

**First Maryland Company
Jamestowne Society
Bylaws**

MISSION

The mission of the First Maryland Company is to bring Jamestowne Society members residing in areas of Maryland and Pennsylvania into closer association through activities revolving around matters of common historical and genealogical interest; to promote and support the restoration of historical records, documents, objects, and edifices which are of lasting cultural value to the people of Virginia and of the Nation; and to engage in activities consistent with, and to promote and support, the mission and purposes of the Jamestowne Society through local and regional activities.

**ARTICLE I
Membership**

1. Members in good standing of the Jamestowne Society, a Virginia corporation, shall be eligible for membership in the Company.
2. Admission of a Jamestowne Society member to membership in the Company shall be upon invitation, acceptance by the individual, and payment of dues. The Council shall have authority to adopt rules with respect to membership not inconsistent with these or the National By-Laws.
3. Members shall have the right to vote for officers and members of the Council of the Company, and upon such other matters as may be properly brought before the meeting of the members which they are attending.

**ARTICLE II
Officers**

Section 1. The officers of the Company shall consist of the Company Governor, the Lieutenant Governor, the Treasurer, the Secretary, the Historian, the Registrar, and the Chaplain.

Section 2. Election of Officers. The officers shall be elected bi-annually by the majority vote of members present at a business meeting (except as hereinafter otherwise prescribed). A slate of officers and councilors shall be presented by the Nominating Committee. At the time of the election, nominations of qualified individuals may be made from the floor, provided the individual being nominated has given permission in advance to have his or her name placed in nomination. Voting may be by secret ballot; however, if there is only one nominee for each position, a viva voce vote is allowed. If the voting is by ballot, the ballots shall be counted by two, or not more than three persons, designated by the Governor or, if presiding, by the Lieutenant Governor.

Section 3. Unexpired terms. The Governor shall appoint a member to fill a vacancy created by the death, disability, or resignation of an officer prior to the expiration of said officer's term of office. The individual so appointed will serve until the next meeting of the Council, at which time the Council shall elect an individual to complete that term.

Section 4. Terms of Office. All officers and councilors except the Governor may serve an unlimited number of consecutive two-year terms of office. No Governor will be elected to more than two consecutive terms of office if another willing, qualified candidate for the office is nominated by the Nominating Committee and elected.

Section 5. Duties and Authority of Officers

- **Company Governor.** The Governor shall preside over all meetings of the Company and of the Council. The Governor shall sign all formal documents, appoint all committees (except as hereinafter otherwise prescribed), appoint members to said committees, attend meetings and functions of the Jamestowne Society, and generally exercise supervision and management over the Company. The Governor will also name a website manager who will manage the Company's website, with special emphasis on the educational aspect of this resource.
- **Lieutenant Governor.** The Lieutenant Governor shall, in the event of the absence or disability of the Governor, or at the request of the Governor, exercise any and all duties of the Governor. The Lieutenant Governor shall also perform such functions as may be directed by the Governor.
- **Secretary.** The Secretary shall keep minutes of all meetings, maintain a record of all proceedings of the Company, the Council, and other committees as appropriate, shall sign documents of the Company as instructed by the Governor, and shall send out newsletters and notices of meetings and other gatherings and events of interest to members.
- **Treasurer.** The Treasurer shall receive, deposit, handle, and disburse all funds of the Company, and generally exercise the duties of the Treasurer of a non-stock corporation. The Treasurer shall keep accurate records of the membership and collect dues, gathering all information needed to produce a Membership directory. The Treasurer will monitor activities of the Company to maintain tax-free status, including the filing of required reports to state and national agencies, and inform the Company Governor and Council of any apparent potential issues. The Treasurer will ensure that an adequate conflict of interest policy has been published and that all members of the Council are aware of this. In the event the amount of funds in the Company's accounts reaches or exceeds \$20,000.00, the Treasurer shall be duly bonded. The fiscal year of the Company shall be January 1 to December 31.
- **Historian.** The Historian shall have custody of all documents of historical significance belonging to the Company.

- **Registrar.** The Registrar will issue invitations to join the Company to eligible, potential members. The Registrar will counsel potential Jamestowne Society applicants on the preparation of their applications.
- **Chaplain.** The Chaplain shall conduct and supervise all religious activities and ceremonies of the Company. All proceedings of the Company and the Council shall be opened with a prayer.

ARTICLE III

The Council

Section 1. Members. The Council of the Company shall consist of the Company Governor, the Lieutenant Governor, the Secretary, the Treasurer, the Historian, the Registrar, the Chaplain, the immediate past Company Governor, and three elected councilors. The Governor may appoint, as necessary, Council members to any additional position required and will assign duties and responsibilities for each position unless delineated above.

Section 2. Duties. The Council is vested with the control of the Company and its affairs and shall be the governing body of the Company. It shall have the power and authority to elect Council members. Between Council meetings, the Governor shall have full authority to direct the activities of the Company, coordinating any major expenses or commitments with Council members informally or at a special meeting of the Council. Any significant decisions so made will be recorded in the minutes of the next Council meeting.

Section 3. Meetings. The Council shall convene not less than twice per year and upon the call of the Company Governor, as required. Notice of such meetings should be sent to Council members at least 30 days prior to the date of such meeting.

Section 4. Nominating Committee. The Nominating Committee shall consist of at least two members appointed by the Governor. It will continue to identify potential leaders and councilors among the membership, focusing on those who are participants in activities and, where desirable, encouraging inactive members to be more engaged. It will provide the Governor a proposed slate of nominees at least 60 days before any scheduled business meeting at which an election is required.

ARTICLE IV

Ad Hoc Committees

The Company Governor may appoint such Ad Hoc Committees as deemed appropriate or necessary to the furtherance of the objectives of the Company. These may include committees on dissemination of historical information on Virginia history, or committees planning specific events either with or without other groups or agencies.

ARTICLE V

Parliamentarian

The Company Governor may appoint a Parliamentarian to advise the Company and its officers on Parliamentary Procedure. If a Parliamentarian is appointed, said Parliamentarian shall attend all meetings of the Company and of the Council.

Robert's Rules of Order shall govern the conduct of business of the Company in all cases to which they are applicable and in which there are no inconsistencies with these By-Laws, with the By-Laws of the Jamestowne Society, or with the laws of Maryland.

Any amendment adopted by the Jamestowne Society affecting the working of this Company shall become a law of the Company without notice of the amendment.

ARTICLE VI

Meetings of the Company

Section 1. There shall be not less than two meetings of the Company per annum; the autumn meeting will be designated as the annual business meeting. The annual business meeting shall be scheduled so that a Treasurer's report for 12 months activity, completed within the preceding two months, can be reviewed. Invitations to all meetings should be sent to members at least 30 days prior to the date of such meeting.

Section 2. Other meetings, gatherings, or activities, may be convened or undertaken as considered necessary or desirable by the Company's Governor and/or recommended or proposed by the Council.

Section 3. Order of business at meetings of members. The order of business at the annual business meeting shall be as follows:

- (1) Reading and action on any unapproved minutes.
- (2) Annual report of all officers and committees.
- (3) Election of Officers and other members of the Council, where appropriate to the meeting.
- (4) Unfinished business.
- (5) New business.
- (6) Adjournment.

A similar order of business, as appropriate, shall be followed at other meetings.

ARTICLE VII
Dues

The annual dues for members of the Company shall be as determined by the Council.

ARTICLE VIII
Amendment of By-Laws

These By-Laws may be revised or amended in whole or in part according to the following procedures:

- (1) The proposed amendment or revision shall be in writing and signed by three members of the Council, shall be submitted to members of the Council 30 days prior to the convening of the Council for the purpose of considering such proposed amendment.
- (2) The Council shall vote upon the proposed amendment or revision at a meeting called for the purpose, provided a plurality of members of the Council are present at such meeting. If at least two-thirds (2/3) of the members present vote in favor of the proposed amendment, a copy of the proposed amendment shall be sent to each member of the Company together with notification that the proposed amendment will be voted on at the next business meeting. The notification and proposed amendment will be mailed out at least three weeks before the scheduled business meeting. If the amendment is approved by two-thirds or more of the members so voting, the amendment shall stand approved and adopted.

ARTICLE IX
Dissolution of Company

In the event of the dissolution of the Company, all funds remaining in the Treasury, which are not expendable for outstanding indebtedness, shall be remitted to the Jamestowne Society, if it continues to be qualified in accordance with IRS regulation Section 501 (c)(3), for use in such educational and/or historical activities or projects as it may deem appropriate. If it is no longer so qualified, then an organization shall be selected to receive the funds that will use the remaining assets only for tax-exempt educational purposes.

Adopted January 15, 2015
Revised September 3, 2020
Revised October 26 October, 2022