

**CONSTITUTION AND BY-LAWS**  
**of the**  
**RANDOLPH COUNTY HISTORICAL SOCIETY**  
Revised and Adopted August 25, 1981  
Amendments Adopted November 16, 2017

**CONSTITUTION**

Preamble: Whereas, There is a personal and patriotic obligation resting upon the citizenship of every community to assemble and preserve its traditions, customs and history; and Whereas, The Pioneers and their descendants in the Tygart Valley, and especially in that portion embraced within the limits of Randolph County, made history worthy of perpetuation;

Therefore, for the purpose of discovering, procuring and preserving whatever may relate to the natural, traditional, civil, military, literary and genealogical, and other history of this community, and especially to Randolph County, for the benefit of the present generation, and the generations yet to come, the Randolph County Historical Society ordain this Constitution.

Article I.

Section 1. The Name of this organization shall be the Randolph County Historical Society.

Article II.

Section 1. The Headquarters of this Society shall be at Elkins, W. Va.

Section 2. The purposes of the Society shall be that stated in the Preamble.

Article III.

Section 1. The membership of the Society shall be composed of individuals who are interested in, and willing to assist, in the objects of the Society, and who have been admitted to membership as provided by the By-laws. The membership year shall coincide with the business calendar year.

Article IV.

Section 1. The officers of the Society shall be a President, two Vice Presidents, a Secretary and a Treasurer, and a Board of Directors. The number of members of the Board of Directors shall be as provided in the By-Laws.

Section 2. The officers of the Society shall perform the usual duties of their respective offices, as is provided in the By-Laws of the Society. The Board of Directors shall have the general management of the affairs of the Society.

Article V.

Section 1. The officers of the Society shall be elected for a term of one calendar year beginning January 1, 1983. Officers elected in May, 1981, shall serve until December 31, 1982.

Article VI.

Section 1. The Annual Dues of all members of the Society shall be collected as provided in the By-Laws.

Section 2. Meetings of the Society shall be periodically as provided in the By-Laws.

Section 3. This Constitution may be amended at any regular meeting of the Society by a vote of two-thirds of the members present, provided due notice of such proposed amendment has been duly given at the previous meeting and notation made thereof in the minutes of said previous meeting.

## BY-LAWS

**Section 1. Meetings.** The regular member meetings of the Society shall be held periodically at such place and hour as the Board of the Society may designate. The Fall member meeting shall be designated as Annual Meeting.

The Board of the Society will meet periodically, generally quarterly, to conduct business of the Society. Board meetings are open for any member to attend.

Notice of member meetings will be given to all members by mail, phone, or email, and may be additionally publicized in the newspaper or other media. Notice of board meetings will be given to all board members and members who request notice by phone or email.

**Section 2. Members.** Members of the Society shall be those who participated in the organization thereof and paid their dues annually. Dues shall be set by the Board.

**Section 3. Elections.** Election of Officers and Board will be held at the Fall Annual Meeting each year. In the case of vacancy of an Officer or Board position during the year, the Board may by 2/3 vote approve an interim appointment to fill the vacant seat, to be ratified by the membership at the next Members meeting.

**Section 4 Officers.** The President shall preside at all meetings of the Society and shall direct arrangements for regular meetings; he shall appoint all committees, including those for special work, and such standing committees as the Society think expedient to exist.

The Vice-Presidents shall, in the order of the seniority, in the absence of the president, perform the duties of his office. The Vice-Presidents shall be term members of the Board of Directors. Additional designated responsibilities for each Vice-President may be assigned by the President.

The Secretary shall keep and preserve all records, data and property of the Society, and shall keep an accurate record of all meetings in a book kept for that purpose.

The Treasurer shall receive and pay out all moneys received from all sources for the Society, and keep an accurate record thereof, and make reports when requested by the President or Board of Directors. The Treasurer shall collect all dues from the members, and report promptly to the Secretary the names of all members who have paid their dues and all members who are delinquent, in order that the names of all delinquents may be dropped from the roll of the Society.

Either the Secretary or the Treasurer, with approval from the Board, may delegate portions of their duties to skilled professionals, volunteer or paid, under the direction and responsibility of the officer.

**Section 5A. Board of Directors.** The Board of Directors shall consist of nine members, three of whom shall be the President, the Secretary and the Treasurer of the Society. The remaining six term members shall be elected at the Fall Annual Members meeting to serve starting the following January 1. Board members will serve staggered three year terms, such that two board members will be elected each year for three year terms.

**Section 5B. Ex Officio** In addition to the nine regular term Board members, Ex Officio Board seats may be created by the Board. These positions may include Emeritus seats for long-term former Board members, as selected by the Board. Ex Officio Board seats may also be representative seats for selected partner organizations with significant relationship with the Society. These representative seats will be filled by the partner organization with approval by Society Board. Ex Officio members may vote and have all privileges and responsibilities of Board members, unless designated differently by the Board for a specific seat.

**Section 5C. Duties.** The Board of Directors shall be responsible for all fiscal and programmatic operations of the society.

**Section 5D. Decision making.** Quorum for conducting Society business will be five Board members in person, on the phone, or by proxy. Any Board member may designate their proxy to an attending member in writing (email acceptable) to the President or Secretary in advance of any meeting.

Interim decisions may be made by the Board between meetings by email and/or phone vote, as long as all Board members have equal opportunity to participate in discussion and to vote. These decisions should be affirmed and entered into the minutes at the next available Board meeting.

**Section 6A Conflicts of Interest:** All Board members will endeavor to serve and make decisions for the good of the whole organization. Any Board member who at any time feels a personal, organizational, or business conflict of interest with any issue before the Board, will disclose that conflict when discussion begins. Participation in the discussion by the conflicted member may be allowed or not at the discretion of the Chair. Such a conflicted member will then abstain from voting on that issue. If any Board member feels another member has a conflict of interest, they can raise that issue for discussion and decision by the body on the possibly conflicted member's participation in discussion or in voting. The presiding officer may at any time request that the member with a conflict of interest leave the room for discussion or voting, or may request a written ballot on an issue. Conflict of Interest policies compliant with IRS recommendations are also to apply. Additional Conflict of Interest policies may be adopted by the Board.

**Section 6B Compensation for position:** No compensation shall be paid by the Society to the members of the Board for their services as representatives, but they may be reimbursed for travel and actual expenses necessarily incurred by them in attending Board meetings and performing other duties on behalf of the Society at the direction of the Board.

**Section 6C Compensation for services performed:** Any Board member who wishes to perform paid service for this Society may bid for such position without preference or prejudice, but will not participate in decisions regarding selection for such service. If the service is for a specific project or consultation, they may remain on the board, taking due care to avoid conflict of interest on decisions relating to that service. If the service is of the nature of an ongoing or substantive staff position (whether direct employee or contract position), then the member will resign from the board before beginning such staff service and for the duration of such service. In case of any doubt, the Board may determine whether the affected person will remain on the board.

**Section 7. Amendments.** Amendments to the By-Laws may be made at any Fall Annual Members meeting, or at any regular members meeting of the Society when due notice of such proposed amendment has been given at the previous meeting. Approval of amendments shall be by a vote of two-thirds of the members present.