

Bylaws of the Isle of Wight Historical Society, Inc. Revision April 22, 2023

I. PURPOSE

The organization known as the Isle of Wight County Historical Society (“the Society”), whose principal office is located at PO Box 121, Smithfield, Virginia 23431, is incorporated under the laws of the Commonwealth of Virginia and is classified as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code.

The purpose of the Society is the social and educational advancement of its members and others, with the objective of getting to know more of the history of the people, homes, sites and events of the County and State.

The purpose of the Society is achieved by:

- Collecting and preserving historical documents, data and memorabilia associated with Isle of Wight County for the use of present and future generations;
- Promoting research and publishing findings regarding the archaeology, architecture, history, arts, crafts, culture and genealogy of the area;
- Preserving or assisting in the preservation of sites, buildings, monuments, etc. of historic, aesthetic or architectural value in the area and extending appreciation of these characteristics to this area;
- Discouraging damage to objects of historical value in the County and discouraging modifications or restorations of such objects until a thorough study, assisted by competent advisors, has been made;
- Providing a place for the reception, display, study and preservation of records and other property relating to the purposes of the Society;
- Cooperating with other persons and organizations in promoting the above purposes.

II. MEMBERSHIP

Membership in the Society is open to any person or organization interested in furthering the purpose of the Society. It is the policy of the Society to encourage the greatest and widest possible participation in membership by the general public.

Upon payment of dues, an individual or organization is considered to be a member in good standing until dropped from the rolls for non-payment of dues. All members in good standing are entitled to all privileges of membership.

The membership categories and dues structure are as determined from time-to-time by the Board of Directors of the Society.

III. BOARD OF DIRECTORS

1. Size and composition. The management and control of the affairs of the Society and the direction of its work and its programs are vested in a Board of Directors. The number of Directors is as set from time to time by the Board but is no less than five nor more than eleven. The Board is led by Officers as defined below.

2. Term. Board members hold office for a term of five years. The term in office begins immediately after election and ends at the annual meeting after the conclusion of the fifth year. A Board member is eligible for re-election to the Board immediately after the conclusion of his or her term of service.

3. Nomination. The Nominating Committee presents candidates for election at the annual meeting. Those nominated must have agreed to serve if elected and must be members in good standing in the Society.

4. Election. Directors are elected by majority vote of the membership at the Annual Meeting. A vacancy may be filled for the remainder of the associated term by appointment of the President with consent of the Board by majority vote at a regular or special meeting.

5. Resignation. The resignation of a Board member becomes effective upon the receipt of written or email notice by the President or the Secretary.

6. Removal. The Board has the authority by vote of a majority of its members present at a regular or special meeting to remove a Board member for cause, including disregard of these Bylaws or being absent from any three consecutive regular Board meetings unless a legitimate excuse for the absences is presented to the President and deemed satisfactory by the Board members.

7. Remuneration. Board members serve without remuneration except for reasonable expenses which may be reimbursed as approved by the Board.

IV. OFFICERS

The officers of the Society are its President, Vice-President, Treasurer and Secretary.

1. President. The President presides at all meetings of the Society unless the President designates someone else to preside. The President, subject to the concurrence of the Board of Directors, has general supervision and direction of the affairs of the Society and appoints all committees not otherwise provided for in this document.

2. Vice-President. The Vice-President presides at all meetings in the absence of the President and is an assistant to the President.

3. Treasurer. The Treasurer collects, manages and disburses the funds of the Society and submits a written report of the transactions of that office at the Annual Meeting and at other times when requested by the Board. The Treasurer also maintains membership and dues records described in Section VII.3.

4. Secretary. The Secretary keeps the minutes of the meetings of the Society and of the Board of Directors.

5. Election. The officers are elected by majority vote of the Board immediately after the election of Directors at the annual meeting. Officers are elected for a term defined in Section III. 2.

6. Removal. Officers are subject to removal at any time by a majority vote of the members of the Board at a regular or special meeting. In the event of a vacancy, the Board may fill same for the unexpired portion of the term by a majority vote.

V. COMMITTEES

1. Nominating Committee. Prior to the Annual Meeting, the President appoints a nominating committee of three members, one from the Board of Directors and two from the general membership. This committee proposes candidates to fill the vacancies on the Board of Directors occurring at the close of the fiscal year.

2. Audit Committee. Prior to the Annual Meeting, the President appoints an Audit Committee composed of qualified members to make a thorough audit of the financial transactions of the Society. A report of their finding is made to the membership at the Annual Meeting.

3. Other Committees. Other committees may be established by the Board of Directors as deemed necessary, authorizing and defining the authority and duties of those committees.

4. Appointments. The Board of Directors may appoint members to all committees from the Board, the membership or the public at large. All established committees will report progress and results to the Board as specified by the President.

VI. MEETINGS

1. Quorum. A quorum of any meeting of the Board of Directors and the Annual Meeting consists of not less than five members. A majority of those present may decide any question that comes before the meeting.

2. Notice. Notice of meetings is given by the Secretary to the Board for regular and special meetings and to all members in good standing for the Annual Meeting at least ten days prior to

such meetings. Notice may be given via email is provided to the Secretary or as the Board may direct by majority vote.

3. Regular meetings. Meetings are held no fewer than three times per year; the Annual Meeting is considered a Regular Meeting for purpose of satisfying this requirement. Regular meetings are scheduled at a date, time and place specified by the President.

4. Annual Meeting. The Society holds an annual meeting for the entire membership during the fourth quarter of each calendar year, the date, time and place of which is specified by the President.

5. Special meetings. Special meetings may be called at the discretion of the President or at the request of three members of the Board. Notice of such special meeting, explaining its purpose, is given in writing or by email with at least three days' notice. A member may waive such notice by attendance at the meeting.

6. Action without meeting. Any action required or permitted by these Bylaws to be taken at a meeting of the Board may be taken without a meeting if the action is taken by two-thirds of the members of the Board. Consent stating the action taken may be provided in the form of an email sent to the Secretary from the individual Board member's personal email account.

7. Rules of order. Robert's Rules of Order, Revised, governs the conduct of meetings of the Society.

VII. FINANCIAL MATTERS

1. Fiscal year. The fiscal year of the Society is January 1 to December 31, inclusive.

2. Management of funds. All funds are deposited in and disbursed from a bank or other depositories as designated by the Board of Directors. No disbursements in excess of \$50 can be made without the written authorization of the President nor disbursements in excess of \$100 made without approval of the Board of Directors. All disbursements are made by check signed by the Treasurer.

3. Recording of data. The Treasurer keeps an accurate written record of all members, the type of membership and the amount of dues to which each subscribes, sends notices in writing to each member of the amount and date upon which dues are payable and sends a written notice to any member whose dues are unpaid sixty (60) days after becoming due.

VIII. AUTHORIZED ACTIVITIES

The Society may conduct and carry on only those activities allowed for organizations exempt from Federal Income Tax pursuant to Section 501(c)(3) of the Internal Revenue Code. It does

not, as a substantial part of its activities, attempt to influence legislation nor participate or intervene to any extent in any campaign for or against any candidate for political office.

IX. POLICIES OF THE SOCIETY

1. Statement of values and code of ethics. The Society is an organization dedicated to the social and educational advancement of the history of the people, homes, sites and events of the County and State. The members of the Board of Directors are expected to act with honesty, integrity and openness in all dealings with fellow Board members, outside entities and the general public. Society programs and initiatives are conducted in a manner that reflects fairness, respect, integrity and a commitment to promoting inclusiveness and diversity in its programs and constituents served. Society business is transacted with transparency and financial accountability.

2. Conflicts of interest. No Society Board member shall derive any personal profit or financial gain by reason of his or her position with the Society beyond that accruing to any citizen or member as a result of Society initiatives or projects. Board members are expected to identify to the Board any outside affiliation or relationship that may directly or indirectly benefit him or her financially in connection with Society projects or initiatives. A Board member is expected to not participate in any decision or vote which may directly or indirectly financially benefit him or her.

3. Records retention. The Secretary maintains in a secure manner for a period of not less than seven years copies of the minutes of all meetings, the Treasurer's annual financial reports, the Acknowledgment of Bylaws form executed by any current or past Board member, prior revisions of the Bylaws of the Society and other such documents or correspondence as the President or Secretary deem appropriate. Records may be retained in paper or electronic form; electronic files will be secured in at least two off-line media.

4. Fundraising. All fundraising efforts including the solicitation of grants from any public or private entity undertaken by the Society are solely and directly to benefit the Society and its sponsored initiatives and programs. The purpose of the fundraising and the intended use of funds are to be clearly communicated to donors or granting entities. Fundraising activities are conducted with the highest ethical standards and in conformance with Federal and Commonwealth of Virginia laws and regulations. Funds raised and associated expenses are accounted for in general ledger accounts specified exclusively for such purposes.

5. Real and personal property. The Society is empowered to purchase, accept, acquire, hold, lease, mortgage, sell, exchange and otherwise dispose of real and personal property and to improve, protect, preserve, restore and/or mark with appropriate signs historic relics and sites, whether owned by the Society or not. When not, consent of the owner must be obtained in writing.

No part of the assets or acquisitions of the Society can inure or be paid to any person or corporation as profits or dividends. All such assets and acquisitions are to be utilized as the Board of Directors deems advisable for the benefit of the Society and for the advancement and accomplishment of its purposes.

No real and personal property owned in the name of the Society or interest therein (including easements) can be placed under contract, purchased, sold, conveyed, encumbered, accepted or leased by the Society, a Board member or any individual associated with or previously associated with the Society until written approval is first given by the Board of Directors through a majority vote.

6. Reporting suspected misconduct or malfeasance. Any member, volunteer or individual with dealings with the Society who reasonably believes any practice or activity of the Society is in violation of the law should file a written complaint with the President of the Board of Directors or any other Board member. It is the intent of the Society to adhere to all laws and regulations that apply to it and it is the objective of this policy to support a goal of full and complete compliance. The Society will not retaliate against and will protect the confidentiality of a member, volunteer or any individual, entity or organization with which the Society has a relationship who in good faith has made a protest or raised a complaint against a practice of the Society.

X. DISSOLUTION

In the event of dissolution or termination of the Society by any means whatsoever, and after appropriate provisions have been made for all outstanding obligations of the organization, any remaining assets will be distributed exclusively for the benefit of the citizens of Isle of Wight County to an organization or organizations qualified as exempt under Section 501(c)(3) of the Internal Revenue Code.

XI. AMENDMENT OF THE BYLAWS

These Bylaws, with the exception of Article VIII, Authorized Activities, may be amended by two-thirds vote of the Board of Directors at a regular or special meeting. The amended Bylaws become effective upon the adjournment of the meeting at which adopted.

XII. CURRENT REVISION

The current revision of these Bylaws is dated as in the title heading of these Bylaws and was adopted by the Board of Directors and Members in Annual Business Meeting on that date or as amended according to Section XI.

**Bylaws of the Isle of Wight County Historical Society
Adopted November 16, 2020**

As a condition of my position as a member of the Isle of Wight County Historical Society Board of Directors, I acknowledge that:

I am representing myself as a private citizen on the Board;

I have received a copy of the Bylaws of the Society;

I agree to abide by the Bylaws and any future revisions adopted by the Board;

I am contributing my time to the Society without remuneration and will disclose to the Board any conflict of interest as required by these Bylaws;

I agree that the contact information furnished below can be used for notices of meetings and other Society communication and notices.

Signature

Date

Printed name

Email address

Phone number