

**Bylaws
of
Friends of Stafford Civil War Sites
501 (c) (3)**

**Article 1
Offices**

Section 1. Principal Office

The principal office of the corporation is located at 65 Marlborough Point Rd Stafford County, VA 22554.

Section 2. Change of Address

The designation of the county or state of the corporation's principal office may be changed by amendment of these bylaws. The board of directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these bylaws:

New Address: _____

Dated: _____, 20____

New Address: _____

Dated: _____, 20____

New Address: _____

Dated: _____, 20____

Section 3. Other Offices

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

Article 2 Nonprofit Purposes

Section 1. IRC Section 501(c)(3) Purposes

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 2. Specific Objectives and Purposes

The specific objectives and purposes of this corporation shall be to take those actions necessary to identify, interpret, advocate for, plan for, and fund preservation of Civil War Historic Sites located in Stafford County Virginia. For at least three years from approval of these by-laws, FSCWS efforts will focus primarily on Development of a Stafford County Civil War Park containing several significant fortifications, camp areas, and other historic sites. The FSCWS will work with local landowners, developers and County Government to develop options for preservation that it believes will benefit all parties, and the end result of which will be making these sites and their history available to Stafford County, Virginia Citizens and visitors. Key objectives of any work done by the FSCWS will include developing solutions to Civil War preservation that first and foremost respect individual property rights, while working with all parties to find ways to preserve and make available Stafford Civil War sites to the average citizens, without placing undue tax burdens on these Citizens.

Article 3 Directors

Section 1. Number

The corporation shall have three directors and collectively they shall be known as the board of directors.

Section 2. Qualifications

Directors shall be of the age of majority in this state and shall be legal residents of Stafford County, Virginia. Other qualifications for directors of this corporation shall be as follows:

- a. Directors shall have an interest in preservation of the Civil War Historic sites in Stafford County Virginia. They must have participated previously as FSCWS members in Civil War site preservation efforts or projects designed to identify, preserve, or educate the public about Civil War Sites located in Stafford County, Virginia.
- b. Directors shall have work experience that has included participation in groups, or organizations which have taken on multi-faceted efforts and projects, and/or which may have included preservation projects, historical research, or parks and recreation planning. Experience handling budgets, site surveys or conservation plans, construction plans, or artifact recovery and identification, to include fund raising for these purposes is desirable.
- c. Directors should have a basic understanding of Stafford County Government to include the structure of the County Board of Supervisors.

Section 3. Powers

Subject to the provisions of the laws of this state and any limitations in the articles of incorporation and these bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

Section 4. Duties

It shall be the duty of the directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;

- c. Approve or appoint the selection of all officers, agents, and employees of the corporation as detailed in these bylaws and to assure that their duties are performed properly;
- d. Meet at such times and places as required by these bylaws;
- e. Register their addresses including residence and email with the secretary of the corporation. Notices of meetings emailed or telegraphed to them at such addresses shall be valid notices thereof.

Section 5. Term of Office

Each director shall hold office for a period of three years and until his or her successor is elected and qualifies.

Section 6. Compensation

Directors shall serve without compensation; however, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to directors shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 9 of these bylaws.

Section 7. Place of Meetings

Meetings of Directors shall be held at either at the White Oak Civil War Museum, or the Stafford County Court House unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the board of directors.

Section 8. Regular Meetings

Meetings of the Board of Directors shall be held as a minimum 4 times a year on the second Tuesday of March, June, September, and December, unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place on the next business day. Meeting times may be adjusted if necessary to gain greater participation.

Directors shall be elected by the FSCWS Board of Directors and by the Current Officers of the FSCWS as detailed in the Officers' Voting Rights section below. Voting for the election of directors shall be by written ballot. Each director and each FSCWS Officer shall cast one vote per candidate. The candidate(s) receiving the highest number of votes will be elected to serve on the Board.

Section 9. Special Meetings

Special meetings of the board of directors may be called by the chairperson of the board, the president, the secretary, or by any two directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board.

Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

Section 10. Notice of Meetings

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

- a. Regular Meetings.** At least one week prior notice of Board or Directors Meetings will be provided by the Secretary via email, letter or oral contact prior to each regular meeting of the Board of Directors.
- b. Special Meetings.** At least one week prior notice shall be given by the chairperson or the secretary of the corporation to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone or by facsimile machine, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting.
- c. Waiver of Notice.** Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the articles of incorporation, these bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 11. Quorum for Meetings

A quorum shall consist of a majority of the FSCWS directors.

Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

Section 12. Majority Action as Board Action

Every act or decision done or made by a majority vote of the directors (and officers as detailed in the Officers' section below) who are present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the articles of incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

Section 13. Conduct of Meetings

Meetings of the board of directors shall be presided over by the chairperson of the board, or, if no such person has been so designated, or in his or her absence, the president of the corporation, or in his or her absence, or in the absence of each of these persons, by a

chairperson chosen by a majority of the directors present at the meeting. The President, Treasurer and Secretary of the FSCWS shall also be invited to attend these meetings and will be entitled one vote each on matters before the Board of Directors. The secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

The Secretary shall record the agenda of that meeting, and major decisions made in the meeting. The Secretary's notes will be provided within one week of these meetings for comment, and reviewed and approved by the Board of Directors at their next meeting.

Section 14. Vacancies

Vacancies on the board of directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the chairperson of the board, the president, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the office of the attorney general or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the board of directors or until his or her death, resignation, or removal from office.

Section 15. Nonliability of Directors

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 16. Indemnification by Corporation of Directors and Officers

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

Article 4 Officers

Section 1. Designation of Officers

The officers of the corporation shall be a president, a secretary, and a treasurer. The corporation may also have a chairperson of the board, one or more vice presidents, assistant secretaries, assistant treasurers, and other such officers with such titles as may be determined from time to time by the board of directors.

Section 2. Qualifications

As vacancies become available for FSCWS Officers, any member of the FSCWS who has volunteered for the office, and subsequently been elected by majority vote of the board and serving officers may serve as an officer of the FSCWS.

Section 3. Election and Term of Office

FSCWS Officers shall be elected by vote of the FSCWS board members and then serving officers of the FSCWS as detailed below. Each officer shall hold office for three years or until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Section 4. Voting Rights of Officers

Officers based solely upon their service as officers of the FSCWS will have the right to vote on FSCWS issues before the Board of directors. Their vote will count equally with to that of a Director, and a decision by the Board of Directors and Officers will be determined by majority vote.

Normally voting will be by show of hands, however in special circumstance voting by ballot, as directed by the board, may be utilized. In such cases, the ballot shall:

1. Set forth the proposed action;
2. Provide an opportunity to specify approval or disapproval of each proposal;
3. Specify the date by which the ballot must be received by the corporation in order to be counted. The date set shall afford members a reasonable time within which to return the ballots to the corporation.

Ballots shall be mailed or delivered in the manner required for giving notice of Directors and Officers meetings as specified in these bylaws.

Section 5. Removal and Resignation

An officer may be removed, either with or without cause, by the board of directors, at any time. Any officer may resign at any time by giving written notice to the board of directors

or to the president or secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the board of directors relating to the employment of any officer of the corporation.

Section 6. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by vote of the Board of Directors and the remaining FSCWS Officers. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

Section 7. Duties of President

The president shall, subject to the control of the board of directors, help in supervising and controlling the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be prescribed from time to time by the board of directors. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board of directors. The FSCWS President at approval of these by-laws also performs the following specific functions which may or may not be reassigned pending changes in FSCWS officers:

- Helps in identifying Civil War sites as regards troop positions, regimental affiliations, and details of the occupation of Civil War Sites
- Assists in Artifact Identification and Preservation
- Provides scale drawings of local fortifications and camp layouts to support preservations efforts
- Hosts various FSCWS meetings as needed with members, County Planners, Developers or others at the White Oak Museum
- Attends Stafford County Planning Commission and Board of Supervisor Meetings where Civil War Preservation Issues will be discussed.
- Liaison with County Government on Park Details
- Assists with Monument & signage design, and contracting experience

Section 8. Duties of Secretary

The secretary shall:

Certify and keep at the principal office or at such other place as the board may determine of the corporation the original, or a copy, of these bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these bylaws, to duly executed documents of the corporation.

Keep at the principal office of the corporation or at such other place as the board may determine a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

The FSCWS Secretary at approval of these by-laws also performs the following specific functions which may or may not be reassigned pending changes in FSCWS officers:

- Takes meeting minutes
- Group Web site manager
- Author Web Site Updates
- Primary author National Register of Historic Sites Nomination Package

Section 9. Duties of Treasurer

The treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the board of directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore.

Render to the president and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

Section 10. Compensation

Officers of the FSCWS are not compensated for service as officers. From time to time as deemed reasonable by the board they may be reimbursed for in return for expenses incurred in the performance of FSCWS business. Potential reimbursements shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 9 of these bylaws.

Article 5 Committees

The board of directors may, from time to time and by a majority vote of its members, designate additional committees consisting of FSCWS members who will consistent with these by-laws perform tasks related to Civil War site identification, protection, preservation, fundraising or other related activities. The board of directors may by a majority vote of its members at any time revoke or modify any or all committee authority so delegated. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board and officers of the FSCWS.

The board of directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

Article 6

Execution of Instruments, Deposits, and Funds

Section 1. Execution of Instruments

The Board of Directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the treasurer and countersigned by a director or president of the corporation.

Section 3. Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

Section 4. Gifts

The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

Article 7

Corporate Records, Reports, and Seal

Section 1. Maintenance of Corporate Records

The corporation shall keep at its principal office:

- a. Minutes of all meetings of the Board of Directors, and all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- c. A record of its members indicating their names and addresses and contact information. A record of membership termination shall also be kept;
- d. A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, of the corporation at all reasonable times during office hours.

Section 2. Corporate Seal

The board of directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. Directors' Inspection Rights

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation, and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

Section 4. Members' Inspection Rights

FSCWS members shall have the following inspection rights, for a purpose reasonably related to such person's interest as an FSCWS member:

- a. To inspect the corporation's articles of incorporation, bylaws as amended to date, and meeting minutes as arranged with either FSCWS Officers or Directors and to obtain from the secretary of the corporation, upon written demand, and to obtain upon payment of a reasonable charge for reproduction these documents. Demands shall state the purpose for which the demand is made and shall be submitted to the FSCWS Secretary. Materials shall be made available within a reasonable time after the demand is received by the secretary of the corporation or after the date specified therein as of which the list is to be compiled.
- b. Members shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.
- c. Members serving as FSCWS Officers shall have the same rights of inspection provided to Directors in Section 3 above.

Section 5. Right to Copy and Make Extracts

Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts at the requester's expense.

Section 6. Periodic Report

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

Article 8 IRC 501(c)(3) Tax Exemption Provisions

Section 1. Limitations on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3. Distribution of Assets

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government,

for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Section 4. Private Foundation Requirements and Restrictions

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Article 9 Conflict of Interest and Compensation Approval Policies

A Sample of the FSCWS Conflict of Interest Policy is Attachment 1 to these bylaws. The FSCWS will comply with all requirements of this attachment.

Article 10 Amendment of Bylaws

Section 1. Amendment

Subject to the power of the members, if any, of this corporation to adopt, amend, or repeal the bylaws of this corporation and except as may otherwise be specified under provisions of law, these bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted by approval of the Board of Directors.

Article 11 Construction and Terms

If there is any conflict between the provisions of these bylaws and the articles of incorporation of this corporation, the provisions of the articles of incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

Membership Provisions of the Bylaws of the Friends of Stafford Civil War Sites

Article 12 Members

Section 1. Determination and Rights of Members

The corporation shall have only one class of members. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the articles of incorporation, the bylaws of this corporation, or provisions of law, all memberships shall have the same rights, privileges, restrictions, and conditions. Member rights include the following:

- To attend meetings of the FSCWS as announced by the Board of Directors and Officers of the FSCWS.
- To attend FSCWS functions such as, but not limited to, site visits, signage emplacement, dedications of monuments or signage, and presentations by local or other historians concerning work being done by the FSCWS.
- To receive via email or by letter, as described in Section 4 below, updates on current FSCWS projects and activities.
- To head up committees as deemed necessary by the FSCWS Board of Directors and Officers to achieve specific tasks associated with site identification, preservation, or access.
- To suggest to the Board of Directors and Officers new projects or concepts for execution of current efforts.
- To distribute information to, or inform others whom might be interested in FSCWS activities information and/or forms necessary to join the FSCWS.
- To volunteer to serve as an officers of the FSCWS contingent upon the collective approval of the existing Board of Directors and Officers at the time.

Section 2. Qualifications of Members

The qualifications for membership in this corporation are as follows:

- Individual must have completed and submitted to the FSCWS secretary in hard copy a request for membership in the FSCWS.
- Individual shall not have had a previous membership terminated for cause by actions deemed by the Board of Directors to have reflected negatively on the FSCWS or in a manner inconsistent with the goals of the FSCWS.

Section 3. Admission of Members

Applicants shall be admitted to membership by being placed on the FSCWS email or postal mailing list by the FSCWS Secretary.

Section 4. Fees and Dues

(a) There are no fees for FSCWS membership per se, however to receive meeting notices and updates those members who do not have active email accounts will be required to pay a \$15.00 yearly fee to cover the cost of mailings regarding FSCWS meetings and or events.

(b) Annual dues are not required however; a suggested annual contribution of \$20.00 per year will be suggested on the application form.

Section 5. Number of Members

There is no limit on the number of FSCWS members.

Section 6. Membership Book

The corporation shall keep a membership notebook containing applications which will also contain the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Inability to contact an individual at their provided email or telephone number is sufficient to determine that a membership is no longer active. The membership book shall be kept at the corporation's principal office.

Section 7. Nonliability of Members

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

Section 8. Nontransferability of Memberships

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

Section 9. Termination of Membership

The membership of a member shall terminate upon the occurrence of any of the following events:

1. Upon his or her notice of such termination delivered to the president or secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
2. After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the board of directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation. Any person expelled from the corporation shall receive a refund of dues already paid for the current dues period.
- 3 **Should materials sent via email or postal service be repeatedly returned, and after attempts have been made, but failed, using information provided by the member to the FSCWS.**

All rights of a member in the corporation shall cease on termination of membership as herein provided.

Article 13 Meetings of Members

Section 1. Place of Meetings

Meetings of members will normally be held at the White Oak Museum or at the Stafford County Court House or at such other place or places as may be designated from time to time by resolution of the board of directors.

Section 2. Regular Meetings

Two meetings a year as a minimum, and four meetings a year maximum will be scheduled by the Board of Directors and Officers each year. Meetings will be held on Tuesday evenings of the weeks selected for those meetings.

Section 3. Special Meetings of Members

Special meetings of the members shall be called by the board of directors, the chairperson of the board, or the president of the corporation, or, if different, by the persons

specifically authorized under the laws of this state to call special meetings of the members.

Section 4. Notice of Meetings

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (30) days before the date of a meeting, by email or postal service contact. Notice shall be deemed to be delivered when the notification email is sent or a letter of notification deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage prepaid. Personal notification may also include notification by telephone.

Section 5. Quorum for Meetings

A quorum shall consist of 15% or more members of the corporation. Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be presented to the members at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

The Meeting Chair, other Directors or Members Serving as Officers may ask during meetings for show of hands votes to determine the overall views of members regarding issues discussed at these meetings which in-turn may be voted upon as detailed by the Board and Officers of the FSCWS. The Secretary will record results of member surveys. Members must be present to participate.

Section 6. Conduct of Meetings

Meetings of members shall be presided over by the Chairperson of the Board of Directors, or in his or her absence, by the President of the corporation or by another Director. The presiding officer is responsible for ensuring order, and enforcing time limits on debate as necessary given meeting time available. The secretary of the corporation shall act as secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of 19 preceding pages, as the bylaws of this corporation.

Dated: 10 Nov 2009

Glenn A. Trimmer (signed)

Stephen Leblanc (signed)

Brian Withrow (signed)

Note: Signed copies on file with Senior Director, and Secretary.