



**THE BYLAWS OF THE ALBEMARLE CHARLOTTESVILLE HISTORICAL SOCIETY
REVISED JANUARY 21, 2020**

ARTICLE I

NAME, PURPOSE, EXEMPT STATUS & DEDICATION OF ASSETS

- 1.1 Name.** The name of the organization is Albemarle Charlottesville Historical Society Incorporated (the "Society").
- 1.2 Purpose.** The Society is organized for the purposes set forth in the Articles of Incorporation: This corporation is formed for the purpose of studying and preserving the history of Charlottesville and Albemarle County, Virginia, and surrounding jurisdictions in Central Virginia. The corporation shall, without limitation, collect and preserve manuscript and printed materials and other physical remains pertaining to the history of this area. The corporation may exhibit such material in its own or other museums or elsewhere and may maintain and operate one or more museums for housing and displaying historical materials. It may present historical programs, lectures, exhibitions, and other related activities, as well as publish an historical magazine and other papers on historical subjects.
- 1.3 Exempt Status.** The Society has been formed under the Virginia Nonstock Corporation Act and organized to operate as a nonprofit corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Notwithstanding any provision in these Bylaws or in the Society's Articles of Incorporation (as amended and restated), the Society shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax as an organization described in Section 501 (c)(3) of the Code or the corresponding provision of any future federal tax code.
- 1.4 Dedication of Assets.** The properties and assets of the Society are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any director or officer of the Society. On liquidation or dissolution, all properties and assets remaining after payment, or provision for the payment, of all debts and liabilities of the Society shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code Section 501 (c)(3).

ARTICLE II

PRINCIPLE OFFICE & BYLAWS

- 2.1 Principal Office.** The principal offices of the organization shall be located within the

City of Charlottesville or the County of Albemarle, Virginia.

- 2.2 Bylaws.** These Amended and Restated Bylaws (the “Bylaws”) supersede all the bylaws of the Society previously in effect.

**ARTICLE III
BOARD OF DIRECTORS**

- 3.1 Powers.** The business and affairs of the Society shall be managed, and all corporate powers shall be exercised, by or under the authority of the Board of Directors (the “Board”).

3.1.1 Subject to any limitation of the articles of incorporation and state or federal law, the Society shall have all powers granted under the Virginia Nonstock Corporation Act, Va. Code Ann. Sections 13.1-801-13.1-946 and shall have the same powers as an individual to do all things necessary to carry out its business and affairs.

3.1.2 In managing the affairs of the Society, the Board shall have all powers granted by the said Act including but not limited to the power to:

- a. Appoint and remove all corporate officers, agents, and employees; prescribe powers and duties for such persons that are consistent with law, the articles of incorporation and these Bylaws; and establish their compensation, if any.
- b. Adopt and establish rules and regulations governing the affairs and activities of the Society and take such steps as it deems necessary for the enforcement of such rules and regulations.
- c. Change the principal executive office or the principal business office from one location to another.
- d. Enforce all applicable provisions of the Bylaws.
- e. Contract for and pay premiums for insurance and bonds (including indemnity bonds) which may be required from time to time by the Society.
- f. Pay all taxes and charges that are or would become a lien on any portion of the Society’s properties.
- g. Solicit funds and accept on behalf of the Society any contribution, gift, bequest, or devise for the general purpose of the Society.
- h. Prepare budgets and maintain a full set of books and records showing the financial condition of the affairs of the Society in a manner consistent with generally accepted accounting principles, and at no greater than annual intervals prepare an annual financial report.
- i. Appoint such committees as it deems necessary from time to time in

connection with the affairs of the Society.

- j. Fill vacancies on the Board or in any committee in accordance with these Bylaws.
- k. Open bank accounts on behalf of the Society and designate signatories to such bank accounts.
- l. Bring and defend actions on behalf of the Society so long as the action is pertinent to the operations of the Society.
- m. Purchase, receive, lease, or otherwise acquire on behalf of the Society, and own, hold, improve, use, and otherwise deal with, real or personal property, or any legal or equitable interest in property, wherever located.
- n. Borrow money and incur indebtedness on behalf of the Society and cause to be executed and delivered for the Society's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, and other evidence of debt.

3.2 Number of Directors. The authorized number of directors shall not be less than seven (7) or more than nineteen (19) until such number is changed by an amendment to these bylaws.

3.3 Election and Terms of Directors.

3.3.1. Directors shall be Members of the Society and be elected by the Board.

3.3.2. The Board of Directors may from time to time adjust the terms of directors in order to create staggered terms. Pursuant to that authority, the Board will, at its first meeting following the formal adoption of these by-laws, adjust the terms of then-existing members of the Board of Directors such that one-third shall have terms ending on December 31, 2020 (Class 1), one-third shall have terms ending on December 31, 2021 (Class 2), and one third shall have terms ending on December 31, 2022 (Class 3). For the purposes hereof, including Sections 3.3.3 and 3.3.4, each of said terms (regardless of whether it ends on December 31, 2020, 2021, or 2022) shall be considered the first three-year term served by a director. Thereafter, newly elected Directors shall be assigned to one of the three classes, such that the Board shall be as balanced as possible between the three classes.

3.3.3. No director shall serve more than two (2) consecutive three-year terms, provided however, that the Board may permit additional terms upon the vote of a two-thirds (2/3) majority of directors then in office. Each director shall continue in office until his or her successor has been elected, or until his or her death, resignation, or removal.

3.3.4. A director who has completed two (2) such consecutive terms and/or such additional terms as permitted by subsection 3.3.3 will become eligible for re-election to the Board following no less than one (1) year's absence from the board.

3.3.5. When selecting candidates, the Board may consider expertise, the needs of committees, demographics of the Board, and other factors as deemed appropriate in addition to the candidate's commitment to the mission of the Society.

3.4 Resignations and Removal

3.4.1 A director may resign at any time by giving written notice to the President, the Vice-President, or the Secretary. Any such resignation shall take effect upon the date of receipt of that notice unless a later time is specified in the notice.

3.4.2 A director may be removed, with or without cause, at a regular or special meeting by vote of the majority of the members of the entire Board. A director who accumulates three (3) absences in a twelve-month period from regular Board meetings may be deemed by vote of the Board to have resigned, and his or her seat may be declared vacant.

3.5 Vacancies on the Board. If a vacancy occurs on the Board, including a vacancy resulting from an increase in the number of directors, the Board may fill the vacancy. A director elected to fill a vacancy shall be assigned to the Class held by the former holder of such seat to the extent possible. If the directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of the directors remaining in office.

3.6 Compensation of Directors. Directors shall not be compensated. However, the Board may authorize the advance or reimbursement of actual reasonable expenses incurred by a director, officer, member of a committee, or an employee in carrying out his or her duties.

3.7 Loans to Directors, Officers, and Employees. The Society shall not make any loan of money or property to or guarantee the obligation of any director, officer, committee member, or employee; provided, that with the consent of the President and Treasurer the Society may provide a short-term salary advance to an employee.

3.8 General Standards of Conduct for Directors

3.8.1 A director shall discharge his or her duties as a director, including his or her duties as a member of a committee, in accordance with his or her good faith business judgment of the best interests of the Society.

3.8.2 Unless a director has knowledge or information concerning the matter in question that makes reliance unwarranted, a director is entitled to rely on

information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:

- a. One or more officers or employees of the Society whom the director believes, in good faith, to be reliable and competent in the matters presented; or
- b. Legal counsel, public accountants, or other persons as to matters the director believes, in good faith, are within the person's professional or expert competence; or
- c. A committee of the Board of Directors of which the director is not a member if the director believes, in good faith, that the committee merits confidence.

3.8.3 A director is not liable for any action taken as a director, or any failure to take any action if he or she performed the duties of his or her office in compliance with this section.

3.9 Conflicts of Interest

3.9.1 Conflict Defined. A conflict of interest exists when the interests or activities of any director, officer, or employee may reasonably be seen as competing with the interests or activities of the Society; or the director, officer, or employee derives a financial or other material gain as a result of a direct or indirect relationship.

3.9.2 Disclosure. Any conflict of interest shall be disclosed to the Board of Directors by the person who has the conflict. When the conflict relates to a matter requiring action by the board of directors, that person shall not participate in the discussion nor vote on the matter, but his or her presence may be counted if it is necessary to achieve a quorum.

ARTICLE IV BOARD OF DIRECTORS MEETINGS

4.1 Time and Place of Meetings & Meeting by Electronic Means. Regular and special meetings may be held at such times and at such places within the City of Charlottesville or County of Albemarle as designated from time to time by the Board. The Board may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear and speak to each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

- 4.2 Action by Directors in Lieu of a Meeting.** Unless otherwise restricted by the Articles of Incorporation, these Bylaws, or Section 13.1-865 of the Virginia Nonstock Corporation Act, any action required to be taken at a meeting of the Board may be taken without a meeting if all directors consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto shall be filed with the minutes of the Board or filed with the corporate records reflecting the action taken.
- 4.3 Regular Meetings.** The Board of Directors shall meet no fewer than six (6) times during the fiscal year, including the annual meeting. At the annual meeting, the Board shall, by resolution, set a calendar of regular meetings for the coming year, and such calendar shall serve as proper notice of regular meetings for the upcoming fiscal year.
- 4.4 Annual Meeting.** The annual meeting of the Board shall be a regular Board meeting at such time as the Board may designate (the "Annual Meeting"). The purpose of the Annual Meeting shall be to elect officers, board members, set the budget and calendar of meetings for the coming year, and any other business as set forth before the Board. Notice of the Annual Meeting shall be provided to each Board member in writing or by electronic transmission at least seven (7) days before the meeting.
- 4.5 Special Meetings.** The President may call a special meeting of the Board whenever deemed necessary or when requested to do so by three (3) or more directors. Notice of a special meeting shall be provided to each board member in writing or by electronic transmission at least seven (7) days in advance.
- 4.6 Waiver of Notice.** A director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless the director at the beginning of the meeting, or promptly upon his arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.
- 4.7 Quorum.** A quorum exists if a majority of the members of the Board then in office are present for a meeting.
- 4.8 Voting.** Each member of the Board shall have one (1) vote. The act of a majority of the members present shall be the act of the Board, unless an action of a greater number is required by law or by these Bylaws.
- 4.9 Rules of Order.** The latest edition of Robert's Rules of Order Revised shall govern the conduct of business in all cases in which they are applicable and not in conflict with these Bylaws.

ARTICLE V COMMITTEES

- 5.1 Board Committees.** The Corporation shall have an Executive Committee and a Finance Committee as committees of the Board.
- 5.2 Executive Committee.** The President, Vice-President, Secretary, Treasurer, and up to two (2) other Directors selected by the Board shall serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws and to fill vacancies on the Board, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board, and is subject to the direction and control of the full Board.
- 5.3 Finance Committee.** The Finance Committee shall be chaired by the Treasurer and be comprised of Directors and of Members of the Society appointed by the President. The purpose of the Committee shall be to oversee all actions, transactions and policies affecting the financial conditions, assets, and investments of the Corporation. Without limitation, the Finance Committee shall, on an annual basis, review (a) the Corporation's annual budget, (b) any capital expenditures by the Corporation for property or equipment; and, (c) such other matters that may be referred to the Committee by the Board of Directors.
- 5.4 Other Committees.** The Board may create other committees as needed, such as (but not limited to) a membership committee, development committee, publications committee, and program committee. Committee chairs shall be Directors and shall be appointed by the President. Committees other than the Executive Committee may include members who are not Directors. In addition, the President may designate ad hoc committees to carry out special projects within certain time parameters.
- 5.5 Committee Meetings.** The provisions of these Bylaws that govern meetings, action without meetings, notice, waiver of notice, quorum, and voting requirements of the Board of Directors, apply to committees and their members as well. The committee chairs hold the responsibility for convening meetings and ensuring that communication is upheld with the Board. Any Member of the Society may attend committee meetings other than meetings of the Executive Committee and the Board of Directors.

ARTICLE VI OFFICERS, AGENTS & EMPLOYEES

- 6.1 Officers.** The Corporation shall have the following officers: President, Vice-President, Secretary, and Treasurer. Officers shall be Directors. The same individual may simultaneously hold more than one office.
- 6.2 Election of Officers and Term of Office.** Unless otherwise provided by resolution of the Board, officers shall be elected at each annual meeting of the Board. Those officers

elected shall serve a term of two (2) years, commencing at the next meeting following the annual meeting. An officer may serve up to two (2) consecutive terms provided, however, that the Board may permit additional terms upon the vote of a two-thirds (2/3) majority of directors' present.

6.3 Resignation and Removal of Officers

6.3.1 An officer may resign at any time by giving written notice to the Board. Any such resignation shall take effect at the date of receipt of that notice or at any later time specified in the notice.

6.3.2 Any officer may be removed, either with or without cause, by the Board at any regular or special meeting of the Board.

6.4 Officer Vacancy. A vacancy in any office shall be filled by majority vote of those directors' present at any regular or special meeting. The elected officer shall serve out the unexpired term of his or her predecessor.

6.5 Compensation of Officers. Officers shall not receive compensation for their services as such, but the Board may authorize reimbursement for expenses incurred by officers in connection with the performance of their duties.

6.6 Responsibilities of Officers.

6.6.1 President. The President shall serve as the chief executive officer of the Society. The President shall preside at all meetings of the Board and, subject to the supervision of the Board, shall perform all duties customary to that office and shall manage the affairs of the Society in accordance with the policies and directives approved by the Board.

6.6.2 Vice-President. In the event of the absence or disability of the President, the Vice-President shall perform all duties of the President. When so acting, the Vice-President shall have all powers of the President. The Vice-President shall have such other powers and duties as the Board may require.

6.6.3 Secretary. The Secretary shall be responsible for preparing and maintaining custody of the minutes of all meetings of the Board, and for authenticating records of the Society, shall give or cause to be given notices in accordance with these Bylaws or as required by law, and, in general, shall perform all duties customary to the office of Secretary or as may be determined from time to time by the Board.

6.6.4 Treasurer. The Treasurer shall have custody of, and be responsible for, the funds and securities of the Society. He or she shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Society, and shall deposit all funds and other valuable property of the Society in the

name and to the credit of the Society in such banks or depositories as the Board may designate. Whenever required by the Board, the Treasurer shall render a statement of accounts. He or she shall, at all reasonable times, exhibit the books and accounts to any Officer or Director of the Society, and shall perform all duties incident to the officer of Treasurer, subject to the supervision of the Board, and such other duties as shall from time to time be assigned by the Board.

6.7 Executive Director. The Board of Directors may appoint an Executive Director who shall serve for the term, and upon the conditions, set forth in an employment contract approved by a majority of the Directors and agreed to by the Executive Director. The Executive Director will supervise the day-to-day operations of the Corporation and perform other such duties as may be directed by the Executive Committee or the Board of Directors. The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the President or the Board. The Executive Director shall be an ad-hoc member of all committees. The Board and the Executive Director shall agree on written goals and objectives in December of each year for the upcoming year. By November 30 of the following year the Executive Director shall provide a written report on such goals and objectives and a self-evaluation. The Board shall, by December 15 in each year, provide a written performance review and evaluation to the Executive Director.

6.8 Agents and Employees. The Board may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause.

ARTICLE VII INDEMNIFICATION AND INSURANCE

7.1 Indemnification. The Society shall indemnify, to the fullest extent permitted and mandated by the Virginia Nonstock Corporation Act (see specifically Sections 13.1-875 – 13.1-883) each person now or hereafter a director or officer of the Society (and his or her heirs, executors and administrators) against all claims, liabilities, judgments, settlements, costs and expenses, including all attorney's fees, imposed upon or reasonably incurred by him or her in connection with or resulting from any action, suit, proceeding or claim to which he or she is or may be made a party by reason of his or her being or having been a director or officer of the Society (whether or not he or she is a director or officer at the time such costs or expenses are incurred or imposed upon him or her), except in relation to matters as to which he or she shall have been finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his or her duties as such director or officer.

The Society has the authority to indemnify an officer or director if 1) he or she conducted himself/herself in good faith, and 2) believed in the case of conduct in his/her official capacity with the Society, that his /her conduct was in its best interests; and in all other

cases, that such conduct was at least not opposed to its best interests; and in the case of any criminal proceeding, he or she had no reasonable cause to believe that such conduct was unlawful.

If the determination as to whether a director or officer was guilty of gross negligence or willful misconduct is to be made by the Board, it may rely as to all questions of law on the advice of independent counsel. Such right of indemnification shall not be deemed exclusive of any rights to which an officer or director may be entitled by any bylaw, agreement, or otherwise.

- 7.2 Insurance.** The Board may authorize the purchase of and maintain insurance on behalf of any director, officer, employee or agent of the Society against any liability asserted against or incurred by him or her that arises out of such person's status as a director, officer, employee or agent. The premiums for such insurance may be paid out of the assets of the Corporation.

ARTICLE VIII MEMBERS

- 8.1 Members.** The Society shall have Members. Members may be divided into various classes, as determined from time to time by the Board. Members shall have such privileges (such as attendance at meetings and special events for Members, use of Society research facilities, etc.) as may be approved by the Board of Directors from time to time. Members shall pay annual dues in such amount or amounts as may be prescribed from time to time by the Board. Annual Memberships shall run for a period ending December 31 in the year annual dues are received by the Society, except "Life Memberships" shall run for the life of the Member. Annual dues shall not be prorated. Those persons recognized as Life Members prior to the date hereof shall continue to be recognized as Life Members.

ARTICLE IX MISCELLANEOUS

- 9.1 Fiscal Year and Audit.** The fiscal year of the Society shall be January 1 through December 31, inclusive, or such other period as may be fixed by the Board. Subject to the provisions of Section 58.1-609.11 of the Code of Virginia, financial transactions of the Society for the preceding fiscal year may be either reviewed or audited by independent certified public accountants and a report of such review or audit shall be made to the Board.
- 9.2 Corporate Seal.** The Society may have a corporate seal in such form as may be approved from time to time by the Board.
- 9.3 Checks, Notes, and Contracts.** The Board shall determine who shall be authorized from time to time on the Society's behalf to sign checks, drafts or other orders for payment of money; to sign acceptances, notes or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

9.4 Books and Records to be Kept. The Society shall keep at its office correct and complete books and records of account, the activities and transactions of the Corporation, the minutes of the proceedings of the Board and the current list of directors and officers of the Corporation and their residence addresses. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

9.5 Amendments.

9.5.1 The Articles of Incorporation may be amended by the vote of at least two-thirds (2/3) of the directors then in office.

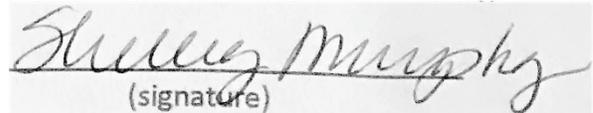
9.5.2 The Bylaws of the Society may be adopted, amended, or repealed by the affirmative vote of at least a majority of the directors then in office.

CERTIFICATE

I, the undersigned, the duly elected President of Albemarle County Historical Society, a Virginia Nonstock Corporation, do hereby certify:

That the foregoing Amended, and Restated Bylaws were adopted as the Bylaws of the Society by the Directors of the Society on January 21, 2020 superseding any bylaws heretofore in effect.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 23rd day of January 2020


(signature)

Shelley Murphy
(printed name)