

Dear New Kent Historical Society Members,

When we purchased the Martha Dandridge Woman's Club property, it was brought to our attention that the Society was in violation of certain statutes of the Commonwealth of Virginia. If not corrected, it may jeopardize our legal status with Virginia and our 501(c)(3) status with the federal government.

What we need to do is to provide them with the names of our Board of Directors. Since neither our Constitution nor our By-Laws provide for a Board of Directors, it was decided by the Executive Committee to write new By-Laws. This is your fifteen(15) days' notice, as prescribed in the current Constitution in order to vote a change in the By-Laws. We have been counseled that the current Constitution is no longer necessary for an organization such as ours. Therefore, we will be asking the Society members to replace the current Constitution and By-Laws and replace them with the new By-Laws. Included is a copy of the revised By-Laws, so that you can read them prior to the meeting.

We will meet on Sunday, August 24, 2014, at 2:30PM. We know that this may be an inconvenience, but it is vital that you attend as we must act upon this immediately.

We have been investigating possible grants that the Society may be eligible for. In order to apply we must present our Board of Directors, a list of our Executive Officers, and proof of our 501(c)(3) status. This is yet another reason we need to have this new set of By-Laws approved by the membership as soon as possible.

At the meeting, the Executive Committee will propose a slate of individuals to become a part of the Society's first Board of Directors. Nominations will also be accepted from the floor, with the prior consent of the nominee. This Board will serve until November 2014 when regular elections will take place. The following members have agreed to serve as Directors: LaVonne Allen, Gale Auer, Hawthorne Davis, Martha Martin, and Stran Trout.

Thank you for taking the time to read this letter and the new By-Laws. The Society will meet on August 24th at 2:30PM in the 1909 Courthouse Courtroom.

Sincerely,
Camilla Trumuel, President
and NKHS Executive Committee
August 6, 2014

**NEW KENT HISTORICAL SOCIETY
BYLAWS**

Article I NAME

The name of the organization shall be the **New Kent Historical Society (Society)**.

Article II PURPOSE

A. The mission of this Society shall be to collect, preserve and disseminate information and material of every nature relating to the history, antiquities and literature of New Kent County, Virginia. The Society is organized for scientific and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(C) (3) of the Internal Revenue Code of 1954, or of the corresponding provision or provisions of any subsequent amendments thereto.

B. The Society may operate a museum and provide educational opportunities to the public.

C. The Society may own real and personal property.

D. The Society shall be a nonprofit organization incorporated under the laws of the Commonwealth of Virginia.

Article III MEMBERSHIP

A. The Society shall be composed of five classes of Members: Life, Annual, Family, Student, and Honorary.

B. Any person interested in the history and heritage of New Kent County may be considered for membership.

C. Membership shall be granted by a majority of those present and voting at a meeting of the Board of Directors.

D. Annual Members: Include individuals. Dues shall be as designated by the Board of Directors.

E. Family Members: Family membership shall apply to members of the same household, and may include family members who qualify as students. Family members may choose no more than two (2) of their family as voting members at each meeting. Dues shall be as designated by the Board of Directors.

F. Life Member: Include members who have paid the designated life member dues. Dues shall be as designated by the Board of Directors

G. Student Members: Student Memberships are limited to students in grades through kindergarten through Grade 12, and fully matriculated students at colleges or community colleges. Dues shall be as designated by the Board of Directors.

H. Honorary Members: may be elected by the membership in recognition of contributions made in the field of Virginia history or toward the work of the Society. No annual dues shall be payable, and no voting rights shall be granted by virtue of Honorary Membership

I. All members shall be entitled to receive publications issued by the Society.

J. All dues shall be payable on January 1 of each year for that year. Membership may be terminated by the Board of Directors for failure to pay annual dues by June 30 of the year for which dues are owed.

Article IV MEMBERSHIP MEETINGS

A. There shall be no less than three meetings of the Society during each calendar year at which the business of the Society may be conducted at such location, date and time as may be designated by the President.

B. Special meetings may be called by the request of the Board of Directors or the Executive Committee.

C. The annual meeting shall be the business meeting held on the first Sunday in November of each year, unless otherwise designated by the Board of Directors, and shall be for the purpose of electing Officers and Directors, receiving reports of the activities of the Society during the preceding year, and other business as appropriate.

D. Annual members, life members, and student members shall be entitled to one vote upon all matters coming before the membership of the Society. Family members may choose no more than two (2) of their family as voting members at each meeting.

E. A majority of those present and voting shall be required to approve any matter unless otherwise designated or required. Voting shall be in person or by notarized proxy.

F. Quorum: 10% of the membership is required to be in attendance or represented by proxy to conduct business.

G. Notice: Notice of meetings of the Society shall be sent at least 10 calendar days prior to the meeting to all members by email, mail, or other means using the contact information as it appears on the records of the Society. Notice of Special meetings shall include the reason that the meeting is being called.

Article V OFFICERS

A. The officers shall be a President, one or more Vice-Presidents, a Secretary, and a Treasurer.

1. Each officer shall be elected for a term of two years beginning upon the conclusion of the annual meeting in which they were elected and shall serve until replaced.
2. Such elections shall take place at the annual meeting of the Society in each even numbered year.
3. Vacancies: The Board of Directors may fill any officer vacancies. Such persons shall serve until the next annual meeting. Should such position be filled during an odd numbered year, the position shall be considered vacant at the odd numbered year's annual meeting and the officer then elected shall serve for the remainder of the term.

B. Duties of Officers

1. The President of the Society shall preside at all meetings of the Society, the Executive Committee, and the Board of Directors and shall be ex-officio a member of each Standing Committee and shall perform the duties customarily assigned to his office. The President shall from time to time present to the membership for its consideration and action his recommendations for strengthening and developing the work of the Society, and for arousing a deeper interest among the people of Virginia in the care and preservation of the records of its history. The President shall work with the Board of Directors and the Executive Board to create meaningful activities for the membership.
2. The Vice President(s) of the Society shall take part, to the best of their ability and opportunity, in furthering the work and aims of the Society, and aid as far as possible in promoting such plans for the Society as may be recommended by the President and/or Board of Directors and approved by the membership. The Vice-President shall serve as chairman of all meetings and shall assume the duties of the President, in the absence of the President. If more than one Vice-President is elected, they shall be designated as First Vice-President, Second Vice-President, etc. for the purpose of assuming the duties of the President, in the President's absence.
3. The Secretary shall keep a full record of the proceedings of the Executive Committee and of the meetings of the Society, in a durable Minute Book to be provided by the Society, and shall perform such other duties as are customary to that office. The Secretary shall see that all notices are duly given in accordance with the provision of these bylaws, or as required by law. He(she) shall also keep a record of the term of office of each Officer and Director.
4. The Treasurer shall collect and receive all monies due to the Society, deposit them in the accounts designated by the Board of Directors. The Treasurer shall pay all bills approved by the President and/or the Board of Directors. The Treasurer shall keep the accounts of the invested funds of the Society. At each regular meeting of the Executive Committee, and at other meetings, the Treasurer shall present a report of his/her receipts and disbursements since his last report. He shall keep a register of the mailing address (both physical and email) of each member, as well as the status of their membership.

Article VI EXECUTIVE COMMITTEE

A. The Executive Committee shall consist of the President, Vice President(s), Secretary, Treasurer, and Immediate Past President.

B. The Executive Committee shall make recommendations of actions to the Board of Directors.

C. The Executive Committee shall have the power to act on behalf of the Society between Meetings of the Board of Directors, as long as such actions do not conflict with actions taken by the Board of Directors or by the Society.

D. Quorum: A majority of the members of the Executive Committee must be present to conduct business.

E. Notice: Notice of meetings of the Executive Committee shall be sent to all Executive Committee members at least 7 calendar days prior to the meeting

Article VII BOARD OF DIRECTORS (BOARD)

A. The Board of Directors shall consist of the officers, the immediate Past President, and five (5) elected directors.

1. Election: Directors shall be elected at the annual meeting for terms of one year beginning immediately following the annual meeting, and shall serve until replaced.

2. Vacancies: The Board of Directors may fill any board vacancies. Such persons shall serve for the remainder of the term.

3. Transition: During the transitional year 2014 the list of candidates will be presented and voting will take place at a special meeting called for that purpose.

B. DUTIES

1. The Board shall manage the day to day operations of the Society, including management and expenditure of the funds of the Society.

2. The Board may make recommendations on issues specifically reserved for vote by the Society, and may at its discretion refer issues to a vote of the Society at a regular or special meeting.

3. The Board may create the following committees and appoint Society members to the following positions as they are needed: Director of the Museum, Director of Research, Director of Education, Director of Fundraising Activities, and Volunteer Coordinator. The Board may also create additional committees as needed.

4. The Board shall consider appointments by the President to committees as necessary.

5. The Board shall develop the responsibilities of the committees.

6. The Board shall establish the amount of annual membership dues for each membership category.

C. MEETINGS

1. The Board of Directors shall meet within one month of being elected and not less than three times within each fiscal year.

2. Special meetings of the Board of Directors may be called by any two members of the Board of Directors or by the President.

3. Quorum: A majority of the members must be present to conduct business.

4. Notice: Notice of meetings shall be sent to all Board members at least 7 calendar days prior to the meeting.

D. COMPENSATION

No director shall by reason of his/her office be entitled to receive any salary or compensation, other than reimbursement for expenses approved the Board on behalf of the Society.

E. CONTRACTS/LOANS

1. The Board may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society.

2. No loans shall be contracted on behalf of the Society and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

Article VIII FISCAL YEAR

The fiscal year of the Society shall begin on the first day of January and end on the last day of December of each calendar year.

Article IX Committees

A. All committees except for the Nomination Committee and the Election Committee and those specifically reserved for appointment by the Board shall be appointed by the President with the approval of the Board of Directors,

B. A Nomination Committee shall be elected by the Society and shall be responsible for designating candidates for officers or Directors. The Nominating Committee shall present a slate of qualified candidates to the membership not less than one month prior to the annual meeting. Each nominee shall have consented to the placement of his or her name in nomination.

C. An Election Committee shall be elected by the Society and shall be responsible for the conduct of elections and counting of votes.

Article X CONFLICT OF INTEREST

A. The purpose of the conflict of interest policy is to protect this tax-exempt Society's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Society or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest application to nonprofit and charitable organizations.

1. Any Director, Officer, or member of a committee with Board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Society has a transaction or arrangement.
- b. A compensation arrangement with the Society or with any entity or individual with which the Society has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Society is negotiating a transaction or arrangement.

3. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board or an appropriate committee decides that a conflict of interest exists.

4. Procedure includes:

- a. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors
- b. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon.
- c. The Board shall appoint a disinterested person to investigate alternatives to the proposed transaction or arrangement.
- d. If the Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- e. If the Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.
- f. All proceedings of the Board, including the vote, are to be recorded.

Article XI DISSOLUTION

In the event of a sale, liquidation, or dissolution of the Society, whether voluntary or involuntary, no member shall be entitled to the distribution of any remaining property or rights,

or proceeds thereof, of the Society, and the balance of all money and property received by the Society from any source after the payment of all debts and obligation shall be used for the benefit of, or distributed exclusively to, other similar, exempt organizations as intended by the applicable sections of the Internal Revenue Code.

Article XII Use of Society Funds

No part of the net earnings of the Society shall be used for the benefit of, or to be distributable to, its individual members, officers, or other private persons. The Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I hereof. No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Society shall not carry on any other activities not permitted to be carried on (a) by a Society exempt from Federal income tax under Section 501 (C) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal Revenue Law) or (b) by a Society, contributions to which are deductible under Section 170 (C) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal Revenue Law).

Article XIII PARLIAMENTARY AUTHORITY

All meetings shall be governed by the rules promulgated by the current edition of *Robert's Rules of Order, Newly Revised* in all cases where they are applicable and in which they are not in conflict with these bylaws and any special rules of order that the Society may adopt.

Article XIV AMENDMENTS

These bylaws may be amended at any meeting of the Society by the vote of two-thirds of members present and voting, provided that the amendment shall first be referred to the Board of Directors for their review and recommendation.

Original Constitution
May 20, 1982

Revised Constitution
August 6, 2003

Revised Constitution
November 20, 2011

Revised Constitution
July 14, 2013

Revised and readopted Bylaws Approved: _____, 2014

_____, President

_____, Secretary