

THE WELSH SOCIETY OF FREDERICKSBURG, INC.

BYLAWS

ARTICLE I NAME AND PURPOSE

Section 1: The name of this corporation shall be The Welsh Society of Fredericksburg, Inc. (hereinafter referred to as “the Society”).

Section 2: The Society shall have its headquarters in the city of Fredericksburg, Virginia, or one of the surrounding counties as determined by a majority vote of the membership present at the monthly meeting.

Section 3: The Society shall be organized and operated as a nonstock, nonprofit, and educational organization under the laws of the Commonwealth of Virginia and the IRS code. No part of the Society’s funds shall inure to the benefit of any private individual. The purposes for which the Society is organized are exclusively charitable and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. In pursuit of these purposes the Society shall endeavor:

- (1) To bring together persons who are interested in preserving and perpetuating the heritage and culture of Wales in the Fredericksburg, Virginia region.
- (2) To impart this knowledge to the general public as an ongoing educational endeavor.
- (3) To foster, encourage and organize other activities relating to Wales.
- (4) To conduct historical research of persons, places and events relating to Wales and Welsh immigrants to America.

These purposes may be accomplished through, but not limited to, the following activities: Co-hosting the annual Little Welsh Festival locally; attending local venues to promote Welsh culture, genealogy and heritage; Welsh language lessons; newsletter and website.

Section 4: Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501©(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE II MEMBERSHIP

Section 1: Membership in the Society shall be open to any adult, upon payment of dues, who subscribes to the purposes and principles of the organization as stated in Article I, and shall continue as a member upon paying the annual dues. Minor children may not

join as individuals, but may only be included in family membership. A family membership shall consist of two or more related persons, or members of the same household. Initial and annual dues, if any, shall be fixed by majority vote of the members present at a regular meeting. The method and time of payment of dues shall be determined, and may be changed, from time to time, by majority vote of members present at a regular meeting.

Section 2: Each adult member present at the annual, monthly or special meeting of the Society shall be entitled to one vote on each matter submitted for a vote of the membership.

Section 3: Membership in the Society shall be of one class: Family membership.

Section 4: The Society's fiscal year is January 1 to December 31. The annual membership year shall commence on January 1 and dues are delinquent on St. David's Day March 1. Dues may be changed by recommendation of any member and majority vote of the assembled membership at a regularly scheduled or called meeting of the Society.

Section 5: Members will be furnished a list of members of the Society, a copy of the Articles of Incorporation, Bylaws on request. All members will receive the monthly newsletter by mail and, where possible, by email.

ARTICLE III OFFICERS

Section 1: The elected officers of the Society shall be a President, Vice President, Treasurer and Secretary. There will be three appointed officers: The Festival Chairperson, the Newsletter Editor and the Media Coordinator. The immediate Past President will also serve as an ex-officio officer. The officers of the Society, including the Directors, shall constitute the Executive Board. These officers shall perform the duties as prescribed in the following sections:

Section 2: The officers shall be elected by ballot to serve for two years or until their successors are elected. The term of office shall begin at the close of the annual meeting at which they are elected.

Section 3: The duties of the officers shall include, but not be limited to, the following:

President

- The President shall call each meeting to order and preside at all meetings.
- The President shall appoint members to standing and ad hoc committees.
- The President shall represent the Society on appropriate occasions.
- The President shall serve as member ex-officio of all committees except the nominating committee.

- The President shall be responsible for determining the programs for all meetings.
- The President shall plan the emphasis for the year and develop the objectives toward which to work.
- The President shall conduct necessary communication with the general membership and external organizations.

Vice President

- The Vice President shall perform all the duties of the President in the absence of or at the request of the President and shall serve as the President of the Society should that office become vacant.
- In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President.
- The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

Secretary

- The Secretary shall record and promptly file all original minutes of all meetings and shall see that they are sent to the membership via email and/or posted on the website.
- The Secretary shall attend to all correspondence of the Society.
- The Secretary shall assume the responsibilities of membership promotion and record keeping.
- The Secretary shall exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request, the bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.
- The Secretary shall in general, perform all duties incident to the office of Secretary and such other duties as may 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.

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.
- The Treasurer shall 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. If any person or any organization/business is paid in cash, there **must** be a receipt signed by the person receiving said cash which will become part of the records of that transaction.
- The Treasurer shall 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. This includes, but is not limited to, maintaining the check register - check bank statement and reconcile check register, frequently check online banking for any transactions by anyone who has a checking

account debit card, deposit receipts in a timely manner – including membership dues, Welsh Festival funds, donations, or any other monies received.

- The Treasurer shall 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, upon request.
- The Treasurer shall 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.
- The Treasurer shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports. There shall be a Treasurer's Report at every meeting. If the Treasurer cannot be at the meeting, the report shall be sent to the President.
- The Treasurer shall send notices for payment of dues. After the March 1 deadline send letters to members who have not yet paid their dues.
- The Treasurer, or any member appointed by the Treasurer, shall file the appropriate version of the 990 form with the IRS before April 15. This is done online.
- The Treasurer shall maintain a list of all dues payments for members & shall coordinate with the Secretary regarding the list of current members. Using an electronic program, the Treasurer shall update dues payments, change of address, new email, and other information. Then shall notify the Secretary of all this information as well as notifying the newsletter editor of any email changes.
- The Treasurer shall 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, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

ARTICLE IV WELSH FESTIVAL

As the Fredericksburg Welsh Festival is our main event for the year and is coordinated with the James Monroe Museum there should be some duties outlined.

- There shall be coordination between the Welsh Society of Fredericksburg and the James Monroe Museum. The Director of the James Monroe Museum is an active participant in the Welsh Festival Committee. The Welsh Festival Committee Chair arranges planning meetings several times during the year as needed.
- The Festival is held on a Saturday in September as determined by the James Monroe Museum.
- The Welsh Festival Planning Duties will be outlined in the Standing Rules for the Welsh Society of Fredericksburg.

- The Treasurer’s duties for the Welsh Festival shall include, but not be limited to these and any other duties as determined by the Welsh Festival Committee or Executive Board / Board of Directors:
 - a. The day before the Welsh Festival withdraw from the bank sufficient cash to cover expenses.
 - b. Make payments to Festival performers. Payments to the performers on the day of the Welsh Festival may be in cash ONLY if proper receipts are signed.
 - c. Collect monies as appropriate.
 - d. Collect donations from the vendors. Donations are requested, not demanded.
 - e. Make timely deposits of Welsh Festival funds, especially checks.
 - f. Complete the after Festival Financial report. A tentative report should be available by the October Society meeting with a final no later than December of the same year.

ARTICLE V MEETINGS

Section 1: There shall be 10 regular meetings of the Society annually as determined by the Officers. The February/March meeting will be held on the Sunday closest to St. David’s Day which is March 1. There is no meeting in July. The Welsh Festival will constitute the September meeting.

Section 2: Five active voting members of the Society physically present shall constitute a quorum. Business is conducted by majority vote. On all matters other than election of officers, voting may be by written ballot, voice vote, show of hands or email, as appropriate to the situation. In any voting situation, if any member objects to any procedure other than a written ballot, a written ballot shall be used.

Section 3: The regular meeting in January shall be known as the annual meeting and shall be for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise.

Section 4: Special meetings may be called by the President or by the Executive Board, or shall be called upon the written request of five members of the Society. The purpose of the meeting shall be stated in the call. Only the stated business may be discussed at a special meeting. Except in cases of emergency, at least three days’ notice shall be given. Any action taken shall be limited to those members present.

ARTICLE VI BOARD OF DIRECTORS

The Board of Directors will consist of the officers of the Society, the Festival Chairperson, the Newsletter Editor, the Media Coordinator, and the immediate past

president. The Board of Directors shall perform any and all duties imposed on them collectively or individually by law, the Articles of Incorporation, or by these Bylaws.

ARTICLE VII COMMITTEES

Committees shall be appointed from time to time by the President and confirmed by the membership, as the Society shall deem necessary to carry on the work of the Society. Actions taken by committees will be confirmed by a majority vote at the next regular meeting by members present.

ARTICLE VIII NOIMINATIONS AND ELECTIONS

Section 1: A nominating committee, consisting of three members, shall be organized no later than the October meeting. The nominating committee shall select its own chairperson from among its members. The nominating committee shall prepare a slate of nominees to be voted on by the membership at the annual election meeting. Nominations shall be mailed to the general membership no later than 30 days prior to the election. Inclusion of the names of the nominees in the newsletter constitutes proper notification.

Section 2: Officers shall be elected every other year by a majority vote of the Society members present at the annual meeting. The term of the office shall be two years beginning at the close of the meeting at which they are elected.

Section 3: To be eligible for office, a member shall have been a member in good standing for not less than six months.

Section 4: Nominations may be made from the floor provided the prior consent of the nominee has been obtained.

Section 5: Election of officers will be by written ballot unless there is only one nomination for each office, in which case a voice vote or show of hands may be used. If the slate as presented is affirmed, the Secretary may be instructed to enter a single vote for the slate, which will then be duly elected.

Section 6: Electronic / Absentee Voting - any action that may be taken at a meeting of the members may be taken by ballot without a meeting by mail, e-mail, or any other electronic means whereby the members entitled to vote on the matter have an opportunity to vote for or against the proposed action, provided that the action is approved by a majority of the members casting votes or such larger number as may be required by the Act, the articles of incorporation or the bylaws, as long as the number of members casting a vote would constitute a quorum at a meeting of the members. The voting must remain

open for at least ten (10) days from the date the ballot is delivered; or, for major issues such as the removal of a director, dissolution of the Society, or others of like importance, for at least 20 days.

Section 6: Except for the President, to which the Vice President succeeds, vacancies in office may be filled for the period until the next annual election by a majority vote at the next regular meeting of those present and eligible to vote.

Section 7: All adult members 18 and over who have paid their dues are eligible to vote.

Section 8: If an officer is found to be unable or unwilling to perform the duties and responsibilities of office, he or she may be removed by a majority vote of members at a regular or called meeting.

ARTICLE IX PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Roberts' Rules of Order Newly Revised shall govern the Society 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 Society may adopt.

ARTICLE X AMENDMENT OF BYLAWS

These Bylaws may be amended at any regular meeting of the Society by a two thirds vote of the members present, provided that the amendment has been submitted in writing at the previous regular meeting and mailed to any members not present at that meeting. Inclusion in the newsletter or by email shall constitute notification.

ARTICLE XI DISSOLUTION OF THE SOCIETY

In the event of the dissolution of the Society, any funds or other assets remaining to the Society, will be donated to the Friends of the James Monroe Museum, Fredericksburg, VA.