

## BYLAWS

### THE IRISH-AMERICAN SOCIETY OF TIDEWATER, VIRGINIA, INC.

Revision November 2016

#### 1. ARTICLE I: NAME AND ORIGIN

1.1 Section 1. The name of this organization shall be: The Irish-American Society of Tidewater, Virginia, Inc.

1.2 Section 2. The Irish-American Society of Tidewater was established on Monday, June 16, 1980 by Eileen A. Ryan. The second organizational meeting was held Thursday, July 17, 1980. Those attending were James Allen and Marigrace Thomas. The Irish-American Society of Tidewater, Virginia, Inc. was incorporated in Virginia on May 31, 2006.

#### 2. ARTICLE II: PURPOSE

2.1 Section 1. The purpose of this Society is to promote the welfare, preserve the heritage and advance the education of Irish culture through the use of public activities including music, art history, folklore, dance, literature, athletics, and all other things distinctively Irish among interested persons in the Tidewater, Virginia area and to cooperate with all like-minded persons, groups, and organizations both here and abroad.

2.2 Section 2. The Society is organized exclusively for educational purposes, including, for such purposes, the making of distributions that qualify as exempt organizations under section 501(c)3 of the Internal Revenue Code.

2.3 Section 3. No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Society shall not carry on any other activities not permitted to be carried on (a) by an entity exempt from federal income tax under section 501(c)3 of the Internal Revenue Code or (b) by an entity, contributions to which are deductible under section 170(c)2 of the Internal Revenue Code.

2.4 Section 4. In order to promote Irish culture, the Society will continue to specifically support these traditions: Color Guard, Irish Princesses and other honorees, Finnegan's Wake and the St. Patrick's Day Parade.

#### 3. ARTICLE III: MEMBERSHIP

3.1 Section 1. Membership shall be open to persons of Irish birth or ancestry as well as those persons who have an interest in Irish history and culture.

3.2 Section 2. Family membership shall be open to members, their spouses, and their children residing at the home address.

3.3 Section 3. Voting members shall be those persons, 18 years of age and older, who have paid current dues.

#### 4. ARTICLE IV: MEETINGS

4.1 Section 1. A corporate annual meeting will be held in May of each year.

4.2 Section 2. General meetings shall be held regularly at a place fixed by the Executive Board.

4.3 Section 3. Proper notice of a special meeting shall be mailed to the membership to arrive a least one week prior to the meeting. Any such notice shall contain the time and place of the meeting and shall contain the purpose of said meeting.

4.4 Section 4. A quorum shall consist of at least twenty-five (25) members in good standing, present at a scheduled membership meeting.

4.5 Section 5. All meetings shall be conducted according to Robert's Rules of Order, Revised. Failure to strictly follow Robert's Rules of Order, Newly Revised, shall not invalidate any action taken at any meeting.

#### 5. ARTICLE V: EXECUTIVE BOARD

5.1 Section 1. The Executive Board will consist of the officers of the Society and the immediate past President.

5.2 Section 2. Executive Board members shall be elected or appointed at the May meeting of each even-numbered year and shall serve for two (2) years or until their successors are elected, unless sooner removed or resigned.

5.3 Section 3. Standing Committees consist of Hospitality, Nominating (when appointed by the President), Publicity, Membership, and Parades. Special committees may be appointed by the President for such other purposes as necessary.

5.4 Section 4. Meetings of the Executive Board shall be held monthly.

5.5 Section 5. A quorum shall consist of a majority of the Executive Board members actually serving at the time of the meeting.

5.6 Section 6. Any vacancy arising in the Executive Board between general meetings may be filled by the remaining Board members pending approval by the full membership at the next general meeting.

5.7 Section 7. If any Board member fails to attend two consecutive meetings of the Executive Board, unless attendance is prevented by illness or other justifiable reason, his or her office may be vacated and the vacancy filled at the third meeting of the Executive Board pending approval by the membership at the next general meeting.

## 6. ARTICLE VI: OFFICERS

6.1 Section 1. The Officers of the Society will include President, Vice-President, Second Vice-President, Financial Secretary, Secretary, and Treasurer.

6.2 Section 2. The Officers shall be elected at the annual meeting of each even-numbered year and shall serve for a term of two (2) years or until their successors are elected, unless sooner removed or resigned. The election shall be held in accordance with the procedure manual. The new officers shall take office at the conclusion of the meeting in which they are elected. The Officers of the Society shall have such duties as generally pertain to their respective offices as well as such powers and duties as from time to time may be delegated to them by the Executive Board.

6.3 Section 3. The President conducts all meetings and appoints committee chairpersons. The President is responsible for the agenda of meetings. After input by the membership and the Executive Board, the President makes the final selection of the Irish Princesses and the other honorees. The President may sign checks for disbursements authorized by the membership or the Executive Board acting on behalf of the membership. When prior approval of the membership or the Executive Board is not possible or practical, the President has the discretionary authority to approve expenditures, within an overall limit of \$200 during each year of office, for Society-related business. Any such expenditures shall be included in the Treasurer's financial report at the next general meeting.

6.4 Section 4. The Vice-President serves in lieu of the President.

6.5 Section 5. The Second Vice-President serves in lieu of the Vice-President, or in lieu of the President if both are absent, and assists with special projects as needed.

6.6 Section 6. The Secretary is the Administrative Officer and records minutes of all meetings, and is also responsible for all correspondence.

6.7 Section 7. The Financial Secretary shall collect all monies and record same for the Society. The Financial Secretary shall keep the official list of current members. If the Financial Secretary is not present at a meeting, any officer other than the Treasurer may collect and record monies prior to delivering monies to the Treasurer and records to the Financial Secretary.

6.8 Section 8. The Treasurer is responsible for keeping a record of funds, depositing all funds, providing a financial report at all meetings, and signing checks for disbursement authorized by the membership or the Executive Board acting on behalf of the membership. An audit of the Treasurer's books shall be conducted each year prior to the corporate annual meeting in May and performed by a committee appointed by the President.

6.9 Section 9. No Officer shall receive compensation for any service they may render as an Officer to the Society. However, any Officer may be reimbursed for actual expenses incurred in the performance of Society duties.

6.10 Section 10. The Executive Board shall establish a facility for storage of Society records. Storage of all financial records shall comply with governmental rules for records retention.

## 7. ARTICLE VII: FUNDS

7.1 Section 1. All monies obtained from any source, by any person or persons acting for or in the name of the Society or under direction of authority, shall be considered Society funds and shall be forthwith delivered to the Financial Secretary who will deliver at each general meeting the amounts received to that date, and from what source, to the Treasurer for deposit.

7.2 Section 2. No member shall receive compensation for any service they may render as a member to the Society. However, any member may be reimbursed for actual expense incurred in the performance of Society duties. If not provided for in the annual budget, such expense will in all cases require prior approval from either the Executive Board or the President acting within his or her discretionary authority. Receipts for expenses must be submitted within 90 days of the expenditure.

7.3 Section 3. The Treasurer shall deposit all monies received from the Financial Secretary in a bank account in the name of the Society. Disbursements from the Fund shall be made only by check signed by the Treasurer or President.

7.4 Section 4. The Treasurer may establish and maintain additional accounts and investments at the direction of the Board.

## 8. ARTICLE VIII: DUES

8.1 Section 1. Annual dues for the Society shall be set in accordance with the procedure manual.

8.2 Section 2. Dues are payable upon application for membership and annually in January.

## 9. ARTICLE IX: AMENDMENTS AND REVISIONS

9.1 Section 1. A Bylaws Committee shall be appointed when deemed necessary to review the present Bylaws and amendments at an announced general meeting. Amendments shall be tabled and voted upon by a quorum at the next announced scheduled general meeting and shall be a permanent part of the Bylaws.

9.2 Section 2. These Bylaws were written the Summer of 1980 and revised in 1986, 2002, 2003, 2005, 2007, 2010 and 2016.

10. ARTICLE X: PROCEDURE MANUAL

10.1 Section 1. The Executive Board shall have the right to establish other policies and procedures in a Procedure Manual for the good of operating the Society, which shall be amended from time to time by the Executive Board at any regular meeting. Should there be a conflict between the Procedure Manual and these Bylaws, the Bylaws shall govern.

11. ARTICLE XI: DISSOLUTION

11.1 Section 1. Dissolution will be in accord with the Code of Virginia, as administered by the State Corporation Commission.