

AHI By-Laws (as of June 2020)

By-laws of

Arthurdale Heritage, Inc.

A West Virginia Non-Profit Organization

Article I – Name and Location

Section 1: The name of this organization shall be Arthurdale Heritage, Inc. Hereafter, in these by-laws Arthurdale Heritage, Inc. may be abbreviated as “AHI.”

Section 2: The principal office of AHI shall be located in the community of Arthurdale, Preston County, West Virginia.

Article II – Mission

Section 1: Arthurdale Heritage, Inc. aims to restore and preserve the cultural heritage of the nation’s first New Deal Homestead Community through education, community events, and operation of the New Deal Homestead Museum.

Article III – Fiscal Year

Section 1: The organization’s fiscal year shall begin on October 1 and end on September 30 annually.

Article IV – Membership and Donor Clubs

Section 1: Eligibility. Any person or other entity interested in the mission of Arthurdale

Heritage, Inc., as defined in Article II, shall be eligible for membership.

Section 2: Categories. Membership will entitle the holder to receive all benefits of the organization as determined by the Board of Directors, including, but not limited

to, voting rights in the annual elections for Board of Directors. There shall be the following categories of membership:

a. Individual memberships

b. Household membership for persons residing in one dwelling

c. Organizational memberships shall be available to 501(c)3 organizations

d. Business memberships

e. Life memberships shall be available to an individual for a one-time donation of \$1,000 specifically indicated for a life membership. Half of a life membership donation shall be deposited into the General Fund and the other half into the Staff Salaries/Maintenance Endowment Fund expanded upon in Article XII.

f. Honorary Homesteader membership shall be available at no cost to all individuals who were original homesteaders.

g. Complimentary memberships will be given for once per year for cash donations that exceed the cost of a membership for the proper category.

Section 3: Terms. Membership will run annually from the time dues are paid.

Section 4: Donor Clubs. Arthurdale Heritage, Inc. established donor clubs to track the cumulative amount of donations given by members since 1985. The Board of Directors shall have the authority to create new donor clubs or alter existing clubs. Donations qualifying for donor clubs must be made in cash or other monetary form. In accordance with IRS tax deductible donation rules, special event fees shall not be credited toward donor clubs unless the Board of Directors approves such credit in advance of the event. Donor clubs are listed as follows:

- a. Arthurdale Dreams, \$10,000 and above
- b. Franklin and Eleanor Roosevelt, \$5,000-\$9,999
- c. J.W. Ruby, \$2,500-\$4,999
- d. Jennings Randolph, \$1,000-\$2,499
- e. Richard Arthur, \$500-\$999
- f. Homesteaders, \$250-\$499
- g. Black and Gold, \$100-\$249
- h. Pioneer, \$50-\$99

Article V – Membership Meetings

Article 1: Annual Meeting. The annual meeting of the membership of Arthurdale Heritage, Inc. shall be held in October to discuss and transact business as may be properly brought before it. Notice of such meeting is to be issued by the president or designee to the membership in writing at least thirty (30) day in advance of the meeting. The notice shall fix the time and place of the meeting and state the agenda. The president shall provide an annual report to the membership at each annual meeting covering dealings of the organization for the corresponding fiscal year.

Article 2: Special Meetings. Special meetings of the membership may be called at any time by the majority of the Board of Directors. Notice of such special meetings shall state the purpose thereof and shall be issued in writing to the membership at least ten (10) days in advance of the meeting. The notice shall fix the time and place of the meeting. The president, or in his/her absence, the vice president, or in his/her absence, the treasurer, shall preside at all membership meetings.

Article 3: Quorum & Voting. The quorum shall consist of two-thirds of those present and voting at the annual or any special meetings of the membership. Each member present at an annual or special membership meeting shall be entitled to cast one vote for each question to be determined at the meeting. Proxy votes must be received by AHI on the day preceding the annual meeting and must be given in writing.

Article VI – Board of Directors

Section 1: Board Roles, Size, and Composition. The Board of Directors is responsible for the overall policy and direction of Arthurdale Heritage, Inc. and to delegate responsibility for day-to-day operations to the organization's Executive Director and committees. The Board of Directors shall consist of no less than five (5)

and no more than fifteen (15) directors who shall manage the business and property of the organization. Directors shall receive no compensation for their services. All Board members must be dues paying members of AHI at the time of their election and must retain their membership throughout their term on the Board. All Board members must serve on one standing committee of the organization as outlined in Article VIII.

Section 2: Board Meetings. The Board shall meet at least four times per year, at an agreed upon time and place. Notice of each meeting shall be made to each member of the Board of Directors by the president or designee at least five (5) days before such meeting indicating the time and place for meeting. All meetings of the Board shall be conducted in conformity with Robert's Rules of Order, Revised, as amended.

Section 3: Special Meetings. The president or any five (5) directors of the Board of Directors may call special meetings of the Board. Notice of such special meetings shall be given to each director by the president or designee at least five (5) days prior to the meeting indicating the fixed time and place for meeting.

Section 4: Quorum & Voting Rights. A majority of the Board of Directors **present** shall constitute a quorum for the transaction of business at any regular or special meeting of the Board. Every Director shall be entitled to one vote in person or by proxy. Any absent Director entitled to vote at any meeting of the Board may be represented and may vote at such meeting by a proxy authorized in writing. Such written authorization must specify the matter with respect to which the proxy is granted, must be signed and dated by the Director granting the proxy, and must be filed with the secretary.

Section 5: Board Elections. Annually, **up to** one-third of the Board of Directors shall be elected for a three (3)-year term. If necessary, all unexpired terms that exist at the time of elections, shall also be filled and sent to the membership for election

Section 6: Board Nominating Committee. The Board Nominating Committee shall be responsible for developing nominees for board elections. This committee shall be a sub-committee of the Governance Committee as outlined in Article VIII, Section 1.

a. Composition. The committee shall consist of five (5) organizational members. At least one member (1) shall currently sit on the Board of Directors and be appointed by the Board. The other four (4) members shall be elected by the organization's membership.

b. Terms. Two members are elected annually by the organization's membership for two (2) year terms. Committee members may serve a maximum of two (2) consecutive two (2) year terms, but wait one (1) year before serving again.

Section 7: Election Procedures. Annually, the Board Nominating Committee shall prepare a slate of candidates for each vacant position on the Board of Directors. The nominations shall be issued in writing to the organization's membership at least thirty (30) days before the annual meeting. The ballot must include a provision for write-in votes. All voting members must return their ballots no later than the close of business five (5) days prior to the annual meeting.

Section 8: Terms. Once elected by the membership, directors will serve a three (3)-year term on the Board of Directors. No person who has served for two (2) consecutive, three (3)-year terms shall be eligible for election to the Board of Directors until a lapse of one (1) year between terms. In the event that a director's term expires while he/she is actively engaged in an important on-going project and/or other business vital to the work of Arthurdale Heritage, the Board of Directors shall have the power to retain the services of the out-going director by virtue of appointing said person as an advisor to the board as outlined in Article VI, Section 11 for a period of one (1) year. After the year lapse, that person will be eligible for re-election as an official Board member. All terms will be from October 1 to September 30.

Section 9: Resignation, Termination, and Absences. Resignation by a director or an officer are requested to be in writing and received by the Executive Committee in writing (hard copy or electronic). A director may be

removed from the Board of Directors if he/she has more than three (3) unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a two-thirds vote of the remaining directors.

Section 10: Vacancies. Vacancies in the Board of Directors shall be filled by a current associate director. If a current associate director does not accept the position, the Board may appoint an interim director who will fill the seat and have full voting rights. All interim directors will be voted on by the membership at the next election. The open position may also be held vacant until the next election.

Section 11: Other Members of the Board. The Board of Directors may also determine to name at-large, associate, advisory, honorary, and junior directors, who shall have the power of the floor without vote:

a. **At-large directors** are community members that may be appointed by the Board to represent the diverse interests of the community. At-large directors may consist of, but not limited to, directors or board members of other community or New Deal non-profit organizations, homesteader descendants, or Arthurdale High School alumni.

b. An **associate director** shall attend meetings for no longer than three (3) years for the purpose of receiving training to become an active director when a vacancy occurs.

c. An **advisory director** shall serve at the discretion and appointment of the Board of Directors to provide information and/or counsel on a subject or on-going project of concern to the Board of Directors.

d. **Honorary directors** may be appointed for life by the Board of Directors in recognition of their past contributions and continuing interest in the development of the restoration projects and furthering of the mission of Arthurdale Heritage.

e. **The Junior Board of Directors** shall consist of no more than fifteen (15) members board which shall be comprised of elementary, middle school, and high school students who are interested in volunteering for their community to deliver programs and events that are geared towards a younger audience. The Junior Board is

responsible for organizing educational programs focused on twentieth century history, preservation, public relations, and other pursuits that further the mission of Arthurdale Heritage. All members of the Junior Board of Directors are selected by the Executive Committee. A current AHI Board of Directors member will be appointed each year to supervise the Jr. Board of Directors.

Article VII – Officers

Section 1: Officers. There shall be four officers of the Board of Directors consisting of a president, vice president, secretary, and treasurer.

Section 2: Election and Terms. The president serving at the time of the annual election shall appoint a committee of three (3) members from the new Board of Directors to determine a slate of officers. The officers shall be elected by the Board of Directors at the October meeting for one-year terms. Officers shall take office when elected. In order to facilitate the continuing business operations of the organization, all officers shall serve until their successors are elected and take office. Vacancies in officers of the Board of Directors shall be filled by any current Board member as elected by a majority of the Board of Directors.

Section 3: The **president** shall convene and preside at all meetings of the Board of Directors and the organization's members; have general supervision of the affairs of the organization; sign contracts and written instruments for and on behalf of the organization upon authority of the Board of Directors; shall present the annual organizational report at the membership meeting; and shall perform all such other duties that are incident to the office or are delegated by the Board of Directors. The president is *ex officio* member of all committees.

The **vice president** shall, in the event of the absence or disability of the president, perform the duties of the president; shall perform all such duties as are incident to the office or are delegated by the Board of Directors. The vice president is *ex officio* member of all committees.

The **secretary** shall attend and keep the minutes of the AHI membership meeting and of the meetings of the Board of Directors; shall perform all such duties as are incident to the office or are delegated by the Board of Directors.

The **treasurer** shall make a report at each Board meeting and annual membership meeting on the financial condition of the organization; shall be responsible for maintaining all financial records of the organization; shall sign financial contracts and written instruments for and on behalf of the organization upon authority of the Board of Directors; and shall perform all such duties as are incident to the office or as designated by the Board of Directors. The financial records of AHI are public information and shall be made available to the membership, Board of Directors, and the general public.

Section 13: Conflict of Interest. Where a director, either on his behalf or while acting for, with or through another, has any personal interest, direct or indirect, in any matter, or otherwise has a conflict of interest, the director:

1. Shall disclose his/her interest fully at a meeting of the directors
2. Shall disclose his/her interest and the general nature thereof prior to any consideration of the matter in the meeting
3. Shall not take part in the discussion of or vote on any issue in respect of the matter

4. Shall not in any way whether before, after, or during the meeting, influence the voting on any such issue.

Every declaration of interest and its general nature shall be recorded in the meeting minutes by the Secretary.

Section 14: Indemnification. Every member of the Board of Directors, officer, or employee of Arthurdale Heritage may be indemnified by the organization against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer, or employee in connection with any threatened, pending, or completed action, suit, or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the organization. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer, or employee is entitled.

AHI shall purchase and maintain Directors and Officers' insurance pursuant to such indemnification and indemnify all other corporate personnel to the extent permitted by law.

Article VII – Committees

Section 1: There shall be four (4) standing committees of Arthurdale Heritage, Inc.

Committee chairs of standing committees must be members of the Board. Each committee of the Board shall serve at the pleasure of the Board. Chairpersons of each of these four committees shall be current members of

the Board of Directors. Each committee shall keep regular minutes of its proceedings and report the same to the Board at each regular meeting. Each committee shall determine its own organization and times and places of meetings unless the Board otherwise directs. The standing committees of AHI are as follows:

a. The **Executive** Committee shall have all of the powers and authority of, and may act on behalf of, the Board of Directors between meetings; however, the committee must report its actions to the Board at the next regular meeting. This committee will be comprised of the four officers of the Board of Directors and the president will be the chair. For reasons of continuity, in addition to the four officers, the committee may also include the immediate past president. Any other member of the Board of Directors may attend but may not vote at meetings of the Executive Committee. Responsibilities of this committee include:

1. Oversee all legal obligations of the organization.
2. Oversee the fiscal policies of the organization which shall include the preparation of an annual budget and management of funds. The annual budget must be approved by the Board of Directors at the beginning of each fiscal year. Once approved by the Board, any major changes in the executed budget will be approved by the Executive Committee. Quarterly reports are required to be submitted to the Board by the treasurer showing income, expenditures, and pending income.
3. Create and maintain a financial operations manual outlining the fiscal procedures for the organization.
4. Oversee all invested funds of the organization. Any investment changes must be approved by the Board of Directors.
5. Ensure an independent annual audit of the organization's finances.
6. Signatory authority for all AHI bank and investment accounts.
7. Shall make the final determination of the annual use of the spendable income of the Endowment Fund as outlined in Article XI, Section 4.

b. The **Internal Affairs Committee** shall be responsible for all internal and operational issues-including those related to human resources and facilities including:

1. Leading the search for the Executive Director and make recommendation to Board for approval.

2. Annually reviewing Executive Director's performance and evaluating compensation and benefits.

3. Maintaining AHI property and buildings as pursuant to Article II, Section 1a of these by-laws.

4. Conduct all internal communications.

5. Create and maintain an operations manual outlining the business operations of the organization.

c. The **External Affairs Committee** shall be responsible for all external issues, including fundraising, public relations, and marketing including:

1. Fundraising for the financial well-being of the organization, including seeking donations, special events planning, grants writing, capital campaigns, and all retail pursuits by the organization.

2. Developing all educational and cultural programming for the New Deal Homestead Museum pursuant to Article II, Section 1c and 1d of these by-laws.

3. Conduct all external communications including the organization's quarterly newsletter, website, e-mail lists, and social media outlets.

4. Contact and disseminate information to the media and recognize the contributions of members, volunteers, and donors pursuant to Article II, Section 1b of these by-laws.

d. The **Governance Committee** is responsible for the health and functioning of the board including:

1. Develop policies and procedures for recruiting new members as outlined in Article IV as well as recruiting and retaining new volunteers.
2. Create volunteer schedules and training programs.
3. Produce board materials, plan for annual board training and leadership development, and evaluate the performance of the board annually.
4. Review governance policies and practices including the by-laws.
5. Organize any Board planning retreats as determined necessary by the Board of Directors.
6. As a sub-committee, the Board Nominating Committee shall prepare the annual slate of candidates for election to the Board of Directors as described in Article VI, Section 6.

Section 2: The Board of Directors shall have the authority to empower committee chairs as needed to act on behalf of the board and AHI.

Article VIII – Director and Staff

Section 1: Executive Director. The executive director shall be hired by the Board of Directors. The director has day-to-day responsibility for the organization, including carrying out the Board's goals and policies. The director shall sign contracts and written instruments for and on behalf of the organization upon authority of the Board of Directors. The director will attend all Board meetings, report on the progress of the goals, answer questions from Board members, and carry out all other duties outlined in the job description, but will not have voting rights. It is the director's responsibility to hire and supervise all additional staff. The director is an *ex officio* member of all AHI committees.

Article IX – Non-Profit and Dissolution

Section 1: Non-Profit Organization. This organization is not organized for profit or personal gain and therefore shall never distribute any of its income or assets to the members or Board of Directors of the organization. These income and assets shall be used to further the objectives and purposes of this organization.

Section 2: Dissolution. In the event of dissolution, all of the remaining assets and property of Arthurdale Heritage, Inc. shall, after expenses thereof, be distributed to such organizations with similar purposes as shall qualify under Section 501(c)3 of the Internal Revenue Code of 1954, or corresponding provision of any future United States Internal Revenue Code and in accordance with Section 31-1-154 through 31-1-158 or subsequent provisions of the West Virginia Code.

Article X – Amendments

Section 1: These by-laws may be amended when necessary by an affirmative vote of two-thirds of the AHI members voting on the amendments, with the exception of **Article XI, the Endowment Fund, which SHALL NOT BE AMENDED.**

Proposed amendments will be issued to the organizational membership in writing at least forty-five (45) days in advance of the annual meeting, with ballots to be received by AHI at least fifteen (15) days in advance of the annual meeting.

Article XI – Endowment Fund

Section 1: Creation of Fund. By resolution passed in 2000, the Board of Directors created an endowment fund to provide annual support for staff salaries and maintenance expenses. **All terms related to the acceptance of gifts to and the operation of the endowment fund shall be irrevocable and shall not be modified by the members, the Board of Directors, the Executive Committee, or any committee at any time.**

Section 2: Donations. All gift amounts contributed to the endowment fund shall be maintained as principal in such account in their entirety, without use or reduction at any time.

Section 3: Investing. All investing of the endowment fund shall be supervised by the Budget & Finance Committee [1] and the funds shall be invested for the maximum net return from capital appreciation and from income, including interest, dividends, rents and royalties, in a manner that shall also protect and preserve the principal.

Section 4: Spendable Income. Annual spendable income from the endowment fund shall be five (5%) percent of the average of the fair market value of the account for the previous eight (8) quarters of Arthurdale Heritage, Inc.'s operation. The amount that may be spent in the following fiscal year will be determined at the end of the fiscal year. If allocating the full five (5%) percent would require using any of the fund's original principal received as gifts, a lesser amount than the five (5%) percent will be allocated so that no principal is spent.

Section 5: Use of Funds. Spendable income derived from the endowment fund account shall be used for two (2) specific purposes only, which purposes are described below and which list shall be and remain exclusive, final, and permanent:

1. Maintenance. Upkeep and general maintenance of historic buildings and their immediate surrounding parcels of real estate owned by Arthurdale Heritage, Inc.
2. Staff Salaries. Salaries of administrative personnel, including but not limited to the executive director, administrative Secretary, custodian, and museum curator.

Section 6: The Executive Committee shall make the final determination of the annual use of the spendable income.

Section 7: If some or all of the spendable income is not spent in any year, the amount not spent shall be considered a reserve for future use when needed. The reserve amount(s) may be commingled for investment purposes but shall not be accounted for separately by the Treasurer to allow later use.

By-Laws first adopted January 26, 1995

Revised: October 1, 1997

July 12, 2003

October 1, 2006

October 2010

October 2015 – Lifetime membership revised

June 2020 – Mission Statement revised

[1] As of October 2010, the Budget & Finance Committee will be a sub-committee of the Executive Committee as outlined in Article VIII.