

# **Charlotte County Association for the Preservation of Virginia Antiquities (APVA)**

## **By-Laws**

### **ARTICLE I**

#### **Name of Corporation**

The name of the corporation shall be "Charlotte County Association for the Preservation of Virginia Antiquities (APVA.)" Herein it will be referred to as the "Corporation."

### **ARTICLE II**

#### **Objective and Mission**

##### **Sec. 1.**

The object of this Corporation shall be to preserve, promote, and serve as an advocate for Charlotte County and Southside Virginia's irreplaceable historic resources for the cultural, scientific, and educational benefits of everyone and including serving as an advocate for the area's irreplaceable historical structures, cemeteries, landscapes, collections, communities, and archaeological sites. The Corporation shall at all times be operated as a Corporation in compliance with Section 501(c)(3) of the Internal Revenue Code.

##### **Sec. 2.**

The Corporation envisions a Virginia recognized regionally, nationally, and internationally for preserving and promoting its distinctive historic structures, cemeteries, landscapes, collections, communities, and archaeological sites in the spirit of the mission of the Corporation's former parent Preservation Virginia, formerly the Association for the Preservation of Virginia Antiquities, founded in 1889. The Corporation is dedicated to perpetuating and revitalizing Southside Virginia's cultural, architectural, and historic heritage, thereby ensuring that historic places are integral parts of the lives of present and future generations. Likewise the Corporation shall promote, develop, and preserve its present historic properties, collections, and titles; and embrace future potential acquisitions of properties or collections of gift or purchase that align with the Corporation's objective purpose as aforementioned. This includes original research and publications to preserve Southside Virginia's heritage.

### **ARTICLE III**

#### **Officers and Governance**

##### **Sec. 1.**

The officers of the Corporation shall consist of Director, Vice-Director, Secretary, and Treasurer.

**Sec. 2.**

The Board of Directors is charged with the management, direction, and administration of the Corporation. The Board of Directors shall provide direction and oversight for the Object and Mission of the Corporation. The Board of Directors shall have the authority to transact the general business, direction, and finances of the Corporation. Each member of the Board of Directors shall be a member of the Corporation in good standing and shall be entitled to one vote on all matters presented at any meeting of the Board of Directors.

**Sec.3.**

The Board of Directors shall adopt and enforce operating policies including a conflict of interest policy.

**Sec. 4.**

The Board of Directors shall consist of not less than eleven members, and no more than twenty-one members, as determined by the Board of Directors.

**Sec. 5.**

Board of Directors shall be elected for a three-year term, on a rotating schedule, with approximately one-third being elected annually. The Officers shall be elected for a three-year term. Terms shall begin January 1 and end on December 31.

**Sec. 6.**

The Board of Directors shall have the power to remove an Officer or Director with or without cause by a two-thirds majority vote. The Director or Officer involved will be given an opportunity to be present and to be heard at the meeting at which his or her removal is considered.

**Sec. 7.**

If an officer vacancy or Board Member vacancy occurs, the remaining Board Members may appoint a member to fill the position until the next Annual Meeting at which time a successor for the unexpired term shall be elected by the membership.

**Sec. 8.**

In the spring of each year, the Director shall appoint a Nominating Committee consisting of no more than four Board Members. This Nominating Committee shall present, at the Annual Meeting in the Fall, a slate of nominees to serve on the Board of Directors, or Officers, as needed. The Board Members and Officers shall be elected by a majority vote of the Corporation's Members present at the Annual Meeting.

**Sec. 9.**

The Corporation's fiscal year shall begin January 1 of each year.

## **Article IV Membership**

### **Sec 1.**

Any person may become a member of this Corporation upon payment of the dues stipulated for the classification of membership for which the applicant applies.

### **Sec 2.**

Membership shall run for the calendar year. Dues shall not be prorated.

### **Sec 3.**

Dues shall be due January 1 of each year. Membership shall terminate automatically for non-payment of dues thirty days following the date on which payment is due. Memberships terminated for nonpayment of dues shall be reinstated as of the date payment is made.

### **Sec 4.**

Membership classifications and dues for each class shall be set by the Board of Directors and ratified by the membership at the annual meeting.

### **Sec 5.**

Each member shall be entitled to a vote of one at all meetings of the membership and shall be entitled to such benefits and privileges as shall be set forth in the regulations and proceedings of the Corporation.

## **ARTICLE V Meetings**

### **Sec. 1**

The annual meeting of the Corporation's membership shall be held in the Fall. The date shall be set by the Board of Directors and all members will be notified not less than two weeks prior to the annual meeting.

### **Sec. 2.**

The Board of Directors shall meet quarterly. Any member of the Corporation may attend a Board of Directors meeting as an observer.

### **Sec. 3.**

Special meetings of the Corporation's membership may be called by the majority of the Board of Directors. All members shall be notified not less than two weeks prior to the Special Meeting.

**Sec. 4.**

Emergency meetings of the Board of Directors may be called by the Director, or on the written request of any three Board members, with at least a seventy-two hour notice given to all present Board Members.

**Sec. 5.**

Parliamentary procedures, as outlined by New Robert's Rules of Order, latest edition, Merriam-Webster, shall be followed at all meetings.

**ARTICLE VI**

**Quorum**

**Sec. 1**

At a meeting of the Board of Directors seven Board Members shall constitute a quorum.

**Sec. 2.**

At an annual or special meeting of the membership, twelve of the Corporation's Members shall constitute a quorum.

**ARTICLE VII**

**Amendments**

**Sec. 1.**

The articles of incorporation and by-laws may be amended at any meeting of the Corporation called for the purpose, by a two-third vote majority vote of the Corporation's Members present at such called meeting.

**Sec. 2.**

Notice of such proposed amendments shall be furnished to the Secretary at least thirty days before the meeting, at which it is proposed to be considered; and the Secretary shall cause each notice to be sent to each member of the Board of Directors and each of the Corporation's Membership at least two weeks before such called meeting.

**ARTICLE VIII**

**Director**

**Sec. 1**

The Director shall preside at all meetings and serve as the chief executive officer for the Corporation. The Director shall represent the Corporation at meetings and activities of other organizations and groups. The care and custody of legal documents and other valuable papers shall reside with this office.



**Sec. 2.**

The Director and Treasurer shall sign all written contracts and obligations of the Corporation based upon approval by the Board of Directors.

**Sec. 3.**

In the absence of the Director, the Vice-Director shall have the powers to perform the duties of this office.

**Sec. 4.**

The Director shall ensure an annual review of the Corporation's financial records is conducted.

**ARTICLE IX  
Vice-Director**

**Sec. 1.**

The Vice-Director shall perform such duties as assigned by the Board of Directors, or the Director, and shall, in the absence of the Director, chair any and all meetings of the Corporation.

**ARTICLE X  
Secretary**

**Sec 1.**

The Secretary shall keep a faithful record of the minutes of the Corporation.

**Sec. 2.**

The Secretary shall conduct all correspondence relative to the interests of the Corporation and keep on file all letters received and a synopsis of all letters written. The Secretary shall make the notifications of the meetings of the Corporation. The records of the Corporation and correspondence shall be open at all times for the inspection by any member of the Corporation. The Director shall make provisions for such access.

**ARTICLE XI  
Treasurer**

**Sec. 1.**

The Treasurer shall receive, collect, hold, and disburse all funds of the Corporation, and shall keep an accurate list of the Corporation's membership including addresses and provide the list to the Secretary.

**Sec. 2.**

The Treasurer shall keep correct accounts in detail of all monies received and expended by this Corporation, and shall render a quarterly and annual report to the Board of Directors and a financial statement to the Corporation's membership at the Annual Meeting.

**Sec. 3.**

The Treasurer shall deposit all monies of the Corporation in a bank, or banks, selected by the Board of Directors. The Treasurer shall ensure that all required governmental reports are filed timely (e.g., the IRS Form 990 and reporting to the State Corporation Commission).