

## **BY-LAWS**

### **St. Thomas Historical Trust, Inc.**

#### **ARTICLE I**

##### **Name and Purposes**

The name of the Corporation shall be **St. Thomas Historical Trust, Inc.**

The objects and purposes for which the Trust is formed are: *To identify, protect and preserve the history, sites, and culture of St Thomas.* In order to carry out the foregoing purposes, the Corporation shall have such powers as are set forth in the Articles of Incorporation.

#### **ARTICLE II**

##### **Membership: Dues, Meetings and Voting**

###### Section 1. Membership

- a. Membership shall be open to any persons, corporation, non-profit organization or firm interested in the purposes of the *Trust* and will be granted upon payment of the required annual dues as determined by the Board.
- b. Upon approval of the general membership of the *Trust*, any person who has rendered extraordinary service or made an important contribution of lasting value to the *Trust* may be elected a Fellow of the Trust.
- c. A Life Membership will be granted upon payment of \$5000, which may be paid in increments over a 5 year period.

###### Section 2. Dues

Dues are payable on or before January 1st of each year.

###### Section 3. Quorum

Forty (40) dues-paying members present at the Annual Membership or Special Meetings of *Trust* members in person or by proxy shall constitute a quorum.

###### Section 4. Annual Meeting.

The annual meeting of the Members of the *Trust* 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 Directors shall decide, for the purpose of electing Directors and for the transaction of any other business that may come before the general membership.

###### Section 5. Special Meetings.

A special meeting of the Members may be called, at any time and for any purpose or purposes, by the President, by a Vice President, or by a majority of the Board of Directors. A special meeting of the Members shall also be called by the President, by a Vice President, by the Secretary, or by any

Director of the Corporation upon the written request of at least twenty five percent (25%) of the active (current) dues-paying membership

Section 6. Notice of Meetings.

Written notice of each meeting of the Members shall be given electronically or by regular US mail to each Member at least fourteen (14) days and not more than sixty (60) 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 7. Conduct of Meetings.

Each meeting of Members shall be presided over by the President of the Board of Directors. If the President is not present, the Vice President, or, if none of these officers is present, a member of the Board of Directors designated by the President shall preside over the meeting. The Secretary of the *Trust* 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 President 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, as Revised, shall be followed in all cases to which they are applicable and in which they are not in conflict with these Bylaws.

Section 8. Voting.

- a. Each individual, corporate, or family member shall be entitled to cast one vote on all matters, including elections, which shall be presented at the annual or special meetings of members provided that dues have been paid for the current year. Votes may be cast by the member either in person or electronically.
- b. A majority vote of the members present shall be sufficient to decide all questions that are not otherwise regulated in these By-Laws.
- c. *In person* voting shall be by written ballot or by vocal majority. In the case of an election, the ballot shall contain space for the write-in of names of persons nominated from the floor
- d. The President of the meeting shall appoint two or more tellers of election. In that event, the ballots shall be held by the tellers, and all questions as to the qualification of voters, and the acceptance or rejection of votes shall be decided by the tellers

**ARTICLE III**

**Board of Directors**

Section 1. General Powers.

The property and business of the *Trust* shall be managed under the direction of the Board of Directors of the *Trust*. The Board of Directors shall determine the policies of the *Trust* and shall be responsible for the financial affairs of the *Trust* and the maintenance of its ethical standards. The Board of Directors shall have in addition to such powers as are normally vested in a Board of Directors under the laws of the Virgin Islands of the United States upon corporations of this character, the power and responsibility of managing the property and business of the *Trust* and of

planning all work necessary to carry out the purposes and programs of the *Trust*.

## Section 2. Qualifications and responsibilities

- a. To qualify as a Director, the prospective Director must commit to serve the Trust in the following manners: dissemination of information regarding the work of the organization to the community and/or elected officials; provide financial assistance by way of contributions or engaging in fund raising activities; and rendering time and efforts in the delivery of services to the Trust.
- b. Responsibilities of Directors include but are not limited to,
  - (1) Attendance at annual, regular and special meetings of the Trust.
  - (2) Participation in activities of the trust
  - (3) Active service on at least one committee
- c. A Board Member agreement form will be used to further outline responsibilities and document commitment. It must be signed by the prospective director and submitted to the Secretary before appointment to the Board.

## Section 3. Number, Election and Term of Office

The management of the Trust shall be vested in its Board of Directors, which shall not exceed sixteen in number, with a minimum of six, inclusive of the four officers of the Trust. Suggestions for nominations for Directors and non-Board members of the Board Development Committee may be sent to the Board Development Committee by any dues-paying voting member no less than three weeks prior to the Annual Meeting.. The Committee's report of nominations for Directors and non-Board members of the succeeding Board Development Committee shall be sent to all Trust members two weeks prior to the next scheduled Annual Meeting and shall be presented at such meeting.

Nominations from the floor may be made at the Annual Meeting by any voting member following the report of the Board Development Committee, provided the consent of the nominee shall have been secured. Board members elected by floor nominations shall serve a temporary appointment until meeting all the normal requirements for board qualification have been fulfilled and the appointed is ratified by a majority vote of the board.

Board members must be approved for service by the general membership through majority vote of the members present at the annual meeting. The term of directors shall be two years.

## Section 4. Interim Vacancies and Reelections

Vacancies on the Board between annual meetings of the Trust membership by reason of resignation, disability, death or disqualification may be filled by appointment by a majority vote of the remaining active directors. Additional directors needed by reason of work requirements may be similarly appointed provided the Board membership limitation is not exceeded. Appointed directors shall hold office until the next Annual Meeting of the Trust.

### Section 5. Qualifications and Removal

No person may be elected or appointed a Director or an Officer, or continue to serve in such position, unless such person is a dues paying member of the Trust. Three consecutive absences from Board Meetings by any member without a reason acceptable to the Board shall be deemed a resignation. A member of the Board may be removed by: a majority vote of the Board of Directors, majority vote at a special meeting of the membership called for that purpose, or at the Annual Meeting of the membership.

### Section 6. Compensation

The Directors shall serve without compensation. There will be no exceptions.

### Section 7. Meetings

There shall be at least nine regular meetings of the Board of Directors each year. A Special Meeting may be called by the President at any time or may be called upon the written request of five Board members. At least one week's notice of regular and special meetings shall be given by the Secretary.

### Section 8. Quorum and Voting

Fifty percent of the members of the Board shall constitute a quorum whether attending in person or by telephone. Should a quorum not be present, the meeting may be adjourned to a future date not more than 14 days later. Each Director shall have one vote and voting shall be viva voce. There shall be no absentee or proxy voting.

## **ARTICLE IV**

### **Officers**

#### Section 1. Number, Selection and Terms of Office

The officers of the Trust shall be members of the Board. They shall be the President, Vice-President, Secretary and Treasurer, each of whom shall be elected for a term of two years by the Board of Directors at the first meeting of the Board to be held no later than three weeks after the Annual Meeting. The officers shall take office immediately thereafter.

#### Section 2. President

The President shall preside at all meetings of the Trust and of the Board of Directors. The President shall be ex-officio, a member of all committees except the Board Development Committee. The President shall have such powers of supervision and management as may pertain to the office of the President and perform such other duties as may be designated by the Board of Directors. The President may, in the absence or disability of the Treasurer, sign or endorse checks, drafts, and notes as may be directed by the Board.

#### Section 3. Vice-President

The Vice-President shall perform such other duties as the President or the Board may designate, or which are incident to such office. The Vice-President, in the event of the resignation, disability, death or disqualification of the President, shall possess all the powers and perform all the duties of

that office until such time as the Board of Directors shall select one of its members to fill the vacancy. The Vice President may, in the absence or disability of the Treasurer, sign or endorse checks, drafts, and notes as may be directed by the Board.

#### Section 4. Secretary

The Secretary shall keep minutes of all meetings of the Trust and of the Board of Directors, notify directors of all meetings of the Board, notify members of the Trust of all membership meetings and perform such other duties as are incident to this office, including safeguarding all trust records. The Secretary may, in the absence or disability of the Treasurer, sign or endorse checks, drafts, and notes as may be directed by the Board.

#### Section 5. Treasurer

The Treasurer shall collect and receive all moneys due, be the custodian thereof and cause to be deposited in a bank(s) designated by the Board of Directors and disburse them only upon the direction of the Board. The Treasurer shall present a financial statement to the Board at its regular meetings and an annual report at the Annual Meeting of the Trust membership. The Treasurer shall perform all duties normally pertaining to this office. If deemed advisable by the Board, the Treasurer shall furnish surety bond satisfactory to the Board for the safekeeping of all funds and property entrusted to the Treasurer, the premium on such bond to be paid by the Trust. The accounts and financial records of the Trust may be audited annually by such qualified person or firm as the Board may determine, and shall at all times be open to the inspection of the Directors and membership. The Treasurer will assist the Finance Committee in developing a Financial Procedures Manual and will ensure all financial procedures of the Trust are governed by the Financial Procedures Manual as approved by the Board of the Trust.

### **ARTICLE V**

#### **Executive Director**

##### Section 1. Appointment and Duties.

The Board of Directors may appoint an Executive Director who, and an assistant acting under the authority and control of the President, shall be the Chief Operating Officer of the Trust. The Executive Director shall attend all meetings of the Board of Directors but shall have no vote. The Executive Director will be allowed to sign or endorse checks, drafts, and notes as may be directed by the Board to an amount not exceeding two hundred and fifty dollars. A complete listing of the signed checks will be included in the Executive Director's monthly report. The Executive Director may be authorized as an additional signatory for amounts greater than two hundred and fifty dollars only if another officer is not reasonably available to sign and/or in the case of an extreme emergency and is verbally authorized by two board officers. This privilege may be revoked at any time by the President.

##### Section 2. Compensation.

The Executive Director and assistant shall receive such compensation as the Board of Directors shall establish.

### Section 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 Trust for the preceding year. A summary of this report shall be sent electronically or by US Mail to the membership with the notice of annual meeting.

## **ARTICLE VI** **Committees**

### Section 1. Executive Committee.

The Executive Committee shall consist of the officers of the Trust (i.e. the President, Vice-President, Treasurer and Secretary) A majority of the members of the Executive Committee at any meeting shall constitute a quorum. The Executive Committee may exercise all of the powers and authority of the Board of Directors 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 Directors or in the Executive Committee's own membership. Vacancies in the Executive Committee shall be filled by the Board of Directors. 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. All actions by the Executive Committee shall be reported to the Board at its next meeting. Resulting actions and shall be subject to control, revision and alteration by the Board, provided that no rights of third persons shall be prejudicially affected.

### Section 2. Standing Committees

The President shall appoint the following Standing Committees:

a. Mission Development Committee

The Mission Development Committee shall obtain and consider ideas for both present and long-term program activities within the purposes of the St. Thomas Historical Trust, Inc. The Committee's recommendations shall be presented to the Board of Directors at any time during the year. Two months prior to the Annual Meeting of the Trust the committee should summarize all projects for presentation to the membership.

b. Promotion Committee

The Promotion Committee shall publicize the Annual Meeting and other general meetings of the membership of the Trust. In addition this committee shall enhance public relations and increase awareness by publicizing the activities of the Trust through a variety of promotional means to reach the general membership and members of the community.

c. Membership Committee

The Membership Committee shall promote and encourage membership in the St. Thomas Historical Trust, Inc. by advising interested parties of its purpose and activities, by noting and encouraging attendance at membership meetings, and by inquiring into and reporting

any suggestions from members as to possible improvements in the purposes and activities of the Trust. Every member of the Board of Directors is an active part of the membership activities

d. Fundraising Committee

The Funding Committee shall promote the financial condition of the Trust. The President shall appoint a Fundraising/Events Committee that shall have the responsibility of developing, reviewing, producing and executing fundraising programs and events. Additionally, while the raising of funds is the primary focus of this committee, every member of the Board of Directors has the responsibility for obtaining funding by any legal means available.

e. Finance Committee

The President shall appoint a Finance Committee which will be chaired by the Treasurer. The Finance Committee shall have the responsibility of assisting the Treasurer and Executive Director in the preparation of the annual budget, reviewing the financial dealings of the Trust and make arrangements for and assist in any audits. All financial procedures of the Trust shall be governed by the Financial Procedures Manual as approved by the Board of the Trust.

f. Museum Committee

The President shall appoint a museum committee which will act as curator of the museum overseeing the operations and physical plant conditions of the Trust Museum.

Section 3. Special Committees

The President may appoint such Special Committees as deemed necessary to carry out the program adopted by the Trust members.

Section 4. Committee Meetings

Minutes shall be kept of the meetings of all committees and copies thereof furnished to the Secretary of the Trust. An abbreviated summary will suffice.

**ARTICLE VII**

**Indemnification & Dissolution**

The duration of the Trust shall be perpetual unless dissolved by an affirmative vote of a majority of its members at a meeting called for that specific purpose in accordance with the laws of the Virgin Islands of the United States and pursuant to the provisions of the Articles of Incorporation. The assets shall be distributed in accordance with the Articles of Incorporation and the laws of the United States and U.S. Virgin Islands.

**ARTICLE VIII Amendments of By-Laws**

Changes, alterations, amendments or additions to these By-Laws shall be made by a majority vote of the members present at a membership meeting or special meeting of the Trust, provided that notice of the proposed specific action to be taken with respect to the By-Laws has been mailed physically or electronically to each Trust member by the Secretary not less than one month prior to the date of such meeting.

## **ARTICLE IX**

### **Miscellaneous Provisions**

#### Section 1. Fiscal Year.

The fiscal year of the Corporation shall be October 1 through September 30

#### Section 2. General Counsel.

The Board of Directors may appoint a general counsel to have dominion over all matters of legal import concerning the Trust. It shall be the duty of the Officers and Directors to consult from time to time with the general counsel (if one has been appointed) as legal matters arise. The general counsel of the Trust shall be subject to removal and replacement by the Board of Directors. Due to possible conflicts, the General Counsel may not be a Director.

#### Section 3. Books and Records.

The Trust shall keep correct and complete books and records of its accounts and transactions and minutes of the proceedings of its Members and Board of Directors and of any other committees when exercising any of the powers or authority of the Board of Directors. The books and records of the Trust 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. These books and records shall be maintained in the Trust's offices.

#### Section 4. 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 5. Gender.

Whenever used in these Bylaws, the masculine gender includes all genders, and where appropriate the singular shall include the plural and vice versa.

#### Section 6. Procedure.

Except as otherwise provided in these By-Laws, Roberts Rules of Order, as revised, shall govern the procedure at all meetings of the members of the Trust, the Board of Directors and Committees.

#### Section 7. Effective date.

These By-Laws shall become effective immediately upon approval of a majority of a quorum of Members at the Annual Meeting in March, 2015.

April 6, 2016

