

Alexandria Historical Society Minutes
Tuesday, April 6, 2021
Annual Meeting

Annual Member Meeting at 6:29pm

Adjourned Meeting at 6:45pm

Motion to adjourn meeting – Krystyn Moon

Seconded by – Amy Breedlove

Video Conference via Zoom

Present:

Board/Members: Severiano Ortiz (Treas), Fran Bromberg (Publicity), Stephen Kimbel (Corres), Chris Warren (Adult Awards / Social Media), Nathan Sleeter (Membership), Tal Day (Adult Awards), Krystyn Moon (Newsletter), Debbie Ackerman (Student Awards), Audrey Davis (Program / Adult Awards), Catherine Weinraub, Mike Reynolds (Chronicle / Student Awards),

Non-Board Members: Katherine Reynolds; Andrew Gilbert (AHS outside counsel); Rick Bromberg; David Weinraub; John Boseker; Barbara Day; Abbey Moon; Parker Moon; Howard Moon

1. Motions Approved at Meeting

- a. Amended and Restated By-Laws of the Alexandria Historical Society Inc.
 - i. Motion to approve passed unanimously
 - ii. Document attached

- b. Adoption of the Articles of Amendment of the Alexandria Historical Society Inc.
 - i. Motion to approve passed unanimously
 - ii. Document attached

- c. Appointment and Reaffirmation of both Appointment and Past Actions of the below listed Board Members, and all actions taken by the Board, for the Current fiscal year July 2020 through June 2021:
 1. Severiano Ortiz
 2. Fran Bromberg
 3. Stephen Kimbel
 4. Chris Warren
 5. Nathan Sleeter
 6. Tal Day
 7. Krystyn Moon
 8. Debbie Ackerman
 9. Audrey Davis
 10. Catherine Weinraub
 11. Mike Reynolds
 12. Spencer Mills
 - i. Motion to approve passed unanimously

d. Appointment of the below listed Board Members for the next fiscal three-year term, July 2021 through June 2024:

1. Severiano Ortiz
 2. Fran Bromberg
 3. Stephen Kimbel
 4. Chris Warren
 5. Nathan Sleeter
 6. Tal Day
 7. Krystyn Moon
 8. Debbie Ackerman
 9. Audrey Davis
 10. Catherine Weinraub
 11. Mike Reynolds
- i. Motion to approve passed unanimously

**AMENDED AND RESTATED BY-LAWS
OF
THE ALEXANDRIA HISTORICAL SOCIETY INC.**

Date of Adoption:

ARTICLE I

NAME AND OFFICES

Section 1.01 The name of the organization is The Alexandria Historical Society Inc. (the “Corporation”). The principal office of the Corporation shall be located in the City of Alexandria, Commonwealth of Virginia.

ARTICLE II

PURPOSE

Section 2.01 The purposes of the Corporation shall be those set forth in the Articles of Incorporation, as may be amended from time to time.

Section 2.02 No part of the assets of the Corporation shall inure to the benefit of any member or be distributed to any private person except the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in Section 2.01.

Section 2.03 No substantial part of the activities of the Corporation shall consist of attempting to influence legislation nor shall it in any manner or to any extent participate in or intervene in, including the publishing or distribution of statements, any political campaign on behalf of any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under the applicable federal, state, or local laws.

Section 2.04 Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the City in which the principal office of the Corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 2.05 References to provisions of the Internal Revenue Code of 1986 shall be deemed to include corresponding provisions of any statutes which succeed such provisions.

ARTICLE III

MEMBERS

Section 3.01 Membership. Membership in the Corporation shall be open to all persons interested in the Corporation's purposes.

Section 3.02 Membership Dues. The Board may establish such other criteria for Membership such as a schedule of dues as it deems appropriate. Unless otherwise changed by the Board, all dues shall be payable July 1 of each year, and any Member in arrears more than six (6) months shall be dropped from the roster of membership and cease to be a Member.

Section 3.03 Classes of Membership. The Corporation shall have six classes of Members: Standard, Couple, Sustaining, Patron, Student, and Non-Profit.

Section 3.04 Meetings. The annual meeting of the Members (the "**Annual Meeting of the Members**") for the election of Directors and for the transaction of such other business as may come before the Members, shall be held each year at the place, time, and date, in the month of May, as may be fixed by the Board, or, if not so fixed, as may be determined by the President of the Board. Special meetings of the Members shall be held whenever called by resolution of the Board, the President, if any, or by a written demand to the Secretary of twenty-five percent (25%) of the Members eligible to vote. The Secretary upon receiving written demand or resolution shall promptly give notice of such meeting as provided in Section 3.05, or if the Secretary fails to do so within five (5) business days thereafter, any Member signing such demand may give such notice in compliance with the requirements set forth in Section 3.05. The President of the Corporation shall preside at the meetings of the Members, or in the absence of the President, an acting President shall be chosen by the Members present. The Secretary of the Corporation shall act as Secretary at all meetings of the Members, or in the absence of the Secretary, an acting Secretary shall be chosen by the Members present.

Section 3.05 Notice of Meetings. Written or electronic notice of the place, date, and hour of any meeting shall be given to each Member entitled to vote at such meeting by sending such notice by first class mail with postage prepaid, personal delivery, fax, or email to any applicable physical address, email address or fax number provided by such Member to the Corporation not less than five (5) nor more than ninety (90) days before the date of the meeting. Notice of any meeting other than the Annual Meeting of the Members shall indicate the person or persons calling the meeting, and notice of any special meeting shall also indicate the purpose for which it is called.

Section 3.06 Quorum. At all meetings of Members, ten percent (10%) of the Members eligible to vote or ten (10) Members eligible to vote, whichever is less, present in person or by proxy (the validity of such proxy shall be subject to the requirements set forth in Section 3.08 and validation and approval of the Secretary or acting Secretary at or prior to such meeting), shall constitute a quorum for the transaction of business. In the absence of a quorum, the Members present in person shall adjourn the meeting from that time until a quorum is present. Notice of the new meeting is not required if the time and place for the new meeting is announced

at the meeting at which the adjournment is taken, and at the new meeting any business may be transacted which might have been transacted at the meeting as originally called.

Section 3.07 Voting. Except as otherwise provided by statute or these by-laws, the vote of a majority of the members present or voting by proxy at the time of a vote, if a quorum is present at such time, shall be the act of the Members. At any meeting of the Members, each Member present, in person or by proxy, shall be entitled to one (1) vote. The record of eligible Members entitled to vote at any applicable meeting shall be set by the Board five (5) days before the date of the meeting based on the then applicable roster of active Members in good standing as determined by the Board in its sole discretion, provided for the sake of clarification the Board shall not be required to meet or vote regarding setting the record of eligible Members.

Section 3.08 Proxy. Every member entitled to vote at a meeting of Members or to express consent or dissent without a meeting may authorize another person or persons to act for such Member by proxy. Every proxy must be in writing and signed by the Member or the Member's duly authorized officer, director, employee, or agent, or by email setting forth information from which it can be reasonably determined that the proxy was authorized by such Member. No proxy shall be valid after the expiration of ninety (90) days from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law. For the purposes of conducting meetings, all proxies shall be delivered to the Secretary of the Corporation or, upon the absence of a Secretary, the presiding Member appointed to act as Secretary of the meeting.

Section 3.09 Action Without a Meeting. Action may be taken without a meeting on written consent, setting forth the action to be taken, signed by all of the Members. Such consent may be written or electronic. If consent is electronic it must be able to be reasonably determined to have been sent by the Member, and shall be subject to verification and confirmation by the Secretary. Any such valid consent shall be promptly provided to the Secretary to be entered into the books and records of the Corporation.

Section 3.10 Actions Requiring Vote of Members. The following corporate actions may not be taken without the majority approval of the Members, subject to the voting requirements set forth below or specifically set forth in these bylaws:

- (a) A plurality of the votes cast at a meeting of the Members is required for the election of Directors of the Corporation.
- (b) A majority of the votes cast at a meeting of the Members is required for the removal of Directors of the Corporation.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.01 Powers and Number. The affairs and property of the Corporation shall be managed by or under the direction of the Board of Directors (the "**Board**") subject to applicable law and in accordance with the purposes and limitations set forth in the Articles of Incorporation

and these by-laws. The number of directors shall be at least one (1) but no more than fourteen (14). Within the specified limits, the numbers of directors can be increased or decreased from time to time, by resolution of the Board, but such action by the Board shall require a vote of a majority of the Entire Board and no decrease shall shorten the term of any director then in office unless action is taken to remove the director at the same time. Subject to Board approval, the President may request that the immediate past President serve as an ex-officio director. An ex-officio director is not entitled to vote on any matter. As used in these by-laws, the term “**Entire Board**” shall mean the total number of directors then validly appointed and entitled to vote.

Section 4.02 Election and Term of Office. Unless otherwise set forth in the Articles of Incorporation, to become a director, a person shall be nominated by a director and elected at a meeting of Members for the election of Directors. Directors shall hold office for a term of 3 years and each shall serve for such term until the third Annual Meeting of the Members following the Director’s election. Directors’ terms shall be staggered to ensure continuity of the Board. In addition to nomination of a director by the Board, additional nominations may be made from the floor at any meeting at which directors are being elected, and the President presiding over such meeting shall affirmatively ask for any such nominations prior to the vote on the proposed slate of directors, provided that any such nominee from the floor has given his or her consent to such nomination (including prior to or after such floor nomination). Directors may be elected to any number of consecutive terms.

Section 4.03 Qualification for Directors. Each director shall be at least 18 years of age.

Section 4.04 Newly Created Directorships and Vacancies. Newly created directorships resulting from an increase in the authorized number of directors, and vacancies occurring for any reason, including any vacancy occurring by reason of the death, resignation, or removal of a director, may be filled at any meeting of the Board by the vote of the majority of the directors then in office (regardless of whether the number of directors then in office can constitute a quorum of the Board of Directors pursuant to Section 4.10). Each director so elected shall serve until the next Annual Meeting of the Members or until such director’s successor is elected or appointed and qualified.

Section 4.05 Removal. Any director may be removed at any time for cause at a meeting of Members called for that purpose by a majority vote pursuant to Section 3.07.

Section 4.06 Resignation. Any director may resign from the Board at any time by giving written notice to the Board, the President, or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board or such officer. The acceptance of such resignation shall not be necessary to make it effective. No resignations shall discharge any accrued obligation or duty of a director.

Section 4.07 Meetings. The annual meeting of the Board shall be held in May, or as otherwise may be set by the Board and properly noticed by the Corporation. The regular meetings of the Board shall be held at such times and places as may from time to time be fixed by the Board or may be specified in a notice of meeting. Special meetings of the Board may be

held at any time upon the call of the President or any director upon the written demand of not less than one-fifth of the Entire Board and a copy of which is delivered to all directors not less than thirty (30) days prior to such meeting, in each case at such time and place as shall be fixed by the person or persons calling the meeting, as specified in the notice thereof. The Board shall hold a minimum of four (4) meetings annually.

Section 4.08 Attendance. Each director is expected to attend all Board meetings. Any director who is unable to attend a Board meeting shall contact the President and/or the Secretary prior to the meeting. The Board may vote to recommend removal and replacement of any director who fails to attend two or more Board meetings in the Corporation's fiscal year without approved such absences approved by the President, the Secretary or another officer.

Section 4.09 Notice of Meetings. Notice of a meeting may be sent by mail, telephone, facsimile transmission, telegraph, courier service, electronic mail or hand delivery, directed to each director at his or her address or contact information as it appears on the records of the Corporation. Such notice shall state the time and place where the meeting is to be held and to the extent possible, the purpose(s) for which the meeting is called. Notice shall be deemed to have been given when sent via electronic means or delivered in person, and if by mail, three business days after the date on which such notice was deposited in the United States mail with prepaid postage thereon. Notice of any regular meeting for which the time and place is not fixed by the Board must be given to each director not less than five (5) days before such meeting. Notice of a special meeting of the Board must be given to each director not less than three (3) days before such meeting, provided, however, that notice of special meetings to discuss matters requiring prompt action may be given no less than forty-eight (48) hours before the time at which such meeting is to be held if given personally, by telephone, by facsimile transmission or by electronic mail, unless the meeting relates to an emergency which must be resolved within forty-eight hours, in which case notice shall be given as promptly as possible. Notice of a regular or special meeting need not be given to a director who submits a signed waiver of notice before or at the meeting's commencement, or who attends the meeting without protesting (not later than the commencement of the meeting) the lack of notice to him or her.

Section 4.10 Quorum. At each meeting of the Board, the presence of a one-third of the Entire Board shall constitute a quorum for the transaction of business or any specified item of business. If a quorum is not present at any meeting of the Board, a majority of the directors present may adjourn the meeting to another time without notice other than by announcement at the meeting, until such a quorum is present, except that notice of such adjournment shall be given to any directors who were not present at the time of the adjournment. Notwithstanding the foregoing, in the event that the formation of a quorum is not possible due to (a) the number of vacancies on the Board or (b) the number of directors required to recuse themselves in compliance with the Corporation's policies (including the Corporation's conflicts of interest policy), an affirmative vote of a majority of the directors then in office and otherwise eligible to vote on such matters to fill any such vacancy in the case of clause (a) above, or otherwise take any action of the Corporation in the case of clause (b) above (regardless of whether the number of directors then in office can constitute a quorum of the Board as outlined above) will constitute a valid and binding action of the Board.

Section 4.11 Voting. Except as otherwise provided by statute or these by-laws, the vote of a majority of the directors present at the time of a vote, if a quorum is present at such time, shall be the act of the Board.

Section 4.12 Meeting by Remote Communication. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a telephone conference, video conference, or similar communications equipment, if agreed to by the President or acting President, as applicable. Participation by such means shall constitute presence in person at a meeting provided that all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the board or committee.

Section 4.13 Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if the required number of members of the Board or such committee as would be required for an affirmative vote of the Board or such committee at a validly constituted meeting consent in writing to the adoption of a resolution authorizing the action. Such consent may be written or electronic, provided that any electronic vote shall be subject to the verification and confirmation of the Secretary of the Corporation. The valid resolutions and written consents thereto by the members of the Board or such committee shall be provided to the Secretary and the Secretary shall file such resolutions and written consents with the minutes of the proceedings of the Board or such committee as applicable.

Section 4.14 Compensation. The Corporation shall not pay compensation to directors for services rendered to the Corporation in their capacity as directors, except that directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Corporation, subject to pre-authorization by the President. A director may receive reasonable compensation for the performance of services provided to the Corporation in any capacity separate from his or her responsibilities as a director when so authorized by a majority of the directors then in office and in accordance with Section 10.01 of these by-laws.

ARTICLE V

COMMITTEES

Section 5.01 Executive Committee and Other Committees of the Board. The Board, by resolution adopted by a majority of the Entire Board, may designate from among the directors an Executive Committee and other committees of the Board consisting of three (3) or more directors. Each committee of the Board shall have such authority as the Board shall by resolution provide; and the Executive Committee shall have all the authority of the Board, except that no such committee shall have authority as to the following matters:

- (a) The filling of vacancies on the Board or in any committee.
- (b) The amendment or repeal of the by-laws, or the adoption of new by-laws.

- (c) The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

Section 5.02 Quorum and Action by Committee. Unless otherwise provided by resolution of the Board, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of the members present at a validly constituted meeting of a committee shall be the act of the committee. The procedures and manner of acting of the Executive Committee and of the committees of the Board shall be subject at all times to the directions of the Board.

Section 5.03 Alternate Members. The Board may designate one (1) or more directors as alternate members of any committee, who may replace any absent or disqualified member or members at any meeting of such committee.

ARTICLE VI

OFFICERS, EMPLOYEES, AND AGENTS

Section 6.01 Officers. The officers of the Corporation shall consist at least of a President, a Secretary, and a Treasurer. The Board may from time to time appoint such other officers as it may determine. All officers shall be chosen by the Board from the slate of directors then in office.

Section 6.02 Election, Term of Office, and Qualifications. The officers of the Corporation shall be elected annually by a majority vote of the Board at the annual meeting of the Board, and each officer shall hold office until such officer's successor is elected and qualified or until such officer's earlier death, resignation, or removal. Except as may otherwise be provided in the resolution of the Board choosing an officer, no officer need be a director. One person may hold, and perform the duties of, more than one office, except that the same person may not hold the offices of President and Secretary. All officers shall be subject to the supervision and direction of the Board.

Section 6.03 Removal. Any officer elected or appointed by the Board may be removed at any time, with or without cause, by a vote of a majority of the Entire Board (except, as applicable, the applicable officer who shall recuse themselves from such vote). In the event that such officer is also a director, the removal of such person as an officer shall not impact the same person's appointment as a director unless separately addressed in any such action by the Board.

Section 6.04 Resignations. Any officer may resign at any time by giving thirty (30) days written notice to the Board. Unless otherwise agreed to by the Board, the resignation shall take effect thirty (30) days following the receipt of such notice by the Board, or such later date as set forth in such notice. The acceptance of such resignation shall not be necessary to make it effective.

Section 6.05 Vacancies. A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term by the Board.

Section 6.06 President. The President shall preside at all meetings of the Board and Members. He or she shall have the general powers and duties of supervision and management of the Corporation which usually pertain to his or her office, and shall keep the Board fully informed of the activities of the Corporation. The President shall perform all such other duties as are properly required of him or her by the Board. He or she has the power to sign and execute alone in the name of the Corporation all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature. He or she has the power to sign and execute alone in the name of the Corporation all checks authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature.

Section 6.07 Vice President. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice President also shall have such powers and perform such duties as usually pertain to his or her office or as are properly required of him or her by the Board.

Section 6.08 Secretary. The Secretary shall record and keep the minutes of all meetings of the Board and Members in books kept for that purpose. He or she shall see that all notices and reports are given and served as required by law or these by-laws. He or she shall sign such instruments as require his or her signature and shall perform all duties as usually pertain to his or her office or as are properly required of him or her by the Board.

Section 6.09 Treasurer. The Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall keep full and accurate accounts of all moneys received and paid by him or her on account of the Corporation. The Treasurer shall exhibit at all reasonable times the Corporation's books of account and records to any of the directors of the Corporation upon request at the office of the Corporation. He or she shall render a detailed statement to the Board of the condition of the finances of the Corporation at the annual meeting of the Board and shall perform such other duties as usually pertain to his or her office or as are properly required of him or her by the Board. He or she shall have the authority to sign checks on behalf of the Corporation subject to the limitations set forth below.

1. The Treasurer shall collect dues and other monies, and shall deposit them in a banking institution that is federally insured and that has an office physically located in Alexandria, Virginia.
2. The Treasurer shall submit an annual budget for adoption by the Board by the first meeting of the fiscal year of the new Board.
3. Monies shall be paid out by numbered check signed either by the President or the Treasurer for amounts of \$2,500 or less. Financial transactions of more than \$2,500 shall require the signature of the Treasurer plus any one other officer.
4. The Treasurer shall render a report at Board meetings, the Annual Meeting, and at other membership meetings as requested by the President or the membership.
5. The financial records shall be audited annually at the conclusion of each fiscal year and the results reported to the President and Board.
6. The Treasurer shall serve as the registered agent

7. The Treasurer shall be a resident of the Commonwealth of Virginia.
8. The Treasurer shall furnish to the President such financial information as is required for submission of filings with State and Federal authorities to preserve the legal and tax-exempt status of the Society.

Section 6.10 Newsletter Editor. The Newsletter Editor, as appointed by the Board, shall act as the editor of the Corporation's newsletter publication.

Section 6.11 Chronicle Editor. The Chronicle Editor, as appointed by the Board, shall act as the editor of the Corporation's *Alexandria Chronicle* publication.

Section 6.12 Employees and Other Agents. The Board may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall have such authority and perform such duties as the Board may from time to time determine. To the fullest extent allowed by law and these bylaws, the Board may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities, and duties.

Section 6.13 Compensation. Any officer, employee, or agent of the Corporation is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Corporation when authorized by a majority of the Entire Board, and only when so authorized and in accordance with Section 10.01 of these by-laws.

ARTICLE VII

EXECUTION OF INSTRUMENTS

Section 7.01 Contracts and Instruments. The Board, subject to the provisions of Section 10.01 and the Corporation's Conflict of Interest Policy, may authorize any officer or agent of the Corporation to enter into any contract, to execute and deliver any instrument, or to sign checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness in the name of and on behalf of the Corporation. Such authority may be general or may be confined to specific instances. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

Section 7.02 Deposits. The funds of the Corporation shall be deposited in its name with such banks, trust companies, or other depositories as the Board, or officers to whom such power has been delegated by the Board, may from time to time designate.

ARTICLE VIII

INDEMNIFICATION AND INSURANCE

Section 8.01 Indemnification. The Corporation may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his or her testator or intestate, is or was a director or officer of the Corporation, against judgments, fines, amounts paid in settlement, and

reasonable expenses, including attorneys' fees. The Corporation may indemnify such person where he or she (a) acted in good faith, (b) believed that he or she, in his or her official capacity with the Corporation, acted in the best interest of the Corporation and that he or she when not in his or her official capacity acted in a way at least not opposed to the best interests of the Corporation, and (c) in the case of any criminal proceeding, had no reasonable cause to believe that his or her conduct was unlawful.

Section 8.02 Insurance. The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation for any obligation which it incurs as a result of its indemnification of directors and officers pursuant to Section 8.01 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 8.01 above.

ARTICLE IX

GENERAL PROVISIONS

Section 9.01 Fiscal Year. The fiscal year of the Corporation shall be the calendar year unless otherwise provided by the Board.

Section 9.02 Books and Records. The Corporation shall keep at the office of the Corporation (or in the possession of one of the officers, provided that such officer shall make such books and records available to each Member and each director upon reasonable notice) correct and complete books and records of the activities and transactions of the Corporation, including the minute book, which shall contain a copy of the Articles of Incorporation, a copy of these by-laws, all resolutions of the Board, all actions by written consent and all minutes of meetings of the Board and committees thereof.

Section 9.03 Annual Returns. The Entire Board shall review the Corporation's annual filing with the Internal Revenue Service prior to it being filed.

Section 9.04 Electronic Signatures. Wherever a written instrument is required to be executed hereunder, an electronic signature (including by facsimile or PDF), to the extent permitted by applicable law, shall be deemed to be a genuine written signature.

ARTICLE X

CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES

Section 10.01 Purpose of Conflict of Interest Policy. The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This

policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 10.02 Definitions

- (a) **Interested Person.** Any director, principal officer, member of a committee with Board delegated powers, or any other person who is a “disqualified person” as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.
- (b) **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - 1. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
 - 2. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
 - 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 10.03(b), a person who has a financial interest may have a conflict of interest only if the appropriate Board or committee decides that a conflict of interest exists.

Section 10.03 Conflict of Interest Avoidance Procedures

- (a) **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with Board delegated powers considering the proposed transaction or arrangement.
- (b) **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

- (c) **Procedures for Addressing the Conflict of Interest.** An interested person may make a presentation at the Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The person presiding over the Board or committee meeting shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the Board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors (regardless of whether the disinterested directors constitute a quorum) whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

- (d) **Violations of the Conflicts of Interest Policy.** If the Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 10.04 Records of Board and Board Committee Proceedings

The minutes of meetings of the Board and all committees with Board delegated powers shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.

- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 10.05 Compensation Approval Policies

A voting member of the Board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

When approving compensation for directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this Article as well as the preceding paragraphs of this section of this Article, the Board or a duly constituted compensation committee of the Board shall also comply with the following additional requirements and procedures:

- (a) the terms of compensation shall be approved by the Board or compensation committee prior to the first payment of compensation;
- (b) all members of the Board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each Board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):
 1. is not the person who is the subject of the compensation arrangement, or a family member of such person;
 2. is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement;

3. does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement;
 4. has no material financial interest affected by the compensation arrangement; and
 5. does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the Board or committee member.
- (c) the Board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
1. compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. “Similarly situated” organizations are those of a similar size, purpose, and with similar resources;
 2. the availability of similar services in the geographic area of this organization;
 3. current compensation surveys compiled by independent firms;
 4. actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement;

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the Board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

- (d) the terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the Board or compensation committee that approved the compensation. Such documentation shall include:
1. the terms of the compensation arrangement and the date it was approved;
 2. the members of the Board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each Board or committee member;

3. the comparability data obtained and relied upon and how the data was obtained;
4. If the Board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the Board or committee shall record in the minutes of the meeting the basis for its determination;
5. If the Board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the Board or committee meeting;
6. any actions taken with respect to determining if a Board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement);
7. The minutes of Board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next Board or committee meeting or 60 days after the final actions of the Board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the Board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next Board or committee meeting following final action on the arrangement by the Board or committee.

Section 10.06 Annual Statements

Each director, principal officer, and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:

- (a) has received a copy of the conflicts of interest policy;
- (b) has read and understands the policy;
- (c) has agreed to comply with the policy; and

- (d) understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 10.07 Periodic Reviews

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Section 10.08 Use of Outside Experts

When conducting the periodic reviews as provided for in Section 7, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XI

AMENDMENTS

Section 11.01 These by-laws may be altered, amended, or repealed by (i) the affirmative vote of the majority of the Members present at any meeting of the Members at which a quorum is present or (ii) the affirmative vote of the majority of the Entire Board at any meeting of the Board at which a quorum is present, except a two-thirds vote of the Entire Board shall be required for any amendment to add or remove a provision of these by-laws requiring a greater proportion of directors to constitute quorum or a greater proportion of votes necessary for the transaction of business. Such action is authorized only at a duly called and held meeting of the Board for which written notice of such meeting, setting forth the proposed alteration or a copy of the proposed revised by-laws, is given in accordance with the notice provisions for special meetings set forth herein. If these by-laws are altered, amended, or repealed by the Board, there shall be set forth in the notice of the next meeting of members for the election of directors a copy of the by-laws so adopted, amended, or repealed, together with a concise statement or in-line comparison of the changes made.

ARTICLE XII

NON-DISCRIMINATION

Section 12.01 In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual preference, mental or physical handicap, or any category protected by state or federal law.

ARTICLE XIII

REFERENCE TO ARTICLES OF INCORPORATION

Section 13.01 References in these by-laws to the Articles of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted by these by-laws. In the event of a conflict between the Articles of Incorporation and these by-laws, the Articles of Incorporation shall govern.

ARTICLE XIV

ENDOWMENT FUNDS

Section 14.01 An endowment fund shall be established in the name of the Corporation to receive, accumulate and invest contributions, grants and bequests to support the Corporation's programs for grants, awards and publications. Funds constituting the "Endowment" (the "**Endowment Fund**") shall consist of those funds received by the Corporation under the terms of a gift instrument that are not wholly expendable by the Corporation on a current basis.

Section 14.02 All funds in the Endowment Fund must be maintained in one or more insured financial institutions.

Section 14.03 Contributions, grants and bequests with conditions attached shall be accepted only by a resolution of the Board.

Section 14.04 Assets of the Endowment Fund not otherwise invested shall be deposited in such depository institutions as the Board may select. Monies shall be paid out by instruments signed by such Officers or Directors of the Corporation as determined by resolution of the Board of Directors, provided any such investments must be invested in good faith in accordance with the care that an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 14.05 The President may appoint special committees to make recommendations for investments and expenditures from the Endowment Fund, including, as may be appropriate, for retention of an agent with special skills or expertise, provided costs for services to be provided by the agent are appropriate and reasonable in relation to the assets, the purposes of the Society, and the skills available to the Society. Any selection of an agent shall be subject to approval by resolution of the Board and shall be subject to periodic review by the Board and by any special committee designated by the Board to monitor the Endowment Fund.

Section 14.06 Expenditures from the Endowment Fund for grants, awards and publications shall be made by resolution of the Board, except that the President may authorize expenditures in amounts of five hundred dollars (\$500.00) or less.

Section 14.07 The Treasurer shall be responsible for maintaining adequate financial records of the Endowment Fund. Audit of the funds and financial records of the Endowment Fund shall be included in the annual audit of the Corporation's funds and at other times as requested by the President or membership.

**ARTICLES OF AMENDMENT
OF
THE ALEXANDRIA HISTORICAL SOCIETY, INC.**

Pursuant to § 13.1-888 of the Virginia Nonstock Corporation Act (the "VNCA"), The Alexandria Historical Society, Inc., a Virginia nonstock corporation, hereby submits the following Articles of Amendment to its Articles of Incorporation (the "**Articles of Amendment**"):

1. The name of the corporation is The Alexandria Historical Society, Inc.
2. Article 3 and Article 4 of the Articles of Incorporation are hereby amended and restated in their entirety as follows:

3. The bylaws shall designate the corporation's class or classes of membership, qualifications and rights of the members, and any voting rights of the members.

4. The directors shall serve staggered three-year terms to ensure continuity of the board. Directors may be removed only with cause.

3. The Articles of Incorporation are hereby amended by adding Article 7 to read in its entirety as follows:

7. Newly created directorships resulting from an increase in the authorized number of directors, and vacancies occurring for any reason, including any vacancy occurring by reason of the death, resignation, or removal of a director, may be filled at any meeting of the board by the vote of the majority of the directors then in office. Each director so elected shall serve until the next annual meeting of the members or until such director's successor is elected or appointed and qualified.

4. The foregoing amendments were adopted on [April 6, 2021].

5. The foregoing amendments were proposed by the board of directors and submitted to the members in accordance with the VNCA. On [April 6, 2021], a quorum was duly established at a meeting of the members and the amendments were approved by the members, with [•] total undisputed votes cast for the amendments.

Executed in the name of the corporation by:

By: _____
Krystyn Moon, President
SCC ID No: 01595792

Date: _____