

Constitution and Bylaws of the Rockbridge Historical Society

(RHS Board-Approved Revisions 11.13.2024 → for RHS Members' Approval 12.15.2024)

[Proposed deletions and additions are indicated with gray shading. Deletions are noted with a ~~line through the wording~~. Additions are **Bolded**.]

CONSTITUTION

THIS is to certify that the Rockbridge Historical Society, a corporation not organized for profit, in which no capital stock is required, or is to be issued, and which operates under the provisions and subject to the requirements stated in section 501(c) (3) of the U.S. Internal Revenue Code of 1986 for non-profit organizations, sets forth its Articles of Constitution, and its By-Laws, as follows:

Article 1: The name of the organization is “Rockbridge Historical Society” [hereafter “~~the Society~~” or “RHS”].

Article 2: The location of the RHS principal office shall be the City of Lexington, Commonwealth of Virginia.

Article 3: ~~The purposes for which the Society is formed are the education about, and promotion of, widespread community interest in, and public knowledge of, the history of the Rockbridge County, Virginia area, and the promotion of local historic preservation. The Society shall accordingly hold regular meetings no less often than quarterly, and publish materials appropriate to such purposes.~~

The Mission of RHS is to preserve and promote the histories of the Rockbridge area through programs, publications, exhibits and educational outreach. It shall also collect, preserve, interpret, and present to the general public on a continuing basis, ~~insofar as practicable,~~ its historical objects and artifacts (including buildings), records, documents, photographs, and books relating to the antiquities, history, genealogy, landmarks, and literature of the Rockbridge County area.

Article 4: The purposes and mission as set forth in Article 3 shall be carried out by a Board of Directors chosen in accordance with the By-Laws.

Article 5: The period of the duration of **RHS** ~~the Society~~ is unlimited. Should **RHS** ~~the Society~~ ever be dissolved, the Trustees shall dispose of the ~~Society's~~ assets in accordance with the provisions of Article 12 of this Constitution, concerning dissolution of the organization, to a qualified non-profit organization, or organizations, in the Rockbridge County, Virginia area that provides a public service similar to that of the Rockbridge Historical Society.

Article 6: Disposition of Funds

RHS ~~the Society~~ shall receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, shall use and apply the whole or any part of the income therefrom, and the principal thereof, for the exclusive purpose of furthering the mission and purposes of **RHS** ~~the Society~~, as set forth above and elsewhere in this document, **and pursuant to the Internal Revenue Code and other applicable laws and regulations.**

RHS ~~the Society~~ shall distribute its income for each taxable year at such time and in such

manner as not to become subject to tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1986 and corresponding provisions of any subsequent federal tax laws.

RHS the Society shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

RHS the Society shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

RHS the Society shall not make any investment in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

RHS the Society shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

Notwithstanding any of the above statements, **RHS the Society** shall not, except to an insubstantial degree, engage in any activities not in furtherance of the express purposes of **RHS the Society**.

Article 7: Nonprofit Status

RHS the Society is not organized for pecuniary profit, and no part of the net earnings shall inure to the benefit of any individual, including its members, Trustees, **Directors**, or Officers, except that **RHS the Society** shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

Article 8: Political Activity Forbidden

No substantial part of the activities of **RHS the Society** shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and **RHS the Society** shall not participate in, or intervene in any political campaign on behalf of any candidate for public office. This shall include the publishing or distribution of statements.

Article 9: Indemnification

RHS, the Society as a corporation, shall indemnify, save, and hold harmless, its Officers, Directors, and Trustees for any good-faith action taken in furtherance of their duties as such.

Article 10: Representation

No Trustee, Officer, Director, Board Member, volunteer, individual or business member, or employee of **RHS, the Society** shall purport to speak for, or make any representation on behalf of, **RHS, the Society** unless specifically authorized to do so in advance by vote or resolution of a majority of the **RHS Board of Directors**. Any representation not so duly authorized shall be null and void, and shall impose no obligation whatever upon **RHS the Society**.

Article 11: Conflict of Interest/Recusal

No Trustee, Officer, Director, Board Member, volunteer, ~~individual or business member~~, or employee, of **RHS, the Society** shall participate in any discussion of, nor vote upon, any matter affecting **RHS, the Society** wherein that person has a conflict of interest. A conflict of interest is defined herein as any situation in which a person has a duty to more than one person or entity, and, thus, cannot do justice to the actual, or potentially adverse, interests of both parties. This includes any occasion wherein an individual's personal interests, loyalty, concerns, or employment, or professional responsibilities, could be inconsistent with the best interests of **RHS the Society**. Any such person shall promptly recuse herself or himself, and so notify the **RHS** Board, which action shall be recorded by the Secretary among the minutes of **RHS the Society** proceedings. If, in the opinion of a majority of the Board, any person described above fails or refuses to promptly recuse herself or himself, such person shall be recused by vote or resolution of the **RHS** Board.

Article 12: Dissolution

Upon dissolution of **RHS, the Society** the Trustees shall, after paying, or making provision for the payment of, all of the liabilities of **RHS, shall distribute the assets for one or more exempt purposes within the meaning of IRC Section 501(c)(3), or corresponding section of any future federal tax code, or shall distribute the assets to the federal government, or to a state or local government, for a public purpose.** ~~the Society dispose of all of the assets of the Society in such manner, or to such organization or organizations founded and operated exclusively for charitable, educational, religious, or scientific purposes, as shall at the time qualify as an exempt organization or organizations under section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue statute or regulation),~~ as the Board ~~of Directors~~ shall determine. Any such assets not so disposed of shall be disposed of by the court of record for the city or county in which the principal office of **RHS the Society** is then located, exclusively for such purposes, or to such organization or organizations, as said court shall determine to be organized and operated exclusively for such purpose.

By-Laws

Article 1: Membership and Dues

Membership in the Rockbridge Historical Society shall be made available to all persons interested in the purposes of the organization, as stated in Article 3 of this Constitution, regardless of gender, race, ethnicity, origin, or place of residence.

Dues shall be established by the Board from time to time, payable annually, at such a rate as to encourage wide participation in the Society.

Membership may be of the following kinds:

Student Members, each of whom shall be entitled to vote.

Individual Members, each of whom shall be entitled to vote.

Family Members, defined as two (2) or more adults sharing the same mailing address. Family Members are entitled to two (2) votes.

Life Members, who have paid life membership dues as set by the Board, or who have been awarded life membership by the Board in recognition of special service to RHS, each of whom shall be entitled to vote.

Business, Corporate, Foundation, or other organizational members, which pay annual dues as set by the Board, and who shall be recognized as supporters of RHS, and receive all Society mailings, but shall not vote.

Such other special categories of membership as may from time to time be established by the Board in recognition of extraordinary contributions.

If any member's dues remain in arrears for more than one (1) year, that member shall be ineligible to vote, and such person's name shall be removed from the Society's roll of active members.

Article 1: Board

A. The Board shall be composed of the President, Vice-President, Vice President for Property, Secretary, and Treasurer, plus sufficient **at-large Directors and Trustees** to make up a Board consisting of not fewer than ten, nor more than sixteen, voting members. ~~including no fewer than four three (3) nor more than five (5) Trustees, exclusive of ex-officio Board members who serve at the pleasure of the Board.~~

B. There shall be an Executive Committee, consisting of the Society's Officers, who shall be empowered to act on behalf of the Board between meetings of the Board. ~~or meetings of the Society's membership. A quorum of three (3) Officers shall be required for any such action, which shall be reported to the Secretary and entered into the Society's minutes. All actions of the Executive Committee shall be subject to ratification by the full Board at its next meeting.~~

C. **Nominations for Directors at Large may be made by any member of the Board to the Nominating Committee, which shall determine whether to recommend the nominations to the Board for approval by majority vote.**

D. The Board shall meet at the call of the President, at least four (4) times every calendar year, preferably monthly on a regular day, and shall be empowered to discuss and transact any and all business of **RHS the Society** in any interim between regular Society meetings; to appoint the **Nominating Committee**, to elect Directors to the Board, and to take any other action necessary or incident to the proper transaction of the business of the Society not required to be taken at a regular meeting. The quorum required for Board action shall consist of no fewer than six (6) Board Members or Trustees, exclusive of ex-officio Board Members

E. If, in the opinion of the President, or a majority of the Executive Committee, such procedure is required, Board Members may vote by mail, telephone, or **e-mail message or other electronic communication method**, directed to the Secretary, which vote shall have the same force and effect as if cast in person at a Board meeting, and which shall be recorded and entered into the Society's minutes.

F. The Board shall be empowered to hire any such employees or independent contractors, or enter into any such contracts, it deems necessary to carry out the purposes and responsibilities of **RHS the Society**, and to designate appropriate titles and provide for appropriate remuneration for such persons, including hiring an Executive Director, who shall be an ex-officio, non-voting Board Member. The Executive Director shall be responsible to the President for the day-to-day activities of **RHS the Society**, maintain an office in the **RHS Society's** headquarters, and perform such other duties as defined by contract. It is intended that the Executive Director shall assist the President, Officers, Directors, **and** Trustees, **and Members**, as well as committee chairs, and other volunteers, so as to promote the efficient management of **RHS the Society's** responsibilities, and to encourage the fullest possible involvement of the Board, **volunteers, supporters, and community.** ~~and membership in Society activities.~~

Article 2: Officers and Elections

A. The officers of the Society shall be: President, Vice-President, ~~Vice-President for Property~~, Secretary, and Treasurer.

B. The President shall preside at all meetings of the Board of the Directors, and shall appoint all standing and special committee chairs, ~~with the exception of the Nominating Committee and its Chair.~~

C. The Vice-President shall discharge the duties of the President whenever the latter shall be absent, or unable to act. The Vice-President shall also chair a committee, and/or perform such other services for the Society as requested by the President or Board.

~~D. The Vice-President for Property shall have responsibility for the management and maintenance of the Society's real estate.~~

D. The Secretary shall keep an accurate written record of the proceedings of **RHS the Society** and the meetings of the Board.

E. The Treasurer shall receive all funds of **RHS the Society**, disburse same, and shall submit a proper report and account of the transactions of that office at **Board meetings.** ~~each Board meeting, and at each annual meeting of the Society.~~ This does not preclude the hiring of a professional bookkeeper and/or accountant to assist the Treasurer, if deemed appropriate by the Board.

F. **In the fall of even-numbered years the Nominating Committee shall propose to the Board a slate of officers to be elected by majority vote in December. If for any reason officers are not elected in December, a vote shall be conducted as soon as possible, and the existing officers shall remain in office until the election is completed.** The ~~above~~ Officers shall **serve two**

(2) year terms, members of the Society at a fall meeting in even numbered years, and shall serve for two (2) years, subject to the qualification that the President shall not be eligible to hold office for more than two (2) successive terms. Following the report of the nominating committee, members may be nominated from the floor for any office, and the majority of votes cast by the members present and voting at the election shall be sufficient for election. Officers shall take office on January 1st following such election.

G. If any Officer or Director shall resign, or, in the opinion of a majority of the Board, be unable to fulfill the duties of his or her position, the Board shall **may** fill such person's unexpired term.

Article 3: Trustees

A. Trustees shall be elected by the **Board Society from among serving or former Board members**, at the same meeting at which Officers of the Society are elected, and under the same rules as those applying to the nomination and election of Officers.

B. The Trustees **may shall** elect their own Chairman, and **they** shall meet either upon the call of their Chairman or at the request of the Board.

C. The Trustees shall serve without term, subject to the proviso that any Trustee suffering from incapacity to serve may be removed by majority vote of the Board. Any Trustee subject to removal shall be entitled to reasonable advance notice of such action.

~~D. Board may fill a Trustee vacancy subject to the approval of the Society at the next business meeting.~~

D. Trustees shall be Board members, with full voting rights.

Article 4: ~~Committee Chairs and~~ Committees

~~A. The President shall nominate, and the Board elect, such chairpersons, with such responsibilities, as may be deemed expedient to the work of the Society, to include, those positions set out below. Upon election, all chairpersons may become Directors on the Society's Board, to serve no more than two (2) consecutive three (3) year terms, but will become eligible for re-election to the Board following an absence of twelve (12) consecutive months.~~

A. The committees designated here may be supplemented by other ad hoc committees as needed, to be appointed by the President. Committees may be chaired or served by Officers, Directors, Trustees, or other non-Board Members, in order to advance these tasks. All Committee Chairs shall be permitted to expand the membership of their committees as needed.

B. Standing Committees ~~Chairs~~:

1. Finance ~~Chair~~ – shall be responsible for developing strategies and detailed action plans to present to the Board for managing the **RHS Society's** assets, and shall monitor the **Society's** cash flow and budget management, bringing problems to the Board's attention. The Finance Chair shall preside over a Finance Committee, which directs the preparation of the **Society's** annual budget, and which will also be composed of the President, Treasurer, and such other **Society** Board Members as the Board may approve.

2. Property - shall be responsible for coordinating the preservation and maintenance of RHS's real estate and grounds; shall share provide recommendations for material and strategic needs to the Board.

3. Programs Chair - shall plan a variety of programs that advance RHS's educational mission and appeal to persons having an interest in the history of Rockbridge County. at least four (4) program meetings per year, as noted in Article 6A. Such programs shall advance the Society's educational purpose, and designed to have a broad appeal to persons having an interest in the past, present, and future of Rockbridge County and its communities.

4. Publications Chair - shall be responsible for the publication and promotion of RHS's digital and printed communications, of the Society's newsletter, News Notes, as well as the Society's Proceedings, and such other printed or digital publications as the Board may approve, designed to widely disseminate information on the history of the Rockbridge County area.

5. Educational Outreach Chair - shall be responsible for the development of educational projects, beyond those of the Society's program meetings, and shall work with local schools and partner organizations to identify project opportunities, grants, and to enlist public support for such efforts.

6. Collections Chair - Pursuant to Article 6 of these Bylaws, shall recommend accessions for RHS's the Society's collection to the Board for approval, as well as deaccessions; shall receive, catalogue, and oversee the custody and care of historical objects and records of all kinds that are accepted by RHS the Society; and shall supervise arrangements for interpreting them, and making them available on a continuing basis to the general public. The Collections Chair shall work with Washington and Lee University's Special Collections, and other archives and museums, and its ex-officio representative to the Board, to ensure preservation and access to, and interpretation of, appropriate items within RHS Collections.

7. Nominating - shall be responsible for making recommendations to the Board for Officers, Trustees, and Directors at Large. The Nominating Committee shall be made up of the current Trustees and at least one current Director at Large appointed by the President. Any member of the Nominating Committee who is proposed for election as an Officer or Trustee shall recuse herself or himself in the consideration for that position.

~~6. Development Chair~~ - shall be responsible for developing strategies, and detailed action plans to present to the Board, designed to achieve short-term, intermediate, and long-term fund-raising goals.

~~7. Volunteer Chair~~ - shall be responsible for the recruiting, training, and scheduling of volunteers to serve as Campbell House hosts and museum guides, to be known as volunteers, and

shall help to recruit other community members to assist with other volunteer opportunities within the Society's public activities and committees.

8. *Genealogy Chair* — shall be responsible for the Society's genealogy library and other genealogy reference materials, shall train volunteers and staff to respond to genealogy queries, and shall be the Society's liaison with other groups interested in family history and genealogy.

9. *Membership Chair* — shall be responsible for new member recruitment, and shall be responsible for developing strategies, and detailed action plans to present to the Board designed to advance Society Membership and Engagement.

10. *Social Chair* — shall be responsible for meal and refreshment arrangements at Society events, and shall help to arrange displays and other activities to support programs and events of the Society.

11. *Gardens Chair* — shall work with local Master Gardeners or similar organizations to maintain and interpret the Society's outdoor landscapes and properties.

C. All Committee Chairs shall be permitted to expand the membership of their committees as needed.

——— D. The Nominating Committee for Society Officers shall consist of not less than three (3), nor more than five (5), members, to be appointed by the Board not less than sixty (60) days before the date of the fall meeting of the Society held in any even-numbered year. No Officer of the Society shall be a member of this committee. It shall be the duty of this committee to submit one (1) or more names of suitable persons to be voted upon for each office at such meeting. The Nominating Committee shall also recommend to the President candidates that may be considered for nomination to the Board.

E. Other Committee Chairs, responsible for such specific activities of the Society as may contribute to the RHS mission and purposes, shall be nominated by the President, and elected as Directors by a simple majority of the Board.

F. Committee Chairs will annually submit budget requests to the Finance/ Budget Committee, and take measures to ensure that their expenditures stay within approved budget amounts.

Article 6: Meetings of the Society

——— A. There shall be at least four (4) Program Meetings of the Society per year, featuring programs designed to have a broad appeal to persons having an interest in the past, present, and future of Rockbridge County and its communities. Such Program Meetings shall be held, insofar as the Board finds it advisable, on a quarterly basis. All these meetings shall be publicized and made open to the public. At activities where space is limited, priority shall be given to members.

——— B. An annual Business Meeting of the Society shall be held each fall. A quorum for the transaction of business at this Business Meeting shall be thirty (30) members, and a majority vote of the members present shall be sufficient to determine all matters submitted.

C. Special Meetings of the members of the Society for a program, or the conduct of business, may be called by the President, or a majority of the Board, at any time. Such Business Meetings shall be publicized at least ten (10) days in advance, and shall be open to the public.

Article 7: Order of Business at Annual Meetings

A. The order of business at the annual business meeting shall include:

1. Reading of Minutes of Regular, Program and previous Business Meetings of the Society during the past year.
2. Annual reports by President and Treasurer.
3. Unfinished Business.
4. Committee Reports.
5. New Business.
6. Election of Officers, any new Trustees (even-numbered years only).
7. Program and General Discussion.

B. Any agenda item may be waived by majority vote of members present.

C. The order of business at Board meetings shall follow the same general pattern as that for general meetings, subject to the President's discretion, in order to carry out the proper purposes of the meetings. The President shall invite Board Members to suggest items for unfinished or new business in advance of the Board Meeting, to be considered for the agenda.

Article 5: RHS Endowment, Investment, Loan, and Gift Acceptance Policies

I. *Preamble* - This document sets forth the policies of the Rockbridge Historical Society RHS regarding endowment funds, investments, disbursements, loans, and gift acceptance. The policies described herein are binding upon the RHS Board of Directors ("Board"), as well as upon individual directors, officers, employees, agents, and member volunteers. These policies have been established by the Board and may be changed only with Board approval by a super-majority vote of the Board, as detailed in Section II.C.1. below.

II. ENDOWMENT POLICIES

A. The RHS Endowment Fund

The RHS "Endowment Fund" is one or more funds established or approved by the RHS Board for the purpose of building long-term capital, the income of which may be spent by RHS to further its mission, as described in Article 3 of the RHS Constitution. In limited circumstances, the Board may also spend the principal of certain restricted or unrestricted funds, as set forth below.

B. Restrictions

1. The endowment fund or funds established by the Board may be either restricted or unrestricted. However, restricted funds and unrestricted funds shall be maintained separately in separate accounts. Restricted funds intended to continue in perpetuity shall be deemed a "true endowment," and the restrictions shall be defined by the donors, to the extent that the Board accepts

such monies and thereby confirms the restrictions. Restricted funds may also be created by the public solicitation and acceptance of funds by RHS where there is an accompanying public announcement of restrictions upon the use of the funds. Unrestricted funds shall be all others, which are deemed a “quasi-endowment,” particularly including Board-created accounts for the accumulation of capital, which may have accompanying spending limitations established by the Board.

2. The RHS Endowment Fund is intended to grow and continue in perpetuity. However, constituent funds (or accounts) within the Endowment Fund may or may not be intended to continue in perpetuity. Restricted funds as well may or may not be intended to continue in perpetuity, depending on the nature of the restriction. Where a fund is dedicated to a single purpose, such as restoration of RHS collections property, and that purpose is the sole restriction on the fund, the fund’s principal may be spent with Board approval where the expenditure complies with Endowment Fund disbursement policies detailed herein.

C. Types of endowment funds and permissible disbursement

1. The Unrestricted Endowment Fund

One of the RHS managed accounts shall be designated the “Unrestricted Endowment Fund.” This account shall consist of all unrestricted cash and cash equivalent donations, plus any monies deposited by the Finance Committee from surplus revenues or checking account transfers, as the Board may approve.

Although monies in the Unrestricted Endowment account shall be unrestricted, the principal of this fund shall be held in perpetuity, in the absence of an emergency or extraordinary good cause justifying expenditure. (Income on the balance in the account accumulated in the current year may be spent as allowed in section II.C.2. below). In the event that such emergency or extraordinary good cause is deemed to exist, the following procedure shall be required before any expenditure:

- a) The President, Treasurer and Executive Director shall agree unanimously in writing that such emergency or good cause exists, and
- b) The Board shall approve the expenditure by a vote constituting at least 2/3 of the voting members of the full Board in favor of the expenditure.

Any alteration of this policy shall comply with the above-stated procedural requirements before adoption.

2. The Restricted Endowment Fund

Another of the RHS managed accounts shall be designated the “Restricted Endowment Fund.” This account shall consist exclusively of cash or cash-equivalent donations by donors who want the principal to be retained by RHS

in perpetuity. The cumulative principal of any such donations, plus any unspent income from prior years, may not be spent by RHS for any reason other than transfer at dissolution of the organization (consistent with Article 12 of the RHS Constitution). Income on the balance in the account accumulated in the current year may be transferred out of the account at year's end and spent on current operations or any other purpose consistent with RHS's mission.

3. Other endowment funds

In addition to the above two accounts, the RHS Finance Committee may establish, with notice to the Board, any other fund or account to accommodate conditional donations. The Finance Committee may, with notice to the Board, create named endowment funds as a memorial for especially large donations from particular donors. The Finance Committee may also create endowment funds, either temporary or permanent, to accommodate particular purposes or usages at the request of donors. All donations shall comply with the RHS Gift Acceptance policy detailed below.

D. Management of funds

The Endowment Fund shall be managed professionally by an investment adviser or brokerage firm selected by the Finance Committee, with notice to the Board. The Finance Committee shall monitor the performance of the professional managers and change managers if there is under-performance or undue risk shown by the managers, or for any other reason within the Committee's reasonable exercise of discretion.

E. Delegation to Finance Committee

The Board hereby authorizes and delegates to the Finance Committee the responsibility for the oversight of the RHS Endowment Fund. Such authority shall include the power to instruct the managers to open and close accounts, to make changes to investment portfolios, and to transfer monies between funds, among other actions, subject to Board control. The Finance Committee shall regularly report to the Board on the status of the Endowment Fund.

III. INVESTMENT POLICIES

A. Permissible Investments

Endowment Fund assets may be invested in investment-grade, liquid, marketable securities, including U.S. government bonds, notes or bills; U.S. government agency securities; money market funds; commercial paper; certificates of deposit; corporate notes and bonds (at least BBB grade); mortgage-backed bonds; preferred stock; equities (common stock, convertible notes and bonds, convertible preferred stock, and American depository receipts of non-U.S. companies) that are traded on a nationally recognized United States securities exchange, such as the New York Stock Exchange or the Nasdaq Stock Market; and exchange-traded funds or mutual funds that invest in securities as allowed in this statement (as well as exchange-traded or mutual funds whose portfolio

contains derivatives, options or futures valued at less than five percent of the portfolio's total market value).

B. Prohibited Investments

Investments that are prohibited include securities issued by non-public corporations, letter or restricted stock, derivative instruments, initial public offerings, penny stocks, private placements, margin trades and options or futures contracts.

C. Diversification

Investment management of the Endowment Fund assets shall be diversified in a balanced portfolio, containing between 30% and 70% equities, between 30% and 70% fixed income securities, and between 0% and 20% cash equivalent securities, or in a balanced mutual fund whose portfolio contains an allocation meeting these parameters.

IV. LOAN POLICY

Any loan sought or obtained by RHS for an amount greater than \$25,000 must be approved in advance by the President, Executive Director, Treasurer, and Board pursuant to the procedural requirements of Section II.C.1. above. Further, any cumulative debt in excess of \$25,000 shall not be incurred without approval by the President, Executive Director, Treasurer, and Board pursuant to the procedural requirements of Section II.C.1. above.

V. GIFT ACCEPTANCE POLICIES

A. Scope of Application

This policy statement applies to all forms of property other than objects of tangible personal property offered to RHS for accession into its collection, which are controlled by the RHS Collections Policy.

B. Authorization

1. Any director, officer, employee or volunteer is authorized to accept tentatively an unconditional cash or cash equivalent donation on behalf of RHS.
2. Any gift offers that are conditional or involve any form of property other than cash or cash equivalents shall not be deemed accepted by RHS until approved by the Board. Moreover, the Board has the discretion to refuse any gift offer within 60 days after a tentative acceptance.

C. Reasons for not accepting offered gifts

1. RHS will not accept a gift that is inconsistent with its mission or will create or become a financial or administrative burden.
2. RHS will not accept gift offers where the benefit of the gift is outweighed by the potential of negative publicity for RHS that could result from the transaction.
3. RHS will not accept a gift offer that involves or could involve an illegal transaction.

4. RHS will not accept a gift offer where the donor wishes to exert control over use of the property beyond the terms of the RHS Gift Acceptance Agreement.
5. The Board may refuse a gift offer for any other reason within the reasonable exercise of its discretion.

D. Procedure

1. The RHS Executive Director shall review all gift offers to RHS and make written recommendations to the Board for all gift offers that involve conditions or property other than cash or cash equivalents. The Executive Director's recommendation shall be based on these policies, the RHS mission, the marketability of the property, potential storage, maintenance, insurance or transaction costs, and any attendant risks or potential liability. Such recommendations should include an estimate of the benefits and an estimate of the costs of acceptance.
2. For all gifts with a value of \$250 or more that the Board accepts, a written letter of acknowledgement shall be sent by RHS within 30 days of the acceptance, signed by the President or Executive Director. The letter shall contain a reasonably detailed description of the property and recite the value of the property. Where the property is something other than cash or a cash equivalent, the letter shall state how the value was determined. Up to a value of \$5000, RHS will generally rely on the value estimated by the donor or on an appraisal provided by the donor (and the acknowledgement letter shall so state). Property valued at \$5000 or more shall be supported by an appraisal paid for by the donor.
3. For all gifts that involve conditions or property other than cash or cash equivalents, an RHS Gift Acceptance Agreement (copy attached to this policy statement) shall be signed by the donor and an RHS representative (who may be the Executive Director or any officer) at the time the acceptance of gift is communicated to the donor.

E. Types of Property

1. RHS will generally accept all forms of marketable property, including tangible personal property, securities, real estate, life insurance, charitable gift annuities, and remainder interests in property, among others, subject to these policies and the terms of the RHS Gift Acceptance Agreement.
2. Prior to the Board's acceptance of any interest in real estate, it shall obtain a written environmental evaluation of the property with a determination of any potential liability under the Comprehensive Environmental Response, Compensation and Liability Act ("CERCLA") or related federal or state environmental laws. The Board shall also obtain a title search to determine whether there are any liens or title issues with respect to the property.
3. The Board will not accept any boats or water-going vessels without a detailed written evaluation of all costs involved in transfer, ownership, maintenance of the vessel.

4. RHS shall not attempt to administer any charitable gift annuity itself, but will retain competent third-party specialists before entering into any such transactions.

5. RHS shall employ legal counsel when contemplating any donations with complex legal implications, such as charitable remainder trusts.

RHS Gift Acceptance Agreement

Section 1. Preamble: Purpose of RHS

The purposes for which the Rockbridge Historical Society (“RHS”) is formed are the education about and promotion of widespread community interest in (and public knowledge of) the history of the Rockbridge County, Virginia area, and the promotion of local historic preservation.

Section 2. Purpose of this Agreement

This Agreement is intended to disclose the terms of the gift made by the Donor to RHS, to identify the rights of the Donor, to identify the gift and its value, and to explain in detail any conditions of the donation on the part of the Donor or conditions of the acceptance by RHS.

Section 3. Rights of the Donor

The Donor understands that he, she, they or it (hereinafter “he”) has the right to obtain advice from legal counsel or any expert or consultant prior to making the donation that is contemplated by this Agreement. The Donor also understands, that by signing below, he acknowledges receipt of this Agreement sufficiently in advance of signing it as to give him full opportunity to review the document, obtain advice, and consider his contemplated donation.

Section 4. Rights of RHS

RHS by signing below accepts the gift subject to any conditions stated herein, but subject to no other conditions. RHS represents that any gift accepted on the condition it be retained in perpetuity creates a good faith obligation to honor the condition, subject to an understanding that in the event of dissolution of the organization or changed circumstances that make retention of the property impracticable, such property may be sold, transferred, or disposed of consistent with Article 12 of the RHS Constitution.

Section 5. Description of the Property

The subject of this donation is _____,
an item of property valued at \$_____.

This valuation is based on the estimate of the Donor; otherwise, any valuation based on an appraisal shall include the appraisal as an attachment to this Agreement.

Section 6. Conditions

The conditions of the donation are set forth below.

These are the only conditions that exist with respect to this Agreement.

Signatures of the Parties:

_____ Donor	_____ Date
_____ Printed Name of Donor	
_____ RHS Representative	_____ Date
_____ Printed Name of RHS Representative	

Article 9: Amendments

~~The articles of association heretofore approved shall be the Constitution of RHS this Society, and such Constitution, as well as the By-Laws, or any of them, may be amended by the RHS board of directors by a majority vote. at any regular meeting of the Society by a two-thirds vote of those members attending and voting, provided such proposed amendment has been submitted at a previous meeting, and notice thereof conveyed to the members by mail, or by publication in one of the local newspapers, not fewer than ten (10) days in advance, save that previous notice shall not be required as to the meeting at which any amendment approved and recommended by the Board is to be voted upon.~~

~~Any amendment of Article 8 of the By-Laws shall comply with the procedural requirements contained in Section II.C.1. of that Article.~~

The above Constitution and By-Laws, were adopted by the Rockbridge Historical Society, in Lexington, Virginia, on August 9, 1939, amended on April 4, 1944, January 26, 1948, January 29, 1949, April 25, 1966, October 24, 1974, October 30, 2000, November 27, 2006, November 13, 2013, and November 11, 2015, October 11, 2017, and **December 15, 2024.**