

FRIENDS OF WILDERNESS BATTLEFIELD, Inc.
BYLAWS

Revised and Approved by the FoWB Board of Directors

October 14, 2017

ARTICLE 1 - NAME.

Friends of Wilderness Battlefield, Inc. may also from time to time be referred to herein and elsewhere as “FoWB”.

ARTICLE II - NATURE OF ORGANIZATION/PURPOSES.

Section A - Nature of Friends of Wilderness Battlefield

FoWB shall be organized and operated as a not-for-profit membership corporation that has been determined to be an organization to which deductible charitable contributions may be made pursuant to §501(c)(3) of the Code of the U. S. Internal Revenue Service or any substituted or replacement sections therefore.

Section B - Purposes.

The purposes for which FoWB shall be operated are those stated in its Articles of Incorporation and its previous Articles of Association the same paraphrased as follows:

1. To provide advocacy, educational programs, and service projects for the National Park Service and its entity Fredericksburg and Spotsylvania National Military Park (hereinafter NPS), with specific emphasis on the Wilderness Battlefield. In addition to the area battlefields maintained by the NPS, FoWB will, when feasible, provide support to the preservation of battlefield areas. Support can be in-kind assistance, monetary donations and management of battlefield areas.
2. To promote for the benefit of the general public, the preservation, protection, and interpretation of the natural and historic resources of the Commonwealth of Virginia, principally in the Wilderness area of Spotsylvania and Orange counties.
3. To increase community appreciation, understanding and use of the natural and historic environment through advocacy, education, protection and preservation of land in a manner best suited for the sites, for the education, enjoyment and benefit of present and future generations.

4. To conduct, sponsor or facilitate the holding of special tours, lectures, conferences, seminars and other educational activities relating to FoWB purposes.
5. To apply for and administer grants and other donations relating to the purposes of the corporation and to use all assets controlled by FoWB and all income thereof for the benefit of the general public and for charitable, educational, conservation, scientific and historic purposes.
6. To aid, support and assist organizations or foundations that are organized and operated exclusively for purposes that are in line with those of FoWB stated here, no part of the earnings of which benefits any individual or otherwise improperly attempting to influence legislation.

ARTICLE III - MEMBERSHIP/MEETINGS.

Section A - Membership.

Any individual or family unit who has applied for membership in FoWB and tendered the appropriate dues amount in a timely manner as defined by the Membership Committee, and approved by the Board, shall be a member in good standing. Should the Board, by majority vote, subsequently determine to rescind that membership, the party shall be refunded the dues, prorated to the date of rescission.

Section B - Membership Classes and Dues.

The Board may create and amend such dues paying membership classes as it deems in the best interests of FoWB. Annual dues shall be in the amount set by the Board.

Section C - Membership Meetings and Voting.

1. Annual Meeting.
 - a. The annual meeting of the members of FoWB shall be held in the last quarter of the calendar year to ensure compliance with Article V, Section A requirements. The specific date, time and location of the annual meeting to be set by the Board by the end of the first quarter for that calendar year.
 - b. The meeting shall be held for the purpose of electing Directors, for the consideration of such other transaction of such business as suggested by the agenda in Item 6, and for business as may properly come before the assembly. If the election of Directors is not held on the day designated for the annual meeting, the Board of Directors shall cause that election to be held at a special meeting of the membership as soon thereafter as the same may be conveniently called.

2. Regular Meetings. A schedule of regular membership meetings for the coming year may be established by the Board at the December Board meeting with the agendas therefore available to members on request not less than five (5) days prior to the date of the meetings. Any such regular meeting shall be open to the general public.

3. Special Meetings. Special meetings of the membership may be convened by the President or by a majority of the Board of Directors, or by a petition for such a meeting signed by at least ten percent (10%) of the regular membership. At the option of the Board, any such special meeting may be open to the general public.

4. Date, Time and Place of Meetings. The Board of Directors may designate any convenient day and time and any place for any annual or special meeting called by the Board. For those special meetings called by the President acting alone, he/she shall make those determinations personally, subject to the same limitations established for the Board. Appearance at a meeting or a waiver of notice signed by a member entitled to vote at such a meeting serves to evidence that member's presence for the purposes of determining a quorum and an authorization for the meeting to be held on the date and at the place and time for which notice was given, whether or not actual notice of the same was received by that member.

5. Notice of Meetings. Written notice announcing the place, day and time of the annual meeting shall be published or sent not less than thirty (30) days prior to the date of the meeting. Written notices announcing the place, day, and time for special meetings shall be sent not less than fifteen (15) days prior to the date of the meeting. Special meeting notices shall also specify the purpose(s) for which the meeting is being called. Notices shall be sent to each member of record entitled to vote at such meeting and to each member who has been granted seat or voice at such meetings. Notices shall be published or sent in the manner most likely to reach each individual member.

6. Order of Business. The order of business for an annual meeting of the members should include, but is not limited to:

- a. Call to order
- b. Proof-or waiver-of notice
- c. Determination of a quorum
- d. Review of the minutes of the previous annual meeting
- e. Treasurer's report
- f. Reports of prior year's activities and acts of Directors, officers, and committees
- g. Unfinished business
- h. New business
- i. Election of Directors
 - (1) Report of Nominating Committee
 - (2) Call for floor nominations of qualified and available candidates
 - (3) Close nominations and conduct election
 - (4) Announce new Directors
- j. Announcements
- k. Adjournment

7. Quorum. Ten percent (10%) of the voting members of FoWB shall constitute a quorum at any annual, regular, or special meeting of the membership. If less than 10% of the voting members are present at such a meeting, a majority of those present may adjourn the meeting to a specific date, time, and place; however, no other business may be conducted. At the reconvening of any such adjourned meeting at which a quorum is then present, any business may be transacted which might have been transacted at the meeting as originally noticed.

8. Conduct of Meetings. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws or any special rules of order that FoWB or its board may adopt. At his/her discretion the presiding officer may appoint a person, who does not have to be a member, to serve as parliamentarian. Except where otherwise specified herein, the majority required to adopt a motion or resolution shall be those of the voting members present at the meeting.

9. Voting Generally. Each member in good standing shall be entitled to one vote upon each issue properly submitted to a vote at a meeting of the membership. Voting on a multiple-choice issue, such as the election of Directors, is to be non-cumulative. Any party listed on the membership rolls whose dues for the current year are in arrears, based on policy recommended by the Membership Committee and approved by the Board, is not a member in good standing and shall have neither voice nor vote at membership meetings. There shall be no voting by proxy.

ARTICLE IV - BOARD.

Section A - General Powers.

The business operations and general affairs of FoWB shall be controlled and managed by its Board of Directors, referred to herein and generally as "the Board"

Section B - Duties and Responsibilities

In General: Board members are responsible for familiarity with FoWB governance and oversight policies and shall abide by the FoWB Code of Conduct, the Conflict of Interest policy and the policy on Information Confidentiality and Disclosure, and all other policies passed by the Board to ensure promotion of the organization's mission.

Of Special Emphasis: Particular areas for Board member responsibility include, but are not limited to, confidentiality of volunteer and donor lists; treatment of fellow members with respect; confidentiality of internal business communications; regular reporting of volunteer time; and participation in FoWB events beyond Board meetings. It is the Board's responsibility to not only continually assess the effectiveness and appropriateness of existing policies and operations, but also to modify/replace by Board vote past policies//operations, when appropriate.

Section C - Number, Election.

The Board shall be composed of not less than seven (7) nor more than fifteen (15) persons who are elected by the general membership at the annual meeting. The total number of Director positions available on the Board shall be established by the Board not less than 90 days prior to the annual meeting. The newly composed Board, based on the election results at the annual meeting, assumes office on January 1 of the upcoming year.

Section D - Nomination Process

A Nominating Committee shall be appointed by the President with the approval of the Board, not less than 90 days prior to an annual meeting at which Board members are to be elected. -The committee shall recruit and present a slate of qualified candidates for the positions to be filled by election. The slate prepared by this committee shall be available to the general membership at least 30 days prior to the meeting at which the elections will be held.

To the extent feasible, the number of Board vacancies to be filled in any given year is approximately equal.

Any member in good standing may ask of the nominating committee to be considered for an upcoming Board position. All persons nominated by the nominating committee must be members in good standing who have agreed to serve if elected. Any candidate nominated from the floor at the annual meeting must be a member in good standing and must provide a signed written statement at the time of nomination to agree to serve if elected. All nominees must have agreed to serve under the bylaws and published policies of FoWB.

Section E - Tenure, Removal.

Members elected to serve as Directors shall hold office for a three-year term or until the Director's death; or removal from the Board for cause; or until his/her resignation is accepted by the Board. A Director can be removed from office by a majority of the membership present and voting at a special meeting called for that purpose or by a majority vote of the Board, as described in the FoWB Code of Conduct.

Section F - Vacancies.

Any vacancy arising on the Board for any reason other than the normal expiration of a term of office or as a result of removal by the membership may be filled for the remainder of its unexpired term by a majority vote of the remaining Directors.

Section G - Meetings.

1. Regular Board Meetings. At the first meeting following the annual membership meeting, the Board shall adopt a budget, and set the dates of regular meetings for the coming year.

2. Special Board Meetings. Special meetings, to include in-person and by electronic means, of the Board may be called by the President on his/her own initiative or by resolution adopted by a majority of the Board. The notice for such a special meeting shall include the agenda to be considered at that meeting. Meetings called by electronic means shall state the specific action(s) requested from the meeting.
3. Notice
 - a. As the time of regular board meetings are set for the year, the establishment of such schedule is deemed as notice for regular meetings. If a meeting date is changed, notice of the new date is to be given to Board members at least fourteen calendar (14) days prior. A draft agenda for any regular board meeting is to be provided to Board members at least five calendar (5) days prior.
 - b. Notice of special meetings shall be given at least five calendar (5) days prior. Such notices shall be sent in the manner most likely to reach each individual member. This includes postal or electronic mail, telephone or direct verbal communication, or facsimile. Any Director may waive notice of any meeting. The attendance of a Director at a Board meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the sole, express purpose of objecting to the transaction of any business because of improper notice and does not otherwise participate in the meeting. Such notice shall include the subject of the special meeting.

Section H - Quorum, Voting.

Unless where otherwise specified herein, a majority of the Board of Directors shall constitute a quorum for the transaction of business at any annual, regular, or special meeting of the Board. Each Director may cast one vote on each matter coming before the Board for decision.

ARTICLE V- OFFICERS/OFFICES

Section A - General, Election, and Tenure.

The officers of FoWB shall consist of a President, Vice-President, Secretary, and Treasurer. An officer must be a Board member.

Following the election of any new directors at the FoWB annual meeting, the coming calendar year's Board shall meet immediately after the December FoWB Board meeting, or if not then, before the end of December to elect officers, plus one director who shall serve at-large on the Executive Committee. Terms are for one year.

This meeting shall be set by the Governance Committee, which will notify all directors of the incoming Board by email—specifying the time, date, location and purpose of the meeting—at least two weeks in advance. The meeting will be presided over by the Chair of the Governance Committee or his/her designated committee member.

Should an office become vacant for any reason during a term and is not extinguished by Board action, the Board shall promptly elect a successor for the unexpired term.

Section B - Duties of the President.

The President shall be the executive officer of FoWB, shall generally supervise and control all of its employees and volunteer workers as well as all of the business affairs of the organization. The President shall annually appoint chairs of all committees. He or she shall serve as the principal spokesperson for FoWB. When present, the President shall preside at all meetings of the membership and of the Board. The President is empowered to sign any deeds, notes, deeds of trust, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these bylaws to some other officer or agent of FoWB, or shall be required by law to be otherwise signed or executed. The President shall perform all other duties incident to that office and such additional duties as may be prescribed from time to time by the Board of Directors.

Section C - Duties of the Vice-President.

In the absence or incapacity of the President or in the event the President's office is vacant, the Vice-President shall perform the duties of the President, and when so acting, shall have all the authority and powers of the President. The Vice- President shall perform such other duties as assigned by the President or by the Board.

Section D - Duties of the Secretary.

The Secretary shall:

1. Prepare and present the minutes of membership and board meetings;
2. Maintain and archive copies of all Board and membership meeting minutes;
3. Maintain a current list of the membership of all standing and ad hoc committees to be available to any FoWB member in good standing, upon request,
4. Perform duties incident to the office of Secretary and such other duties as assigned by the President or the Board.

Section E - Duties of the Treasurer.

The Treasurer shall:

1. Have custody of, and account for all funds and investments of FoWB which have not been specifically placed in trust to another party;
2. Receive all monies due and payable to FoWB from any source, and deposit the same in the name of FoWB in such banks or other depositories as have been approved by the Board;
3. Unless otherwise instructed by the Board, disburse all sums legally due from FoWB in a timely manner;
4. Prepare and deliver to the Board at each meeting a Status of Funds Report and a Reconciliation of Funds report;

5. Be responsible for the timely filing of all reports with all appropriate government entities such as the US Government and the Commonwealth of Virginia, and for any other entities requiring financial information on FoWB;
6. Serve on the Finance Committee; and
7. In general perform all of the duties incident to the office of Treasurer and such other duties as assigned by the President or the Board. If required by the Board the Treasurer shall post bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board shall specify.

ARTICLE VI-EXECUTIVE COMMITTEE.

The Executive Committee is composed of the officers of FoWB: President, Vice-President, Secretary, Treasurer and one sitting Board member elected by the Board.

The Executive Committee shall have the authority to act on behalf of the Board between scheduled Board meeting regarding business matters that would be negatively impacted by a delay until the next scheduled Board meeting. The decisions of the Executive Committee are to be reported to the full Board at its next scheduled meeting. Any policy decisions would be subject to Board review and approval.

ARTICLE VII- COMMITTEES.

Section A - General.

1. Chairs of all standing committees shall be appointed by the newly elected President before the first board meeting of the calendar year, and if vacancies arise during the year, also by the President. The President shall not in any capacity chair a standing committee.
2. In addition to the standing committees listed herein, the Board may by resolution create ad hoc committees. The President shall appoint the membership of any ad hoc committee and notify the Board within 10 days of the names of those appointed. Ad hoc committees may include non-FoWB members.
3. The standing committee chair shall select at least one Board member to be on the committee and shall staff the committee with sufficient persons to accomplish its assigned task(s).
4. The standing committee chair has the authority and responsibility to create subcommittees, as necessary, to support the various missions, programs, and activities, as defined below, of the standing committee.

5. All members of a standing committee must be members in good standing.
6. Each standing committee shall meet at least twice a year.
7. Each standing committee chair shall provide reports to the Board for each Board meeting on its activities since the previous meeting and identify issues that require board discussion and/or action. Issues subject to Board engagement include but are not limited to those where circumstances require a new policy or modification or repeal of existing policy or amendment of existing practices where there are implications for FoWB overall. In those rare instances where action is needed prior to the next Board meeting, Chairs, through the President, may take the issue to the Executive Committee for consideration.
8. Committees, whether in a lead or supportive role on any given project or activity, are encouraged to collaborate.
9. The President is a non-voting, ex-officio member of each standing committee.

Section B - Standing Committees.

1. The Battlefield Resources Committee shall provide resources and manpower to the NPS for the physical maintenance and upkeep of the Wilderness Battlefield portion of the Fredericksburg and Spotsylvania National Military Park. This includes regular maintenance responsibilities of the Ellwood Manor property and the coordination and oversight of the annual CWT Park Day event. The Committee's mission is to help provide an enhanced experience for visitors to the battlefield.
2. The Governance Committee shall provide assistance and advice to the Board of Directors to maximize the effectiveness and efficiency of FoWB. At the discretion of the Board, such assistance shall include, but is not limited to, the following:
 - a. Maintain, update and distribute in either hard copy or electronic form the Board of Directors Handbook;
 - b. Conduct, in collaboration with the President and/or his designees, an annual orientation for new Board members;
 - c. Review issues related to governance practices and make recommendations for modification, based on such review. Areas to be reviewed may include the bylaws, practices/policies and committee structure;
 - d. Manage Board member recruitment process;
 - e. Manage the annual election of Board officers and the at-large Board member to the Executive Committee;
 - f. Administer the review process for any formal complaints filed under the FoWB Code of Conduct policy;
 - g. Collaborate with standing committees and the President, as appropriate, with regard to governance matters.

3. The Communications Committee shall coordinate and implement internal and external communications to ensure a consistent and appropriate message is presented to target markets. Responsibilities shall include, but are not limited to, the following:
 - a. Manage, maintain, and enhance FoWB's website and other social media as may be deemed appropriate by the Board;
 - b. Manage the marketing of the organization and its special events through identifying and cultivating media contacts and issuing news releases;
 - c. Coordinate public relations activities;
 - d. Coordinate with and assist other committees in the production and distribution of brochures, banners, press releases, signs or other displays or informational items.
4. The Ellwood Operations Committee shall manage the operations of the Ellwood venue. Responsibilities shall include, but are not limited to the following:
 - a. Recruit, train, and schedule volunteer interpreters;
 - b. Recruit, train and schedule housekeeping personnel;
 - c. Support programs, events and education outreach activities in coordination with sponsoring standing committees to enhance visitor experience;
 - d. Develop appreciation and retention programs for the volunteer interpreters;
 - e. Report Ellwood visitor statistics to the NPS and the Board;
 - f. Administer the artifacts and property registry;
 - g. Perform as necessary and as required operations in coordination with the NPS.
5. The Finance Committee shall be responsible for the financial standards, practices and policies related to FoWB operations. Responsibilities shall include, but are not limited to the following:
 - a. Establish policy for the receipt of funds and their disbursement for expenses; and
 - b. Review quarterly FoWB financials including investments, income and expenses and make relevant recommendations to the Board;
 - c. Establish and monitor internal controls to assure the financial integrity of funds.
 - d. Arrange for an annual financial review;
 - e. Recommend the annual FoWB budgets to the Board.
 - f. Develop and administer a process for funds collected in the Ellwood donation box to be deposited in the bank and reported to the Treasurer.
6. The Membership/HP Committee:
 - A. The Membership Subcommittee shall maintain all membership records and shall develop and manage programs that grow and sustain the FoWB membership base. Responsibilities include, but are not limited to, the following:
 - a. Maintain and regularly update the membership database that includes, but is not limited to, name, address, phone number and email addresses;
 - b. Develop, coordinate and maintain an ongoing year-round recruitment program for new members;
 - c. Sustain and cultivate existing members, which includes personal contact in all its forms, as appropriate;

- d. Assist the President with annual meeting;
 - e. Interact with and assist other committees, as appropriate;
 - f. Annually forward to the Board for review and approval the annual renewal and recruitment processes;
 - g. Recommend and seek Board approval for changes to the rates, categories and/or services regarding the membership;
 - h. Provide reports on membership status and on committee; and activities to regularly scheduled Board meetings.
- B. The Heritage Program Subcommittee shall bring to members and non-members an opportunity to affirm the role of their ancestors played in the Battle of the Wilderness or in a civilian connection to Ellwood Plantation from its origin to 1971. Responsibilities shall include, but are not limited to, the following:
- a. Respond to or contact individuals that have been identified as potentially having an ancestor connection;
 - b. Verify potential candidate's information and documentation;
 - c. Assist in limited research when deemed necessary;
 - d. Complete application processing and certify membership to the appropriate HP membership category;
 - e. Compile award packet and forward to the new member;
 - f. Acknowledge new and past members at the Annual Meeting;
 - g. Recommend and seek Board approval for any changes to the rates, categories and/or services; and
 - h. Provide reports on HP membership status and on committee activities at regularly scheduled Board meetings.
7. The Program & Special Events Committee shall enhance the FoWB's visibility by conducting and sponsoring programs and events that focus on the Battle of the Wilderness, the battlefield area, the Wilderness, the surrounding area and its related history. Responsibilities shall include, but are not limited to, the following:
- a. Develop an annual plan for implementing specific programs and events;
 - b. Conduct programs and events that FoWB would sponsor or co-sponsor;
 - c. Promote and coordinate actions to support planned programs and events;
 - d. Serve as FoWB's clearing house, overseer, facilitator, and coordinator of all programs and events that are not the specific responsibility of another standing committee.
 - e. Keep the NPS informed of all FoWB programs and events that are conducted within FSNMP.
8. The Education Outreach Committee shall conduct and sponsor educational and informational activities that focus on the Battle of the Wilderness, the battlefield area, the Wilderness, the surrounding area and its related history. Responsibilities shall include, but are not limited to, the following:
- a. Develop an annual plan identifying and implementing specific educational outreach activities to school age youth and other organizations;

- b. Coordinate with local school systems, home school associations, other educational institutions and other nonprofit educational organizations to partner with FoWB's educational outreach activities;
- c. Create a FoWB speaker's bureau;
- d. Promote education outreach activities throughout FoWB;
- e. Serve as FoWB's clearing house, overseer, facilitator, and coordinator of all educational outreach activities that are not the specific responsibility of another standing committee.

Section C - Activity Reports.

The President shall designate an individual to collect on a regular basis information on hours volunteered in supporting the FoWB mission. All committee chairs and Board members who are not Chairs are to report this information at a time and manner requested by the designee.

ARTICLE VIII-PROJECTS AND COMMUNICATIONS WITH REFERENCE TO THE PARK/PROHIBITED ACTIONS.

All representatives of FoWB (whether directors, officers, committee members, or individuals) who propose an activity or who desire to issue a statement of any sort in any medium that involves the NPS organization or operations, its personnel or its property, shall first present that activity or statement to the President or the specified representative of the President. If appropriate, the President or his/her representative will request clearance from the NPS. Should there be an un-cleared FoWB activity or statement that the NPS specifies as having injured it, the individual(s) responsible for the activity or statement shall be held personally liable. No representatives of FoWB shall authorize, conduct, or assist in the pursuit of any activity or the issuance of any statement that would jeopardize the 501(c)(3) non-profit status of FoWB or the relationship of FoWB with the NPS.

ARTICLE IX- CONTRACTS/ LOANS/REMUNERATION/REIMBURSEMENT.

Section A - Contracts.

The Board must authorize any contractual activity to be carried out on behalf of FoWB to be executed by the President as described in Article V, Section D, of these bylaws.

Section B - Loans.

No loans shall be contracted for on behalf of FoWB and no evidences of indebtedness shall be issued in its name, unless the same have been authorized by a resolution of the Board. Such authority may be general or may be confined to specific instances. The use of routine commercial accommodation lines of credit is authorized only with a resolution from the Board of Directors.

Section C - Employees.

The Board may contract with persons for their services as remunerated employees of FoWB, assigning to them such duties and powers as the Board deems appropriate. All terms and conditions of the employment relationship must be in writing and signed by both parties.

Section D - Reimbursement.

No FoWB Board member may hold a compensated position within the organization. FoWB Board members are eligible for payment for documented, actual out-of-pocket expenses reasonably incurred in discharging authorized FoWB duties and payment for these expenses shall be executed in accordance with approved FoWB reimbursement policies.

The Board, reserves the right to deny reimbursement for any expenditure that appears to be inconsistent with the purposes of FoWB.

ARTICLE X –AMENDMENTS.

These bylaws may be altered, amended or repealed, in whole or in part, and new bylaws adopted by majority vote of the Board at any regular or special meeting of the Board for which notice is provided, as described in Article IV, Section G, Subsection 3, of these bylaws. Nothing in these bylaws nor in any amendments or substitutions shall operate to (a) be inconsistent with or take precedence over applicable state and federal law or over the matters set forth in FoWB’s Articles of Incorporation and/or (b) alter the non-profit 501(c)(3) status of the organization.

ARTICLE XI – DISTRIBUTION OF ASSETS UPON DISSOLUTION.

If for any reason it becomes necessary to dissolve or liquidate FoWB, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets in such a manner, or to such organization(s) qualified under Section 501(c) (3) of the Internal Revenue Code. All remaining assets shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is located.