

# Bylaws

## Danville Historical Society

### Article 1 – Name

The name of the Society shall be Danville Historical Society

### Article 2 – Purpose

The purpose of the Society is to be a prime force in the city of Danville for the preservation of historic buildings, artifacts and other significant materials pertaining to the history of Danville throughout time. The Society will also endeavor to educate the people of Danville as to the significance of these items, to promote their preservation and to inspire their rehabilitation for future generations.

The Society proposes to acquire all information possible about our local history from reliable sources and disseminate it to the public in an attempt to stimulate the interest of all citizens in our local history.

Believing that preservation of historical materials will insure a greater concern for the present and future welfare of the City, the Society will collect primary materials representing all periods of Danville's history from the earliest settlements of the area to the present.

This collection will include printed material such as genealogies, biographies, directories, newspapers, pamphlets, handbills and posters; manuscript material such as letters, diaries and journals; and museum material such as photographs, portraits and objects illustrative of life, conditions and activities of the past or the present.

The Society proposes to provide for the preservation of all material collected and for its accessibility to all who wish to examine and study it.

The Danville Historical Society will cooperate with officials in ensuring the preservation of records and archives and buildings of historical significance, so that future generations may discover these materials and structures intact.

## Article 3 – Membership and Dues

Section 1. Composition: Membership in this organization shall be open to all individuals in sympathy with its purposes and representatives of organizations and clubs also in sympathy with its purposes.

Section 2. Classifications: Membership shall be of the following six classes:

- A. Student memberships for any grade level from junior high school through college
- B. Individual memberships
- C. Family memberships, which may include any children under eighteen years of age
- D. Institutional Memberships for any interested organization, group, firm, school or library
- E. Life Memberships
- F. Contributing or sustaining memberships for persons offering special financial support of objectives of the Society.

Section 3. Dues: Annual dues for various categories of membership shall be established by the Board of Directors and shall be reviewed from time to time in relationship to the financial needs of the Society. Proposed changes shall be announced through the newsletter and at membership meetings of the Society.

Annual dues shall be payable in advance for the ensuing calendar year beginning September 1. Members in arrears for more than six months shall be sent a reminder card before their membership is canceled.

Section 4. Voting: Each member shall be entitled to one vote, except that a family membership shall be entitled to two votes.

## Article 4 – Board of Directors

Section 1. Nominations: A committee of three (3) Society members, at least one not a current member of the Executive Committee, and none up for reelection, shall be appointed by the President at least two months prior to the annual meeting to select candidates for the Board. Insofar as possible, this committee shall select individuals who represent a wide array of the local community.

The nominations shall be submitted in writing to the membership, with the consent of the nominees, at least two weeks prior to the annual meeting.

Nominations may be made from the floor at the annual meeting providing consent is received from the nominee indicating a willingness to serve.

Section 2. Number, Election, Terms:

- A. The Board of Directors shall consist of at least 18 persons, including officers, all of whom must be members of the Society. The board shall be divided into three classes, with the rotation of one-third of the Directors each year.
- B. The term of office shall be three (3) years and shall begin on the 1<sup>st</sup> of October. Elected Directors may serve no more than two consecutive terms. An interval of one year must elapse before eligibility is restored.
- C. Directors shall be elected by a majority vote of those present at the annual meeting.
- D. The immediate Past President shall be an *ex-officio* member of the Board.

Section 3. Resignation: A Director may resign at any time by delivering written notice to the corporation office. The effective date shall be the date of deliverance unless specifically stated in the notice.

Section 4. Vacancies: Any vacancies occurring in the elected Board by death, resignation, or other reason may be filled by the majority vote of the remaining Directors. The board elected person shall fill the unexpired portion of the vacated position. Directors so elected may be elected to two (2) consecutive terms in their own right.

Section 5. Removal: Any Director may be removed from the Board, with cause, at a meeting of the Board by a two-thirds (2/3) vote of the elected Directors, providing that notice has been mailed to the address on record of each Director at least ten (10) days prior to the date of such meeting. The Board may choose to remove Directors who accumulate more than two (2) unexcused absences.

Section 6. Powers: The Board of Directors shall have the power to conduct all affairs of the Society, including those concerned with policy, finance and programs.

Section 7. Meetings: The Board shall meet at least four (4) times per year to discharge its duties.

- A. All regular meetings, and any others deemed necessary for the conduct of the business of the Society, shall be convened by the President, the Executive Committee, or at the written request of any three (3) Directors.
- B. In the absence of the President, the Vice President shall preside; if neither is present, a Board member shall be elected as presiding officer. In case of a tie vote, the presiding officer shall cast the deciding vote.

Section 8. Quorum: A simple majority of Board members and a qualified presiding officer shall constitute a quorum for the normal transaction of business and a majority of those present shall carry a motion.

A meeting for the normal transaction of business at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum.

If a quorum shall not be present at the meeting of the Board, the Directors present may postpone the meeting until some future time when it is reasonably possible to obtain a quorum.

Section 9. Voting: Each elected Director shall have one (1) vote.

## Article 5 – Officers

Section 1. List of Officers: Officers shall consist of a President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer and Librarian.

Section 2. Nomination: The Nominating Committee previously appointed under Article 4, Section 1, and in like manner, shall submit a slate of nominees for officers.

Section 2. Election: All officers shall be members of the Board and shall serve at the pleasure of the Board.

Section 3. Terms: All terms for officers shall be for two (2) years and shall coincide with Board terms. Officers may serve no more than two (2) consecutive terms in the same office. An interval of one (1) year must elapse before eligibility is restored.

Section 4. Duties: All officers shall perform all the duties and powers incident to their respective office as set forth by resolution and/or directed or assigned by the Board of Directors from time to time. The Officers' duties and powers are broadly listed as follows:

- A. The President shall have the following duties: to supervise the activities of the Society within the scope provided by these bylaws; to preside at all meetings; to report annually on the activities of the Society; to appoint members of committees and delegates not otherwise provided for; and to serve as *ex-officio* member of all committees except the Nominating Committee.
- B. The Vice President shall have the following duties: to assume the duties of the President in the event of absence, incapacity or resignation of the President; and to serve as Chairman of the Program Committee. The Vice President shall also carry out such other duties as the President or Board may assign.

- C. The Recording Secretary shall have the following duties: to keep the minutes of the meetings of the Society, the Board of Directors and the Executive Committee; to maintain a list of all Board members with their addresses, e-mail addresses (where applicable), eligibility, and terms; and render an annual report. The Recording Secretary shall also carry out such other duties as the President or Board may assign.
- D. The Corresponding Secretary shall have the following duties: to conduct the correspondence of the Society; to oversee the mailings of the newsletter; and to send out proper notices of any called meetings; and to maintain a roll of the Society membership with their addresses. The Corresponding Secretary shall also carry out such other duties as the President or Board may assign.
- E. The Treasurer shall have the following duties: to keep adequate and correct records of the property and financial transactions of the Society; to deposit all monies received with a reliable banking institution in the name of the Danville Historical Society; to collect dues and make disbursements as authorized by the Board or by the Society. He shall serve as chairman of the Budget Committee and shall render an annual report.
- G. The Librarian shall have the following duties: to serve as chairman of the committee responsible for collection, cataloging, care, arrangement and repair of books, manuscripts, newspapers, and other historical source material. The Librarian shall also carry out such other duties as the President or Board may assign.

Section 5. Resignation: An officer may resign at any time by delivering written notice to the corporation office. The effective date shall be the date of deliverance unless specifically stated in the notice. Such resignation shall not affect the officer's seat on the Board.

Section 6. Removal: Any officer may be removed from office, with cause, at a meeting of the Board by a two-thirds (2/3) vote of the elected Directors, providing that notice has been mailed to the address on record of each Director at least ten (10) days prior to the date of such meeting. Such removal shall not affect the officer's seat on the Board.

Section 7. Vacancies: In the case of a vacancy in any office, the Executive Committee shall recommend to the Board a replacement from among the elected Directors. Upon an affirmative vote of the Directors, said person shall fill the unexpired term of the vacated position. Officers so appointed may be elected to two (2) consecutive terms in their own right.

## Article 6 – Executive Committee

Section 1. Composition: The Executive Committee shall consist of the officers of the Society.

Section 2. Meetings: The Executive Committee shall meet at the discretion of the President.

Section 3. Duties: While the Board of Directors is not in session, the Executive Committee shall have and exercise the authority of the Board of Directors in the management of the business and the affairs of the Society, subject to any restrictions which the Board may, from time to time, impose.

Section 4. Voting: A simple majority of the Executive Committee shall constitute a quorum.

## Article 7 – Committees

Section 1. Standing Committees: The following standing committees shall be appointed by the President to carry out the work of the Society:

- A. Awards
- B. Budget
- C. Bylaws
- D. Library
- E. Membership
- F. Preservation -- The Preservation Committee is charged with managing the Coy Garbett revolving fund for the acquisition, preservation, restoration and/or resale and tangible personal properties located in the Historic District or having a historical value. To accomplish these purposes, the Committee will be constituted and shall be authorized to act as follows:
  - 1. The Committee shall consist of members appointed by the President.
  - 2. The Committee shall elect its own chairman and shall meet at such times and on such occasions as it deems necessary.
  - 3. The Committee shall be and is authorized to manage the day to day activities, including the purchase or hiring of materials and workers, associated with the restoration and resale of the properties acquired by the Society.
- G. Program
- H. Walking Tour

Section 2. Other committees: Such other committees, standing or special, shall be appointed by the President as the Society or the Board of Directors shall from time to time deem necessary.

## Article 8 – Advisory Board

Section 1. Purpose: The purpose of the Advisory Board shall be to offer advice and guidance to the Board as to short-and-long-term strategies for the Society, fundraising, membership and any other specific initiatives developed by the Board that shall be enhanced by the participation of the Advisory Board.

Section 2. Membership: The Advisory Board shall consist of no fewer than five (5) members. Membership shall be considered in conjunction with the specific needs of the Society and the skills that may be brought to the Society through members of the Advisory Board (i.e. political connections, knowledge of Historical Society best practices, knowledge of Danville history, etc.)  
The Advisory Board shall appoint a chair.

Section 3. Election and Terms: The Nominating Committee previously appointed under Article 4, Section 1, shall present a slate of nominees to the Board, with the consent of the nominees. A simple majority vote of the Board shall constitute election to the Advisory Board.

Advisory Board members shall serve terms of two (2) years. They shall be eligible for reelection indefinitely provided they give consent prior to every election and receive majority vote of the Board.

Section 4. Meetings: The Advisory Board shall meet three (3) times per year or as deemed necessary by the Chair or requested in writing by the Society President, Executive Committee, or at least three (3) Directors.

## Article 9 – Schedule and Quorum for Meetings

Section 1. Meetings: Meetings of the Society at large shall be held at least three times a year between September and May, and at such times as may be directed by the Board.

Section 2. Annual Meeting: A meeting shall be held every September and shall be known as the annual meeting. It shall be for the purpose of electing directors and officers, adopting the annual budget, presenting awards, receiving reports of officers and committees and for other business that may arise.

Section 3. Quorum: Twenty-five (25) members of the Society shall constitute a quorum.

## Article 10 – Amendments of Bylaws

These bylaws may be amended at any regular meeting of the Society by a two-thirds (2/3) vote of those present, provided the proposed change or changes shall have been presented at the previous membership meeting to which the voting is to take place.

## Article 11 – Parliamentary Procedure

Robert’s Rules of Order, newly Revised, shall govern the proceedings of this organization, when not in conflict with these bylaws.

## Article 12– Society Properties

Section 1. Encumbrances: No encumbrances of any kind (financial, legal, easements, tax or otherwise), change in control, alteration or modification may be made on Society properties, assets or liabilities, without full disclosure to the Board and prior approval by the Board. Specifically, the President, Officers, Executive Committee, committees, task groups, Board members, Society members and any other agents (authorized or not) of the Board are not authorized to sign or authorize any agreement, contract, legal, tax, financial instruments or other documents that put the Society ownership and control of the Society properties at risk or jeopardizes the present and future value of assets to the Society without full disclosure to the Board and prior approval by the Board.

Section 2. Tax Credits: Any sale or transfer of the Society tax credits must be approved in advance by the Board.