Committee comprised of three (3) members of the Consortium to present a slate of nominees for Board approval each year.
- C. Duties: The Nominating Committee will recommend candidates, and assure their willingness to serve, for a slate of nominees consisting of Vice-President/President-Elect, Treasurer or Secretary (alternating years), and no more than five (5) candidates for Board Members At Large. This slate of candidates will be submitted to the Board of Directors for approval.
- D. Other Nominations: Nominations for officers or for members of the Board of Directors At Large may also be made as write-in candidates by voting representatives of member institutions.

Section 5: Board 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 will initiate that action. A notice of fifteen (15) business days must be given for a called meeting. A telephone or video conference call, given proper notice, 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 is subject to removal by the Board.

Section 8: Responsibilities:

Board members shall support the entire program of the Consortium. Specific responsibilities may include participation in program planning, fiscal oversight, and fundraising.

Article V. Officers:

Section 1: Eligibility:

Institutional and individual members are eligible to serve as Officers for the Consortium.

Section 2: Terms of Office for Officers:

Each year a Vice-President/President-Elect will be elected for a 3-year commitment; serving (1) year terms in progression as Vice-President, President, and Immediate Past President.

The Treasurer and Secretary will serve two (2) year terms, elected in alternate years, and are eligible for re-election once (1 time) per office for a limit of two (2) consecutive terms or four (4) consecutive years.

The Executive Director is selected by, and serves indefinitely at the pleasure of, the Board of Directors.

Section 3: Duties:

- A. President: The President is the chief elected officer of the Consortium. With the assistance of the Executive Director, the President presides at meetings of the Executive Committee, Board of Directors, and the Consortium, and appoints members of the Consortium to committees, councils, task forces, and vacant positions on the Board.
- B. Vice-President/President-Elect: The Vice-President/President-Elect presides at meetings in the absence of the President, assumes the position of President should that position be vacated by the standing president, serves on the Governance committee, and may serve on other committees, or assist with special projects, as requested by the President.

- C. Treasurer: The Treasurer reviews, and may assist with, budget reports and fiscal records of the Consortium; provides budget recommendations to the Executive Director, Executive Committee, and Board of Directors; serves on the Finance and Development committees; and may serve on other committees, or assist with special projects, as requested by the President.
- D. Secretary: The Secretary takes meeting minutes of the Executive Committee and Board of Directors; submits minutes for review within 30 days of each meeting; calls for approval of minutes at meetings; transfers approved minutes to the webmaster and keeper of the archives; and, may serve on other committees, or assist with special projects, as requested by the President.
- E. Immediate Past President: The Immediate Past President acts in an advisory capacity to the Board; serves on the Governance Committee; presides at meetings in the absence of the President and Vice-President; and may serve on other committees, or assist with special projects, as requested by the President.
- F. Executive Director: The Executive Director is responsible for administration of the Consortium and serves at the pleasure of the Board of Directors. Specifically, the Executive Director assists the President with planning and conducting Board and membership meetings; coordinates the annual conference; promotes preservation awareness and advocacy; provides preservation information and referrals; represents the consortium in preservation associations and networks; monitors and contributes content to the consortium Web site; recruits institutional and individual members; recommends candidates for officer, At Large, and committee posts; handles purchasing and manages the consortium budget; participates in fundraising; and, with approval from the Board, executes contracts, as needed, to advance the work of the Consortium, in terms favorable to the Consortium.

Article VI: Committees:

Section 1: Selection:

The President appoints members to standing and ad hoc committees of the Consortium. The president also appoints chairs to the standing committees. Committee chairs must be board members. All institutional and individual 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 committees.

Section 3: Reporting on Committee Work:

The chair, or chair's designee, of each committee reports the work of the committee at each stated meeting, and some called meetings, of the Board. Committee actions and recommendations are subject to Board approval.

Section 4: Standing Committees:

- A. Executive Committee: The Executive Committee will be comprised of the Board Officers (President, Vice-President, Treasurer, Secretary, Executive Director, and Immediate Past President). Responsibilities of the Executive Committee include:
- 1) Conducting critical, time-sensitive business of the Consortium. Every effort should be made to inform, and include in the decision-making process, the full Board in actions taken on behalf of the Consortium.
 - 2) Developing proposed long-range and strategic plans to be presented to the full Board for approval.
 - 3) Addressing matters needing special leadership such as the development of urgent policy statements.
- B. Education Committee: The Education Committee supports programs for the professional development of Consortium members. Programs include:
- 1) The Annual Conference.
 - 2) Workshops.
 - 3) Internships.
 - 4) Fellowships.
- C. Finance Committee: The Finance Committee provides oversight of the Consortium's finances. Responsibilities include:
- 1) Reviewing Consortium budgets.
 - 2) Reviewing Consortium investments.
 - 3) Recommending fiscal policies and procedures.
 - 4) Assisting with Consortium audits and accountant reviews.
- D. Development Committee: The Development Committee participates in all aspects of the Consortium's fundraising activities. Responsibilities include:
- 1) Developing, and promoting awareness of, the Consortium's Development Plan.
 - 2) Recommending strategies for achieving the goals of the Development Plan.
 - 3) Recommending new funding streams.

- 4) Identifying prospective donors and organizational funding resources.
 - 5) Coordinating fund raising activities.
- E. Membership Committee: The Membership Committee strives to recruit and retain members for the Consortium. Responsibilities include:
- 1) Recruiting new members.
 - 2) Encouraging members to renew their dues.
 - 3) Developing membership promotional materials.
 - 4) Coordinating membership events.
 - 5) Featuring institutional members in consortium media.
- F. Grant Committee: The Grant Committee administers the Consortium's preservation grants program.
- 1) Reviews applications and selects award recipients, adhering to the Consortium's grant guidelines.
 - 2) Submits award recommendations to the Board of Directors for approval.
 - 3) Provides feedback to the Executive Director to share with unsuccessful applicants to improve future grant proposals.
 - 4) Promotes the grant program throughout the year.
- G. Governance Committee: The Governance Committee ensures that all governing documents are current, are being followed in practice, and are available for public review. Responsibilities include:
- 1) The chair, or designee, serves as parliamentarian during all meetings of the membership and Board of Directors.
 - 2) Reviews annually, or as needed, all governing documents for compliance and completeness.
 - 3) Reviews new policies developed by other committees prior to full Board approval.
 - 4) Develops new, and recommends revisions to, governing documents of the consortium; and, submits to the Board for approval.
- H. Ad Hoc Committees: The President may, at any time, establish ad hoc committees, councils, or task groups to undertake specific projects on behalf of the Consortium.

Article VII. Staff and Volunteers:

The Executive Director will hire and supervise professional and clerical staff in support of the Executive Director's primary functions needed to conduct business of the Consortium, upon approval of the Board of Directors. Staff may be enlisted on a full-time, part-time, volunteer, or consultative (contract) basis. In the case of full-time paid employees, the Consortium will determine compensation including benefits, if any, as well as training and professional development opportunities. The Executive Director's quarterly reports will include information on staff activity. For grant-funded projects and/or positions, the Executive Director, will ensure adherence to grant provisions.

Article VIII. 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. The chair of the Governance Committee, or designated parliamentarian, will assure adherence to Robert's Rules of Order in deliberations of the Board of Directors and membership meetings.

Article IX. Amendment of Bylaws:

These Bylaws may be altered, amended, or repealed by affirmative vote of two-thirds (2/3) of the members of the Board of Directors at any regular or special meeting of the Board. The Bylaws may also be amended by two-thirds (2/3) of the institutional membership provided that the proposed amendment(s) is sent to the representative of each member institution no less than fifteen (15) business days prior to the meeting.

Article X. Dissolution of the Consortium:

Should the Consortium determine to dissolve itself, any and all assets of the Consortium remaining, after making provision for the payment of all outstanding obligations 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. The Executive Director and President will inform members of the consortium, make a public announcement, and notify the IRS and the North Carolina Department of Secretary of State.