

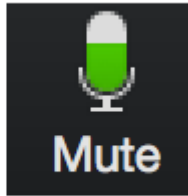


Friends of Sulgrave Manor 2020 Trustees Meeting



Zoom Hints!

- If you are speaking, please state your name
- If you are not speaking, make sure you are on mute
- If you have a question, unmute your computer
- We are going to keep everyone on mute until our open discussion. If in the interim you need to vote or have discussion, unmute yourself using one of the following two methods:



Mute button, press to mute and unmute

Audio is muted

Audio is not muted



Press and hold spacebar to unmute, release to re-mute



Ice Breaker

Where was your last vacation?

Pledge of Allegiance to the Flag



I pledge Allegiance to the Flag
of the United States of America
and to the Republic for which it stands,
one Nation under God, indivisible,
with Liberty and Justice for all."



Salute to the Flag



To the Glory of God; and in grateful remembrance of those, our ancestors, who through evil report and loss of fortune, through suffering and death, maintained stout hearts and laid the foundation of our country; we, The National Society of The Colonial Dames of America, pledge our loyal and affectionate allegiance to the Flag.



Memorial Report





Welcome to 2020 Friends of Sulgrave Manor Meeting of Trustees

- Sally Congdon, President



Report of the Chairman of Sulgrave Manor Trust: Dr. Nigel Bowles



Consent Agenda

- Ratification of Actions taken by Executive Committee 2019 - 2020:
 - Approval of Minutes of October 15, 2019 Trustees Meeting
 - Ratification of Actions Taken by Executive Committee 2019-2020
 - Report of Senior and Junior Representatives
 - Acceptance of Officer and Committee Reports not given orally at the meeting

Call for Vote

APPROVAL OF CONSENT AGENDA

- The Consent Agenda is presented for your approval.
- There is no second and no discussion.
- Only Trustees may vote.



Press and hold spacebar to unmute,
release to re-mute

Report of Executive Committee and Approval of Interim Actions taken since September 15, 2020

Mary Campbell, Recording
Secretary



Report of the Governance Committee

Governance Committee Members

- Wylie Raab, Chair
- Caroline Goedhart
- Jean Zerges
- Sally Congdon, ex-officio

Call for Vote

MOTION TO APPROVE THE RESTATED ARTICLES OF INCORPORATION

- A Motion is presented by the Governance Committee to approve the Restated Articles of Incorporation of the Friends of Sulgrave Manor.
- Only Trustees may vote.



Press and hold spacebar to unmute,
release to re-mute

Call for Vote

MOTION TO APPROVE THE AMENDED BYLAWS

- A Motion is presented by the Governance Committee to approve the Amended Bylaws of the Friends of Sulgrave Manor.
- Only Trustees may vote.



Press and hold spacebar to unmute,
release to re-mute



Break
(10 minutes)

Approval of
Associate
Trustees
Nominated by
the Presidents
of their
Corporate
Societies

Mrs. Bryan V. Goodwin (Sara), AR

Mrs. Christopher Brame Harmon (Helen), AL

Mrs. George Forrest Pragoff (Page), DE

Mrs. Robert Singleton Miller (Barbara), GA

Elizabeth Winterbone, KS

Elizabeth Brewster Robinson (Beth), MA

Mrs. Douglas McKay III (Pat), SC

Colleen Winchell, WY



Call for Vote

MOTION TO APPROVE NEW ASSOCIATE TRUSTEES

- A Motion is presented by Caroline Goedhart to approve the Associate Trustees nominated by the Presidents of their Corporate Societies.
- Only Trustees may vote.



Press and hold spacebar to unmute,
release to re-mute



Report of The Nominating Committee

Nominating Committee Members

- Jane Newman, Chair, AL
- Marcy Moody, FL
- Wylie Raab, PA
- Henrietta Singletary, GA
- Muffy Stuart, KY
- Jane Waring, SC

Report of The Nominating Committee

The Nominating Committee presents, with Executive Committee recommendation for approval, the following ladies to fill the vacancies on the Friends of Sulgrave Manor Board:

RE-APPOINTED RECORDING SECRETARY:

Mrs. John A. Campbell, Mary

RE-APPOINTED CORRESPONDING SECRETARY:

Mrs. Barry Victor Petit, Kitty

TREASURER: Mrs. Robert G. Rogers, Dora

TRUSTEE: Mrs. Steven Wayne Duff, Anna

TRUSTEE: Mrs. Robert G. Rogers Jr., Dora

TRUSTEE: Mrs. Vernon Nathaniel Hansford, Frances

TRUSTEE: Mrs. Madison Baker Wyche, III, Marguerite

RE-APPOINTED TRUSTEES 2ND 2 YEAR TERM:

Mrs. Lee Marvin Folkes, Anne

Mrs. Henry R. Raab, Wylie

RE-APPOINTED TRUSTEES 3RD 2 YEAR TERM:

Mrs. D. Thomas Moody, Marcy

Mrs. William H. Schaaf, Jr., Susie

Mrs. Marvin Sparks Singletary, Henrietta

Call for Vote

MOTION TO APPROVE THE NOMINATING REPORT

- A Motion is presented by the Nominating Committee to approve the ladies recommended to fill the vacancies on the Friends of Sulgrave Manor Board for 2020-2022.
- Only Trustees may vote.



Press and hold spacebar to unmute,
release to re-mute



Welcome to our new Trustees



Treasurer's Report

- Treasurer's Report
- Approval of 2020-2021 Budget
- Conflict of Interest Forms
Reminder



Elaine Blaylock, Treasurer

2020-2021 Awarded Grants

- Operating Support for Sulgrave Manor Trust, \$21,000 paid quarterly total = \$84,000
- CEO Salary paid semi-annually \$25,000 for total of \$50,000
- Marketing Director Support, \$2160 paid November 2019
- Funding to cover \$24,000 Covid deficit paid March 2020
- George Washington Exhibit \$20,000
- Business Development Director Support \$30,000 paid August 2020

P&L

11:57 AM

09/26/20

Accrual Basis

Friends of Sulgrave Manor Profit & Loss Budget vs. Actual September 2019 through August 2020

	Sep '19 - Aug 20	Budget	\$ Over Budget	% of Budget
Ordinary Income/Expense				
Income				
43400 · Direct Public Support				
43410 · Dame Contributions	182,385.00	160,000.00	22,385.00	114.0%
43411 · Private- Non Dame Contribution	500.00	500.00	0.00	100.0%
43412 · Foundations	0.00	0.00	0.00	0.0%
43415 · Washington Exhibit Contribuuton	40,647.48			
43416 · Special Gifts	0.00	0.00	0.00	0.0%
43440 · Gifts in Kind - Goods	0.00	0.00	0.00	0.0%
Total 43400 · Direct Public Support	223,532.48	160,500.00	63,032.48	139.3%
45000 · Investments				
45032 · Realized Gain/Loss	191.56			
45033 · Unrealized Gain/Loss	11,006.04			
Total 45000 · Investments	11,197.60			
46400 · Other Types of Income				
46410 · Gift Shop Sales	9,230.79	8,000.00	1,230.79	115.4%
Total 46400 · Other Types of Income	9,230.79	8,000.00	1,230.79	115.4%
47200 · Program Income				
47321 · Annual Meeting Fees	29,442.65	25,000.00	4,442.65	117.8%
Total 47200 · Program Income	29,442.65	25,000.00	4,442.65	117.8%
Total Income	273,403.52	193,500.00	79,903.52	141.3%
Expense				
60900 · Business Expenses				
60920 · Business Registration Fees	250.00	225.00	25.00	111.1%
60921 · Annual Meeting Expense	26,441.98	25,000.00	1,441.98	105.8%
60922 · Gift Shop Expense	2,197.51	3,500.00	-1,302.49	62.8%
Total 60900 · Business Expenses	28,889.49	28,725.00	164.49	100.6%
62100 · Contract Services				
62105 · Web Services	1,459.73	1,200.00	259.73	121.6%
62110 · Accounting Fees	3,325.65	4,500.00	-1,174.35	73.9%
62140 · Legal Fees	5,847.24	4,000.00	1,847.24	146.2%
Total 62100 · Contract Services	10,632.62	9,700.00	932.62	109.6%
65000 · Operations				
65010 · Bank Fees	57.60			
65011 · Grants to Sulgrave Manor	190,160.00	134,000.00	56,160.00	141.9%
65012 · Newsletter	15,123.65	15,000.00	123.65	100.8%
65020 · Postage, Mailing Service	1,272.28	1,000.00	272.28	127.2%
65030 · Printing and Copying	3,407.68	3,700.00	-292.32	92.1%
65102 · Paypal Fees	1,091.33	1,500.00	-408.67	72.8%
Total 65000 · Operations	211,112.54	155,200.00	55,912.54	136.0%
65100 · Other Types of Expenses				
65120 · Insurance - Liability, D and O	1,512.00	1,450.00	62.00	104.3%
Total 65100 · Other Types of Expenses	1,512.00	1,450.00	62.00	104.3%
Total Expense	252,146.65	195,075.00	57,071.65	129.3%
Net Ordinary Income	21,256.87	-1,575.00	22,831.87	-1,349.6%
Net Income	21,256.87	-1,575.00	22,831.87	-1,349.6%

Balance Sheet

Friends of Sulgrave Manor Balance Sheet As of August 31, 2020

	Aug 31, 20
ASSETS	
Current Assets	
Checking/Savings	
001 · Friends of Sulgrave Manor	146,604.47
Total Checking/Savings	146,604.47
Other Current Assets	
18605 · Prepaid Annual Meeting expense	250.00
Total Other Current Assets	250.00
Total Current Assets	146,854.47
Other Assets	
18602 · Friends of Sulgrave Manor WF	301,728.97
Total Other Assets	301,728.97
TOTAL ASSETS	448,583.44
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Other Current Liabilities	
18610 · Prepaid Grant Payable	-46,000.00
Total Other Current Liabilities	-46,000.00
Total Current Liabilities	-46,000.00
Total Liabilities	-46,000.00
Equity	
30000 · Opening Balance Equity	601,187.46
31500 · Temp. Restricted Net Assets	-12,950.00
32000 · Unrestricted Net Assets	-114,910.89
Net Income	21,256.87
Total Equity	494,583.44
TOTAL LIABILITIES & EQUITY	448,583.44

2020-2021 Budget

4:30 PM

10/8/2020

Accrual Basis

Friends of Sulgrave Manor Profit & Loss Budget Overview September 2020 through August 2021

	Sep '20 - Aug '21
Ordinary Income/Expense	
Income	
43400 - Direct Public Support	
43410 - Dame Contributions	175,000.00
43411 - Private-Non Dame Contribution	500.00
Total 43400 - Direct Public Support	175,500.00
46400 - Other Types of Income	
46410 - Gift Shop Sales	6,000.00
Total 46400 - Other Types of Income	6,000.00
47300 - Program Income	
47321 - Annual Meeting Fees	1,800.00
Total 47300 - Program Income	1,800.00
Total Income	183,300.00
Expense	
60900 - Business Expenses	
60920 - Business Registration Fees	350.00
60921 - Annual Meeting Expense	950.00
60922 - Gift Shop Expense	2,500.00
Total 60900 - Business Expenses	3,700.00
62100 - Contract Services	
62105 - Web Services	2,000.00
62110 - Accounting Fees	6,000.00
62140 - Legal Fees	4,000.00
62150 - Miscellaneous	300.00
Total 62100 - Contract Services	12,300.00
65000 - Operations	
65010 - Bank Fees	60.00
65011 - Grants to Sulgrave Manor	134,000.00
65012 - Newsletter	15,250.00
65013 - Committee Expenses	2,500.00
65020 - Postage, Mailing Service	1,300.00
65030 - Printing and Copying	3,500.00
65040 - Supplies	0.00
65102 - Paypal Fees	1,500.00
Total 65000 - Operations	158,110.00
65100 - Other Types of Expenses	
65120 - Insurance - Liability, D and O	1,550.00
Total 65100 - Other Types of Expenses	1,550.00
Total Expense	175,600.00
Net Ordinary Income	7,640.00
Net Income	7,640.00

Call for Vote

MOTION TO APPROVE THE 2020- 2021 BUDGET

- A Motion Is presented by Elaine Blaylock, Treasurer, to approve the 2020-2021 budget as presented.
- Only Trustees may vote.



Press and hold spacebar to unmute,
release to re-mute

NSCDA Finance Chair Report

Bethe Hagopian, NSCDA National
Treasurer





Ad Hoc Trustee Committee Report

Committee Charge

“To discuss, and better define and evaluate responsibilities and roles of Trustees and how to further engage these members and report out at the Annual Meeting.”

Members of the Committee from all levels of Trustees, representing both large and small Societies, nationwide included :

Chair: Mary Campbell, Recording Secretary (WA)

Honorary President: Bess Fuchs (NY)

Emeritus Trustees: Jane Waring (SC)
Kay Glenday (DC)

Trustees: Susie Schaaf (KY)
Anne Folkes (TX)
Kit Archie (OR)

Officers: Jean Zerges, Assistant Treasurer & AT (MI)
Sally Congdon, President (PA) Ex Officio
Caroline Goedhart, Vice President (WA) Ex Officio

Committee Recommendations

1. All levels of Trustees should be represented in each committee to increase interest and participation
2. All should be involved according to their interest and abilities and ideally all Trustees should consider chairing a Committee at some point
3. Encourage Mentorship at every level of Trustee, especially for Associate Trustees, who should be included at every possible opportunity to encourage camaraderie and to demystify the roll of the Trustee, thereby creating enthusiasm for FSM while educating ourselves about the Manor
4. Direction of the Education Committee clarified with emphasis on educating ourselves and our Society members about the Manor
5. New AT Advisory Committee established with Jean Zerges named as Chair
6. Archives Committee defined and a Chair appointed
7. Rewriting of all committee descriptions in the Manual outlining specific activities and responsibilities
8. A poll was sent to all FSM members asking which Committees they would like to join



Open Discussion

- Mentoring of ATs, what worked well last year what do we need to do to improve, review slides and plan from last year
- Discussion on centralizing mailings, review adhoc committee slides
- Trip on an even or odd year moving forward - Sulgrave interludes

AT Mentoring

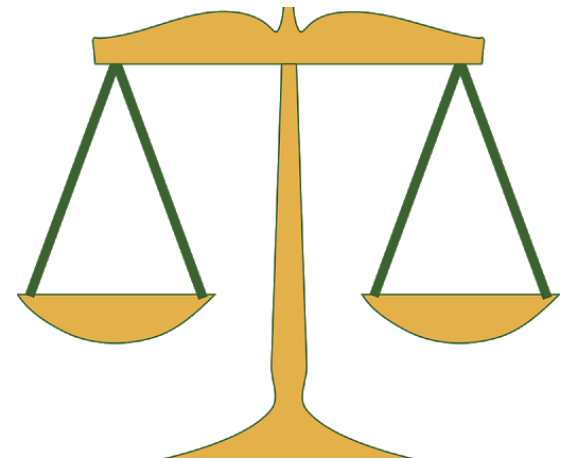


- Did you participate?
- What worked well?
- What did not work well?

Mentor Roles

1. Contact your assigned Associate Trustee by phone or email and introduce yourself as the Associate Trustee's mentor. In many instances, as mentor, you may already be fulfilling this role and the introduction might be more of a formality.
2. Explain that you want to be of assistance as needed since you were also an Associate Trustee at one time and know that being an AT can be overwhelming.
3. Try to establish lines of communication seeking common ground beyond your common interest in Sulgrave Manor.
4. Refer her to the Associate Trustee handbook, job description and the website, notify her of the upcoming webinars for orientation for Associate Trustees. (details and dates will follow)
5. Ask her if she has any questions right now and give her your contact information. In particular, be sure she is aware of the following:
 - a. The new three prong solicitation process and her responsibilities associated with the process
 - b. Timing of solicitation
 - c. Thank-you notes for those who have responded
6. Contact her in December and January to see how things are going, and/or if she has any questions regarding the mailings. Contact her again in the spring prior to the email solicitation being sent out to those who donated previously but have not in the current year.
7. Remind her of the importance of carefully reviewing donor lists when sent by Treasurer and annually for inclusion of names in newsletter.
8. Brainstorm with your AT(s) regarding the following:
 - a. Support to help with the solicitation
 - b. Additional fundraisers
 - c. Selling merchandise
 - d. Ways to better engage their Corporate Society through newsletter articles, presentations at meeting, etc...

Centralized Mailings



- Will we make or lose donations if we outsource Feb. mailing

If we outsource mailing, will the AT role be robust enough

FSM Trips

- Originally Sulgrave Day was on even years, due to the 100th anniversary we moved it to an odd year – should we keep to the odd year cycle moving forward?
- On the off year, do we want to have a trip? Any suggestions?

Enhancements to the Centennial Journey to Sulgrave Manor, May 2020

What has changed: The Chelsea Flower Show has been moved back a week to May 18-23

How does this impact the tour:

- The tour has been extended to include three additional nights in London to include a day at the Chelsea Flower Show. These additional days will also allow for a more relaxed schedule and more time for personal exploration and shopping in London
- Additional dates have been added with **no additional cost** to Friends of Sulgrave Members
- On the date originally scheduled for the Chelsea Flower show, we will instead have a Private Tour of Syon House with Lady Caroline Percy and architectural historian Oliver Gerrish
- Please remember that you each have *Cancel for Any Reason* protection, providing a 75% refund from our travel insurance a 25% refund from Connoisseurs Tours



Updated Itinerary

May 20, 2021	Depart your home city
May 21, 2021	Arrive in London - meet and greet with Friends of Sulgrave
May 22, 2021	Chelsea Flower Show
May 23, 2021	Day at Leisure in London
May 24, 2021	Day at Leisure (Optional Tours will be available such as a behind-the-Scenes Tour of the Conservation Studios at the V&A)
May 25, 2021	Spencer House and lunch Carlton Club
May 26, 2021	Private Tour of Syon House with Lady Caroline Percy and architectural historian Oliver Gerrish with Lunch
May 27, 2021	Hatfield House and Arrival to Fawsley Hotel and Spa
May 28, 2021	Coton Manor and Kelmarsh Gardens
May 29, 2021	Centennial Celebration at Sulgrave with lunch and special exhibits
May 30, 2021	Departure for London or extension to Wales



- Old or Unfinished Business
- New Business
- Announcements
- Adjournment
- Next Meeting: October 18-20, 2021 Ritz Carlton St Louis MO

The Trustees of Sulgrave Manor cordially invite you to a



VIRTUAL GARDEN COCKTAIL PARTY

Celebrating the Sulgrave Manor Gardens

*Dress for the occasion or come as you are
as you enjoy social time with friends. Log on at 5:15 pm EDT, and join in a
toast to the occasion and some George Washington Trivia, perhaps with a
glass of...*



Wine



Grog



Stone Fence

Schedule for Tuesday, October 13th

Sulgrave Manor Virtual Tour and Q&A with Nigel Bowles, Chairman, and Alison Ray, CEO

Pacific: 8:00 a.m. – 9:00 a.m.
Mountain: 9:00 a.m. – 10:00 a.m.
Central: 10:00 a.m. – 11:00 a.m.
Eastern: 11:00 a.m. – Noon



Joint Meeting of Trustees, Honorary Presidents, Emeritus Trustees and Associate Trustees

Pacific: 9:00 a.m. - Noon
Mountain: 10:00 a.m. – 1:00 p.m.
Central: 11:00 a.m. – 2:00 p.m.
Eastern: Noon – 3:00 p.m.



Appendix

Articles of Incorporation

Rationale

ITEM	OLD	NEW	RATIONALE
IV.	The number of Trustees, not less than twelve, shall be fixed by the By Laws, and in the absence of a By Law fixing the number, the number shall be twelve.	The number of Trustees shall be in a variable range of not less than twelve nor more than twenty Trustees. The number of Trustees within such range may be changed from time to time by the Board of Trustees.	The number of Trustees is increased to accommodate our current numbers.
	The President of the NSCDA shall be a Trustee, ex-officio.	The President of the NSCDA shall be a Trustee, ex-officio.	Punctuation correction.
		The four foregoing ex-officio Trustees shall have full voting rights as Trustees, and shall be included within the total number of authorized Trustees.	Added for clarity.
	All other Trustees shall be elected by the National Board of The National Society of The Colonial Dames of America and, until the October, 1996 annual meeting of the Corporation held in even-numbered years, and serve for a term of one year or until their successors are duly elected; effective with the October, 1996 annual meeting of the corporation, such Trustees shall be elected by the National Society of the Colonial Dames of America to serve for a term of two years, or until their successors are duly elected.	All other Trustees shall be elected by the Board of Trustees at the annual meeting of the Corporation and shall serve for a term of two years, or until their successors are duly elected.	Previous wording is no longer valid;
		The Board of Trustees may fill vacancies on the Board at any time, including vacancies caused by an increase in the number of Trustees.	The wording gives us the option of adjusting the number of Trustees.
V.	Line 4: pay reasonable Compensation	pay reasonable compensation	Correct spelling.
	Line 14: IRS Code of 1954	IRS Code of 1986	Updated IRS Code re 501(c)(3)
VI.	Line 5: IRS Code of 1954	IRS Code of 1986	Updated IRS Code re 501(c)(3)

Proposed Changes to the Bylaws, Article I

Article I TITLE

OLD: This tax-exempt corporation

NEW: This non-profit corporation

RATIONALE: Correct identification of our status

OLD: ... and it shall be composed ...

NEW: ... and its Trustees and Associate Trustees shall be composed

RATIONALE: Accuracy

OLD: ... NSCDA representing all 44 Corporate Societies

NEW: ... NSCDA, drawn from the Corporate Societies

RATIONALE: Does not restrict number of Corporate Societies nor representation from each

Proposed Changes to the Bylaws, Article V

Article V TRUSTEES

- OLD: Section 2. Number, Term, and Qualification. The number of Trustees of the Friends shall be no more than fourteen (14). The term of office for Trustees (other than *ex officio* Trustees) shall be two (2) years, with a limit of three (3) consecutive terms. A Trustee may serve a maximum of six (6) years except that *ex officio* Trustees may be elected for regular terms up to the maximum of six (6) years in addition to their terms on the Board of Trustees as *ex officio* members; and a replacement term in addition to three regular terms. Each Trustee shall hold office until her resignation, retirement or removal or until her successor is elected. Trustees shall be, and remain during their term of office, members of the NSCDA and need not be residents of the Commonwealth of Virginia.
- Section 3. Trustees. The President of the NSCDA shall be a Trustee, *ex officio*. The Senior Representative and Junior Representative from the NSCDA to the Sulgrave Manor Trust Board and the Chair of the National Finance Committee appointed by the President of the NSCDA shall also be Trustees, *ex officio*. They shall have a vote and the same rights as any other Board Member. The remaining Trustees shall be nominated by a Nominating Committee of the Board of Trustees of the Friends of Sulgrave Manor. The slate shall be presented to the Trustees for election at any meeting in even-numbered years.
- NEW: Section 2. Number, Term, and Qualification. The number of Trustees shall be no less than twelve (12), as specified in the Friends of Sulgrave Manor Articles of Incorporation, and no more than twenty (20), as set by these Bylaws, to include Trustees and Trustees, *ex officio*.
- A. The National President appoints two ladies to serve on the NSCDA National Board as Senior and Junior Representatives to the Sulgrave Manor Trust board in England. IN THAT CAPACITY the Senior and Junior Representatives serve *ex officio* on the Friends of Sulgrave Manor Board of Trustees. These appointed individuals also serve as President and Vice-President of the Friends of Sulgrave Manor and act as full Trustees of the Friends of Sulgrave Manor.
- B. Trustees *ex officio* shall be the President of the NSCDA, the Chair of the NSCDA National Finance Committee, and the aforesaid Senior and Junior Representatives to the Sulgrave Manor Trust board. All Trustees *ex officio* shall have a vote and the same rights as any other Trustee. The President and Vice President, who are also the Senior and Junior Representatives to the National Board, shall not be counted twice.

Proposed Changes to the Bylaws, Article V

Article V TRUSTEES

- C. The Trustees, including the Officers, shall be nominated by a Nominating Committee of the Board of Trustees of the Friends of Sulgrave Manor. The slate shall be presented to the Trustees for election at the annual meeting.
- D. Other than the President and Vice President in their capacity as Trustees, and the ex-officio trustees, the term of office for Trustees shall be two (2) years, with a limit of three (3) consecutive terms, totaling six (6) years. The President and Vice President serve three (3) terms to correspond with the terms of their positions as Senior and Junior Representative on the NSCDA board. *Ex officio* Trustees may be elected to regular Trustee terms up to the maximum of six (6) years in addition to their terms on the Board of Trustees as *ex officio* Trustees. Each Trustee shall hold office until her resignation, retirement or removal or until her successor is elected. Trustees shall be, and remain during their term of office, members of the NSCDA and need not be residents of the Commonwealth of Virginia.
- E. The President and Vice-President in their capacity as Trustees of the Friends of Sulgrave Manor shall serve a term of office as set by the NSCDA for their simultaneous positions as Senior and Junior Representative to the Sulgrave Manor Trust Board. It is assumed that the Junior Representative/Vice President will succeed to Senior Representative/President.

RATIONALE: The new Section 2, which replaces the old Sections 2 and 3, updates the number of Trustees, more clearly defines the dual roles of the Senior Representative/President and the Junior Representative/Vice President, clarifies ex-officio status, defines the election process, and explains term lengths.

Proposed Changes to the Bylaws, Article V

Article V TRUSTEES

OLD: Sections 4 through 8. Associate Trustees through Honorary Trustees

NEW: Section s3 through 7. Associate Trustees through Honorary Trustees

RATIONALE: Updates numbering due to change of old Sections 2 and 3.

OLD: Section 4. Associate Trustees. ... may be appointed for two (2) additional terms for a total of six (6) years.

NEW: Section 3. Associate Trustees. ... may be appointed for two (2) additional terms for a total of six (6) years or until a successor is appointed.

RATIONALE: Gives the President flexibility to retain an Associate Trustee in circumstances where timely replacement is not viable or desirable.

Proposed Changes to the Bylaws, Article VI

Article VI TRUSTEES MEETINGS

OLD: Section 2. Special Meetings. Special meetings of the Board of Trustees shall be held at the call of the President, or of any two (2) Trustees at such place and time as the President may direct; provided, however, if a special meeting is held at the call of two (2) Trustees, such meeting shall be convened not less than ninety (90) days following the date of call during customary business hours at a designated location.

NEW: Section 2. Special Meetings. Special meetings of the Board of Trustees shall be held at the call of the President, or of any two (2) Trustees.

RATIONALE: Eliminates unnecessary restrictions to the call of a special meeting.

Proposed Changes to the Bylaws, Article VI

Article VI TRUSTEES MEETINGS

NEW: Section 3. Any meeting may be held by electronic means or include participants by electronic means, as long as every attendee, physically present or present by electronic means, can hear and converse with every other attendee. Participants by electronic means shall be considered as physically present at the meeting. Such participants must remain in attendance through votes on any matters in order for their votes to be counted.

RATIONALE: Provides for the Organization to hold meetings and conduct business via electronic means.

OLD: Sections 3. Notice through 8. Proxies.

NEW: Sections 4. Notice through 9. Proxies.

RATIONALE: Renumbering to accommodate insertion of Section 3. Electronic Meetings.

Proposed Changes to the Bylaws, Article VII

Article VII OFFICERS

- OLD: Section 1. Senior Officers. The President of the NSCDA appoints the Senior and Junior Representatives to the NSCDA Board and they serve as the NSCDA representatives to the Sulgrave Manor Trust Board. The Senior or Junior Representative shall report actions taken at the Sulgrave Manor Trust Board annually to the Trustees and if appropriate to the Associate Trustees. One of them shall also report the activity of the Friends of Sulgrave Manor Board to the NSCDA National Board. The Senior Representative shall serve as the President of the Board of the Friends of Sulgrave Manor and the Junior Representative serves as the Vice President of the Board of the Friends of Sulgrave Manor. The President serves as the Chair of the meetings. The President and Vice President shall each have three year terms which shall be approximately concurrent with the terms of their appointments by the NSCDA as Senior and Junior Representatives.
- NEW: The President of the NSCDA appoints to the NSCDA Board a Senior and a Junior Representative to serve as NSCDA representatives to the Sulgrave Manor Trust Board. The Senior or Junior Representative shall report the activity of the Sulgrave Manor Trust Board to the NSCDA National Board. The Senior and Junior Representative shall also serve as President and Vice President, respectively, of the Board of the Friends of Sulgrave Manor. In this capacity they shall report annually to the FSM Trustees and, if appropriate, to the Associate Trustees actions taken at the Sulgrave Manor Trust Board.
- RATIONALE: Clarifies the appointments and responsibilities of the Senior and Junior Representatives and the dual status as President and Vice President of the Trustees of the FSM.

Proposed Changes to the Bylaws, Article VII

Article VII OFFICERS

OLD: Section 2. Other Officers. ... annual meeting in the even numbered years, shall elect a Recording Secretary, a Corresponding Secretary, a Treasurer, an Assistant Treasurer, all of whom shall be Trustees, and may elect or appoint one or more Vice Presidents or such other officers as it may deem proper.

NEW: Section 2. Other Officers. ... annual meeting shall elect a Recording Secretary, a Corresponding Secretary, a Treasurer, an Assistant Treasurer, all of whom shall be Trustees, and may elect such other officers as it may deem proper.

RATIONALE: Elections are held annually. Does not confine the Trustees to particular elected offices.

OLD: Section 3. General. Any officer may hold more than one office except that the same person shall not be President, ...

NEW: Section 3. General. Any officer may hold more than one office except that the same person shall not simultaneously hold the offices of President, ...

RATIONALE: Grammatical improvement.

Proposed Changes to the Bylaws, Article VIII

Article VIII COMMITTEES

OLD: Section 1. The Executive Committee. The Executive Committee shall consist of the President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, Assistant Treasurer, and Governance Committee Chair and shall have the authority to act for the Trustees in between the regular meetings of the Board if necessary. Voting within the Executive Committee may be made by e-mail or-conference call . Any motion that is adopted during an electronic meeting of the Executive Committee shall be ratified by the Trustees at their next regular meeting.

NEW: Section 1. The Executive Committee. The Executive Committee shall consist of the President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, Assistant Treasurer, and Governance Committee Chair and shall have the authority to act for the Trustees in between the regular meetings of the Board if necessary, except as limited in Va. Code § 13.1-869 D. Voting within the Executive Committee may be made by conference call or a unanimous written consent (including a unanimous exchange of e-mails approving a specific action). Any motion that is adopted during an electronic meeting of the Executive Committee shall be ratified by the Trustees at their next regular meeting.

RATIONALE: Includes Virginia Code specifications and clarification of electronic voting recommendations, as per our legal counsel.

Proposed Changes to the Bylaws, Article VIII

Article VIII COMMITTEES

NEW: Section 6. Authorization. Pursuant to Va. Code § 13.1-852.1, the Trustees of the corporation have unanimously agreed upon the committee structure and methods of committee appointments and Committee actions described in this Article VIII. This agreement regarding committee structure, appointments and actions is valid for an unlimited duration.

RATIONALE: Section 6 is legal statement, per our legal counsel, acknowledging that our Board of Trustees upon its creation approved the committee structure upon which it would operate.