



RANDOLPH COUNTY HISTORICAL SOCIETY BYLAWS

Constitution and Bylaws Revised and Adopted August 25, 1981;
Amendments Adopted November 16, 2017

Proposed Revised ByLaws to Replace “Constitution and Bylaws” to be presented Nov XX, 2020

ARTICLE I. NAME OF ORGANIZATION

The name of the organization is “RANDOLPH COUNTY HISTORICAL SOCIETY,” hereinafter “Society.”

ARTICLE II. CORPORATE PURPOSE

Section 1. Nonprofit Purpose

This corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Specific Purpose

There is a personal and patriotic obligation resting upon the citizenship of every community to assemble and preserve its traditions, customs and history; and 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, it is the purpose of The Randolph County Historical Society to discover, procure, and preserve whatever may relate to the natural, traditional, civil, military, literary and genealogical, and other history of this community, and especially Randolph County, West Virginia for the benefit and education of the present generation, and the generations yet to come.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility for Membership

Application for voting membership shall be open to any person or entity that supports the purpose statement in Article II, Section 2. Terms and conditions of membership shall be determined by the Board of Directors.

Section 2. Annual Dues

The amount required for annual dues at the effective date of these by-laws shall be set by a majority vote of the Board of Directors. Continued membership is contingent upon being up-to-date on membership dues. The Board of Directors may change the amount of annual dues by majority vote effective as of any subsequent annual meeting.

Section 3. Resignation and Termination

Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member may have their membership terminated by a majority vote of the membership.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Annual Meetings

An annual meeting of the members shall take place in the fall of each year. The exact date, time and location of which will be designated by the President. At the annual meeting the members shall elect officers as provided by these Bylaws, receive reports on the activities of the association, and determine the direction of the association for the coming year.

Section 2. Regular Meetings

Regular meetings of the members may be held quarterly, at a time and place designated by the President and duly noticed in advance.

Section 3. Special Meetings

Special meetings may be called by the President, or a simple majority of the board of directors. A petition signed by fifty percent (50%) of members may also call a special meeting.

Section 4 Notice of Meetings

Printed notice of each meeting shall be given to each voting member **by mail, or electronically** as set out herein, not less than two weeks prior to the meeting. Members shall be given the opportunity to 'opt-in' to receive notices of meetings, organizational documents, and dues statements by email or other similar electronic means. The Board of Directors shall promulgate rules and regulations for the ability of members to 'opt-in' to electronic notice. No member shall be required to receive notice electronically.

The RCHS shall have no authority or right to sell, distribute or otherwise utilize electronic contact addresses of its members who have opted-in except for official Society business.

Section 5. Quorum

A quorum for a meeting of the members shall consist of those active members who, having received due notice, attend and participate at the meeting, **including attendance in person, or by proxy, telephone or video conference.**

Section 6. Voting

All issues to be voted on shall be decided by a simple majority of those participating at the meeting in which the vote takes place.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the Society shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Society

Section 2. Number, Tenure, Requirements, and Qualifications

- a. Constitution – The Board of Directors shall consist of nine total members. This includes four Directors consisting of the following officers: the President, Vice-President, the Secretary, and the Treasurer. Additionally, the Board of Directors shall have five “members-at-large” who are a voting Board Members, but who are not Officers of the Society.
- b. Election - Election of the Board of Directors must be approved by a simple majority vote of the members present and voting at the annual meeting. The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified, except upon the death, removal or resignation of a Board Member as set out in Art.V, sec.5 of these Bylaws.
- c. Anti-Nepotism - No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.
- d. Tenure - Each member of the Board of Directors shall be a member of the Society whose membership dues are paid in full. Members of the Board of Directors including Officers and At-large members of the shall each serve two-year terms, except for those adjusted to maintain staggered terms, or appointed to fill an uncomplete position.
- i. President – – Shall be elected at the 2020 annual meeting, and in even years thereafter, to serve a term of two years.
 - ii. Vice-President- Shall be elected at the 2020 annual meeting to serve an initial term of one year. Thereafter the position of Vice-President shall be elected in odd-numbered years to serve a term of two years.
 - iii. Secretary – Shall be elected at the 2020 annual meeting, and in even years thereafter, to serve a term of two years.
 - iv. Treasurer - Shall be elected at the 2020 annual meeting to serve an initial term of one year. Thereafter shall be elected in odd-numbered years to serve a term of two years.
 - v. Five Members-at-large – At-large members of the Board of Directors will have staggered two-year terms. The two Board members currently serving as of the 2020 annual meeting, whose terms originally expired in 2022, shall remain in office for one year, for term now to expire in 2021, with future terms for those two seats to be elected in odd-numbered years. Three additional members shall be elected at the 2020 annual meeting to serve for a two-year term, with future terms to be elected in even numbered years

There shall be no limitation on the number of consecutive terms a Director or Officer may serve. The term of each Director or Officer shall terminate upon the adjournment of the annual meeting in which that position was elected. The term of any incoming Director or Officer shall begin at the adjournment of the annual meeting in which the election for that position occurred.

Section 3. Notice

Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 4. Quorum

The presence, in person, or by proxy, phone, or video participation, of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business. A lesser number participating at designated meeting time shall have power to conduct discussions without decision or adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 5. Meetings of the Board of Directors

The Board shall meet at least four times per year, approximately quarterly.

Section 6. Vacancies

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors. The appointed individual shall serve the unexpired term created by the vacancy so that the staggering of officers/directors continues as if no vacancy had occurred.

Section 7. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors or Officers.

Section 8. Informal Action by Directors

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

Section 9. Parliamentary Procedure

The Board of Directors shall consider Robert's Rules of Order advisory, and generally endeavor to conduct its meetings in accordance therewith. It shall be the duty of the President to ensure that meetings are efficiently and expeditiously conducted.

Section 10. Removal.

Any member of the Board of Directors may be removed with or without cause, at any time, by vote of two-thirds (2/3) of the members of the Board of Directors if in their judgment the best interest of the Society would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed

action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

ARTICLE VI. OFFICERS

The officers of this Board shall be the President, Vice-President, Secretary and Treasurer. All officers must have the status of active members of the Board.

Section 1. President

The President shall preside at all meetings of the membership. The President shall have the following duties:

- a. He/She shall preside at all meetings of the Board of Directors, and Executive Committee.
- b. He/She shall have general superintendence and direction of all other officers of this Society and see that their duties are properly performed.
- c. He/She may submit a report of the operations of the program for the fiscal year to the members at their annual meetings, and from time to time, shall report to the Board all matters that may affect this program.
- d. He/She shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

Section 2. Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-President will participate in all meetings of the Board of Directors and Executive Committee, and may be assigned by the President to be responsible for other duties to further activities of the Society.

Section 3. Secretary

The Secretary shall attend all meetings of the Board of Directors and Executive Committee, and all meetings of members, and will act as a clerk thereof. The Secretary's duties shall consist of:

- a. He/She shall record all votes and minutes of Board of Directors in a book to be kept for that purpose. He/She in concert with the President shall make the arrangements for all meetings, including the annual meeting of the Society.
- b. He/she shall send, or arrange for sending, notices of all meetings to the members and/or Officers/Directors.
- c. He/she shall file, or arrange for filing, all documents necessary to maintain the Society's organizational status with the State of West Virginia.
- d. He/she shall perform the duties prescribed in Art. IV Sec. 4 of these Bylaws regarding electronic notice.

Section 4. Treasurer

The Treasurer shall attend all meetings of the Board of Directors and Executive Committee, and all meetings of members. The Treasurer's duties shall consist of:

- a. He/She shall receive payments and pay expenditures in accordance with the budget, and may delegate specific duties in accordance with policies approved by the Finance Committee to facilitate separation of duties;

- b. He/She shall chair the Finance Committee to develop financial policies, budgets, and oversee financial accountability.
- c. He/She shall present a complete and accurate report of the finances at each meeting of the Board of Directors or at any other time upon request of the President,
- d. He/She shall have the right of inspection of the funds resting with Society.
- e. It shall be the duty of the Treasurer to assist in financial reviews or audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.
- f. He/She shall file, or arrange for the filing, of the necessary tax documents to maintain the Society's non-profit status.
- g. He/She shall perform such other duties as may be prescribed by the Board of Directors or the President under whose supervision he/she shall be.

Section 5. Election of Officers

Officers shall be elected in the same manner as set out in Article V, Section 2 of these Bylaws.

Section 6. Removal of Officer

An Officer may be removed in the same manner a Director may be removed as set out in Article V, Section 10 herein.

Section 7. Vacancies

Officer Vacancies shall be filled in the same manner as set out in Article V, Section 6 of these Bylaws with respect to Vacancies on the Board of Directors.

ARTICLE VII. COMMITTEES

Section 1. Ad-Hoc Committee Formation

The board may create ad-hoc committees, such as fundraising, public relations, museum, etc. The Board of Directors shall approve the formation of any ad-hoc committee and its chair, by majority vote. The board chair appoints shall appoint the remaining members of any ad-hoc committee.

Section 2. Executive Committee

The four officers plus one designated at-large Board member, shall serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, or actions taking more than a simple majority of the Board of Directors, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full board.

Section 3. Finance Committee

The Treasurer is the chair of the Finance Committee, which includes at least two other board members. The Finance Committee is responsible for developing and reviewing fiscal policies and procedures, fundraising plans, and the annual budget. The Board must approve the budget and Any major change in the budget must be approved by the Board. Any unexpected expenditures not included in the budget must be approved by the Board or Executive Committee.

The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the Society shall be made available to the membership and board members.

ARTICLE VIII. CORPORATE STAFF

The Society reserves the right to promulgate the method and policies by which future staff may be hired, supervised, terminated and compensated, should such need arise.

ARTICLE IX. CONFLICT OF INTEREST AND COMPENSATION

Section 1: Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Society or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

- a. Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, familial relationship, or outside duty of loyalty as defined below, is an interested person.
- b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - i. An ownership or investment interest in any entity with which the Society has a transaction or arrangement,
 - ii. A compensation arrangement with the Society or with any entity or individual with which the Society has a transaction or arrangement, or
 - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Society is negotiating a transaction or arrangement.
- c. Outside Duty of Loyalty – The Board of Directors and Officers shall perform their duties in good faith, in a manner he or she reasonably believes to be in the best interests of the Society. It is understood that individual Directors and Officers may have community ties and other commercial and charitable positions which may also require a duty of loyalty to individuals and entities outside of the Society. In the event any Director or Officer reasonably believes his or her duties of loyalty between the outside individual or entity, and the Society may conflict, the Officer or Director shall disclose the same in accordance with Section 3 below.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. An interested person or financial interest is not necessarily a conflict of interest. A interested person or one with financial interest may have a conflict of interest only if they self-disclose such conflict, or if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures

- a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest or outside duty of loyalty, and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
 - i. Voluntary Recusal: Any Officer, Director, or Member who makes a disclosure pursuant to Art. IX, Sec. 3(a) may voluntarily recuse himself or herself from any vote, discussion, or participation in the matter that gives rise to the actual or possible conflict of interest. This recusal may include a duty to exit the room whenever such matters giving rise to the actual or possible conflict of interest are discussed or decided. In the event an Officer, Director, or Member invokes and follows the recusal provisions under this section, no further determination by the Officers or Board of Directors shall be required pursuant to Sections b-d below.
- b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest or outside duty of loyalty and all material facts, and after any discussion with the interested person, he/she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. Procedures for Addressing the Conflict of Interest
 - i. The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - ii. After exercising due diligence, the board or committee shall determine whether the Society can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - iii. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Society's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- d. Violations of the Conflicts of Interest Policy
 - i. If the board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of the board and all committees shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest or outside duty of loyalty in connection with an actual or possible conflict of interest, the nature of the financial interest or outside duty of loyalty, any action taken to determine whether a conflict of interest was present, and the board or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Society for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Society for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Society, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements

Each Director or Officer shall sign a statement, at the inception of any term of office, which affirms such person:

- a. Has received a copy of the conflict of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Society is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews

To ensure the Society operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Society's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Section 7, the Society may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE X. IDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the United State of America and the State of West Virginia, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any Bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The corporation shall purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE XI. BOOKS AND RECORDS

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

ARTICLE XII. AMENDMENTS

Section 1. Articles of Incorporation & By-laws

The Articles or By-laws **may be amended at any annual meeting** by an affirmative vote of an absolute majority of members voting, whether in-person, by proxy, or by telephonic or video

conference, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member at least ten days in advance of such a meeting if delivered by mail, or email if the member has opted-in to electronic notices.

ARTICLE XIII. AUDITS

The Society reserves the right to promulgate rules consistent with W.Va. Code §29-19-1 et. seq. and 26 U.S.C. §501, as well as any other applicable state or federal law or regulation regarding solicitation and management of charitable funds and audits of non-profit entities.

ARTICLE XIV. ADOPTION OF BY-LAWS

We, the undersigned, are all of the current Officers, and we consent to, and hereby do, unanimously adopt the foregoing Bylaws, consisting of the eleven (11) total pages, twelve (12) including this page, as the Bylaws of the Randolph County Historical Society.

RECOMMENDED AND APPROVED by the Officers on this ___ day of _____, 2020

President, Randolph County Historical Society

Vice-President, Randolph County Historical Society

Secretary, Randolph County Historical Society

Treasurer, Randolph County Historical Society

Pursuant to the November 16, 2017 Amended By-laws of the Randolph County Historical Society Section 7, the proposed changes to the By-laws were proposed at the Fall Annual Members meeting DATE when due notice of such proposed amendment had been given at the previous meeting October 15, 2020. The proposed amended By-laws as contained herein were (Secretary to initial one):

_____ APPROVED by a affirmative vote of two-thirds of the members present, or

_____ REJECTED

ATTEST: _____, Secretary - Randolph County Historical Society

[REMAINDER OF PAGE INTENTIONALLY BLANK]

DRAFT