

ST. JOHN HISTORICAL SOCIETY BYLAWS
(Amended Feb. 9, 2016)

ARTICLE I: Name

St. John Historical Society Inc.
("The Society")

ARTICLE II: Purpose and Objectives

- 1) To promote an appreciation and deeper understanding of the history and cultural heritage of the island of St. John in the U.S. Virgin Islands.
- 2) To support and encourage the study, preservation, and protection of objects, structures, traditions, and features of historic, cultural, or archeological value to the island of St. John.
- 3) To increase the knowledge, awareness, and understanding of St. John's history and cultural heritage by such means as lectures, seminars, field trips, hikes, consultations, special educational programs, and events.
- 4) To encourage, assist, and support the development of historical and cultural heritage programs and events in cooperation with local museums, libraries, schools and other public and private groups or institutions.
- 5) To act in cooperation with the Virgin Islands National Park as well as other historical, cultural, and archaeological institutions or organizations to further The Society's purpose and objectives.
- 6) To foster participation in the activities of The Society by all interested individuals.
- 7) To maintain an archive of The Society's collections, records, and any other pertinent published and/or written materials relating to the history and cultural heritage of St. John.
- 8) To prepare and disseminate publications dealing with the history and cultural heritage of St. John.

ARTICLE III: Membership

- 1) Membership shall be open to all individuals who support the purposes and objectives of The Society.
- 2) Types of Membership:
 - A) Individual - Upon payment of annual dues
 - B) Tiered memberships based on giving levels may be established at the discretion of the board on an annual basis.
 - C) Student (with valid student ID) – Free upon application

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- D)** Honorary (may be renewed annually) – Upon a majority vote of the board of directors at any board meeting
- E)** Life – Life memberships will be honored by The Society, but no new Life memberships will be granted.

- 3)** Dues for membership shall be due on Jan. 1 of each year (to correspond with The Society’s fiscal year).
- 4)** Dues shall be established and/or amended by a majority vote of the board of directors.
- 5)** All changes or amendments to dues must be announced to the membership no later than thirty (30) days before going into effect.

ARTICLE IV: Board of Directors

- 1)** There shall be a board of directors consisting of six (6) officers and five (5) representatives chosen from the membership.
- 2)** The board of directors shall be responsible for overseeing the continued operation and wellbeing of The Society.
- 3)** The president shall serve as chairperson of the board of directors.
- 4)** The board of directors shall meet in the first week of each month from October through April, and as deemed necessary by the president from May through September.
- 5)** Special board meetings may be called by the president or by signed petition to the president by no less than six members of board of directors.

ARTICLE V: Officers and Duties

- 1)** The officers are to consist of:
 - A)** President
 - B)** Vice President
 - C)** Corporate and Recording Secretary
 - D)** Archivist/Alternate Secretary
 - E)** Treasurer
 - F)** Historian
- 2)** The duties of the officers are as follows:
 - A) **President:**** To direct The Society toward the fulfillment of its objectives within the guidelines set forth in The Society’s bylaws and mission statement, as

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well as to endeavor to ensure the long-term viability and ongoing relevance of The Society to the St. John community.

B) Vice President: To act in the absence of the president on the president's behalf and, when called upon, to assist the president in the general duties of the office.

C) Corporate and Recording Secretary: To record the minutes of all meetings of the membership and board of directors. To distribute the minutes of board meetings to the board of directors for approval. To work closely with the treasurer to maintain up-to-date membership and mailing lists, copies of which will be periodically forwarded to the newsletter editor. To assist the president and media chair in the editing and distribution of The Society's correspondence and publications. To maintain corporate governance documents.

D) Archivist/Alternate Secretary: To organize and protect The Society's archive and maintain a catalogue of its contents, as well as to serve on the secretary's behalf in the absence of the secretary.

E) Treasurer: To oversee, account for, and protect the financial interests of The Society and to ensure the timely collection of all dues and donations. To present up-to-date, summarized financial reports at all regularly scheduled meetings of the board and membership, and to annually prepare a detailed analysis of The Society's financial accounts. In cooperation with the secretary, to maintain The Society's mailing and membership lists.

F) Historian: To advise the board and membership and to promote a greater understanding of the history and cultural heritage of St. John.

3) The term for all officers is one year.

4) No individual shall serve as an officer for more than four consecutive (one-year) terms in the same position and no longer than eight consecutive years as an officer.

ARTICLE VI: Representatives to the Board

1) The term for an elected representative to the board of directors shall be two years.

2) No individual shall serve as a representative to the board of directors for more than two consecutive (two-year) terms.

3) The terms of the five (5) representatives to the board of directors are to be staggered, so that each year two (2-3) representatives' seats are up for election.

4) In the event that any representative to the board of directors cannot regularly attend board meetings, the president may appoint a non-voting alternate on a temporary basis.

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ARTICLE VII: Expenditures and Disbursements

- 1) Expenditures and disbursements up to \$1,000.00 may be approved by the president, or in his/her absence the vice president.
- 2) All expenditures of more than \$1,000.00 and up to \$5,000.00 must be approved in advance by a majority of the members of the board of directors.
- 3) Amounts of more than \$5,000.00 must be approved in advance by a majority of the members of the board of directors and reported to the members via The Society newsletter. All checks are to be held by the treasurer or by an officer other than the president in the treasurer's absence.
- 4) The treasurer shall require a written request and itemization of the funds required before issuing a check.

All checks shall be signed by the president, the vice president, or the secretary in the president's absence.

ARTICLE VIII: Election, Removal and Appointment of Officers & Representatives to the Board of Directors

- 1) The annual election of officers and representatives to the board of directors shall be held at the April meeting of The Society.
- 2) Election:
 - A) A nominating committee of not more than five (5) individuals chosen from the membership will be appointed by the president no later than January of each year. This committee shall be responsible for preparing a slate of proposed candidates for all open positions on the board of directors for the upcoming year (May through April).
 - B) The nominating committee will also seek nominations from membership via The Society newsletter no later than January of each year.
 - C) The nominating committee's proposed slate (informed by nominations from the membership, but not bound by them) will be presented to the membership at the March meeting.
 - D) All nominations shall be considered by the standing board of directors, who will vote to approve a final slate at the April board meeting.
 - E) The final slate will be presented at the regular meeting in April, after which a vote of the membership present will take place.
- 3) The incoming board of directors will take their seats on the first day of May following the April elections.

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4) Removal:

In the event that the actions of any member of the board of directors are found to be disruptive or counterproductive to the effective workings of the board or The Society, or if an individual is deemed to be conducting himself or herself in a manner that will undermine the broader mission of The Society (such as through misrepresentation or conflict of interests), that person may be removed from the board by a majority vote of the board of directors.

5) Appointment:

The board of directors shall fill any unexpected vacancies for the remainder of the current elective year by an appointment from the membership. All replacements will be announced at the first regular meeting following the appointment.

ARTICLE IX: Regular Meetings

- 1) Regular meetings shall be held from November through April, usually on the second Tuesday of each month.
- 2) Special meetings of the membership may be called by the board of directors, or by a petition to the board signed by no less than fifteen (15) members of The Society.

ARTICLE X: Committees

Standing or temporary committees may be appointed as needed by the president, who shall also select the chairperson. Membership on all committees shall be voluntary.

ARTICLE XI: Advisory Board

- 1) An advisory board may be appointed when needed by the board of directors.
- 2) The advisory board shall be composed of expert, knowledgeable or helpful individuals, who can be called upon individually or as a group for specialized advice or aid as necessary to the workings of The Society on an ad-hoc basis.

ARTICLE XII: Amendments

Amendments to The Society's bylaws shall be made by a majority vote of those members present at any regular meeting, provided that the general membership has been notified no less than three weeks in advance of a vote on the proposed changes.

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ARTICLE XIII: Parliamentary Procedure

- 1) Except as otherwise provided in these bylaws, Robert's Rules of Order, revised, shall govern the procedure of all meetings.
- 2) A quorum for a regular or special meeting of The Society shall be fifteen (15) members.
- 3) A quorum for the board of directors, an advisory board, or other standing or temporary committees shall consist of a majority of the named members, although in an emergency approval for an action may be obtained by telephone or email from the majority of those named.
- 4) If at any meeting of the board of directors there is not a quorum present in person or by proxy, the meeting shall be adjourned.

ARTICLE XIV: Fiscal Year

The fiscal year shall run from Jan. 1 to Dec. 31.

ARTICLE XV: Elective Year

The elective year shall run from May 1 to April 30.

ARTICLE XVI: Plan of Dissolution

- 1) All printed materials in The Society's archive are to be given over to the Elaine I. Sprauve Library on St. John; any artifacts or cultural materials shall be given over to the St. John Museum to be held in trust for the people of St. John. In the event that there is no functioning local museum on St. John, said materials are to be held in trust by the Virgin Islands National Park for the people of St. John.
- 2) All money in the treasury shall be given over in the name of the Society to the Friends of the Virgin Islands National Park. Said funds are to be used exclusively for the ongoing maintenance of the Annaberg Country School site at Mary's Creek on St. John.