

Friends of Sulgrave Manor

Bylaws

October 2020

Article I TITLE

This non-profit corporation, registered in the Commonwealth of Virginia, shall be known as the FRIENDS OF SULGRAVE MANOR, and its Trustees and Associate Trustees shall be composed of members of The National Society of The Colonial Dames of America, hereinafter referred to as the NSCDA, drawn from the Corporate Societies.

Article II PURPOSE

The purpose of the corporation shall be to distribute information about, and encourage support of Sulgrave Manor, the ancestral home of George Washington in Northamptonshire, England.

Article III CORPORATE SEAL

The seal of the corporation shall be circular and shall have inscribed thereon, within and around the circumference, the following: "FRIENDS OF SULGRAVE MANOR". In the center shall be the word "SEAL".

Article IV FISCAL YEAR

The fiscal year of the corporation Friends of Sulgrave Manor, hereinafter referred to as "Friends", shall be September 1 to August 31.

Article V TRUSTEES

Section 1. General Powers. The business and affairs of the Friends shall be managed by the Board of Trustees, hereinafter referred to as Trustees. The order of business at meetings shall be generally guided by Roberts Rules of Order.

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.
- 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.

Section 3. Associate Trustees. Trustees may appoint Associate Trustees of the Friends. Such Associate Trustees shall be recommended by the President of their Corporate Society to the Trustees for consideration as an appointee. Each Corporate Society of the NSCDA shall be entitled to recommend one (1) Associate Trustee to the Friends. An Associate Trustee to the Friends shall have a term of office of two (2) years and may be appointed for two (2) additional terms for a total of six (6) years or until a successor is appointed. At the discretion of the President of FSM a term might be lengthened to accommodate extenuating circumstances. The Associate Trustees shall constitute an informal Committee of the Board of Trustees appointed for the purpose of fund-raising and public relations. The Associate Trustees shall meet annually at an Annual Meeting which will coincide with the dates of the Trustees Annual Meeting.

Section 4. Compensation. Trustees and Associate Trustees shall not be compensated for their services.

Section 5. Emeritus Trustees. Upon completion of her terms a Trustee will automatically become an Emeritus Trustee until such Emeritus Trustee's death, resignation, disqualification or removal.

Emeritus Trustees will be invited to all meetings and events of the Trustees, such as the Annual Meeting and Sulgrave Day, and although not required to attend, may do so and may participate in all discussions at meetings of the Trustees and at meetings of committees.

Emeritus Trustees shall not be entitled to vote on any business coming before the Board of Trustees and shall not be counted for the purpose of determining the number of Trustees necessary to constitute a quorum; for the purpose of determining whether a quorum is present; or for any other purpose whatsoever.

Section 6. Honorary Presidents. Presidents of the Friends of Sulgrave Manor after serving their terms may be elected by majority vote of all Trustees present at the Annual Meeting as Honorary Presidents until such Honorary President's death, resignation, retirement, disqualification or removal.

Honorary Presidents will be invited to all meetings and events of the Trustees, such as the Annual Meeting and Sulgrave Day, and although not required to attend, may do so and may participate in all discussions at meetings of the Trustees and at meetings of committees.

Honorary Presidents shall not be entitled to vote on any business coming before the Board of Trustees and shall not be counted for the purpose of determining the number of Trustees necessary to constitute a quorum; for the purpose of determining whether a quorum is present; or for any other purpose whatsoever.

Section 7. Honorary Trustees. Trustees may, from time to time, by majority vote of all Trustees elect one or more persons to serve as Honorary Trustees for such term(s) as the Trustees by resolution shall establish or until such Honorary Trustee's death, resignation, retirement, disqualification or removal.

An Honorary Trustee must have done something exceptional for the Friends of Sulgrave Manor and/or Sulgrave Manor. Membership in The National Society of The Colonial Dames of America is not required.

Honorary Trustees will be invited to attend all meetings and events of the Trustees such as the Annual Meeting and Sulgrave Day and, although are not required to attend, may do so and may participate in all discussions at meetings of the Trustees occurring there and at meetings of committees of the Trustees to which they may be appointed.

Honorary Trustees shall not be entitled to vote on any business coming before the Board of Trustees and shall not be counted for the purpose of determining the number of Trustees necessary to constitute a quorum; for the purpose of determining whether a quorum, is present; or for any other purpose whatsoever.

Article VI TRUSTEES MEETINGS

Section 1. Regular Meeting. The regular annual meeting of the Board of Trustees shall be held in October of each year at such place and time as may be fixed by the President for the purpose of electing officers and carrying on such other business as may properly come before the meeting.

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.

Section 3. Electronic Meetings. 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.

Section 4. Notice. Notice of all meetings of the Trustees shall be sent to each Trustee not less than ten (10) days prior to the date of the meeting and must set forth the purpose for which the meeting is called. In computing notice neither the date of the notification, nor the date of the meeting shall be counted.

Section 5. Quorum. A majority of the Trustees shall constitute a quorum for the transaction of business. The acts of the majority of the Trustees present at a meeting at which a quorum is present shall be the acts of the Trustees.

Section 6. Waiver of Notice. Notwithstanding any other provisions of these Bylaws, whenever notice of any meeting for any purpose is required to be given to any Trustee a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 7. Attendance. A Trustee who attends a meeting shall be deemed to have had timely and proper notice of the meeting unless she attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 8. Associate Trustees. Each Associate Trustee shall be given notice of the Annual Meeting of the Associate Trustees and shall be entitled to attend and participate in all discussions at such meeting. Associate Trustees shall not be entitled to vote. Items of new business and suggestions may be sent in writing by an Associate Trustee to the President of the Friends for consideration by the Trustees at their next meeting.

Section 9. Proxies. Pursuant to Virginia Code § 13.1-852.1, the Trustees of the corporation have unanimously agreed that any Trustee may vote or otherwise act by proxy, pursuant to a written instrument of appointment (the form of which may be determined by resolution of the Board of Trustees), signed by the Trustee and designating a member of the same Corporate Society of the NSCDA as the Trustee granting the proxy (preferably, but not necessarily, the President of, or an Associate Trustee from, that Corporate Society) to act as the proxy of such Trustee. Such proxy shall be revocable at any time, and may be valid for such term as the proxy instrument itself may provide (subject to any time limits on the validity of proxies established by resolution of the Trustees). Presence at the meeting by proxy shall constitute attendance at the meeting for quorum and all other purposes and a proxy holder may attend, speak, and vote on all matters coming before the meeting. No person (whether a Trustee or proxy holder) may cast more than one (1) vote. This agreement regarding trustee proxies is valid for an unlimited duration.

Article VII OFFICERS

Section 1. Senior Officers. 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.

Section 2. Other Officers. The Trustees at their annual meeting shall elect a Recording Secretary, a Corresponding Secretary, a Treasurer, an Assistant Treasurer, all of whom shall be Trustees, and may elect or appoint such other officers as it may deem proper. All of these officers shall have a term of two (2) years and may be elected for two (2) additional terms. An officer shall have a term of two (2) years and may be elected to two (2) additional terms, irrespective of her terms as a Trustee. At the conclusion of her service as an officer said officer shall become an Emeritus Trustee.

Section 3. General. Any officer may hold more than one office except that the same person shall not simultaneously hold the offices of President, Vice President, or Treasurer. Any officer may be removed summarily with or without cause at any time by the vote of two thirds (2/3) of all the Trustees. Vacancies among the officers shall be filled by the Trustees except the President and Vice President, who shall be appointed by the President of the NSCDA. The officers of the Friends shall have such duties as generally pertain to their respective offices as well as such powers and duties as from time to time may be delegated to them by the Board of Trustees.

Article VIII COMMITTEES

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.

Section 2. The Nominating Committee. The Nominating Committee shall be comprised of five (5) members, including the Chair. The Chair shall be a Trustee and shall be appointed by the President of the Friends of Sulgrave Manor at the Annual Meeting for a two (2) year term. The Chair shall appoint four (4) additional Committee members, three (3) of whom shall be Trustees to include the chair of the Governance Committee and one (1) of whom shall be an Associate Trustee. Members shall be from different states, and each shall be appointed to a two (2) year term. If a vacancy occurs on the Nominating Committee, the Chair shall appoint an interim member until the Annual Meeting. In the event the Chair position is vacated, the President of the Friends of Sulgrave Manor shall appoint an interim Chair until the Annual Meeting.

Section 3. The Finance Committee. The Finance Committee shall be comprised of the Treasurer, who shall be Chair, the Assistant Treasurer, the immediate past Treasurer, the Vice President and the President of the Friends of Sulgrave Manor. It shall be the duty of this committee to investigate and consider all matters pertaining to the organization's finances including preparation of an annual budget, and to present recommendations regarding these to the Trustees for action. The President may appoint *ex-officio* members to serve on the Finance Committee.

Section 4. The Governance Committee. The Governance Committee shall be chaired by a Trustee, appointed by the President to a two (2) year term with the option of two (2) additional two (2) year terms. She shall serve on the Executive and Nominating Committees. The Governance Committee shall include the President and the Vice President in addition to other Trustees appointed by the President and is responsible for oversight of all aspects of governance, including Bylaws, Policies & Procedures, and legal responsibilities of the Board of Trustees.

Section 5. Special Committees. Special Committees may be appointed by the President.

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.

Article IX AMENDMENTS

These Bylaws may be amended or replaced and new Bylaws may be adopted at any regular or special meeting of the Trustees by a two thirds (2/3) vote of all Trustees. Prior to consideration of adoption at any meeting, written notice of not less than 30 days shall be given to all Trustees, together with a copy of all proposed changes, and a brief description on the reason for the change.

Article X FEDERAL REQUIREMENTS

Upon the dissolution of the corporation, the assets of the Friends shall be distributed exclusively to charitable, religious, scientific, literary or educational organizations, which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

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