



GREENBRIER
HISTORICAL
SOCIETY

By-Laws of the Greenbrier Historical Society, Inc.

Article I: Name and Location of the Organization

1 NAME

This organization, a non-profit corporation created and organized under the laws of the State of West Virginia and duly incorporated November 18, 1963, is named GREENBRIER HISTORICAL SOCIETY, INC. (Society).

2 LOCATION

The headquarters of the Society are at the Greenbrier Historical Society, 814 Washington St. West, Lewisburg, WV 24901.

Article II: Purpose

1 MISSION

The mission of the Society is to share the diverse history and culture of the Greenbrier Valley.

2 OBJECTIVES

The objectives of the Society are to:

- promote interest in the history of the Greenbrier Valley (Greenbrier, Monroe, Summers, Pocahontas Counties) and its past and present inhabitants
- Build community involvement in the history of the area

- Act as stewards for the historical collections we preserve
- Foster a sense of inclusivity and build historic empathy
- Promote research and learning through our collections, exhibits, and programs.

Article III: Membership

The membership of the Society shall be composed of those persons or organizations interested in the purposes and objectives of the Society who have paid the required membership dues or have been granted honorary membership by the Board of Directors (Board).

1 Dues

The Fiscal Committee shall establish levels of memberships with appropriate dues to be paid.

2 TERM

The term of membership shall be for one year from the date that dues were paid. Lifetime members only need to pay once and will receive the benefits of membership for the remainder of their life. Memberships are non-refundable and non-transferable.

3 ANNUAL MEMBERSHIP MEETING

The Society shall hold a general membership meeting each year, in September or October, at such time and location as shall be determined by the Board.

4 SPECIAL MEMBERSHIP MEETINGS

Special membership meetings may be called by the President when approved by the Board. The date, time and location for such meetings shall be determined by the Board.

5 MEETING ANNOUNCEMENTS

All membership meetings shall be announced by notice prepared by the Secretary or Executive

Director and communicated to the membership by mail or e-mail based on the contact information held on file at the Society. Notice will be made available at least thirty (30) days prior to the Annual Membership Meeting and seven (7) days prior to special meetings.

Article IV: Board of Directors

The Society shall be governed and fiscally managed by the policies and decisions of a Board. They are responsible for identifying ways to share the GHS mission with all citizens of the Greenbrier Valley and beyond with a special emphasis on education of all ages. All Directors are required to be members in good standing of the Society. No Director may be an employee, full-time or part-time, of the Society.

1 COMPOSITION

The Board shall be comprised of no less than ten (10) and not more than twenty (20) members including the officers.

2 QUORUM

At all meetings of the Board, the attendance of no less than seven (7) members shall be necessary to constitute a quorum and sufficient for the transaction of business. Any act of a majority at a meeting at which there is a quorum shall be the act of the Board.

3 BOARD MEETINGS

Meetings of the Board will be held monthly unless otherwise designated by the President in a place and at a time designated by the president.

4 ATTENDANCE

Directors shall attend all regularly scheduled Board meetings. A board-attendance problem occurs if any of the following conditions exist in regard to a Director's attendance at Board meetings:

- the member has two unexcused absences in a row (unexcused means the member did

not notify a reasonable contact in the organization before the upcoming meeting to indicate they would not attend the upcoming meeting)

- the member has three notified absences in a row
- the member misses one third of the total number of Board meetings in a twelve-month period.

If a board-attendance problem exists on the part of any Director, the Board may vote to remove the Director. Any Director may be removed from office by action taken at any regular meeting of the Board where the action to remove is supported by a two-thirds vote of those Directors present and voting.

Any or all Directors may participate in a meeting of the Directors by means of a conference telephone, or any means of communication by which all persons participating in the meeting can hear each other. Such participation shall constitute presence in person at the meeting.

5 RESIGNATION

Directors may resign their office at any time if they are unable to perform their duties as a member of the Board. Such resignations are to be made in writing to the President or Secretary and will take effect immediately from the time of submission.

6 COMPENSATION

Directors shall receive no compensation for their services, but may receive reimbursement for pre-approved budget expenditures incurred on behalf of the museum.

7 EMERGENCY ACTIONS

Actions can be taken by telephone or e-mail between board meetings for emergency or time-sensitive decisions.

8 ELECTIONS

The elected Directors of the Society shall serve a term of office of three years. Elections for the

Board shall be held every year, as necessary, at the annual membership meeting prior to the year in which Directors are to take office and they shall assume office effective January 1st of the latter year. Directors shall be elected by a majority of the members of the Society present and voting at the general membership meeting. The president may also appoint Directors, if there is a vacancy, with the approval of the Board, at any other time during the year. A slate of possible Directors will be presented with notice of the Annual Membership Meeting for them to vote on at the meeting. To become elected, a director needs a majority vote of all members present.

9 EMERITUS BOARD

Directors may establish an Emeritus Board to support the mission of the Society. Membership on the Emeritus board is restricted to retired or past members of the Board who have provided distinguished service to the Society over a sustained period of time.

Any standing member of the Board can nominate individuals for membership on the Emeritus Board. A majority vote by the Board must approve nominations. Emeritus Board members are welcome to attend regular board meetings in a non-voting capacity and are not held to any attendance requirements. Emeritus Board members act as advocates of the Society and its mission, provide feedback and advice, help fostering relationships that are beneficial to the Society, and assist and advise on fundraising efforts where necessary.

Article V: Executive Officers

1 COMPOSITION

The elected Officers of the Society shall be a President, a Vice President, a Secretary and a Treasurer. These Officers shall form the Executive Committee. Officers serve a one year term and require re-election at the December board meeting. Two or more offices may not be held simultaneously by the same person.

2 ELECTION

Officers shall be elected by the Board at the December meeting and shall assume office on January 1st of the coming year. The elected Officers shall serve a term of one year. Officers may serve successive terms in the same office as vacancies in such offices exist. Nominations for officers shall be made by the Nominating Committee. Nominations may also be made from the floor.

3 VACANCY

In the event an office becomes vacant between elections, the vacancy shall be filled for the duration of the unexpired term of the office by a majority vote of the Board.

Any Officer may be removed from office by action taken at any regular Board Meeting where the action to remove is supported by two thirds vote of those Directors present and voting.

4 ROLES OF EXECUTIVE OFFICERS

President

- Is a member of the Board
- Is a partner with the Executive Director in achieving the organization's mission.
- Provides leadership to the Board.
- Chairs meetings of the Board and Membership Meetings.
- Works with the Executive Director to set the agenda of meetings
- Encourages the Board role in strategic planning and giving.
- Appoints the chairpersons of committees.
- Plays a leading role in fundraising activities
- Informally evaluates the effectiveness of Directors.
- Annually evaluates the performance of the Organization in achieving its mission.

Vice President

- Is a member of the Board
- Performs Chair responsibilities when the President is not available.
- Works closely with the President to develop and implement officer transition plans.
- Is responsible for new board member orientation and training.

Secretary

- Is a member of the Board
- Maintains the records of the board and takes minutes of meetings and distribute them within a week of the meeting.
- Records action items brought up during a board meeting distributes them to necessary parties.
- Ensures the effective management of the organization's records.
- Shall notify membership of meetings as outlined by the By-Laws.

Treasurer

- Is a member of the board
- Oversees the finances of the organization
- Provides annual budget to the Directors for approval and chairs the Fiscal Committee.
- Works with the Executive Director to present financial reports at meetings and administer fiscal matters of the organization.

Article VI: Committees

1 EXECUTIVE COMMITTEE

Consists of the President, Vice-President, Treasurer, and Secretary.

- Establishes operating policies consistent with the Board's broad policies and objectives and ensures their execution. These include, but are not limited to, Society By-Laws, Strategic Plans, and operational policies and procedures.
- Is responsible for the hiring and discharging of the Executive Director position.
- Is responsible for personnel policies and reviewing job descriptions, staff salaries, benefits, and bonuses in collaboration with the Executive Director. If Society staff has issues with the Executive Director, they can make formal written complaints to the Executive Committee.
- Reviews the Annual Communication Strategy of the Society and presents it to the board for approval.
- Determines, with the fiscal committee, the annual grant plan and supports grant writing.
- Appoints ad-hoc committees as needed such as the nominating committee.

2 FISCAL COMMITTEE:

Chaired by the Treasurer

- Monitors and improves the overall economic viability and financial health of the Society.
- Reviews budgets, initially prepared by staff, and presents them to the board.
- Recommends and reviews any audits or annual reviews.
- Suggests ways and means of increasing the revenues and reviews the spending of the organization; reports to the board any financial irregularities, concerns, or opportunities. Recommends to the board any financial guidelines or opportunities.
- Leads the organization's Giving and Fundraising by finding and nurturing donors, assisting staff with fundraising events and special events, helping establish and nurture business sponsorships, establishing an annual fundraising calendar, and assisting with any other giving campaigns. Is responsible for the involvement of all members in fundraising and giving to the organization.
- Leads the management of the museum membership; is responsible for the recruitment and retention of members; executes the annual membership meeting, and recommends any changes to the membership fee and benefit structure.
- Works with the executive committee to determine the annual grant plan for the year.

3 EDUCATION & OUTREACH COMMITTEE

- Responsible for identifying ways to share the GHS mission with all citizens of the Greenbrier Valley and beyond with a special emphasis on education of all ages.
- Provides advice and assistance in the development and delivering of educational programs.
- Responsible for working with staff to establish the annual calendar of Society educational and outreach activities.
- Responsible for engaging the broader community with the Society mission and expanding the reach of the Society to underserved audiences.

4 COLLECTIONS COMMITTEE:

- Oversees the maintenance of the object collection of the museum (Archives oversees

document collections: See specific Collections policy & Archival policy for clarification) as it pertains to the acquisition, documentation, maintenance, and care of the collection of the Society. Its goal is to preserve the collection for research, education, and exhibition.

- Approve the annual exhibit plan, and advise and assist the staff as needed.
- Approve policies and procedures for the growth, preservation, management, and use of the collection.
- A majority of the committee shall agree upon the selection of an object before it is formally accepted into the museum's care and keeping.
- Evaluate and determine the deaccession of collection items as presented by Staff.
- Approve loan requests for items to be exhibited at other museums or cultural institutions.

5 BUILDING AND GROUNDS COMMITTEE:

- Is responsible for the maintenance and improvement of all properties owned by the Society. This includes, but is not limited to, routine maintenance, long-term improvements, changes to meet new needs or building requirements, or development of properties made possible by available funding.
- Organizes future need and use planning for Society properties.
- Executes a routine maintenance plan and establishes an annual maintenance budget for each property owned by the Society that will be submitted to the Fiscal Committee for review.

6 ARCHIVES COMMITTEE

- Oversees the maintenance of the Archival document collections of the museum (Collections Committee oversees object collections: See specific Collections policy & Archival policy for clarification) as it pertains to the acquisition, documentation, maintenance, and care of the archival collections of the Society. Its goal is to preserve collections for research, education, and exhibition.
- Approves policies and procedures for the growth, preservation, management, and use of the archival collections.
- A majority of the committee shall agree upon the selection of an object before it is formally

accepted into the museum's care and keeping.

- Evaluates and determines the deaccession of collection items as presented by Staff.
- Approves loan requests for items to be exhibited at other museums or cultural institutions.
- Establishes and revises the fee schedule for research performed at the Society.
- Educates members on family and genealogical research.
- Develops ways to make the Society's archival collections more accessible to the public.

Article VII Society Staff

1 EXECUTIVE DIRECTOR

The Board shall hire an Executive Director who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of the Society and shall direct the day-to-day business of the Society, maintain the properties of the Society, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board. The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the President or the Board. The Executive Director shall be an ad-hoc member of all committees.

The Executive Director may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board or Committees. The Executive Director may be hired at any meeting of the Board by a majority vote. They shall serve until removed by the Board upon an affirmative majority vote or until written notice is submitted to the Board by the Executive Director. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.

Article VIII Amendments

These by-laws, or anyone of them, may be altered, amended or repealed or new by-laws may be adopted at any regular or special membership meeting by affirmative vote of two-thirds or more of

the members attending the meeting.

Approved by Membership 9/10/2015

Amended by Membership 9/2016

Amended by Membership 10/2018