

WARREN HERITAGE SOCIETY, INC.

BY-LAWS

ARTICLE I. NAME

The name of this organization shall be the Warren Heritage Society, Inc., henceforth referred to as the “Society”.

ARTICLE II. STATUS AND DURATION

The Society shall be incorporated in, 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 Society shall have its office and headquarters in the Commonwealth of Virginia, in Warren County, at 101 Chester Street, Front Royal, VA 22630.

ARTICLE IV. MISSION

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, through research, restoration, and preservation.
2. Make known places, structures, events, family records, and other information pertaining to the historical, genealogical, and cultural background of Warren County, Virginia.
3. Execute educational programs, exhibits, and events that engage the public and promote appreciation for Warren County's cultural legacy.
4. Encourage public participation in the preservation and restoration of historic buildings, programs and events pertaining to history, and cultural information important to Warren County citizens.

ARTICLE V. SOCIETY MEMBERSHIP

1. Society Membership shall be open to all interested in its objectives and purposes and is established upon the payment of the annual dues for each calendar year. If paid throughout the calendar year the payment shall be set as follows:

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|------------------------|------|
| January 1 to March 31 | 100% |
| April 1 to June 30 | 75% |
| July 1 to September 30 | 50% |

2. The annual dues shall be set by the Board of Directors at the July Regular Meeting, payable beginning October 1 for the ensuing year and due on or before December 31.
3. Active members in good standing shall have a right to vote on each issue brought before the membership. Only members shall be eligible for candidacy in elections for a Director.
 - a. Active members are those of the Society that are current in the payment of annual dues and any other financial obligation to the Society and have attended a meeting within the current calendar year prior to the meeting of which a vote is needed.
4. Life Membership may be achieved by payment of the required fee as set by the Board of Directors at the July Regular Meeting.
5. A special membership classification known as “Honorary Director” may be granted by action of the Board of Directors to 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.

ARTICLE VI. MEETINGS OF MEMBERSHIP

1. Regular Membership Meetings shall be held quarterly and are open to the public. The Fall Membership Meeting shall be the annual meeting at which time Directors shall be elected using a confidential ballot process.

2. Special meetings may be called by the President, or on petition signed by ten percent of the active members in good standing.
3. Members present at any regular meeting shall constitute a quorum.
4. Notices of regular meetings shall be sent to all members by electronic communication, including but not limited to email, website, or social media, no less than ten (10) days prior to the meeting. Notices of special meetings shall be sent to all members no less than five (5) days prior to the meeting.

ARTICLE VII. BOARD OF DIRECTORS

1. There shall be a Board of Directors consisting of eleven (11) elected Directors. It is desirable that there be at least one Director for each of the five (5) Magisterial Districts of Warren County. Directors may be non-residents of Warren County, though not to exceed two (2).
2. The Board may also have one (1) representative each from the Town of Front Royal and County of Warren government. The representative shall serve in an advisory role and attendance does not count towards quorum, nor shall the representative have voting authority.
3. 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 Fall Membership Meeting. 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 three or four vacancies occur annually.
4. If, between regular membership elections, a vacancy develops on the Board, the Board is authorized to fill those vacancies with special Board elections. Special Board elections can occur during regular board meetings and are decided by a majority of the entire Board.
5. 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.

6. Board members are expected to attend all meetings. New directors elected at the Fall Membership Meeting are encouraged to attend any meetings prior to assumption of duties in January.
7. The Board may, by a majority vote of the entire Body, remove a Director or the Executive Director due to conduct deemed unbecoming of the Society; or a Director for being absent from any three (3) consecutive Board of Directors Regular Meetings, or for being absent from any four (4) Board of Directors Regular Meetings within a 12-month period.
8. Board members shall not be employed by the society and not receive compensation for being a Board member. Board members may be reimbursed, with prior approval, for necessary travelling or other expenses incurred in for the Society's purpose. Board members must disclose and refrain from participating in matters where a conflict of interest may arise.

ARTICLE VIII. OFFICERS

1. The Board shall have five (5) officers, and shall consist of the following positions: President, Vice President, Secretary, Treasurer, and Immediate Past President.
2. The Board of Directors shall elect the officers at the first Regular Meeting of the calendar year, each of whom shall serve for a term of two (2) years, or when their Director term expires. Directors may be a candidate for the office of President, Vice-President, Secretary, and Treasurer at any time.
3. No Officer may serve more than two (2) consecutive terms in the same officer position.

ARTICLE IX. DUTIES OF OFFICERS

1. The President shall be the Executive of the Society and preside at all meetings. They shall serve as Chairman of the Board of Directors. They shall serve as an Ex-Officio member of all committees except the Nominating Committee. At the July board

meeting, they shall name a Special nominating Committee for Board approval of 3 to 5 directors whose duty it shall be to select a slate of candidates for Directors to be presented at the October board meeting. The President shall appoint the Registered Agent and special committees when needed. They further function as supervisor of the Executive Director.

2. The Vice-President shall serve as President and Chairman of the Society and Board in the absence of the President. In the event of resignation or death of the President, they shall serve the unexpired term as acting President. The vice-president shall perform such other duties as may be assigned by the Board of Directors from time to time.
3. The Secretary shall record the minutes of all meetings of the Board of Directors. They 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. They shall ensure that a copy of minutes and other reports of importance are maintained by the Society.
4. The Treasurer shall keep proper financial records, account for all receipts and disbursements, and make proper reports. They shall ensure that legitimate obligations are approved by the Board and included in the annual Budget. The books of the Treasurer shall be closed effective December 31 of each year. The Treasurer shall serve as Chairman of the Finance Committee, and the committee shall prepare an annual budget forecast for the general expenses of the Society to be presented to the Board at November's board meeting.
5. The Past-President may remain on the Board and will hold the honorary office of Immediate Past-President and shall serve on the Executive Committee.
6. The President, in cooperation with the Treasurer, shall prepare the State Corporation Commission (SCC) Report and any appropriate government returns each year. If and when the Agent is replaced, they will file the appropriate SCC form. The President shall file the SCC Report and other government returns on time and provide a copy to be retained by the Society.

ARTICLE X. BOARD OF DIRECTORS MEETINGS

1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly on such a date as determined by the Board or call of the President.
2. Special Meetings. Special meetings or work sessions of the Board of Directors may be called by or at the request of the President or of any two (2) Directors.
3. Quorum. A simple majority of the Board of Directors shall constitute a quorum of the Board for the purpose of conducting its business. Major decisions of the Society are decided by a majority of the entire Board.
4. Agenda. The agenda shall be set by the President.
5. Procedure: Unless otherwise provided in these Bylaws, procedure at meetings shall follow Robert's Rules of Order.
6. Participation by a Director by Electronic Communication.
 - a. A director may participate in a meeting of the Board through electronic communications from a remote location subject to the following requirements:
 - i. On or before the date of a meeting, a Director desiring to participate from a remote location in a meeting of the Board shall notify the President that the director is unable to attend the meeting due to:
 1. A personal matter and shall identify with specificity the nature of the personal matter.
 2. A temporary or permanent disability or other medical condition that prevents the Director's physical attendance or a family member's medical condition that requires the Director to provide care for such family member, thereby preventing the Director's physical attendance.
 - ii. The Board shall record in its minutes the specific nature of the personal matter cited by the Director, or that the Director participated remotely because of a disability or medical condition, and the remote location from which the absent Director participated. If the absent Director's

remote participation is disapproved because such participation would violate this policy, such disapproval shall be recorded in the Board's minutes with specificity.

- iii. Such participation by the absent Director for a personal matter shall be limited in each calendar year to three (3) regular meetings of the Board.
- iv. A quorum of the Board must be physically assembled at the primary or central meeting location.
- v. The Board shall make arrangements for the voice of the absent director to be heard by all persons in attendance at the primary or central meeting location.

7. Board Meetings by Electronic Communication for All Virtual Meetings:

- a. The Board may meet by electronic communication in an all-virtual public meeting from remote locations subject to the following requirements:
 - i. Such meetings shall be limited to two (2) meetings per calendar year, such virtual meetings not to be held consecutively.
 - ii. The dates of the virtual meetings may be set by the Board when it adopts its annual meeting schedule, or by the President after consultation with the Executive Committee and provide notice ten (10) days prior to meeting date.
 - iii. The meeting notice shall include a statement of the all-virtual public meeting along with the electronic method by which the Board chooses to meet.
 - iv. No more than two (2) directors are together in any one remote location.
 - v. The electronic communication means used shall allow everyone to hear all directors participating in the meeting and, when audio-visual technology is available, to see the directors as well. A phone number or other live contact information shall be provided to alert the Board if the audio or visual transmission of the meeting fails. Board staff shall monitor such designated means of communication during the meeting

and the Board shall take a recess until public access is restored if the transmission fails for the public.

- vi. Reflecting Remote Participation in the Meeting Minutes. In the instance of electronic participation in an all-virtual meeting, the minutes shall state the fact that the meeting was held by electronic communication means and the type of electronic communication means by which the meeting was held.

ARTICLE XI. STANDING COMMITTEES

The following standing committees shall be named by the President for one year with duties detailed below. 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 and staff.

1. FINANCE. 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. Additionally, 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. 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.
2. MEMBERSHIP. This committee shall communicate with the membership through quarterly newsletters and emails for the purpose of informing the membership of the activities of the Society. 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, website, email subscriptions and social media.

3. **PROPERTY MAINTENANCE.** This committee shall be responsible 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.
4. **STRATEGIC PLANNING.** This committee surveys the property and programs of the Society. It annually presents recommendations to the Board for improving the property and programs of the Society.
5. **ARCHIVES & MUSEUMS.** This committee shall assist in fostering our local historical and genealogical heritage by facilitating the donation and recording of historical documents. It sets general principles for the operation of the Society's Museums and is responsible for the acquisition and exhibition of artifacts appropriate to each museum. It develops interpretive and educational programming and oversees special museum events and exhibits. All historical items donated should be referred to this committee for appropriate action in consultation with archives.
6. **EVENTS & MARKETING.** This committee shall be in charge of hosting, obtaining venues and setting up refreshments at the Membership Meetings and such other social functions as may be decided upon by the Board. The committee will provide material to the media and public on activities of the Society from time to time.
7. **FESTIVAL OF LEAVES.** This committee shall oversee the organization and implementation of the annual Festival of Leaves, maintain financial records of all income, expenditures, and give final written reports to the Board of Directors.

ARTICLE XII. STAFF

1. The Executive Director may be appointed by a majority vote of the entire Board. They shall receive direction from the Board and report to the President.
2. The term of office for the Executive Director shall be in accordance with their agreement with the Society.

3. The Executive Director shall perform duties in accordance with a Board-approved job description and the Society's mission. The Director is responsible for the daily operations of the Society and reports to the President. The Director should be present at all board meetings. The annual evaluation shall be done by the Executive Committee.
4. The duties of the Society's staff shall be in accordance with Board-approved job descriptions and report to the Executive Director.
5. The staff will be governed by an Administrative Personnel Policy that should be updated and revised on a periodic basis.

ARTICLE XIII. CALENDAR AND FISCAL YEAR

The calendar and fiscal year shall be from January 1 to December 31.

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.

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; XX/XX/2024