

**Bylaws of the**  
**Friends of Fairfax County Archaeology and Cultural Resources**  
**Dated April 5, 2011 As Amended December 1, 2012**

**Article I - Name:** Friends of Fairfax County Archeology and Cultural Resources (FOFA), a non-profit organization

**Article II - Purpose:** To support the understanding and appreciation of Fairfax County's cultural resources through archeology and historic preservation, and to befriend and support the Cultural Resource Management and Protection Section (CRMP) of the Fairfax County Park Authority.

The goals of the organization will be:

**Section A - Support community education programs** to develop a wider knowledge and appreciation of Fairfax County's history and efforts to discover and preserve it.

**Section B** - Encourage participation in volunteer opportunities related to the organization's purpose.

**Section C** - Serve as an advocate for archeology and historical preservation within Fairfax County.

**Section D** - Communicate to the public the need for archaeological and historic preservation activities.

**Section E** - Develop human and financial resources, including the support of internships.

**Section F** - Maintain contact with other organizations sharing similar goals.

**Article III - Members:**

**Section A - Classes:** There will be one (1) class of members. Each member will have one (1) vote. Voting by proxy will not be permitted.

**Section B - Admission:** Membership will be by application and payment of dues submitted to the Treasurer.

**Section C - Eligibility:** Any person in sympathy with the purpose of the organization as stated in Article II of these Bylaws will be eligible for membership.

#### **Article IV - Board of Directors:**

**Section A - Composition of the Board:** The affairs of the organization will be managed by a Board of Directors composed of not more than seven (7) individuals elected at the annual meeting, four of whom are officers and three are At-large Directors. In addition, one ex-officio member will be designated from the Fairfax County History Commission and one member will be designated from the CRMP. Additional ex-officio members may be designated from other regional history or archeology groups. Ex-officio members will not be eligible to vote or to hold any of the offices defined below.

**Section B - Election Term:** Members of the Board of Directors will be elected at the annual membership meeting and will serve for a term of one (1) year commencing on the first day of January following the annual membership meeting. ~~No Director may serve more than three (3) consecutive one (1) year terms.~~ Candidates must receive at least a majority of the votes cast to be elected.

**Section C - Board Budget Action:** Before the annual meeting, the Board of Directors will review and approve a proposed budget developed by the Budget Committee. This budget will be presented for ratification by a majority of votes cast by the membership at the annual meeting.

**Section D - Special Board Nominations:** The Board of Directors will notify the membership and request nominations for additional new Board members should the number of Directors fall below a quorum of four members.

**Section E - Reports to the Membership:** The Board will communicate periodically to the membership.

#### **Article V - Officers and Duties:**

**Section A - Officers:** President, Vice-President, Secretary, Treasurer and such additional officers as the Board of Directors deems desirable.

## **Section B - Election and Term:**

Each officer will be elected at the annual membership meeting to serve for a term of one (1) year commencing on the first day of January following the annual membership meeting. Officers will be members of the Board of Directors. Candidates for the elected positions must receive at least a simple majority of the votes cast to be elected.

## **Section C - Duties and Responsibilities:**

1. The **President** will call and preside over all meetings of the members and the Board of Directors. The President will act as Chair of the Board and with the Board's approval appoint chairpersons to any committee as designated by the Board.
2. The **Vice-President** will assume all duties of the President in the event that the President cannot fulfill his or her duties as stated in Section C 1. The Vice-President will be responsible for overseeing fundraising.
3. The **Secretary** will maintain the records of the organization including the minutes of all meetings and the organization's current member mailing list.
4. The **Treasurer** will be responsible for the following:
  - a. Opening of bank accounts on behalf of the organization.
  - b. Keeping the organization's financial records with detailed accounts of receipts and expenditures.
  - c. Presenting a financial status report to the Board of Directors at each of that body's meetings.
  - d. Presenting an annual budget for approval by the Board of Directors prior to the annual meeting.
  - e. Presenting the approved budget at the annual meeting.
  - f. Making an annual financial report available to the members during the first quarter of each year.



## **Article VI - Fiscal Year and Officer Succession**

**Section A - Fiscal Year:** The fiscal year of the organization will be the calendar year, January 1 to December 31.

**Section B - Officer Succession:** Each elected officer, at the conclusion of his or her term, will cooperate fully in transferring responsibilities to the successor in that office. In the event that an officer or Board member is unable to complete his or her term, the Board is authorized to designate an interim replacement.

## **Article VII - Committees:**

**Section A - Nominating Committee:** The Nominating Committee will consist of at least one (1) Presidential appointee and at least two (2) persons appointed by the Board of Directors from the organization's members.

1. The Nominating Committee will be established no later than Labor Day of each year.
2. All nominations for officers and At-large Directors will be submitted to the Secretary in a timely manner prior to the annual meeting so that they can be included in the announcement of the annual meeting.

**Section B - Financial Review Committee:** A committee will be established annually by the Board of Directors to perform a non-fee review of the organization's financial records. The Committee will be composed of one (1) or two (2) non-Board members with appropriate skills. Following the review, the Committee will submit a letter to the Board stating steps taken, results and recommendations.

**Section C - Budget Committee:** The Budget Committee will consist of the Treasurer and one or two people appointed by the Board of Directors from the organization's members.

1. The Budget Committee will be established no later than Labor Day.
2. The annual budget will be submitted to the Secretary in a timely manner prior to the annual meeting so it can be included in the announcement of the annual meeting.

**Section D- Ad Hoc Committees:** Ad Hoc Committees will be established by the Board of Directors from time-to-time as deemed necessary to further the goals of the organization. Committee members may be chosen from the full membership of the organization. Those committee chairs who are not elected Board members will be requested to attend Board of Director meetings as deemed necessary by the President.

#### **Article VIII - Meetings:**

**Section A - Board Meetings:** The Board of Directors will schedule regular meetings. A quorum will consist of four of the Board members. Voting by proxy at Board meetings will not be permitted. The Board may call a special meeting as deemed necessary, provided notice of such meeting and its purpose is distributed to all Board members at least seven (7) days in advance. The membership will be notified of Board meetings. ✓

**Section B - Committee Meetings:** All committees will meet subject to the call of the chair of the committee.

**Section C - Annual Meeting:** The annual meeting of the organization will be held on a date agreed upon by the Board of Directors for the purpose of electing successor Officers and Directors, presenting the annual budget, and any other matters of interest to the members. If possible, the annual meeting will be held during October, Virginia Archaeology Month.

*or Nov.*  
**Section D - Robert's Rules:** Any disputes will be resolved and governed by *Robert's Rules of Order, Revised Edition*.

#### **Article IX - Finances:**

**Section A - Dues:** The Board of Directors will set the annual dues for membership. Membership dues for the following year will be ratified by the members at the annual meeting.

**Section B - Dues Period:** Membership dues will be paid annually.

**Section C - Late Dues:** Any person who is more than three (3) months in arrears will become an inactive member with the loss of membership privileges.



**Section D - Non-Budgeted Disbursements:** Before any disbursement of funds not included in the approved budget, members of the Board of Directors will review the funding request, make changes as necessary, and approve or disapprove the result. Approval will require a majority vote.

**Section E – Financial Account(s) Signatories:** The Treasurer, the President, and one other member of the Board of Directors will be empowered to act as signatories on all of the organization's financial accounts. For disbursements under the amount of \$501, only the Treasurer's signature is required. For disbursements over the amount of \$500, the Treasurer and one additional signatory must sign the check.

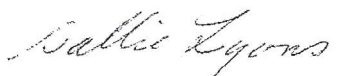
**Article XI – Dissolution:** Should the Board of Directors determine that the purposes outlined above no longer serve the best interests of the organization, they may recommend to the General Membership that the organization be dissolved. Upon a vote of the General Membership, the organization shall be dissolved and any remaining assets shall be transferred to the Northern Virginia Chapter of the Archaeological Society of Virginia. If that organization no longer exists, any remaining assets shall be transferred to XXX Fund for the benefit of the CRMP and administered by the the Fairfax County Park Authority.

**Article XI – Exempt Activities:** Notwithstanding any provision in these by-laws or in the corporation's Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by aan organization exempt from the Federal income tax provisions under Section 501 (c)(3) of the Internal Revenue Code, as amended.

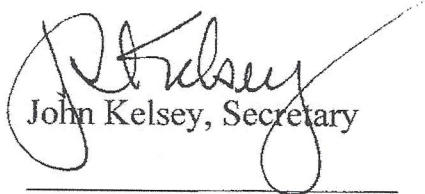
**Article X - Amendments:** Recommendations for amendments to these Bylaws will be subject to majority approval of the membership at the annual meeting after review and approval of the proposal(s) by the Board of Directors. Approved amendments will become effective immediately upon approval.

**Article XI – Tenor of the Organization:** The Board of Directors will conduct themselves and thereby the organization in such a way as to facilitate a spirit of camaraderie and good fellowship among the members. The organization cannot succeed in its purpose without friendship and cooperation among its members. informality and amicability should serve as guiding principles for the Board.

These By-laws of FOFA have been considered and approved by the Board of Directors at a regularly scheduled meeting held on April 5, 2011.



Sallie Lyons, President



John Kelsey, Secretary

<sup>1</sup> This provision of Article IV, Section B was removed from the bylaws by the unanimous vote of members present at the FOFA 2012 Annual Meeting, 1 December 2012.