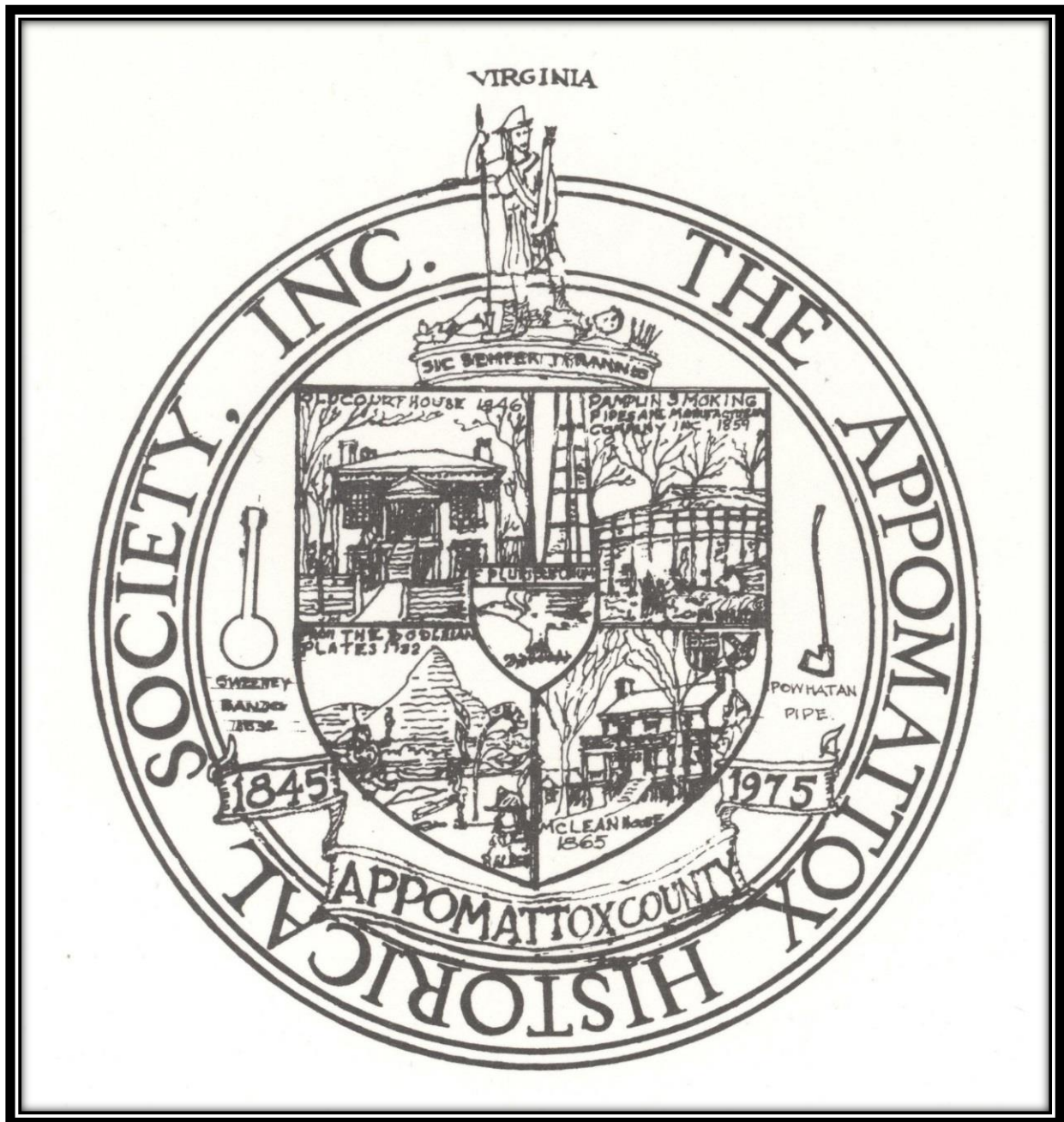


By-Laws

of the

Appomattox County Historical Society, Inc.

Appomattox, Virginia



BY-LAWS
OF
THE APPOMATTOX COUNTY HISTORICAL SOCIETY, INC.

AMENDED 10.25.2018

ARTICLE I

Section 1. All Directors shall be elected by a plurality of votes at the November meeting.

Section 2. The President shall appoint in August, a Nominating Committee not to exceed five (5) persons. The Nominating Committee shall select a slate of candidates for Board of Directors, Society Officers, and any other un-expired term. The slates shall be presented to the Society at its November meeting.

Section 3. Nominations for the Board of Directors and Society Officers may be made by any member of the Society after the Nominating Committee's report has been given at the November meeting. A candidate for election must be an individual active member of the Society.

ARTICLE II

DIRECTORS

Section 1. Except for the initial Directors elected at the organization meeting of the Directors, one-third (1/3) of the Board of Directors shall be elected at the November meeting of the membership, as provided in the corporation's Articles of Incorporation, the term of office of such Directors to begin at the beginning of the new fiscal year, January 1. The number of Directors shall be a minimum of nine (9) and shall be an odd number in total.

Section 2. The term of Directors shall be for a period of three (3) years and until their successors are elected and qualify EXCEPT the initial Board of Directors, one-third of which shall be elected for a term of one (1) year or until the first annual election of Directors, and one-third of which shall be elected for a term of two (2) years or until the second annual election of Directors, and thereafter said term shall be of the heretofore stated three (3) years.

Section 3. The Board of Directors shall have the full and complete management and control of the Society and its affairs, and on behalf of the Society shall authorize and empower the doing of all acts and things which the Society may lawfully do, with the exception of expenditure of monies over the amount of five thousand dollars (\$5000.00). Any proposed expenditure over this amount shall be brought to the attention of the Finance Committee and then to the regular membership for approval. Any member may petition the Board of Directors to request that a vote of the regular membership be obtained prior to a one-time expenditure over \$1000.

Section 4. The Board of Directors shall meet after the August meeting and before the November meeting, for the purpose of selecting a slate of officers from the membership to be presented at the November meeting. Other nominations may be made from the floor prior to the vote.

Section 5. Five (5) of the number of Directors fixed by these By-Laws shall constitute a quorum for the transaction of business.

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Section 6. When a quorum for the meeting is present, a majority thereof shall decide any questions brought before such meeting, and the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7. The President will temporarily fill any vacancies with a replacement member on the Board until the following November meeting or the end of the fiscal year.

Section 8. Called meetings of the Board of Directors may be held at such times and place as the Board may determine; members to be notified at least five (5) days prior to the meeting. Meetings may be called by the President or any three (3) members of the Board.

Section 9. Emergency meetings should be used sparingly and be of utmost importance that cannot delay. Emergency Meetings require members to be notified at least twenty-four (24) hours prior to the meeting. Meetings may be called by the President or any three (3) members of the Board.

Section 10. All Board of Directors members are expected to participate in an active role within the Society on a regular basis, and shall serve on at least one (1) committee in order to accomplish this task. Board of Directors members should set the example to the general membership, in their words and actions concerning the Society, and perform their tasks “above and beyond” the average member, thereby encouraging the same from other members.

ARTICLE III

OFFICERS AND THEIR DUTIES

Section 1. The Officers of the Society shall be President, a Vice President, a (Recording) Secretary, a (Corresponding) Secretary (as separate or combined positions as approved by the Board) and a Treasurer for a term of one year beginning fiscal year January 1.

Section 2. PRESIDENT: Presides at all Board of Directors and general meetings of the Society. The President, as the representative of the Board of Directors, shall have management and control of the Society and its affairs on a day-to-day operation, and on behalf of the Society shall authorize and empower the doing of all acts and things which the Society may lawfully do, with the exception of expenditure of monies over the amount of five hundred dollars (\$500.00). Any proposed expenditure over this amount shall be brought to the attention of the Finance Committee and then to the Board of Directors for approval. The President functions as an ex-official member of all committees and is the designated representative of the organization. He may appoint representatives to act in his stead at public meetings. The President shall appoint Chairmen of all standing and special committees with the exception of the Program Committee. Carries out all other normal functions pertaining to this office.

Section 3. VICE PRESIDENT: This officer shall assume the duties of the President in the event of his absence, incapacity, resignation, or impeachment, shall serve as Chairman of the Program Committee. This officer shall be responsible for Grounds Maintenance & Repair of the Society’s facilities, by assisting the curators of these facilities in addressing any issues for corrective measures through in-house actions if feasible, or proposing the hiring of subcontractors. Proposals will be made through the President and/or Board of Directors and brought to the attention of the Finance Committee.

Section 4. SECRETARY: (RECORDING) This officer shall keep the minutes of all official meetings and present them for ratification. All meeting minutes will be made available to any member as requested and shall be kept on file at the Society office, along with a digital copy, unless otherwise instructed by the President and/or the Board of Directors. Incumbent will maintain records of attendance at meetings and will issue notices of meetings of the Board of Directors. Notifies officers and directors of their election and serves as custodian of the Articles of Incorporation and the By-Laws of the Society and records any change that is made therein. Serves as custodian of all material used in normal meetings including gavel, and Robert's Rules of Order. Maintains all Society files and operating materials.

Section 5. SECRETARY: (CORRESPONDING) This officer shall be responsible for maintaining an email contact list obtained from membership applications and other sources, in order to email members in regards to any information being supplied, including newsletters and notice of monthly meetings, etc., as well as notices on the organization's website and other online presence such as social media. This officer is responsible for all general correspondence of the Society and will issue press releases to the media as instructed by the President and/or Board of Directors.

Section 6. TREASURER: This officer shall manage the Society's funds and shall be receiving and disbursement officer for the organization. This officer shall serve as a signatory, along with another Society member as assigned by the President, and outlined in the Society's Policy & Procedures manual, as it is related to any banking account withdrawals made, in and for, the Society. This officer shall issue payment for any Society debts in a timely manner, avoiding any late payments. This officer shall not hold any funds destined for bank deposit for more than two (2) days without notifying the President of such action. Funds that need to be stored for any length of time should be placed in the Society's Office safe for security reasons. Deposits shall be made as quickly as possible. Funds collected at Society events or large sum donations shall require two (2) other persons, besides this officer, as witnesses to the counting and bank deposit of such funds. Periodic reports of the Society's annual report will be made at each monthly meeting, with a full report at the November meeting along with projections for the end of the fiscal year. The Treasurer shall serve on, and chair the Finance Committee. All financial reports shall be kept on file at the Society office, along with a digital copy, and a simple monthly financial report will be made available upon request for any member to view unless otherwise instructed by the President and/or the Board of Directors. This officer will also immediately notify the Corresponding Secretary of any new, or renewed, members and coordinate with each other to produce a current membership list throughout the year as needed.

ARTICLE IV

COMMITTEES

The Society shall have the following committees, whose appointments and use shall be "as needed" or required. Committees may be combined or streamlined for better performance by the President or Board of Directors with their functions and responsibilities recorded in the Society's Policy & Procedures manual, and may include, but are not limited to:

Section 1. (1) FINANCE COMMITTEE - The finance committee shall conduct the financial

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affairs of the Society which shall include the preparation and submission of an Annual Budget. The Committee shall advise the Board of Directors on all matters relating to the financing of the Society's own administration and that of its projects. The Finance Committee shall research and pursue any grants that may be available to assist in funding the Society's projects or events.

Section 2. (1) MEMBERSHIP COMMITTEE - responsible for membership drives and processing new candidates for membership.

Section 3. (1) FUND RAISING COMMITTEE - responsible for planning and implementing fund raising drives and events.

Section 4. (1) MUSEUM AND PROPERTIES COMMITTEE - responsible for collecting, cataloging, and preserving historic objects; for arranging museum exhibits; of the care and upkeep of museum quarters; for the restoration, furnishing and maintenance of all properties, and their interpretation to the public. Shall maintain all of these functions using standards established by the American Association of Museums (AAM). Shall arrange for special group tours and outings in furtherance of the organizations educational objectives.

Section 5. (1) VILLAGE COMMITTEE - responsible for collecting, cataloging, and preserving historic objects & buildings; for arranging village exhibits; of the care and upkeep of village quarters; for the restoration, furnishing and maintenance of all properties, and their interpretation to the public. Shall maintain all of these functions using standards established by the American Association of Museums (AAM). Shall arrange for special group tours and outings in furtherance of the organizations educational objectives.

Section 6. (1) PROGRAM COMMITTEE - responsible for arranging suitable programs at all membership meetings; for setting time and place and date for membership meetings

Section 7. (1) PUBLIC RELATIONS COMMITTEE - responsible for planning and implementing a public relations program which shall include a Newsletter to be published quarterly, and the preparation of articles of the Society's activities to be published in the local news media.

Section 8. (1) RESEARCH AND PUBLICATIONS COMMITTEE - responsible for scholarly research and for readable and factually accurate writing, acquisition of manuscripts and historical material, and for editing and publishing joint or individual research studies. Final approval for all publishing projects will be obtained from the Board of Directors.

Section 9. (1) OTHER COMMITTEES, standing and special, may be appointed by the President or as directed by the Board of Directors.

ARTICLE V

FISCAL YEAR

Section 1. The fiscal year of the Society shall begin on the first day of January of each year and end on the thirty-first day of December.

Section 2. A written financial report on the activities and financial status of the Society shall be compiled and presented to the membership at the first meeting of each year, by the Finance Committee.

ARTICLE VI

MEMBERSHIP

Section 1. CLASS OF MEMBERS - The Society shall have three (3) classes of members, namely; regular members, student members, and life members. Life membership shall be limited to individuals.

Section 2. VOTING RIGHTS - Each member of the Society, of whatever class, who has paid their dues for the current year shall be entitled to one vote upon any matter on which the members are entitled to vote. Any member whose dues have been reduced or waived in exchange for work, acts or deeds provided to benefit the Society as determined by the President, will be regarded as a “regular member in good standing” of the Society, with the same rights as a paid member upon further approval of the Board of Directors. Methods used to conduct voting will be determined by the President and/or Board of Directors on a vote-by-vote basis depending on the nature of the topic being voted on. Examples of voting methods at a physical meeting would be by voice, hand, or paper ballot. For an online vote, text, email, or other non-physical meeting, voting can be performed by video chat, meeting app, text, email, or any other method the Board of Directors approves and accepts for general membership and/or Board of Directors to vote, along with acceptable time limits (deadline) to cast such vote.

Section 3. MEMBERSHIP APPLICATION AND DUES - Application for membership to any class shall be made to the Chairman of the Membership Committee or to such other officer and in such form as may be prescribed or approved by the Directors. Membership is open to everyone and is contingent upon the payment of membership dues or upon approval of the Board of Directors for a reduction or waiver of dues in exchange for work, acts or deeds provided to benefit the Society.

Section 4. DUES – Rates for Dues shall be set & determined by the Board of Directors at a meeting prior to each new fiscal year and shall be recorded in the Society’s Policy & Procedure manual.

Individual
Couple
Family
Student (ages 6 - 18)
Lifetime Member Endowment
Business

(business to name 2 individuals as members with voting rights)

Section 5. ALL ANNUAL DUES - shall be payable in the last month of each fiscal year, for the succeeding fiscal year to begin on January 1. Annual Dues does not apply to members with a lifetime membership.

Section 6. DELINQUENCY - Members who are three months delinquent in payment of their membership dues will be advised by the membership committee and dropped from the active membership rolls if payment is not received within three weeks.

Section 7. QUORUM OF MEMBERS - Members holding one-tenth (10%) of the votes entitled to be cast, represented in person or by proxy at any meeting, shall constitute a quorum. The vote of a majority of the votes entitled to be cast by the members, unless a greater proportion is required by law and of the Articles of Incorporation.

Section 8. USE OF MEMBERSHIP DUES - All annual membership dues shall be kept by the Treasurer in general funds for use in the operation of the Society, its administration, and committees, as submitted to and approved by the Board of Directors in the annual financial plan. In the event the Society disbands, the Board of Directors, with the approval of the members of the Society, shall decide upon the proper disposal of all funds in the treasury as required by law and of the Articles of Incorporation.

ARTICLE VII

MEETINGS

Section 1. Regular membership meetings shall be held each month. A meeting schedule will be determined by the Board of Directors and/or President, and dates can be changed during the year as needed by the Program Committee, Board of Directors and/or President. Meetings to be decided by President and Vice President. A meeting can be canceled due to unforeseen circumstances, or known lack of member attendance, or other accepted reason.

Section 2. All committees formed for the purpose of conducting the Society's business shall meet as determined by that committee's chairman.

Section 3. Special meetings of the general membership may be called by the President or by three (3) members. Members to be notified at least five (5) days prior to the meeting.

Section 4. Emergency meetings should be used sparingly and be of utmost importance that cannot delay. Emergency Meetings require members to be notified at least twenty-four (24) hours prior to the meeting.

Section 5. All meetings shall be governed by Robert's Rules of Order - Newly Revised, except in such case as are governed by the Articles of Incorporation and By-Laws.

ARTICLE VIII

SOCIETY SEAL AND NAME

Section 1. The name of this Society is "The Appomattox County Historical Society, Inc." The seal and official symbol of the Society shall have two concentric triangles between which shall be the words "Appomattox County Historical Society, Inc." and at the bottom "1975". The center of the triangle will contain an image of a flying eagle holding the olive branch of peace. Nothing contained herein shall prevent any changes to the name or seal as approved by the Board of Directors with approval of the membership.

AMENDED 10.25.2018 by majority vote of the Board of Directors

ARTICLE IX

AMENDMENTS

Section 1. The Articles of Incorporation and By-Laws may be amended at any regular meeting of the general membership by an affirmative vote of two-thirds (2/3) of the members present.

Section 2. Advance written notice of the proposed amendment and its formal presentation to the membership shall be sent to all active members by the secretary at least fifteen (15) days before the subject meeting.

ARTICLE X

RESIGNATION/REMOVAL OF DIRECTORS/OFFICERS

Section 1. A Director/Officer may resign at any time by delivering written notice to the Board of Directors, the President or recording secretary. The resignation is effective immediately unless the notice specifies a later date. The vacant seat will be filled accordingly.

Section 2. As a last resort, a Director/Officer may be removed through impeachment proceedings for evidence of egregious acts; failure in their fiduciary responsibilities, including duty of care, duty of obedience, and duty of loyalty; charges of ethical infractions such as impropriety, sexual harassment, fraud, or criminal behavior; excessive absences from meetings or scheduled events; or causing a dysfunctional Board through their words, actions or demeanor. The Board shall determine if extenuating circumstances, such as health concerns or illness, disease, or injury; personal matters such as divorce, job or personal loss, shall also be looked at and considered prior to holding any impeachment hearings on a case-by-case basis. A short-term, temporary, leave of absence may be granted, if it is feasible to do so without greatly affecting the Society's operations. The health and well-being of the Society as a whole must be considered in any decision made. A meeting of the Board of Directors may be called by the President or any three (3) Society members, for the purposes of hearing the "cause for removal" charges for an impeachment. A written letter to the Board stating the reasons for holding such a meeting must be delivered to the Recording Secretary with a copy to the President and members of the Board. Once a meeting is called and scheduled, the meeting notice shall state the purpose, or one of the purposes, of the meeting, is the removal of the Director/Officer from office. A Director/Officer may be removed from office if evidence is found that they are in violation, and upon a vote of 2/3 majority of the (remaining) Directors. The vote shall also contain the time frame as to the date of the effective date of termination.

Section 3. Any member, volunteer, Officer, Director or Advisory member, who resigns, asked to step down, is terminated, is on any leave of absence, or impeached, shall **immediately return**, any and all, tangible and/or intangible property, materials, funds, keys, data, documents, passwords, equipment, etc., that belongs to the Society. If such tangible and/or intangible property is not returned to the Society within a reasonable amount of time after such departure and warnings are issued either verbally (witnessed) and/or in writing, email, text, registered letter, etc., whether such notice is acknowledged or ignored with no response, the Board of Directors shall seek the advice of an attorney familiar with Civil/Criminal proceedings to pursue such Civil and/or Criminal action through the Courts to retrieve this tangible and/or intangible property.

ARTICLE XI

ADVISORY COMMITTEE

Section 1. The Board of Directors shall be empowered to establish an Advisory Committee, on an “at will” basis. This Committee, which shall consist of up to nine (9) Community Leaders, will assist the Society in offering innovative advice and dynamic perspectives which will be paramount to the future successes of the Society. Advisory Committee members will encourage, facilitate and support new ideas for promoting and benefitting the Society, acting as a resource, while focusing on what is paramount to the Society’s success, in relation to obtaining new members; procuring & receiving grants; assist with fulfilling the Society’s mission in the community; providing advice; and assisting with fundraising efforts; amongst other functions. The Board of Directors will provide a Society member to act as “Chairman” to help lead, control meetings and record ideas and actions. The Advisory Committee members shall have no management or control of the Society. The members are of an “advisory nature” only. Advisory Committee members are not compensated, and no dues are charged for Committee members, unless they wish to also become a Society member, whereas regular dues guidelines will be in effect. All further guidelines in relation to the Advisory Committee, shall be determined by the Board of Directors and listed in the Policy & Procedure manual.

ARTICLE XII

Policy & Procedure

Section 1. The Society shall keep and maintain a Policy & Procedure manual to provide for day-to-day operations and act to supplement and enhance these By-Laws.