

**BY-LAWS OF
WARREN HERITAGE SOCIETY, INC.**

Revised: 2010

ARTICLE I. NAME

The name of this organization shall be the Warren Heritage Society, Inc. , Front Royal, Virginia.

ARTICLE II. STATUS AND DURATION

The corporation shall be governed by and operated under the laws of the Commonwealth of Virginia. The duration of the corporation shall be perpetual.

ARTICLE III. OFFICE AND HEADQUARTERS

The WARREN HERITAGE SOCIETY, INC., shall have its office and headquarters in the Commonwealth of Virginia, in Warren County, at 101 Chester Street (Ivy Lodge), in Front Royal, Virginia.

ARTICLE IV. MISSION

(Approved 26 March 1971; revised 30 October 2003)

To preserve, protect, and promote the heritage and history of Warren County and Front Royal, specifically to:

1. Foster the historical and genealogical knowledge of Warren County, Virginia, by research, restoration, and preservation.
2. Make known places, structures, scenic views, events, family records, and other information as pertaining to the historical, genealogical, and cultural background of Warren County, Virginia.
3. Foster, plan, and develop programs for the purpose of exhibiting the arts, crafts, and other memorabilia of historic and cultural value to Warren County, Virginia.
4. Encourage public participation in the preservation and restoration of historic buildings and cultural information that is deemed important to Warren County citizens.
5. Solicit, accept, hold, and administer gifts of money, securities, and/or other property of whatever character for the purpose of carrying out its programs.

6. Execute such other functions as may be required to carry out the fulfillment of its mission. *(Revised 10/30/2003)*

ARTICLE V. MEMBERSHIP

1. Membership in the Society shall be open to all interested in its objectives and purposes. Membership is established upon the payment of the annual dues for each calendar year. *(Revised 1/29/98)*

2. Life Membership may be achieved by payment of the required fee as set by the Board of Directors. *(Revised 10/24/86)*

3. The annual dues shall be set by the Board of Directors, payable beginning October 1 for the ensuing year and due on or before January 1. *(Revised 1/29/98)*

4. Members in good standing shall have a right to vote on each issue brought before the membership. *(Revised March 1971)*

5. A special annual membership classification known as "honorary director" may be granted by action of the Board of Directors to those groups, organizations, or individuals who support the Warren Heritage Society by substantial contributions of financial aid, presentation of historical artifacts and/or genealogical data which by its nature shall be preserved for posterity. Such members shall have the same right to vote as Annual and Life Members and shall be exempt from payment of dues. *(New: 1/29/98; revised 10/30/2003)*

ARTICLE VI. MEETINGS OF MEMBERSHIP

1. Regular meetings shall be held quarterly. The fall meeting shall be the annual meeting at which time all officers and directors shall be elected. *(Revised 2009; 2010)*

2. Special meetings may be called by the President or on petition signed by ten percent of the members in good standing. *(Revised 1/29/98)*

3. Members present at any regular meeting shall constitute a quorum.

4. Notices of regular meetings shall be sent to all members no less than fifteen (15) days prior to the meeting. Notices of special meetings shall be announced in The Warren Sentinel at least five (5) days prior to the meeting.

ARTICLE VII. OFFICERS

1. The Society shall have the following officers: President, First Vice-President, Second Vice-President, Secretary, Treasurer, President-Elect, and Immediate Past President. *(Revised 1/19/98)*

2. They shall serve for a period of two years, except for the President, President-Elect, and Past President who shall serve for a period of one year, except that with the consent of the President-Elect, the President may serve a second one-year term, along with the Past President. All officers shall assume their duties on the first day of January after their election in October. Incoming officers shall be expected to attend the November and December meetings to ensure continuity of duties. All officer positions excepting President, President Elect, and Past President may serve multiple terms. *(Revised 10/17/96; 30 October 2003; 10/28/2010)*

3. In the event that the President shall be re-elected for a second one-year term, then the President-Elect shall also serve a second one-year term as President-Elect, and the Past President shall serve a second one-year term as Past President. *(Added 10/17/96; revised 10/30/2003)*

4. The President shall serve on the Board of Directors as President-Elect in the year immediately preceding the year for which he/she is elected to serve as President, and as immediate Past-President in the years immediately following service as President. *(Added: 4/20/95)*

ARTICLE VIII. EXECUTIVE DIRECTOR

The Executive Director shall be appointed by the President with board approval. He/She shall receive direction and report to the President. *(Added 10/30/2003)*

ARTICLE IX. BOARD OF DIRECTORS

1. There shall be a Board of Directors consisting of the following: President, First Vice-President, Second Vice-President, Secretary, Treasurer, President-Elect, Immediate Past-President *(Revised 1/29/98)*. It is desirable that there be one Director for each of the five (5) Magisterial Districts of Warren County and one (1) Director elected at large. The at-large member may be a non-resident of Warren County. More than one Director may come from a District to obtain six directors if necessary. *(Revised 1/29/1998; 10/30/2003)*

2. Directors shall be elected for a term of three (3) years and serve until their successors are elected. They shall take office on the first day of January after the annual meeting in October. A Director may be re-elected for multiple terms as Director. The three-year term of office of Directors has been established on a staggered system so that only two vacancies occur annually. *(revised 10/24/1985; 7/15/04; 10/28/10)*

3. Term of office for the Executive Director shall be in accordance with his/her contract with the Society. *(Added 1/29/1998; Revised 10/30/2003)*

4. Vacancies on the Board of Directors (officers and directors) shall be filled by election by the Board at a meeting as soon as possible after the vacancy has been declared. However, if such vacancy occurs as a result of election by the membership of a person who is serving as a director to be an officer leaving an unexpired term, then that vacancy shall be filled immediately by the membership. The new director or officer shall take office immediately and shall serve out the term of office that has been vacated. *(Revised 10/17/1996)*

5. Directors may be a candidate for the office of President-Elect, First Vice President, Second Vice President, Secretary, and Treasurer at any time. If elected, their term would be for the term of that office.

6. Board members are expected to attend all meetings. New officers and directors elected in October are encouraged to attend the November and December meetings following election and prior to assumption of duties in January. *(Revised 10/30/2003)*

ARTICLE X. DUTIES OF OFFICERS

1. The **PRESIDENT** shall be the Executive head of the Society and preside at all meetings. He/she shall serve as Chairman of the Board of Directors. He/she shall serve as Ex-Officio member of all committees except the Nominating Committee. At the July meeting, he/she shall name a Nominating Committee of not less than three (3) nor more than five (5) members whose duty it shall be to select a slate of officers and directors and present it at the October meeting. The President shall appoint the Registered Agent and special committees when needed. He/she further functions as supervisor of the Executive Director. *(Revised 10/30/2003)*

2. The **FIRST VICE-PRESIDENT** shall serve as President and Chairman of the Society and Board in the absence or disability of the President. In the event of resignation or death of the President, he/she shall serve the unexpired term. As Parliamentarian, he/she shall advise the President on correct procedure when necessary using current Robert's Rules of Order. As Chairman of the Ad Hoc Program Committee, he/she shall introduce suitable programs for the Quarterly Membership Meetings and make recommendations for the Annual Meeting.

3. The **SECOND VICE-PRESIDENT** shall preside and serve as Chairman of the Society and Board in the event of the absence of the President and First Vice-President. He/she serves on the Finance and Budget Committee. *(Revised 10/30/2003)*

4. The **SECRETARY** shall keep and record the minutes of all meetings of the Membership and Board of Directors. He/she shall record attendance at all meetings of the Board of Directors. A copy of the minutes of each Board meeting shall be made available to the President and Board of Directors within ten (10) days prior to the next meeting. The secretary's minute books shall be deposited in the Archives at the end of the year. *(Revised 1/29/1998)* The

secretary shall conduct correspondence for the Society as required. He/she shall maintain a correspondence file to be placed in the Archives at the end of the year. *(revised 1/29/1998)*

5. The **TREASURER** shall keep proper financial records, account for all receipts and disbursements, and make proper reports. He/she shall pay by check such bills that have been approved by the Board of Directors or are included in the annual Budget.

The books of the Treasurer shall be closed effective December 31 of each year. They shall be audited by a board approved professional auditor and returned to him or his successor within thirty (30) days following the closing. The Treasurer shall serve as Chairman of the Finance and Budget Committee, and the committee shall prepare an annual budget for the general expenses of the Society. *(Revised 10/30/2003)*

6. The **PRESIDENT-ELECT** shall work closely with the President in preparation of his/her duties as President. *(Added new 1/29/1998)*

7. The **IMMEDIATE PAST-PRESIDENT** shall perform such duties as may be assigned by the President and give support when needed. *(Added new 1/29/98)*

8. The **EXECUTIVE DIRECTOR** shall perform duties in accordance with approved job description and is responsible for daily operations of the Society. He/she reports to the President and should attend board meetings unless otherwise notified. An annual evaluation of the Executive Director shall be done by the President. *(Added 10/30/2003)*

9. The **BOARD OF DIRECTORS** shall determine the general policies of the Society. The policies of the Society shall be approved by the Board and shall include the purpose, duties, responsibilities, composition, frequency of meetings, and keeping of minutes of each active committee. The Board shall have full power and authority to act on behalf of the Society on all business matters. The Board of Directors shall meet each month on such a date as determined by the Board or call of the President. A simple majority of the full Board will constitute a quorum. *(Revised 1/29/98; 10/30/2003; 2009)*

10. The **PRESIDENT**, in cooperation with the Treasurer, shall prepare the State Corporation Commission Report (SCC) and any appropriate government returns each year. If and when the Agent is replaced, appropriate SCC form must be filed. The President shall file the SCC Report and other government returns on time and provide two copies to the Society: one copy will be retained in the Society's files and the other to be deposited in the safe deposit box. *(Revised 10/30/2003)*

11. The **EXECUTIVE COMMITTEE** shall consist of the President, First Vice-President, Second Vice-President, Secretary, Treasurer, President-Elect, and Immediate Past-President. It shall have and exercise the powers of the Board of Directors in an emergency situation between regular Board meetings. A majority of the full committee will constitute a quorum. *(Revised 1/29/98; 10/30/2003)*

12. The duties of the Society staff other than the Executive Director shall be in accordance with contract with the Society and as directed by the Executive Director. *(Revised 1/29/98; 10/30/2003)*

ARTICLE XI. STANDING COMMITTEES

The following standing committees shall be named by the President for one year:

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|-----------------------------|---------------------|
| Finance/Budget/Ways & Means | Investments |
| Publicity/Membership | Balthis House |
| Property/Maintenance | Belle Boyd Cottage |
| Social | Festival of Leaves |
| Publications | Long Range Planning |
| Archives | Gift Shop |
| | Museum |

and other committees as needed to meet the objectives of the Society. *(Revised 1/29/1998; 10/17/2002; 10/30/2003; 2009)*

ARTICLE XII. DUTIES OF STANDING COMMITTEES

All standing Committees shall report at every regularly convened meeting of the Board of Directors. Other committee reports may be presented as appropriate, or as requested by the Board of Directors. Standing Committees work with the assistance of the Executive Director. *(Revised 10/30/2003; 10/28/2010)*

1. **FINANCE/BUDGET** – This committee shall be responsible for the preparation of the annual budget and such other duties pertaining to finances as may be assigned by the Board. *(Added: 1/29/1998)*

2. **WAYS AND MEANS** – This committee shall oversee the development and coordination of all revenue generating activities and shall maintain an awareness of the financial needs of the Society. All money realized from any project shall be turned over to the Treasurer promptly at its conclusion. *(Revised 10/30/2003)*

3. **INVESTMENT** – This committee shall be charged with the responsibility of reviewing the investments of the Society on an appropriate time schedule and making recommendations to the Board of Directors as to suggested investments of all funds. *(Added new 1/29/1998)*

4. **PUBLICITY /MEMBERSHIP** - This committee shall write and mail to the members the Newsletter for the purpose of informing the membership of the activities of the Society. The publications schedule shall be approved by the Board. The Publicity Chairman shall, with the assistance of the Executive Director, provide material to the media on activities of the Society from

time to time. This committee shall maintain a file of all members, and report membership count to the Board of Directors on a regular basis. A reminder that membership dues are due by January shall be included in the fall Newsletter. The committee shall remind those whose dues are in arrears after January. This committee also has oversight on Society publications. *(Revised 1/29/1998; 10/17/2002, 10/30/2003)*

5. **PROPERTY/MAINTENANCE** – This committee shall be responsible, with the assistance of the Executive Director, for cleaning and maintaining the buildings in good order, including periodic inspection of plumbing, wiring, and fire protection systems. It shall report on any repairs or replacements that may be necessary and secure bids for the work needed as directed by the Board. The committee shall oversee the maintenance of the grounds. *(Revised 10/30/2003)*

6. **FESTIVAL OF LEAVES** – This committee shall oversee the organization and implementations of the annual FESTIVAL OF LEAVES, maintain financial records of all income, expenditures, and give a final written report to the Board of Directors. *(Revised 1/29/1998)*

7. **SOCIAL** - This committee shall be in charge of obtaining venues and setting up refreshments at the Membership Meetings and such other social functions as may be decided upon by the Board. *(Revised 10/30/2003)*

8. **LONG RANGE PLANNING** – This committee shall survey the property and programs of the Society every five years beginning 2010 and present appropriate recommendations to the Board of Directors. This shall include recommendations for improvement, additions to the property, and programs. *(Revised 1/29/1998; 2009)*

9. **BELLE BOYD** – This committee shall actively seek the means to furnish Belle Boyd Cottage to reflect the period of the Civil War. It shall develop, with the assistance of the Executive Director, interpretive and educational programs for the Cottage. *(Revised 1/29/1998; 10/30/2003)*

10. **ARCHIVES** – This committee shall assist in fostering the historical and genealogical heritage by research, restoration, and document preservation. *(Added new 1/29/1998)*

11. **GIFT SHOP** – This committee shall operate, maintain, and stock the Gift Shop with items designed to (a) make a profit for the Society; (b) attract residents and tourists to Ivy Lodge; and (c) disseminate to its visitors knowledge and information about the history of Warren County. A written report of income and expenditures should be made to the Board of Directors as required for standing committees. *(Added new 1/29/1998)*

12. **MUSEUMS** – This committee, with the assistance of the Executive Director, sets general principles for the operation of the Society's Museums. It is responsible for the acquisition, preservation, exhibition, and inventory of the items and artifacts appropriate to each museum. It develops interpretive programs and plans special museum events and exhibits. It works with the responsible committees and the Executive Director for personnel management and docent staffing and training. It reports property maintenance and renovation to the property committee. All

donation offers should be referred to this committee for appropriate action. *(Added new 10/17/2002; revised 10/30/2003)*

ARTICLE XIII. ORDER OF BUSINESS

(Revised 1/29/1998)

The order of business for meetings of the Executive Committee and the Board of Directors shall include the following:

Call to Order
Minutes of Previous Meeting
Treasurer's Report
Office Administrator's Report
Committee Reports
Old Business
New Business
Adjournment

ARTICLE XIV. AMENDMENTS

The By-Laws may be amended at any regular meeting of the Society provided that a ten (10) day notice of such amendment or amendments has been given to the membership. A two-thirds vote is necessary to change or amend By-Laws.

ARTICLE XV. REVIEW OF BY-LAWS

The by-laws shall be reviewed every three years. *(Added 10/30/2003)*

ARTICLE XVI. CONDUCT OF MEETING

Robert's Rules of Order (revised) shall govern in all matters not inconsistent with these By-Laws.

Original By-Laws drawn and approved 3/26/1971. They have been revised and approved by Membership on 2/10/1972; 7/1975; 1/31/1980; 10/25/1984; 10/25/1985; 10/23/1986; 10/24/1990; 10/2/1992; 10/27/1994; 4/20/1995; 10/17/1996; 1/29/1998; 10/17/2002; 10/30/2003; 7/15/2004; 2009; 10/28/2010.