

Dixon Historical Cemetery Association Bylaws
September 10, 2017

Article I Name

The name of this association shall be The Dixon Historical Cemetery Association, Inc. of Campbell County, Virginia (hereinafter referred to as DHCA). The cemetery is known as Dixon Cemetery and herein refers to the "Dixon Burying Ground" and adjoining "African Burying Ground" deeded to the Dixon Cemetery Directors in Campbell County Circuit Court on December 20, 1873 as a public burying ground.

Article II Purpose

The purpose of the corporation is to preserve and maintain the Dixon Cemetery of Campbell County Virginia (hereinafter referred to as the Cemetery) as a peaceful, dignified and safe place.

Article III Organizational Structure

The DHCA shall be organized and structured as a non-stock, non-profit Virginia Corporation and may not engage in speculation or operate for the private gain, directly or indirectly, of any Association member or officer. The DHCA shall spend no substantial part of its activities to participate in any political campaign in behalf of or in opposition to any political candidate or to engage in any activities not permitted to be carried out by a corporation exempt from the federal income tax under section 501(c)3 of the Internal Revenue Code.

Article IV Membership

A Member shall:

Section 1 be any person who submits a written request for membership, pays their dues, or is voted a member by the membership, and complies with the provisions of these Bylaws.

Section 2 be entitled to cast one vote at any meeting,

Section 3 vote in person or by proxy by emailing that vote to the President not later than 5:00 p.m. on the day preceding the meeting in which the vote is to be cast.

Section 4 be eligible to be nominated for any position in any election

Article V Election of Directors and Officers

Section 1 The Nominating Committee shall:

- A. be three members appointed by the President at the Directors Spring Meeting
- B. communicate to the members by email, a minimum of one month prior to the Annual Meeting, a slate of nominees for the election of Directors (and officers as needed). This slate of nominees will be put into nomination by a member of the Nominating Committee at the Annual Meeting
- C. not have a member serving two consecutive appointments to the Nominating Committee
- D. not have a member nominate one of its members

Section 2 Vacancy or Resignation. When a vacancy or resignation occurs, the President shall appoint a replacement to serve until the next election. A resignation shall be made to the President in person or by email and is effective immediately.

Section 3 Election. Election shall be by a majority of members present and any proxy votes. Nominees from the floor must agree to serve if elected. Nominees from the floor who are not present will not be accepted unless emailed or written acceptance by the nominee is provided at the time of nomination.

Article VI Board of Directors and Officers

Section 1 The Directors shall manage and direct the DHCA and the Cemetery in accordance with Article II.

Section 2 The Board of Directors shall consist of nine members, including officers. The officers are as defined below. Each Director and Officer shall serve a three year term on a staggered basis. Directors and Officers shall be elected by the members at the Annual Meeting. There is no limit on the number of terms for which an officer or

Director may serve.

The terms of Directors shall be staggered the first election year. This election shall elect 3 Directors and Officers and 6 additional Directors:

3 Directors and Officers, to serve for 3 years 2016-2019
3 Directors, to serve for 2 years 2016-2018
3 Directors, to serve for 1 year 2016-2017

Hereafter, at the conclusion of each of these term periods, subsequent Directors shall serve terms of three years.

Section 3 The President. The President shall:

- A. preside at all meetings of the DHCA and the Board of Directors
- B. manage the affairs of the DHCA subject to the limitations or direction of the Board of Directors and the provisions of the DHCA Bylaws
- C. appoint the Chair of each committee and may seek advice of any DHCA member
- D. be an ex officio member of all committees
- E. be a second signatory for the DHCA's financial accounts
- F. set dates, times and places for Annual and Directors Meetings
- G. be responsible for any issue not covered in the Bylaws and take any action deemed necessary. Any decision made shall be to the benefit and best interests of the DHCA and the Cemetery. The President may discuss any issues with any of the Directors.

Section 4 The Secretary. The Secretary shall:

- A. in the absence of the President, serve as President and appoint a temporary Secretary
- B. record minutes of all meetings of the DHCA and Directors
- C. distribute a copy of said minutes to all members by email within 30 days
- D. receive, reply to, and maintain a file of all correspondence of the DHCA
- E. notify members of the time, date and place of meetings by email, letter or other written means of communication, or by direct telephone contact to any member who in writing has filed this preferred contact method with the Secretary.
- F. notify Directors of Directors' meetings by email, letter or other written means of communication, or by direct telephone contact to any member who, in writing, has filed this preferred contact method with the Secretary.

G. be the custodian of the official Bylaws, minutes, and all other pertinent data and information.

Section 5 The Treasurer. The Treasurer shall:

- A. act as the primary signatory for the DHCA's financial accounts
- B. receive all annual dues, donations, gifts, grants, and all other moneys or funds on behalf of the DHCA
- C. pay all debts of the DHCA, subject to available funds.
- D. use Excel or other format and email an account report of all funds received and expensed in the past fiscal year to all members prior to the Annual Meeting
- E. maintain a list of current dues paying members with name, phone number, and email address.

Article VII Committees and Chairs

Section 1 Committee Chairs shall be appointed by the President.

Section 2 The Chair (except the Nominating Committee Chair) shall select members from DHCA members and from outside the DHCA where particular expertise is needed.

Section 3 The Chair shall present at the Annual Meeting projects and estimated funds needed for the current fiscal year.

Section 4 Committees

- A. Finance Committee. The Finance Committee should be chaired by the Treasurer and shall have two additional Directors. The Finance Committee shall:
 - 1. assist the Treasurer as needed
 - 2. audit all DHCA financial accounts annually, no more than 30 days prior to the Annual Meeting
 - 3. report the audit results at the Annual Meeting
 - 4. determine the placement of all DHCA accounts
- B. Nominating Committee. See Article V Section 1
- C. Bylaws Committee
- D. Grounds and Maintenance Committee
- E. History & Genealogy Committee. The Webmaster appointed by the President shall be a member of this committee.
- F. Development Committee. The Development Committee shall be comprised of the Officers and the Directors.

Article VIII Meetings

Section 1 The Annual Meeting shall be held, preferably, in Campbell County, in September. At least fourteen days' notice of the meeting shall be sent to all members by the President or Secretary. A quorum shall consist of five members.

Section 2 Special Meetings shall be called when deemed necessary by the President or by a minimum of five Directors. At least three days' notice by email shall be sent by the President. A quorum shall consist of five members.

Section 3 The Board of Directors shall meet in the Spring as well as either before or after the Annual meeting, as determined by the President. A quorum shall consist of five Directors.

Section 4 Issues that cannot be held for the Annual or Directors Meeting may be communicated by email to Directors from the President. Issues can be resolved in this manner if they do not conflict with the Bylaws.

Section 5 Votes shall be decided by a majority of the members present and any proxy votes. If there is a tie vote, the President shall vote a second time to break the tie.

Article IX Finances

Section 1 The fiscal year shall be from September 1 to the following August 31. Fiscal policy shall be to use services, dues, funds, and all other income for the support of Article II.

Section 2 Dues

A. Membership dues for the fiscal year shall be determined by Directors, normally at the Spring meeting of the previous fiscal year, but no later than 21 days before the Annual Meeting of the fiscal year to which the dues apply. Payments to DHCA shall be made out to Dixon Cemetery Fund and submitted to the Treasurer.

B. Members failing to pay dues within 30 days after the

Annual Meeting shall receive immediate notice from the Treasurer by email. Members still in arrears 14 days after notice shall be dropped from the membership roll. A former member may rejoin the DHCA by paying current dues.

Section 3 Donations and other income shall be immediately received by the Treasurer and deposited into a DHCA account.

Section 4 Donations with a special request may be granted by the Directors if the request abides with the DHCA's Purpose as stated in Article II.

Section 5 Directors and members shall not be entitled to compensation for their services to the DHCA or the Cemetery.

Section 6 Committee expenses above Budget approval. If adequate documentation is presented to the Treasurer, members may be reimbursed for reasonable expenses to the benefit of the DHCA or Cemetery. Prior approval by the President is recommended.

Article X Bylaw Amendments

Amendments to the Bylaws shall:

Section 1 be written in detail and specified by Article and Section

Section 2 be communicated to the President in writing or email a minimum of five days prior to the Annual Meeting

Section 3 be presented by the author or the President at the Annual Meeting

Section 4 be adopted by majority vote

ARTICLE XI LIABILITY

The Corporation and its Board of Directors, collectively or individually, shall not be held liable for any act done in good faith or any omission to act, in good faith. The Corporation and its Board of Directors shall be held harmless from and against any loss or liability that the Corporation incurs (and all expenses reasonably incurred in defending against claims arising out of such losses or liability) for actions that the Corporation and Board of

Directors take or omit (other than actions and omissions constituting willful misconduct). The Corporation and its Board of Directors shall not be liable for any loss or damage resulting from events beyond their reasonable control, including personal injury to individuals visiting the cemetery, acts of war, terrorism, riots, civil emergencies, acts of God or nature, or acts of civil or military authority.

The Board of Directors shall take all reasonable steps to obtain and thereafter maintain a third party liability insurance policy known as a General Liability Policy, or an Owners, Landlords and Tenants Insurance Policy for at least minimum liability limits, and at least minimum limits for medical payments insurance.

ARTICLE XII DISSOLUTION OF THE DIXON CEMETERY ASSOCIATION

In the event of the dissolution of this Corporation, all funds, records, and any other assets of the Corporation shall be transferred to an organization whose purposes are substantially similar to those of the DHCA and eligible for tax-exempt status. Within these limits, the transfer is to be determined by the Officers and Board of Directors serving at that time. None of these funds, records, or assets shall benefit any individual member or members of the Dixon Historical Cemetery Association.