

OLD DOMINION HISTORICAL FIRE SOCIETY, INC.

~ BY-LAWS

Amended January 2013

~ Article I ~

Name

SECTION 1. This Organization is a non-profit Corporation organized under the laws of the Commonwealth of Virginia and is and shall be known as Old Dominion Historical Fire Society, Inc.

SECTION 2. The principal office of this Corporation shall be located in the Richmond, Virginia area, at or near which an inventory of all real and personal property owned, leased, or controlled by this Corporation shall be located and maintained.

~ Article II ~

Mission Statement

SECTION 1. The Mission of the Corporation is to:

a) To stimulate and cultivate interest in restoration, preservation, and operation of fire apparatus, firefighting equipment and memorabilia associated with the fire service; to stimulate and cultivate interest in all matters pertaining to the history of the fire service, firefighting and fire prevention; and to assist and cooperate with, and provide essential services and facilities for organizations dedicated to the same or similar purposes, no part of net earnings of which may incur to the benefit of any private shareholder or individual, except the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

b) To actively maintain and store vital assets of the history of the fire service in Virginia through archives consisting of literature, manuals, books, and any other items deemed essential to the historical significance of the fire service as a whole.

c) The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, and the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law).

~ Article III ~

Affiliation

SECTION 1. This Corporation shall be and hereby is affiliated with the Society for the Preservation and Appreciation of Antique Motor Fire Apparatus in America ("SPAAMFAA") and shall be known as a Regional Chapter of SPAAMFAA, pursuant to the Constitution and By Laws of said organization insofar as they prescribe the functions of Regional Chapter Organizations and are not in conflict with the By Laws herein.

~ Article IV ~

Membership

SECTION 1 Membership in this organization shall be divided into five categories: Active, Honorary, Affiliate Honorary Life, and Paid Life.

SECTION 2 Active Members: Active members shall be persons of the age of at least eighteen (18) years, of good moral character, and membership shall include their immediate household family. Active members shall be eligible to hold office, attend and vote at meetings, and should participate in drills, parades, and other functions of the organization whenever possible. Active members and their included family shall be entitled to one vote at meetings and elections.

SECTION 3. Honorary members: Any person not a member of the organization shall be eligible to become an honorary member. Honorary members shall not be eligible to hold office but may attend meetings, drills, parades, and other functions of the organization upon invitation. Honorary members are not entitled to vote at meetings or elections.

SECTION 4. Affiliate members: Any fire department or other organization having an interest in antique fire apparatus or fire history is eligible to become an affiliate member, but shall not be eligible to hold office but may attend meetings, drills, parades, and other functions of the organization. An affiliate member is entitled to a single vote to be cast by a representative duly certified by the Chief or President of the affiliate group.

SECTION 5. Honorary Life member: Any Active members in good standing who have made significant contributions to the goals and purpose of the organization may, upon nomination, be considered for honor as life members. Nominations shall be submitted to the Board of Directors for consideration. The Board of Directors shall, if in agreement that the individual should be so honored, present the name to the members present at the next scheduled general meeting. A two-thirds majority of those present must approve the Board's recommendation. Honorary Life members have the same privileges as active members.

SECTION 6. Paid Life Membership shall be available to those paying a fee determined by the board of Directors. The privileges and duties shall be similar to Active Members described in Article IV, Section 2.

~ Article V ~

Attainment of Membership

SECTION 1. Active, or affiliate membership shall be granted to any person or organization eligible therefore upon payment of dues specified for the calendar year.

SECTION 2. Honorary or Honorary Life membership shall be granted by nomination submitted to the Board of Directors. The Board of Directors then shall, if in agreement with the nomination, present the name to the members present at the next scheduled general meeting. A two-thirds majority of those present must approve the Board's recommendation. The basis for election to such title shall rest in the performance of such services or acts in the interest of the organization which, in the opinion of the members, entitles him to such a reward.

~ Article VI ~

Dues and Assessments

SECTION 1. The annual dues for active members shall be set by the Board of Directors and shall be payable on or before a date set by the Board of Directors.

SECTION 2. Any member in debt to this Corporation for more than three (3) months for dues or any assessment shall be dropped from the roles.

~ Article VII ~

Board of Directors

SECTION 1. The government and management of this Corporation shall be vested in the Board of Directors.

SECTION 2. The Board of Directors of the Corporation shall consist of nine (9) members, four (4) of whom shall be the President, Vice President, Secretary, and Treasurer who shall serve as executive members of the Board of Directors during the term of their respective offices, and five (5) of whom shall be Regional Directors of the Corporation.

SECTION 3. All Directors, either as executive directors or regional directors shall be elected for a term of one (1) year by ballot mailed and received before the annual meeting. The term of office of Directors shall begin immediately after their installation at the annual meeting, and they shall continue in office for one (1) year or until their successors are chosen and qualified.

SECTION 4. Vacancies on the board of Directors shall be filled by vote of a majority of the remaining members of the Board of Directors. Each person so elected shall be a director to serve for the balance of the unexpired term.

SECTION 5. The Board of Directors shall manage the business and affairs of the Corporation and shall have the power and authority to enforce all rules and regulations of the Corporation as set forth in the By Laws. The Board of Directors shall be responsible for the committees acting in the name of the Corporation and accountable for the activities and expenditures of these committees.

SECTION 6. The Board of Directors may act upon all matters pertaining to the Corporation without the consent of the active membership, pursuant to law. However, the Directors are responsible to the Corporation for their actions and are deemed to stand in fiduciary relationship to the Corporation and shall discharge the duties of their respective positions in good faith and with that diligence, care, and skill which ordinary prudent men would exercise under similar circumstances.

SECTION 7. The President shall act as Chairman of the Board of Directors.

SECTION 8. A majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors.

~ **Article VIII** ~

Officers

SECTION 1. The Officers of this Corporation shall be a President, Vice President, Secretary and Treasurer, all of whom shall be chosen from the active membership.

SECTION 2. All Officers shall be elected for a term of one (1) year by ballot mailed out and returned before the annual meeting. The term of office shall begin immediately after their installation at the annual meeting and they shall continue in office for one (1) year or until their successors are chosen and qualified.

SECTION 3. A vacancy in any office shall be filled by vote of a majority of the remaining members of the Board of Directors even though less than a quorum. Each person so elected shall hold office for the balance of the unexpired term.

SECTION 4. No member of the Corporation shall hold more than one elected office at the same time except as otherwise provided by these By Laws.

SECTION 5. Duties of Officers:

a) President – It shall be the duty of the President to preside over all meetings of the Corporation and of the Board of Directors; to call special meetings when in his judgment they are necessary; to appoint all committees; to enforce the observance of the By Laws; to cause an annual report on the affairs and activities of the Corporation to be issued; to appoint a member to install newly elected officers and directors; to send a welcome package and membership certificates to new members; and to maintain a liaison with SPAAMFAA. The President shall perform the duties of the Treasurer in the absence of the Treasurer.

b) Vice President – The Vice President shall assist the President in any way that the President may direct; and in the absence of the President shall preside and do all the acts incumbent on the President to perform.

c) Secretary – The Secretary shall keep a complete record of all proceedings of the Corporation and the Board of Directors; answer all communications pertaining to the Corporation; give notice of all meetings, drills, parades, and other functions; and make such reports as the president or Board of Directors may require in addition to a report to be given at the annual meeting. The Secretary shall maintain a roster of members and their place of residence.

d) Treasurer – The Treasurer shall receive all monies belonging to the Corporation, including dues, fees, assessments, and donations; shall pay all bills and issue all necessary checks. He/She shall keep an accurate account of all receipts and disbursements; submit his books for auditing when called upon by the Board to do so; issue annual dues statements; keep an accurate record of dues and assessments received and shall make a report at the annual meeting and at any other meeting upon request of the Board.

~ Article IX ~
Committees

SECTION 1. All Committees shall be appointed by the President.

SECTION 2. Each Committee shall consist of a Chairman appointed by the President and at least two (2) other members. The President shall serve, at his pleasure, as an ex-officio member of all Committees. The Committee chairman shall be directly responsible to the President and shall give a Committee report at each regular meeting.

~ Article X ~
Meetings

SECTION 1. There shall be an annual membership meeting and an annual meeting of the Board of Directors, both held at a time and place to be specified by the Board of Directors.

SECTION 2. Other general membership meetings and Board of directors meetings shall be held at least two (2) times during the calendar year and shall be held at times and locations specified by the Board of Directors.

SECTION 3. Special membership meetings or Board of Directors meetings may be held subject to the call of the President or a majority of the Board of Directors.

SECTION 4. Only active members in good standing who have their dues paid in full and are not in arrears shall be entitled to vote at any membership meeting or Board of Directors meeting.

SECTION 5. Written notice of every meeting of the membership and every Board of Directors meeting shall be given by the President, to each member entitled to vote at such meeting, at least five (5) days prior to the day named for the meeting.

SECTION 6. At other than the annual membership meeting and the annual Board of Directors meeting, the notice of the meeting shall state the general nature of the business to be transacted.

SECTION 7. At all membership meetings, a quorum shall consist of the active members present provided that written notice of the meeting is given to each active member pursuant to Article X, Section 5. Those members who attend shall constitute a quorum for conducting business.

SECTION 8. Roberts Rules of Order shall be used for the governance of all membership meetings and Board of Directors meetings.

~ Article XI ~
Suspension and Expulsion

SECTION 1. Any member may be expelled or suspended for cause by the Board of Directors for failure to abide by the By Laws or any regulations of the Corporation, for failure to fulfill the duties of a member, for conduct detrimental to the best interests of the Corporation, or for other good and sufficient cause. Removal process shall proceed as follows:

- a) A petition stating the charge shall be filed with the Secretary and signed by two-thirds of the Board of Directors or by two-thirds of the active members.
- b) A hearing shall be held by the Board of Directors and the Secretary shall notify each member of the Board of Directors of the time and place of the hearing at least seven (7) days prior to the hearing.
- c) The member shall be given written notice of the charge or charges at least seven (7) days before the hearing.
- d) The petitioners shall present their case first, the members shall be heard by the Board of Directors second, and the vote shall then be taken. Two-thirds of those voting shall be necessary to expel or suspend a member.

e) Should the member whose expulsion is being considered be the Secretary, the Treasurer shall receive and distribute the petition. Should said member be the President, the Vice President shall preside during the proceedings. Should the said member be a member of the Board of Directors, he/she will not have a vote.

SECTION 2. This article shall not apply to members dropped from the rolls for non-payment of dues or for non-membership in SPAAMFAA.

SECTION 3. An expelled member can petition the Board within the next calendar year for reinstatement, or at any time if the allegations against him/her are found to be false.

~ **Article XII** ~
Reinstatement

SECTION 1. Members delinquent in paying their dues for more than three (3) months will be dropped from membership, but if they pay their dues for that year, within that year, they may be reinstated with no penalty. If they do not pay, then rejoin after one (1) or more years they are treated as new members.

~ **Article XIII** ~
Resignations

SECTION 1. Resignations shall be in writing or in person to the President and require the member to turn over all property belonging to the Corporation.

~ **Article XIV** ~

Delegates to Conventions

SECTION 1. All delegates to represent this Corporation at any conventions, meetings, or assembly shall be appointed by the President and approved by the Board of Directors.

~ **Article XV** ~

Dissolution

SECTION 1. This Corporation may be dissolved pursuant to the Non-Profit Corporation Law of the Commonwealth of Virginia. In the event of dissolution, any remaining assets shall be distributed only to such organizations which are exempt under Section 501(c) 3 of the Internal Revenue Code.

~ **Article XVI** ~

Amendments

SECTION 1. These By-Laws may be amended by: (1) The proposed amendment(s) shall be submitted by any active member in good standing in writing to the Board of Directors. (2) The Board will then present the proposed amendment(s) in writing to the active membership for consideration within 90 days, and (3) then the proposed amendment(s) must be passed by a majority vote of the general membership in good standing.