

June 2015



Sons of the Revolution

In The State of North Carolina

Sons of the Revolution
in the
State of North Carolina

Corporate Governance
Manual

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Policy and Procedure Conventions

In order for the Policy and Procedures Manual of the Sons of the Revolution in the State of North Carolina (SRNC) to be effective it must be clearly written and easily understood by all the members of the society. Its purpose is to state, in a concise and brief format, the policies and objectives of the organization that will be required to achieve the desired level of completeness.

Definitions:

Policy - A definite course or method of action to guide and determine present and future decisions. It is a guide to decision making under a given set of circumstances within the framework of corporate objectives, goals and management philosophies.

Procedure - A particular way of accomplishing something, an established way of doing things, a series of steps followed in a definite regular order. It ensures the consistent and repetitive approach to actions.

SRNC – refers to the Sons of the Revolution in the State of North Carolina.

Board – refers to the SRNC Board of Directors.

Sample Format

The following sample format shall be used within this Policy and Procedures Manual:

Policy: It shall be the policy of the SRNC that on an annual basis officers and Directors will read the Code of Conduct and Conflict of Interest Policy and sign the 'Code of Conduct and Conflict of Interest Affirmation Form'.

Purpose: To inform Directors and Officers of SRNC the expectations of SRNC with regards to conduct and interests.

Scope: This policy shall be applied to all Directors and officers of SRNC.

Procedure: It shall be the policy of SRNC that on an annual basis after Elections, that all officers and Board members (new and old) read the Code of Conduct and Conflict of Interest Policy and sign the 'Code of Conduct and Conflict of Interest Affirmation Form'.

Enacted: The method and date the policy was enacted

Code of Conduct and Conflict of Interest Policy

Policy: **Statement of Expectations**

Each Board member is expected to adhere to a high standard of ethical conduct and to act in accordance with the Sons of the Revolution in the State of North Carolina (SRNC) Mission and Core Values. The good name of SRNC depends upon the way the Board and staff conduct business and the way the public perceives that conduct. Unethical actions, or the appearance of unethical actions, are not acceptable. Board members are expected to be guided by the following principles in carrying out their responsibilities. Note, however, that this Code summarizes such principles and nothing in this Code should be considered as limiting duties, obligations or legal requirements with which the Board members must comply.

Loyalty: Board members should not be, or appear to be, subject to influences, interests or relationships that conflict with the interests of SRNC. Board members shall act so as to protect SRNC's interests and those of its members, assets and legal rights, and Board members shall serve the interests of SRNC over those of any other person or group or constituency of SRNC.

Care: Board members shall apply themselves with seriousness and diligence to participating in the affairs of the Board and its committees and shall act prudently in exercising management oversight of SRNC, and shall be attentive to legal ramifications of his or her and the Board's actions.

Inquiry: Board members shall take such steps as are necessary to be sufficiently informed to make decisions on behalf of SRNC and to participate in an informed manner in the Board's activities.

Prudent Investment: Board members shall avoid speculation with SRNC's assets by giving primary consideration to the probable income and probable safety of SRNC's capital assets and the relation between SRNC's assets and its present and future needs.

Compliance with Laws, Rules and Regulations: All Board members shall comply with all laws, rules and regulations applicable to SRNC.

Observance of Ethical Standards: Board members must adhere to high ethical standards in the conduct of their duties. These include honesty and fairness.

Purpose: To inform Directors and Officers of SRNC the expectations of SRNC with regards to conduct and interests.

Scope: This policy shall be applied to all Directors and officers of SRNC.

Procedure: It shall be the policy of SRNC that on an annual basis after Elections, that all officers and Board members (new and old) read the Code of Conduct and Conflict of Interest Policy and sign the 'Code of Conduct and Conflict of Interest Affirmation Form'. Failure to affirm shall result in removal from office.

Enacted: **June 2015**

Code of Conduct and Conflict of Interest Affirmation

I have read the Code of Conduct and by signing below, I attest that I understand and will follow the Code of Conduct to the best of my ability. I also attest that I have read the Conflict of Interest Policy and at this time have no conflicts, or potential conflicts. I shall declare any possible conflict of interest prior to any discussion during the course of my tenure if a conflict or potential conflict arises as stated by the Conflict of Interest Policy.

Signature and Date

President,	_____
President Emtrs,	_____
Vice President,	_____
Secretary,	_____
Treasurer,	_____
Registrar,	_____
Historian,	_____
Chaplain,	_____
Chancellor,	_____
Color Guard Capt,	_____
Director,	_____
Director,	_____
Director,	_____
Director,	_____
Director,	_____
Director,	_____
Director,	_____
Director,	_____
Director,	_____

Board of Directors e-Mail Voting Policy

Policy: This policy documents a procedure for following an e-mail voting process for the SRNC Board of Directors.

Purpose: Whereas the members of the SRNC Board of Directors can be spread across more than 450 miles of North Carolina, it is not practical to physically convene the Board in a timely manner to conduct the business of the society.

Scope: This policy is applicable to Board of Director votes that occur outside of a meeting of the Board of Directors.

Procedure: **Initiating an Email Vote:** The President initiates the vote (or Vice President in the President's absence or failure to act) via email. The email from the President will include the motion and the specific end time for voting. Votes received after the end time shall not be counted.

Voting: The Board members should email responses to the Secretary. If the Secretary is unavailable, the President will designate a different member of the Board to collect the responses. The Board member receiving responses must also email a vote in order to be counted. The email response must contain the vote (Yes, No, Abstain) as well as the text of the motion itself (the President's email can be forwarded with the vote to accomplish this).

Summary of Vote: The Secretary or receiver of the votes shall email the President with the results of the vote promptly at the end of the voting period. The President must send an email to the entire Board after the period ends detailing the outcome of the vote. This email should include the text of the motion, the final tally of the vote, and the votes and non-responses (Yes, No, Abstain, No Response) of all Board members. The summary must be sent prior to the next Board meeting, but should be sent as soon as possible and prior to implementing a passed motion. This summary will allow Board members to confirm the correct counting of their vote prior to a passed motion's implementation.

Documenting the Vote in the Minutes: The next business meeting's minutes will include this motion and its outcome. The President's email initiating the vote, all of the actual email votes by the board, and the summary e-mail must be printed and attached to the hard copy of the minutes. The printed emails will show the votes were received in the specified voting time window.

Enacted: **June 2015**

Whistleblower Policy

Policy: It shall be the policy of the SRNC to adhere to the procedures below regarding receiving, investigating, properly processing, and resolving any and all complaints brought before the SRNC.

Purpose: To establish an open door policy and transparent process for handling complaints brought before the SRNC.

Scope: This policy shall apply to any and all members of SRNC and other non-members having a valid complaint or issue regarding SRNC.

Procedure: General: The Sons of the Revolution in the State of North Carolina (SRNC) requires directors, officers and members to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As members and representatives of the SRNC, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

Reporting Responsibility: It is the responsibility of all directors, officers and members to report ethics violations or suspected violations in accordance with this Whistleblower Policy.

No Retaliation: No officer, director, or member who in good faith reports an ethics violation shall suffer harassment, retaliation or adverse consequences. Any member who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of their membership from SRNC. This Whistleblower Policy is intended to encourage and enable members of the SRNC and others to raise serious concerns within SRNC prior to seeking resolution outside SRNC.

Reporting Violations: SRNC has an open door policy and suggests that members share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, the member is encouraged to speak directly to any member of the Board of Directors. The Board member receiving the complaint shall promptly notify and inform the other appropriate members of the Board. The President shall appoint a member or members of the Board to investigate the complaint or alleged violation and report back to the Board with their findings. The Board of Directors shall determine if the complaint is founded or unfounded and then take appropriate action to resolve the issue.

Acting in Good Faith: Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Confidentiality: Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

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Handling of Reported Violations: The Board of Directors will notify the sender and acknowledge receipt of the reported violation or suspected violation in a timely manner. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

Enacted: June 2015

Transparency Policy

Policy: It is the policy of the SRNC to adopt and maintain the manner in which the Board of Directors ensures its accountability and transparency to the membership for decisions made and actions taken.

Purpose: The transparency policy defines the manner in which the SRNC Board of Directors is accountable to the membership.

Scope: This policy shall be applied to the SRNC Board of Directors.

Procedure:

1. Transparency is the principle that the decision making process of the governing body of the organization (The Board of Directors) should be open and accessible to the membership.
2. Actions of the Board of Directors shall be made available to the membership in summary form in a timely manner.
3. Detail information will be made available upon written request in a timely manner.
4. Information concerning the following issues will be kept confidential unless advised by legal counsel:
 - a. Issues dealing with Legal Counsel Client Attorney Privilege.
 - b. Issues dealing with member privacy.
 - c. Issues dealing with real estate transactions.

Enacted: June 2015

Privacy Policy

Policy: It is the policy of SRNC not to sell, trade, rent or distribute in any manner personal information of members, guests, or participants to any external organization or persons.

Purpose: To protect the privacy of the members, guest, and participants of SRNC.

Scope: This policy shall be applied to all personal information collected by SRNC.

Procedure: **Collection of Information** - Personal identifiable information, such as names, postal addresses, email addresses, etc., when submitted by members, guest, or participants, shall be collected and stored in a confidential manner.

Distribution of Information -SRNC may share information with governmental agencies or other companies assisting us in fraud prevention or investigation. We may do so when:

1. Permitted or required by law; or,
2. Trying to protect against or prevent actual or potential fraud or unauthorized transactions; or,
3. Investigating fraud which has already taken place. The information is not provided for marketing purposes.

Enacted: **June 2015**

Records Retention and Destruction Policy

Policy: The files, records, and archives of the Society, referred to in Article IV, Sections 4 and 6 of the By-laws, except for those needed as working files, shall be maintained in the East Carolina Manuscript Collection at East Carolina University, located at Greenville, NC. The Secretary of the Society shall be custodian of the files, records and archives maintained at East Carolina University. No records that conflict with the Privacy Policy shall be kept at the University.

It shall be the policy of SRNC to specify how official records and documents (hardcopy, softcopy, online, or other media) should be retained, protected and made eligible for destruction and to ensure that these records and documents are promptly provided to authorities in the course of any legal investigations or lawsuits.

Purpose: To establish a systematic records management system consistent with Article 16 – Records and Reports of North Carolina General Statutes; Chapter 55 – North Carolina Business Corporation Act of which that Article shall hereby be incorporated within this policy as the primary guidelines for SRNC’s Records Retention and Destruction Policy.

Scope: This policy shall apply to any and all SRNC official records and documents as defined as Corporate Records in Article 16 – Chapter 55 of the North Carolina General Statutes.

Procedure:

1. SRNC shall keep as permanent records minutes of all meetings of its incorporators, members and Board of Directors, a record of all actions taken by the members or Board of Directors without a meeting, and a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the corporation.
2. SRNC shall maintain appropriate accounting records.
3. SRNC or its agent shall maintain a record of its members, in a form that permits preparation of a list of the names and addresses of all members, in alphabetical order.
4. SRNC shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.
5. SRNC shall keep a copy of the following records at its principal office:
 - 5.1. Its articles or restated articles of incorporation and all amendments to them currently in effect;
 - 5.2. Its bylaws or restated bylaws and all amendments to them currently in effect;
 - 5.3. Resolutions adopted by its board of directors;
 - 5.4. The minutes of all members' meetings, and records of all action taken by members without a meeting, for the past three years;
 - 5.5. All written communications to members generally within the past three years and the financial statements required to be made available to the members for the past three years under G.S. 55-16-20;

- 5.6. A list of the names and business addresses of its current directors and officers;
6. All documents (hardcopy, online or other media) shall be stored in a protected environment for the duration of the Document Retention Schedule. Computer backup media shall be included and all documents shall be capable of conversion into written form within a reasonable time.
7. Some documents will be available on the SRNC website, for members to review and copy. Other documents shall be available for review/copy by any members within five business days of written notice.
8. All hardcopy of documents shall be destroyed by shredding after they have been retained until the end of the Document Retention Schedule. Online copies shall be destroyed by fire or other proven means to destroy such media after they have been retained until the end of the Document Retention Schedule. All documents requested and subpoenaed by legally authorized personnel shall be provided within five (5) business days. The President shall have the authority to authorize the provision of documents. No documents shall be concealed, altered or destroyed with the intent to obstruct the investigation or litigation.
9. The SRNC Secretary will be responsible for filing and maintaining the original documents and ensuring document availability to review/copy as per the policy stated herein.

Enacted: June 2015

Travel Expense Reimbursement for Color Guard

- Policy:** To allow for the reimbursement of gasoline expense of members of the SRNC Color Guard representing the SRNC when traveling to Revolutionary War events when more than one person is in the vehicle.
- Purpose:** To encourage more members to participate and represent the SRNC at patriotic events.
- Scope:** This policy does not pay for the use of the vehicle, just the gasoline used on the trip. It also does not pay for food or other expenses of the trip. For example: a round trip from Raleigh to Kings Mountain (410 miles) costs about \$64 in gasoline at 20 miles per gallon. This does not include travel to SRNC Dinners and meetings. This is allowed by the IRS even for non-profit Corporations.
- Procedure:** The reimbursement must be authorized by the Captain of the Color Guard in advance of the trip by e-mail. The travelers should be members of the SRNC Color Guard and be representing the SRNC at a Revolutionary War event such as the Kings Mountain, Moores Creek or Guilford Court House events. There should be more than one Color Guard member in the vehicle. The driver must get a fill up with receipt at the beginning and end of the trip and turn them in to the Color Guard Captain who will authorize payment by the Treasurer.
- Enacted:** By e-mail vote, August 17-19, 2014.
The policy passed