

HERNDON HISTORICAL SOCIETY BYLAWS

Amended May 28, 2025

Article I Name

The name of this society shall be the Herndon Historical Society (“the Society”).

Legal Address shall be Post Office Box 99, Herndon Virginia, 20172; street address 717 Lynn Street, Herndon, Virginia 20170.

Article II Purpose

The Herndon Historical Society (“the Society”) is organized exclusively for charitable, scientific and educational purposes, more specifically to preserve and showcase the cultural and historical heritage of the Herndon, Virginia area. It is our mission to bring together those people interested in our history with our collection of artifacts and historical resources.

The Society's major function will be to discover, document, and collect selected material that may help to establish or illustrate the history of the area. The Society also manages the Depot Museum and the volunteer staffing thereof, and the preservation of the nearby caboose.

The Society may provide for the preservation and accessibility of material, buildings, and structures under its control, as far as may be feasible.

The Society may collaborate with officials in ensuring the preservation and accessibility of the records and archives of the Herndon community and of its institutions, and may support the preservation of historic buildings, monuments, and markers.

The Society may disseminate historical information and cultivate interest in Herndon`s past by publishing historical material; hosting meetings and events;

supporting programs to mark historic buildings, sites, and trails; and using the media to increase public interest.

The Society may partner with governmental and other nonprofit historical and educational groups to collect and preserve materials of area-wide significance so that these materials can be made available to interested persons.

Article III Membership

Section 1. Membership shall consist of the members and the Board of Directors. Any person interested in the history of the Herndon area who applies for membership in any classification and who tenders the necessary dues shall thereby become a member. Members will be accepted without regard to gender, race, religion, color, national origin, age, marital status, sexual orientation or handicap. The organization, with approval of the Board, may terminate a member, for any reason, at any time, with or without cause or advance notice.

Section 2. Membership shall be of six classes:

- a) **Individual Members:** Any person interested in the purposes of the Society shall be eligible.
- b) **Family Member:** Two adults from the same family interested in the purposes of the Society shall be eligible.
- c) **Life Members:** Any individual person interested in the purposes of the Society shall be eligible.
- d) **Contributing Members:** A person offering special support to the objectives of the Society.
- e) **Group/Corporate Members:** Any organization, board, school, or library interested in the history of the Herndon area shall be eligible.
- f) **Honorary Members:** Honorary membership may be conferred upon any person, group or firm whose activities have contributed to the objectives of the Society. Honorary members shall be elected by a two-thirds (66%) vote of members present at an annual meeting, upon nomination by the Board of Directors.

Section 3. The Board of Directors will publish a schedule of membership fees.

Section 4. Voting members shall be Individual, family (two may each vote), Life Members, and single designated representatives of Contributing or Group/Corporate Members.

Article IV

Meetings and Work Sessions

Section 1. The Annual meeting of the Society shall be held in the month of **May** and is open to the general public. Notice of each Annual meeting will be given to each voting member by mail not less than ten days before the meeting.

Section 2. Regular meetings of the Society shall be held in the months of **February, July and September** each year. Regular meetings are open to the general public. Membership will be notified per the Society's Communications plan.

Section 3. Special meetings of the Society may be called by the President or by a majority vote of the Board of Directors. Membership will be notified per the Society's Communications plan.

Section 4. Ten percent of the voting members of the Society, as defined by Article 3, Section IV, shall constitute a quorum during Annual, Regular and Special meetings.

Section 5. The Board of Directors will meet at least quarterly at a date/time determined by the President, or at the request of a majority of the members of the Board of Directors. An official Board meeting requires that each Board member have written notice ten days in advance. Regular Board meetings are open to members of the Society for observation only, unless invited to speak by the majority of the Board.

Section 6. A majority of the current total number of Officers and Directors will constitute a quorum for Board of Directors meetings.

Section 7. The date, time, and purpose for all meetings will be advertised in accordance with the Society's Communications Plan.

Section 8. All aforementioned meetings are held at The Herndon Depot (717 Lynn Street, Herndon VA 20170) unless otherwise indicated.

Section 9. Executive Work sessions may be called by the President or by a majority vote of the Board of Directors. Executive Work sessions are open to the Board of Directors and invited guests only. No votes will be taken in Executive Work sessions.

Article V

Officers and Board of Directors

Section 1. The Board is responsible for overall policy and direction of the Society. The Board shall consist of four officers – a President, Vice President, Secretary and Treasurer – and five Directors. The President, Vice President, and Secretary will serve one-year terms. The Treasurer and the five Directors shall be elected for staggered terms of three years initially drawn by lots. The Officers and Directors together shall constitute the Board of Directors. The Board of Directors receives no compensation.

Section 2. The President shall have executive authority to supervise the activities of the Society within the scope of these Bylaws. He/she shall preside at all meetings. He/she shall report annually on the activities of the Society.

Section 3. The Vice President shall assume the duties of the President in the event of absence, incapacity, or resignation of the President.

Section 4. The Secretary shall record all Society meetings and any actions taken therein.

Section 5. The Treasurer shall be responsible for the safekeeping of Society funds and for maintaining adequate financial records. He/she shall deposit all monies received in a reliable banking institution in the name of the Herndon Historical Society. Monies shall be paid out by numbered checks or electronic equivalent signed by the Treasurer. The Treasurer will collect dues and maintain a list of membership. The Treasurer will also render Treasurer's reports at Regular meetings, and Annual reports at Annual meetings, showing income, expenditures and pending income. The Treasurer will ensure that the financial records of the organization are public information and will be made available to the membership, Board members and the public, upon request and within a reasonable timeframe.

Section 6. All Officers and Directors are expected to comply with the Society's Conflict of Interest Policy and will be required to re-affirm their compliance with

the policy by signing a statement each year.

Article VI

Election of Officers and Board of Directors

Section 1. All Officers and Directors shall be elected by a plurality of votes at the Annual Meeting.

Section 2. A nominations committee will be appointed by the President before the February meeting. The committee has the responsibility to identify candidates for the open Board positions. The committee will call for nominations in the February Regular meeting. All nominations must be received no later than one calendar month before the Annual meeting. The ballot will be distributed no later than ten days before the Annual meeting. All nominees must be members in good standing.

Section 3. Ballots may be submitted in person at the Annual Meeting, by proxy at the Annual Meeting, or by mail or electronic mail to the Society in advance of the Annual Meeting.

Section 4. Officers and Directors shall be installed at the close of the Annual Meeting at which they are elected and shall serve until their successors have been duly elected and installed. In the event of resignation or incapacity of any Director or Officer (except the President), the vacancy may be filled by a majority vote of the Board of Directors until the next Annual meeting, at which time the position will go to a vote for a remainder of the term.

Section 6. Resignation from the Board must be in writing and received by the Secretary. A Board member may be dropped for excess absences from the Board if he/she has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons at any time, for any reason, and without notice by a two-thirds (66%) vote of the remaining Board members.

Article VII

Committees and Appointments

Section 1. The Board of Directors may create Committees and appoint chairs/members to the Committees, as needed.

Section 2 The Board may appoint a person as administrator for responsibilities that the Board of Directors deems necessary.

Article VIII
Parliamentary Authority

Section 1. The rules contained in Robert's Rules of Order shall govern the proceedings of the Society except in such cases as are governed by these Bylaws.

Article IX
Amendment

These Bylaws may be amended by a two-thirds (66%) vote of the members at the meeting in which they are presented. All proposed amendments must be submitted to the Board of Directors in writing at least ten days prior to the Board meeting at which they will be considered. Members will then be notified of all Board approved amendment proposals at least ten days before the membership meeting in which they will be voted upon.

Article X
Fiscal Year

The fiscal year shall be the calendar year.