AMENDED BY-LAWS OF THE
OUTER BANKS LIGHTHOUSE SOCIETY
2012

ARTICLE I

NAME, PURPOSE, SEAL, AND OFFICE

A. NAME: The name of this Association is the Outer Banks Lighthouse Society.

B. PURPOSE: The purpose of the Outer Banks Lighthouse Society is to aid in the preservation of the lighthouses and maritime history of North Carolina and to work with the National Park Service and other agencies, both government and non-profit groups, to achieve the safe keeping of the buildings, artifacts, and records of the U.S. Lighthouse Establishment, aka Lighthouse Board, aka Bureau of Lighthouses and U.S. Lighthouse Service.

C. SEAL: The Board of Directors shall have the authority to prescribe the Seal of the Corporation.

D. OFFICE: The principal registered office of the Corporation shall be P.O. Box 1005, Morehead City, North Carolina 28557.

ARTICLE II

MEMBERHIP

A. MEMBERSHIP: The members of the Association shall consist of those individuals who possess current Membership Certificates evidencing that their application for membership has been approved by the Board of Directors or the Membership Chair.

B. CLASSES OF MEMBERS:

1. Voting Members: A voting member is one who is in good standing with the Corporation and whose membership fees are up-to-date, as evidenced by a current membership certificate.
2. Honorary Members: An Honorary Member is one who is nominated by any other voting member and who is approved by the Board of Directors to be an Honorary Member.
3. Voting Rights: Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members.

ARTICLE III

MEETINGS OF MEMBERS

A. ANNUAL MEETING: An annual meeting of members shall be held upon determination by the Board of Directors or the President with the advice and approval of the Board of Directors; notice shall be given to all members at least thirty days prior to the date of said annual meeting. Said meeting shall take place in October. If a meeting cannot be held at that time, one shall take place within reasonable time and upon notification to members of said change. Notice shall be given in writing to each member via mail, email, facsimile, or personal delivery. The purpose of the annual meeting is the approval of the election of Directors and transactions of such other business as deemed appropriate to achieve the purpose of the organization. If the election of the Directors is not held on the date designated for any annual meeting, the Board of Directors shall hold the election at a special meeting of the members.

B. SPECIAL MEETINGS: Special meetings of the members may be called by the President or the Board of Directors.

C. NOTICE OF SPECIAL MEETINGS: Notice stating the time, place, and purpose of the meeting shall be sent to each member not fewer than ten nor more than sixty days before such meetings. Written notice includes mail, email, facsimile, or personal delivery.

D. CONDUCT OF ALL MEETINGS: All meetings conducted for the business of the Corporation shall be in accordance with Robert's Rules of Order, current edition, except as designated in these By-Laws.

ARTICLE IV

BOARD OF DIRECTORS

A. GENERAL POWERS: The affairs of the Corporation shall be managed by the Board of Directors.

B. NUMBER AND TENURE: The number of directors of the Corporation shall be no fewer than eight and no more than fifteen. Each Director shall hold office for a three-year term.

C. ANNUAL MEETING: The annual meeting of the Board of Directors shall be held on an appropriate date (usually in May) with information about the meeting posted in the society's newsletter and/ or website.

D. SPECIAL MEETINGS: Special meetings of the Board of Directors may be called by or at the request of the President and any two Directors, and shall be held at the principal office of the Corporation or at such other place as the Directors may determine.

E. NOTICE: Notice of any special meeting of the Board of Directors shall be sent to each Director.

F. QUORUM: A majority (50% plus one) of the number of Directors fixed by Letter B of this, Article IV, shall constitute a quorum for the transaction of business at any meeting of the

Board of Directors.

A quorum may be reached by the Board of Directors on any issue by written communication. If less than such majority is present at a meeting, either physically present or by proxy, a majority of the Directors may adjourn said meeting.

G. BOARD DECISIONS: The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

H. VACANCIES: Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. Any Directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting or a special meeting of the membership called for that purpose.

I. COMPENSATION: Reasonable compensation may be paid for the services rendered to or for the Corporation affecting one or more of its purposes, including internet costs, web page design and upkeep, costs of publication, postage, and any other expenditure associated with the Corporation. Payment to any person for services rendered to or for the Corporation may be approved by the Board of Directors.

J. RECOGNITION OF ACHIEVEMENT: Meritorious achievements in lighthouse preservation can be recognized by:

1. Verbal proclamation at the annual Board of Directors meeting with notice preserved in the minutes and mentioned at the Annual Meeting.

2. Society awards may be presented for specific service:

    a. President's Award
    b. Founders' Award
    c. Cape Hatteras Lighthouse Award
    d. Bodie Island Lighthouse Award
    e. Currituck Beach Lighthouse Award
    d. Cape Lookout Lighthouse Award
    e. Old Baldy Lighthouse Award
    f. Oak Island Lighthouse Award
    g. Ocracoke Lighthouse Award
    h. Roanoke River Lighthouse

3. Directors who serve the Board for many terms and provide meritorious service as an officer and committee person may be recognized as an Honorary Board Member.

ARTICLE V

OFFICERS

A. NUMBER: The Officers of the Association shall be President, Vice President, Secretary, and Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors.

B. ELECTION AND TERM OF OFFICE: The Officers of the Corporation shall be selected annually by the Board of Directors and elected at the annual meeting of the membership. If the election of officers cannot be held at such a meeting, the election shall be held as soon thereafter as possible.

C. REMOVAL: Any Officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation would be served thereby.

D. VACANCIES: A vacancy of any office because of death, resignation, or removal may be filled by the Board of Directors for the unexpired portion of the term.

E. PRESIDENT: The President shall serve two years and be the principal Executive Officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all the business and affairs of the Corporation. He/She shall, when present, preside at all meetings of the membership and of the Board of Directors. He/She may sign with the Secretary or any other proper officer of the Corporation contracts or other instruments that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by the By-Laws to some other officers or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties delegated to the office of President and such other duties as may be prescribed by the Board of Directors.

1. Membership Chair: The Membership Chair shall be in charge of (a) the renewals of memberships; (b) solicitation of new members; (c) the membership brochure; (d) the membership books of the corporation; and (e) in general, perform all duties in relationship to memberships and other duties as may be assigned by the President or the Board of Directors.

2. Fund-Raising Chair: The Fund-Raising Chair shall (a) be in charge of the solicitation of funds for the society and its projects for fund-raising and (b) perform all duties in relationship to fund-raising that may be assigned by the President or the Board of Directors.

F. VICE PRESIDENT: The Vice President shall serve two years. In absence of the President or in event of his/her death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

G. SECRETARY: The Secretary shall (a) keep the minutes of the members and of the Board of Directors' meetings in one or more books provided for that purpose; (b) keep a registry of the post office address of each member which shall be furnished to the Secretary by the Membership Chair; and (c) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the

Board of Directors.

H. TREASURER: The Treasurer shall (a) have charge and custody of and be responsible for all funds and securities, including keeping financial records of the Corporation; (b) receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be countersigned by the President of the Corporation; (c) have charge and custody of the Seal of the Corporation; and (d) in general perform all of the duties delegated of the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

ARTICLE VI

COMMITTEES

A. SPECIAL COMMITTEES: Special committees may be appointed by the Board of Directors at any time. These committees will serve at the discretion of the Board of Directors and will be dissolved at the completion of their assignment or by the direction of Board of Directors. The chair of such committee will be appointed by the Board of Directors. A member of the Board of Directors shall serve as a liaison on each appointed Special Committee and may also serve as chair or committee member.

B. SPECIAL COMMITTEE CHAIR: The chair of a special committee shall appoint the members of the committee. The chair may remove any member whenever in his/her judgment the best interests of the Corporation shall be served by such removal.

ARTICLE VII

CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

A. CONTRACTS: The Board of Directors may authorize any officer or officers, agent or agents of the Corporation to enter into any contract or execute and deliver any instruments on behalf of the Corporation.

B. CHECKS, DRAFTS, AND ORDERS: All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by any Director so designated by the Board of Directors of the Corporation.

C. DEPOSITS: All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors instruct.

D. GIFTS: The Board of Directors may accept on behalf of the Corporation any contribution, gift, or bequest for the purposes of the Corporation.

ARTICLE VIII

MEMBERSHIP CERTIFICATES

A. MEMBERSHIP CERTIFICATES: The Board of Directors shall provide for the issuance of certificates evidencing membership in the Corporation. Such certificates shall be signed by the officer or officers as shall be determined by resolution of the Board of Directors. If a member's certificate is lost, mutilated or destroyed, a new certificate may be issued.

B. ISSUANCE OF CERTIFICATE: A certificate for membership shall be issued in his/her name and delivered when a member has paid the required dues.

C. MEMBERSHIP DUES: The annual membership dues are as follows: $10 student membership; $25 individual membership; $35 family membership; $20 senior membership (60+); $30 senior family membership; and $500 individual lifetime membership. These dues may be changed at an annual meeting by a majority vote of the members present and members having submitted their votes in writing prior to such meeting.

ARTICLE IX

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and accounting and shall also keep minutes of the proceedings of its Board of Directors and committees having and exercising any of the authority of the Board of Directors. These records shall be kept at the principal office of the Corporation or place of residence of the officer in charge of those records

ARTICLE X

FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of July in each year and end at midnight on the last day of June of the following year.

ARTICLE XI

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of Chapter 55A of the North Carolina General Statutes or under the provisions of the Articles of Incorporation or the By-Laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

AMENDMENT XII

AMENDMENTS OF BY-LAWS

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by a vote of the members present at any annual members’ meeting or at any special members’ meeting. If these By-Laws are altered, amended, or repealed at a special members’ meeting, written notice of the intention to alter, amend or repeal the By-Laws must be given to each voting member at least ten business days prior to the date of the special meeting. Written notice shall include mail, email, facsimile, or personal delivery.

ARTICLE XIII

DISSOLUTION

The Board of Directors may, at any time, voluntarily dissolve the Corporation. In the event of dissolution of the Outer Banks Lighthouse Society, Inc., all assets remaining after the liabilities and obligations have been discharged or adequate provisions made for them, shall be distributed as designated by a unanimous vote of the Board of Directors. In the event assets are to be distributed to a charitable organization under 501(c)(3) and section 170(c) of the Internal Revenue Code, the Board members must designate by name and location the charitable corporation to be the recipient of the Outer Banks Lighthouse Society, Inc. assets and property. Said conveyance, if made, shall be determined by a unanimous, one hundred percent (100%) vote of the total membership of the Board of Directors at a regularly scheduled Board meeting, provided written notice of said dissolution has been sent to the members of the Board of Directors not fewer than thirty days prior to the time the vote is to be taken.