

**PROPOSED**  
**AMENDED AND RESTATED**  
**BYLAWS**  
**OF**  
**ST. CROIX LANDMARKS SOCIETY, INC.**

**ARTICLE I**  
**OBJECTS AND PURPOSES**

**Section 1.1** The objects and purposes for which the Corporation is formed are:

- A. to further the understanding and appreciation by the public of the history and culture of St. Croix, and to generate active participation by members of all segments of the population of St. Croix in preserving the historic assets of St. Croix for further generations;
- B. to own or operate such facilities as may be appropriate for the furtherance of the purposes and objects set forth in these articles including, without limiting the generality of the foregoing, a museum, library, and archival collection of documents, items and artifacts;
- C. to further the dedication, holding and use of lands on the island of St. Croix as historic sites, open spaces and as conservation areas, and to acquire by purchase, grant, gift, bequest or in any other manner, and to hold in its own right or as custodian or otherwise such properties and to supervise the use of such properties;
- D. to acquire by purchase, grant, gift, bequest, or in any other manner, and to own, hold, lease, sell, encumber or otherwise dispose of real, personal and mixed property of any kind, for any of the objects or purposes of this Corporation;
- E. to carry on the business described above and any other related or unrelated business and activity in the Territory of the Virgin Islands, in any state, territory, district, or dependency of the United States, or in any foreign country;
- F. in general to do all, and everything necessary, proper and incidental to and for the accomplishment and attainment for the purposes enumerated, and to do any or all things herein set forth to the same extent as natural persons might do, either alone or in conjunction with any other persons, firms, associations, trust estate, agencies or corporations, and
- G. to specifically operate a revolving loan fund expressly for the purpose of purchase, renovation or otherwise improve properties of historic nature or value or *which* is located within a historic district.
- H. to have all of the powers enumerated in title 13 V.I.C. 493; provided, however, that anything herein contained to the contrary notwithstanding, upon the

dissolution of the Corporation, the Corporation's assets shall be distributed for an exempt purpose or for use in accordance with the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended from time to time, and the regulations issued thereunder.

## **ARTICLE II** **MEMBERS**

**Section 2.1** Qualification for Membership. Membership in the Corporation shall be open to all individual persons, corporations, partnerships, associations, and other legal entities, subject, however, to such limitations, including the payment of dues and assessments, as the Board of Trustees may, from time to time, determine.

**Section 2.2** Annual Meeting. The annual meeting of the Members of the Corporation shall be held each year during **the month of March** or as soon thereafter as is reasonably possible, on such date and at such place as the Board of Trustees shall decide, for the purpose of electing Trustees and for the transaction of any other corporate business that may come before the meeting.

**Section 2.3** Special Meetings. A special meeting of the Members may be called, at any time and for any purpose or purposes, by the Chairperson, by a Vice Chairperson, or by a majority of the Board of Trustees. A special meeting of the Members shall be called forthwith by the Chairperson, by a Vice Chairperson, by the Secretary, or by any Trustee of the Corporation upon the written request of Members entitled to cast at least twenty-five percent (25%) of all the votes entitled to be cast ~~at the meeting.~~ However, a special meeting need not be called to consider any matter that is substantially the same as a matter voted on at any special meeting of the Members held during the preceding twelve (12) months, unless requested by the Members entitled to cast a majority of all votes entitled to be cast ~~at the meeting.~~ Whenever a special meeting is called by written request of the Members, the request shall state the purpose or purposes of the meeting. Business transacted at any special meeting of Members shall be confined to the purpose or purposes stated in the notice of the meeting.

**Section 2.4** Place of Holding Meetings. All meetings of Members shall be held at the principal office of the Corporation, or elsewhere on the island of St. Croix, as may be designated by the Board of Trustees.

**Section 2.5** Notice of Meetings. Written notice of each meeting of the Members shall be given to each Member in accordance with Section 9.2 of these Bylaws, at least fourteen (14) days and not more than ninety (90) days before the meeting. The notice shall state the place, day, and hour at which the meeting is to be held; in the case of a special meeting, the notice also shall state briefly the purpose or purposes of that special meeting.

**Section 2.6** Quorum. Except as otherwise specifically provided by law at each meeting of the Members, the presence in person or by proxy of thirty (30) constitutes a quorum. If less than a quorum is in attendance at the time for which the meeting has been called, the meeting may be adjourned from time to time by a majority vote of the Members present in person or by

proxy, without any notice other than by announcement at the meeting, until a quorum is in attendance. At any adjourned meeting at which a quorum is in attendance, any business may be transacted that might have been transacted if the meeting had been held as originally called.

**Section 2.7** Conduct of Meetings. Each meeting of Members shall be presided over by the Chairperson of the Board of Trustees. ~~The Chairperson shall be the Chairperson of the Corporation or,~~ If the Chairperson is not present, a Vice Chairperson, or, if none of these Officers is present, a member of the Board of Trustees designated by the Chairperson shall preside over the meeting. The Secretary of the Corporation or, if the Secretary is not present, any Assistant Secretary shall act as secretary of the meeting; in the absence of the Secretary and any Assistant Secretary, the Chairperson of the meeting shall appoint a person to act as secretary of the meeting. At all meetings of Members, the provisions set forth in the current edition of Robert's Rules of Order, Newly Revised, shall be followed in all cases to which they are applicable and in which they are not in conflict with these Bylaws.

**Section 2.8** Voting.

A. A member must be in good standing (including current on all dues and assessments) to be entitled to vote.

B. At each meeting of the Members, every Member entitled to vote at the meeting has one (1) vote. This vote may be cast by the Member either in person or by written proxy signed by the Member or by the Member's duly authorized attorney in fact. Unless the written proxy expressly provides for a longer period, it shall bear a date not more than eleven (11) months prior to the meeting. The written proxy shall be dated, but ~~not~~ need ~~not~~ be sealed, witnessed or acknowledged.

C. Except as otherwise specifically provided by law, by the Charter of the Corporation, or by these Bylaws, all elections shall be had and all questions shall be decided by a majority of the votes cast at a duly constituted meeting. If the Chairperson of the meeting so determines, a vote by ballot may be taken upon any election or matter. A vote by ballot shall be taken upon the request of the Members entitled to cast at least ten percent (10%) of all the votes entitled to be cast on the election or matter.

D. The Chairperson of the meeting may appoint one or more tellers of election. In that event, the proxies and ballots shall be held by the tellers, and all questions as to the qualification of voters, the validity of proxies, and the acceptance or rejection of votes shall be decided by the tellers. If no teller is appointed, these duties shall be performed by the Chairperson of the meeting.

E. If a proxy does not specify another Member as the attorney-in-fact for the member using a proxy, the Secretary shall cast the proxy vote.

F. If a proxy does not specify the vote to be cast, it shall be counted as cast with the majority of votes in that matter or election.

**Section 2.9** Informal Action by Members. Any action required or permitted to be taken at any meeting of the Members may be taken without a meeting pursuant to the provisions of Title 13 V.I.C. Section 196, as from time to time amended.

### **ARTICLE III** **BOARD OF TRUSTEES**

**Section 3.1** General Powers. The property and business of the Corporation shall be managed under the direction of the Board of Trustees of the Corporation. Without limiting the generality of the foregoing, the Board of Trustees shall determine the policies of the Corporation and shall be responsible for the financial affairs of the Corporation and the maintenance of its ethical standards.

**Section 3.2** Responsibilities of Trustees. In addition to their fiduciary responsibilities, Trustees shall have the following responsibilities:

- (a) Attendance at the annual, regular and special Board of Trustees meetings.
- (b) Active service on at least one (1) Committee.
- (c) Involvement in projects and development work.
- (d) Participation in activities of the Society.
- (e) Work to promote and advance the mission of the Society.

**Section 3.3** Number and Term of Office. The number and term of Trustees shall be such number as may be designated from time to time by resolution of a majority of the entire Board of Trustees. However, the number of Trustees may not be less than fifteen. Trustees shall be Members and a majority of the Trustees shall have been residents of St. Croix for at least fifteen years. One third of the Trustees shall be elected each year at the annual meeting of Members for a term of three years, and, except as otherwise provided in these Bylaws, each Trustee shall serve until his or her successor is duly elected and qualifies.

**Section 3.4** Nomination and Election. All Members **in good standing** are eligible for election to the Board of Trustees and any Member may propose one or more other Members for consideration by the Nominating Committee, provided, however, that no Member shall be eligible to serve more than two consecutive terms on the Board of Trustees. The names of all Members proposed for election must be given to the Board no later than thirty days prior to the scheduled date of the next annual meeting of the Members for consideration by the Nominating Committee. The Nominating Committee shall propose ~~a slate of~~ Members for election to the Board of Trustees in the form of a report that is given at each annual meeting of the Members; provided, however, that any Member proposed in writing for election by ten or more Members shall automatically be included ~~in the slate~~. Nominations for election may be received from the floor if such nomination was submitted to the Board no later than thirty (30) days prior to the scheduled date of the ~~next~~ annual meeting of the Members, for consideration by the Nominating Committee, and the Nominating Committee does not include such nomination ~~in its slate of Members for election to the Board of Trustees (Rev. 3/9/02)~~. In the event there are more nominations for elections than available positions on the Board of Trustees, ~~election of Trustees shall be by cumulative voting;~~ those nominees receiving the most votes shall be elected. No

Member shall be eligible for nomination to the Board of Trustees unless such Member shall have consented, in writing, to such nomination.

**Section 3.5** Removal of Trustees. Except as otherwise provided in this Section and unless the Articles of Incorporation of the Corporation provide otherwise, the Members may remove any Trustee from office, with or without cause, by the affirmative vote of a majority of all the votes entitled to be cast for the election of Trustees.

**Section 3.6** Filing of Vacancies.

A. If a vacancy in the Board of Trustees results from the removal of a Trustee, the ~~Members~~ a majority of the entire Board of Trustees may elect a successor to fill that vacancy.

B. Except as otherwise provided in this Section,  
(i) if a vacancy in the Board of Trustees results from an increase in accordance with these Bylaws of the number of Trustees, a majority of the entire Board of Trustees may elect the person to fill that vacancy, and  
(ii) if a vacancy in the Board of Trustees results from any other cause whether by reason of a Trustee's death, resignation, disqualification, or otherwise, a majority of the remaining Trustees, whether or not sufficient to constitute a quorum, may elect a successor to fill that vacancy.

C. A Trustee elected to fill a vacancy shall serve out the remaining term and, thereafter, until his or her successor is duly elected and qualifies.

D. Any Trustee who fails, without prior notice and reasonable excuse, to attend three (3) consecutive regular meetings of the Board of Trustees shall be considered to have resigned and a vacancy declared.

**Section 3.7.** Annual and Regular Meetings. The annual meeting of the Board of Trustees shall be held immediately following the annual Members' meeting at which a Board of Trustees is elected. Regular meetings of the Board of Trustees may be held at least four times a year, without notice, at such time and place as determined from time to time by resolution of the Board. However, notice of every resolution of the Board fixing or changing the time and place for the holding of regular meetings of the Board shall be mailed to each Trustee at least ten (10) days before the first meeting held pursuant to that resolution. Any business may be transacted at the annual meeting and at any regular meeting of the Board.

**Section 3.8.** Special Meetings. A special meeting of the Board of Trustees may be called at any time and for any purpose or purposes, by the Chairperson or by a Vice Chairperson. A special meeting of the Board of Trustees shall be called forthwith by the Chairperson or by the Secretary upon the written request of four members of the Board of Trustees. Written notice of each special meeting of the Board of Trustees shall be given to each Trustee by mailing that notice, in accordance with Section 9.2 of these Bylaws, at least three (3) days before the meeting, or by telegraphing e-mailing (Rev. 4/06/04) or hand-delivering that notice at least one (1) day

before the meeting. ~~Any business~~ Only business relating to the purpose for the special meeting may be transacted at any special meeting of the Board. Any Trustee may, in writing, waive notice of the time, place and purposes of any special meeting.

**Section 3.9. Adjournment** Any meeting of the Board of Trustees whether an annual, regular, or special meeting may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of the reconvened meeting other than by announcement of the adjourned meeting.

**Section 3.10. Executive Session.** Executive Session may be held during any meeting of the Board, (annual, regular or special) for purposes of discussing confidential matters. A motion to go into Executive Session made and seconded and voted affirmatively by a majority of the Board Members present shall be required to enter Executive Session.

**Section 3.11. Place of Meeting and Offices.** The Board of Trustees may hold its meetings, have one or more offices, and keep the books of the Corporation at such place or places, on the island of St. Croix, as determined from time to time by resolution of the Board of Trustees or by written consent of all of the Trustees.

**Section 3.12 Conduct of Meetings.** Each meeting of the Board of Trustees shall be presided over by the Chairperson. If the Chairperson is not present, a Vice Chairperson, or, if none of these Officers is present, a member of the Board of Trustees designated by the Chairperson shall preside over the meeting. The Secretary or, if the Secretary is not present, any Assistant Secretary shall act as secretary of the meeting; in the absence of the Secretary and any Assistant Secretary, the Chairperson of the meeting shall appoint a person to act as secretary of the meeting. At all meetings of the Board of Trustees, the provisions set forth in Robert's Rules of Order, Revised, shall be followed in all cases to which they are applicable and in which they are not in conflict with these Bylaws.

**Section 3.13. Attendance at Meetings.** Members of the Board of Trustees or a committee of the Board of Trustees may participate in a meeting (annual, regular or special) by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. ~~and~~ Such participation in a meeting shall be deemed to constitute presence in person at such meeting. However, only physical presence shall be allowed at an Executive Session. Proxies shall not be allowed or used at any meeting of the Board of Trustees.

**Section 3.14. Quorum.** At each meeting of the Board of Trustees, the presence of ~~ten~~ (10) ~~six eight (Rev. 3/9/02) (Rev. 10/17/06)~~ Trustees constitutes a quorum for the transaction of business. If less than a quorum is present at any meeting, a majority of those present may adjourn the meeting from time to time. Except as otherwise specifically provided by law, by the Charter of the Corporation, or by these Bylaws, the act of a majority of the Trustees present at any meeting at which there is a quorum constitutes the act of the Board of Trustees.

**Section 3.15. Compensation of Trustees.** Trustees shall not receive any stated salary for their services as such. However, each Trustee is entitled to receive from the Corporation

reimbursement of such legitimate expenses as may be incurred by the Trustee. Nothing contained in this Section shall be construed to preclude any Trustee from serving the Corporation in any other capacity and receiving compensation for that service.

**Section 3.16. Emergency Action** When an emergency situation arises, and there is not the ability to get a quorum or the time to call a special meeting, the Chairperson may, upon an affirmative vote of a majority of the Board Members during a telephone poll of all Board Members, take emergency action. Such emergency action must be ratified at the next meeting of the Board.

**Section 3.17. Informal Action by Trustees.** Any action required or permitted to be taken at any meeting of the Board of Trustees or of any committee of the Board may be taken without a meeting pursuant to the provisions of Title 13 V.I.C. Section 67(b), as from time to time amended.

## **ARTICLE IV** **OFFICERS**

**Section 4.1 Election, Tenure, and Compensation.** The Officers of the Corporation shall be a Chairperson, a Vice Chairperson, a Secretary, and a Treasurer. The Corporation shall have such other Officers, e.g., ~~one or more additional Vice Chairpersons and~~ one or more Assistant Secretaries or Assistant Treasurers as the Board of Trustees from time to time considers necessary for the proper conduct of the business of the Corporation. All Officers shall be elected by the Board of Trustees and shall serve at the pleasure of the Board. ~~The Chairperson may~~ Each officer must *(rev. 10/07/06)* be a Trustee. ~~All other Officers may, but need not be Trustees.~~ Any two or more offices, except those of Chairperson and Vice Chairperson, may be held by the same person; however, no Officer may execute, acknowledge, or verify any instrument in more than one capacity if that instrument is required by law or by these Bylaws to be executed, acknowledged, or verified by two or more Officers. The Officers shall serve without any stated compensation; however, the Corporation may, pursuant to a resolution of the Board of Trustees reimburse any Officer for expenses reasonably incurred by such Officer on behalf of the Corporation. Except where otherwise expressly provided in a contract duly authorized by the Board of Trustees, all Officers, agents, and employees of the Corporation are subject to removal at any time by the Board of Trustees and shall hold office at the discretion of the Board of Trustees or of the Officers appointing them.

**Section 4.2. Powers and Duties of the Chairperson.** The Chairperson shall be the Chief Executive Officer of the Corporation and shall have general charge and control of all its business affairs and properties. The Chairperson shall preside at all meetings ~~of the Members. The Chairperson may be a member of the Board of Trustees and, if a member, (revised 10/17/06) shall preside at all meetings of the Board of Trustees unless the Board of Trustees, by a majority vote of a quorum of the Board, elects a Chairperson other than the Chairperson to preside at meetings of the Board of Trustees. (revised 10/17/06).~~ The Chairperson shall sign and execute all authorized bonds, contracts, or other obligations in the name of the Corporation. The

Chairperson shall have the general powers and duties of supervision and management usually vested in the office of Chairperson of a corporation. The Chairperson shall be ex-officio a voting member of all standing committees. The Chairperson shall perform such other duties as from time to time are assigned to the Chairperson by the Board of Trustees.

**Section 4.3. Powers and Duties of the Vice Chairperson.** ~~The Board of Trustees shall appoint one or more Vice Chairpersonmen. Each~~ The Vice Chairperson (except as otherwise provided by resolution of the Board of Trustees) shall have the power to sign and execute all authorized bonds, contracts, or other obligations in the name of the Corporation as authorized by the Board of Trustees in the absence of the Chairperson. ~~Each~~ The Vice Chairperson shall have such other powers and shall perform such other duties as from time to time are assigned to that Vice Chairperson by the Board of Trustees or by the Chairperson. In case of the absence or disability of the Chairperson, the duties of that office shall be performed by ~~a~~ the Vice Chairperson; ~~the taking of any action by any Vice Chairperson in place of the Chairperson shall be conclusive evidence of the absence or disability of the Chairperson.~~

**Section 4.4. Secretary.** The Secretary shall give, or cause to be given, notice of all meetings of Members and Trustees and all other notices required by law or by these Bylaws. The Secretary shall record all of the proceedings of the meetings of the Members and of the Trustees in books provided for that purpose and shall perform such other duties as from time to time are assigned to the Secretary by the Board of Trustees or the Chairperson. The Secretary shall attest to or witness all instruments executed by or on behalf of the Corporation requiring same. In general, the Secretary shall perform all the duties generally incident to the office of secretary of a corporation, subject to the control of the Board of Trustees and the Chairperson.

**Section 4.5. Treasurer.** The Treasurer shall have custody of all the funds and securities of the Corporation and shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. The Treasurer shall deposit all of the Corporation's money and other valuables in the name and to the credit of the Corporation in such depository or depositories as from time to time designated by the Board of Trustees. The Treasurer shall disburse the funds of the Corporation as ordered by the Board of Trustees, taking proper vouchers for those disbursements. The Treasurer shall render to the Chairperson and the Board of Trustees, whenever either of them so requests, an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation. If required by the Board of Trustees, the Treasurer shall give the Corporation a bond, in a sum and with one or more sureties satisfactory to the Board of Trustees, for the faithful performance of the duties of his or her office and for the restoration to the Corporation, in case of his or her death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and other property belonging to the Corporation, of whatever kind, in his or her possession or under his or her control. In general, the Treasurer shall perform all the duties generally incident to the office of treasurer of a corporation, subject to the control of the Board of Trustees and the Chairperson.

**Section 4.6. Assistant Secretary.** The Board of Trustees or the Chairperson may appoint one or more Assistant Secretaries. Each Assistant Secretary (except as otherwise provided by resolution of the Board of Trustees) shall have the power to perform all duties of the Secretary in the absence or disability of the Secretary and shall have such other powers and shall

perform such other duties as from time to time are assigned to that Assistant Secretary by the Board of Trustees or the Chairperson. In case of the absence or disability of the Secretary, the duties of that office shall be performed by an Assistant Secretary; ~~the taking of any action by any Assistant Secretary in place of the Secretary shall be conclusive evidence of the absence or disability of the Secretary.~~

**Section 4.7.** Assistant Treasurer. The Board of Trustees may appoint one or more Assistant Treasurers. Each Assistant Treasurer (except as otherwise provided by resolution of the Board of Trustees) shall have the power to perform all duties of the Treasurer in the absence or disability of the Treasurer and shall have such other powers and shall perform such other duties as from time to time are assigned to that Assistant Treasurer by the Board of Trustees or the Chairperson. In the case of absence or disability of the Treasurer, the duties of that office shall be performed by an Assistant Treasurer; ~~the taking of any action by any Assistant Treasurer in place of the Treasurer shall be conclusive evidence of the absence or disability of the Treasurer.~~

**Section 4.8.** Subordinate Officers. The Corporation may have such subordinate officers as the Board of Trustees from time to time deems advisable. Each subordinate officer shall hold office for such period and shall perform such duties as from time to time are prescribed by the Board of Trustees, the Chairperson, or the committee or officer designated pursuant to this article.

## **ARTICLE V**

### **EXECUTIVE DIRECTOR**

**Section 5.1.** Appointment and Duties. The Board of Trustees may appoint an Executive Director who, acting under the authority and control of the Chairperson, shall be the Chief Operating Officer of the Corporation. The Executive Director shall attend all meetings of the Board of Trustees but shall have no vote.

**Section 5.2.** Compensation. The Executive Director shall receive such compensation as the Board of Trustees shall establish.

**Section 5.3.** Annual Report. The Executive Director shall present, at the annual meeting of Members a full report accounting for the administration of his or her duties and the operation of the Corporation for the preceding year. A summary of this report shall be mailed to the membership with the notice of annual meeting.

## **ARTICLE VI**

### **BANK ACCOUNTS AND LOANS**

**Section 6.1.** Bank Accounts.

A. Such officers or agents of the Corporation as from time to time have been designated by the Board of Trustees shall have authority to deposit any funds of

the Corporation in such financial institutions as from time to time have been designated by the Board of Trustees. Such Officers or agents of the Corporation as from time to time have been designated by the Board of Trustees shall have authority to withdraw any or all of the funds of the Corporation so deposited in a financial institution, upon checks, drafts, or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of the Corporation, and made or signed by those designated Officers or agents.

B. From time to time the Corporation shall certify to each financial institution in which funds of the Corporation are deposited, the signatures of the Officers or agents of the Corporation authorized to draw against these funds. Each financial institution with which funds of the Corporation are deposited is authorized to accept, honor, cash, and pay, without limit as to amount, all checks, drafts, or other instruments or orders for the payment of money, when drawn, made, or signed by Officers or agents so designated by the Board of Trustees, until the financial institution has received written notice that the Board of Trustees has revoked the authority of those Officers or agents.

C. If the Board of Trustees fails to designate the persons by whom checks, drafts, and other instruments or orders for the payment of money may be signed, as provided in this Section, all checks, drafts, and other instruments or orders for the payment of money shall be signed by the Chairperson or a Vice Chairperson and countersigned by the Secretary or Treasurer or by an Assistant Secretary or Assistant Treasurer of the Corporation.

## **Section 6.2. Loans.**

A. Such Officers or agents of the Corporation as from time to time have been designated by the Board of Trustees shall have authority

(i) to effect loans, advances, or other forms of credit at any time or times for the Corporation, from such banks, trust companies, institutions, corporations, firms, or persons, in such amounts and subject to such terms and conditions, as the Board of Trustees from time to time has designated; and

(ii) as security for the repayment of any loans, advances, or other forms of credit so authorized to assign, transfer, endorse, and deliver, either originally or in addition or substitution, any or all personal property, real property, stocks, bonds, deposits, accounts, documents, bills, accounts receivable, and other commercial paper and evidences of debt or other securities, or any rights or interests at any time held by the Corporation; and

(iii) in connection with any loans, advances, or other forms of credit so authorized, to make, execute, and deliver one or more notes, mortgages, deeds of trust, financing statements, security agreements, acceptances, or written obligations of the Corporation, on such terms and with such provisions as to the security or sale or

disposition of them as those Officers or agents deem proper; and (iv) to sell to, or discount or rediscount with, the banks, trust companies, institutions, corporations, firms, or persons making those loans, advances, or other forms of credit, any and all commercial paper, bills, accounts receivable, acceptances, and other instruments and evidences of debt at any time held by the Corporation, and, to that end, to endorse, transfer, and deliver the same.

B. From time to time the Corporation shall certify to each bank, trust company, institution, corporation, firm, or person so designated, the signatures of the Officers or agents so authorized. Each bank, trust company, institution, corporation, firm, or person so designated is authorized to rely upon such certification until it has received written notice that the Board of Trustees has revoked the authority of those Officers or agents.

## **ARTICLE VII** **INDEMNIFICATION**

**Section 7.1.** Indemnification to Extent Permitted by Law. The Corporation shall indemnify to the full extent permitted by law any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that the person is or was a Trustee, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, or is or was serving at the request of the Corporation as a trustee or administrator or in any other fiduciary capacity under any pension, profit sharing, or other deferred compensation plan, or under any employee welfare benefit plan of the Corporation, **if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Society and, with respect to criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.**

**Section 7.2.** Payment of Expenses in Advance of Final Disposition of Action. Expenses (including attorneys' fees) incurred in defending a civil, criminal, administrative, or investigative action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding, on the conditions and to the extent permitted by law.

**Section 7.3.** Non Exclusive Right to Indemnity: Inures to Benefit of Heirs and Personal Representatives. The rights of indemnification set forth in this Article are in addition to all rights to which any Trustee, Officer, employee, agent, trustee, administrator, or other fiduciary may be entitled as a matter of law, and shall continue as to a person who has ceased to be a Trustee, Officer, employee, agent, trustee, administrator, or other fiduciary, and shall inure to the benefit of the heirs and personal representatives of that person.

**Section 7.4. Insurance.** The Corporation may purchase and maintain insurance on behalf of any person who is or was a Trustee, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, or is or was serving at the request of the Corporation as a trustee or administrator or in any other fiduciary capacity under any pension, profit sharing, or other deferred compensation plan, or under any employee welfare benefit plan of the Corporation, against any liability asserted against and incurred by that person in any such capacity, or arising out of that person's status as such, whether or not the corporation would have the power or would be required to indemnify that person against that liability under the provisions of this Article or the laws of this Territory.

**Section 7.5. Certain Persons not to Indemnified.** Notwithstanding the provisions of this Article, the Corporation may not indemnify any bank, trust company, investment adviser, or actuary against any liability which that entity or person may have by reason of acting as a "fiduciary" of any employee benefit plan (as that term is defined in the Employee Retirement Income Security Act, as amended from time to time) established for the benefit of the Corporation's employees.

## **ARTICLE VIII** **COMMITTEES**

**Section 8.1. Executive Committee.** ~~By resolution of a majority of the entire Board of Trustees, the Board shall appoint an~~ The executive committee shall consist of ~~four or more Members who shall be~~ of the Chairperson, Vice Chairperson, Secretary and Treasurer. The Executive Committee may exercise all of the powers and authority of the Board of Trustees between meetings of the Board, except the power or authority to recommend to the Members any action requiring Member approval or to fill vacancies in the Board of Trustees or in the Executive Committee's own membership. Vacancies in the Executive Committee shall be filled by the Board of Trustees. The Executive Committee shall meet at stated times or on notice to all of its members by any one of its members. It shall fix its own rules of procedure. Unanimous vote or consent shall be necessary in every case. The Executive Committee shall keep regular minutes of its proceedings and report those proceedings to the Board of Trustees. Without limiting the generality of the foregoing, the Executive Committee is specifically authorized to execute customary banking resolutions for corporate accounts and for borrowing.

**Section 8.2. Nominating Committee.** The ~~Board of Trustees~~ Chairperson shall appoint a Nominating Committee consisting of three Trustees for the purpose of considering the eligibility and qualifications of all Members nominated for election to the Board of Trustees in advance of the annual meeting of Members. The Nominating Committee shall prepare and present a report that includes ~~a recommended slate of~~ nominees to fill each position on the Board of Trustees scheduled to become vacant as of the next annual meeting. ~~In addition the report~~ and shall include the names of all other Members that have been proposed and qualified for election to the Board of Trustees from whom a written consent to such nomination has been received. A copy of this report shall be mailed to all Members together with the notice of the annual meeting. ~~The Nominating Committee shall also prepare and present to the Board of Trustees a report that includes recommended nominees to fill each position on the Advisory Board.~~

**Section 8.3.** Amendments Documents Committee. The ~~Board of Trustees~~ Chairperson shall appoint ~~an Amendments a Documents~~ a Documents Committee ~~consisting of two or more Trustees~~ that shall have the responsibility of reviewing and proposing updates to documents of the corporation, including, but not limited to, these Bylaws, ~~and~~ the Articles of Incorporation of the Corporation, Policies & Procedures Manual, and Employee Handbook. The ~~Amendments Documents~~ Committee shall prepare and deliver a report on its activities to the Board of Trustees at least every two years.

**Section 8.4.** Finance Committee. The Chairperson shall appoint a Finance Committee that shall have the responsibility of assisting the Treasurer and Executive Director in the preparation of the annual budget, review the financial dealings of the Society and make arrangements for and assist in any audits.

**Section 8.5.** Fundraising/Events Committee. The Chairperson shall appoint a Fundraising/Events Committee that shall have the responsibility of developing, reviewing, producing and executing fundraising programs and events.

**Section 8.6.** Public Relations Committee The Chairperson shall appoint a Public Relations Committee that shall have the responsibility of developing, reviewing, approving and disseminating all media and direct mass mail communications and/or advertisements.

**Section 8.7.** Additional Committees. By resolution of the entire Board of Trustees, the Board may designate one or more additional committees, ~~each committee to consist of two or more Trustees.~~ To the extent provided in the resolution, each committee may exercise all of the powers and authority granted to it by ~~of~~ the Board of Trustees, except the power or authority to recommend to the Members any action requiring Member approval, to alter or amend these Bylaws, to approve any merger or share exchange not requiring Member approval, or to fill vacancies in the Board of Trustees or in the committee's own membership. Vacancies in a committee shall be filled by the ~~Board of Trustees~~ Chairperson. Each committee shall have the name designated from time to time by resolution of the Board of Trustees.

**Section 8.8.** Committee Membership Each committee shall consist of at least two (2) Trustees appointed by the Chairperson, unless otherwise specified in these By-laws or in the authorizing resolution. The Chairperson shall appoint a Chairperson for the committee. In addition to the required trustees, the Chairperson may appoint Members and/or employees to also be on a committee.

## **ARTICLE IX** **ADVISORY BOARD**

**Section 9.1.** Advisory Board. The Advisory Board is established to provide historical perspective and guidance to the Board of Trustees in accordance with the mission of the Society.

**Section 9.2.** Membership. The Advisory Board shall consist of no fewer than three (3) people.

- (a) Members of the Advisory Board shall be nominated by the Nominating Committee and shall be appointed after receiving an affirmative vote of a majority of all Board of Trustees Members.
- (b) Advisory Board Members must be former Board of Trustees Members, Community Leaders, or Society Members with a distinguished record of service.

**Section 9.3. Term.** Advisory Board members shall serve at the pleasure of the Board of Trustees.

**Section 9.4. Meetings.** The Advisory Board shall meet no less than annually. Members of the Advisory Board may attend Board of Trustees meetings and may be invited to attend Executive Committee meetings. Advisory Board Members shall have no voting rights in either the Board of Trustees meetings or the Executive Committee meetings.

**Section 9.5. Duties.** The Advisory Board shall offer advisory opinions, counsel and guidance as to historical perspective of the organization, directional assistance and special expertise.

## **ARTICLE X**

### **MISCELLANEOUS PROVISIONS**

**Section 10.1. Fiscal Year.** The fiscal year of the Corporation shall be **October 1 through September 30.** ~~such as has been duly designated by the Board of Trustees.~~

**Section 10.2. Notices.**

A. Except as otherwise provided by law or these Bylaws, whenever notice is required by law or these Bylaws to be given to any Member, Trustee, or Officer, it shall be construed to mean either

- (i) Written notice personally served against written receipt at the address that appears for that person on the books of the Corporation, or
- (ii) written notice transmitted by mail, by depositing the notice in a post office or letter box, in a postpaid sealed wrapper, addressed to the Member, Trustee, or Officer at the address that appears for that person on the books of the Corporation or, in default of any other address for a Member, Trustee, or Officer, at the general post office situated in the city or county of his or her residence, which notice shall be deemed to be given at the time it is thus mailed.

B. All notices required by law or these Bylaws shall be given by the Secretary of the Corporation. If the Secretary is absent or refuses or neglects to act, the notice may be given ~~to~~ by any person directed to do so by the Chairperson or, with respect to any meeting called pursuant to these Bylaws upon the request of any Members or Trustees, by any person directed to do so by the Members or Trustees upon whose request the meeting is called.

C. Any Member, Trustee, or Officer may waive any notice required to be given under these Bylaws.

D. Attendance at any meeting by a Member, Trustee, or Officer shall be deemed a waiver for that individual of required notice for that meeting.

**Section 10.3. General Counsel.** The Board of Trustees may appoint a general counsel to have dominion over all matters of legal import concerning the Corporation. It shall be the duty of the Officers and Trustees to consult from time to time with the general counsel (if one has been appointed) as legal matters arise. The general counsel shall be given notice of all meetings of the Board of Trustees, in the manner provided in Section 3.5 and 3.6 of the Bylaws, and the general counsel shall be accorded the opportunity to attend those meetings for the purpose of consulting with and advising the Board of Trustees on any matters of a legal nature. The general counsel of the Corporation shall be subject to removal and replacement by the Board of Trustees. **Due to possible conflicts, the General Counsel may not be a Trustee.**

**Section 10.4. Corporate Seal.** The Board of Trustees may provide a suitable seal, bearing the name of the Corporation, which shall be in the charge of the Secretary. The Board of Trustees may authorize one or more duplicate seals and provide for their custody. Regardless of whether a seal is adopted by the Board of Trustees, whenever the Corporation is required to place its corporate seal on a document, it shall be sufficient to meet the requirements of any law, rule, or regulation relating to a corporate seal to place the word “(seal)” adjacent to the signature of the person authorized to sign the document on behalf of the Corporation.

**Section 10.5. Books and Records.** The Corporation shall keep correct and complete books and records of its accounts and transactions and minutes of the proceedings of its Members and Board of Trustees and of any other committees when exercising any of the powers or authority of the Board of Trustees. The books and records of the Corporation may be in written form or in any other form that can be converted within a reasonable time into written form for visual inspection. Minutes shall be recorded in written form, but may be maintained in the form of a reproduction.

**Section 10.6. Bonds.** The Board of Trustees may require any Officer, agent, or employee of the Corporation to give a bond to the Corporation, conditioned upon the faithful discharge of his or her duties, with such surety and in such amount as is satisfactory to the Board of Trustees.

**Section 10.7. Severability.** The invalidity of any provision of these Bylaws shall not affect the validity of any other provision, and each provision shall be enforced to the extent permitted by law.

**Section 10.8. Gender.** Whenever used in these Bylaws, the masculine gender includes all genders, **and where appropriate the singular shall include the plural and visa versa.** .

## **ARTICLE X** **AMENDMENTS**

These Bylaws, or any provision of them, may be amended, altered, supplemented, at any annual or special meeting of the Members, for which the notice of that special meeting stated the substance of the proposed amendment, alteration, supplement, or repeal, upon the affirmative vote of two-thirds of the Members **present, in person or by proxy, and voting.**

*~~Note 1: These Bylaws have been reviewed as of March 2, 2001, by former Chairperson Roy Adams and by incoming Chairperson Bill Gilbert and corrections made for typographical or grammatical errors without changing the substance of the Bylaws. The text from which the corrections were made is available in the files of the Corporation for comparison.~~*

*~~Note 2: Amendments to articles 3.3 and 3.9 were approved by the members at the annual meeting of March 9, 2002.~~*

*~~Note 3: It was approved at the March 6, 2004 Annual meeting to change "Chairpersonman" to "Chairperson" throughout the entire By-Laws document.  
September 20, 2006~~*