

MADISON COUNTY HISTORICAL SOCIETY

Constitution and By-Laws

Article I -Name

The name of this organization shall be the Madison County Historical Society.

Article II -Purpose

The Madison County Historical Society is a non-profit organization founded and operated for the perpetuation and preservation of Madison County heritage and traditions.

Article III -Membership

Section 1. Membership shall be open to anyone interested in the heritage and traditions of Madison County, Virginia.

Section 2. Charter members shall be those persons who paid dues by June 1, 1977.

Section 3. Dues shall be assessed annually by the Board of Directors. These dues shall reflect the fiscal responsibilities of the Society.

Section 4. Regular members shall pay dues annually on or before the anniversary date of their membership in the Society.

Section 5. Life membership shall be provided to all persons who paid a single fee of \$100.00 to the Society prior to January 1, 1997. All persons who are Life Members prior to January 1, 1997 shall remain Life Members. No additional Life Memberships will be issued after January 1, 1997.

Article IV -Board of Directors

Section 1. The Board of Directors shall consist of twelve members who shall hold office for three-year terms.

Section 2. The purpose of the Board shall be to formulate the policies of the Society and to manage its affairs.

Section 3. The Board of Directors shall be elected by the general membership. One third of the Board shall be elected at the first designated regular membership meeting of the calendar year. A Nominating Committee shall nominate members. Nominations may also be made from the floor. Anyone so nominated must have agreed in writing to serve prior to the nomination. A board member whose term has expired may be re-elected.

Section 4. Any member may be appointed a Director by the Board of Directors to fill an unexpired term. In the unusual circumstance where a Director is not elected to a vacant position at the annual meeting, the Board may then appoint a member to the vacancy until the time of the next annual meeting, at which time election will be held in accordance with Section 3. .

Section 5. Regular meetings of the Board of Directors shall be set by the Board. Special meetings may be called at the discretion of the President or at the written request of three Board members.

Section 6. Board members shall be expected to attend all meetings. Section 7. A quorum of the Board shall consist of four members and one officer.

Article V -Officers

Section 1. The Officers of the Society shall consist of President, Vice President, Secretary of Record, and Treasurer.

Section 2. Said officers shall have the powers and duties usually pertaining to their respective offices.

Section 3. Said officers shall be elected by the Board of Directors from the membership of the Board at a meeting of the Board immediately following the first designated regular membership meeting of the calendar year.

Section 4. Said officers shall take office on the date of their election, serve one year terms of office, and may be reelected.

Article VI -Administrator

Section 1. The Board of Directors may appoint an Administrator to perform the day to day operations of the Society within the framework of this Constitution and By-Laws and other guidance from the Board. The Administrator shall serve at the pleasure of the Board.

Section 2. If the Administrator is not a member of the Board of Directors, the Administrator shall be an ex officio member of the Board of Directors.

Article VII -Meetings

Section 1. Meetings of the Society shall be held quarterly normally on the third Sunday of February, May, August and November, with the designated regular annual meeting in February. The Board of Directors may change the meeting date if necessary. Special meetings may be called at the discretion of the President, or as program opportunities arise.

Section 2. A quorum for the Society meetings shall be 25 per cent of the membership. Written proxies will be recognized.

Section 3. Elections will be held at the designated annual meeting, as specified in Article IV, Section 3.

Article VIII -Fiscal Year

The fiscal year of the Society shall be from January 1 through December 31.

Article IX -Rules of Order

Society meetings shall be conducted according to Robert's Rules of Order.

Article X -Change of Constitution and By-Laws

Changes in this document shall be initiated by the Board of Directors by the affirmative vote of a majority of the Board members present at any regular or special meeting of the Board. These proposed changes must then be approved by the affirmative vote of the majority of the members of the Society present at any regular or special meeting of the Society provided written notice of the proposed changes has been sent to the members by the Secretary. Written proxies will be accepted.

Article XI -Compliance

It is the intent of the Madison County Historical Society to comply in all areas of equal opportunity and nondiscrimination. All matters for consideration by the Board of Directors, its Officers, and its Administrator, will be conducted in strict compliance with all applicable laws and regulations pertaining to non-profit organizations, and will be dealt with on a non-discriminatory basis.

Article XII -Provision of Reversion (Escheat)

In the event that the Madison County Historical Society should cease to exist as an organization, or otherwise becomes dissolved, then, upon such dissolution, all assets of the organization shall be dedicated to purposes exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code and all applicable Internal Revenue Service Regulations. Such purposes shall be in accordance with Article II of the Constitution and By-Laws of this organization. If no such designation of assets is made by the Board of Directors, then all assets escheat to the Commonwealth of Virginia.

Approved by the Board of Directors on September 9,1999.

Approved by the Membership on November 21, 1999.