

**BYLAWS OF  
VIRGINIA ARCHAEOLOGY CHARITABLE TRUST**

A Virginia Non-stock Corporation  
Organized pursuant to Virginia Code Section n 13.801 *et seq*

**Article 1 – General**

Section 1. Incorporation. This organization is incorporated as a non-stock corporation under the laws of the Commonwealth of Virginia and shall be known as Virginia Archaeology Charitable Trust (hereinafter “the Corporation”).

Section 2 Purposes. The Corporation is organized exclusively for education and scientific purposes, in furtherance of archaeological research and projects located in the Commonwealth of Virginia, including for such purpose as distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, and further including but not restricted to, the following more specific purposes:

- A: To provide a fundraising and distribution platform for archaeological research involving Virginia sites.
- B: To maintain a comprehensive up-to-date list of funding opportunities for such research.
- C: To publicize those opportunities in order to connect projects with donors.

**Article 2 – Membership**

Section 1. Membership. The Corporation shall have no members.

**Article 3 – Board of Directors**

Section 1. General Powers. The property, affairs and activities of the Corporation shall be managed by a Board of Directors consisting of not less than eight (8) nor more than eleven (11) Directors, as may be determined from time to time by a majority of the current Directors on the Board of Directors. The power of the Board of Directors shall include the authority to make decisions on distributions to organizations as outlined in Article 1 to advance archaeological projects in the Commonwealth of Virginia.

Section 2. Designation. Directors shall be designated by the Presidents of two state-wide archaeological associations – The Archaeological Society of Virginia (ASV) and Council of Virginia Archaeologists (COVA). Each organization shall designate four (4) Directors and these Directors shall then designate up to three at large Directors from the interested public sector.

Section 3. Terms of Office. All members of the Board of Directors shall initially be designated for either one (1) or two (2) year terms (four for each time period). Subsequent members of the Board of Directors shall be designated for two (2) year terms. All Directors shall assume their positions at an Annual Meeting of the Board of Directors. The terms of the Board of Directors shall expire on a

rotating basis, with no more than one half (½) of the Directors terms expiring at any one time. Existing members may be designated to serve up to two (2) consecutive additional terms.

Section 4. Ethics. All members of the Board of Directors shall abide by the COVA Statement of Ethics and Standards of Performance (COVA Bylaws Articles IV and V).

Section 5. Vacancies. In case of a vacancy, if the vacancy is a Director designated by ASV or COVA – that entity shall designate a successor Director. However, if the position was one of the at large Directors, the remaining Directors may select a successor for the remainder of the vacant term.

Section 6. Removal. Any officer or Director may be removed by affirmative vote of a majority of the current Directors on the Board of Directors for failure to participate, non-performance of duties or other causes deemed sufficient by the Board.

Section 7. Call and Notice. The Board of Directors shall meet on call by the President or on written request filed with the Secretary by two or more Directors. The Secretary shall give reasonable notice to each Director of the time, place and date of each meeting by notice in writing mailed not later than the tenth day before the day set for the meeting and addressed to the Director's last known post office address according to the Corporation records, or by electronic or telephonic communications or notice in writing delivered personally to the Director's residence or usual place of business not later than the second day before the date set for the meeting. No notice of the time, date and place or purpose of any meeting need be given to any Director who, in writing executed and filed with the records of the meeting before the holding thereof, waives such notice.

Section 8. Annual Meeting. The Annual Meeting of the Board of Directors shall be held at such time, on such date and at such place as the Board of Directors shall determine by resolution. Notice of the time, date and place shall be given in a manner set forth in Section 7. All meetings shall be governed by Robert's Rules of Order. The Board of Directors shall keep minutes of its meetings and a full account of its transactions.

Section 9. Quorum and Voting. At every meeting of the Board, a quorum shall consist of one half (½) of the current Directors serving on the Board of Directors. Unless otherwise specified in these Bylaws, the majority vote of those persons actually present at a meeting at which there is a quorum will prevail on all matters. Voting by proxy is permitted.

Section 10. Compensation. Directors shall receive no compensation for their services as such but may, by resolution of the Board of Directors, be allowed reimbursement for their expenses actually and reasonably incurred on behalf of the Corporation.

Section 11. Informal Action by Directors. Any action of the Directors may be taken without a meeting if a consent in writing setting forth the action taken is signed by all Directors and filed with the minutes of the Corporation.

#### **Article 4 – Officers and Committees**

Section 1. Officers. The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer and Media Coordinator. All officers shall be Directors and shall be elected by the Board of

Directors at its Annual Meeting or whenever a vacancy occurs. Each officer shall serve until a successor is elected. The Board of Directors may, from time to time, appoint such other officers as it deems necessary.

## Section 2. Powers and Duties.

The President's powers and duties shall include:

- a. Acting as the executive officer and overseeing the disbursement of Corporation funds.
- b. Presiding at meetings of the Board of Directors.
- c. Signing or endorsing checks, drafts or other notes in conjunction with the Treasurer.
- d. Presenting an annual report at the Annual Meeting of the Corporation.
- e. Acting as an *ex-officio* member of any committees created by the Board of Directors.

The Vice President's powers and duties shall include:

- a. Assuming all duties of the President in the event that the President cannot fulfill his or her duties as stated in Section 2 Presidents powers.
- b. Other specific duties as may be enumerated by the Board of Directors.

The Secretary's duties shall include:

- a. Keeping minutes of all meetings of the Board of Directors and any Executive Committee meetings.
- b. Maintaining a file of all official documents and records of the Corporation as directed by the Board.
- c. Mailing notices of all meetings including the Annual Meeting, the Board of Directors and any Executive Committee Meetings.

The Treasurer's Duties shall include:

- a. Receiving all contributions made to the Corporation and acknowledging such contributions as appropriate.
- b. Acting as custodian of these monies and depositing them in a bank or financial institution designated by the Board of Directors.
- c. Disbursing corporate monies upon direction of the Board of Directors and signing checks together with the President and/or other authorized officer or Director of the Board.
- d. Maintaining books and ledgers as directed by the Board.
- e. Preparing [quarterly or semiannual] financial statements and presenting such statements to the Board on request.
- f. Providing current financial statements at the Annual Meeting of the Corporation.
- g. Performing such other functions as may be incidental to the office.
- h. Providing a bond, if requested by the Board of Directors to protect the Corporation.

The Media Coordinator's Duties shall include:

- a. Maintaining the Corporation's digital presence including the web site, email and social media platforms.
- b. Recommending to the Board of Directors the upgrading or changing of software to optimize performance.
- c. Overseeing the addition of new projects to the Corporation's web site.

- d. Promoting approved projects via digital and traditional media.

Section 3. Executive Committee. Whenever the Board of Directors exceeds six (6) in number, it shall elect an Executive Committee consisting of the officers of the Corporation and one additional Director. The Executive Committee shall act for the Board of Directors during the period between Board meetings and shall exercise all power of the Board except any which have been expressly reserved by resolution of the Board or by these Bylaws. The Secretary shall give reasonable notice to each member of the Executive Committee of the time, date and place for each Executive Committee meeting.

Section 4. Committees. The Board of Directors may appoint such other committees as it deems necessary to implement the purposes of the Corporation. This Board of Directors may authorize committees to exercise any powers of the Board.

### **Article 5 – Financial Affairs**

Section 1. Fiscal Year. The fiscal year of the Corporation shall end on December 31 of each year.

Section 2. Bank Accounts. The funds of the Corporation shall be deposited in one or more banks or financial institutions as designated by the Board of Directors. All checks to be issued by the Corporation shall be signed by such officers or Directors as the Board may from time to time designate.

Section 3. Insurance. The Board of Directors shall secure insurance to protect the Corporation, the Board of Directors and the officers from Liability.

### **Article 6 - Amendments**

Section 1. Amendments. These Bylaws may be amended by a majority vote of the Board of Directors at a meeting at which a quorum is present; provided that notice of the nature of the proposed amendments has been mailed to all Directors at least thirty (30) days in advance of the meeting.

### **Article 7 – Dissolution**

Section 1. Disposition of Assets. Upon dissolution of the Corporation, all remaining assets or property shall be distributed to the ASV. This entity is an exempt organization within the meaning of section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, or any corresponding section of any future federal tax code. Any such assets not so distributed shall be disposed of by the Circuit Court of the County in which the principal office is then located. Such distribution shall be made to any organization(s) as said Court shall determine, which are organized and operated exclusively for tax exempt purposes.

AS ADOPTED by the Board of Directors on July 31, 2018.

Randy Lichtenberger, Acting Secretary  
Virginia Archaeology Charitable Trust

