

BYLAWS

ARTICLE I Officers

SECTION 1. The officers of the Society shall be a President, a First Vice President, a Second Vice President, a Secretary, an Assistant Secretary, a Treasurer, an Assistant Treasurer, a Marshal, an Historian, a Registrar, an Assistant Registrar, a Chaplain, and a Headquarters Adjutant, all of whom shall be elected at the Annual Meeting in each year and shall hold office for one year or until their successors are elected and qualify. (Effective with the Spring Meeting, 2018, the offices of First and Second Vice President will be eliminated and only one Vice President shall be elected.)

SECTION 2. Upon the death, resignation, or other permanent inability of any of the above named officers to perform adequately the duties of office, the proper assistant officer shall succeed forthwith to the vacant office, assume its title, and perform its duties during its unexpired term or until a successor to said officer shall be duly elected and qualified at an appropriate meeting of the Society.

SECTION 3. However, in case the President and Vice President have died, resigned, or are otherwise permanently unable to serve as above set forth, the Secretary, or in his default the Treasurer, Assistant Secretary, or Assistant Treasurer (in the order named) shall act as President pro tem, in addition to his other duties. Whereupon, it shall be his immediate duty to call a Special Meeting of the Standing Committee to fill all vacant offices as hereinafter provided.

SECTION 4. All permanent vacancies in all elective offices of the Society may be filled by the Standing Committee by majority vote of those members present and voting at a Special Meeting called for that purpose.

Each officer so appointed shall thereupon assume the title and duties of his office for its unexpired term or until a successor to said office shall be duly elected and qualified at a meeting of the Society.

The President shall serve not more than three successive terms. After an interval of one year he is eligible for reelection.

SECTION 5. In case any officer is temporarily absent or otherwise unable to perform adequately the duties of his office, the proper assistant officer shall perform the duties of said office as an acting officer until his superior is able once more to resume his duties.

ARTICLE II Annual and Special Meetings

SECTION 1. The Annual Meeting of the Society shall be held in the spring on such day and month as may be designated by the Standing Committee. Notice of the time, place, and designated day of each Annual Meeting of the Society shall be given by the Secretary by mail to every member of the Society at his last recorded address.

Any and all matters of business except the amendment of bylaws, which is governed by the provisions of Article XXI, may be considered at the Annual Meeting without specific mention in the notice of said meeting.

SECTION 2. Special meetings of the Society may be called by the President, or by direction of the Standing Committee, to consider specific matters.

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SECTION 3. Notice of time, place, and purpose of all special meetings of the Society shall be given by the Secretary by mail or email to every member of the Society at his last recorded address.

SECTION 4. Thirty members shall constitute a quorum for all meetings of the Society.

SECTION 5. Robert's Rules of Order shall govern the proceedings at all meetings of the Society.

ARTICLE III Standing Committee

SECTION 1. The Standing Committee shall consist of the officers and four other members of the Society, to be elected at the Annual Meeting and to hold office until their successors are duly elected and qualified. The President of the Society shall be chairman of the Standing Committee ex officio. The Secretary of the Society shall be Secretary of the Standing Committee ex officio. The North Carolina member and alternate member of the Standing Committee of the General Society and the North Carolina directors of the Society of the Cincinnati, Incorporated, shall be ex officio members of the Standing Committee, and all Past Presidents shall be members of the Standing Committee for life.

SECTION 2. The Standing Committee shall superintend the affairs of the Society and have control of the expenditure of the income of the Society and all principal including the Permanent Fund. The Standing Committee shall have all of the powers, duties, and authority provided to the board of directors of a nonprofit corporation provided by Chapter 55A of the North Carolina General Statutes. It shall hold meetings at such times and places as it may determine, but at least once a year.

It shall be authorized to extend relief from the income of the Permanent Fund to members or their families or to descendants of deceased members who may be under the necessity of receiving it, provided that during any one year not more than twenty percent (20%) of the income of the previous fiscal year from such fund shall be so applied.

It shall approve and pass on all applications of admission to the Society and recommend the election of such applicants as it deems entitled and worthy.

It shall make a report to the Society at each Annual Meeting of all applications for membership, for such final action in each case as the Society may determine.

It shall keep a record of its proceedings, which shall be open to inspection by any member of the Society.

It shall appoint such sub-committees as it may deem necessary.

It shall have power to fill any office or position which shall become vacant by death, resignation, or otherwise, such appointments to continue until the office or position is filled by vote of the Society, subject always to the provisions of Article 1.

SECTION 3. Any and all meetings of the Standing Committee may be called at any time by the President, or in his absence by the Secretary of the Society.

SECTION 4. It may authorize and instruct the Treasurer to sign or endorse in the name of the Society, all deeds, stocks, bonds, notes, or other instruments or papers for the sale or purchase of property or securities belonging to or to be acquired by the Society subject to the provisions of these Bylaws, especially those governing the hypothecation and sale of real property.

SECTION 5. It shall have the right and authority to consider and interpret any provision of these bylaws at any regular or special meeting, and a decision of a majority of the members present and voting at any such meeting shall be final.

SECTION 6. The Standing Committee may appoint an Assistant Marshal, one or more Genealogists, and such other positions as it shall deem necessary.

ARTICLE IV
Nominations and Elections

SECTION 1. Prior to the Annual Meeting of the Society, the President shall appoint a Nominating Committee to nominate a slate including Officers of the Society, the members of the Standing Committee, five Delegates and five Alternates to the General Society, a member of the Standing Committee of the General Society and an alternate member of said committee, and a member of the Nominating Committee of the General Society. Nominations may also be made from the floor.

SECTION 2. A majority vote on these nominations and also on the election of new members (hereditary, elected successor member, or honorary) shall elect, except in the case of new members, when five negative votes shall reject any application for membership. If an application is rejected, it will be referred to the Standing Committee for further consideration.

ARTICLE V
President and Vice-President

SECTION 1. The President shall preside at all meetings of the Society.

SECTION 2. The President shall have the power in case of necessity to act on behalf of the Standing Committee as provided in Article III, Section 2, in relation to vacancies between times of meeting of the Standing Committee.

SECTION 3. In the absence of the President, the Vice-President shall preside; if both the President and the Vice-President be absent, the meeting shall elect a chairman pro tem.

ARTICLE VI
Secretary and Assistant Secretary

SECTION 1. The Secretary shall keep the records of all meetings of the Society, and shall have the custody of the books, papers, and records belonging to his office. He shall have the custody of the seal and diplomas of the Society. He shall keep a full and complete roll of members, showing date elected, full name and address, date notified of election, and full name, rank and services of each propositus. He shall take charge of the insignia of the Society and issue the same.

SECTION 2. He shall give notice of all meetings of the Society to its several members according to the several provisions of these bylaws.

SECTION 3. The Assistant Secretary shall assist the Secretary in the performance of the duties of that office, and in the absence or disability of the Secretary he shall act in his stead, in accordance with and subject to the provisions of Article I.

**ARTICLE VII
Treasurer and Assistant Treasurer**

SECTION 1. The Treasurer shall receive and receipt for all moneys, deeds and other evidences of property belonging to the Society arising from the interest or income of the Society's funds, or other sources of revenue.

He shall deposit all moneys so received by him on account of the Society in the name and to the credit of the North Carolina Society of the Cincinnati in such North Carolina depository or depositories as are approved by the Standing Committee.

His accounts shall be open to inspection by the Standing Committee at any time on reasonable notice.

He shall present a report annually and account for all moneys received and paid out by him during the fiscal year.

He shall pay out the moneys belonging to the Society on the order of the Standing Committee according to the provisions of these bylaws.

When so directed by the Standing Committee, in accordance with and subject to the provisions of these bylaws, especially those governing the hypothecation or sale of real property, he shall endorse the name of the Society on all deeds, bonds, stocks, and evidences of indebtedness.

SECTION 2. The Assistant Treasurer shall assist the Treasurer in the performance of the duties of his office, and in the absence or disability of the Treasurer he shall act in his stead in accordance with and subject to the provisions of -Article I.

**ARTICLE VIII
Indemnification**

The Society in its capacity as a corporation, and without imposing any liability whatsoever on its individual members, shall indemnify and hold harmless its officers, members of the Standing Committee, directors, and delegates against any liability for their actions on behalf of the Society in their official capacities; provided, however, the Society shall not indemnify any such person against liability for wanton, willful, malicious, or criminal misconduct on his part.

**ARTICLE IX
The Permanent Fund**

SECTION 1. The Permanent Fund shall consist of cash, securities, and other assets comprising:

- (a) All funds designated as corpus on July 1, 1976 and all funds which have been added to the corpus since then.
- (b) All initiation fees.
- (c) All legacies not otherwise restricted.
- (d) All other funds which shall be voted a part of the Permanent Fund by the Society.

SECTION 2. The Permanent Fund shall be considered as an endowment fund and shall be regarded as a sacred trust for the purposes indicated in the Institution, and the income only there from shall be available for the current uses and expenses of the Society; that is to say, the principal shall not be used for any other purposes than that of an endowment fund or hypothecated without the approval of the Society as a whole expressed by a majority of members present and voting at the Annual Meeting or at a special meeting called for that purpose, according to the provisions of these bylaws. The Permanent Fund shall use the total return method in calculating income. The total return method is the return on an investment, including income from dividends and interest, as well as appreciation or depreciation (realized or unrealized) in the price of the security, over a given time period. This method appropriately puts the focus on the long-term growth of the Permanent Fund. Thus, the Permanent Fund shall be invested for maximum total return within acceptable risk parameters, without distinction between income and asset appreciation.

To calculate the total return of the Permanent Fund, the market value is measured over the most recent 20 calendar quarters, and a percentage of the average of those values is declared as income. At the spring and autumn meetings, the Standing Committee shall approve the percentage to be taken during the forthcoming semi-annual period, but in no event shall the semi-annual rate exceed 2.5%.

SECTION 3. The Standing Committee shall be the Trustee of the Permanent Fund.

SECTION 4. The Trustee shall be charged with the investment of the Permanent Fund.

SECTION 5. All funds and securities or other evidences of property shall be in the name of the North Carolina Society of the Cincinnati except that the said Trustee in its discretion may employ and deliver funds, securities and other evidences of property to a custodian or safekeeping account in a bank or trust company, and such securities and evidences of property may, if so deposited, be registered in the name of the nominee of such bank or trust company, or unregistered, or in such form as will pass by delivery.

The Trustee of the Permanent Fund, at its discretion, shall authorize and instruct the Treasurer to sign or endorse in the name of the Society, all deeds, stocks, bonds, notes or other instruments or papers, for the sale or purchase of property or securities belonging to or to be acquired by the Society expressly under the control of the Trustee of the Permanent fund.

SECTION 6. The funds and securities of the Permanent Fund, shall be in the custody of the Trustee of the Permanent Fund, and it shall provide for their safekeeping.

SECTION 7. The Treasurer shall report to the regular meetings of the Standing Committee the condition of the Permanent Fund.

ARTICLE X **Auditing of Accounts**

The accounts and vouchers of the Treasurer and the accounts and securities of the Permanent Fund shall, at the end of the fiscal year, be submitted to an independent Certified Public Accountant for the examination and audit of these accounts, vouchers, and securities. The report of this examination, together with the reports of the Treasurer and of the Trustee of the Permanent Fund, shall be presented at the Annual Meeting of the Society.

ARTICLE XI
Admission of Members

SECTION 1. By the Institution the persons entitled to become members of the Society were declared to be as follows:

“All the Officers of the American Army, as well as (1) those who have resigned with honor after three years’ service in the capacity of Officers, or (2) who have been deranged [honorably retired] by the Resolutions of Congress upon the several reforms of the Army, or (3) those who have continued to the end of the war, have the right to become parties to this Institution; provided that they subscribe one month’s pay and sign their names to the general rules in their respective State Societies, those who are present with the Army immediately and others within six months after the Army shall be disbanded, extraordinary cases excepted; the rank, time of service, resolution of Congress by which any man may have been deranged, and place of residence must be added to each name; and as a testimony of affection to the memory and the offspring of such officers as have died in the service, their eldest male branches have the same right of becoming members as the children of the actual members of the Society.”

The officers hereinafter called Propositi, who were elected members of the Society under the Institution as above given, became the Original Members of the Society.

In 1854 the General Society passed the following resolution, making descendants of officers (Propositi) who did not become Original Members eligible to membership:

“Resolved, That each State Society shall have the full right and power to regulate the admission of members, both as to the qualification of the members and the terms of admission; provided, that admission be confined to the male descendants of Original Members, or of those who are now members (including collateral branches as contemplated by the original constitution); or to the male descendants of such officers of the Army or Navy as may have been entitled to admission, but who failed to avail themselves thereof within the time limited by the constitution; or to male descendants of such officers of the Army or Navy of the Revolution as may have resigned with honor or left the service with reputation; or to the male collateral relatives of any officers who died in service without leaving issue.”

To be eligible for representation in the North Carolina Society of the Cincinnati a Propositus must have served as a commissioned officer under Continental command between the Battle of Lexington (April 19, 1775) and the Treaty of Paris (September 3, 1783) and must have resigned with honor or left the service with reputation, or must have died of a wound or infirmity sustained during the war while under Continental command or have been permanently incapacitated by such a wound or infirmity.

If an officer of the militia, he must have been assimilated into the Continental Line, either individually or as an officer of a militia unit so assimilated; all other requirements shall be the same as for regular officers under Continental command.

Since the Institution of the Society of the Cincinnati contemplated that officers would belong to the Societies of those states in which they actually resided, the North Carolina Society of the Cincinnati also will admit to membership otherwise acceptable descendants of qualified officers resident in North Carolina who served in the Continental Navy, in the military of other states or of France, or on the staff of a General Officer in Continental service.

The succession and admission to membership in the North Carolina Society of the Cincinnati descends from the ancestor, who was an officer, in the eldest male line to the eldest male descendant, according to the rules of primogeniture at the common law.

Only one person at a time shall be competent to be elected as the hereditary representative of a Propositus, who was either an Original Member, or who was entitled to become an Original Member of the Society, according to the Rules of 1854.

The following rules and principles are ordinarily observed in considering applications:

- a. Direct descendants shall be preferred to collaterals.
- b. Among direct descendants the male line is to be preferred to the female line.
- c. When the direct male line is extinct, and there are male descendants through intervening female lines, the Society may select the representative from among such male descendants.
- d. When there are not direct descendants, the eldest collateral branch is chosen according to the rules of primogeniture at the common law.
- e. The claims of descendants in the female line shall be determined according to the same rules which govern priority in the male line, as far as applicable.
- f. Waivers from those having prior rights to the applicant may be accepted, and the failure of any eligible person having knowledge of the existence of his claim to apply within a reasonable time may be treated as a waiver thereof.
- g. Where a vacancy exists, or the officer has never been represented, the Society may select a representative from among the descendants.

The right of admission and succession to membership is not absolute, but subject to the judgment of the Society, as to whether the applicant is deemed worthy of becoming its supporter and member. The law of inheritance confers only the privilege to be voted for, and the Society reserves the right to choose such one as seems to it best fitted to promote its ends, according to the Institution. Members must be at least twenty-one years of age.

The President shall appoint a Membership Committee comprised of three members to serve at his pleasure. Names of the individuals on the Membership Committee shall be known only to the President. It shall be the duty of the Committee to determine whether an applicant is deemed worthy of becoming a supporter and member of the Society under the provisions of the preceding paragraph and shall report its findings directly to the President.

SECTION 2. An application for admission must be made upon the proper blank, addressed to the Standing Committee, and substantiated by references to public records, genealogies, and family records to prove both the descent and record of service. Inquiries should be addressed to the Registrar. All genealogical expenses incurred by the Society to verify the eligibility of the applicant for membership shall be paid by the applicant and shall not be refundable.

SECTION 3. As the Society for the support of the principles to which it is pledged may justly require its membership to be kept full, it may, upon satisfactory evidence that an eligible person has had knowledge of his claim and neglected to apply within a reasonable time, treat it as a waiver of the claim. The Society may admit any descendant of the original member at its discretion, or a collateral representative. This provision applies to both hereditary and endowed rights.

SECTION 4. The Standing Committee shall periodically set the amount of the initiation fee and genealogical fee which must be paid before an applicant can become a member of the Society. Membership fees shall be nonrefundable. All initiation fees shall be contributed to the Permanent Fund of the Society.

SECTION 5. When a membership has been permanently endowed, the right of the member so endowing shall henceforth be incontestable by any person claiming a superior right or by this Society, and such endowing member shall henceforth be regarded as a Propositus; provided, that nothing herein shall be construed as requiring the Society to accept any individual whom it regards as unqualified for any reason; provided, further, that if an endowed right is not claimed within two years of the death of the member occupying such right, or within two years after the majority of an eligible claimant, the Standing Committee in its discretion may by appropriate resolution declare such endowment void and the right vacant.

SECTION 6. On or after January 1, 1984, the Society will accept no new permanent endowed memberships; provided, those rights which are presently endowed will continue as such endowed rights in accordance with the provision of Section 5 of this Article.

SECTION 7. Election to membership or as an elected successor member in the Society carries with it the obligation to support the Society by participation in the Society's meetings and activities and by financially supporting the Society with annual contributions. Members and elected successor members are expected to support the Society's charitable purposes by making annual contributions to the Society in order to remain in good standing as active members.

Article XII

Successors and Elected Successor Members

SECTION 1. A hereditary member may designate a successor subject to the provisions of these Bylaws and the Institution. Nothing herein shall be construed or deemed to prevent the Society in its unrestricted discretion from refusing to accept any person designated as a successor.

SECTION 2. A designated successor who has reached the age of 21, with the approval of the hereditary member, may apply for admission as an elected successor member. The same standards, requirements, and procedures governing applications for hereditary members shall apply to applicants for elected successor membership, and an applicant for elected successor membership shall pay the same fee as charged an applicant for hereditary membership at the time of his application, which fee shall be contributed to the Permanent Fund. This application shall be addressed to the Secretary of the Society and must include references to public or family records and genealogies establishing the applicant's relationship to the designator's Propositus in form acceptable to the Society.

Section 3. A duly elected successor member shall be entitled to all the privileges of hereditary membership except that he shall hold no elective office in the Society, he shall not be entitled to wear the Eagle or Rosette of the Society but may wear such other Ribbon as the Standing Committee shall approve, and he shall have no vote.

Section 4. At the death, resignation, or expulsion of his designator, an elected successor member, by application, may become a hereditary member.

If an elected successor member should fail to exercise his right to hereditary membership within 18 months, and fail to pay such fee, if any, as set by the Standing Committee, he shall forfeit his successor membership. However, the Standing Committee may extend this deadline for good and sufficient reason.

C. The Secretary shall use best efforts to notify the elected successor member of his eligibility to become a hereditary member and the designated successor of his eligibility to apply for hereditary membership.

Section 5. In the case of application by a designated successor under an existing endowed right to become a duly elected successor member, no application fee shall be required.

ARTICLE XIII Honorary Members

The admission of honorary members, for life only, shall be confined to those who shall be eminent lineal descendants or representatives of those who were distinguished by high military or civil virtues and services in the Revolutionary War or to those who have otherwise distinguished themselves. An honorary member shall have no vote, and no one shall be admitted to honorary membership except upon the recommendation of the Standing Committee. An honorary member shall hold no office, elective or otherwise.

ARTICLE XIV Expulsion

SECTION 1. Should any member or successor member of the Society conduct himself in a manner inconsistent with that of a gentleman or man of honor, or in opposition to the interests of the community in general or the Society in particular, such that his conduct is deemed to render him unworthy to continue as a member, charges in writing shall be preferred against him, signed by no fewer than three members. Such charges shall at once be referred to the Standing Committee, which shall appoint a committee of three or more members to inquire into the facts, and this committee shall make a full report in writing to the Standing Committee of their findings. Should the report of the committee show the charges substantiated, then the Standing Committee shall set a time and place for a hearing, a notice of which shall be sent to the member impeached, and said member shall have the right to appear in person and by counsel at the hearing. Should the charges be sustained, the Standing Committee shall report the case in full to the next meeting of the Society. A three-fifths vote of the members present shall be necessary for expulsion.

SECTION 2. On the expulsion of any member or successor member, his name together with his profession or vocation and place of residence, shall be transmitted to the General Society and to the several State Societies.

ARTICLE XV Seal

The Society shall have a seal, two inches in diameter, and which shall comprise thereon the insignia of the Society, viz.: an eagle displayed, bearing on its breast the obverse of the medal of the Society with the motto, *Omnia reliquit servare rempublicam*, surrounding the same; above, thirteen stars in a semi-circle; beneath, on a scroll, the motto of the Society, *Esto perpetua*; around the whole, the legend, *North Carolina Society of the Cincinnati, Instituted MDCCLXXXIII*. The Secretary shall be the custodian of the seal.

ARTICLE XVI **Insignia and Diploma**

SECTION 1. The Eagle and Ribbon of the Society constitute heirlooms and should pass by inheritance and descent to the successor who is elected a member of the Society.

No person, other than a member, shall be entitled to wear the Eagle or Ribbon of the Society.

SECTION 2. Every member, upon his admission to the Society, may purchase a diploma to be signed by the President of the Society and countersigned by the Secretary.

ARTICLE XVII **Order of Business**

1. Roll Call.
2. Prayer by the Chaplain or some other member designated for this purpose.
3. Reading of the Immutable Principles of the Society.
4. Reading of the Minutes of the previous meeting.
5. Communications.
6. Reports.
 - a. Officers.
 - b. Standing Committee.
 - c. Special Committees.
 - d. Applications for Membership.
7. Election of Members.
8. Nominations and election of Officers, Standing Committee, Delegates and Alternates to the General Society, Member of the Standing Committee and Board of Directors of the General Society and Alternate.
9. Stated Business.
10. Unfinished Business.
11. New Business.
12. Necrology.
13. Adjournment.

ARTICLE XVIII **Members of Other Constituent State Societies**

The members of other Constituent State Societies residing in North Carolina may be sent notices of the meetings of the Society, and when they attend, their names will be noted on the minutes as being present, but they shall have no vote.

The North Carolina Society of the Cincinnati, in accordance with the policy adopted by the General Society of the Cincinnati, will not transfer any of its members, or release any North Carolina Propositi, to any other Constituent State Society.

ARTICLE XIX
Permanent Roster

SECTION 1. The Secretary shall provide a book entitled Permanent Roster of the North Carolina Society of the Cincinnati and have inscribed therein the names of all persons who are now or have ever been members of this Society, with the year of their admission and the name and rank of the officers represented by them and the year of their death.

ARTICLE XX
Statutory Requirements

Notwithstanding any other provision of these Bylaws, no Director, Officer, agent, employee or representative of the Society shall take any action or carry on any activity by or on behalf of the Society that is not permitted to be taken or carried on by an organization exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws as an organization described in Section 501(c)(3) of the Code, or by an organization to which contributions are deductible under Sections 170(a)(1) and 170(b)(1)(B) of the Code as an organization described in Section 170(c)(2) of the Code.

ARTICLE XXI
Amendments to Bylaws

These bylaws may be altered or amended, or a new bylaw may be made, on the recommendation of the Standing Committee, by a two-thirds vote at the Annual Meeting of the Society or at a Special Meeting of the Society expressly called for that purpose according to the provision of Article II, Section 2. The call for a meeting at which bylaws are to be amended shall state the substance of the amendments proposed, notice of which meeting shall be mailed or emailed by the Secretary to each member of the Society at his last recorded address or email address not later than thirty days before the meeting.

As amended through 5 November, 2016.