

**BY LAWS OF  
THE OLD DEPOT ASSOCIATION, INC.  
AMENDED AND ADOPTED 2005**

**Article I - Name of Organization**

Section 1. The name of the corporation is The Old Depot Association, Incorporated.

Section 2. The Old Depot Association, Incorporated, hereinafter referred to as the Association is organized under Chapter 55A of the General Statutes of North Carolina Articles of Incorporation being recorded in the office of the Buncombe County Register of Deeds on the 3rd day of November, 1976.

Section 3. The period of duration of the corporation shall be perpetual.

Section 4. Purposes. The Corporation is organized and is to be operated exclusively for charitable and educational purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code of 1954 including:

- A. The restoration of The Old Railroad Depot in Black Mountain, NC and the use thereof as a cultural center for the Swannanoa Valley.
- B. The offering of classes and instructions to interested members of the public in art, music, art appreciation, crafts and handicrafts. Such classes and instructions shall be available to all without regard to their race, creed, national origin, sex or age.
- C. The use of corporate assets and properties for such other charitable and educational activities as the Board of Directors may determine, all to be in accordance with the restrictions of Section 501 (c)(3) of the Internal Revenue Code and Section 170 (c)(2) of the Internal Revenue Code.
- D. The solicitation of funds for charitable activities carried on by the corporation.
- E. Notwithstanding any of the provisions of this Article, this corporation shall not carry on any activities not permitted to be carried on (a) a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue law or (b) a corporation, contributions to which, are deductible under section 170 (c)(2) of the Internal Revenue Code of 1954 or any future United States Internal Revenue law.

**Article II - Offices.**

Section 1. The principal office of the corporation shall be located at The Old Railroad Depot, Town of Black Mountain, and Buncombe County, North Carolina. The corporation may have such other offices as the Board of Directors may determine.

### **Article III – Membership**

Section 1. Any individual, institution, agency or organization interested in promoting the purposes of The Association is eligible for membership.

Section 2. The Association shall have classes of membership as designated by the Board of Directors. Honorary membership shall be granted for one year and said membership shall be bestowed upon anyone who, in the opinion of the majority of the Board of Directors, has rendered an outstanding contribution in support of the purposes for which the Association is organized. Honorary members shall not be assessed dues. The Board of Directors may elect to exchange memberships with other non-profit agencies without payment of dues.

Section 3. Each current, paid member shall be entitled to one vote at all occasions where balloting is conducted.

Section 4. Annual dues - The Board of Directors shall determine the amount of initiation fee, if any, and annual dues payable to The Association by all members, and shall give appropriate notice to these members.

Section 5. Payment of Dues - Membership dues may be paid at any time and will be due for renewal on April 1 of each year.

Section 6. Default and Termination of membership - When any member of any class is in default in the payment of dues for a period of one year from the beginning of the period for which such dues became payable, the membership may be terminated by the Board of Directors.

### **Article IV - Meetings of the Membership**

Section 1. A. There shall be at least one meeting of membership each year. The Annual meeting shall be held in May of each year.  
B. Each meeting of the membership shall be called by the Board of Directors and shall be announced by written notice posted in a conspicuous place at The Old Railroad Depot in Black Mountain, North Carolina, not later than fourteen days prior to said meeting, and by written notice to all members not later than five days prior to said meeting, said notice shall specify the date, time and place of the meeting.

Section 2. At the annual meeting of the membership, the presiding officer shall report or cause to be reported the business and transactions of the Board of Directors at all prior meetings and shall conduct whatever business the presiding officer deems necessary.

Section 3. The membership having been duly notified in advance, business can be transacted at the meeting by those present.

Section 4. Roberts rules of Order shall provide the operating procedure for each general membership meeting.

Section 5. Special meeting may be called by a majority of the Board or by petition to the president by one-third of the membership.

#### **Article V - Board of Directors**

Section 1. The affairs and business of The Association including the power to contract for goods and services, shall be managed by a Board of no more than 15 Directors elected by the general membership. Each member of the Board of Directors shall have one vote. The following matters, however, shall be ultimately decided by the general membership:

- A. Dissolution
- B. Temporary suspension of these By-Laws.

Section 2. The Board of Directors has the authority to employ an Administrator and any other personnel needed to operate the organization.

Section 3. Each director shall be elected for a three-year term and may serve two consecutive terms if renominated and reelected. Thereafter the individual must be off the Board for at least one year before becoming eligible for election to the Board. The past president may serve on the Board in an advisory capacity for at least one year following that term as president if not eligible to continue on the Board as a voting member.

- A. The election of Directors shall take place at the annual meeting of the general membership. A slate shall be presented by the nominating committee and nominations may be made from the floor.
- B. All Directors shall serve until their replacements have been elected and installed.
- C. Board vacancies that occur between annual meeting may be filled at any meeting of the Board by a majority vote.
- D. Resignations from the Board must be submitted in writing to the president.
- E. Elections of Board members at the annual meeting shall be by secret ballot. Board members shall be elected by a majority of the votes cast.

#### **Article VI - Meeting of the Board of Directors**

- Section 1. The Board of Directors shall meet at least ten times per year. At the close of each of these meetings, the Board shall determine the time, place and date of the next Board meeting.
- Section 2. The president of The Association shall serve as presiding officer and shall conduct the meetings of the Board of Directors, the Executive Committee and of the general membership.
- Section 3. Board meetings, in addition to those set out above, may be called either by the president or by a majority of the Directors currently serving.
- Section 4. Any elected Director who is absent without excuse from three consecutive Board meeting may be replaced by an appointee chosen by the Board to serve out the Director=s term.

#### **Article VII - Quorum**

- Section 1. The attendance of a majority of Directors at any regular or special meeting shall constitute a quorum for the transaction of business.

#### **Article VIII - Officers**

- Section 1. The Board of Directors shall, within thirty days following each election, meet to elect a President, Vice President, Secretary and Treasurer.
- A. Officers shall be chosen from among the Board of Directors.
  - B. Election of each officer shall be by majority vote of the Board of Directors.
  - C. Election results shall be posted at The Old Depot as soon as practicable after each election.
  - D. The elected officers shall serve until successors are elected and installed. Any officer may be removed as an officer by a vote of two thirds of the serving Directors and a replacement installed at once.
  - E. Any officer who resigns or is unable to continue to fulfill the duties of the office shall be replaced by a majority vote of the Board of Directors.
- Section 2. Duties of the officers:
- A. President:
    - 1. To serve as the chief administrative officer of the Association
    - 2. To conduct any business and make any decisions for which the Board may provide.
    - 3. Call and conduct meetings of the general membership, the Board of Directors, The Executive Committee and shall be a non-voting member.

B. Vice President

1. Will assume the duties of President in the absence of the President.
2. Will assume other duties as designated by the Board.

C. Secretary:

1. Will keep accurate minutes of all meetings of the Board of Directors and of the general meeting and place these on file at the office of The Association as soon as possible.
2. Attend all Board meetings and general meetings or provide for a replacement should the secretary be unable to attend.
3. Attend to all correspondence, subject to the approval of the Board, and present all communications received to the Board and/or general membership.

D. Treasurer:

1. Prepares the annual budget.
2. Heads Financial Committee and prepares monthly financial statements for presentation to the Board.
3. Points out at each Board meeting any deviation from the planned budget.
4. Cooperates with the Board and staff to control all expenditures.

**Article IX - Executive Committee**

Section 1. The Executive Committee of the Board of Directors shall consist of the officers as outlined in Article VIII - Officers, and the past President.

Section 2. The Executive Committee has the authority to handle The Assoc. business between Board meetings to be approved by the Board of Directors.

**Article X - Committees**

Section 1. There shall be four standing committees of The Association, each committee chaired by a Director of the Board. These committees are Financial, Education, Gallery, and Buildings and Grounds. Other standing committees may be established or dissolved, as the Board deems necessary.

A. Financial

1. Financial Committee members:
  - a. Treasurer as chairperson
  - b. The Gallery manager
  - c. At least 2 members appointed by the Assoc. Board of Directors.

2. Financial committee will verify and check expenditures etc., i.e. checkbooks, bank statements and computer bookkeeping program, here after, called financial review.
3. Two members of the committee will review and sign the end of month report. This review will take place after the crafter checks are written and before the financial reports are submitted to the board.
4. The Financial committee will meet as a whole quarterly to review any questions, changes or concerns.

Section 2. Adhoc Committees may be appointed by the President, with the approval of the Board of Directors, to perform such functions and make such reports as the President and/or the Board shall determine. Any adhoc committee shall be dissolved upon the completion of its assigned duties.

Section 3. The current President of the Association shall be ex-officio, a member of each committee functioning during the Presidents term.

#### **Article XI - Bonding**

Section 1. Officers and staff authorized to sign checks or legal documents may be bonded in the amount set by the Board of Directors, a said amount to be determined upon the employment of an administrator or thereafter as the Board sees fit.

#### **Article XII - Fiscal Policies**

Section 1. The Association shall have a fiscal year beginning March 1 ending the last day of February of the following calendar year.

Section 2. An accounting shall be filed by the Treasurer with the Board at the last regular Board meeting of each fiscal year.

Section 3. The Board shall consider and set forth a proposed budget for the following fiscal year during or prior to its last regular meeting each fiscal year.

Section 4. Borrowing of money whether secured or unsecured may be undertaken by the Board if the period contemplated for repayment does not extend beyond the fiscal year in which the borrowing takes place. Any loan for a greater period must have prior approval of the general membership.

Section 5. The Board of Directors has the power to refuse or accept any offered contributions to the Association.

### **Article XIII - Dissolution**

Section 1. The decision to call a vote of the general membership on the question of dissolution of The Association is exclusively a decision of the Board of Directors.

Section 2. Any calling of a vote of the general membership on the question of dissolution must be done at a regularly scheduled meeting of the general membership and only after the intention to call the question has been published with the notice of the general meeting.

Section 3. In the event of the dissolution of this corporation, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organization described in section 501 (c)(3) and 170 (c)(2) of the Internal Revenue Code of 1954 or the corresponding provisions of any future law of the United States, or to the federal government or a state government for exclusively public purposes.

### **Article XIV - Amendments**

Section 1. The decision to call a vote of the general membership on the question of amending these by-laws or the Articles of Incorporation is exclusively a decision of the Board of Directors.

Section 2. Any proposed amendments may be submitted in writing to the Board of Directors at any time prior to any regularly scheduled Board meeting.

Section 3. Should the Board decide to propose any amendments to these by-laws or the Articles of Incorporation, it shall present the proposal(s) to the Board of Directors at a regularly scheduled meeting and shall be voted on at that meeting. Passage of said amendments(s) shall be upon the vote of two-thirds of those present and voting.

### **Article XV - Suspension of By-Laws**

Section 1. If it shall appear necessary to the President or the presiding officer at any Board meeting to suspend the operation of these By-laws, the President or presiding officer may so move and said motion shall be effective upon the two-thirds majority vote of those members present and voting. Provided, however, that said motion shall specify the period of said suspension and said period shall not extend beyond the adjournment of the meeting wherein the motion is presented.