

Recommended Bylaw Changes, as approved by the Bylaw Committee, and reviewed by the NCCSSAR BOM January 25, 2025:

Change #1 Article III. Membership

§ 1. Eligibility. Any member of any class in good standing of the National Society is eligible to become a member of the same class in this Society. A member is in good standing if he is not in arrears in payment of dues, and not disqualified by disciplinary action.

§ 4 c. Cause. Membership in the Society may be terminated by disciplinary action as provided in Article XVI.

Discussion: The change is a reference to Article XVI of the Bylaws. It reflects the numbering of Article XVI from Article XV. Articles XV and XVI have been reversed. Adds the phrase, “and not disqualified by disciplinary action.”

Change #2 Article VI. Officers, Delegates and Trustees

§ 1. Officers. The officers of the Society are President, Senior Vice President, five Regional Vice Presidents, Secretary, Treasurer, Registrar, Historian, Chaplain, Genealogist, Webmaster, Chancellor, and Surgeon. The officers serve for a term of one year or until their successors are elected and qualified. The officers serve without compensation.

Discussion: New positions are needed since we have grown in membership. Listed below are the job descriptions for the Chancellor and Surgeon. Those job descriptions will be placed in the NCCSSAR Handbook, Vol. 1, with the other job descriptions for officers. Job descriptions are listed below.

F. Chancellor

The Chancellor is responsible for the State Society’s legal affairs. He shall:

1. Be a member of the North Carolina Bar in good standing.
2. Shall render opinions on such questions of law or involving the Bylaws and Policies of the State Society or of the National Society, as may be referred to him by any officer of the State Society or by any chapter of the State Society.
3. Shall review resolutions and Bylaw and policy changes in accordance with such policies and guidelines as the State Society may establish.
4. Shall be responsible for reviewing all corporate filings and contracts.
5. Shall be point of contact for the State Society to National Society’s Chancellor General and its Legal Advisory Committee.
6. Shall be the legal advisor to the State Executive Committee and shall be a member of the State Society’s Risk Management and Ethics Committees.
7. Perform such additional duties as may be assigned by the President.

L. Surgeon

The Surgeon shall be a practicing Doctor of Medicine or Osteopathy or one who has special training in first aid and cardiopulmonary resuscitation (CPR). He shall:

1. Provide medical care and advice for any Compatriot needing such care during State Society functions.
2. Shall be the medical advisor to the Executive Committee and shall chair the State Society's Medical Advisory Committee.
3. Shall be the point of contact for the State Society to the National Society's Surgeon General and Medical Advisory Committee.
4. Make regular reports to the members regarding relevant public health matters.
5. Perform such additional duties as may be assigned by the President.

Change #3 Article VI § 5. Election.

§ 5. Election. Members in good standing in attendance at the Annual Meeting as defined in Art. IX § 4, will elect the officers and delegates by a secret ballot in a contested election. Election requires a majority of votes cast. Absentee and proxy votes are not allowed.

Discussion: Verbiage is redundant so "provided that there is a quorum" is removed. Current Article IX of the Bylaws states that to conduct business at the Annual Meeting requires a quorum.

Change #4 A Article VIII. Board of Managers

§ 1. Composition. The Board of Managers (the Board) of the Society comprises the officers, the National Trustee, Chapter Presidents, Past State Presidents, the Past National Trustees and Society Committee Chairmen and Officer Assistants, if any.

§ 2. Authority. The Board is the governing body of the Society. At times other than the Annual Meeting, the Board may fill vacant officer positions for the remainder of unexpired terms. The members of the Board may suspend for cause any officer of the Society.

§ 3. Quorum and Voting. The presence of 20 percent of the Board at a meeting of the Board constitutes a quorum. No substantive business may be conducted in the absence of a quorum. Each member of the Board has one vote. A Chapter President may designate a member of his chapter to attend a Board meeting in the President's absence and cast a vote for the chapter. A State Committee Chairman may designate a member of his committee to attend a Board meeting in the Chairman's absence and cast a vote for the committee. Such members must register with the Secretary before casting a vote.

Discussion: Suspension of an Officer will now be handled by the process outlined in Article XVI of the Bylaws. The following sentence will be omitted from the present Bylaw. "A vote to suspend an officer must be by secret ballot and by a two thirds majority of the Board members present".

Change #4 B Article IX. Society Meetings

§ 4. Quorum and Voting.

a. The presence of members in good standing of at least 50 percent of the chapters shall constitute a quorum. No substantive business may be conducted absent the presence of a quorum. When there is a quorum present, an act of a majority of the members present is the act of the Society, except where another provision of these bylaws prescribes a greater majority.

Discussion: This recommendation eliminates the three percent of the membership of the NCSSAR from the quorum requirement for the Annual Meeting. As long as 50% (currently fifteen chapters) are represented, then business can be conducted. All NCSSAR members in good standing attending the meeting can vote.

Change #5 Article XV. Code of Conduct

§ 1. Establishment. The Society will maintain a **Code of Conduct Policy** that is consistent with the Code of Business Ethics and Conduct, the Conflict of Interest and Code of Organizational Conduct Policy, and other relevant policies of the National Society, which will apply to all members. Modifications to the Policy will be approved by a two-thirds (2/3) vote of the Board of Managers.

§ 2. Compliance. Members of the ExCom Board and the Finance, Financial Review, Investment, and George Washington Endowment Foundation committees will execute a statement of agreement to comply with the Code of Conduct Policy annually.

Discussion: This Bylaw, Article XV, and Article XVI have been reversed; "Code of Conduct and Conflict of Interest" has been renamed to simply "Code of Conduct" for both the Bylaw title and the required Policy; "and other relevant policies of the National Society" is added; that it applies to all members is specifically stated; BOM approval of the Code of Conduct Policy is defined.

Code of Conduct now precedes Discipline. They have the same intent as what was discussed and voted on at the 2024 Annual Meeting and are consistent with National Society Policies as they apply to NCSSAR.

Change #6 Article XVI. Discipline

§1. Establishment. The Society will maintain a **Discipline, Procedure, and Due Process Policy** that is consistent with relevant policies of the National Society. Modifications to the Policy will be approved by a two-thirds (2/3) vote of the Board of Managers.

§2. Ethical Standards. A Compatriot may be charged for: (1) violating the NCSSAR Code of Conduct Policy; or (2) for rendering himself unworthy of membership by engaging in felonious conduct, misdemeanor conduct involving moral turpitude, or conduct disloyal to the ideals or prejudicial to the interests of the Sons of the American Revolution.

§3. Reporting Compatriot Violations of Ethical Standards.

a. Compatriots with information regarding the conduct of another, that may support the proffering of charges pursuant to §2 above, should provide such information to the NCSSAR President. The report of information must: (1) be submitted in writing; (2) be signed and dated by the Compatriot providing the information and (3) contain an affirmative statement that the facts presented are true, accurate, and complete to the knowledge of the Compatriot, and (4) contain signed statements of the asserted facts from knowledgeable individuals if the Compatriot did not possess personal knowledge of the asserted facts. If a complaint alleges a violation by the NCSSAR President, the written complaint shall be submitted to the NCSSAR Senior Vice-President in lieu of the NCSSAR President, in which case all actions required by the NCSSAR President set forth below shall be performed by the NCSSAR Senior Vice-President.

b. A Compatriot shall not bring a complaint, or assert allegations against or by another Compatriot, unless such complaint, and/or allegations are well grounded in fact and warranted by NCSSAR's governing instruments. The filing of a frivolous and groundless complaint may constitute a violation and make the filing party subject to an ethics complaint.

§ 4. President. It is the responsibility of the NCSSAR President to ensure that any complaints are properly handled and referred as provided for in this Bylaw and the NCSSAR Discipline, Procedure, and Due Process Policy. The State President may, upon due consideration of a written report or complaint that in the President's judgment does not constitute a possible violation of any provision set forth in §2 of this Bylaw, dismiss the report or complaint, and notify the complainant of the decision. Otherwise, he may act as follows:

a. Appoint an investigator to investigate the facts of the report or complaint;

b. Acting within the limits of his powers as NCSSAR President, resolve the matter without the necessity of any further action;

c. The President may appoint a State Ethics Committee to investigate and recommend a sanction, if appropriate. If the State Ethics Committee recommends a sanction, the State President must transmit that recommendation to the Board of Managers.

§ 5. State Ethics Committee. The State Ethics Committee will be appointed and operate in the manner prescribed by the Discipline, Procedure, and Due Process Policy. They will report their findings to the President.

§ 6. Board of Managers. Whenever a report or complaint results in a recommendation for a sanction from the State Ethics Committee, the Board of Managers must review and approve that recommendation. The authority to impose a sanction for an ethics violation rests entirely with the Board of Managers, except where otherwise provided. When the NCSSAR President transmits the

recommendation for a sanction from the State Ethics Committee, the Board of Managers must review the entire record including:

- (a) the report or complaint and the response by the subject as well as any other written statements of the parties,
- (b) the investigation report,
- (c) the recording of the hearing conducted by the State Ethics Committee and
- (d) the report and recommendation of the State Ethics Committee.

The review of a recommendation from the State Ethics Committee will be taken up by the Board of Managers in a closed meeting where only the members of the Board of Managers, the members of the State Ethics Committee, the subject and his attorney or advocate (if applicable), and any other investigators or personnel who participated in the State Ethics Committee hearing are present. The proceeding before the Board of Managers is a review only and is not another hearing with testimony and argument. However, the Board of Managers may ask questions to clarify any issues raised in the hearing.

a. The Board of Managers may accept, reject, or modify in whole or in part, the sanctions recommended by the State Ethics Committee. The Board of Managers may also impose a different sanction if they feel it is appropriate. Except as otherwise set forth below, the vote to sanction a compatriot based on an ethics violation must be by a majority vote of the Board of Managers present and voting. When the Board of Managers votes to impose a sanction for an ethics violation, they must notify the subject within 10 days of the vote of the sanction.

b. The Compatriot may have waived his right to a hearing and accepted a sanction offered by the State Ethics Committee. This must be approved by a two-thirds (2/3) vote of the Board of Managers present and voting.

c. If the Board of Managers votes to expel the Compatriot from the NCSSAR, that expulsion requires a two-thirds (2/3) vote of the members of the Board of Managers present and voting. The Executive Committee of the National Society must review each expulsion from a state society. Upon a vote by the Board of Managers to expel a compatriot, the NCSSAR Secretary will transmit a copy of the minutes of the Board of Managers meeting where the expulsion occurred as well as a copy of the NCSSAR Bylaws and Policies where the discipline rules for member discipline are found. Additionally, the NCSSAR President must state the factual basis of the expulsion and certify that the action by the NCSSAR was in accordance with those NCSSAR rules.

d. In the event the Board of Managers votes to expel the subject, the expulsion will be effective upon the expiration of the time in which the subject can appeal that determination. If the subject should appeal his expulsion, he shall automatically be considered as suspended from all NCSSAR meetings and activities pending the outcome of his appeal.

e. If the sanction involves probation those terms shall be set by the Board of Managers, including, but not limited to, length of probation, constructive or rehabilitative steps and reinstatement conditions. At the conclusion of the probationary period, the Board of Managers may reconvene to determine whether the probation should be rescinded, or if additional corrective action is necessary, or if the member should be expelled. A member who fails to comply with the probation terms may be expelled subject to

the provisions of this Bylaw. Unless additional action is taken by the Board of Managers the probation will expire as per the conditions originally set.

f. If the sanction involves a suspension or prohibition of participation in NCSSAR activities, the Board of Managers may reconvene to determine whether the suspension should be rescinded, extended, or modified, or if additional sanctions should be imposed. Unless additional action is taken by the Board of Managers, the suspension will expire as per the conditions originally set.

g. If the sanction is to suspend or expel the subject, NCSSAR may rightfully report that the subject is not in good standing if asked by another state society.

§ 7. Appeal. An expulsion imposed by the Board of Managers shall be final, provided that a Compatriot may appeal his expulsion to the next Annual Meeting of the NCSSAR by written notice to the President within ten (10) days of the date he receives his notice of the sanction imposed by the Board of Managers. The hearing would be held at the next Annual Meeting and will be presided over by the State President or his designee. Such appeal before the Annual Meeting will follow the format outlined in Section 6 of this Bylaw. Expulsion from the NCSSAR requires the affirmation by a two-thirds (2/3) vote of the delegates present and voting at the Annual Meeting. The only matter that can be appealed from the Board of Managers to the members of the NCSSAR at the next Annual Meeting is the expulsion of the subject.

§ 8. Temporary Suspension of Officer. Any Elected Officer, Appointed Officer or Director may be removed through the disciplinary proceedings as provided for in this Bylaw. Notwithstanding the foregoing, an Officer or Director may be suspended from office pending an investigation and/or hearing. During this temporary suspension, the President shall appoint another member to fulfill the duties of the suspended officer. An Officer or Director may be suspended from office if: 1) an extended absence is continuous and detrimental to the interests of NCSSAR, or 2) substantial evidence is found that the subject has damaged, destroyed, converted, neglected, misappropriated, embezzled or stolen NCSSAR property, real or personal, or NCSSAR funds, or 3) has engaged in conduct or activity that brings discredit to the Sons of the American Revolution. The Board of Managers has the authority to temporarily suspend an Officer or Director and may do so by majority vote.

§ 9. Roberts Rules of Order. The provisions regarding disciplinary procedures contained in the most recent edition of *Robert's Rules of Order* as such as may be applied by the procedures set forth in this Bylaw, shall govern the investigation and hearing of any charges brought pursuant to §2 of this bylaw.

§ 10. Notices. All time periods for notices and for actions to occur, where stated, are intended to encourage the timely processing of ethics complaints. Since most hearings will have to occur during state meetings where all necessary participants are present the timeline of the investigation and hearings should be scheduled for the convenience of the participants.

Discussion: This Bylaw, Article XVI, and Article XV have been reversed; BOM-approved Discipline, Procedure, and Due Process Policy has been created to contain the procedures of the State Ethics Committee.

Code of Conduct now precedes Discipline. They have the same intent as what was discussed and voted on at the 2024 Annual Meeting and are consistent with National Society Policies as they apply to NCSSAR.

Change #7**Article XVIII. Amendments**

These bylaws may be amended by the vote of two-thirds (2/3) of the members present at a meeting of the Society providing that the Secretary has sent notice of the proposed amendment to all members at least one week before such meeting. If exigent circumstances prevent or render inadvisable a regular vote to amend, a procedure similar to that contained in Art. VI §6 or §7 will be used to approve bylaw amendments.

Discussion: This is not a change, just a clarifying statement for two-thirds.

Change #8**Article XIX. Miscellaneous**

§ 2. Means of Effecting Notice. Notices prescribed in these Bylaws, including notices of regular and special Society and Board meetings, dues notices, meeting minutes and the like, may be communicated via email messages or USPS First Class Mail, unless otherwise specified in these Bylaws or by Policy.

Discussion: This eliminates the USPS as the primary means of communication with and among membership. Email is to be considered as equal to USPS.