

**AMENDED AND RESTATED BYLAWS
OF THE**

Gadsby's Tavern Museum Society

Adopted by the Society Membership on September 16, 1999,

Amended and restated at the Annual Meetings on

October 20, 2008, June 24, 2012, and June 14, 2015

Correction of number of Board of Directors as up to 16 adopted by

The Society Membership at the Annual Meeting of June 24, 2012

Article I: Name: The name of the organization is Gadsby's Tavern Museum Society (Society). The Gadsby's Tavern Museum Society is a private citizens group formed for the purpose of giving support to Gadsby's Tavern Museum. The Gadsby's Tavern Museum Society is not affiliated with nor involved with the ownership, operation and management of Gadsby's Tavern Museum which is owned and operated by the City of Alexandria.

Article II: Purpose: The purpose of the organization shall be to provide ongoing support in the preservation, development, and interpretation of Gadsby's Tavern Museum and its programs. Gadsby's Tavern Museum Society shall:

Section 1. Encourage community support of and volunteerism at Gadsby's Tavern Museum as a historical, cultural, educational, and research facility in the community.

Section 2. Generate donations of cash and kind for Gadsby's Tavern Museum. Monies and in-kind contributions to the Society are to be used for the benefit of Gadsby's Tavern Museum.

Article III: Membership:

Section 1. Classes. There shall be seven classes of membership: Individual, Family, Friend, Benefactor, Lifetime, Volunteer, and Merchant. Family membership is defined as one or two adults and dependent children. Each adult comprising the first six membership classes is entitled to one (1) vote. Each merchant class membership is entitled to one (1) vote.

Section 2. Admission. Membership shall be by application and payment of dues submitted to the Treasurer.

Section 3. Eligibility. Any person or group in agreement with the objectives of the organization as stated in Article II of these Bylaws is eligible for membership.

Article IV: Officers:

Section 1. Composition. The officers of the organization shall consist of a President, Vice-President, Secretary, Treasurer, and such additional Vice-Presidents and other officers as the Board of Directors deems desirable.

Section 2. Election and Term of Officers. The officers shall be elected at the Annual Meeting. The term of all officers shall be one (1) year but limited to three (3) consecutive terms in the same office unless this stipulation is waived by a secret ballot vote of those present and eligible at the Annual Meeting. Members nominated to serve as an officer shall be a current or former member of the Board of Directors at the time of nomination.

Section 3. Duties and Responsibilities.

a. The President shall call and preside over all meetings of the members, the Board, and the Executive Committee. The President will act as Chairman of the Board and, with the Board's approval, appoint chairmen to any committees as designated by the Board. The Board must be made aware of all scheduled meetings.

b. The Vice-President shall assume all duties of the President in the event that the President cannot fulfill his/her duties as stated in Section 3a. The Vice-President shall oversee financial resource development and shall perform other such duties as may be designated by the Board of Directors. In order to provide for orderly succession, the Vice President is expected to be willing to run for the office of President if asked by the Nominating Committee.

c. The Secretary's duties shall be those traditionally associated with a secretarial position, including taking minutes of all meetings and maintaining the records of the Society. The Secretary shall also be responsible for the correspondence activities of the Society and shall maintain data in Guidestar. The secretary shall perform other duties as may be designated by the Board of Directors.

d. The Treasurer shall be responsible for the administration of finances for the organization, subject to budgetary and other regulations established by the Board of Directors. The Treasurer will submit an annual budget for the approval by the Board of Directors prior to the Annual Meeting. The Treasurer will also submit this budget for approval at the Annual Meeting

along with an annual report of finances and will provide copies of all financial records to the Secretary for safe-keeping. The Treasurer shall perform such other duties as designated by the Board of Directors.

e. The Secretary and treasurer positions may be combined if deemed necessary by the Board of Directors.

Article V: Board of Directors:

Section 1. Composition. The Board of Directors shall consist of the officers listed above and no more than sixteen (16) directors elected according to Article V. In addition, ex-officio member(s) shall be the Director of Gadsby's Tavern Museum or the Director's designee(s). Additional ex-officio members may also be selected by the Board of Directors. Ex-officio members are not eligible to vote or hold any of the offices defined above. The Board may choose to appoint a Historian/Archivist to serve on the Board at its discretion. All members of the Board of Directors serve without compensation.

Section 2. Election Term of Directors. Directors shall be elected at the Annual Meeting and shall serve for three (3) year terms. Terms of Directors shall commence at the Annual Meeting. Directors shall be divided into three (3) classes in order that one third of the Directors shall be elected each year to serve for three (3) years. Each class may contain a maximum of six (6) members. No Director may serve more than two (2) consecutive terms unless this stipulation is waived by a secret ballot vote of those present and eligible to vote at the Annual Meeting.

Section 3. Board Budget Action. The Board of Directors shall act upon a proposed budget developed by the Treasurer prior to the Annual Meeting and presented to the membership for approval at the Annual Meeting.

Section 4. Special Board Appointments. When vacancies occur, including resignations and nonelection of a board position during the regular three-year election cycle, the President may appoint a member to fill the unexpired term subject to the approval of the majority of the existing Board of Directors. These newly appointed Board members shall serve until the Annual Meeting at which time they may be nominated to stand for regular election.

Article VI: Committees:

Section 1. The Executive Committee shall consist of the Officers of the Board. Meetings will be called as needed and other persons may be asked to attend as the need arises.

Section 2. The Nominating Committee shall consist of at least one Past President and at least two members of the Society and shall be appointed by the Board of Directors.

a. The Nominating Committee shall be established at least three months prior to the Annual Meeting. The Nominating Committee shall assess the needs of the board and seek individuals to meet those needs. Nominees shall be made aware of the responsibilities and duties of the position to which they are nominated. Any member may submit their name to the Nominating Committee for consideration.

b. All nominations shall be submitted to the Secretary prior to the Annual Meeting so that they can be included in the separate announcement of the Annual Meeting and for the newsletter.

Section 3. Finance Committee. The President shall appoint a Finance Committee consisting of the Treasurer and at least two board members who shall be approved by the Board to review corporate financial records. The Treasurer shall chair the Finance Committee.

Section 4. Ad Hoc Committees shall be established by the Board from time to time as deemed necessary to further the goals of the organization. Committee members may be chosen from the full membership of the organization. Those committee chairs who are not elected Board members will be requested to attend Board meetings as deemed necessary by the President.

Section 5. Ad Hoc Committees shall regularly provide the board with status reports for inclusion in the Board minutes. They shall also submit regular financial reports to the Treasurer at the end of each project or event and prepare a report for the Annual Meeting Report.

Article VII: Meetings:

Section 1. The Board of Directors shall schedule regular meetings as determined by the Board and shall meet at least quarterly.

Section 2. The Board may call a special meeting as deemed necessary, provided notice of such a meeting stating its purpose is distributed to all Board members at least five (5) days in advance.

Section 3. A quorum shall consist of one-half of the elected Board members. Voting by proxy at Board meetings will not be permitted. In instances when a quorum cannot be achieved, the President may act on behalf of the Board. Decisions made solely by the President on behalf of the Board must be documented in writing and noted as having been made by the President rather than by a majority vote of the Board. At general membership meetings, those in attendance constitute a quorum.

Section 4. The President may submit items of business to the Board of Directors for an electronic vote. A written record of each member's vote shall become part of the minutes of the next Board meeting.

Section 5. When appropriate, the Board may use available technology to facilitate board meetings when meeting in person is not feasible. Use of technology may include, but is not limited to, conference calls, calling in to a board meeting, and online conferencing.

Section 6. The Annual Meeting of the Society shall be held at a time and place set by the Board of Directors. All Society members are invited to attend the Annual Meeting and members in attendance shall constitute a quorum. The agenda for the Annual Meeting shall include the approval of the budget for the fiscal year, election of officers and directors, proposals to amend the Society's bylaws, and other business that may come before the members.

Article VIII: Finances:

Section 1. The Board of Directors shall set the annual dues for membership in accordance with essential expenses. Changes in membership dues for the following year shall be approved by the members at the annual meeting.

Section 2. Membership dues shall be paid annually.

Section 3. Any person more than three (3) months in arrears shall become an inactive member with the loss of membership privileges.

Section 4. The fiscal year of the organization shall be July 1st through June 30th.

Article IX. Measuring Effectiveness

Section 1. At the first board meeting after the election of new board, the Board of Directors will develop goals for the next year. These goals will be used to measure effectiveness of the organization towards its mission.

Section 2. At the Annual Meeting, evaluation of the established goals for the previous year will be presented and reviewed by members of the board for the membership's information.

Section 3. The minutes of the Annual Meeting will constitute the annual report for GTMS.

Article X: Amendments: Recommendations for amendments to these Bylaws by the Board of Directors will be subject to the approval of the membership at the Annual Membership Meeting. Approved amendments will become effective immediately upon approval.

Article XI.

Policies adopted by the Society shall be reviewed by the Board of Directors Annually. Policies adopted by the Board of Directors include:

Section 1. Volunteer Ethics Code

Section 2. Conflict of Interest

Section 3. Guidestar

Section 4. Mailing List Use

Article XII. Indemnity of Officers and Directors.

Section 1: Indemnity. Each person now or hereafter a Director or Officer of the Corporation (and his heirs, executors and administrators) shall be indemnified by the Corporation to the fullest extent permitted by the laws of the Commonwealth of Virginia

(See Va. Code Ann. § 13.1-702) against all claims, liabilities, judgments, settlements, costs and expenses, including all attorney's fees, imposed upon or reasonably incurred by him or her in connection with or resulting from any action, suit, proceeding or claim to which he or she is or may be made a party by reason of his being or having been a Director or Officer of the Corporation (whether or not he or she is a Director or Officer at the time such costs or expenses are incurred or imposed upon him or her), except in relation to matters as to which he or she shall have been finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his duties as such Director or Officer.

Section 2: Additional Rights. Such right of indemnification shall not be deemed exclusive of any rights to which an Officer or Director may be entitled by any bylaw, agreement, vote of members, or otherwise.

Section 3: Good Faith, Best Interests, No Reasonable Cause. Under Va. Code Ann. §13.1-697, the Corporation has the authority to indemnify an Officer or Director if 1) he conducted himself in good faith, and 2) he believed in the case of conduct in his official capacity with the Corporation, that his conduct was in its best interests; and in all other cases, that his conduct was at least not opposed to its best interests; and in the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful.

Section 4: Independent Counsel. If the determination as to whether a Director or Officer was guilty of gross negligence or willful misconduct is to be made by the Board, it may rely as to all questions of law on the advice of independent counsel.

Section 5: Insurance. The Corporation shall have the authority to purchase suitable policies of indemnification insurance on behalf of its Officers, Directors, or agents, the premiums for which may be paid out of the assets of the Corporation.

Bylaws Certificate

I, the undersigned, do hereby certify

- (1) That I am the duly elected and acting Secretary of Gadsby's Tavern Museum Society, Inc., a Virginia nonprofit corporation (the "Corporation"); and
- (2) That I am authorized to execute this certificate on behalf of said Corporation; and
- (3) That the foregoing bylaws constitute the bylaws of the Corporation as duly adopted by the Membership at their Annual Meeting on June 14, 2015, consisting of nine (9) pages, including this page, and as amended from time to time prior to the date hereof, and including correction of the number of board members to 16, affecting Article V, Section 1, and correcting the number of members of each class of board members to 6, affecting Article V, Section 2, as adopted by the Membership at the Annual Meeting of June 24, 2012.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 14th day of July, 2016.

Kay W. Zerwick

Kay W. Zerwick

Secretary