

BYLAWS
OF
AFRICAN AMERICAN HISTORICAL AND GENEALOGICAL SOCIETY
OF SURRY COUNTY, INC.
A NORTH CAROLINA NON-PROFIT CORPORATION

September 6, 2025

ARTICLE 1

OFFICES:

Section 1. Name: The name of the corporation shall be the AFRICAN AMERICAN HISTORICAL AND GENEALOGICAL SOCIETY OF SURRY COUNTY.

Section 2. Principal Office: The principal office of the corporation shall be located at such a place as determined by the Board of Directors from time to time.

Section 3. Registered Office and Agent: The registered office of the corporation required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office. The registered office and registered agent of the corporation shall be designated from time to time by the Board of Directors.

Section 4. Other Offices: The corporation may have offices at such other places, either within or without the State of North Carolina, as the Board of Directors from time to time determine, or as the affairs of the corporation may require.

ARTICLE II

PURPOSE:

Section 1. General Purpose: The corporation is organized, and will be operated, exclusively for purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal tax code (the "Code").

Section 2. Exemption: The corporation is organized to operate as a non-stock corporation, and it is intended that the corporation will qualify at all times as an organization exempt from federal income tax under sections 501(a) and 501(c)(3) of the Code, and that it will

qualify at all times as an organization to which deductible contributions may be made pursuant to the Code.

Section 3. Limitation of Purpose: It is expressly declared that the corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the corporation shall inure to or be distributed to the benefit of any donor, director, officer, employee or private individual. This shall not prevent the payment of reasonable compensation to directors, officers or employees for services rendered, nor the reimbursement of reasonable expenses incurred on behalf of the corporation. It is expressly declared that the corporation exists for nonprofit purposes only and has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the corporation shall inure to or be distributed to the benefit of any donor, director, officer, employee or private individual. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 4. Purpose: The purposes of the corporation are to provide educational resources about African Americans for the public and to preserve and restore historical properties and sites related to African American history and genealogy. The corporation may engage in any lawful act or activities which are lawful for nonprofit corporations in the State of North Carolina and are approved by the Board of Directors from time to time.

ARTICLE III

MEMBERSHIP:

Section 1. Regular Members: The corporation shall have two types of Regular Members, annual members who pay dues every year and lifetime members who pay a one-time fee. Annual dues and lifetime fees shall be set by the Board of Directors from time to time.

Section 2. Membership Requirements: Other than the payment of annual dues or a lifetime fee, there shall be no requirement for membership.

Section 3. Duties of Regular Members: Regular Members shall elect the corporation's Officers who shall also serve as the corporation's Board of Directors as directed by the requirements set forth in ARTICLE IV of these Bylaws.

Section 4. Honorary Membership: The Board of Directors may bestow honorary membership upon individuals at its discretion. Honorary members shall not have voting privileges.

Section 5. Family Membership: Family membership includes one regular member plus one additional regular member from the same household (brother, sister, husband, wife, or other

as determined by the Board of Directors). The Board of Directors shall determine family membership fees.

Section 6. Youth Membership: Youth members may not be over the age of eighteen (18) and shall not be voting members of the corporation. Youth members may serve the corporation in advisory roles as determined by the Board of Directors.

ARTICLE IV

OFFICERS AND BOARD OF DIRECTORS:

Section 1. Election: Regular Members of the corporation shall elect the Officers of the corporation. Officers of the corporation shall serve as members of the Board of Directors of the corporation. Officers shall be elected at the annual meeting of the Regular Members and the Board to be held during the fourth quarter (October, November, or December) of the calendar year. Officers shall be elected by a majority of the Regular Members present at the annual meeting. The date, time and place of the annual meeting shall be determined by the Board of Directors. A candidate for Officer must be nominated by a Regular Member of the corporation and must be a Regular Member of the corporation. In order to vote at the annual meeting, Regular and Lifetime Members must pay their dues two months before the annual meeting/election.

Section 2. General Powers and Duties: The business and affairs of the corporation shall be managed by a group of Officers also known as the Board of Directors. The Board shall: (i) hold meetings at such times and places as it may think proper; (ii) welcome Regular Members and take advice from Regular Members at all of its meetings; (iii) announce the dates, times and places of its meetings to Regular Members and to the public; (iv) appoint committees on particular subjects; (v) set immediate goals for the current fiscal year and long-range plans and goals for future development; (vi) set and revise the corporation's fiscal budget; (vii) devise and carry into execution a fund raising plan and such other measures as it may deem proper and expedient to promote the objectives and purposes of the corporation; (viii) procure the employment of a staff of professional and administrative personnel considered essential to the operation of the corporation; and (ix) otherwise manage the affairs of the corporation. The Board of Directors may adopt any rules and/or take any action with regard to the corporation and/or the Regular Members and/or the Board, so long as any such rules and/or actions are not inconsistent with the Articles of these Bylaws and with these Bylaws as a whole. The Board may appoint a nominating committee for the election of Officers/Board of Directors.

Section 3. Number and Term: The number of Officers constituting the Board of Directors shall be nine (9). Officers shall serve for a term of two (2) years. Terms shall begin on January 1 of the calendar year and shall end on December 31. Officers constituting the Board of Directors shall be elected at the annual meeting of the Regular Members of the corporation during the fourth quarter (October, November, or December) of the calendar year. All Officers of the Board of Directors must be at least twenty-one (21) years of age. Officers must support the

purposes of the corporation, be willing to undertake the duties of the Board of Directors and abide by the Bylaws of the corporation. The Board of Directors of the corporation shall keep an accurate list of the names, contact information, and terms of the Officers of the Board of Directors. The Board of Directors may from time to time appoint ex officio members to the Board. The length of terms of ex officio members shall be determined by the Board. Ex officio members shall not be voting members or Officers of the Board of Directors.

Section 4. Initial Directors: The initial Officers of the corporation and their terms shall be designated in the corporation's minutes. The initial Officers shall be elected as directed by Section 1 of this Article. The individuals who receive the highest number of votes as cast by a majority of the Regular Members present shall be deemed to have been elected. If a candidate for Officer demands, the election of Officers shall be by written ballot. In the event of tie votes, elections shall be determined by the toss of a coin.

Section 5. Resignations: Any Officer may resign from the Board at any time by giving written notice to the President of the corporation, and unless otherwise specified herein, acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies: If the office of one or more Officers of the corporation becomes vacant by reason of death, resignation, disqualification, removal, increase in number of Officers, or otherwise, the remaining Officer or Officers may, by a majority vote, elect an Officer or Officers to fill such vacancy or vacancies. Any Officer chosen to fill a vacancy shall hold office for the unexpired term of his or her predecessor.

Section 7. Salary and Reimbursement: Officers will not receive a salary or other compensation for their services; however, Officers may be reimbursed for expenses as authorized by the Board; and nothing herein contained shall be construed to preclude any Officer from serving the corporation in any other capacity and receiving compensation therefor. Notwithstanding the above, no Officer shall receive any compensation or reimbursement of expenses from the corporation if such receipt would constitute self-dealing under the Code.

Section 8. Committees of the Board: The Board may by resolution designate three or more Officers to constitute an Executive Committee, which shall have and may exercise the authority specified by the Board in such authorizing resolution of the Board in the management of the corporation. The Board may by resolution from time to time create other committees, which shall have and may exercise the authority specified by the Board in such authorizing resolutions, as limited by these Bylaws.

Section 9. Conflict of Interest: Any Officer of the Board of Directors shall disclose to the Board any relationship which he or she may have with any person, corporation or other entity with whom the corporation proposes to enter into any contract or other transaction which will or may result in financial gain or advantage to such Officer by reason of such relationship. If it appears that a Board member has failed to make this disclosure before the corporation enters into such contract or transaction, the Board may remove such Officer by the vote of a simple majority of the Board of Directors then in office at any meeting at which a quorum is present. If any

Officer is so removed, a new Officer may be elected by the Board of Directors at the same meeting or at a subsequent meeting.

Section 10. Code of Conduct: The Board of Directors shall create a code of conduct for Regular Members and/or Officers.

ARTICLE V

MEETINGS OF OFFICERS AND BOARD OF DIRECTORS:

Section 1. Meetings: The Board of Directors shall meet at least once during each calendar quarter of each year on a date and at a time and place in North Carolina to be set by the Board for the purpose of considering and making decisions regarding corporation business. Regular Members of the corporation shall be invited to all meetings of the Board. The annual meeting of the Board, including the election of Officers, shall be held during the fourth quarter (October, November, or December) of the calendar year.

Section 2. Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the President or at least three of the Officers. Such meetings shall be held in North Carolina.

Section 3. Notice of Meetings: Regular and special meetings of the Board shall be held upon at least five (5) days prior notice either in writing, by telephone or via email or other electronic notification. Neither the business to be transacted at, nor the purpose of, any meeting need be specified in the notice or written waiver of notice of such meeting. Attendance by an Officer at a meeting shall constitute a waiver of notice of such a meeting, except where an Officer attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

Section 4. Quorum: More than one-half (1/2), five (5) to be exact, of the number of Officers fixed by resolution pursuant to these Bylaws, elected and holding office, present in person, shall constitute a quorum for the transaction of business at any meeting of the Board. Officers may attend meetings virtually via computer connections.

Section 5. Manner of Acting: Except as otherwise provided in this Section and in these Bylaws, the act of a majority of the Officers present at a meeting at which a quorum is present shall be the act of the Board.

Section 6. Meeting Regulation: The order of business at any regular meeting or special meeting of the Board of Directors of the corporation shall be:

- (i) Call to Order and Welcome
- (ii) Prayer
- (iii) Approval of Minutes and Reading and Disposal of Any Unapproved Minutes
- (iv) Reports of Officers and Committees
- (v) Unfinished Business

- (vi) New Business
- (vii) Open Forum for Regular Members
- (viii) Adjournment

The Board of Directors may change the order of business by majority vote of the members present.

ARTICLE VI

OFFICERS:

Section 1. Number: The corporation shall have a President, a Vice President, a Vice President of Properties & Operations, a Vice President of Development, a Vice President of History and Genealogy, a Secretary, a Financial Secretary, a Corresponding Secretary, and a Treasurer. The corporation shall have additional Vice Presidents, Assistant Secretaries and Assistant Treasurers and other Officers as the Board of Directors may elect from time to time, who shall have powers and duties specified by the Board.

Section 2. Election and Term: The Officers of the corporation shall be elected every two years by the Regular Members of the corporation. The election of Officers shall be held during the annual meeting of the corporation, which shall be held during the fourth quarter (October, November, or December) of the calendar year. Terms of Officers shall begin on January 1 of the calendar year and shall end on December 31 of the calendar year.

Section 3. Resignation and Removal: Any Officer, Regular Member or Agent (elected or appointed) of the corporation may be removed by a vote of seven (7) members of the Board of Directors with or without stated cause. Vacancies resulting from removal or resignation shall be filled by a majority vote of the Board of Directors.

Section 4. President: The President of the corporation shall be its Chief Executive Officer and Chairman of its Board of Directors; and, subject to the control of the Board, shall supervise all affairs and management of the corporation in accordance with the Bylaws. The President shall sign all official documents or instruments of the corporation as authorized by the Board and shall make reports to the Board. The Board may choose to employ an Executive Director who may be assigned responsibility by the Board for some duties of the President and other officers. The President shall preside at all meetings of the Board of Directors. The President shall, with the approval of the Board, appoint committees that are deemed to be necessary from time to time. The President shall perform other duties as assigned by the Board of Directors.

Section 5. Vice President: At the request of the President, or in the President's absence, or because of the President's disability, the Vice President shall perform the duties of the President. Acting as President, the Vice President shall be subject to restrictions provided by the Board of Directors. The Vice President shall perform other duties as assigned by the President and/or the Board of Directors.

Section 6. Vice President of Properties & Operations: The Vice President of Properties & Operations shall manage and oversee the properties owned and leased by the corporation; and shall manage and oversee the day-to-day operations and activities on the corporation's properties. The Board may choose to employ staff to manage properties, operations, and activities; however, the Vice President of Properties & Operations shall continue to generally and directly oversee the work of all employed staff and to perform other duties as assigned by the President and/or the Board of Directors.

Section 7. Vice President of Development: The Vice President of Development shall plan and coordinate all fundraising events and activities of the corporation. The Vice President of Development shall perform other duties as assigned by the President and/or Board of Directors.

Section 8. Vice President of History and Genealogy: The Vice President of History and Genealogy shall work to create and to provide educational, historical, and genealogical resources about African Americans to the public. The Vice President of History and Genealogy shall provide general and/or direct oversight of any museum and archival collection created by the corporation. The Vice President of History and Genealogy shall perform other duties as assigned by the President and/or the Board of Directors.

Section 9. Secretary: The Secretary shall record and maintain the minutes of the Board of Directors of the corporation. The Secretary shall see that all notices are given in accordance with the provisions in these Bylaws. The Secretary shall be the custodian of the records, books, reports, statements, certificates and other documents of the corporation. The Secretary shall perform other duties as assigned by the President and/or the Board of Directors.

Section 10. Corresponding Secretary: The Corresponding Secretary shall work with the Secretary and other officers to collect all mail (postal, electronic or otherwise) and to respond to such mail in a timely manner. The Corresponding Secretary shall work with the Secretary to provide regular notices about the operations and activities of the corporation to all regular members of the corporation. The Corresponding Secretary shall perform other duties as assigned by the President and/or the Board of Directors.

Section 11. Financial Secretary: The Financial Secretary shall work with the Treasurer and other officers to maintain a record of income and expense according to generally accepted accounting practices. The Financial Secretary shall work with the Treasurer to make financial reports to the Board of Directors and shall perform other duties as assigned by the President and/or the Board of Directors.

Section 12. Treasurer: The Treasurer is responsible for handling the funds of the corporation and must maintain a record of income and expense according to generally accepted accounting practices. The Treasurer shall make reports of account balances, changes or corrections at regular and annual meetings of the corporation. The Treasurer shall perform other duties as assigned by the President and/or the Board of Directors.

Section 13. Compensation: Officers or agents of the corporation will not be compensated for their services or expenses unless authorized by the Board of Directors.

Section 14. Bond: The Board of Directors may, by resolution, require any Officer, Agent or employee of the corporation to give a bond to the corporation, with sufficient sureties, conditioned on the faithful performance of the duties of his or her respective office or position, and to comply with such other conditions as may from time to time be required by the Board of Directors.

ARTICLE VII

MANAGEMENT AND FINANCES:

Section 1. Funds: The Board of Directors shall establish such funds as the Board, in its discretion, shall consider desirable to further the purposes of the corporation. The Board of Directors may adopt such rules and policies governing the establishment and maintenance of such funds as the Board may determine, subject to the provisions of the Articles of Incorporation and the Bylaws of the corporation.

Section 2. Administration: The Board of Directors shall manage and administer in all respects the properties and funds of the corporation in accordance with the terms of the Articles of Incorporation creating the corporation, the provisions of these Bylaws, and all applicable laws, upon such terms as the Board of Directors may deem necessary from time to time.

Section 3. Investments: The Board of Directors shall hold, use, manage, administer, and, at its discretion, dispose of the properties of the corporation, and shall collect all incomes, revenues and profits arising therefrom. The funds of the corporation arising through the receipt and collection of incomes, revenues and profits, sale of properties or otherwise, shall be invested in such properties and investments as may be determined by the Board of Directors from time to time to be fit investments for assets of the corporation, and in the making of any investment, the Board of Directors shall not be limited to such investments as may be legal investments for fiduciaries under any present or future statute, decision, or rule of law, but the Board of Directors shall have absolute discretion in the determination of what properties constitute a suitable investment for any assets of the corporation (subject always, however, to NCGS § 55A-1-50).

Section 4. Rejection of Gifts: Any person, firm or corporation shall have the privilege of making grants to the corporation at any time by way of gift, devise, bequest, condition or otherwise; and such additions shall be received, used, and disposed of by the Board of Directors in accordance with the terms of the Articles of Incorporation creating the corporation and any other conditions of the gift; provided, however, that the Board of Directors shall have the power to reject any donation, grant, bequest or devise which in the opinion of the Board of Directors is inconsistent with the purposes for which the corporation was formed.

ARTICLE VIII

CONTRACTS, LOANS AND DEPOSITS:

Section 1. Contracts: The Board may authorize any Officer or Officers, Agents or Agents, to enter into any contract or execute and deliver any instrument on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans: No loans to or from the corporation shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 3. Checks and Drafts: All checks, drafts or other orders for the payment of money issued in the name of the corporation shall be signed by such Officer or Officers, Agent or Agents of the corporation and in such manner as shall be determined by resolution of the Board.

Section 4. Deposits: All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in such depositories as the Board shall direct.

ARTICLE IX

COMMITTEES:

Section 1. Committees: The Board of Directors may establish such committees as it deems appropriate to assist in the management of the corporation. The President may establish committees with the approval of the Board of Directors.

Section 2. Composition: Committees shall consist of at least one (1) Officer, who shall be the Chairperson; unless the Board approves committees consisting of only Regular Members, for which a Regular Member may be Chairperson. Committees shall be appointed annually, if possible, by the President with the approval of the Board. The Board by resolution may create an alternate means of naming committee members.

ARTICLE X

ADVISORY BOARD:

Section 1. Advisory Board: The Board of Directors is authorized to appoint an Advisory Board as it sees fit and to charge it with such functions not directly engaged in the governance of the corporation.

ARTICLE XI

AWARDS:

Section 1. Awards: The Board of Directors of the corporation may create awards so that contributions and/or service to the corporation may be recognized.

ARTICLE XII

GENERAL PROVISIONS:

Section 1. Waiver of Notice: Whenever any notice is required to be given to any Officer or Director under the provisions of the North Carolina Non-Profit Business Corporation Act or under the provisions of the Articles of Incorporation or Bylaws of this corporation, a waiver thereof in writing signed by the individual entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 2. Fiscal Year: The fiscal year of the corporation shall be determined by the Board of Directors.

Section 3. Amendments: Except as otherwise provided herein, these Bylaws may be amended or repealed, and new Bylaws may be adopted by the affirmative vote of two-thirds (2/3) of the Regular Members present at any regular, annual or special meeting. The Board of Directors may recommend to the Regular Membership that the Bylaws be updated in accordance with law or to improve the operation of the corporation.

Section 4. Financial Reports: The corporation, with the cooperation of its Treasurer and other Officers, shall prepare periodic financial reports treating all of the funds which are held by the corporation, either directly or in component parts, as funds of the corporation.

Section 5. Inconsistencies: In case any provision of these Bylaws shall be inconsistent with the Articles of Incorporation, the Articles of Incorporation shall govern.

Section 6. Indemnification: The corporation shall have the power to indemnify to the fullest extent permitted by law any present or former Director, Officer, Employee or Agent, including any person engaged in corporation business through committee service or otherwise (hereinafter an "official"), for expenses and costs (including attorneys' fees and judgements or fines) actually and necessarily incurred by him or her in connection with the defense or settlement of any pending or threatened action, suit or proceeding to which he or she is made party by reason of his or her being or having been such official, except in relation to matters as to which he or she shall be finally adjudged to be liable for willful misconduct amounting to bad faith or gross negligence. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled apart from the provision of this Bylaw. The corporation shall have the power to purchase and maintain insurance on behalf of any person

who is or was an official of the corporation against any liability asserted against such official arising out of his or her status as an official.

ARTICLE XIII

DISSOLUTION:

Section 1. Dissolution: Upon the dissolution or liquidation of the corporation, and after all of its liabilities and obligations have been discharged or adequate provision made thereof, the assets thereof shall be distributed to an organization determined by the Board of Directors to be organized for purposes similar to those set forth in Article II hereinabove.

THIS IS TO CERTIFY THAT THE ABOVE BYLAWS WERE DULY ADOPTED BY A MAJORITY VOTE OF THE REGULAR MEMBERS OF THE AFRICAN AMERICAN HISTORICAL AND GENEALOGICAL SOCIETY OF SURRY COUNTY, INC., EFFECTIVE AS OF _____, 2025.

Secretary of the Corporation

President of the Corporation