

# **The Freedom Foundation**

## **BY LAWS**

### **ARTICLE 1 – NAME**

Section 1. The Freedom Foundation may also from time to time be referred to herein and elsewhere as “The Foundation.”

Section 2. This organization is incorporated under the laws of the Commonwealth of Virginia.

### **ARTICLE 2 – PURPOSES**

The purposes for which the Freedom Foundation shall be operated are those stated in the Articles of Incorporation.

Section 1. To promote for the benefit of the general public, the history, contributions and legacy of Culpeper County, Virginia born United States Colored Troops (USCTs) as well as residents of Culpeper during the American Civil War who contributed to securing freedom for its enslaved people. The primary focus shall be Culpeper born residents, however the stories and sacrifices of all Colored soldiers during the American Civil War shall also be told through advocacy and education.

Section 2. To increase community and national knowledge, understanding and appreciation of proposed USCT monument through advocacy in a manner best suited for the site, for the benefit of present and future generations.

Section 3. To conduct, sponsor or facilitate the holding of tours, cultural events, lectures, seminars, and other activities relating to the purposes listed above.

Section 4. To generate revenue for activities relating to the purposes of the corporation and to use all assets controlled by the Freedom Foundation and all income thereof for the benefit of the creation, restoration and maintenance of USCT memorial sites and enlightening the general public on the contributions of USCTs during the American Civil War.

### **ARTICLE 3 – MEMBERSHIP**

Section 1. Any individual, family unit or organization demonstrating an interest in and support for The Freedom Foundation purposes as stated in Article 2, who has applied for membership in The Foundation and tendered the appropriate dues amount, shall become a member in good standing. Should the Board, by majority vote, subsequently determine to rescind that membership, the party shall be refunded the dues, prorated to the date of rescission.

Section 2. The Board may create such dues paying membership classes as it deems in the best interest of The Foundation (e.g. Individual - \$25.00; Couple (Two Members - \$40.00); Student (Member attending High School or College) - \$15.00).

Section 3. Each member shall be entitled to cast one vote for the election of each member of the Board of Directors and on any matter submitted to the membership for a vote.

Section 4. A member may resign at any time. The Board of Directors may request the resignation, or terminate the membership, of a member for any act or omission deemed to be inconsistent with or harmful to the goals of the organization.

Section 5. The Board of Directors, by majority vote may confer honorary membership on persons or organizations who are distinguished in public, community affairs or the field of entertainment. Honorary members shall have all the privileges of membership and shall be exempt from payment of dues.

#### **ARTICLE 4 – MEMBERSHIP MEETINGS AND VOTING**

Section 1. The members of the organization shall meet annually at a time and place determined by the Board of Director. The meeting shall be held for the purpose of electing Directors, for the consideration of such other transaction of such business as suggested by the agenda, and for business as may properly come before the assembly. If the election of the Directors is not held on the day designed for the annual meeting, the Board of Directors shall cause that election to be held at a special meeting of the membership as soon thereafter as the same may be conveniently called.

Section 2. The business of the annual meeting shall include the election of Directors, the reports of officers and committees, and the business presented by the President. All members shall be given an opportunity before the meeting to present matters they wish to have discussed.

Section 3. A schedule of regular membership meetings for the coming year may be established by the Board at the time of the annual meeting with the agendas therefor available to members on request not less than ten (10) days prior to the date of the meetings. Any such regular meeting shall be open to the general public.

Section 4. Special meetings of the membership may be convened by the President or his/her designee, or by a majority of the Board of Directors, or by a petition for such a meeting signed by at least ten percent (10%) of the regular membership. At the option of the Board, any such special meeting may be open to the general public.

Section 5. The Board of Directors may designate any convenient day and time and any place for any annual, regular, or special meeting called by determinations personally, subject to the same limitations established by the Board. Appearance at a meeting or a waiver of notice signed by a member entitled to vote at such a meeting serves to evidence that member's presence for the purposes of determining a quorum and an authorization for the meeting to be held on the date and at the place and time for which notice was given, whether or not actual notice of the same was received by that member.

Section 6. Written notice announcing the place, day and time of the annual meeting shall be published or sent not less than thirty (30) days prior to the date of the meeting. Written notices announcing the place, day, and time for special meetings shall be sent not less than fifteen (15) days prior to the date of the meeting. Special meeting notices shall also specify the purpose(s) for which the meeting is being called. Notices shall be sent to each member of record entitled to vote at such meeting and to each member who has been granted seat or voice at such meetings. Notices shall be published or sent in the manner most likely to reach each individual member.

Section 7. The order of business for an annual meeting of the members should include, but is not limited to:

- a. Call to order
- b. Proof-or waiver-of notice
- c. Determination of a quorum
- d. Review of the minutes of the previous annual meeting
- e. Treasurer's report
- f. Reports of prior year's activities and acts of Directors, officers, and committees
- g. Unfinished business
- h. New business
- i. Elections of Directors
  - (1) Report of Nominating Committee
  - (2) Call for floor nominations of qualified and available candidates
  - (3) Close nominations and conduct election
  - (4) Announce new Directors
- j. Announcements
- k. Adjournment

Section 8. Ten percent (10%) of the voting members of The Foundation shall constitute a quorum at any annual, regular, or special meeting of the membership. If less than 10% of the voting members are present at such a meeting, a majority of those present may adjourn the meeting to a specific date, time, and place; however no other business may be conducted. At the reconvening of any such adjourned meeting at which a quorum is then present, any business may be transacted which might have been transacted at the meeting as originally noticed.

Section 9. The rules contained in the current edition of 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 or any special rules of order that The Foundation or its board may adopt. At his/her discretion the presiding officer may appoint a person, who does not have to be a member, to serve as the parliamentarian. Except where otherwise specified herein, the majority required to adopt a motion or resolution shall be those of the voting members present at the meeting.

Section 10. Each member in good standing and each non-dues paying member to whom the right to vote has been granted shall be entitled to one vote upon each issue properly submitted to a vote at a meeting of the membership. Voting on a multiple-choice issue, such as the election of Directors, is to be non-cumulative. Any party listed on the membership rolls whose dues for the current or any previous year(s) are in arrears is not a member in good standing and shall have neither voice nor vote at membership meetings. Any member of the organization may vote by written proxy if unable to attend the meeting.

## **ARTICLE 5 – THE BOARD**

Section 1. The business operations and general affairs of The Foundation shall be controlled and managed by its Board of Directors, referred to herein and generally as the “Board.”

Section 2. The Board shall be composed of not less than seven (7) nor more than fifteen (15) persons who are elected by the general membership at the annual meeting. The total number of Director Positions available on the Board shall be established by Board resolution not less than 90 days prior to the annual meeting. All persons nominated must be members in good standing who have agreed to serve if elected.

Section 3. Members elected to serve as Directors shall hold office for a three-year term or until the Director’s death or removal, if earlier, or until his/her resignation is accepted by the Board, if earlier. A Director can be removed from office by a majority vote of the Board.

Section 4. Any vacancy arising on the Board for any reason other than the normal expiration of a term of office or as a result of removal by the membership may be filled for the remainder of its unexpired term by a majority vote of the remaining Directors.

Section 5. At the first meeting following the annual membership meeting, the Board shall elect officers, select committee chairs, adopt a budget, and set the dates of regular meetings for the coming year.

Section 6. Special meetings of the Board may be called by the President on his/her own initiative or by resolution adopted by a majority of the Board. The notice for such a special meeting shall include the agenda to be considered at that meeting.

Section 7. Notice of regular and special meetings shall be given at least fourteen (14) days prior. Such notices shall be sent in a manner most likely to reach each individual member. This includes postal or electronic mail, telephone or direct verbal communication, or facsimile. Any Director may waive notice of any meeting. The attendance of a Director at a Board meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the sole, express purpose of objecting to the transaction of any business because of improper notice and does not otherwise participate in the meeting.

Section 8. Unless where otherwise specified herein, a majority of the Board of Directors shall constitute a quorum for the transaction of business at any annual, regular, or special meeting of the Board. Each Director may cast one vote on each matter coming before the Board for a decision.

## **ARTICLE 6 – OFFICERS/OFFICES**

Section 1. The officers of The Foundation shall consist of a President, Vice-President, Recording Secretary, and Treasurer. Officers shall be elected to three-year terms by the Directors from among the Board membership at the first meeting of the Board following the annual meeting of the membership. Should an office become vacant for any reason during a term and is not extinguished by Board action, the Board shall promptly elect a successor for the unexpired term.

Section 2. Duties of the President. The President shall be the executive officer of The Foundation, shall generally supervise and control all of its volunteer workers as well as the business affairs of the organization. The President shall annually appoint chairs of all committees. He or she shall serve as the principal spokesperson for The Foundation. Unless the President appoints another Board member to serve as presiding officer, the President shall preside at all meetings of the membership and of the

Board. The President is empowered to sign any contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these bylaws to some other officer or agent of The Foundation, or shall be required by law to be otherwise signed or executed. The President shall perform all other duties incident to that office and such additional duties as may be prescribed from time to time by the Board of Directors.

Section 3. Duties of the Vice President. In the absence or incapacity of the President or in the event the President's office is vacant, the Vice-President shall perform the duties of the President, and when so acting, shall have all the authority and powers of the President. The Vice-President shall perform such other duties as assigned by the President or by the Board.

Section 4. Duties of the Recording Secretary. The Recording Secretary shall:

1. Prepare and present the minutes of membership and board meetings;
2. Maintain and archive copies of all Board and membership meeting minutes;
3. Perform duties incident to the office of Recording Secretary and such other duties as assigned by the President or the Board.

Section 5. Duties of the Treasurer. The Treasurer shall:

1. Have custody of, and account for all funds and investments of The Foundation which have not been specifically placed in trust to another party;
2. Received all monies due and payable to The Foundation from any source, and deposit the same in the name of The Foundation in such banks or other depositories as have been approved by the Board;
3. Unless otherwise instructed by the Board, disburse all sums legally due from The Foundation in a timely manner.
4. Prepare and deliver to the Board at each meeting a Status of Funds Report and a Reconciliation of Funds report;
5. Be responsible for the timely filing of all reports with the appropriate government entities such as the US Government and the Commonwealth of Virginia, and for any other entities requiring financial information on The Foundation.
6. Serve on the Finance Committee; and
7. In general perform all of the duties incident to the office of Treasurer and such other duties as assigned by the President or the Board. If required by the Board, the Treasurer shall post bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board shall specify.

## **ARTICLE 7 – EXECUTIVE COMMITTEE**

The Executive Committee of The Foundation shall be composed of the officers plus a member appointed by the Board from among the Board membership. The Executive Committee shall have the authority to make preliminary decisions for The Foundation involving routine organizational and business matters,

subject to those decisions being reported to the full Board at its next meeting and being then ratified by the same.

## **ARTICLE 8 – COMMITTEES.**

Section 1. Chairs of all standing committees shall be appointed before the first board meeting of the calendar year.

Section 2. In addition to the standing committees listed herein, the Board may by resolution create ad hoc committees.

Section 3. The committee chair shall staff each committee with sufficient persons to accomplish its assigned task(s).

Section 4. The Standing Committees shall include the following:

- A. **The Freedom Foundation Resources Committee** shall provide resources and manpower for the physical maintenance and upkeep of the USCT monument site(s). This includes regular maintenance responsibilities and coordination of annual Cleanup Day event. The Committee's mission is to help provide an enhanced experience for visitors to the site.

Responsibilities shall include but are not limited to the following:

- a. Physical maintenance of the USCT monument site(s).
- b. Schedule volunteer grounds maintenance personnel.

- B. **The Events Program and Education Committee** shall develop and implement programs consistent with the historical legacy of USCTs who served during the Civil War including Living History events.

Responsibilities shall include but are not limited to the following:

- a. Develop and implement tours, lectures, VIP appearances, and cultural activities consistent with the service of USCTs during the Civil War;
- b. Develop programs to enhance visitor experience;
- c. Disburse collected funds to the Treasurer;
- d. Recruit, train, and schedule volunteer interpreters;

- C. **The Communications and Membership Committee** shall coordinate and implement internal and external communications to ensure a consistent and appropriate message is presented to target markets.

Responsibilities shall include but are not limited to the following:

- a. Produce communication via social media;
- b. Manage, maintain, and implement The Foundation Website and other electronic media as may be deemed appropriate by the Board;
- c. Conduct appropriate Public Relations activities including establishing contact with media and issuing news releases;
- d. Produce brochures, banners, press releases, signs or other display or informational items;
- e. Maintain a current database of all members;
- f. Contact members whose memberships are expiring with appropriate and timely renewal notices;
- g. Develop and implement membership recruitment programs;
- h. Implement suggestions for membership benefits or incentives as directed by the Board.

D. **The Finance Committee** shall be responsible for the financial standards, practices and policies related to The Foundation operations.

Responsibilities shall include, but are not limited to the following:

- a. Establish policy for the receipt of funds and their disbursement for expenses incurred by the organization;
- b. Review quarterly The Foundation financials including investments, income and expenses and make relevant recommendations to the Board;
- c. Establish and monitor internal controls to assure the financial integrity of funds;
- d. Arrange for an annual audit;
- e. Recommend the annual Foundation budgets to the Board.

Section 5. The Nominating Committee shall be appointed by the President, with the approval of the Board, not less than 60 days prior to an annual meeting at which Board members are to be elected. At its discretion, the Board may add members to that committee. The committee shall recruit and present a slate of qualified candidates for the positions to be filled by election. The slate prepared by this committee shall be available at least 30 days prior to the meeting at which the elections will be held. When requested, the committee shall advise the President and Board on appointments to the various committees and on candidates to fill mid-term Board vacancies.

#### **ARTICLE 9 – CONTRACTS/LOANS/REMUNERATION/REIMBURSEMENT.**

Section 1. The Board may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of The Foundation, with such authority being either general or confined to specific instances.

Section 2. No loans shall be contracted for on behalf of The Foundation and no evidences of indebtedness shall be issued in its name, unless the same have been authorized by a resolution of the Board. Such authority may be general or may be confined to specific instances. The use of routine commercial accommodation lines of credit is authorized only with a resolution from the Board of Directors.

Section 3. No member of The Foundation may hold a compensated position within the organization. The Board members are eligible for payment for documented actual out-of-pocket expenses reasonably incurred in discharging authorized Freedom Foundation duties. The Board, reserves the right to deny reimbursement for any expenditure that appears to be inconsistent with the purposes of The Freedom Foundation.

#### **ARTICLE 10 – AMENDMENTS.**

These bylaws may be altered, amended or repealed, in whole or in part, and new bylaws adopted by majority vote of the Board at any regular or special meeting of the Board for which the notice detailed the proposed change(s). Nothing in these bylaws nor in any amendments or substitutions shall operate to (a) be inconsistent with or take precedence over applicable state and federal law or over the matters set forth in the Dance Hall Articles of Incorporation.

#### **ARTICLE 11 – DISTRIBUTION OF ASSETS UPON DISSOLUTION.**

If for any reason it becomes necessary to dissolve or liquidate The Freedom Foundation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets in such a manner, or to such organization(s) qualified under Section 501©(3) of the Internal Revenue Code. All remaining assets shall be disposed of by the Circuit Court of the County in which the principal office of the organization is located.

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Recording Secretary