

**CONSTITUTION AND BYLAWS
OF THE
ROANOKE ISLAND HISTORICAL ASSOCIATION**

(As amended through November 12, 2011)

**ARTICLE I
Name**

The Association shall be known as the Roanoke Island Historical Association Incorporated. (see Certificate of Incorporation - North Carolina – Number 36462, dated January 8, 1932; Part 17, Article 2 of Chapter 143B of the North Carolina General Statutes; and Article 19 of Chapter 143 of the North Carolina General Statutes.

**ARTICLE II
Purpose**

Sec. 1. Non-profit Status. This Association shall be a non-profit, educational and charitable association. (N.C. Gen. Stat. § 143-200).

Sec. 2. Purposes. The purposes of this Association shall be:

to celebrate and depict by exhibitions, pageants, reproductions, and by broadcasting and publishing historic narratives and records, the transplanting of English-speaking civilization on Roanoke Island, Dare County, North Carolina by Sir Walter Raleigh and his colonists in the years 1584 to 1587, and the several efforts then made to establish the first English-speaking colony in the New World;

to establish and maintain one or more areas or sites for the permanent location of buildings and other structures with convenient facilities for preserving a historical background and representing the settlement and habits of life of the early colonists; to establish and maintain a museum of Indian and early Colonial antiquities; and to effect any other activities or plans to be designed to further the preservation of this chapter of North Carolina history.

**ARTICLE III
Control**

Roanoke Island Historical Association, Incorporated, is permanently placed under the patronage and control of the State of North Carolina. (N.C. Gen. Stat. § 143-199). However, the Association is not a State agency within the meaning of the Executive Organization Act of 1973 and shall be exempt from all provisions of the Executive Organization Act of 1973 except G.S. 143B-92 and G.S. 143B-93. (N.C. Gen. Stat. § 143B-93).

ARTICLE IV Officers

Sec. 1. General. The officers of the Association are those specified by North Carolina General Statute 143-201 and shall consist of a Chairman, a Vice-Chairman, a Secretary, a Treasurer, a Historian, and a General Counsel. All officers except the Historian and General Counsel shall be elected by the Board of Directors from its membership. Officers shall serve for a term of three years and until their successors are appointed, with the exception of the Historian and General Counsel, who shall be appointed by and serve at the pleasure of the Board. The General Counsel shall serve as a non-voting member of the Board, the Executive Committee, and any other committee to which the General Counsel is appointed. The presence of the General Counsel at any meeting shall not be counted for purposes of determining whether a quorum is present at such meeting. The duly elected officers of the Association shall serve as an advisory committee to the Secretary of Cultural Resources concerning matters relating to ***The Lost Colony***.

Sec. 2. Honorary Vice Chairman. One or more individuals who have rendered long and distinguished services to the Association may be elected Honorary Vice Chairmen for a term of two years. Their names shall first be approved by the Executive Committee, and then unanimously approved by the Board of Directors. The Honorary Vice Chairmen shall receive notice of and shall be encouraged to attend all meetings of the Board of Directors but are not entitled to vote on any matters that come before the Board of Directors.

Sec. 3. Compensation. All of the above officers are to serve without compensation.

Sec. 4. Term of Office. No officer except Historian and General Counsel shall be eligible to serve for more than nine (9) years consecutively, including time served as a director.

ARTICLE V Duties of Officers

Sec. 1. Chairman. The Chairman shall preside at the meetings of the Association and of the Board of Directors; shall be ex-officio member of all committees except as provided in Article VII, Section 2 with regard to the Nominating Committee; shall make a report to the Association at the Annual Meeting; shall name and appoint such committees as may be needed, each committee to have its duties clarified unless the nature of it seems routine; shall, within one month after the Annual Meeting of the membership, schedule and promulgate the dates of Board of Directors meetings for the succeeding twelve months period beginning with the month following the Annual Meeting; and shall perform such other duties as the Board of Directors may assign.

Sec 2. Vice Chairman. The Vice Chairman shall have all the powers and perform all the duties of the Chairman in the event of the Chairman's disability, absence, death or resignation; and shall perform such duties as assigned by the Chairman.

Sec. 3. Secretary. The Secretary shall serve as the chief recording officer and the custodian of the records of the Association. The Secretary shall oversee the preparation

of any minutes prepared by employees of the Association. The Secretary should sign and date all approved minutes to attest to their validity, but the failure to do so shall not affect the validity of the minutes duly approved by the Board of Directors. The Secretary does not forfeit any rights of membership by reason of holding office, and may propose motions and discuss and vote on all measures. The Secretary shall perform such other duties as may be designated by the Chairman or the Board of Directors, and shall attend to such correspondence as the Chairman of the Association shall direct.

Sec. 4. Treasurer. The Treasurer shall be the custodian of all Association funds and shall have the supervisory responsibility for depositing and disbursing these funds under the direction of the Board of Directors; shall be bonded at the expense of the Association; and shall make reports of all receipts and disbursements at each meeting of the Board of Directors. The Treasurer shall present at each Annual Meeting of the Association, a report for the period intervening since the last Annual Meeting.

Sec. 5. Historian and General Counsel. The duties of the Historian and the General Counsel shall be such as usually pertain to their respective offices.

Sec. 6. Assistant Secretary and Assistant Treasurer. The Chairman, with the approval of the Board of Directors, may appoint an Assistant Secretary and an Assistant Treasurer to act in the absence of the Secretary or the Treasurer or when the work of the office requires assistants in the discretion of the Chairman.

ARTICLE VI Board of Directors

Sec. 1. Designation of Directors. The Board of Directors of the Association shall consist of the Governor of the State of North Carolina, the Attorney General, the Secretary of Cultural Resources, Superintendent of Public Instruction, and Chairman of the Dare County Board of Commissioners, or their designees as ex-officio members; and twenty-one members to be elected at the Annual Meeting of the membership to serve as Directors for a period of three years and until their successors are appointed. (N.C. Gen. Stat. § 143-200).

Sec. 2. Eligibility for Membership on the Board; Term Limits. Only members of the Association shall be eligible to serve as an elected Director. No person shall be eligible for election to the Board of Directors who is an employee of the Roanoke Island Historical Association, Incorporated. Any member of the Board who accepts employment with the Association shall, upon becoming an employee, no longer serve as a Director and that Director's position shall be filled as hereinafter provided. No director shall be eligible to serve for more than nine (9) years consecutively, including time served as an officer, until one (1) year has passed since the expiration of his or her previous term. Notwithstanding the foregoing, however, the nine-year term limit shall not apply to that portion of a director's term comprising the unexpired term of a vacated Board position to which such director was appointed pursuant to Section 3 of this Article VI.

Sec. 3. Vacancies. If a vacancy occurs between Annual Meetings of the Association, the Board of Directors may fill the vacancy within thirty (30) days after the occurrence of vacancy. If the Board of Directors does not plan to have a regular or special meeting of the Board of Directors within thirty (30) days after the occurrence of the vacancy, the Executive Committee may fill the vacancy within thirty (30) days after the occurrence of vacancy. All vacancies occurring on the Board of Directors not filled by the Board of Directors or by the Executive Committee within thirty (30) days after the occurrence of the vacancy shall be filled by the Governor of the State. Any member so appointed to fill a vacancy shall serve until the end of the unexpired term of the vacated Board position.

Sec. 4. Authority. The Board of Directors is given full authority to act for the Association between Annual Meetings of the membership.

ARTICLE VI-A Meetings of the Board of Directors

Sec. 1. Regular Meeting.

A. A regular meeting of the Board of Directors shall be held prior to the annual meeting of the membership. In addition, the Board of Directors may provide, by resolution, the time and place within the State of North Carolina for the holding of additional regular meetings.

B. Notice of Regular Meeting. Regular meetings of the Board of Directors may be held on at least twenty (20) calendar days' notice.

Sec. 2. Special Meetings.

A. Special meetings of the Board of Directors to be held in the State of North Carolina may be called by or at the request of the Chairman or by any five (5) directors.

B. Notice of Special Meeting. The person or persons calling a special meeting of the Board of Directors, shall, at least five (5) calendar days before the meeting, give notice of the special meeting which shall specify the purpose for which the special meeting is called.

Sec. 3. Emergency Meetings.

A. Emergency meetings of the Board of Directors to be held in the State of North Carolina may be called by or at the request of the Chairman or by any five (5) directors. An "emergency meeting" is one called because of generally unexpected circumstances that require immediate consideration by the Board. Only business connected with the emergency may be considered at an emergency meeting.

B. Notice of Emergency Meeting. The person or persons calling an emergency meeting of the Board of Directors, shall, at least two (2) calendar days before the meeting,

give notice of the emergency meeting which shall specify the purpose for which the emergency meeting is called.

Sec. 4. Method of Providing Notice of Meetings. Notice of a regular, special or emergency meeting shall be sent to each Director by mail, personal delivery, facsimile transmission, or other form of electronic communication.

Sec. 5. Adjournment of Meetings. Any duly convened regular, special or emergency meeting may be adjourned by the directors to a later time without further notice.

Sec. 6. Quorum. The number to constitute a quorum of the Board of Directors is a majority of the directors, excluding ex-officio members and Honorary Vice Chairmen. A quorum shall be present, in person, in order for the Board of Directors to transact business.

Sec. 7. Voting. Voting by the Board of Directors on any matter shall be subject to the following:

A. In order to cast a vote on any matter before the directors, the person exercising said vote must be present. There shall be no voting by proxy.

B. The Chairman shall vote only when needed to break a tie during a Directors' meeting. All other officers and directors who are present at a Directors' meeting, including all ex-officio members, shall be entitled to a vote on any matter being considered by the Board of Directors except as otherwise provided in these Bylaws; however, no individual shall have more than one vote unless permitted by the Rules of Order adopted by these Bylaws. Honorary Vice Chairmen shall not be entitled to vote on any issue unless the individual holding an Honorary Vice Chairman position is also a director or duly-elected officer of the Association.

C. Unless these bylaws provide otherwise, the affirmative vote of a majority of the directors present and eligible to vote at a meeting at which a quorum is present, shall be the act of the Board of Directors.

Sec. 8. Personal Attendance by Conference Communication Equipment. Any one or more members of the Board of Directors may participate in a meeting of such Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Sec. 9. Action Without Meeting. Action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board, including ex-officio members but not including Honorary Vice Chairmen. The action must be evidenced by one or more written consents by each Director before or after such action, describing the action taken, and included in the minutes or filed with the corporate records. Such consent may be in electronic form and delivered by electronic means.

Sec. 10. Attendance at Meetings. If an elected Director shall fail to attend two (2) successive regular meetings of the Board without notice and good cause, such elected Director's office shall be automatically vacated.

ARTICLE VII Committees

Sec. 1. Executive Committee.

A. There shall be an Executive Committee consisting of the officers of the Association, the immediate past Chairman of the Association, and two at-large members of the Board. The two at-large members shall be elected to the Executive Committee by members of the Board. All members of the Executive Committee must be members of the Board and voting members of the Association.

B. The Chairman shall be the Chairman of the Executive Committee. The Executive Committee shall have, and may exercise, the powers of the Board in the interim between Board Meetings, except that the Executive Committee shall not have the power to adopt the budget, to take any action which is contrary to, or a substantial departure from, the direction established by the Board, or which represents a major change in the affairs, business or policy of the Association, and further may not increase expenditures not denominated in the approved budget in an amount in excess of \$25,000.00. The Executive Committee shall submit reports on all actions taken to the Board of Directors at the next succeeding meeting of the directors after such action is taken. Meetings of the Executive Committee shall be held at the call of the Chairman or of any two officers.

C. Notice of the time, place and purpose of the meeting may be either oral, by mail, e-mail, facsimile, or similar communications equipment shall be given to each member of the Executive Committee not less than two calendar days before the meeting.

D. A majority of the Executive Committee shall be present to constitute a quorum for the transaction of business.

E. Any one or more members of the Executive Committee may participate in a meeting by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

F. Action required or permitted to be taken at a meeting of the Executive Committee may be taken without a meeting if the action is taken by all members of the Committee. The action must be evidenced by one or more written consents by each member before or after such action, describing the action taken, and included in the minutes or filed with the corporate records. Such consent may be in electronic form and delivered by electronic means.

Sec. 2. Nominating Committee.

A. The Nominating Committee shall be composed of a minimum of four active members of the Association, and shall be appointed biannually by the Chairman of the Association. The Chairman shall serve as a nonvoting ex-officio member of the Nominating Committee.

B. The report of the Nominating Committee shall contain nominations for seven members of the Board to serve three-year terms in order to fill any expiring terms on the Board, and member(s) to fill the unexpired term(s) of any Board position(s) vacated after the last Annual Meeting of the Association. The Nominating Committee shall propose a slate of nominees that will result in one-third of the membership of the Board (at least seven persons) rotates off every three years. Anyone who is rotated off may be considered eligible for re-nomination by the Nominating Committee in a subsequent year except as provided by Article IV, Section 4 of these Bylaws.

C. The Nominating Committee shall also nominate a Chairman, a Vice Chairman, a Secretary, a Treasurer, the two at-large members of the Executive Committee, and suggest appointments for a Historian, and a General Counsel. The Nominating Committee will ascertain whether or not proposed candidates will serve if elected. The Chairman of the Nominating Committee shall present the slate at the next meeting of the Board of Directors immediately following the Annual Meeting of the membership.

Section 3 Finance Committee. An annual budget shall be proposed by the Chief Executive Officer to the Finance Committee which shall consider the proposed budget and cause it to be presented with the recommendations of the Finance Committee for adoption to the Board of Directors, no later than the last meeting of the Board of Directors before the Annual Meeting of the Association. Upon adoption of the annual budget by the Board of Directors, the budget shall be presented at the Annual Meeting.

ARTICLE VIII Chief Executive Officer

The Chief Executive officer serves as executive officer of the Roanoke Island Historical Association. The CEO shall employ, supervise and terminate all staff and employees of the Association. The CEO shall report directly to the Board, provide overall leadership for the Association and staff with all their constituencies and perform other reasonable duties as assigned by the Board through the Board Chairman, and such duties as are agreed upon in any employment contract with the Association. The Chief Executive Officer shall, with the Secretary if required, sign all written contracts and obligations of the Association.

ARTICLE IX Membership

Sec. 1. General: Membership in the Association shall be open to all members of the general public upon meeting the prerequisites established for each class of membership by the Board of Directors. The Board of Directors shall determine the classes of membership and shall set the fees and prerequisites for each class. Except for the payment

of a membership fee, as determined by the Board of Directors, no financial obligation of the Association shall devolve on any member by virtue of membership in the Roanoke Island Historical Association.

Sec. 2. Meetings. An Annual Meeting of the Association shall be held at least once a year within a time cycle determined by the Board of Directors. The Chairman, or in the absence of the Chairman, the Vice Chairman, shall convene and preside at the Annual Meeting of the Association. Notice of the date, time and place of the Annual Meeting shall be given to all members of the Association at last 30 days in advance of the meeting. For the purpose of notice, the membership shall be deemed to be all persons appearing on the active membership list of the Association on the date the notice is mailed. The agenda at the Annual Meeting shall include, not be limited to, the following: report of the budget adopted by the Board for the succeeding year, and the election of Directors. Any other business authorized by Board of Directors to be presented at said meeting may be conducted.

Sec. 3. Special Meeting. A Special Meeting of the Association may be called at any time by the Chairman or upon the signed request by any twenty-five (25) active members, such request to be addressed to the Secretary. The same notice shall be given for a Special Meeting as required for the Annual Meeting.

Sec. 4. Quorum. The presence of twenty-five (25) members of the Association shall constitute a quorum for the transaction of business at any Annual or Special Meeting of the membership.

Sec. 5. Voting. Only members of the Association listed on the rolls of the membership of the Association as of a date ten (10) days prior to an Annual or Special Meeting shall be entitled to vote on any matter presented at an Association meeting. The Secretary shall certify to the Chairman before the commencement of an Annual Meeting or Special Meeting, the names of all members entitled to vote. Votes shall not be cast by proxy. A member must be present in person in order to vote.

Sec. 6. Membership Year. The membership year shall be the same as the fiscal year of the Association.

ARTICLE X Indemnification

Sec. 1. Right to Indemnification. Any person who at any time serves as a director or officer of the Association shall have a right to be indemnified by the Association to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, incurred by him in connection with any threatened, pending or completed civil, criminal, administrative, investigative or arbitrate action, suit or proceeding (and any appeal therein), whether or not brought by or on behalf of the corporation, seeking to hold him liable by reason of the fact that he is or was acting in such capacity, and (b) reasonable payments made by him in satisfaction of any judgment, money decree, fine, penalty or settlement for which he may have become liable in any such action, suit or proceeding.

Sec. 2. Payment of Indemnification. The Board of Directors of the Association shall take all such action as may be necessary and appropriate to authorize the Association to pay the indemnification required by this bylaw, including, without limitation, making a determination and indemnification is permissible in the circumstances and a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him. The Board of Directors may appoint a committee or special counsel to make such determination and evaluation. To the extent required, the Board shall give notice to, and obtain approval by, the Association for any decision to indemnify.

Sec 3. Binding and Nonexclusive. Any person who at any time after the adoption of this bylaw serves or has served in the aforesaid capacity for or on behalf of the Association shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provisions of this bylaw.

Sec. 4. Other Rights: Payment. Any such right of indemnification as set forth in Section 1 of Article X of these Bylaws shall not be deemed exclusive of any other rights to which any such director or officer may be lawfully entitled apart from the provisions of laws of the State of North Carolina. Any amount payable by reason of indemnity under the Article shall be determined and paid in accordance with the laws of the State of North Carolina or in any other lawful manner.

Sec 5. Coordination with Insurance Coverage. Notwithstanding any provision above, in the event and to the extent that providing indemnification (or a defense) to any person otherwise entitled thereto hereunder would reduce or otherwise render wholly or partly unavailable any insurance coverage otherwise available as a source of payment of indemnification or expenses of defense of such person, then, to the extent such coverage is available, the Association shall not be obligated to provide any indemnification or pay any defense costs hereunder.

ARTICLE XI Conflict of Interest

Each board member and officer of the Association shall disclose in writing to the Board any conflict of interest which such individual believes may arise in connection with their service as board member or an officer of the Association. No contract or other transaction between the Association and any other corporation, firm, association or other entity in which one or more of its board members are officers or directors or have a substantial interest, shall be either void or voidable for this reason alone or by reason alone that such board member or officer is present at the meeting of the Board or any committee thereof, which authorizes such contract or transaction or that their votes are counted for such purposes if the material facts as to such common directorship, officership, financial or other interest are disclosed in good faith or known to the Board or committee or if the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote

or votes of such interested board member or officer. Each board member and officer shall also comply with any conflict of interest provisions under any applicable law.

ARTICLE XII Miscellaneous

Sec. 1. Fiscal Year. The fiscal year of the Association shall be November 1 through October 31.

Sec. 2. Depositories. All funds of the Association shall be deposited to the credit of the Association under such conditions and in such banks as shall be designated by the Board of Directors.

Sec. 3. Signatures. Approvals for signatures necessary on checks, orders for payment, receipts, or the deposit of money, and access to securities of the Association shall be provided by resolution of the Board of Directors.

Sec. 4. Rules of Order. Roberts Rules of Order Newly Revised shall apply on all questions and procedure and parliamentary law not specified by the Articles of Incorporation, these Bylaws or by North Carolina statute.

ARTICLE XIII Amendments

These Bylaws may be amended by at least a three-fifths vote of a quorum of the Board of Directors in a regular Meeting or in any Special Meeting duly called for such purpose. The notice shall be in accordance with these Bylaws pertaining to regular meetings and shall contain the suggested changes in the Bylaws.

Amendment History

Amended August 19, 1999

Article VII, Section 1, revised November 9, 2001

Article VIII, Sections 1 and 2, revised November 9, 2001

Revised and adopted, February 16, 2008

Amended August 15, 2009

Amended November 14, 2009 (Article IV, Sec. 1)

Amended February 11, 2011 (Article VII, Secs. 1(A) and 2(C); miscellaneous grammatical and spelling corrections)

Amended September 17, 2011 (Article V, Section 3; Article VI, new Section 2 and changes to renumbered Section 3; new Article VI-A consisting of portion of several sections moved from Article VI and new sections; delete former Section 2 from Article XII).

Amended November 12, 2011 (Article V, Section 1; Article VI, Sections 2 and 3; Article VII, Section 2(A); Article IX, Section 4 and 5)