**BYLAWS**

**OF**

**FRIENDS OF CHATHAM**

**ARTICLE I – NAME**

The name of the organization shall be Friends of Chatham.

**ARTICLE II – OBJECT**

**Section 1**. The object of Friends of Chatham is to be a membership corporation, organized to receive and maintain funds, exclusively for charitable and non-profit purposes as specified in Section 501(c)(3) of the Internal Revenue Service Code. The funds raised are for Chatham and the surrounding grounds in Stafford County, Virginia, under the auspices of the National Park Service, specifically Fredericksburg and Spotsylvania National Military Park.

**Section 2**. The purpose of Friends of Chatham is to support the preservation of Chatham Manor including various outbuildings, dependencies, and the historic ground which surrounds it, through advocacy, financial support, and increased community involvement, while promoting public awareness and appreciation of its historic legacies primarily by facilitating, sponsoring, and participating in fundraising events relating to the foregoing purposes.

**ARTICLE III – MEMBERS**

**Section 1**. Any individual or organization demonstrating an interest in and support for Friends of Chatham, who has applied for membership and tendered the appropriate dues shall become a member in good standing.

**Section 2**. Levels of membership are based on annual dues paid. The seven levels are Member, Family, Contributing Member, Sustaining Member, River Terrace, Fabergé Circle, and Corporate Member. The amounts for each level of membership shall be determined by the Board of Directors.

**Section 3**. Annual dues are due at, or before the Annual Meeting.

**Section 4**. The Fiscal Year shall be July 1 – June 30.

**ARTICLE IV – OFFICERS**

**Section 1**. The Officers of this organization shall be President, Vice President, Secretary, Treasurer, four Directors, and the Past President. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Organization.

**Section 2**. Officers shall serve a term of two years, or until their successor has been elected. No officer may serve more than two consecutive two-year terms in the same office.

**Section 3**. Officers shall be elected in even-numbered years during the Annual Meeting in the Spring. A five member Nominating Committee shall be created at the Annual Meeting in odd numbered years. Two members shall be appointed by the Board of Directors and three shall be elected by the membership. This Committee shall nominate one candidate for each office. Election shall be by ballot unless a single nominee is nominated for each office then the election shall be voice vote.

**Section 4**. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Organization. The Vice President shall be the Coordinator of Events.

**Section 5**. Vacancies on the Board shall be filled by the Board until the election of officers in even numbered years except that in the vacancy in the office of President shall be filled automatically by the Vice President and the resulting vacancy in the office of Vice President shall be filled by the Board.

**ARTICLE V – MEETINGS**

**Section 1**. There shall be an Annual Membership Meeting each year in the Spring for the purpose of electing officers, hearing reports, review of fundraising goals, and any other transactions as may be necessary.

**Section 2**. There may be other meetings for members called by the Board, or upon written request from at least ten members.

**Section 3**. A quorum for Membership Meetings shall be 10% of the members in good standing. Each membership level equals one voting member.

**ARTICLE VI – BOARD OF DIRECTORS**

**Section 1**. The Board of Directors shall be made up of the elected officers.

**Section 2**. The Board of Directors shall meet regularly at the call of the President or three officers. A quorum shall be 4.

**Section 3**. The Board of Directors shall make governing decisions and have general supervision of the affairs of the Organization between Annual Meetings.

**ARTICLE VII – EXECUTIVE COMMITTEE**

**Section 1**. The Executive Committee shall be made up of the President, the Vice-President, the Secretary, and the Treasurer.

**Section 2**. The Executive Committee shall have special meetings at the call of one of the Committee for emergencies and contingencies that may occur between the meetings of the Board of Directors.

**Section 3**. The Executive Committee may not alter any decision made by the Board of Directors.

**ARTICLE VIII – COMMITTEES**

**Section 1**. The Standing Committees shall be Membership, Fundraising, Projects, Public Relations & Marketing. Each Director shall be the Chair of each Committee. Members of these committees shall be appointed by the Chair and confirmed by the Board of Directors.

**Section 2**. The Finance Committee composed of the Treasurer as Chair, and two other members appointed by the President, shall prepare and present a budget to the Board for approval prior to the Annual Meeting. The Treasurer shall present the budget to the membership at each Annual Meeting.

**Section 3**. The Audit Committee shall be composed of two members of the Board of Directors not to include the Treasurer. An audit shall be prepared for each Annual Meeting.

**Section 4**: The Nominating Committee as detailed in Article IV, Section 3 shall perform the duties prescribed.

**Section 5**: The President shall be ex-officio of all committees except the Nominating Committee.

**ARTICLE IX – PARLIAMENTARY AUTHORITY**

The rules contained in *Robert’s Rules of Order Newly Revised* shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Organization may adopt.

**ARTICLE X – AMENDMENT OF BYLAWS**

These bylaws may be amended at the Annual Meeting in odd-numbered years by two-thirds vote, provided that the amendment has been submitted in writing at least 30 days in advance.

**ARTICLE XI – DISSOLUTION**

The Organization may be dissolved by resolution adopted by two-thirds of all votes of members who are present in person, or by proxy vote at a meeting of members duly called for this purpose. Upon dissolution of the Organization, the Executive Board shall, after paying all liabilities of the Organization, shall dispose of all assets to the National Park Service, specifically the Fredericksburg and Spotsylvania National Military Park.

Amended: June 4, 2015 and June 6, 2019

Adopted: March 28, 2012