

Constitution and Bylaws Historic Port Royal, Inc.

Constitution

Article 1. Name and Location

The name of the organization is Historic Port Royal, Inc., hereinafter referred to as HPR, Inc. It is located and conducts business in the Town of Port Royal, Caroline County, Virginia.

Article 2. Purpose of the Organization

The specific objectives and purposes of the organization shall be to:

- a. To preserve the historic integrity of the Town of Port Royal and to serve as a resource for the collection and dissemination of information on its heritage;
- b. To provide a financial channel for the collection of gifts, restoration, preservation and education; and
- c. To preserve and hold in perpetuity properties, artifacts, and materials granted to the stewardship of the organization.

Article 3. Policies of the Organization

1. The operations of Historic Port Royal, Inc., shall be conducted without the purpose of gain for its members and any income, profits or other accretions shall be used in promoting the purposes of the organization.
2. Notwithstanding any other provision of this Constitution and Bylaws, HPR, Inc., shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code.
3. No Director or Officer shall be remunerated for being or acting as a Director or Officer, but a Director or Officer may be reimbursed for expenses necessarily and reasonably incurred by him or her while engaged in the affairs of HPR, Inc.
4. In the event of the winding-up or dissolution of HPR, Inc., all the funds and assets of the Organization, except for the Doctor's Office on the Town Green, remaining after payment and satisfaction of all costs, charges, expenses, debts, and liabilities of the organization shall be given, transferred, and distributed to organizations with purposes similar to HPR, Inc., and qualifies as a nonprofit under section 501(c)(3) of the Internal Revenue Code.

Bylaws

Part 1. Interpretation

In these bylaws, unless the context otherwise requires, “directors” means the directors of the Board of Directors of HPR, Inc., for the time being, “officer” means an elected officer of HPR, Inc., “board” means Board of Directors, “registered address” of a member means his or her address as recorded in the register of members, and “HPR, Inc., properties” includes the Town Hall and Lyceum, Doctor’s Office, and any other property the organization may acquire.

Part 2. Membership

- A. Categories of Memberships and Dues For Each:
 - 1. Individual Membership-Single individuals. Dues \$20.00 per year.
 - 2. Family Memberships-Includes a entire family of persons living in the same household, no many how many or few. Dues \$30.00 per year.
 - 3. Lifetime Memberships-Memberships for life to husband and/or wife living in the same household. Dues \$200.00 one time.
 - 4. Corporate Membership- Memberships purchased by companies, associations, partnerships, or single proprietor interested in assisting HPR, Inc., carry out its mission. Dues \$500.00 once.
- B. Membership Meetings
 - 1. Regular meetings will be held four times a year on the fourth Tuesday of January, April, July, and October. All meetings will be held at the Port Royal Town Hall starting at 7:00pm and concluding about 8:30pm. The agenda of each meeting will usually consist of a short business meeting, discussion of a HPR, Inc. project or activity, and hearing from an individual knowledgeable in the historical restoration field.
 - 2. Meeting to elect the Board will be held every two years on the even years (2002, 2004, etc.) in October. At this meeting, the membership will be responsible for electing the organization’s Board of Directors, either accepting the Nominating Committees proposed slate and/or nominating additional individuals from the floor.
 - 3. Special meetings of the membership may be called at any time by The President of HPR, Inc.
 - 4. Notice of Regular Meetings will be published in the HPR, Inc., newsletter “The Advocate”. The notice will include the tentative agenda of the meeting and the featured speaker if finalized at the time of publication.

Part 3. Proceedings at Regular Meetings

1. General meetings of the members shall normally be conducted in accordance with Robert's Rules of Order.
2. The President of HPR, Inc., the Vice President, or, in the absence of both, one of the other Directors present shall preside as chairperson of the regular meeting. If no Director is present within fifteen minutes after the appointed time for holding the meeting, or the President and all other directors are unwilling to act as chairperson, the members present shall choose one of their number to act as chairperson.
3. No business, other than the adjournment of the meeting, shall be conducted at a general meeting at a time when less than ten members are in attendance.
4. The agenda at regular meeting shall include approval of minutes from the previous meeting, approval of the treasurers report, an update of current projects and activities, and an educational segment. If the agenda is long and it appears that the meeting could last more than one and a half hours, the Chairperson can request a motion to eliminate the reading of the minutes and treasurers reports except for brief summaries needed for approval.
5. A member in good standing present at the meeting is entitled to one vote. Voting is by voice or a show of hands, unless the members decide to vote by ballot. Voting by proxy is not permitted. Corporate membership allows one vote for the individual present representing the corporation, association, partnership, or single proprietorship.

Part 4. Directors and Officers

1. The Board of Directors will be composed of seven members in good standing of HPR, Inc.
2. The immediate Past President will serve as an ex-officio member of the Board, and enjoy full voting rights.
3. No Director can serve more than four consecutive terms (eight years) on the Board. If, after they have sat out at least one term and wish to continue to serve the organization in that capacity, they are eligible to serve four more terms if nominated and elected by the membership for each term.
4. At least six weeks prior to the even numbered October years, the president shall appoint a Nominating Committee of not less than three members in good standing. The duties of the committee shall be to receive nominations and /or appoint candidates for the Board of Directors. The committee will prepare a ballot containing the names of the nominees and deliver it to the HPR, Inc., secretary who will pass it out at the regular meeting in October, at which time nominations from the floor may be received.
5. The Directors of HPR, Inc., will be elected by ballot at the October

Regular meeting. Should there be only seven nominees to fill the seven Directors positions, the ballot can be dispensed with and the Directors elected by a voice vote.

6. At the January meeting of the Board of Directors following the Election of the new Board, the Board shall as its first order of business elect a President, Vice President, Secretary, and Treasurer to serve two year terms ending on December 31, of the next even year.
7. All meetings of the Board of Directors shall be called by the President.
8. The regular meetings of the HPR, Inc., Board of Directors will be held four times a year and be held in the months of January, April, July, and October, on a date and time that is convenient with the majority of the Board members. A Director may at any time, and the President shall on the request of that Director, convene a meeting of the Board.
9. All meetings of the Board of Directors will be announced when possible and will be open to any HPR, Inc., member in good standing. Announcements will be posted on the bulletin board in the Port Royal Post Office.
10. The Directors may create committees both long standing and short term, with each committee having defined responsibilities. Each committee will be chaired by a Director appointed by the President. Committees shall report every act or thing done or recommendation made to the next Board of directors meeting.
11. Questions arising at a Board or committee meeting shall be, whenever possible, decided by consensus. When the chairperson deems that no consensus can be reached about a question, it shall be decided by majority of votes. When votes are necessary, they shall be conducted according to Robert's Rules of Order.
12. A resolution in writing, signed by all the Directors and placed with the minutes of the Directors is as valid and effective as if passed at a meeting of the Board.
13. Should it become necessary to remove a Board member because of continued inappropriate behavior, such as failure to attend Board of Directors meetings, Membership meetings, and/or failure to help or participate in HPR, Inc., activities, it will require a simple majority vote of members of the Board either present at the next regularly scheduled Board meeting, or a special meeting called for this purpose. Once the Board member has been voted off the Board, it will be the responsibility of the President to write the former member in a timely manner, informing him/her of the Board's decision and the reasons for this action.
14. It will be the responsibility of all the Directors to write and otherwise furnish articles for "The Advocate" prior to the publication of each issue.

Part 5. Duties of Officers

1. President is the chief Executive officer of HPR, Inc., and shall:
 - a. Supervise the other officers of HPR, Inc., on the execution of their duties;
 - b. The president normally presides at all meetings of the Board and the membership;
 - c. Appoints committee chairmen subject to the approval of Board;
 - d. Appoints special committees subject to the approval of the Board;
 - e. Appoints an audit committee each year of not less than two members in good standing to review the books and financial records of HPR, Inc., and report to the Board prior to the close of the fiscal year;
 - f. Have authority to sign checks in the absence or disability of the treasurer;
 - g. Be an ex-officio member of all committees, except the nominating and audit committees; and
 - h. Should a vacancy occur on the Board for any reason, the President shall nominate a replacement to be voted upon by the other Board members at their next scheduled or special meeting. If the person is confirmed, it's the President's responsibility to nominate another candidate for confirmation using the same process.
 - i. Have any such special duties, power, or authority as shall be fixed by the Board.

2. Vice President shall:
 - a. Shall carry out the duties of the president during his/her absence or inability to perform;
 - b. Shall perform any other duties as may be designated by the president or voted by the Board;

3. Secretary shall:
 - a. Issue notices of membership or Directors meetings;
 - b. Keep minutes of all meetings of the membership and Directors;
 - c. Have custody of all books, records, and documents of HPR, Inc., except those required to be kept by the treasurer;
 - d. Conduct the correspondence of the organization except that required in the grant proposal process; and
 - e. Maintain an up-to-date record of all members, including both physical and E-mail addresses if available.

4. Treasurer shall:
 - a. Receive all dues and will deposit them into the HPR, Inc., within a reasonable length of time;
 - b. Make all disbursements as authorized by the President and/or approved action by the Board;
 - c. Keep an account of all receipts and disbursements, making a written report each month of all activity, and an annual written report to be delivered at the October meeting;
 - d. Prepare any and all I. R. S. forms as needed, as well as any other forms required by Federal or state law or request. Completed forms will be reviewed and signed by the President; and
 - c. Make all books, records, and documentation available to the audit committee when requested.

Part 6. Bylaws

1. On being admitted to membership, each member is entitled to and HPR, Inc., will give them without charge, a copy of the Constitution and Bylaws of the organization; and
2. These bylaws shall not be altered or added to except by special Resolution passed at general membership meeting.

Approved by the Membership
October 27, 2003