



GREAT FALLS HISTORICAL SOCIETY

Constitution and Bylaws of The Great Falls Historical Society, Virginia

PREAMBLE

We, the undersigned, for the purpose of creating an historical society dedicated to the development and preservation of the history of the Great Falls area, do hereby adopt this Constitution and Bylaws to establish the purposes and objectives of, and the rules governing the operation and administration of, the Society as an unincorporated association.

ARTICLE I - Name

The name of the Society shall be "**The Great Falls Historical Society, Virginia.**"

ARTICLE II - Purpose

The Society is organized and shall be operated exclusively for educational and scientific purposes, within the meaning of Section 50 1 (c)(3) of the Internal Revenue Code of 1954, as amended, for the following purposes:

- To bring together people interested in history, especially history of the Great Falls area.
- To discover and collect material which helps to establish the history of the area, e.g., its exploration, settlement, development, activities in peace and war, and its progress.
- To collect printed material, manuscript material, museum material, and material objects illustrative of the history of the area.

- To work toward establishing a repository for such material and for its display as far as may be feasible.
- To work with the proper officials in the preservation of historic buildings, monuments, and markers.
- To disseminate historical information by publishing historical material; by arousing public interest in any way feasible; by marking historic buildings and trails.
- To cooperate with the Great Falls Citizens' Association, and other Great Falls organizations, county, state, and other nearby organizations in matters of area-wide significance.

ARTICLE III - Non-Profit Status

Section 1. The Society shall be a non-profit, unincorporated association of members. No part of its net earnings shall inure to the benefit of its members or other private persons or interests. In the event of the liquidation or dissolution of the association, its remaining assets shall be distributed to such other organization devoted to historical activities which is qualified as an exempt organization under the provisions of Section 501(c)(3) as may be selected by the Board of Directors at the time of the liquidation or dissolution. The Society shall not, as a substantial part of its activities, attempt to influence legislation or participate to any extent in a political campaign for or against any candidate for public office.

Section 2. The Great Falls Historical Society's Governance and Ethics Policy shall be signed by all Board Members, Members, Interns, and Volunteers who work on behalf of GFHS or access GFHS-proprietary files or records.

Section 3. Consequence of Governance and Ethical Policy Violations
The Board of Directors shall remove by simple majority vote any Board Member deemed by the President and the General Counsel to have violated any aspect of the Society's Governance and Ethics Policy. Following such, member may not be nominated to serve on the Board of Directors for a period of three years.

ARTICLE-IV - Membership and Dues

Section 1. Any person interested in the history of the Great Falls area who applies for membership and pays the necessary dues shall become a member.

Section 2. After election, the Board of Directors (officers and long-term directors) shall determine the amount of dues required for membership for the coming year, as well as any special categories of membership. The amount of dues shall be publicized through appropriate notices and shall be payable on or before the date of the first general meeting of the year in September. Members in arrears over three months shall be dropped from membership.

Section 3. Voting members shall be members in good standing

ARTICLE V - Schedule and Quorum for Meetings

Section 1. Regular meetings of the Society shall be held monthly, September through May, on the second Wednesday of each month.

Section 2. The annual meeting of the Society shall be held in the month of May.

Section 3. Voting members shall be members in good standing.

Section 4. Ten percent of the members of the Society shall constitute a quorum.

Section 5. The Board of Directors shall meet at least three times a year in person or via telephonic conference call at the call of the President, or at the request of a majority of the Board of Directors.

Section 6. At any meeting of the Board of Directors, a majority shall constitute a quorum. Board of Directors may meet and vote via telephonic conference call or via e-mail.

Section 7. Members may vote electronically at the call of the President.

Article VI - Officers and Board of Directors

Section 1a. The officers shall be a President, a Vice President, a Recording Secretary, a Corresponding Secretary, a Treasurer, a General Counsel, a Photographic Archivist, and a Historian. These officers shall be elected for a term of one year, with the exception of the President. The President shall serve until the next President is elected. The General Counsel, the Photographic Archivist, and the Historian are Honorary positions appointed by the Board of Directors. The officers shall be members of the Board of Directors during their term in office. There shall be six long-term directors, two elected each year for a term of three years. The immediate Past-President becomes a member of the Board of Directors until replaced by the newly retired President.

- Section 1b. In recognition of his role as a primary organizer of the Society, his service as its first president, and his continuing interest and contributions to the Society, Milburn Sanders shall be an honorary member of the Board of Directors privileged to participate in all of its counsels and deliberations.
- Section 2a. Nominations. The Board of Directors shall, no later than February, appoint a committee of at least four members to nominate candidates for officers and long-term directors. The nominations shall be presented to the Board of Directors prior to the April general meeting. The nominations will be presented by the Board to the Society membership at the April general meeting. Nominations will be accepted from the floor at the April general meeting as well as at the May annual meeting. Nominees shall give their consent. Written notice of the committee's nominations and any nominations from the floor at the April meeting shall be given to the membership before the May annual meeting.
- Section 2b. Elections. Elections shall be held annually at the May meeting. All officers and long-term directors subject to election shall be elected by a simple majority of the Society members present.
- Section 3. A person who has been elected to the Board of Directors for two consecutive terms, or elected as President or Vice President for three consecutive terms, shall not be eligible for nomination to the same office unless at least one year elapses between the end of the last term and the beginning of the term for which the person is nominated.
- Section 4. Officers and long-term directors shall take office immediately after election at the May annual meeting and shall serve until their successors have been duly elected. In the event of resignation or incapacity of any long-term director or officer except the President, the vacancy may be filled by the Board of Directors for the unexpired term of office.

ARTICLE VII - Fiscal Year

The fiscal year shall begin on May 1 and end on April 30 of the following year.

ARTICLE VIII - Duties of Officers and Directors

Section 1. The President shall have executive supervision over the activities of

the Society within the scope provided for by these Bylaws. The President shall preside at all meetings, shall report annually on the activities of the Society and shall appoint committee chairpersons and delegates. The President may sign checks for obligations of the Society as required.

Section 2. The Vice President shall assume the duties of the President in the event of absence, incapacity, or resignation of the President and shall also carry out such duties as may be assigned to him by the President.

Section 3. The Recording Secretary shall keep minutes of the meetings of the Society and the Board of Directors; notify the directors of board meetings, and notify the Society of meetings when necessary, as directed by the President; and keep a list of members.

Section 4. The Corresponding Secretary shall carry out the correspondence of the Society and assist the Recording Secretary as necessary.

Section 5. The Treasurer shall be responsible for the safekeeping of Society funds and for maintaining adequate financial records. This person shall deposit all monies received into a reliable banking company, in the name of, "The Great Falls Historical Society, Virginia.." Monies shall be paid out by numbered checks signed by the Treasurer, or President when applicable. The Treasurer shall collect dues and render an annual report based on the fiscal year. The Treasurer shall consolidate proposals for inclusion into the budget for delivery to the Board before the September general meeting.

Section 6. The Board of Directors shall have the power to conduct all affairs of the Society, decide questions of policy that for any reason cannot be acted upon at a meeting of the Society, and perform such other functions as designated by the Bylaws or otherwise assigned to it. The Board of Directors shall act on the budget prior to its submission to the Society in September.

ARTICLE IX- Committees

Section 1. The Society shall have such committees as deemed necessary for implementing the work of the Society. The President shall appoint chairpersons of such committees.

Section 2. Members of each committee shall be selected by its chairperson.

ARTICLE X - Parliamentary Authority

The rules contained in Robert's Revised Rules of Order shall govern the proceedings of the Society, except in such cases as governed by the Bylaws of the Society.

ARTICLE XI - Amendment to the Bylaws

These Bylaws may be amended at any regular meeting by a two-thirds vote of those present and eligible to vote, provided notice had been given at the previous meeting of the Society or in a written notice thirty days prior to the meeting. Also, the Bylaws may be amended at a special meeting called for that purpose, with previous notice, and a two-thirds vote of those present and eligible to vote. All proposed amendments shall be submitted in writing.