

AMENDED VERSION ADOPTED

December 30, 2018

**BY-LAWS OF
BEN FRANKLIN SOCIETY**

ARTICLE I — NAME AND PURPOSE

Section 1 — Name: The name of the organization shall be the Ben Franklin Society (“Society”). It shall be a non-profit organization incorporated under the laws of the State of North Carolina.

Section 2 — Purpose: The Society is organized exclusively for charitable, educational, literary and scientific purposes. In a non-political and non-religious manner, Society members will perform independent and collaborative research to enhance the educational, cultural and economic development of Franklin County by leveraging its natural and historic resources. *[added 12/30/2018]*

Section 3 — Background: The Society honors the spirit and lifetime of Benjamin Franklin - namesake of Franklin County North Carolina – to “find practical effective solutions to real problems”. The Society will support individual and collaborative research efforts; communicate the importance and relationship of such Projects to the future of Franklin County; foster synergy with other Society projects and ongoing County initiatives; pursue funding as needed to support research projects; and provide communication, collaboration and coordination support of all Society activities.

ARTICLE II — NON-PROFIT STATUS

Section 1 — Conformance: The Board shall conduct all corporate acts in accordance with the North Carolina Nonprofit Corporation Act ("Act"), as amended, and with all state and federal laws and regulations which may be necessary to obtain tax-exempt status under applicable state and federal law. The By-Laws shall be maintained at the Corporation's principal office in North Carolina as required by the Act.

Section 2 — Non-Discrimination: The Corporation shall fully comply with all applicable anti-discrimination laws, rules, and regulations.

Section 3 — Dissolution: In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations (having purpose similar to those described herein) which themselves are exempt as organizations described in section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue law.

ARTICLE III — OFFICES

Section 1 — Location: The principal office of the corporation in the State of North Carolina shall be located at 1973 Rocky Ford Road, Kittrell, NC 27544 (in Franklin County). The corporation may have such other offices within the State of North Carolina, as the board of directors may designate, or as the business of the corporation may require from time to time.

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ARTICLE IV — MEMBERSHIP

Section 1 — Eligibility for membership: Application for voting membership shall be open to any person who supports the Purpose statement in Article I, Section 2 and participates in a Society project, either non-research or research type. Membership is granted after completion and receipt of a membership application and pledge to pay annual dues. Continued membership is contingent upon maintaining up-to-date membership dues and Society project participation.

Section 2 — Member Categories: The Society shall enroll members in the following categories: Corporate Sponsor (non-voting), Non-Profit (non-voting)[*added 11/6/2011*], Group (non-voting)[*added 12/27/2015*], Individual (1-adult; voting), Family (2-adults; voting), Associate (1-adult, non-voting), Student/Children (non-voting), Guest (non-voting; attend one event per year) [*modified 12/7/2009, 12/27/2015*], and Emeritus (1-adult, voting) [*added 10/6/2013*] with the following guidelines: Nomination by any active member to the Board of Directors who approve such member status change; qualification criteria include: age greater than 75 years and significant contribution to success of the Society; benefits include: deferment of annual dues and award of a certificate of appreciation at a regular membership meeting.

Section 3 — Annual dues: The amount for each Member category shall set each year by a majority vote of the members present at the Annual Meeting.

Section 4 — Rights of members: Each Individual and Family member has one vote on all matters raised for a vote at a Society meeting.

Section 5 — Responsibilities: In an independent manner, voting members must individually or collaboratively participate in either a research or non-research Society project. As well, members agree to be supportive of all other Society research projects. Communication and collaboration are understood to be central to the mission of all Society activities. [*modified 12/7/2009*]

Section 6 — Resignation and termination: Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued.

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ARTICLE V – MEMBER INTERNET SERVICES

Section 1 — Other Services: The Society may provide other Internet services as they become available and can further the mission of the Society.

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ARTICLE VI — MEETINGS OF MEMBERS

Section 1 — Regular meetings: Regular meetings of the Society shall be held semi-annually, at a designated date, time and location [*modified 11/6/2011, 12/27/2015*]. Visual status reports (PowerPoint presentation or equivalent) will be presented by members for all Active Society Projects. New Research Proposals may be submitted, and upon a 2/3 vote of members present, accepted to become an active Research Project. Members may bring any matter up for a vote of the Society. Guest speakers are normally scheduled for these meetings. [*added 12/27/2015*]

Section 2 — Annual meetings: An Annual meeting of the members shall be held coincident with the December Annual Open House [*added 12/20/2018*] meeting. At the Annual meeting the members shall: 1) Set the dues for the following year by majority vote, 2) Recognize the accomplishments of the Society and its members, 3) Discuss the direction of the Society for the coming year, 4) Vote on Board of Director membership, and 5) Vote upon other matters of importance to the future success and vitality of the Society.

Section 3 — Special meetings: Special meetings may be called by the board of directors or by a petition signed by ¼ of the Society membership. No other business but that specified in the petition may be transacted at such special meeting without the unanimous consent of all present at such meeting.

Section 4 — Notice of meetings: E-mail notice and website posting of each meeting shall be provided to each Society member, not less than two weeks prior to the meeting. If possible, print notice will be provided in Franklin County newspapers.

Section 5 — Format: The normal order of business at a meeting of the Society shall be: 1) Introductions and comments by the President, 2) Read and approve the Minutes, 3) Guest Presentations - if any, 4) Active research project status reports, 5) Non-research project status reports, 6) Old business, 7) New business, and 8) Adjournments

ARTICLE VII — VOTING

Section 1 — Standard: All matters of importance to the Society will be subject to a vote. All matters will be decided by majority vote of those present unless otherwise specified in the By-Laws.

Section 2 — Quorum: A quorum consists of the members present at any Society Meeting for votes to take place and motions to pass.

Section 3 — Methods: At all meetings, members shall vote by voice. Hand counts shall be used to confirm the outcome of a vote if necessary. Email and telephone (proxy) voting may be employed to address urgent matters in a timely way.

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ARTICLE VIII — BOARD OF DIRECTORS

Section 1 — General Powers: The board is responsible for overall policy and direction of the association and delegates responsibility of day-to-day operations to Society officers, Society projects and staff. The board of directors shall hire and fix the compensation of any and all employees or contractors, which they in their discretion, may determine to be necessary for the conduct of the business of the organization.

Section 2 — Size and Qualifications: The board shall consist of at least five persons. Other board members may be added for the continued growth and success of the Society. The directors shall hold office until their successors shall have been elected and qualified by the Board of Directors. The directors need not be residents of the State of North Carolina and need not be employees of the corporation.

Section 3 — Compensation: The board receives no compensation other than reasonable expenses. Such payment shall not preclude any director from serving the corporation in another capacity and therefore receive compensation.

Section 4 — Terms: All board members shall serve two-year terms, but are eligible for re-election.

Section 5 — Meetings and notice: The board shall meet at least annually, at an agreed upon time and place. Meetings may be called by the Chairperson by notice emailed, mailed or telephoned to each member of the Board not less than forty-eight (48) hours before such meeting.

Section 6 — Quorum: A quorum must be attended by at least fifty percent (50%) of board members for business transactions to take place and motions to pass.

Section 7 — Board elections: New directors and current directors shall be elected or re-elected by the Society members at the annual meeting.

Section 8 — Election procedures: Any Society or Board member can nominate a candidate to the Board of Directors.

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ARTICLE IX — OFFICERS

Section 1 — Number: The officers of the corporation shall be a president, a secretary, and a 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. Officers must be directors of the corporation.

Section 2 — Election and Term of Office: The officers of the corporation to be elected by the board of directors shall be elected annually by the board of directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided.

Section 3 — Removal: Any officer or agent may be removed by action of the board of directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4 — Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section 5 — President: The president shall 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 of the business and affairs of the corporation. He or she shall, when present, preside at all meetings of the board of directors. He or she may sign, with the secretary or any other proper officer of the corporation thereunto authorized by the board of directors, deeds, mortgages, bonds, contracts, or other instruments which 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 these By-Laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all the duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

Section 6 — The Secretary: The secretary shall: (a) keep the minutes of the proceedings of the board of directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation, if any; (d) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the board of directors.

Section 7 — The Treasurer: The treasurer shall: (a) have charge and custody of and be responsible for all funds and securities 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 selected in accordance with the provisions of Article VII of these By-Laws; and (c) in general perform all of the duties as from time to time may be assigned to him by the president or by the board of directors. The fiscal year of the Corporation shall be January 1 - December 31 but may be changed by resolution of the Board of Directors.

Section 8 — Salaries: The salaries of the officers shall be fixed from time to time by the board of directors and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation.

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ARTICLE X — CONTRACTS, LOANS, CHECKS, DEPOSITS and RECORDS

Section 1 — Contracts: The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. The board of directors may pass resolutions from time to time which limit the authority of persons to act on behalf of the corporation.

Section 2 — Loans: No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instance.

Section 3 — Checks, Drafts, etc: All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness 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 from time to time be determined by resolution of the board of directors.

Section 4 — Deposits: All funds of the corporation not otherwise employed 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 may select.

Section 5 — Records: Correct books of account of the activities and transactions of the Corporation shall be kept at the office of the Corporation. These shall include the minute book which shall contain a copy of the Certificate of Incorporation, a copy of the By-Laws, and all minutes of the meetings of the Board of Directors.

ARTICLE XI – CONFLICT OF INTEREST

Section 1 — Awareness: The Society is aware that in the process of fund allocation by its management, employees, members of the board of directors, instances may arise which have the appearance of a conflict of interest or appearance of impropriety.

Section 2 — Resolution: To avoid conflicts of interest or the appearance of impropriety, any individual who may benefit, directly or indirectly, from the Society's disbursement of funds shall abstain from participating in any decisions or deliberations by the entity regarding disbursement of funds.

ARTICLE XII - INDEMNIFICATION

Section 1 — Statement: Every member of the Board of Directors, officer or employee of the Corporation may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

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ARTICLE XIII – RESEARCH PROJECTS

Section 1 — Purpose: The Society is a diverse collection of research projects that are independently organized and executed by Society members. Projects may be performed by a single member or a team of collaborating members. Each project will select one team leader. The work product of a project must provide future benefit to Franklin County.

Section 2 — Lifecycle: Candidate Research Projects begin as a Proposal for consideration and acceptance by a $\frac{3}{4}$ Society membership vote. A standard Society Project Proposal form is completed for this purpose. Projects maintain state throughout their existence: [P]roposal/Pending, [A]ctive, [I]nactive, [D]ropped or [C]ompleted. All projects must be one year or less. Complex project proposals will be broken into a series of such smaller research projects.

Section 3 — Budgeting: Item purchases that may be required to complete a research project are noted when proposed. Such items normally would be donated; however, if not, items and may be purchased from monies derived from membership dues, donations, grants etc. All such purchased items become Society property.

Section 4 — Work Products: Every project has a pre-defined set of deliverables – tangible results in the form of a report, map, article, database etc. – and become available for full use of the Society. To encourage independent collaboration and continued research both within and outside of the Society, in no manner is the future use of any research project deliverable by a project team member (whether still a member or not) constrained.

Section 5 — Reporting: All Active research projects must make a Visual Project Status Presentation to the Society at each Regular Meeting. Communication and collaboration are the trademarks of the Society. Society meetings are understood to be highly interactive.

ARTICLE XIV — NON-RESEARCH PROJECTS

Section 1 — Formation: The board may create non-research projects (traditionally committees) as needed, for special Society purposes as: grant writing, fundraising, public relations etc. Members may participate in non-research projects to satisfy Society membership requirements.

Section 2 — Nature: Non-research projects function like research projects and report to the Society membership at Regular Meetings; however, the deliverables are for internal Society purposes only, the duration will normally span more than 12 months, and no mentoring relationships are permitted.

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ARTICLE XV — RESEARCH PROJECT GRANT AWARD PROCESS^[added 3/8/2013]

Section 1 — Formation: BFS has thus far relied upon dues and external grant sources to fund Research Projects. A clear policy is needed to forego future issues that may arise regarding openness, fairness and conflict of interest now that we are actively raising funds with Franklin BreadWorks.

Section 2 — Principle: Beyond reserves for normal operating expenses, *it is not the intent of this organization to retain funds*; rather, to adequately support ongoing Research Projects so they may achieve their stated objectives in a timely manner.

Section 3 — Process Step 1 of 4 (by Research Project Manager): Grant Applications (a simple form) may be submitted at any Regular Quarterly Meeting with copies provided to both the Grant Award Committee and Board of Directors. Only active BFS Research Projects may apply. Research Projects may have other concurrent funding sources. Funding will only be considered for a one year (four quarter) period. A decision regarding funding will be made by the next Regular Quarterly Meeting (barring unforeseen circumstances).

Section 4 — Process Step 2 of 4 (by Grant Award Committee): A new Grant Award Committee (Non-Research Project) will be created by the Board of Directors to consist of at least (3) *eligible* BFS Members confirmed by the Board of Directors. *Eligibility* requirements are: 1) No Board of Director Members; 2) Only voting BFS Member categories; and 3) Committee Members who manage or collaborate with a Research Project Application under consideration must abstain from deliberations. The Grant Award Committee will arrange to meet with the Applicant to discuss the Research Project and details of their funding request. Funding amounts and Research Project objectives must be confined to a one year (four quarter) period. Funding-level requests must be related to measurable results. Successive Grant Applications may be made in future years to sustain continued Research Project efforts.

Section 5 — Process Step 3 of 4 (by Grant Award Committee): Grant Award decisions rest solely with the Grant Award Committee. A 2/3 majority Committee vote is needed to Award a Grant. The Committee must provide written recommendations for each Application – together with a decision to Fund (or not), the amount to fund for the upcoming year, and any other relevant considerations and understandings to the Board of Directors.

Section 6 — Process Step 4 of 4 (by Board of Directors): The Board of Directors solely decide the Funding Levels of all Grant Awards, but not whether a specific Research Project is funded or not. If available funds are limited, then proportional fund allocation among Applicants may be granted; however, the Board of Directors may elect *not* to fund any Projects for the Quarterly Grant cycle under consideration. All Grant Funding Award decisions will be announced at a Regular Society Quarterly Meeting. ^[Inserted 11/13/2014] To minimize bureaucracy, yet maintain the objectives stated in Sections 1 & 2 above, Grant Applications of \$500 or less per year will be handled by the Board of Directors only, while all other Grant Applications will be processed by the Grant Award Committee as described.

Section 7 — Grant Award Accounting: Research Project Grant-related expense documentation must be submitted to the BFS Treasurer for approval and payment by check only. No reimbursement monies will be disbursed made payable to Cash.

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ARTICLE XVI — AMENDMENTS*[modified 3/8/2013]*

Section 1 — Purpose: These By-Laws may be amended when necessary by 2/3 vote of the Membership and adoption by the Board of Directors. Proposed amendments must be submitted to the Secretary to accompany regular meeting announcements.

CERTIFICATION

These By-Laws were modified and approved at a meeting of the Society membership and adopted by the Board of Directors on December 30, 2018.

President / Date

Secretary / Date