

Jamestowne Society, Inc.



AMENDMENTS TO AMENDED AND RESTATED BYLAWS -- APPROVED BY COUNCIL JUNE 6, 2020, FOR PRESENTATION TO ANNUAL MEETING NOBEMNBER 6, 2021

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ARTICLE V: *Committees*

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Section 5.3. NOMINATING COMMITTEE.

Section 5.3.1. Membership of Committee. The Nominating Committee shall be comprised of all Past Governors who have served at least a full one (1)-year term. The most recent Past Governor who has served at least a full one (1)-year term shall chair the Committee. ~~A quorum shall consist of three Committee Members who attend either in person or by telephonic or other electronic means as provided in Section 5.1.2 above. A majority vote of a quorum shall prevail. The Council shall determine the number of Committee Members, not fewer than four (4), necessary to constitute a quorum. Committee members shall attend meetings either in person or by telephonic or other electronic means as provided in Section 5.1.2 above.~~

Section 5.3.2. Nominations. Consistent with the policies and procedures set forth in the Manual, ~~t~~The Nominating Committee shall nominate a person to each Officer position and to the at-large Councilor positions to succeed at-large Councilors whose terms are expiring, for election at the next Annual Meeting, ensuring that each nominee meets the criteria described in Section 3.2.1 above.

Section 5.3.3. Nominations from the Floor. Nothing in this section shall preclude members of the Corporation from making additional nominations at the Annual Meeting, *provided* that the person being nominated has given permission in advance to have his name placed in nomination.

Section 5.4. OTHER STANDING COMMITTEES.

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Section 5.4.3. Finance Committee. The Finance Committee shall consist of at least three (3) members of the Society (who may include Councilors), including the Secretary of the Treasury. The Governor shall appoint the other members of the Committee, in consultation with the Chairman. The Finance Committee shall oversee the Corporation’s financial planning activities, including preparing the annual budget; shall monitor the Corporation’s spending and its operating funds for compliance with the budget and adequacy in meeting the ongoing costs of operations, including both unforeseen needs and opportunities of which the Corporation should avail itself. The Committee shall make recommendations to the Council concerning the appropriate insurance coverage for the Corporation, including its Officers, Directors, employees, agents, and property; and the Companies. The premiums for all such insurance shall be included in the budget prepared by the Finance Committee. ~~including but not limited to errors and omissions/liability/directors and officers insurance for Councilors and staff; and other insurance benefits for the Corporation’s staff; and but not including property and casualty insurance coverage for the Corporation’s assets.~~

ARTICLE VI: Companies

Section 6.1. ORGANIZATION. The Corporation’s organizational structure includes a network of chapters (“Company” or “Companies”), located throughout the United States.

Section 6.2. CREATION.

Section 6.2.1. Fifteen (15) members of the Society, in good standing, all residing in relative proximity to each other and in an area that is not currently served by a Company, or where a Company is not meeting, may submit a written request to the Council for permission to create a new Company to meet within that area. If the request is granted, the Council shall issue a Charter to the person designated as Organizing Governor of the Company being formed.

Section 6.2.2. No Company shall incorporate, if it has not done so before the adoption of these Bylaws. Any Company that has previously incorporated shall be entitled to remain incorporated, but may choose to change its status from a corporation to an unincorporated association. Conversion of an incorporated Company to an unincorporated association shall not, in and of itself, be deemed a termination of the Company or cause a revocation of its Charter. ~~promptly dissolve and terminate its corporate existence so that it remains a chapter of the Corporation as an unincorporated association.~~

Section 6.3. EXCLUSIVE GEOGRAPHIC AREA POLICY. This Section 6.3 applies to all Companies, regardless of the date when a Company was chartered.

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~~**Section 6.3.3. Acknowledgment.** Each Company shall acknowledge its understanding of the Exclusive Geographic Area Policy, by signing and returning the form which is attached to the~~

~~Manual as an Exhibit. If a Company fails or refuses to sign and return the acknowledgement, the Company and its members shall nevertheless be bound by this Policy.~~

Section 6.3.34. Violation. Any Company meeting or operating in the exclusive geographic area of another Company shall be subject to sanctions or to the revocation of its Charter, as set forth in these Bylaws and/or the Manual.

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~~**Section 6.8. COMPANY OPERATIONS. Section 6.3.3. Acknowledgment.** Each Company shall acknowledge its understanding of, and agreement to be bound by, the Articles of Incorporation, these Bylaws, the Manual and any other governing documents, including but not limited to the Exclusive Geographic Area Policy. Each Company shall signify its understanding and agreement, by signing and returning any agreement or the form which the Corporation requires. Such document shall be isattached to the Manual as an Exhibit and may be changed by the Council as it may deem appropriate in the exercise of its discretion. If a Company fails to sign and return such a document, the Company and its members shall nevertheless be bound by the this Policy.~~

Section 6.89. TERMINATION. ~~The existence of a Company may be terminated.~~

Section 6.89.1. Termination or Other Sanction by the Council. The Council, at any meeting thereof, may revoke a ~~Company's Charter, for any reason, including violation of another Company's exclusive geographic area;~~ having fewer than fifteen (15) members (the minimum number of members necessary to form a Company) residing in relative proximity to each other; or failing to meet any criteria set forth in the Manual for operation as a Company. Also, without revoking a Company's Charter, the Council may impose requirements or conditions upon a Company, in the exercise of its sole discretion. The Council's decision shall be final.

Section 6.89.2. Surrender of Assets and Records; No Incorporation. If a Company dissolves and terminates for any reason, or if its Charter is revoked, it shall surrender its Charter and its records to the Governor of the Corporation, and it shall transfer any net assets to the Corporation~~Society~~. If a Company has previously incorporated, it shall take all steps required under its governing state law to dissolve and terminate its corporate existence and shall notify the Corporation when it has done so. The members of a former Company shall continue to be members of Jamestowne Society, Inc. The former Company and its former members shall not continue to hold out the former Company as a Company of Jamestowne Society, Inc. or as being associated or affiliated with Jamestowne Society Inc.; and shall not compete with Jamestowne Society, Inc., or do any act or thing that could cause confusion between the former Company and Jamestowne Society, Inc. Members of a former Company may at any time apply to form a new Company.

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ARTICLE VIII: *Miscellaneous*

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Section 8.5. TAX-EXEMPT ACTIVITY; NO PRIVATE INUREMENT.

Section 8.5.1. Tax-Exempt Activity.

 A. The Corporation is not organized for profit and shall be operated exclusively for one or more of the purposes specified in Section 501(c)(3), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3).

 B. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation 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.

 C. Notwithstanding any other provision of these Bylaws, no Councilor, Officer, Member, employee, or representative of the Corporation, including Companies and Company Officers and Councilors, shall take any action or carry on any activity by or on behalf of or in the name of the Corporation that is not permitted to be taken or carried on by an organization exempt under Section 501(c)(3), or by any organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations as they now exist or may be amended. The foregoing prohibition also includes activities that are considered to generate “unrelated business income” that would be deemed to require the filing of an income tax return.

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BYLAWS CERTIFICATE

The undersigned certifies that she is the Secretary of State of Jamestowne Society, Inc., a Virginia Nonprofit Corporation, and that she is authorized to execute this Certificate on behalf of the Corporation; and she further certifies that the foregoing document constitutes the Amendments to the Amended and Restated Bylaws of the Corporation as of this date, which Amendments were duly adopted by the Members of the Corporation at their November 6, 2021 meeting.

This ___ day of _____, 202__.

By: _____
Secretary of State

By: _____
Governor

By: _____
Lieutenant Governor