

# THE RAPPAHANNOCK COLONIAL HERITAGE SOCIETY, INC.

## BYLAWS

### ARTICLE I NAME AND PURPOSE

**Section 1:** The name of this corporation shall be The Rappahannock Colonial Heritage Society, Inc. (hereinafter referred to as “RCHS” or “the Society”).

**Section 2:** RCHS shall have its headquarters in the city of Fredericksburg, Virginia, or one of the surrounding counties.

**Section 3:** RCHS shall be organized and operated as a non-stock, nonprofit, and educational organization under the laws of the Commonwealth of Virginia and the IRS Code. No part of the Society’s funds shall inure to the benefit of any private individual. The purposes for which the Society is organized are exclusively charitable and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. In pursuit of these purposes RCHS shall endeavor:

- (1) To bring together persons who are interested in preserving and perpetuating the heritage and culture of the Colonial Era in and around the Rappahannock River Valley of Virginia.
- (2) To impart this knowledge to the general public as an ongoing educational endeavor.
- (3) To foster, encourage, and organize other activities related to the Colonial Era.
- (4) To conduct historical research of persons, places and events relating to the Rappahannock River Valley in Colonial times.

These purposes may be accomplished through, but are not limited to, the following activities:

Demonstrations of Colonial life skills and craftsmanship, Colonial dances and dance classes, newsletter, and website.

The time-period of our concentration is 1760 to 1820. In concentrating on this time period, we are in no way limiting ourselves only to this time period. We are merely stating that we are narrowing our period of study to this time period in order to better serve our mission of educating the general public in the heritage and culture of the Colonial Era.

**Section 4:** Notwithstanding any other provision of these by-laws, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

## **ARTICLE II MEMBERSHIP**

**Section 1:** Membership in RCHS shall be open to any adult upon payment of dues, who subscribes to the purposes and principles of the organization as stated in Article I, and shall continue as a member upon paying the annual dues. Minor children may not join as individuals, but may only be included in family membership and are not entitled with voting rights. A family membership shall consist of two or more related persons, living in the same household. Initial and annual dues, if any, shall be fixed by majority vote of the members. The method and time of payment of dues shall be determined, and may be changed, from time to time, by majority vote of members present at a regular meeting.

**Section 2:** Only adult members (18 and over) present at the annual, monthly or special meeting of the Society shall be entitled to one vote on each matter submitted for a vote of the membership.

**Section 3:** Membership in RCHS shall be of two classes: Individual or Family

**Section 4:** RCHS' fiscal year is January 1 to December 31. The annual membership year shall commence on January 1 and dues are delinquent on February 1. If initial dues are paid after September 1<sup>st</sup>, they will cover the following year also. Dues may be changed by recommendation of any member and majority vote of members with two weeks notice of the entire membership prior to the vote at a regular scheduled meeting.

**Section 5:** Individual and Family memberships may be furnished a list of members of RCHS, a copy of the Articles of Incorporation, Bylaws, and a copy of the current newsletter.

**Section 6:** "The Board of Directors may deny or terminate membership at its discretion. Members agree to "hold harmless" RCHS, it's Directors, its Officers and its agents, individually and severally. Members agree to abide by policies and procedures adopted by the Board, and to support the RCHS' purposes and reputation."

## **ARTICLE III OFFICERS**

**Section 1:** The officers of RCHS shall be a President, Vice-President, Treasurer and Secretary. The officers of the Society, including the Directors, and previous year's President (Past President) shall constitute the Executive Board. These officers shall perform the duties as prescribed in the following sections.

**Section 2:** The officers shall be elected by ballot to serve for one year or until their successors are elected. The term of office shall begin at the close of the annual meeting at which they are elected.

**Section 3:** The duties of the officers shall include, but not be limited to, the following:

***President.***

- The President shall call meeting to order and preside at the meeting.
- The President shall appoint members to standing committees.
- The President shall represent RCHS on appropriate occasions.
- The President shall serve as member ex-officio of all committees except the nominating committee.
- The President shall plan the emphasis for the year and develop the objectives toward which to work.
- The President shall conduct necessary communication with the general membership.
- The President shall have responsibility for the day-to-day operations of the Society.
- The President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

***Vice-President.***

- The Vice President shall perform all the duties of the President in the absence of, or at the request of the President and shall serve as President of RCHS should that office become vacant.
- In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to, all the restrictions on the President.
- The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

***Secretary.***

- The Secretary shall record and promptly file all original minutes of all meetings.
- The Secretary shall attend to all correspondence of RCHS.
- The Secretary shall exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request, the bylaws, and the minutes of the proceedings of the directors of the corporation.
- The Secretary shall in general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

***Treasurer.***

- The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- The Treasurer shall disburse, or cause to be disbursed; the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

- The Treasurer shall keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- The Treasurer shall exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore.
- The Treasurer shall render to the President and Directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation.
- The Treasurer shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- The Treasurer shall prepare a written report of the financial condition of the Society to be presented at the monthly meetings.
- The Treasurer shall assume the responsibilities of membership record keeping and the membership list.
- The Treasurer shall in general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

***Past President.***

- The Past President shall serve as a member of the Executive Board representing the wishes of the general membership of RCHS.
- The Past President shall serve as an advisor to the Officers of the Society.
- The Past President shall be entitled to all the rights and responsibilities of a full member of the Executive Board.

**ARTICLE IV  
MEETINGS**

**Section 1:** The regular meetings of RCHS shall be held on the first Tuesday of each month unless changed by majority affirmative vote of all members present at the monthly meeting.

**Section 2:** Seven active voting members of the Society physically present shall constitute a quorum. Business is conducted by majority vote. On all matters other than election of officers, voting may be by written ballot, voice vote, or show of hands, as appropriate to the situation. In any voting situation, if any member objects to any procedure other than a written ballot, a written ballot shall be used.

**Section 3:** The regular meeting on the first Tuesday in January shall be known as the annual meeting and shall be for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise.

**Section 4:** Special meetings may be called by the President or by the Executive Board, or shall be called upon the written request of seven members of the Society. The purpose of the meeting shall be stated in the call. Only the stated business may be discussed at a special meeting. Except in cases of emergency, at least three days' notice shall be given. Any action taken shall be limited to those members present.

## **ARTICLE V BOARD OF DIRECTORS**

The Board of Directors will consist of the officers of RCHS. The Board of Directors shall perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws.

## **ARTICLE VI COMMITTEES**

Committees shall be appointed from time to time by the President and confirmed by the membership, as the Society shall deem necessary to carry on the work of RCHS.

## **ARTICLE VII NOMINATIONS AND ELECTIONS**

**Section 1:** A nominating committee, consisting of three members, shall be organized no later than the October meeting. The nominating committee shall select its own chairperson from among its members. The nominating committee shall prepare a slate of nominees to be voted on by the membership at the annual election meeting. Nominations shall be mailed to the general membership no later than 30 days prior to election.

**Section 2:** Officers shall be elected each year by a majority vote of RCHS members present at the annual meeting. The term of the office shall be one year beginning at the close of the meeting at which they are elected.

**Section 3:** To be eligible for office, a member shall have been a member in good standing for not less than six months.

**Section 4:** Nominations may be made from the floor provided the prior consent of the nominee has been obtained.

**Section 5:** Election of officers will be by written ballot unless there is only one nomination for each office, in which case a voice vote or show of hands may be used. If the slate as presented is affirmed, the Secretary may be instructed to enter a single vote for the slate, which will then be duly elected.

**Section 6:** Except for the President, to which the Vice-President succeeds, vacancies in office may be filled for the period until the next annual election by a majority vote at the next regular meeting of those present and eligible to vote.

**Section 7:** If an officer is found to be unable or unwilling to perform the duties and responsibilities of office, he or she may be removed by a majority vote of members at a regular or called meeting.

**Section 8:** There shall be no usage of absentee balloting. Only those members present at the time of the vote shall be able to cast votes at the annual meeting.

## **ARTICLE VIII PARLIAMENTARY AUTHORITY**

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.

## **ARTICLE IX AMENDMENT OF BYLAWS**

These Bylaws may be amended at any regular meeting of the Society by a two-thirds vote of the members present, provided that the amendment has been submitted in writing at the previous regular meeting and mailed to any members not present at that meeting.

Approved 6/6/2000  
Amended 5/1/01  
Amended 11/2/04  
Amended 06/06/06