

Constitution and Bylaws of the North Carolina Gourd Society, Inc.pro
(Adopted October 20, 1938, Revised February 1, 1941, November 1996, September 1997,
and June 10, 2000, September 2014, January 21, 2017, November 2022)

Constitution

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of and the Articles of Incorporation of in the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of North Carolina Gourd Society, Inc. (NCGS), it shall then be these Bylaws which shall be controlling.

Article I

Name and Object

Section 1. The name of the organization shall be "North Carolina Gourd Society, Inc." (NCGS).

Section 2. The objective of this organization shall be to advance the culture of gourds.

Article II

Membership and Dues

Section 1. Any person interested in the purpose of the NCGS shall be admitted to membership by application.

Section 2. The membership fee shall be \$15 which is payable at the time of application for one year and is renewable from the date of application.

Article III

Officers

Number and Qualifications:

The Board shall have up to seven members, but no fewer than five members.

- A. The number of Board Members may be increased beyond the slated members by the affirmative vote of the then serving Board Members of NCGS.
- B. Officers must be active members of the NCGS in good standing.
- C. A Board Member need not be a resident of the State of North Carolina.
- D. The Board Members shall receive no compensation other than for reasonable expenses.

Article IV

Members of the Board

Nominations, Officers, Duties, Term, Elections, Vacancies, Resignations or Removal

Nominations

A nominating committee, **if created**, will consist of three members in good standing, one of whom shall be appointed by the at least two months before the membership festival/fall meeting.

- A. This committee shall present to the NCGS at the membership festival/fall meeting a list of candidates.
- B. No one shall be nominated whose consent to serve has not been previously obtained.

- C. Further nominations may be made from the floor at the membership festival/fall meeting.
- D. Recommendations from the Nominating Committee shall be made known to the Board in writing before nominations are made and voted on.
- E. Self-nominating is allowed by sending in a written notice to the secretary of the board.
- F. New and renewing Board Members shall be approved by current Board Members and general membership at membership festival/fall meeting at which a quorum is present.
- G. If no nominating committee is created, but is felt it is needed, then this duty shall fall upon another committee created for that purpose or upon the Board Members of NCGS.
- H. Voting in of a new Board Member shall be conducted at the membership festival/fall meeting.
- I. Voting can be done in person and /or virtual.

Officers of the Board

The officers shall be the President, Vice President, Secretary, Membership, Treasurer and additional two Board Members if amended in.

Duties of Each Board Member

A major responsibility of each Board Member is to

- A. Attend at least 50% NCGS quarterly membership and special board meetings, unless acceptable excuses are made in advance.
- B. Promote gourd culture whenever possible.
- C. All interests of NCGS shall be under the supervision of the elected officers to whom all business shall be referred for consideration before presentation to the NCGS.
- D. The elected officers will be responsible for developing and recommending long-range goals.

Section 1. PRESIDENT

- A. Shall preside at all meetings of NCGS and shall be ex-officio member of all committees.
- B. The President, with approval of Board, shall appoint committee chairpersons to be overseen by Vice President.
- C. President should schedule NCGS meetings and work with the Secretary to create an agenda for all NCGS meetings.
- D. Update North Carolina Secretary of State website when Board Members change.

Section 2. VICE PRESIDENT

- A. In the absence of the President, the Vice President shall perform all duties of the office.
- B. Shall oversee, delegate and help when needed the various committees listed in Article V.

Section 3. SECRETARY

- A. Secretary shall see that the records of NCGS meetings are maintained.
- B. Maintain all NCGS meeting minutes which includes special board meetings and the four yearly membership meetings.
- C. See that all minutes are written up and distributed to the Board Members within 30 days of adjourned meeting.
- D. Work with President to create agenda for NCGS meeting.
- E. Maintain historic records.
- F. Work with website committee to make sure all bylaws, updates and any minutes are correctly posted.

Section 4. MEMBERSHIP OFFICER

- A. Membership will maintain the membership database.
- B. Will send out renewal notices to members one month prior to their renewal month at a minimum.
- C. All members whose dues are current will be deemed a member in good standing henceforth.
- D. Will be a member of the Publicity Committee and supply the roster to the American Gourd Society as required.
- E. Send out newsletters and any other pertinent business of NCGS.
- F. Send out NCGS newsletter quarterly and /or special meeting notices to all members in good standing as noted in the preference on application of membership to NCGS.
- G. Send out a copy of the membership roster to the Board Members at least once a quarter.

Section 5. **TREASURER**

- A. The Treasurer shall hold and account for all monies of the NCGS and pay bills in a timely fashion.
- B. All checks and drafts drawn on banks or other depositories on funds to the credit of the NCGS, or in special accounts of the NCGS, shall be signed by the Treasurer only unless written permission is given to such person or persons as the Treasurer shall authorize to do so.
- C. Maintain and balance checking account and all that it requires of it.
- D. Create Treasurer report for NCGS quarterly meetings.
- E. Oversee debit, credit cards and checks.
- F. Send Checkbook spreadsheet to Board Members at least once a quarter.
- G. Complete yearly N-990 filing for taxes electronically every May to maintain 501(c)3 non-profit status.

Section 6. **Additional two Board Members**

- A. Titles and position descriptions will be discussed at time of addition.

Term of Board

Section 1. Officers elected at the membership festival/fall meeting, elected in odd numerical years, shall take office at the winter meeting. Outgoing officers shall, within two weeks, deliver to their successors in office all records and other materials belonging to the office.

Section 2. The officers of NCGS shall be elected for a two-year term of office. Elections will take place at the membership festival/fall meeting in uneven (odd) years, e.g., 2023.

Section 3. No person shall serve more than three consecutive terms in a position unless a majority of the Board and members in good standing at the membership festival/fall meeting, at which a quorum is present, votes to appoint the Board member to additional term.

Section 4: No person shall serve more than twelve consecutive years. After two years have passed since the conclusion of that term on the Board, a member may be eligible for reconsideration as a Board member.

Vacancies, Resignation and/or Removal

Section 1. A vacancy on the Board Member may exist at the occurrence of the following conditions:

- A. The death, resignation, or removal of any Board Member.
- B. Has missed four total of four consecutive meetings.

Section 2. The Board Members of NCGS, by way of an affirmative vote of a majority of the board may remove any Board Member without cause at any regular membership or special board meeting, provided that the Board Member to be removed has been notified in writing as to the cause of removal.

Section 3. Except as provided in this paragraph, any Board Member may resign effective upon giving written notice to the President, the Vice President, the Secretary, or the Treasurer of NCGS. Unless the notice specifies a later time for the effectiveness of the resignation, the resignation is effective immediately, and a successor may be designated to take office when the resignation becomes effective.

Section 4. Any vacancy on the Board may be filled by a member in good standing, by the Board Members then in office, whether or not the number is less than a quorum. At any point that there is less than three Board Members, any member in good standing can step up to be selected to the Board with a quorum vote of members present. No reduction of the authorized number of board members shall have the effect of removing any Board Member before that board member's term of office expires. A Board Member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Article V Committees

A list of current committees and their duties shall be maintained on the NCGS website.

- A. Committees and their committee chairs created and formed by the Board shall be overseen by the Vice President of these bylaws concerning meetings actions of the committee chair.
- B. Minutes shall be kept of each meeting of any committee and shall be filed with the Secretary of NCGS.

Article VI Meetings / Minutes/ Quorum / Voting/ Attendance

Meetings

Section 1.

- A. Membership meetings shall be held four times a year. These are the membership festival/fall, a winter, spring and summer meetings.
- B. A notice of meeting time, place and major agenda items shall be emailed to all members before each meeting.
- C. The membership festival/fall meeting will be held at the time of the festival and virtual attendance is acceptable.
- D. Virtual meetings for the other quarterly meetings are acceptable.

Section 2.

- A. Special board meetings may be called by any member of the board. They will require an attendance of a majority of the Board Members.
- B. These meetings may be virtual.

Section 3.

- A. Any member in good standing who has a NCGS business concerns can request a special board meeting.

- B. These special board meetings requested by a member in good standing must consist of at least three Board Members and two members in good standing.
- C. These meetings may be virtual.

Minutes

The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary is unavailable, the President shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be sent to the NCGS Board to be placed in the minute books. A copy of the minutes shall be delivered to each Board Member via email within one month after the close of each Board meeting.

Minutes shall be kept for each meeting of any committee and shall be filed with NCGS records.

Quorum

At the four annual membership meetings, at least three Board Members and two members in good standing shall constitute a quorum for the transaction of business. Any special board meeting will require only a majority of the Board Members.

Voting

Section 1: Each Board Member shall only have one vote, unless there is a tie then the tie breaking vote will be from the President of NCGS.

Section 2: Voting by Proxy / Virtual Attendance Voting

If there is an agreement by the Board Members prior to a meeting to allow proxy voting or virtual attendance then it shall be allowed. The absent Board Member must inform the board in writing beforehand of their absence and who they designate as their representative if voting by proxy.

Board Member Attendance

An elected Board Member who is absent from four consecutive, regular or special meetings of the Board during a fiscal year shall be encouraged to reevaluate their duties and responsibilities and her or his commitment to the NCGS with the President. The Board may deem a Board Member who has missed four consecutive meetings without the reevaluation with the Board Members to have resigned from that board position.

Article VII

Fiscal Year

The fiscal year for North Carolina Gourd Society, Inc (NCGS) starts on May 1 and ends on April 30. This is in conjunction with the legal forms filed with the IRS.

Article VIII

Amendments and Revisions to the Constitution and/or Bylaws

These Bylaws and/or Constitution may be adopted, amended, or repealed by two-thirds of members in good standing to include a majority of current Board Members then in office. All members will be notified by email in advance of the meeting with a copy of the proposed changes.

Article IX
Records and Reports

Maintenance and Inspection of Articles and Bylaws NCGS shall be kept with the Secretary of NCGS the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Board Members and members in good standing at all reasonable times.

ARTICLE X
DISSOLUTION of North Carolina Gourd Society Inc. (NCGS)

North Carolina Gourd Society, Inc., on dissolution or otherwise, shall not benefit any person or any member of NCGS. On liquidation or dissolution, all remaining properties and assets of NCGS will be distributed and paid over to a non-profit gourd organization dedicated to advancement of the culture of gourds which has established its tax-exempt status pursuant to Section 501(c) of the Code by their filing of a Form 990 with the IRS.

ARTICLE X I
CORPORATE/ORGANIZATION SEAL

The Board Members may adopt, use, and alter a corporate/organization seal. The seal shall be kept with the Secretary of NCGS. Failure to affix the seal to any NCGS instrument, however, shall not affect the validity of that instrument

ARTICLE XII
CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Non-Profit Corporation Act as amended from time to time shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes North Carolina Gourd Society Inc. (NCGS) as well as a natural person. If any competent court of law shall deem any portion of these Bylaws invalid or inoperative, then so far as is reasonable and possible (if) the remainder of these Bylaws shall be considered valid and operative, and (if) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

CERTIFICATE OF SECRETARY

I ___ Barbara McGeachy _____

certify that I am the current elected and acting Secretary of the North Carolina Gourd Society Inc. (NCGS), and the above Bylaws are the bylaws of North Carolina Gourd Society, Inc. (NCGS) as adopted by the NCGS Board Members on: _November 5, 2022_