

# **(AKDHA) Andreas Killian Descendants Historical Association By-Laws**

## **AMENDED**

### **ARTICLE I NAME AND PURPOSE**

Section 1 Name: The name of the organization shall be Andreas Killian Descendants Historical Association. It shall be a nonprofit organization incorporated under the laws of the state of North Carolina.

Section 2 Purpose: Andreas Killian Descendants Historical Association is organized exclusively for charitable, historical, and educational purposes.

### **ARTICLE II MEMBERSHIP**

Section 1 Membership: Membership shall consist of persons attending the Annual Business Meeting who are direct or lateral kin to Andreas Killian and their spouses and siblings. Those individuals not possessing the above mentioned qualifications may qualify as Non-Voting Members.

### **ARTICLE III BOARD OF DIRECTORS**

Section 1- Board role, size, and compensation: The Board of Directors is responsible for the overall policy and direction of the Association, and delegates responsibilities to members and other interested persons. The Board shall have up to 7 but no fewer than 4 members. No compensation will be paid to Board Members.

Section 2- Terms: All Board Members shall serve staggered two-year terms. Board Members are eligible for re-election for up to two consecutive terms or indefinitely as the membership deems appropriate by majority vote at the Annual Business Meeting. Ex-Officio Members shall serve while in office as Officers. The Ex-Officio Members shall be appointed by the President.

Section 3- Meetings and notice: The Board shall meet at least once yearly, at an agreed upon time and place. An official board meeting requires 75% of the boards members be present. If 75% of the boards members are not able to be present, either the President or the Vice President can be used to reach the required 75%, but not both. The Executive Committee of the Board can meet as needed to remain versed as to the Association's direction and information.

Section 4- Board elections:

Board elections will occur every two years at the Association & Annual Business Meeting.

Section 5- Election procedures:

Board Members must be nominated from the floor or recommended by a Nominating Committee. If no Nominating Committee is appointed by the President, the Executive Committee shall serve as the Nominating Committee. A simple majority vote from the floor is required to solidify election.

Section 6- Initial Board of Directors

Leon M. & Chip Killian, Waynesville, NC  
Joe Killian, York, SC  
Dan Tingen, Raleigh, NC  
Sandy Phillips, Cornelius, NC  
Doris Pope, Ex-Officio  
Eric Killian, Ex-Officio  
Eddie Killian, Ex-Officio  
Dan Sipe, Ex-Officio

Section 7-Initial Officers

President: Eric Killian, York, SC  
Vice President: Eddie Killian, Conover, NC  
Secretary: Doris Pope, Cornelius, NC  
Treasurer: Sandy Phillips, Cornelius, NC  
Program & Projects Dir: Dan Sipe  
Historian: Wayne Milam, Birmingham, AL  
Newsletter Editor: Charles Killian, Ellenwood, GA  
Webmaster: Wayne Setzer, Charlotte, NC  
Max Sipe, Etowah, NC  
Member At Large: Lee Killian, Denver, NC  
Member At Large: Steve Killian, Hickory, NC  
Kim Sipe, Conover, NC;

Section 8-Executive Committee:

The Executive Committee shall be composed of the President, Vice President, Secretary and Treasurer.

Section 9- Duties of Officers:

Carryout the Association's mission and policies for its operation, ensuring that the provisions of the organization's charter and the law are being followed.  
Set the organization's overall program from year to year and engage in longer range planning to establish its general course for the future.  
Establish fiscal policy and boundaries, with budgets and financial controls.

Provide adequate resources for the activities of the organization through direct financial contributions and a commitment to fundraising.

Present ideas to the Board concerning ways to improve the Association and/or to further its mission.

Develop and maintain a communication link to the Descendants of Andreas Killian and the community, promoting the work of the Association.

The term of all elected Officers shall begin with the adjournment of the Annual Business Meeting. Any vacancy in the offices of Secretary or Treasurer may be filled on a temporary basis, by the President and Vice President's decision.

**President:** The President shall preside at all meetings of the Association, Executive Committee and Board of Directors. The President shall be the Chief Executive Officer of the Association and shall perform such duties as usually appertain to the office or as may be assigned by the Association or the Board of Directors. In case of the death, disability or resignation of the President, the Vice President shall perform the duties but not assume the title of President.

**Vice President:** The Vice President shall perform such duties as may be assigned to him or her from time to time by the Board of Directors or the President. In the absence or disability of the President, all authorized duties and obligations of that office shall devolve upon the Vice President in their respective order of precedence during, but only during, such absence or disability of the President.

**Secretary:** The Secretary shall keep or have kept the minutes of all meetings of the Association, the Board of Directors, and the Executive Committee and shall perform all other duties that usually appertain to the Office of Secretary and also duties that may be assigned to the Secretary by the Board of Directors, Executive Committee or the President.

**Treasurer:** The Treasurer, in accordance with regular accounting practices and the determination of the Executive Committee, shall supervise the collections and disbursements for the accounts of the Association, shall act as Custodian of the Association's funds and securities and shall handle other duties assigned by the Executive Committee. The Treasurer shall provide to the Members for approval, at the Association's Annual Business Meeting, a complete and thorough accounting of the year's financial activity. The Treasurer shall provide the Executive Committee and Board of Directors with a completed Treasury Report at least 10 days prior to the Annual Business Meeting. Audits shall be conducted annually or as determined by the Executive Committee.

**Historian:** The Historian shall keep or have preserved the historical data and materials related to the Association and its research material given or discovered by normal means which relates to the Association directly or indirectly for future generations and with oversight by the Executive Committee.

Newsletter Editor: The Newsletter Editor will present at least annually in written Form features of the historical data and materials related to the Association and it's research material given or discovered by normal means which relates to the Association directly or indirectly for future generations and public interest with oversight by the Executive Committee and other duties as assigned by the Executive Committee.

Webmaster: The Webmaster will digitally present features of the historical data and materials related to the Association and it's research material given or discovered by normal means which relates to the Association directly or indirectly for future generations and public interest with oversight by the Executive Committee. Responsibilities include overall management of the Association's website and other duties as assigned by the Executive Committee.

Chaplain: The Chaplain will open and close all meetings with prayer and/or comments.

Members At Large: Members at Large are chosen by the President or Vice President and/or Executive Committee to assist in implementing needed activities for the goals and objectives of the Association.

Section 10-Executive Committee:

The President, Vice President, Secretary and Treasurer shall serve as the Executive Committee.

#### **ARTICLE IV AMENDMENTS**

Section 1- Amendments: These bylaws may be amended when necessary by two-thirds majority of the Board of Directors.

#### **ARTICLE V ROBERTS RULES OF ORDER**

Section 1- Adoption of Roberts Rules of Order: The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Society may adopt.

#### **CERTIFICATION**

These bylaws were approved at a meeting of the Board of Directors by a two-thirds majority vote on September 12, 2009.