

# **Bylaws of The Virginia Conservation Association**

## **Article I**

### **Section A. Name**

The name of the corporation shall be the Virginia Conservation Association (hereinafter the V.C.A.)

### **Section B. Principal Office**

The principal office with its administrative and records functions shall be located in the Commonwealth of Virginia, at such place as the Board of Directions (hereinafter the B.D.) shall designate.

### **Section C. Fiscal Year**

The fiscal year of the V.C.A. shall be from August 1 through July 31 of the following year.

## **Article II**

### **Section A. Purposes and objectives**

1. The V.C.A. shall be organized as an association of conservators and interested persons working in museums, galleries, archives, libraries, artistic or historic institutions, universities, or in private practice, or professing an interest in the conservation and preservation field.
2. The V.C.A. will be organized and operate exclusively for educational, scientific, literary, or charitable purposes so as to qualify it for tax-exempt status under Section 501 C3 of the Internal Revenue Code of 1954. The V.C.A. shall only conduct activities which are permitted to be conducted by a corporation exempt from federal income tax pursuant to Section 501(a)(1), (2), or (3) of the Code (as the case may be), and /or by a corporation, contributions to which are deductible under sections 170 (c)(2) or 2522 (a)(2) of the Code.
3. By means of regularly scheduled meetings and special symposia the V.C.A. will provide a forum for the discussion, interchange of information on problems and matters of concern to conservators. The V.C.A. will foster professional contracts and relations among its members.
4. The V.C.A. shall publish a newsletter to include notes from meetings, lecture outlines, or summaries, and information on conservation, research, and technical matters relevant to the membership.

5. To promote the on-going training of conservators and practitioners in the conservation field.
6. To disseminate information on conservation and related concerns to interested colleagues, museum professionals in allied fields, and to the general public.
7. To compile and keep current lists of persons in the Commonwealth or elsewhere who may be interested in membership of the V.C.A., or who may wish to support its purposes and objectives immaterial or other ways.
8. Promote official contacts with the American Institute of Conservation of Historic and Artistic Works (AIC), other regional conservation associations in the U.S.A., and at the international level, with the International Institute for Conservation.

### **Section B. Finances**

1. The finances for the V.C.A. shall be derived from dues and guest fees, donations, grants, and other sources, and shall be deposited by the Treasurer in a bank account in the name of the V.C.A. Such deposits will be the basis for the budget of the V.C.A.
2. The budget, as proposed by the B.D., will be presented by the Treasurer at the annual meeting in May for ratification by majority vote of the membership.
3. Expenditures from the bank account shall require the signature of the Treasurer and/or the President of the V.C.A. The Treasurer shall retain and keep up-to-date financial records during the term of office.
4. The bank account, in accordance with budgetary allotments, will pay for meeting costs, e.g., postage, printing, duplicating supplies, refreshments, telephone calls and other related expenses. Under exceptional circumstances, honoraria will be paid guest speakers subject to decision by the B.D.

### **Section C. Auditing Finances**

1. The financial accounts of the V.C.A. shall be submitted to a certified public accountant if the gross receipts exceed \$20,000.00 or on an as needed basis which will be determined by the Board of Directors (B.D.). The accountant will prepare, if applicable, the necessary documentation to the state and federal tax offices.
2. The Treasurer will present the Financial Statement for the fiscal year at an annual meeting in May of the V.C.A.

### **Section D. Annual Dues (See also Article III – Membership)**

1. The annual membership dues shall be proposed by the B.D. and ratified by a majority vote of the membership.

2. The assessed dues shall be payable by November 15 of each fiscal year. A five-dollar late fee may be assessed after that date for renewing members.
3. The timely payment of dues by a member or institute constitutes membership in good standing.
4. All members shall be current in their payment of annual or special assessment of dues. Default in payment after 60 days may result in dismissal from membership.

## **ARTICLE IV**

### **Section A. Meetings and Notifications**

1. The meetings will take place bi-monthly in September, November, January, March and May unless postponement is required.
2. Meetings of the members shall be held at such places as designated by the B.D. not less than four times per annum.
3. Special meetings or symposia or seminars may also be held at less frequent intervals.
4. Announcement of meetings whether of a regular or special nature, will be delivered three weeks in advance together with relevant program, agendas, or voting materials.
5. A portion of each regular meeting will be devoted to V.C.A. business matters, if needed.
6. At the annual meeting in May of the V.C.A., there will be the election of officers to the B.D. At this meeting, reports of the officers will be presented as well as those of the chairpersons of the standing committees.

## **ARTICLE V**

### **Section A. Board of Directors – Composition**

1. The business and program activities of the V.C.A. shall be managed by its elected officers constituting the Board of Directors (B.D.). The B.D. shall exercise all the powers of the V.C.A. and perform all business in a lawful and professional manner. The B.D. shall consist of a President, a Vic President, Secretary, Treasurer, and Chairpersons of Standing Committees, i.e., By-laws, Membership, Program and Refreshment.
2. The duties of the officers of the B.D. will be to assist and advise the President in administering the business and programs of the V.C.A.
3. No more than five members of the B.D. shall be from a single institution.

4. To the extent possible the B.D. officers should reflect the diversity of the conservation field disciplines and achieve a balance between institutional and private practitioners.

### **Section B. Board of Directors – Term of Office and Duties**

1. President – two years for the first term; two years for subsequent terms. The incumbent is responsible for overseeing and directing the business and program affairs of the V.C.A. This person will delegate responsibilities to the officers, standing committee chairpersons, and appoint new committees.
2. Vice President – one year for the first term; two years subsequent terms. Responsible for assisting the President, presiding in his/her absence in the chairing of meetings and the conducting of the business of the V.C.A. This person will work closely with the Program Committee Chairpersons on the organization of the programmatic content of the scheduled meetings. This person will also be responsible for collecting and delivering official V.C.A. materials one a year to the Virginia Historical Society.
3. Secretary – one year for first term; two years subsequent terms. The incumbent of this position will take minutes of meetings including those of the B.D., retain records and files pertaining to all the communication activities of the V.C.A. This person will prepare and send out meeting notices and informational materials not included in the newsletter.
4. Treasurer – two years for first term; two years subsequent terms. The Treasurer will be responsible for sending out dues notices to the membership and to deposit such monies in a bank account in the name of the V.C.A. Other monies received as donations, or fees for special services will likewise be deposited. Expenses authorized by the President and B.D. will be paid out of this account. Checks will require the signature of either the Treasurer or the President. The Treasurer will prepare an annual financial statement for auditing by a designated certified public accountant and will submit a report at an annual meeting in May.
5. Chairpersons, By-Laws Committee – two years, subsequent terms two years. This person will be responsible for preparing the interim format of the by-laws and any final form as approved by the membership. Legal and financial matters impacting on the by-laws will be studied by this committee and reports given for consideration. The Chairperson may take on additional members as required. Members may be from the Commonwealth of Virginia or elsewhere to join the V.C.A. Additional members to this committee may be taken on as required.

6. Chairperson, Membership Committee – two years, subsequent terms two years. The Chairperson of this committee will receive applications for membership. This person will maintain updated membership lists and send these out from time to time to the membership. The Chairperson may also solicit additional members.
7. Chairperson, Program Committee – two years, subsequent terms two years. The Chairperson will be responsible for preparing draft programs for the periodic meetings and also for the annual meeting in May. The final decision as to speakers, program format and special expenses (if applicable) will be determined by the B.D. The Program Committee will organize lectures, seminars, and informational materials in conformity with the objectives of the V.C.A. – and at venues reasonably accessible to the members. Additional members to the committee may be taken on.
8. Chairperson, Refreshments Committee – two years, subsequent terms two years. The Chairperson will be responsible for organizing the necessary refreshments to be available before (or after) the meetings. The cost for such refreshments will be paid out of the V.C.A. account. Normally this chairperson will be a resident in the city where such meetings are held. Additional members to this committee may be taken on as required.
9. Chairperson, Publications Committee – two years, subsequent terms two years unless membership votes to extend the term of office. The chairperson will be responsible for producing a newsletter containing meeting notices, informational materials and other information pertaining to the V.C.A.
10. Chairperson, Disaster Response Committee – two years, subsequent terms two years. Acts as liaison between V.C.A. members and museums, institutions, and collectors both public and private to provide information about possible resources in case of emergency and other activities as there is need or request by the group.
11. Chairperson, Educational Programs – two years, subsequent terms two years. The chairperson will be responsible for researching and developing education programs for attendance by V.C.A. members and other applicants.
12. Chairperson, Webmaster Committee – two years, subsequent terms two years. The Chairperson will maintain the V.C.A. Web site. The Web site will contain information pertaining to the V.C.A. and education information pertinent to the field. The Chairperson may submit for consideration any further development and implementation of such changes as would benefit the organization by means of its Web site. Additional members to the committee may be taken on.

### **Section C. Absence of Board Members – Alternates**

1. A member of the B.D. may delegate another Board Member as an alternate to take on his/her functions during absence at a members' meeting or other business meeting.

### **Section D. Election of Officers of the B.D.**

1. The officers of the B.D. will be elected at the last regularly scheduled meeting at the V.C.A. for the membership year in question.
2. Any individual member in good standing is eligible for election to office whether on the slate of the Nominating Committee or not.
3. No member shall hold more than one office at a time nor serve more than two consecutive terms in office.
4. If an officer does not perform in a satisfactory manner that person may be relieved of his/her office by 2/3 majority vote of a specially convened meeting of the members.

## **ARTICLE VI**

### **Section A. Selection of the Nominating Committee**

1. A Nominating Committee of three members shall be nominated and elected from the floor in January or two meetings before the annual meeting in May at which elections are to take place. While open nominations and election are the preferred means by which a Nominating Committee is to be formed, if this cannot be accomplished the VCA Board is permitted to create a three member Nominating Committee by appointment. The three members will choose their own chairperson.

### **Section B. Functions of the Nominating Committee**

1. Nominations for officers to the B.D. will be solicited from the membership from the floor in addition to written solicitation and received by the Nominating Committee not less than 30 days prior to the vote.
2. Those put forward as nominees will be contacted directly for acceptance or refusal to stand for nomination to the respective offices.
3. A list of candidates shall be prepared for each position to be mailed to members and institutional members alike. Proxy forms will also be available at this time for persons not able to attend the meeting.
4. The election of the officers will be determined from the counting of the ballots and proxies and will be announced at the annual meeting in May, as well as in the newsletter.

5. The newly elected officers will assume their responsibility at the close of business at the final meeting of each fiscal year.
6. If a member of the B.D. resigns prior to the completion of the term of office, a replacement shall be nominated at the first appropriate membership meeting by vote.

## **ARTICLE VII**

### **Section A. Amendment to the By-laws**

These by-laws may be amended or repealed by a majority vote of the members (including absentee postal ballots) at a designated meeting, providing the notice of such changes has been furnished in writing three weeks in advance to the V.C.A. members.

### **Section B. Amendments to the Articles of Incorporation or other legal entity determined by the V.C.A.**

In the event that the V.C.A. is determined to have a special legal, tax or other status at the state (or federal) level, and specific changes are required, then the discussion, consideration, or approval of such changes will be made at a designated meeting. Notice in writing three weeks in advance will be given prior to such a meeting. Again absentee postal ballots will be included in the vote.