

**BYLAWS**  
**OF**  
**RELIVING HISTORY, INC.**  
**A West Virginia Nonprofit Corporation**

**ARTICLE 1**  
**ORGANIZATION**

**Section 1.1: NAME.** This corporation is and shall be known as Reliving History, Inc., hereinafter referred to as “RHI.” RHI may at its pleasure by a vote of the governing body change its name.

**Section 1.2: INCORPORATION.** RHI is incorporated in the state of West Virginia as of June 24, 2009.

**Section 1.3: NONPROFIT POLICY.** RHI shall not be operated for profit, and all current or future properties, assets, and facilities shall be devoted to the purposes for which it is organized as set forth herein, or as the same may from time to time be amended.

**Section 1.4: PRINCIPAL OFFICES.** The principal office of RHI shall be located at 176 East Burr Blvd, Kearneysville, WV 25430. The Board may from time to time change the address of the principal office or the registered agent within the State of West Virginia by resolution.

**Section 1.5: LOCAL SERVICE AREA:** The land area considered local to RHI shall include Jefferson County, West Virginia and areas located within 100 miles radius of the Peter Burr House.

**Section 1.6: PURPOSE.** RHI is organized exclusively for educational and charitable purposes under section 501(c)(3) of the Internal Revenue Code, and/or corresponding section of any future federal tax code. RHI is an organization of volunteers, who bring history to life and enable citizens to make local heritage a valuable part of their lives. RHI supports the Peter Burr House, ca. 1751, the oldest wooden frame structure in the state of West Virginia. The house, (owned by the Jefferson County Historic Landmarks Commission) is a rare treasure that remains structurally unchanged for about 200 years and today offers a rich opportunity for learners of all ages. It reflects cultural roots that extend back to 1630 and the first arrival of Puritans in the New World. History that is important to the founding of our nation grew out of and became intertwined in a fabric of local events as families helped each other and laid foundations that should not be forgotten.

- a. **The purposes of RHI are educational in nature.** To this end, RHI shall:
- 1) Design educational events and special programs for the general public to help make history and cultural heritage come alive experientially for learners of all ages;

- 2) Help make the past become relevant to today's experience by personifying history through the lives of those who experienced it and through the eyes of those who saw the events first;
  - 3) Collect, preserve, and display tangible relics, records, and other effects of historic interest relating to the identified middling-class family, their home, and their related culture and time in history;
  - 4) Promote research and provide education about the collective history of those who lived and visited and otherwise impacted the history and times of Jefferson County, WV and the surrounding area;
  - 5) Provide interpretative programs and promote heritage tourism related to the rich early history of the local area that is today Jefferson County, WV and the surrounding area.
- b. **The purposes of RHI include Networking.** Networking with local schools, agencies, and organizations is a necessity in order to maximize educational benefit to the public. RHI will achieve this purpose through the exchange and sharing of ideas, information, tools and experiences centered on accurate, active, participatory, object-based historical interpretation. Therefore educational and charitable purposes include:
- 1) Increase programming focus, maximize impact of interpretive education, and promote local support for historic accuracy, by actively networking with related and interested organizations involved in historic events, sites, agriculture, trades and manufacturing, clothing and foodways, environment, life styles, culture, and folklife.
  - 2) Help support existing historic programs and create symbiotic relationships with those involved in preserving and retelling local history (especially related to the colonial, Revolutionary War, and early federal periods; i.e. 1750-1800).
  - 3) Exchange of ideas and resources related to historic site administration, care of collections and program delivery within the named specialties.
- c. **The purposes of RHI include Support Mechanisms.** To assure continuation of educational programming, support mechanisms will include:
- 1) Preservation. RHI will support collectively the restoration, preservation, and interpretation related to the Peter Burr House for educational and charitable benefit for the public and to assure support for the public property in perpetuity;
  - 2) Fund Raising. RHI will raise funds to support training, programming, and administrative expenses. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

**Section 1.7: STRUCTURE.** RHI is the legal entity under which related programs and initiatives for educational support will operate. The primary program will be the Peter Burr House dedicated exclusively to educational programming including heritage interpretation and site preservation. A necessary support initiative is the Peter Burr Society with volunteers from nationwide who commit to further researching the genealogical and cultural history of Peter Burr and his family (who built and lived in the only house of its kind still standing in Jefferson County, WV) and related histories of said family's friends, neighbors, and community.

**Section 1.8: SEAL.** The corporate seal shall have inscribed thereon the legal name of the corporation and the words "Corporate Seal." Except as otherwise required by statute, the

affixation of the Seal shall not be necessary to the valid execution, assignment, or endorsement by RHI of any instrument in writing.

**Section 1.9: MEMBERSHIP.** RHI shall have no "members" within the meaning of the West Virginia Nonprofit Corporation Law. Purely for fundraising purposes, the Board may establish categories for contributors which include the word "member" or "membership." The use of the term "member" or "membership" for fundraising purposes does not create members or classes of membership as defined in West Virginia Code Sec. 31E-6-601, et. seq.

**Section 1.10: LIMITATIONS.** The activities of this organization shall be non-political and non-sectarian. It shall take no part nor lend its support to the nomination, election, or appointment of any candidate for city, county, state or federal office, nor shall its premises or facilities be used for such.

**Section 1.11: ENDORSEMENTS.** No person shall endorse in the name of RHI or on behalf of the corporation, any person, activity or matter without authority of the Board of Directors.

## **ARTICLE 2 GOVERNANCE**

**Section 2.1: GENERAL STRUCTURE.** The government of RHI, the direction of its work and the control of its property shall be vested in the Board of Directors.

- a. The Board will consist of elected officers and members-at-large.
- b. The Board of Directors is comprised of not less than five (5) and not more than fifteen (15) total members.
- c. Committee chairs and the Executive Director, at such time that the Board deems it in the best interest of the corporation to hire said position, will report to the Board but will not be voting members unless otherwise elected to positions as members.

**Section 2.2: OFFICERS.**

- a. The officers of RHI shall be a chair, vice chair, secretary, treasurer and such other officers as the Board of Directors may determine by resolution.
- b. Officers shall serve in their respective capacities both with regard to their function as such and as members of the Board of Directors.
- c. Officers whose authority and duties are not prescribed in these Bylaws shall have the authority to perform the duties prescribed, from time to time, by the Board of Directors.

**Section 2.3: STAFFING.** The directors shall have the authority to hire an Executive Director and such other employees as may be necessary to carry out the purposes and objectives of RHI and to set salaries and all other conditions of employment.

**Section 2.4: DELEGATION OF DUTIES.** Whenever an officer is absent or whenever for any reason the Board of Directors may deem it desirable, the Board may delegate the powers and duties of an officer to any other officer or officers or to any director(s).

**Section 2.5: GENERAL POWERS AND RESPONSIBILITIES.** The Board is responsible for the overall policy, management, and direction of RHI.

- a. The Board may delegate responsibility for day-to-day operations to the Executive Director and committees.
- b. The Board may make rules and regulations covering conduct of its meetings.
- c. The Board will assure use of sound fiscal management of resources, the development and implementation of the organization's policies and plans, implementation of approved policies, and active participation in assigned tasks.
- d. The Board will maintain additional guidelines, procedures and resources to support efficient and effective operation of the organization.

**Section 2.6: REPRESENTATION.** At least 50% of the directors and 50% of elected officers shall live in the "local" area as defined in Article 1, Section 1.5, and at least one descendant of Peter Burr on the board will be a resident of Jefferson County, WV.

**Section 2.7: COMPENSATION.** No director or officer of RHI shall receive compensation for his or her service as a Board member or officer.

- a. Officers and board members may receive reimbursement for reasonable expenses incurred in connection with their service. These reimbursements may be fixed or limited from time to time by resolution of or in the manner determined by the Board.
- b. Nothing herein shall be construed to prevent an officer or director from receiving compensation from the organization for duties other than as a director or officer.

**Section 2.8: ELECTION OF DIRECTORS.** A Nominating Committee of not less than two directors shall be appointed by the Board when needed to identify eligible persons qualified and willing to serve on the Board. The directors shall be determined by the Board at a regular meeting and shall be elected by an affirmative vote of a majority thereof. All terms take effect immediately upon election.

**Section 2.9: VACANCIES.** The Board shall have power to fill any vacancies in any office occurring for whatever reason. To fill an interim vacancy on the Board requires a majority vote of all members of the Board. The Board may choose at its discretion not to fill interim vacancies. If no meeting can be held, the election shall be conducted by mail or email ballot.

**Section 2.10: TERMS OF OFFICE.**

- a) Each director shall be elected for a two (2) year term or for such other term as the Board may determine by resolution.
- b) The officers of RHI shall be elected by the Board at any meeting of the Board and each shall serve for a two (2) year term. The term of office of all officers shall commence upon the date specified by the Board of Directors.

**Section 2.11: RESIGNATION.** Resignation from the Board must be in writing and received by the secretary. Any officer may resign at any time by giving written notice to the chair. Resignations shall be effective upon receipt of written notice or at such subsequent time as may be specified in the notice of resignation.

**Section 2.12: REMOVAL.**

- a. Any director or officer elected or appointed by the Board of Directors may be removed from office without assigning any cause whenever the Board in its judgment deems the removal would thereby serve the best interest of RHI.
- b. Removal from office will be by a majority vote of the Board at any meeting of the Board.

**Section 2.13: ABSENCES.** A director shall be removed without the necessity of any action by the Board of Directors upon being absent from four consecutive regular meetings (without excuse accepted as satisfactory by the Board). The Board of Directors may reelect such director at any time prior to his/her successor being elected or designated. (Note: see Article 6, Section 6.4 and Article 2, Section 2.15.a.)

**Section 2.14: APPOINTMENTS BY THE BOARD.** The Board, by majority vote, may appoint persons to serve in executive positions on behalf of RHI, and by such resolution, the board shall define the duties and powers incident to such positions.

**Section 2.15: VOTING.** Each director and officer shall be entitled to one vote.

- a. Any absent director or officer entitled to vote at any meeting of the Board may be represented by a designated person or may vote at such meeting by a proxy authorized in writing. Such written authorization must specify the matter with respect to which the proxy is granted, must be signed and dated by the director granting the proxy, and must be filed with the Secretary of RHI
- b. Passage of a motion requires a simple majority unless otherwise specified in these bylaws.
- c. At all meetings votes shall be by voice unless the Board deems it appropriate to cast a written ballot.

**Section 2.16: EXECUTION OF CORPORATE INSTRUMENTS.**

- a. Any officer(s) designated by the Board shall have the authority to execute specific corporate instruments or documents, or to sign the corporate name.
- b. All checks and drafts on banks or other depositories of funds to the credit of RHI shall be signed by any two of the officers of the Board.

### **ARTICLE 3 OFFICERS OF THE CORPORATION**

**Section 3.1: CHAIRPERSON.** The chair shall preside at all Board of Directors and Executive Committee meetings and shall have responsibility for all RHI activities as authorized by the Board of Directors. The chair shall function according to the job description for Chair as resolved by the Board of Directors with a majority vote and as described in further detail in the official Standard of Operating Procedures.

**Section 3.2: VICE CHAIR.** The vice-chair shall perform the duties of and may exercise the authority of the chair during the chair's absence and shall function according to the job

description for Vice-Chair of the Board as resolved by the Board of Directors with a majority vote and as described in further detail in the official Standard of Operating Procedures.

**Section 3.3: SECRETARY.** The secretary shall attend and keep minutes of all chamber meetings and shall function according to the job description for the Secretary of the Board as resolved by the Board of Directors with a majority vote and as described in further detail in the official Standard of Operating Procedures.

**Section 3.4: TREASURER OF THE CORPORATION.** The treasurer shall review and insure adequate safeguards are practiced in receipt and disbursement of the funds of the corporation. All monies of RHI shall be deposited in its name. Financial reports shall be made to the membership monthly and the treasurer shall function according to the job description for Treasurer of the Board as resolved by the Board of Directors with a majority vote and as described in further detail in the official Standard of Operating Procedures.

**Section 3.5: ASSISTANT SECRETARIES AND ASSISTANT TREASURERS.** The assistant secretaries and the assistant treasurers, if any, respectively (in the order designated by the directors or, lacking such designation, by the chair), in the absence of the secretary or treasurer, as the case may be, shall perform the duties and exercise the powers of such secretary or treasurer and shall perform such other duties as the directors shall prescribe. An employed administrative or clerical staff of RHI may attend Board meetings as appropriate and assist with the taking of minutes or reporting under the jurisdiction of the respective secretary and/or treasurer of the Board.

#### **ARTICLE 4 COMMITTEES**

**Section 4.1: ESTABLISHMENT AND POWERS.** The Board may, by resolution adopted by a majority of the directors, establish one or more committees as may be needed to advance the interest of RHI and to carry on its work.

**Section 4.2: LIMITATION:** No committee of this body, or any officer or member thereof shall contract any debt in its behalf; which shall in any manner render the organization liable for the payment of same; unless the same shall have been approved by the Executive Board as a budgetary expense.

**Section 4.3: RECOMMENDATIONS:** Committees shall submit their findings and recommendations to the Board of Directors who may take official action thereon, or the Board of Directors may refer matters, which, in their opinion, are of general interest and importance to the membership of the Chamber.

**Section 4.4: APPROVAL:** No findings or recommendations of any committee or division shall be reported or published until approved by the Board of Directors, and no standing or special committee or division shall represent the advocacy of, or opposition to, any project without the specific authorization of the Board of Directors.

**Section 4.5: TERM OF OFFICE.** Each committee of the Board shall serve at the pleasure of the Board and shall continue until a successor is appointed, unless: The committee shall be sooner terminated, or such member is removed from such committee, or such member shall cease to qualify as a member thereof.

**Section 4.6: COMMITTEE ORGANIZATION.**

- a. Each committee shall consist of two or more members.
- b. The chair of each committee shall be a member of the Board of Directors and each shall attend board meetings and report on the activity of their committee.
- c. Other than the committee chairperson, members of committees need not be members of the Board of Directors.
- d. The chair of each committee is responsible to the Board of Directors to the extent provided in the resolution of the Board and may recruit and select members who will add to the capacity of the committee.
- e. Each committee shall keep regular minutes of its proceedings and report the same to the Board at each regular meeting.
- f. Each committee shall determine its own organization and times and places of meetings unless the Board otherwise directs.
- g. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

**Section 4.7: VACANCIES.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**Section 4.8: QUORUM.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

**Section 4.9: STANDING AND AD HOC COMMITTEES.** RHI shall have standing and ad hoc committees as adopted by resolution by a majority of the Board of Directors. Standing and ad-hoc committees shall function in an advisory capacity to the Executive Committee. Standing committees shall include: (1) Executive Committee, (2) Finance Committee, (3) Education Committee, (4) Fundraising Committee, (5) Volunteer Recruitment and Retention Committee, and (6) Historic Site Committee. A description of the functions of these committees shall be approved by the Board of Directors and shall be contained in the Standard Operating Procedures.

## **ARTICLE 5 EMPLOYEES**

**Section 5.1: SALARIES.** The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organization.

- a. Reasonable compensation will be determined based on the amount that would ordinarily be paid for like services by like organizations under like circumstances as of the date the compensation arrangement is made. This determination will follow appropriate research and documentation related to compensation in similarly situated taxable and/or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations?
- b. All decisions made related to approving compensation will follow the conflict of interest policy as stated in Section 10.5.
- c. All compensation arrangements will be approved in advance of paying compensation.
- d. All compensation arrangements will be documented in writing with the date and terms including notations in writing regarding the decision made by each individual who decided or voted on the compensation arrangements. Documentation of all compensation decisions will state both the information relied on for basing the decision and its source.
- e. All compensation to employees or contractors will be reported according to IRS guidelines as stated in the current Instructions for Part V, lines 1a, 1b, and 1c.

**Section 5.2: EXECUTIVE DIRECTOR.** The Board of Director may appoint and employ an Executive Director as chief administrator of RHI.

- a. The Board of Directors may delegate to the Executive Director the responsibility and authority for carrying out the policies and purposes that have been adopted and approved by the Board.
- b. The Executive Director shall be the chief officer of the staff of RHI, and shall hire, supervise and, when necessary, discharge individuals who occupy staff positions authorized by the Board.
- c. The Executive Director has day-to-day responsibility for RHI, including carrying out the organization's goals and Board policy.
- d. The Executive Director will attend all Board meetings, report on the progress of RHI, answer questions of Board members and carry out the duties according to the job description for Executive Director of RHI as resolved by the Board of Directors with a majority vote and as described in further detail in the official Standard of Operating Procedures.
- e. The Board can designate other duties as necessary.

## **ARTICLE 6 MEETINGS**

**Section 6.1: ANNUAL MEETING.** The annual meeting of the directors of RHI shall be held at such a place as may from time to time be selected by the directors, on the date in each year designated by the Board of Directors, and at the time stated in the notice thereof, for the purpose of transacting such business as may properly be brought before the meeting. Notice of the time and place of such regular meetings shall be given in the manner hereinafter provided.

**Section 6.2: REGULAR MEETINGS.** Regular meetings of the Board of Directors shall be called at the discretion of the chair of the Board or by a majority of the directors and may be held at such time and at such place as may from time to time be determined by Board. Notice of the time and place of such regular meetings shall be given in the manner hereinafter provided.

**Section 6.3: SPECIAL MEETINGS.** Special meetings may be called by the chair or by request of three (3) members of the Board. A twenty-four (24) hour notice in person, by letter, by telephone, or by email with reply acknowledging receipt of message shall be deemed sufficient. Notice of the time and place of such regular meetings shall be given in the manner hereinafter provided.

**Section 6.4: PARTICIPATION IN MEETINGS.** One or more directors may participate in a meeting of the Board or a committee thereof by means of conference telephone, interactive computer network, or similar communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting. Details of participation will be included in the minutes of the meeting.

**Section 6.5: NOTICE OF MEETINGS.** Notice of annual and regular meetings of the Board of Directors shall be given at least ten (10) days prior to the date of said meeting, unless this provision is waived by a majority of the Board. Notice of special meetings will be given at least twenty-four (24) hours in advance as described above.

- a. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.
- b. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid.
- c. Notification by electronic mail is an accepted alternative manner of communication.

**Section 6.6: WAIVER OF NOTICE.** Whenever any notice is required to be given under the provisions of an Act of the State of West Virginia or under the provisions of the Articles of Incorporation or the Bylaws of RHI, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 6.7: QUORUM.** A majority of board members constitutes a quorum. Persons participating by telephone, interactive computer network, or similar communications equipment are counted as part of the quorum. In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.

**Section 6.8: CONDUCT OF MEETINGS.** Every meeting of the Board shall be presided over by the chair or, in the absence of the chair, an officer chosen by the chair. The secretary or, in the absence of the secretary, a person appointed by the chair or secretary, shall act as secretary. The treasurer or, in the absence of the treasurer, a person appointed by the chair or the treasurer, shall act as treasurer.

**Section 6.9: ACTION WITHOUT A MEETING.** Any action required to be taken at a meeting of the Board may under extreme circumstances be taken without a meeting, if either before or after the action is taken all members of the Board consent in writing to the adoption of a resolution authorizing the action. Records of such actions and the written consents shall be recorded in minutes.

**Section 6.10: GENERAL POWERS AS TO NEGOTIABLE PAPER.** The Board of Directors shall, from time to time, prescribe the manner of signature or endorsement of checks, drafts, notes, acceptances, bills of exchange, obligations and other negotiable paper or other instruments for the payment of money and designate the officer or officers, agent or agents, who shall from time to time be authorized to make, sign or endorse the same on behalf of RHI.

**Section 6.11: POWERS AS TO OTHER DOCUMENTS.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any conveyance or other instrument in the name of RHI, and such authority may be general or confined to specific instances. When the execution of any contract, conveyance or other instrument has been authorized without specification of the officers authorized to execute, the same may be executed on behalf of RHI by the chair or any vice chair, by the secretary, an assistant secretary, the treasurer or an assistant treasurer.

**Section 6.12: OPEN BOARD MEETINGS.** Board meetings shall be open to the public. Only directors shall vote at Board meetings.

## **ARTICLE 7 RECORDS, FINANCIAL AND REPORTS**

**Section 7.1: CORPORATE RECORDS.** RHI shall keep at its registered office or at its principal place of business (a) An original or duplicate record of the proceedings of the Board, (b) The original or a copy of its Bylaws, including all amendments thereto to date, and (c) Appropriate, complete, and accurate books or records of account.

**Section 7.2: MINUTES.** RHI shall keep minutes of the meetings of its Board of Directors.

**Section 7.3: FISCAL YEAR.** The fiscal year of RHI shall begin on the first day of January and end on the thirty-first day of December in each year.

**Section 7.4: DISBURSEMENTS.** RHI funds shall be disbursed with the signature of any two officers.

**Section 7.5: APPROPRIATIONS.** No officer or Board Member shall be authorized to disburse or pledge any funds for any other than the strictly legitimate business purposes of the corporation.

**Section 7.6: BANK RELATIONSHIP.** All correspondence between RHI and the banking institution handling the corporation's funds, will be sent to the chair; thus creating a dual control system of monitoring the funds of the organization.

**Section 7.7: LOANS.** No loans shall be contracted on behalf of the organization and no evidence of indebtedness shall be issued in its name unless authorized by a two-thirds majority vote of the total Board of Directors.

**Section 7.8: AUTHORITY.** The active membership, by majority vote of those present at any regular or special meeting, must approve any project requiring the expenditure of funds in excess of \$250.

**Section 7.9: ANNUAL REPORT.** The chair and treasurer shall present the Board at its annual meeting a report (verified by the chair and treasurer or by a majority of the Board) showing in appropriate detail the following: (a) The assets, liabilities, and principal changes in assets and liabilities of RHI as of the end of the fiscal year immediately preceding the date of the report; (b) the revenue or receipts of RHI for the year immediately preceding the date of the report; (c) the expenses or disbursements of RHI during the year immediately preceding the date of the report; and (d) the annual report of the Board shall be filed with the minutes of the annual meetings of the Board.

## **ARTICLE 8 INDEMNIFICATION AND INSURANCE**

**Section 8.1:** RHI may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of RHI) by reason of the fact that he or she is or was a director, officer, employee or agent of RHI, or who is or was serving at the request of RHI as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to the best interest of RHI, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of RHI, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

**Section 8.2:** To the extent that a director, officer, employee or agent of RHI has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Section (1) of this Article 8, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

**Section 8.3:** Any indemnification under Section (1) of this Article 8 (unless ordered by a court) shall be made by RHI only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section (1) of this Article 8. Such determination shall be made

- a) By the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or
- b) If such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

**Section 8.4:** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by RHI in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he/she is entitled to be indemnified by RHI as authorized in this Article 8.

**Section 8.5:** The indemnification provided by this Article 8 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person

**Section 8.6:** RHI shall purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of RHI, or who is or was serving at the request of RHI as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not RHI would have the power to indemnify him against such liability under the provisions of this Article 8.

## **ARTICLE 9 TRANSACTION OF BUSINESS**

**Section 9.1: REAL PROPERTY.** RHI shall make no purchase of real property nor sell, mortgage, lease away, or otherwise dispose of its real property, unless authorized by the vote of two-thirds (2/3) of the Board. If the real property is subject to a trust, the conveyance away shall be free of trust and the trust shall be impinged upon the proceeds of such conveyance.

**Section 9.2: NEGOTIABLE INSTRUMENTS.** All checks or demands for money and notes of RHI shall be signed by such officer or officers as the Board may designate.

## **ARTICLE 10 CONFLICT OF INTEREST POLICY**

**Section 10.1: PURPOSE.** The purpose of the conflict of interest policy is to protect the interest of Reliving History, Inc, a tax-exempt organization, when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**Section 10.2: DEFINITIONS.**

- a. **Interested Person** - Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- b. **Financial Interest** - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - 1) An ownership or investment interest in any entity with which RHI has a transaction or arrangement,
  - 2) A compensation arrangement with RHI or with any entity or individual with which RHI has a transaction or arrangement, or
  - 3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which RHI is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 10.3b herein, a person who has a financial interest may have a conflict of interest only if the RHI Board of Directors decides that a conflict of interest exists.

**Section 10.3: PROCEDURES.**

- a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest**
  - 1) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  - 2) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

- 3) After exercising due diligence, the governing board or committee shall determine whether RHI can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- 4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in RHI's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

**d. Violations of the Conflicts of Interest Policy**

- 1) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- 2) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**Section 10.4: RECORDS OF PROCEEDINGS.** The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**Section 10.5: COMPENSATION.**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from RHI for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from RHI for services is precluded from voting on matters pertaining to his or her compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from RHI, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**Section 10.6: ANNUAL STATEMENTS.** Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,

- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**Section 10.7: PERIODIC REVIEWS.** To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Assessment of whether or not compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Assessment of whether or not partnerships, joint ventures, and arrangements with management organizations conform to RHI's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**Section 10.8: USE OF OUTSIDE EXPERTS.** When conducting the periodic reviews as provided for in Section 10.7 above, RHI may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

**Section 10.9:** Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

## **ARTICLE 11 AMENDMENTS**

**Section 11.1: AMENDMENTS.** Any provision of these By-Laws may be amended, altered or repealed and new By-Laws may be adopted by a vote of the majority of the members present at any regular meeting of the Board of Directors, or any special meeting called for such purpose. The Bylaws may contain any provisions for the regulation and management of the affairs of RHI consistent with law or the Articles of Incorporation.

## **ARTICLE 12 DISSOLUTION**

**Section 12.1: DISSOLUTION.** In order to dissolve this organization, the chair must present to the Board a resolution recommending that the organization be dissolved. The resolution to dissolve shall be adopted upon receiving at least 80% of the votes of the Board of Directors. This organization shall not be dissolved while 20% of the members dissent.

**Section 12.2: RESOLUTION.** Upon adoption of the resolution for dissolution, RHI shall cease to conduct its affairs, except insofar as may be necessary for the proper completion thereof, and shall immediately cause a notice for the proposed dissolution to be mailed to each known creditor and shall proceed to collect its assets and apply and distribute them as provided in the Articles of Incorporation. RHI shall use its funds only to accomplish the objectives and purposes specified in these By-Laws, and no part of said funds shall inure, or be distributed, to the members of the Board of Directors. On dissolution of the corporation, assets remaining shall be distributed as determined by the Board of Directors for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.