

Constitution --- Bylaws

Historical Society of West Point, Virginia, Incorporated

Adopted 2008—Revised 2015

Article I

Name

The name of the corporation shall be -- “The Historical Society of West Point, Virginia, Incorporated” (the Society).

Article II

Purpose

The main purpose of the Society shall be the discovery, preservation, and dissemination of knowledge about the history of the Town of West Point, Virginia, as well as the counties of King William, New Kent, and King and Queen, and / or other areas as they pertain to the Town of West Point. More specifically, its purpose, goals, and objectives shall be:

Section 1:

To discover and collect any material which may help to establish or illustrate the history of the Town, county, or the state; their exploration, settlement, development, and activities in peace and war; and their progress in population, wealth, education, arts, science, agriculture, manufacture, trade, and transportation; printed material such as histories, genealogies, biographies, descriptions, gazetteers, directories, newspapers, pamphlets, catalogues, circulars, handbills, programs, and posters; manuscript materials such as letters, diaries, journals, memoranda, reminiscences, rosters, service records, account books, charts, surveys and field books; and museum material such as pictures, photographs, paintings, portraits, scenes, and material objects illustrative of life, conditions, events, and activities in the past or the present.

Section 2:

To provide for the preservation of such material and for its accessibility, as far as may be feasible, to all who wish to examine or study it; to cooperate with officials in ensuring the preservation and accessibility of the records and archives of the Town and related counties, nearby communities, and institutions; and to bring about the preservation of historic buildings, monuments, and markers.

Section 3:

To disseminate historical information and encourage interest in the past by publishing historical material in the newspapers and otherwise; by holding meetings by way of lectures, papers and discussion; and by marking historical buildings, sites, and trails, as well as by sponsoring and presenting exhibits and programs of historical interest for the benefit and welfare of all people of the area.

Section 4:

To do and perform every other lawful act necessary or expedient or desirable in connection with and to effectively carry out the purposes of the Society.

Article III

Membership

The membership of the Society shall consist of persons or organizations who have an interest in the purposes of the Society, have applied for membership, and have paid dues as provided in this article.

There shall be three membership classifications: Annual (Individual, Family and Student), Honorary, and Life. All categories shall have full privileges of membership, including the right to vote on any matter brought before a meeting of the membership.

Section 1:

Annual Members: Any person interested in the history of the Town of West Point may be enrolled as an annual member. Annual members shall constitute the governing body of the Society from which all officers and committee members shall be chosen.

Section 2:

Life Members: Life membership shall consist of those members who have contributed a designated amount of monies in a single calendar year to the work of the Society. They may then be awarded a lifetime membership. If they so desire, they may continue to be considered as annual members. No more Life memberships will be sold after 2014.

Section 3:

Honorary Members: Honorary Members shall be persons who have made extraordinary contributions to the Society or its activities, have been recommended by the Board of Directors for their contribution, and have been elected to Honorary Membership by a two-thirds vote of the members present at any regular meeting. Honorary Members shall not be required to pay dues.

Article IV

Dues

Section 1:

Membership dues and Sponsorships amounts shall be determined by the Board of Directors. Annual dues shall be payable by the January meeting. After being duly notified by the Treasurer, any member whose dues are in arrears at the end of April shall be dropped from membership but may be reinstated by full payment of the amount due.

Article V

Board of Directors / Management

Section 1:

The Society shall be governed by a Board of Directors (the Board) elected by the Society membership for two-year terms in the manner provided in this article. This Board shall consist of four officers: the President, the Vice-President, the Recording Secretary, Treasurer, and at least nine and not more than 12 Directors-at-Large. The immediate Past President shall serve as an *ex-officio* member of the Board. Board members must be members of the Society in good standing.

Section 2:

The Board shall meet at the call of the President, or at the request of three Board members. Seven members shall constitute a quorum. The Board shall transact all business of the Society, except for items specifically reserved for consideration by the membership. At its discretion, the Board may bring other items of special significance to a meeting of the members for action or approval. The Board shall inform the membership of significant actions and plans.

Section 3:

Not later than January of odd-numbered years, the President shall appoint a Nominating Committee who will present a slate of Directors, including officers, for election at the following quarterly April meeting of the members. Nominations may also be made from the floor for any office. The consent of each nominee shall be secured before presentation by the committee or from the floor.

Section 4:

As soon as possible after the April elections, the President-elect (previous vice president) shall appoint the Standing Committee Chairs from among the Directors-elect, as provided in Articles VI and VII. All transfer of duties to the newly elected officers and board will occur at close of business at the April quarterly meeting of each odd-numbered year.

Section 5:

The President and Vice-President may be elected to the same office for two consecutive two year terms, but may not serve again until a full term has passed. It is understood that the Vice-President will become the President-elect for the following two-year term.

The Immediate Past President shall become an *ex-officio* member of the Board for the next term.

All other members of the Board may be reelected for successive terms.

Board or officer vacancies occurring during unfinished terms may be appointed by the President with approval of the Board.

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Section 6:

The Board shall be responsible for appointing an Audit Committee to perform an annual review of the financial records of the Society to be completed within 75 days of the end of each fiscal year or anytime during the year if a new Treasurer is appointed or the incumbent resigns. The Audit Committee shall consist of at least 2 members of the Society excluding the Treasurer. If necessary, the Board may select a certified public accountant firm to perform the audit.

It is the Treasurer's responsibility to have all bank statements and account records, duplicate receipts, supporting documents approving expenditures and any and all financial ledgers available to the Audit Committee within 45 days of the close of the fiscal year.

The review shall consist of a thorough examination of all financial documents: including income receipts and expenditure approvals, reconciliation of bank account(s) and a review of any other records related to the fiduciary conduct of the Society.

The Audit Committee Chairman shall provide a written report of the Committee's findings. The report shall include a general statement of the financial condition of the Society and recommendations for improvements or changes to the Treasury function.

Section 7:

It shall be the responsibility of the Board to prepare and submit a proposed operating budget 60 days prior to the beginning of each fiscal year. The budget shall cover the fiscal year. The fiscal year of the Society shall be from January 1 through December 31.

Section 8:

In the unlikely event of the dissolution of the Society all funds from sale of assets will be divided among the following local organizations, or surviving organization: Arts Alive, YMCA, and West Point School System to further local historic education. Artifacts will go to King William Historical Society if in existence, if not the Virginia Historical Society. All above mentioned organizations must be nonprofit. Loaned items will be returned to the designated owner.

Article VI

Duties of Officers

Section 1:

President

The President shall preside at all meetings of the Society and the Board, shall serve as an *ex-officio* member of all committees except the Nominating Committee, shall make appointments as authorized and necessary, and shall oversee and provide general leadership for the activities of the Society.

Section 2:
Vice President

The Vice President of the Board of Trustees shall act for the President in his absence and perform such other acts as the President may direct. The Vice President shall be responsible for obtaining speakers or other appropriate programs for the quarterly meetings of the members.

Section 3:

Recording Secretary

It shall be the duty of the Recording Secretary to keep records of the proceeding of the Society and the Board and records of attendance at meetings. Also to issue meeting notices and conduct other official correspondence for the Society as requested by the President or Board. (If necessary, the board may elect to appoint an additional position for Corresponding Secretary to be responsible for the latter responsibilities of the Recording Secretary)

Section 4:

Treasurer

The Treasurer shall collect and deposit all monies received by the Society, shall disburse funds to meet the Society's financial obligations as approved by the President or the Society, shall keep the financial records of the Society, including records of dues paid by each member, render an itemized financial accounting to the membership, in writing, at the October quarterly meeting, and perform such other financial tasks as the President may direct.

Section 5:

The Board may elect such other officers or assistant officers by resolution as deemed necessary.

Article VII

Committees

Section 1:

The Standing Committees shall be Special Projects, Publications, Membership Development, Public Relations, Museum, Crab Carnival / Christmas on the Town, and Fund Raiser. The President from among the Board of Directors shall appoint each committee chairman from the board of directors. Assistants or other committee members as necessary may be selected by the Chair of that committee, subject to approval by the President or the Board. Duties of the Standing Committees are as follows:

Section 2:

The Special Projects Committee shall be responsible for managing Society projects assigned by the Board, that are not the responsibility of any other Society committee.

Section 3:

The Publications Committee shall be responsible for editing and publishing a semi-annual Bulletin (April and October) containing material relating to the purpose of the Society, and for publishing other material as requested by the Board.

Section 4:

The Membership Committee shall be responsible for recruiting new members, including development of plans and techniques for reaching and attracting all who are interested in the History of the Town of West Point, Virginia, and shall assist the Treasurer in the contact of delinquent members.

Section 5:

The Public Relations Committee shall provide information to the media on society meetings, programs, and activities and shall perform other public relations functions on behalf of the Society as requested by the President or the Board.

Section 6:

The Museum Committee shall be for the purpose of providing general management of the Historical Society of West Point Museum activities and operations. Duties of the Committee shall include oversight of day-to-day operation and maintenance of the Museum, custodianship of the Museum collections and other Society historic possessions, coordination of volunteer activities, fiscal and exhibit planning, and other activities as necessary for the successful operation of the Museum. Activities of the Committee shall be in accordance with policy guidance provided by the Board of Directors.

Section 7:

Crab Carnival/Christmas on the Town Committee

Section 8:

Fund Raiser Committee

Article VIII

Quarterly Membership Meetings

Section 1:

Quarterly Society Meetings:

The Quarterly Society meeting dates shall be held at the direction of the Board in the months of January, April, July, and October for the purposes of presenting programs of historical interest to members and guests, providing information to members on Society activities, and conducting necessary business. A quorum of fifteen members shall be required to conduct business at a Quarterly Society Meeting of the members. The meeting shall be held in a designated facility to accommodate attendance at a suggested time of 3:00 PM.

Section 2:

Board Meetings

Board meetings are at the call of the President or at the request of three or more Board members as previously stated in Article V - Board of Directors/ Management. A quorum of seven board members shall be required to conduct business at a Board Meeting.

Section 4:

Special Meetings

Special meetings may be called at any time upon the petition of five or more members or upon due notice given by the President.

Section 4:

Robert’s Rules of Order, as Revised, shall be used as the authority for parliamentary procedure, except that provisions of these Bylaws shall prevail if they are in conflict with Robert’s Rules.

Article IX

Amendments

Section 1:

A thirty-day notice to active membership regarding the proposed amendment is necessary prior to any vote on a Bylaw/ Constitutional change.

Section2:

These Bylaws/Constitution may be amended or changed by a two-thirds majority vote of a membership quorum at any Quarterly Membership Meeting.

Section 3:

Amendments shall be effective at the close of the meeting at which they are approved.

President	Date	Secretary	Date
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A copy with official signatures is on file with Historical Society records.

Revised 2015

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