

# **Louisa County Historical Society**

## **Chartered December 9, 1966**

### **Historical Society Bylaws and Amendments**

#### **Revised 1993 and 2002 and 2010 and 2011**

#### **Article I - NAME AND LOCATION;**

The name of this organization shall be the LOUISA COUNTY HISTORICAL SOCIETY, hereinafter referred to as the "Society". The meaning and scope of the term "LOUISA COUNTY" shall be interpreted broadly in order to fulfill most effectively the purposes and objectives of the Society. The Society shall have its office in Louisa, Virginia.

#### **Article II - NATURE AND PURPOSES AND OBJECTIVES, POWERS:**

- A.** The Society shall be a non-stock corporation, in the State of Virginia, organized solely for charitable, literary and educational purposes, including, but not limited to, historical research and related activities, no part of the net income of which shall inure to the benefit of any private individual. But nothing herein shall preclude the payment of expenses or salaries of persons hired by the Board of Directors in the furtherance of the objectives of the Society, as permitted by law.
- B.** The purpose of the Society shall be to preserve and present the history of Louisa County, Virginia, in the accomplishment of which the Society shall have among its objectives:
  - 1. The study and writing of the history of the County, including a periodical and other appropriate publications.
  - 2. The acquisition and preservation of manuscript and printed source material and artifacts relevant of the history of the County as may reasonably pertain to County history. The acquisition and maintenance of sites and buildings of historical significance within the County and such real property as may reasonably be related to carrying out the purposes and objectives of the Society.
  - 3. The maintenance of the collections of documents and artifacts of the Society in such place or places as shall best assure their proper preservation and accessibility.
  - 4. Provide assistance to County residents and others in matters relating to County history.
  - 5. Cooperate with other organizations and institutions having similar interests.
  - 6. Encourage and support activities and projects concerned with the preservation and presentation of the history of the County.
  - 7. Any other activities reasonably related to the accomplishment of the purposes of the Society as set forth above.
- C.** The Society shall have such powers in the furtherance of the foregoing purposes and objectives as it may possess by law and the provisions of these Bylaws.

#### **Article III - MEMBERSHIP AND DUES;**

- A.** There shall be a single class of membership in the Society consisting of those individuals who have filed a membership application and are current in payment of the established membership dues. Each individual who is a member in good standing has a vote in matters to be decided by the membership, and is eligible to serve in any appointive or elective position of the Society.  
Categories of membership:
  - 1. Annual individual & family
  - 2. Annual Supporting
  - 3. Annual Sustaining
  - 4. Lifetime Benefactor
- B.** The dues amounts for the above categories and changes thereto shall be recommended by the Board of Directors of the Society. This recommendation shall be presented by the Board at a meeting of the

membership, and voted upon. No change may be made to a life membership previously granted. In addition, the Board of Directors may confer Honorary Membership upon any individual, institution or organization, which it deems as having contributed, whether financially or otherwise, to the purposes and objectives of the Society.

All persons who signify their desire to become members of the Society and shall have paid their dues prior to the first Annual Meeting of the Society shall be Charter Members of the Society.

- E. PAYMENT OF DUES:** Annual membership dues for a calendar year shall be paid in advance. Members whose dues are not paid by February 1 of the year, for which dues are due, shall be considered delinquent and such members shall not be entitled to any service or privilege of the Society. Membership may be reinstated if dues are paid within the calendar year. When member dues are in arrears for twelve months or more reinstatement shall be treated as a new member.
- F. ADMISSION TO MEMBERSHIP:** Any person signifying a desire to become a member of the Society may become a member upon payment of the appropriate dues.
- G.** Persons joining the Society shall select membership for either the current year or the year immediately following. Persons joining the Society during the year shall receive privileges and services as directed by the Board of Directors.
- H. PRIVILEGES OF MEMBERSHIP:** All members age 18 and older not in arrears in payment of current dues, shall be entitled to receive all notices, reports, and the Society's periodical and shall be entitled to vote at all membership meetings of the Society. The Board of Directors may provide additional benefits to individual categories.
- I.** Businesses, corporations, and other entities may be sponsors of the Society. Obligations therein and privileges to be decided by a board of directors

#### **Article IV - OFFICERS: - DUTIES AND POWERS**

- A.** The President shall preside at all meetings and shall have executive supervision over the activities of the Society within the scope of these Bylaws and shall make all committee appointments. The President shall render an annual report to the Society.
- B.** There shall be a Vice President, who shall perform such duties as may be assigned by the President or the Board of Directors. In the event of the death, resignation, incapacity to act, or absence from any meeting, the President's duties shall devolve upon the Vice President.
- C.** The Secretary shall keep the records of the Society, including the minutes of all meetings. The Secretary shall conduct the general correspondence of the Society, shall send out such notices as may be required by these Bylaws and shall perform such other duties as may be assigned by the President or the Board. The Secretary shall maintain the Office of the Society, which shall be open at such time as the Board of Directors may designate.
- D.** The Treasurer shall be responsible for the receipt and disbursement of the Society's funds and the reasonable safekeeping of its securities and other financial assets and shall maintain the Society's membership list. The Treasurer shall cause to be maintained one or more banking accounts in the name of the Society and shall deposit all monies received in such accounts. The Treasurer shall sign all checks upon such accounts for withdrawal and disbursement of budgeted funds approved by the Board authorizing such withdrawals. Society checks written for amounts of \$500 or greater must be countersigned by the President or Vice President in the absence of the President. The President shall be the co-signer on all Society bank accounts and safe deposit boxes. The Treasurer shall render a quarterly accounting to the Society, including a receipts and disbursements statement, an income statement and a balance sheet. The Treasurer shall be bonded in the amount decided by the Board of Directors and shall submit the Society's books and records to a special Audit Committee at the direction of the President and every two years the Society's financial condition shall be subject to an independent professional audit.
- E. ELECTION OF OFFICERS:** All officers shall be elected by the membership to serve for a term of two years, not to exceed two consecutive terms in the same office; however, the Secretary and the Treasurer may serve more than two terms.

#### **Article V - BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE**

- A. GENERAL:** The Board of Directors, which shall manage the affairs of the Society, shall have not

- less than six members and no more than fourteen members selected from the membership, and the Directors ex-officio, having full voting powers, who shall be the President, Vice-President, Secretary, Treasurer. The chairpersons of the Museum and Publications committees shall be elected Directors ex-officio by the Board of Directors following their appointment by the President and confirmation by the Board.
- B. TERMS OF OFFICE:** The terms of office of the elected Directors shall be three years and shall be staggered in such a manner that not more than one-third of the Directors shall be elected annually.
- UNEXPIRED TERMS:** In the event of death, resignation or incapacity of any Officer or Director, whose unexpired term does not exceed one year, the vacancy shall be filled by the Board of Directors for the unexpired term. Where the term of the Director is more than one year, the Board of Directors shall appoint a successor to serve until the next Annual Meeting, at which time the membership shall elect a successor for the unexpired term.
- C. EXECUTIVE COMMITTEE:** There shall be an Executive Committee composed of the President, Vice-President, Secretary, Treasurer and one member of the Board of Directors, designated by the board. The Executive Committee shall have the power to act for the Board of Directors between its regular and/or special meetings and conduct the affairs of the Society where necessary between meetings. Such actions taken by the Executive Committee shall be deemed to be action of the Board itself. The Executive Committee shall convene on call of the President.

#### **Article VI - MEETINGS AND ELECTIONS**

- A. ANNUAL MEETING:** The Annual Meeting of the membership of the Society shall be held during the month of November at such time and place as may be fixed by the Board of Directors. Notice of such meeting shall be mailed to each member at least ten days in advance thereof. At this meeting, there shall be elected the Officers and such Directors to replace those terms of office that are expiring, as well as the transaction of such other business as may be properly brought before it.
- B. SPECIAL MEETINGS:** Special meetings of the Society may be called by the President or by a majority of the Board of Directors or upon written request to the Secretary from 25 members at least ten days or not more than sixty days in advance thereof. Notice of all special meetings shall be sent by the Secretary to each member of the Society. In the case of special meetings such notice shall state the purpose or purposes of the meeting and subject or subjects to be considered.
- C. MEETINGS OF THE BOARD OF DIRECTORS:** Meetings of the Board of Directors shall be held at least every two months or at such times as the President or three members of the Board shall designate.
- D. NOTICE AND WAIVER OF NOTICE:** Notice for all meetings of the membership or the Board of Directors shall be given in writing by the Secretary to the members or Directors as appropriate. A waiver of notice by any party entitled to notice shall be equivalent to the giving of notice.
- E. QUORUMS:** The quorum for transacting business at any membership meeting shall be twenty members in good standing and entitled to vote. A quorum for a meeting of the Board of Directors shall be a majority of the Board, which includes Ex-Officio members.
- F. RULES OF ORDER:** The rules of procedure contained in Roberts' Rules of Order, latest edition, shall govern the proceedings of the Society at all meetings, except as provided in these bylaws.

#### **Article VII - COMMITTEES:**

- A. STANDING COMMITTEES:** The following Committees and chairpersons shall be appointed annually by the President and confirmed by the Board of Directors.
1. Program
  2. Publications
  3. Membership
  4. Museum
  5. Budget
  6. Nominating
  7. Scholarship
  8. The W. Earle and Phyllis Collins Crank Memorial Endowment
  9. Committee on Black History

Other committees may be appointed in a like manner as needed

- B.** The chairpersons of the Publications and Museum Committees shall be elected by the Board of Directors as directors ex-officio following their appointment by the President and confirmation by the Board of Directors.
- C.** All committees shall meet promptly after appointment and shall hold subsequent meetings bi-monthly or when called or authorized by the committee chairperson. Reports of all meetings shall be filed with the Secretary and may be read at the next meeting.
- D.** A majority of any committee shall constitute a quorum and a majority of such quorum may decide any question properly coming before such committee.

**Article VIII - AMENDMENTS:**

- A.** Amendments to these bylaws shall be made by a two-thirds majority of the membership present in good standing and eligible to vote, a quorum being present. Amendments may be made at any membership meeting, either Annual or otherwise, provided at least two weeks notice in writing is given by the Secretary.
- B.** Proposed amendments shall first be submitted to the Board of Directors for approval, which in turn shall if approved, submit the same to the membership for a vote. If disapproved by the Board of Directors, a proposed amendment may be submitted to the membership for a vote upon petition of one-half of the members in good standing and eligible to vote.

**Article IX - DISSOLUTION:**

- A.** The Society shall be dissolved by operation of law or by a two-thirds majority vote of the membership in good standing and eligible to vote. The latter action shall be taken at the Annual Meeting or a Special Meeting called for the purpose by the President or three members of the Board of Directors. Members unable to attend such a meeting may authorize one of the Officers of the Society in writing to vote by proxy, and proxy statements for this purpose shall be mailed with the notice of the meeting.
- B.** In the event of dissolution of the Corporation, such procedure as outlined in Article V of the amended Articles of Incorporation shall be invoked, with the exception that any documents or artifacts in the collections of the Society, either on permanent or temporary loan to the Society, and which have been so designated, shall be returned to the donors, lenders, or their heirs-at-law, prior to the disposition of the remaining assets as outlined in the said Article V.

**Article X - EFFECTIVE DATE:**

Final Copy, Board of Director's Vote, July 24, 2002 and amended by unanimous vote October 24, 2002; as adopted by unanimous vote of the members on December 8, 2002, and as amended by unanimous vote June 2010, and as amended unanimous vote of June 5, 2011.

These bylaws including amendments shall be deemed to be in effect following the filing of the amended Articles of Incorporation and their acceptance by the State Corporation Commission. These Bylaws and amendments were approved by two-thirds of the membership present and voting and recommended by the Board of Directors. Also, amendments to the Bylaws submitted at Board of Directors meeting March 2010 and approved at membership meeting on June 2010, and amendments approved at the membership meeting on June 2011.