

BY-LAWS OF THE PRINCESS ANNE COUNTY/
VIRGINIA BEACH HISTORICAL SOCIETY

Article I
NAME

The name of the Association is "The Princess Anne County/Virginia Beach Historical Society"; hereinafter referred to as "The Society" or "PAC/VBHS".

Article II
FORM OF ORGANIZATION

The Society is an incorporated ~~501 (c) (3) non-profit public charity not for profit association~~ organized and operating under the laws of the Commonwealth of Virginia and the IRS.

Article III
PRINCIPAL OFFICE

The principal office of The Society shall be in the City of Virginia Beach, Virginia.

Article IV
MISSION AND PURPOSES

Section 1. Mission Statement.

To ~~increase~~ foster public awareness of and stimulate interest in the history of Princess Anne County and Virginia Beach; to ~~involve~~ encourage the citizens of the community ~~actively~~ in the preservation and restoration of historic properties within the city; and to develop programs for the interpretation of the community's heritage and the stewardship of historical resources.

Section 2. Purposes.

~~The Society~~ shall have as its primary objectives the following:

- (a) To bring together those people interested in history and especially the history of Princess Anne County and the City of Virginia Beach and promote a better appreciation of our American heritage.

~~(b)~~ Subject to approval by the Board of Governors, to collect data which may help to establish or illustrate the history of our area, such as genealogies, histories, biographies, pictures, paintings, relics and other matters of general historical interest; and to provide for the preservation of such material and for its accessibility to the interested parties. Such items that cannot be stored at the property owned or leased by The Society may be donated to the public library or

other appropriate organization approved by the Board, or such items may be sold for the benefit of The Society as approved by the Board.

~~(c)~~ (c) To disseminate historical information and stimulate interest in the history of Princess Anne County and the City of Virginia Beach by lectures, discussions and publication of historical matters.

~~(d)~~ To encourage the preservation of old homes, buildings and places in the community; to encourage ~~cooperate with~~ government officials and other organizations in ensuring the preservation and accessibility of historic sites and objects; ~~and, subject to approval by the Board of Governors, to buy, sell, own, lease or manage historic properties and raise funds for the preservation or improvement of said properties, both real and personal.~~

(e) To own and maintain Upper Wolfsnare, the house and contents, grounds, property and equipment belonging to The Society.

Article V MEMBERSHIP AND DUES

Section 1. Classes of Membership.

The Society shall have the following classes of memberships:

- (a) Individual – a person under the age of 65, of the age of 18 or older.
- (b) Family – two or more members of a single family unit living in the same household (at least one of whom is age 18 or older).
- (c) Senior – a person the age of 65 or older, over the age of 65.
- (d) Organization – any business, institution, corporation, association or other legal entity.
- (e) Life – an individual member (as defined above) who applies for life membership and pays the required one-time dues.
- (f) Honorary – an individual, senior or life member of The Society who is elected by a majority vote of the Board of Governors to become an honorary member because of his or her distinguished or exceptional service to The Society. Honorary members shall enjoy lifetime membership but shall not be required to pay any dues.

Section 2. Dues.

The amount of the dues for each class of membership shall be established by action of the Board of Governors and shall be published from time to time by The Society. All dues shall be billed annually (except for Honorary and Life Members) in the anniversary month of the member's joining, month of October. Failure to pay dues by the end of

~~December in any year~~ shall constitute a delinquency and the delinquent member may be dropped from the rolls by the Board of Governors.

Section 3. Membership Privileges.

All classes of members shall be entitled to receive notice of all meetings and other functions sponsored by The Society; to attend all membership meetings of The Society; and to vote upon all matters requiring the approval of the general membership of The Society. All members who are not delinquent shall be entitled to vote, but family and organization memberships shall be entitled to only one vote per family or organization. Other privileges may be extended to members by approval of the Board.

Article VI
BOARD OF GOVERNORS

Section 1. Management

The management and administration of the affairs of The Society shall be vested in a Board of Governors who shall direct the affairs of The Society through its officers and members. The maximum numbers of the Board shall be fifteen (15). The members of the Board shall be nominated by a nominating committee designated by the President, and shall be elected by a simple majority of the members of The Society present at the annual meeting of The Society. All board members shall be elected for a period of three years or until their successor is elected, ~~whichever is longer~~. Board members may be re-elected. One-third of the Board shall be elected each year. Any Board vacancies which occur may be filled by vote of the Board of Governors for the remainder of the term.

Section 2. Duties.

The duties of the Board of Governors shall be to manage and administer the affairs of The Society, to determine its policies, control its financial affairs and control all properties of The Society and direct their operation, care and preservation generally.

Section 3. Meetings.

Meetings of the Board shall be held at least bi-monthly, at such time and place as the Board shall decide. Notice of such meetings shall be given by the Secretary or assignee at least ten days in advance. Special meetings of the Board may be called by the President or any three Board members at any time after notice setting forth the purpose of the meeting. At least five (5) Board members must be present to constitute a quorum for the transaction of business. A simple majority vote of such a quorum shall be necessary to decide any matters which are considered. The President of The Society, or in his/her absence the Vice President or other officer, shall preside.

Article VII

OFFICERS AND EXECUTIVE COMMITTEE

Section 1. Officers.

The officers of The Society shall consist of a President, Vice President, Secretary, Treasurer and Historian.

Section 2. Election.

The Officers shall be elected at the annual meeting each year. All officers shall be members of the Board of Governors. All officers shall serve for a term of one year or until their successor is elected. Officers may be re-elected to serve additional terms in office. Nominations shall be made by the nominating committee prior to the annual meeting each year. There may also be nominations from the floor. A vacancy caused by the death or resignation of any officer may be filled by the Board of Governors until the next annual meeting.

Section 3. President.

The President shall:

- (a) Serve as the Chief Executive Officer of The Society and generally direct the affairs of The Society.
- (b) Appoint all committees unless otherwise specified in these By-Laws.
- (c) Serve as an ex officio member of all committees.
- (d) Direct the management of all properties of The Society pursuant to instructions of the Board of Governors and the Executive Committee.
- (e) Perform such other duties as usually pertain to this office or as outlined by these By-Laws.

Section 4. Vice President.

The Vice President shall carry out the duties of the President in his/her absence and shall assist in organizational and promotional efforts to carry out the plans of TThe Society.

Section 5. Secretary.

The Secretary shall:

- (a) Issue proper notice of all meetings of The Society, the Board of Governors, or the Executive Committee (or an assignee may give notice):-

- (b) Attend all meetings of The Society, Board of Governors, or Executive Committee and take notes of all proceedings, ~~and~~ keep written minutes thereof and distribute a copy to each Board member prior to the meeting date.
- (c) Keep a record of all pertinent incoming and outgoing correspondence of The Society.
- (d) Maintain an accurate list of the names and addresses of all officers and Board members (or an assignee may maintain the list).

Section 6. Treasurer.

The Treasurer shall:

- (a) Be responsible for all funds of The Society and deposit or cause to be deposited said funds in such banks or depositories as may be designated by the Board of Governors.
- (b) Pay, or cause to be paid, all bills and expenses of The Society.
- (c) Report on the condition of the treasury when requested by the President or the Board of Governors.
- (d) Prepare an annual financial statement showing all receipts and expenditures and the financial condition of The Society at the end of each fiscal year (April 30th).
- (e) At the discretion of the Board, bBe bonded for the faithful discharge of the duties of ~~his this~~ office, ~~in the discretion of the Board of Governors.~~ The bond premium shall be paid by The Society from the treasury.

Section 7. Historian.

The Historian shall:

- (a) Oversee the keeping of records for The Society of matters of historical interest pertaining to The Society, Princess Anne County, or the City of Virginia Beach, both present and past.
- (b) Collect and preserve documents, artifacts, photographs, or other property which is or may be of historical interest in the future.
- (c) Assist in the planning and presentation of programs of historical interest within the community.
- ~~(e)~~(d) Serve as the Registered Agent for The Society.

Section 8. Executive Committee.

The Executive Committee of The Society shall consist of the officers. The Executive Committee shall have full authority to conduct the business affairs, approved activities and management of The Society in emergency situations between meetings of the Board of Governors, provided that any action taken by the Executive Committee without prior approval shall be reported to and ratified by the Board of Governors at their next meeting. The Executive Committee shall meet upon call of the President, Vice President or other officer. Three members shall constitute a quorum.

Section 9. No Compensation.

Officers and all other members of the Board of Governors shall serve without compensation. However, they may be reimbursed for out-of-pocket expenditures on behalf of The Society upon approval by the Board of Governors or the Executive Committee.

Article VIII
COMMITTEES

Section 1. Standing Committees.

There shall be five Standing Committees in addition to the Executive Committee:

- (a) Finance Committee – shall consist of the Treasurer (Chairman) and at least two other members appointed by the President. The Finance Committee shall recommend to the Board investment of the funds of The Society; submit an annual budget in May of each year; and suggest and assist in raising money for the purpose of carrying on the affairs of The Society.
- (b) Building and Grounds Committee – shall consist of at least three members appointed by the President. This committee shall supervise all construction, maintenance, repair and improvement of all buildings, grounds, or structures owned or operated by -The Society, both interior and exterior. The committee shall recommend tenants, artisans or repairmen when services are needed. All expenditures and plans for construction or repairs (other than emergency repairs) shall be approved in advance by the Board of Governors. The committee shall also oversee and coordinate the operation of the house and grounds when any property owned by The Society is open to the public.
- (c) Acquisition Committee – shall consist of at least three members appointed by the President. The committee shall have charge of the acquisition, inventory and display of any articles of historic significance which The Society may acquire by way of purchase, loan or gift.
- (d) Program Committee – shall consist of at least three members appointed by the President. The Historian shall be a member. The committee shall plan programs of

historical interest for the general membership meetings of The Society and may also plan other programs of historical interest in the community.

~~(e) Membership Committee – shall consist of at least three members appointed by the President. The committee shall be responsible for maintaining a current list of members and shall recruit new members for The Society.~~

~~(e) Publicity Committee – shall consist of at least three members appointed by the President. This committee shall plan and advise the board, get approval thereof and execute publicity for The Society, its programs, notices and other ideas submitted.~~

Section 2. Other Committees.

The President or the Board of Governors may appoint such other committees from time to time as may be desirable to carry out the mission and purposes of TThe Society.

Article IX
MEETINGS

Section 1. General Membership Meetings.

The Society shall meet at least twice annually, in the months of May and October unless otherwise specified by the Board of Governors. The May meeting shall be the annual meeting held at a properly designated time and place selected by the Board of Governors. Written notice shall be sent by the Secretary or designee to all members in good standing at least ten (10) days before the meeting. The meetings shall be planned by the Program Committee.

Section 2. Board of Governors and Executive Committee.

Meetings of the Board of Governors and Executive Committee shall be as specified in Articles VI and VII above. Written or verbal notice of such meetings shall be given to all members at least two days in advance.

Section 3. Quorum.

A quorum at any meeting of The Society membership shall consist of not less than ten (10) members, and a majority vote shall decide any questions that come before the meeting.

Section 4. Special Meetings.

Special meetings of The Society may be called by the Board of Governors or by the Executive Committee upon ten days notice in writing to all members in good standing.

Article X
AMENDMENTS

These By-Laws may be amended or repealed by a two-thirds vote of those members present and voting at any meeting of the Board of Governors followed by a two-thirds vote of those members present and voting at the next general membership meeting of The Society. Notice of the proposed amendment(s) or repeal shall be given in writing by the Secretary to the Board and to The Society at least ten days in advance of said meeting.

The foregoing By-Laws were approved by the Board of Governors of The Society on July 8, 1998 and adopted by the membership on October 11, 1998.

The foregoing By-Laws were approved by the Board of Governors of The Society on March 15, 2017 and adopted by the membership on _____.