

By-Laws
of
The Lower Cape Fear Chapter
of the
National Society of Sons of the American Revolution (SAR), Inc.

The Lower Cape Fear Chapter of the National Society of the Sons of the American Revolution, Inc. having been organized in conformity with the National and State Constitutions does adopt the following bylaws in conformity with the state society bylaws. The chapter is organized as 501(c)3; the EIN is 23-7062884; the Fidelity Account number is Z40-272860. The Chapter North Carolina Secretary of State ID (SoSID) number 0088116 was established 24 Apr 1981.

Article I-Name

The name of the chapter shall be as set forth in the foregoing preamble.

Article II-Objects

The Chapter adopts, endorses and supports the objects of the National Society

Article III-Members

- A. Lower Cape Fear Chapter adopts, endorses the membership requirements of the North Carolina Society
- B. The President of the Chapter may recommend removal of a member for cause to the State Society Board of Managers after a majority vote by the members of the Chapter.
- C. Emeritus and junior members are exempt from paying chapter dues. (Approved 9/3/2015)

Article IV-Officers

- A. The officers are: President, Vice-President, Secretary, Treasurer, Registrar, Chaplain and Historian. All officers shall be elected for a period of two (2) years.

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- B. President-The president provides overall leadership to the chapter in implementing programs to fulfill the purpose of the Chapter in accordance with the policies and guidelines in the bylaws of the Lower Cape Fear Chapter. He approves all financial obligations which exceed \$250.
- C. Vice-President-The vice-president shall assist the President in the discharge of his duties and in the absence of the president from any meeting, shall act as the president and perform the normal functions of the president.
- D. Secretary-The secretary will
 - 1. Keep the minutes and record and conduct the correspondence of the chapter;
 - 2. Notify national, state, and chapter members of election result;
 - 3. Notify national, state, and chapter members of compatriot deaths;
 - 4. Download the current member roster from the national member database and update the national member database with known changes;
 - 5. Send out notices of dues, collect and deposit dues;
 - 6. Provide the Treasurer the required documents to complete the Treasurer's financial documents.
- E. Treasurer-The treasurer will
 - 1. Coordinate with the secretary when dues are deposited;
 - 2. Coordinate with the Registrar when chapter membership fees are deposited;
 - 3. Coordinate with the Social Committee Chairman for collection of fees for each social event.
 - 4. Withdraw funds only by check for payments properly supported by vouchers for the purpose of the chapter;
 - 5. Obtain the Chapter President's signature of approval for payment of obligations that exceed \$250;
 - 6. Prepare financial documents to be presented at all business meetings.
- F. Registrar-The registrar shall investigate the proofs of eligibility of all applicants for membership, require further proof if necessary, and when satisfied, approve and transmit applications and fees to the chapter and the state society.

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- G. Historian-The historian shall collect and file such historical data as may be brought to his attention related to activities of the chapter.
- H. Chaplain-The chaplain shall open and close meetings with such prayers and devotional guidance as is proper. The Chaplain will chair the Memorial committee.

Article V – Meetings

- A. Regular chapter meetings shall take place as follows: George Washington Birthday Celebration in February, Independence Day Celebration and a Yorktown Victory meeting in October.
- B. Online Meetings. If exigent circumstances prevent or make unadvisable a regular face-to-face meeting, the chapter may conduct a meeting using an online audio-video conferencing service. The rules and procedures, including quorum requirements, for meetings held in person apply to such online meetings. No matter requiring voting by a secret, written ballot may be brought before such a meeting. (Approved 6/13/2020)

Article VI – Executive Board

- A. The President, Vice-President, Secretary, Treasurer, Registrar, Chaplain, Historian, and the Immediate Past President will be known as the Executive Board.
- B. The Executive Board shall meet as they deem necessary and shall have full authority to carry out all matters of the Chapter involving the need for prompt action.
- C. The full Chapter membership will be notified of this action - as soon as practical and follow-on discussion will occur at the next Chapter meeting, if required.

Article VII-Committees

At the first regular chapter meeting of each calendar year the President shall appoint the following committees, and such other committees as he deems necessary, all of which shall assist him in carrying out the program of the Executive Board and chapter:

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- a. **Nominating** A three-man nominating committee for officers shall be appointed at the first regular chapter meeting of each year prior to elections. The said committee shall present a slate of officers at the last regular chapter meeting of each year prior to elections. After opportunity is given for nominations from the floor, and unless there is a motion, a second and two-thirds favorable vote to accept the slate or a member of members thereof, a vote shall be taken with two-thirds vote of the members present and in good standing required for election. If any officer shall be frequently absent or inattentive to his duties, he may be removed from office by a two-thirds vote of the Executive Board, who shall then appoint a successor by two-thirds vote of the Board.
 - i. UNCONTESTED ELECTIONS (Amended 6/13/2020) Procedure for Uncontested Elections. If, after the close of nominations, there are no contests for any office or board membership, the presiding officer will declare the nominees elected by acclamation.
 - ii. CONTESTED ELECTIONS AND VOTING ON OTHER MATTERS REQUIRING A SECRET BALLOT WHEN EXIGENT CIRCUMSTANCES PREVENT OR RENDER INADVISABLE REGULAR VOTING. (Amended 6/13/2020)
 - 1. Procedure for Contested Elections and Voting on Other Matters Requiring a Secret Ballot When Exigent Circumstances Prevent or Render Inadvisable Regular Voting.
 - 2. If, after the close of nominations, there is more than one candidate for any office or board position, an election for those offices or positions using the following procedure. A similar procedure will be used for voting on other matters requiring a secret ballot.
 - 3. The elections committee will designate two of its members to function as tabulators and inform the secretary of those so designated.
 - 4. The secretary will (1) provide a list of the email addresses of chapter members to each of the tabulators. For those chapter

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members without email addresses the secretary will provide mailing addresses for each member and (2) send an email message or letter to all members announcing the contested positions, the candidates for those positions, the name and email addresses of the tabulators and a date and time, at least one week before the meeting at which the election is to be held, by which the tabulators must receive email ballots.

5. Upon receipt of the secretary' message, individual chapter members will indicate their choices for the contested positions in an email message or letter addressed to the two tabulators and transmitted on or before the date and time specified in the secretary's message.
 6. After passage of the specified date and time, the tabulators will tally the ballots received to determine those elected to each contested office or board position, the tabulators may rely on the presumption that ballot received from an email address listed in the list of member's addresses was sent by the member listed.
 7. The tabulators will
 - (1) compare their two respective counts of the ballots,
 - (2) resolve any discrepancies and
 - (3) send the election results to the secretary. The tabulators will not divulge how any member voted to anyone except each other.
- b. **Social Program** – Responsible for selecting guest speakers for dinner meetings and establishing the agenda for the social meetings; responsible for establishing the venue and meal selection of all social events; responsible for establishing the venue and meal selection of all social events. Coordinates routine financial matters except for major projects.
- c. **Memorial** (with the Chaplain as chairman) - The Committee also prepares the memorial Resolution for deceased SAR members and encourages the use of the SAR Memorial Certificate. The committee communicates with spouses of deceased SAR members.

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- d. **Finance** -The chapter president will appoint three members to the Finance committee of whom the Chapter treasurer will be one of the members. The Finance Committee is responsible for developing and reviewing fiscal procedures and the annual budget with chapter members. The chapter membership must approve the budget and all expenditures must be within budget. Any major change to the budget must be approved by the Chapter membership. The fiscal year shall be 1 October to 30 September. Annual reports are required to be submitted to the chapter showing income, expenditures, and pending income. The financial records of the organization shall be made available to the membership when requested.
- i. The treasurer is responsible for receiving revenue and paying invoices. All monies received will be deposited into the bank. He will maintain records to show income and expenditures. He will maintain a roster of all members who pay their dues each year. He will maintain a spread sheet showing all revenue and expenditures. The report will be presented at each chapter meeting.
 - ii. The treasurer is responsible for all financial aspects of social events.
 - iii. All invoices exceeding \$250 will be approved by the president by his affixing his signature and date to the invoice before payment.
 - iv. The determination of dues amount will be as recommended by the Finance Committee after development of the annual budget.
 - v. There will be a review of the financial records every two years or if the president and/or treasurer should change. A letter to this affect will be sent to the chapter membership and made part of the chapter records by the secretary. (Approved 6/13/20) (Fiscal Year changed 19 Feb 2021)
- di. **Youth Awards** (*approved 2 May 2014*) - The Lower Cape Fear Chapter shall encourage participation in the SAR Youth Awards Programs. To this end, the Chapter will sponsor the following programs with the awards as shown:
- i. **SAR Poster Contest** – this program is open to students in the 3rd, 4th and 5th grades. Home schooled children are also eligible to participate based on age equivalency to grade level. The Contest is also open to Cub/Brownie Scouts, and members of the Children of the American Revolution (C.A.R.) whose schools may not be participating in the program. The program will follow the guidelines and topics as shown on

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the National website. Winners of the Lower Cape Fear Chapter shall be awarded \$150.00 and their teacher, if the school is participating, shall be awarded \$100.00. a monetary award based on the decision of the Executive Board

- ii. **SAR Brochure Contest** – the contest is open to students in the 6th, 7th or 8th grade. Home schooled children are also eligible to participate based on age equivalency to grade level. The Contest is also open to Cub/Brownie Scouts, and members of the Children of the American Revolution (C.A.R.) whose schools may not be participating in the program. The program will follow the guidelines and topics as shown on the National website. A monetary award based on the decision of the Executive Board. The suggested amount for the winner is \$150.00 and \$100 for the teacher, if the school is participating.
- iii. **Enhanced JROTC Program** – the program shall be conducted following the guidelines of the National Society. The winner of the Lower Cape Fear Chapter shall be awarded a monetary award based on the decision of the Executive Board; the suggested amount for the winner is \$250.
- iv. **Eagle Scout Recognition Program** - the program shall be conducted following the guidelines of the National Society. A monetary award will be awarded based on the decision of the Executive Board; the suggested amount for the winner is \$250.
- v. **George & Stella Knight Essay Contest** - the program shall be conducted following the guidelines of the National Society. A monetary award based on the decision of the Executive Board; the suggested amount for the winner is \$250.
- vi. **Joseph S. Rumbaugh Historical Patriotic Oration Contest** - the program shall be conducted following the guidelines of the National Society. A monetary award based on the decision of the Executive Board; the suggested amount for the winner is \$250

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- vii. **Dr. Tom and Betty Lawrence American History Teacher Award** - the program shall be conducted following the guidelines of the National Society. A monetary award based on the decision of the Executive Board; the suggested amount for the winner is \$100.

Article VIII – Parliamentary Authority

The rules contained in the current edition of Robert’s Rules of Order will govern proceedings of the Society in all cases where those rules are applicable and in which they are not inconsistent with these bylaws and any other special rules of order that the Society may adopt.

Article IX-Amendment of Bylaws

- A. The bylaws that may be added may be amended at any meeting of the chapter by the affirmative vote of two-thirds of the members present, providing notice of such proposed amendment shall be sent to all members at least one (1) week before such meeting.
- B. The above bylaws have been duly submitted to the membership of this chapter in accordance with the terms hereof, and also in accordance with the terms of previous Constitution and Bylaws, and having been approved is declared to be in effect this 19th day of March 2022

Article X-Code of Conduct-and-Conflict of Interest

- A. To preserve the integrity and ensure accountability, the Lower Cape Fear Chapter, National Society of the Sons of the American Revolution (NSSAR) shall adopt and maintain in force and affect a clearly stated Code of Conduct and a Conflict-of-Interest policy. The Code of Conduct and Conflict of Interest policy shall be developed and continually reviewed for compliance with applicable Federal and State laws and “Best practices” by the Executive Board. The Code of Conduct and a Conflict-of-Interest policy shall be adopted annually by the Executive Board. (See attachment)

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- B. Signatories acknowledge receipt of, and compliance with, said Code of Conduct and Conflict-of-Interest policy shall include without limitation, the Executive Board members and George Washington Endowment Foundation committee members. Execution of said Code of Conduct and Conflict-of-Interest policy statement shall be required annually. Approved 3 Aug 2014

Article XI-Commemorations

In commemoration of the Halifax Resolves of April 12, 1776, the Chapter shall annually recognize this event in the form of

- A. notice to membership at the Chapter Meeting immediately preceding this date; and
- B. members of the Chapter shall make notice of this date in the form of Letters to the Editor to local newspapers.

/S/ Jack H Albert
President, Lower Cape Fear Chapter

/S/ John S Wetherington
Secretary, Lower Cape Fear Chapter

Attachment- Lower Cape Fear Chapter, NC SAR Conflict of Interest Statement and Code of Organizational Conduct

24 Sep 24 – Revision of typographical errors; updated the EIN; added Fidelity Account number and the NC Sec of State ID #

Sons of the American Revolution

[] SAR

Conflict of Interest Statement and Code of Organizational Conduct

Section 1. Purpose:

[] SAR is a not for profit, tax-exempt organization. Maintenance of its tax-exempt status is important for both continued financial stability, public and member support. Therefore, the Internal Revenue Service, as well as other regulatory agencies, tax officials and other stakeholders view the policy and operations of the Sons of the American Revolution (SAR) as a public trust, which is subject to scrutiny by and accountable to such authorities as well as its constituents.

Consequently, there does exist between [] SAR and its officers, committee chairmen, executive committee members, committee members, and the general public a fiduciary duty that carries with it a broad and clear duty of fidelity and loyalty. The officers, committee chairmen, executive committee members, and committee members have the responsibility to administer the affairs in an honest and prudent manner, exercising the best skill, abilities and judgment for the sole benefit of the [] SAR. Those persons who serve in leadership capacities shall exercise good faith in all matters and transactions, and shall refrain from practices that allow personal gain or benefit due to knowledge or influence. The interest of the SAR shall be the priority in all decision and actions.

Section 2. Persons Concerned:

This code and statement is intended for all officers, committee chairmen, executive committee members, and others as so determined by the board of managers of [] SAR. All persons who may influence decisions of [] SAR may be added at any time.

Section 3. Areas of Potential Conflict:

Conflicts may arise in relations to officers, committee chairmen, and executive committee members, with any of the following third parties:

1. Persons and firms supplying goods and services to [] SAR.
2. Persons and firms from whom [] SAR leases property or equipment.
3. Persons and firms with whom [] SAR is maintaining or plans to maintain a business relationship that involves the sale of real estate, securities, or other property.
4. Other organizations.
5. Donors and others supporting [] SAR.
6. Agencies, organizations, and associations that affect the operations of [] SAR.
7. Family members, close associates and other employees.

Section 4. Nature of Conflict Of Interest:

A conflicting interest may be defined as an interest, direct or indirect, with any person or firms mentioned in Section 3. Such interest may arise from the following activities:

1. Owning stock or holding debt or other proprietary interest in a third party dealing with []

2. Holding office, serving on the board, participation in management, or being otherwise employed or previously employed with any third party who conducts business or intends to conduct business with [] SAR.
3. Receiving remuneration for services with respect to individual transactions involving [] SAR.
4. Using the time, personnel, equipment, good will or other resources of [] SAR for activities other than approved activities, programs, and functions.
5. Receiving personal gifts, professional opportunities or loans from third-party vendors conducting business or intending to conduct business with [] SAR. Receipt of any gift of cash is prohibited. Gifts with a value of less than \$25 (twenty-five dollars) may be accepted only if the acceptance avoids a discourtesy.

Section 5. Interpretation of Policy:

The areas of conflicting interest listed in Sections 3 and 4 are examples of potential conflicts and may be expanded as situations dictate. All persons who serve in leadership and critical areas of [] SAR shall use best judgment to determine any possible conflicts. The [] SAR Chancellor shall be consulted on any question of this policy.

Persons in leadership positions of [] SAR shall disclose any potential conflict before transactions are consummated. The leadership shall scrutinize all transactions and disclose any activities that are, or have the appearance of, a conflict to the board of managers immediately upon knowledge of such activities.

This policy, once enacted, shall be mandatory for all affected members. Any change of the policy will require a two-thirds affirmative vote of the executive committee and a two-thirds affirmative vote of the board of managers of [] SAR. Such vote will occur at a called meeting of the executive committee and board of managers.

Section 6. Disclosure Policy and Procedure:

Transactions with parties with whom a conflicting interest exists may only be undertaken when all four (4) stipulations are met:

The conflict of interest is fully disclosed.

The person with the conflict refrains from discussion and approval of such transaction.

A competitive bid or comparable valuation exists.

The leadership, executive committee, board of managers, or duly constituted committee determines that the transaction serves the best interest of [] SAR .

Disclosure shall be made to the [] SAR President ([] SAR President-Elect if the [] SAR President is the person in conflict) and the [] SAR Chancellor who shall bring the matter to the Board of Managers for discussion and resolution. Disclosures that involve Executive Committee members shall be made to the [] SAR President and [] SAR Chancellor.

The duly constituted committee shall determine whether a conflict exists. Further, the constituted body shall determine in a fair, just, and reasonable manner if the approval of such transaction with the disclosed conflict best serves the interest and mission of [] SAR.

A [] SAR Conflict of Interest Statement must be signed each year by all officers, committee chairmen, executive committee members, and others as so determined by the board of managers of [] SAR.