

GENEALOGICAL RESEARCH INSTITUTE OF VIRGINIA

BYLAWS

ARTICLE I

Authority

- 1.01. Authority. These Bylaws are adopted pursuant to Articles of Incorporation filed with the State Corporation Commission of Virginia.

ARTICLE II

Name

- 2.01. Name. The name of the organization shall be the GENEALOGICAL RESEARCH INSTITUTE OF VIRGINIA (hereinafter referred to as the "Institute"). The name may be abbreviated as "GRIVA."

ARTICLE III

Purposes

- 3.01. Purposes. The principal purposes of the Institute are (among those more fully set forth in the Articles of Incorporation:
- (a) To promote serious and accurate genealogical and historical research by all means possible, including, but not limited to: provision of instruction regarding the source records, near and far, which may be available to the serious researcher for this purpose; the presentation of genealogical/historical seminars, workshops, and field trips which teach and promote the furtherance of family/genealogical/historical research by individuals and/or groups; publication and/or encouraging the publication of, fully documented, heretofore unpublished, genealogical/historical data or publication or republication of other works of genealogical interest; establishment and/or operation and/or support of a library collection of publications and/or source documents of genealogical interest to facilitate research; and
 - (b) To foster and encourage a devotion to, and the reclamation and preservation of, the priceless American heritage bequeathed by our ancestors, to the end that coming generations of Americans may know and profit by the identities and experiences of their forebears.

ARTICLE IV

Members and Membership Meetings

- 4.01. Regular Membership. A regular membership in the Institute shall be available to any natural person in sympathy with the purposes of the Institute. In order to become a regular member, the applicant must file an application for membership in such form as may be established from time to time by the Membership Committee. A member shall assume

automatically the obligation to abide by the Articles of Incorporation, Bylaws, and any applicable rules and regulations of the Institute, and to pay membership dues.

- 4.02. Honorary Membership. An honorary membership in the Institute shall be available to natural persons in sympathy with the purposes of the Institute who have aided or assisted the Institute as advisors, or speakers at members' meetings, or as officers or directors, or otherwise, or who cannot participate as regular members for any reason. Honorary members shall be elected by the Board of Directors, and shall be obliged to abide by the Articles of Incorporation, Bylaws, and any applicable rules and regulations of the Institute, but shall not be required to pay membership dues. Honorary members shall be entitled to participate in activities sponsored by the Institute to the same extent as regular members.
- 4.03. Charter Membership. Any member of the Institute whose application for membership was approved on or before 31 December 1981 shall be deemed a "charter member" of the Institute, but such title shall be honorary only.
- 4.04. Annual Meeting. The Institute shall hold the Annual Meeting of its members during the month of May, on a date, and at a time and place designated by the Board of Directors, to report to the members regarding the election of officers and Directors for the next year and to give such reports pertaining to the business of the Institute as the officers and Directors may deem appropriate.
- 4.05. Regular Meetings. Regular meetings of the members shall each have as a focal point thereof an instructional period devoted to a lecture, or group participation in a genealogical project. A regular meeting may be supplanted by or supplemented with a workshop or field trip for instructional or research purposes. The Board may also, in its discretion, provide for one or more social meetings each year.
- 4.06. Frequency of Members Meetings. The date, time, place and frequency of members meetings, workshops and field trips shall be set by the Board of Directors with the guidance of the Program, Field Trip and Workshop Committees.
- 4.07. Notice of Meetings. Notice of Institute meetings and functions identifying their focal point shall be prepared and publicized to the membership on an advance basis.
- 4.08. Voting Rights. The members of the Institute shall have no voting rights.
- 4.09. Termination of Membership. Any member conducting himself in a way calculated to disturb the harmony of the Institute or to injure its good name or to hamper it in its work may, upon due notice to said member, and an opportunity for an informal hearing before the Board of Directors having been afforded said offending member, be terminated from membership in the Institute by the Board of Directors.

ARTICLE V

Board of Directors and Meetings

- 5.01. Board of Directors. The management, business and other affairs of the Institute shall be

managed and controlled by a Board of Directors consisting of no fewer than twelve (12) nor more than twenty-four (24) members, with the precise number to be determined by the Board from time to time in its discretion. Directors shall have perpetual succession and power to elect their own successors.

- 5.02. Election. The members of the Board of Directors shall be elected at the Annual Meeting of the Board. The Board of Directors shall be divided into three classes, with each consisting of the same number of Directors, to the extent possible. One class of Directors shall be elected at each annual meeting to serve for a term of three years, expiring at the third annual meeting following that at which they were elected. Directors may also be elected for terms of one or two years if necessary to equalize the number of Directors in three classes.
- 5.03. Nominations. A Nominations Committee of three (3) persons shall be appointed by the President not less than thirty (30) days prior to the Annual Meeting of the Board, who shall present to such Annual Meeting a slate of nominations to the Board of Directors (and officer nominations, as provided in Section 7.01 hereof). Nominations may also be made from the floor by any Director. Any nominee shall have agreed to serve before his name is placed in nomination.
- 5.04. Vacancies. Any vacancy created by the resignation of a Director, or death, inability or refusal to serve or act, removal or otherwise, may be filled by the Board of Directors for the remainder of the unexpired term. The Board of Directors shall have the power to remove any Director, with or without cause, by a two-thirds vote at any meeting of the Board of Directors. Failure to regularly attend Board meetings (whether such failure is caused by good reasons or not) may be a cause for removal of a Director, but nothing herein shall require the Board to remove any Director for failure to attend when such failure can be explained by good reasons or other mitigating circumstances.
- 5.05. Regular Meetings. Regular meetings of the Board of Directors shall be held in July, September, November, January, March, and May, unless otherwise determined by the Board. The May meeting shall be the Annual Meeting of the Board. Meetings shall be held at such place within the City of Richmond or Counties of Henrico or Chesterfield, and at such date and time as may be determined by the Board.
- 5.06. Special Meetings. Special meetings of the Board of Directors may be called by the President, or by a Vice-President in the absence of the President; or shall be called upon the written request of one-third of the members of the Board of Directors, with the time, date and place of such meetings to be as provided for in the notice thereof.
- 5.07. Notice. The members of the Board of Directors shall be notified of all meetings at least one (1) week prior to such meeting, with such notice to be sent to each Director at his address shown on the records of the Institute stating the date, time and place thereof.
- 5.08. Quorum. At all meetings of the Board forty percent (40%) of the Directors then in office shall constitute a quorum for the transaction of business and the vote of a majority of those present at any meeting shall be sufficient to authorize any action taken at such meeting.
- 5.09. Adjournments. If at any meeting of the Board a quorum shall fail to attend, a majority of

the Directors present at said meeting may adjourn the meeting from time to time without further notice until a quorum shall attend, and thereupon any business may be transacted which might have been transacted had the meeting been held at the time originally called.

- 5.10. Organization. The President, and in his absence the First Vice President, and in the absence of both, the Second Vice President, shall act as Chairman at all meetings of the Board. The Recording Secretary shall act as secretary of all such meetings.
- 5.11. Voting. Each Director shall be entitled to one vote, which shall be cast in person, and no voting by proxy shall be permitted.
- 5.12. Parliamentary Authority. The rules contained in Robert's Rules of Order, Newly Revised, shall govern the Institute in all cases in which they are not inconsistent with the Articles of Incorporation or the Bylaws of the Institute.
- 5.13. Advisory Directors. The Directors may, from time to time, by a majority vote of all Directors elect one or more members to serve as advisory directors for such term(s) as the Directors by resolution shall establish or until such advisory director's death, resignation, retirement, disqualification or removal. Advisory directors shall not be Directors of the Institute and shall have no rights, privileges or powers of Directors other than those specifically provided herein or as may be specifically assigned to them by the Directors. Advisory directors shall attend meetings of the Directors and meetings of any committees of the Directors to which they may be appointed. Advisory directors shall not be entitled to vote on any business coming before the Directors or any Committee thereof and shall not be counted for the purpose of determining the number of Directors necessary to constitute a quorum, for the purpose of determining whether a quorum is present, or for any other purpose whatsoever. Any or all advisory directors may be removed at any time with or without cause by action of the Directors. The termination of any member's relationship with the Institute as an advisory director shall not be deemed to create a vacancy in the position of advisory director.

ARTICLE VI

Committees

- 6.01. Executive Committee. The Executive Committee shall be annually elected by the Board of Directors and, unless otherwise provided for by the Board, shall be composed of the President, First Vice-President, Second Vice-President, Recording Secretary, Corresponding Secretary and Treasurer. The President shall serve as Chairman of the Executive Committee. The Executive Committee shall have and exercise the full powers and authority of the Board (except to change these Bylaws or approve an amendment to the Articles of Incorporation or to remove or elect directors and otherwise as limited by law or by resolution of the Board), but it shall regularly report any Executive Committee transactions to the next meeting of the full Board of Directors. Four members of the Executive Committee shall constitute a quorum for the transaction of business, and the vote of four members shall be required to authorize any action taken at a meeting. Special meetings of the Executive Committee may be called by the President or any two other members of the Executive Committee by written or telephone notice of the time, place and date of the meeting, with such notice to be given at least 24 hours before any Executive Committee meeting.

6.02. Standing Committees. The President shall appoint the Chairmen of the Standing Committees hereinafter set forth from among the members of the Institute. The Chairman of each Standing Committee shall select his own Committee members. Committees shall be subject to control and supervision by the Board. Unless circumstances should indicate otherwise, each Committee shall have from three to five members. In the event that any such Committee Chairman is not a member of the Board, he shall nevertheless be entitled to attend and speak at Board meetings for the purpose of reporting on Committee business. Unless sooner removed, the Committee members appointed each year shall have terms running concurrently with the Institute's fiscal year, i.e., July 1 through June 30. The nature and duties of each Standing Committee shall be as follows:

- (a) the Program Committee, which shall be responsible for the planning, selection and presentation of programs, topics, speakers, etc., at regular meetings of the members;
- (b) the Workshop Committee, which shall be responsible for the planning, selection and presentation of Institute workshops and/or seminars, and encouraging the genealogical education of GRIVA members and of the public;
- (c) the Field Trip Committee, which shall be responsible for the planning, selection and execution of Institute-sponsored field trips to genealogical libraries (or other events or sites consistent with the purposes of the Institute);
- (d) the Membership Committee, which shall be charged with the responsibility of recruiting new members of the Institute, and preparing and disseminating membership application forms;
- (e) the Public Relations Committee, which shall be responsible for press releases and other publicity regarding meetings and other activities of the Institute, and generally publicizing the existence, purposes and activities of the Institute;
- (f) the Budget and Finance Committee, which may prepare an annual budget for the Institute, shall have charge over the invested funds of the Institute, and shall review and evaluate all financial transactions of the Society. The Treasurer shall be a member of the Budget and Finance Committee;
- (g) the Technology Interest Group Committee, which shall be responsible for collaborating with the Program Committee in the planning and presentation of meetings, workshops and/or seminars for members of the Institute at large, or for a Technology Interest Group in particular, on the uses and applications of technology in genealogy;
- (h) the Library Committee, which shall be responsible for the preservation and access or loan terms of any printed materials or manuscripts acquired by the Institute, including relations with any

repository providing space for the Institute's materials;

- (i) the Editorial Committee, which shall be responsible for publication of a monthly newsletter, and (unless otherwise directed by the Board) of any other publications authorized by the Board. The editor of the newsletter shall be Chairman of the Editorial Committee;
- (j) the Special Projects Committee, which shall be responsible for analyzing, studying, recommending to the Board and, if approved, implementing special genealogical projects by the Institute and any other projects as may be assigned to it by the President or the Board;
- (k) the Web Administrator, who shall be responsible for the design, content creation and technical management of the society's website and associated electronic applications and shall monitor all communications delivered through these methodologies and forward information as needed to other Officers and Committees.

6.03. Special Committees. The President may establish such other committees and appoint the members thereof (including the Nominating Committee provided for in Section 5.03 hereof) as he may deem necessary or appropriate and shall define their duties. The general provisions regarding Standing Committees set forth in Section 6.02 shall also apply to such Special Committees except that they may be limited in duration.

6.04. Supervision and Control. As part of its supervision and control of such committees, the Board may remove members of the Standing Committees set forth in Section 6.02 and the Special Committees provided for in Section 6.03 at any time by a majority vote of those directors present at any meeting.

ARTICLE VII

Officers and Administration

7.01. Principal Officers. The principal officers of the Institute shall be a president, two (2) vice-presidents, a recording secretary, a corresponding secretary, and a treasurer, who shall be elected from among the members of the Board of Directors for a term of one year and/or until their successors are duly elected, unless sooner removed. The Nominating Committee described in Section 5.03 hereof shall also be responsible for presenting a slate of officer nominations to the Annual Meeting of the Board of Directors. Officers shall be elected by the Board of Directors at their annual meeting. Any nominee shall have agreed to serve before his name is placed in nomination. Officers shall take office on 1 July following their election. Any officer may also serve as a committee chairman or member.

7.02. President. The President shall preside at all meetings of the Membership, the Board of Directors, and the Executive Committee. He shall be ex officio a member of all other committees except the Nominating Committee. Except as may be provided in Article IX hereof, he may sign and execute all authorized contracts of the Institute. He shall be the principal officer of the Institute, shall have general charge and supervision of the

Institute's affairs, and shall perform such duties as the Board of Directors may from time to time assign.

- 7.03. First Vice-President. At the request of the President, or in the event of his absence or disability, the First Vice-President shall perform any and all duties of the President. The First Vice-President shall have such other powers and perform such other duties as the Board of Directors may from time to time assign.
- 7.04. Second Vice-President. The Second Vice-President shall serve in the place of the First Vice-President in the event of his absence or disability and serve in the place and stead of the President in the event of absence or disability of both such officers aforesaid. The Second Vice-President shall have such other powers and perform such other duties as the Board of Directors may from time to time assign.
- 7.05. Recording Secretary. The Recording Secretary shall attend and keep the minutes of all meetings of the Board of Directors, and the Executive Committee, and shall be the keeper of the Seal of the Institute. He shall in general perform all of the duties incident to the office of the Secretary, subject to the control of the Board of Directors.
- 7.06. Corresponding Secretary. The Corresponding Secretary shall be responsible for maintaining all the general correspondence of the Institute. He shall be responsible for the notification to all involved persons of meeting times and dates and of any and all other notifications to the general membership.
- 7.07. Treasurer. The Treasurer shall receive all monies payable to the Institute and shall account for the same; shall make all disbursements. The Treasurer shall maintain the financial ledgers of the Institute, shall be a member of the Budget/Finance Committee, and shall perform all other duties incident to the office of Treasurer, subject to the control of the Board of Directors.
- 7.08. Vacancies. In the event of the death, resignation or removal of any officer prior to the expiration of the annual term for which such officer was elected, the Board of Directors shall fill such vacancy. The Board of Directors shall have the power to remove any officer, with or without cause, by a vote of two-thirds of the entire Board of Directors then in office.
- 7.09. Administrative Staff. The Board of Directors shall determine the staff necessary for efficient functioning of the Institute as membership and responsibilities to the membership increase and as the fiscal condition of the Institute permits.

ARTICLE VIII

Dues and Fees

- 8.01. Dues. Annual dues shall be payable by each regular member of the Institute and shall be due and payable at the beginning of each fiscal year. Dues schedules shall be established and periodically reviewed (and if appropriate, revised) by the Board of Directors.
- 8.02. Fees. Special fees shall be charged for participation in certain of the activities of the Institute (field trips, workshops, dinner meetings, etc.), these fees to be set on an individual project basis taking into consideration estimated costs to the Institute of each

such presentation. Contributions may also be requested for special interest groups or special activities or programs to help defray the costs of activities for such groups or the cost of such activities or programs.

ARTICLE IX

Fiscal Affairs and Audits

- 9.01. Fiscal Year. The fiscal year of the Institute shall commence on the first day of July in each year and shall end on the thirtieth day of June in the following calendar year.
- 9.02. Budget. The Institute shall at all times maintain a system of budgetary control on expenditures, and no expenditure of the Institute's operating funds, or contract therefor, out of the ordinary course of business, shall be made by an officer or employee of the Institute unless previously approved by the Board of Directors. During the fiscal year the budget may be revised by the Board of Directors.
- 9.03. Institute Funds. All funds and property received by or coming into the custody of the Institute through dues, fees, gifts, or through any other source, belong to and are the funds and property of the Institute alone, to be expended only for those purposes for which the Institute was chartered. The Board of Directors may require that each Institute officer and employee having custody of Institute funds shall be covered by an appropriate fidelity bond.
- 9.04. Financial Institutions. Only financial institutions whose deposits are insured by an agency of the federal government may be used as depositories for Institute funds.
- 9.05. Deposits. All funds of the Institute shall be deposited in the name of "Genealogical Research Institute of Virginia." All withdrawals over \$1,500.00 from such accounts shall be made only by checks or similar orders signed by any two officers or directors possessing signature authority. All other withdrawals of \$1,500.00 or less shall require only one authorized signature. The Board shall from time to time designate multiple officers or directors to have signature authority on the Institute's accounts.
- 9.06. Reserve Funds. The Institute may set aside and maintain a reserve fund to be deposited in banks or depositories in the name of "Genealogical Research Institute of Virginia." Such reserve fund may be maintained to cover extraordinary expenses or projects and may not, unless necessary, be used for ordinary operating purposes, and any and all withdrawals from such shall be made only when approved by the Budget and Finance Committee with the consent of the Board. In the event that such reserve funds are maintained in the same depository account with ordinary operating funds, separate accounting of each fund shall be made.
- 9.07. Financial Review. All accounts of the Institute shall be subject to a financial review each year as of the end of the Institute's fiscal year, or any other time at the request of the President, Treasurer or Board of Directors.
- 9.08. Compensation. The Directors, Officers and Committee members of the Institute shall be volunteers and shall receive no compensation from the Institute by reason of their service as Directors, Officers or Committee members, provided, however, that the Board may authorize reimbursement of such persons for funds expended on behalf of the Institute

and may compensate such persons for services rendered in addition to their normal duties as Directors, Officers or Committee members.

ARTICLE X

Seal and Emblem

- 10.01. Seal. The Seal of the Institute shall be of the nature of corporate seals generally for Virginia corporations, and shall consist of two concentric circles, with the name of the Institute between the circles, and the word "SEAL" in the center.
- 10.02. Emblem. The emblem of the Institute shall consist of an outline of the Commonwealth of Virginia, cradling therein an ancient record book and scroll; and rising from the western portion of the state there shall be a fully branched tree with its roots firmly implanted in the soil of the state. The emblem shall be surrounded by a circular rim containing the name "Genealogical Research Institute of Virginia." The notation, "est. June 11, 1981" shall be above the lower, inner side of the rim. The emblem of the Institute shall be used as a trademark or service mark as, where practicable, part of the identification of the Institute, such as on letterhead, membership cards, certificates, diplomas, etc., or in the form of pins or other identification sponsored by the Institute. Individual use of the emblem, other than as sponsored by the Institute, is not allowed.

ARTICLE XI

Amendments

- 11.01. Amendments. Amendments to these Bylaws not inconsistent with the Articles of Incorporation may be adopted at any regular meeting of the Board of Directors by a vote of two-thirds of the Directors present and voting, provided that the amendment has been submitted in writing at least seven (7) days prior to such meeting to the entire membership of the Board of Directors.

Amended 8/12/2014