



THE VIRGINIA SOCIETY  
SONS OF THE AMERICAN REVOLUTION

**OFFICIAL HANDBOOK**

**Volume 2: Bylaws**

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# **BYLAWS**

## **SECTION I - ADMISSION OF MEMBERS**

Admission to and membership in the National Society is required for admission to and membership in the Virginia Society, excepting honorary members. Application for membership in this Society shall be made on the printed or electronic form furnished by the National Society. A duplicate, either a carbon copy or a photocopy of the application must accompany each application. Each application must be endorsed by two members and must be approved by the Virginia Society Registrar.

## **SECTION II - WITHDRAWALS FROM MEMBERSHIP**

Any member may withdraw from membership at any time. Such withdrawal shall be in writing and addressed to Secretary of the Virginia Society. Members who are indebted to the Virginia Society at the time of withdrawal must satisfy such debt prior to readmission.

## **SECTION III - TRANSFER OF MEMBERSHIP**

A member in good standing, upon his written application to the Secretary, may be given a transfer to any other Society of the Sons of the American Revolution.

## **SECTION IV – FEES, DUES, DONATIONS**

- A. FEES. The admission fees shall be in such amounts as shall be prescribed by the National Society and the Virginia Society. The admission fees and dues of the Virginia Society and the National Society shall accompany each application and shall be returned to the applicant should he be rejected. The Virginia Society shall waive its admission fee for any applicant eligible for waiver of the National Society admission fee. All such applicants shall pay such amounts as shall be prescribed by the National Society for the Certificate of Membership, and such amounts prescribed by the Virginia Society shall accompany these applications. If a membership application, transfer or reinstatement is registered between September 1 and December 31, the National and Virginia Society dues submitted with his application are credited to the following calendar year. An applicant for membership is exempt from paying the Virginia Society dues for the year in which his application is registered. A fee of such amounts as shall be prescribed by the Virginia Society shall accompany each supplemental claim to establish additional ancestral lines of eligibility.
- B. DUES. The Virginia Society annual dues shall be in such amount as shall be prescribed by the Virginia Society in addition to the National dues in the amount prescribed by the National Society. The annual dues of a member of the Virginia Society temporarily not entered on the rolls of any active chapter shall be that amount prescribed by the Virginia Society in addition to the National Society dues. The fiscal year of this Society shall begin on the 1st day of January of each year. By December 1, all chapters must submit their members' dues for the following calendar year to the Virginia Society. If a member has failed to pay his dues by January 1, he shall be dropped from the rolls of membership of the Virginia Society. A member who has

been dropped for the non-payment of dues may be reinstated provided the current national, state and chapter annual dues are paid in full.

The Virginia Society does not have a Life Membership program. It did at one time, but the program was terminated in 1994. At that time VASSAR transferred those VASSAR Life Members to the National Life Membership program and paid for their enrollments. These members shall not pay annual Virginia Society or National Society dues, but remain subject to pay applicable Chapter annual dues. In addition to the VASSAR Life Members transferred to the National plan, there are also other members of the Virginia Society who have individually purchased their own National Life Membership plans. These compatriots are not required to pay National Society dues, but are required to pay annual Virginia Society and applicable Chapter dues.

C. DONATIONS. Donations received by the Virginia Society and not designated for a specific purpose shall be allocated by vote of the Executive Committee.

## **SECTION V - MEETINGS**

Pursuant to, and in conformity with, Code of Virginia section 13.1-844.2, as amended, the Executive Committee, acting as the equivalent of corporate board of directors, may (a) adopt appropriate procedures for any member to participate in any meeting by means of remote communication, and (b) determine, in the event of emergency or physical impracticability, that any meeting of the Virginia Society shall not be held at any place and shall instead be held solely by means of remote communication, and adopt such procedures as they deem necessary for the conduct of any such meeting.

## **SECTION VI - PRESIDENT**

The President provides overall leadership to the Virginia Society in carrying out programs that fulfill the purposes of The National Society and in accord with the policies and guidelines established by the general membership. The President is responsible for the conduct of the administration of the Virginia Society in accord with the guidelines of the budget adopted by the general membership.

The President shall preside at all meetings of the Virginia Society, and shall exercise the usual functions of a presiding officer. He shall be the executive and administrative head of the Virginia Society. The President shall be the representative and spokesman for the Virginia Society to the general public and to any other organization or entity.

## **SECTION VII - FIRST VICE PRESIDENT**

The First Vice President shall assist the President in the discharge of his duties, and in the absence of the President from any meeting, shall act as the President and perform the normal functions of the President. The First Vice President provides leadership to the Virginia Society in overseeing the youth and education programs in accord with the policies and guidelines established by the membership.

## **SECTION VIII - SECOND VICE PRESIDENT**

The Second Vice President shall assist the President in the discharge of his duties and in the absence of the President and First Vice President from any meeting, shall act as President and perform the normal functions of the President. The Second Vice President provides leadership to the Virginia Society in overseeing programs pertaining to American heritage in accord with the policies and guidelines established by the membership.

## **SECTION IX - THIRD VICE PRESIDENT**

The Third Vice President shall assist the President in the discharge of his duties, and in the absence of the President and other Vice Presidents from any meeting, shall act as President and perform the normal functions of the President. The Third Vice President provides leadership to the Virginia Society in overseeing programs pertaining to community affairs in accord with the policies and guidelines established by the membership.

## **SECTION X - SECRETARY**

The Secretary shall have charge of the Virginia Society's office and be responsible for the operation thereof.

He shall keep the minutes and records, and conduct the correspondence of the Virginia Society. He shall distribute copies of the minutes of the annual business meeting, the semi-annual meeting and any special meeting of the Virginia Society to each officer, each Past President of the Virginia Society who is a member in good standing, and each chapter president within 30 days of that meeting.

He shall at each annual meeting, submit a list of Society members who have died during the year.

He shall, with the President or First Vice-President, sign all contracts and obligations of the Virginia Society.

The Secretary shall prepare a current copy of the Constitution or Bylaws within two months of their amendment, and shall prepare a list of all amendments to the Constitution or Bylaws for distribution by suitable electronic means so as to be available to the general membership.

A member of the Virginia Society may be appointed to assist the Secretary in the performance of his duties.

## **SECTION XI - TREASURER**

The Treasurer shall collect all the fees, dues, and other funds of the Virginia Society, deposit all funds received promptly in the name of the Virginia Society in one or more banks as designated by the Executive Committee, and withdraw the same only by his check, counter signed as the Executive Committee may prescribe, for payments properly supported by vouchers and for the purpose of the Virginia Society. He shall keep a true account of his receipts and disbursements and at each annual business and semi-annual meeting render an accounting of his

records. The Treasurer shall furnish from time to time such information relative to the funds of the Virginia Society, as the officers and Executive Committee may require.

The Treasurer and such other persons as determined by the Executive Committee are to be bonded.

The Treasurer shall submit a budget for the current fiscal year to the membership at the annual business meeting. Approval of the budget will grant the Executive Committee authority to spend funds on behalf of the Virginia Society.

Expenses not included in the budget are subject to approval by the Executive Committee. No one may obligate or spend the Virginia Society funds without prior approval of the Executive Committee. The Executive Committee will use majority vote to approve reimbursements. Reimbursements to members for expenses must be submitted to the Treasurer, who will then present the request to the Executive Committee. Expenditures made without prior approval may not be reimbursed.

Officers or Committee Chairmen must submit a written request for funds to be added to the annual budget by the end of the calendar year December 31st to be included in the following years budget.

A member of the Virginia Society may be appointed to assist the Treasurer in the performance of his duties.

## **SECTION XII - CHANCELLOR**

The Chancellor shall be a member of the Virginia Bar in good standing and shall render an opinion on such questions of law or involving the Constitution and Bylaws of the Virginia Society or of the National Society, as may be referred to him by any officer of the Virginia Society, by any chapter of the Virginia Society or by the Chairman of any Trust Fund of the Virginia Society.

The Chancellor shall review resolutions and Constitution or Bylaw changes in accordance with such policies and guidelines as the Virginia Society may establish.

## **SECTION XIII - REGISTRAR**

The Registrar shall investigate the proofs of eligibility of all applicants for membership, require further proof, if necessary, and when satisfied, approve and transmit applications and fees to National Society Headquarters.

He shall have custody of all genealogical papers of the Virginia Society.

Members of the Virginia Society may be appointed to assist the Registrar in the performance of his duties.

## **SECTION XIV - HISTORIAN**

The Historian shall collect and file with the Virginia Society's Office all Society historical records and such historical data as may be brought to his attention concerning battles and incidents of the War of the American Revolution, particularly as they relate to the Commonwealth of Virginia.

## **SECTION XV - CHAPLAIN**

The Chaplain shall be a regularly ordained member of the clergy and shall perform such duties as ordinarily appertain to his office.

## **SECTION XVI - SURGEON**

The Surgeon shall be a licensed Medical Practitioner and shall perform such duties as ordinarily appertain to his office.

## **SECTION XVII - COMMUNICATIONS**

The Virginia Society shall maintain a handbook setting forth the on-going policies and practices of the Virginia Society. At times determined by the Executive Committee, the Virginia Society shall publish the handbook and distribute copies without charge to all officers of the Virginia Society, each past president of the Virginia Society who is a member in good standing, and each president of a local chapter of the Virginia Society.

## **SECTION XVIII - STANDING COMMITTEES**

The President and First Vice President shall be *ex-officio* members of all standing committees, except the Nominating Committee and the Audit Committee. Where membership is not specified by these Bylaws, the power to appoint members of standing committees shall be vested in the President and may be delegated by him.

1. Executive Committee: Composed of the President, the Vice Presidents, the Secretary, the Treasurer, and the Chancellor. The President shall chair this committee. The Executive Committee carries out the policies adopted by the general membership. It provides a forum for the senior officers of the Virginia Society to coordinate their activities and solicit advice and assistance from each other. The Executive Committee provides for the day-to-day operations of the Virginia Society.

2. Audit Committee: Composed of three members. The ranking Vice President eligible to serve on the Audit Committee shall chair this committee. No person serving as President or Treasurer during the time period covered by the audit shall serve on the Audit Committee once an audit begins. The Audit Committee is responsible for the audit of the Virginia Society's financial records. It shall make arrangements for the audit and provide a copy of the audit report to the officers, the past presidents of the Virginia Society who are members in good standing and served as president during the five years previous to the audit year, other past presidents on request, and each chapter president of the Virginia Society.

3. Nominating Committee: Composed of five members of whom three shall be past presidents of the Virginia Society. The most recent Past President who is a member of the Virginia Society in good standing shall chair this committee. The Chairman of the Nominating Committee shall select the other members of the committee and so inform the President. No current, elected Officer of the Virginia Society may serve on the Nominating Committee while they are in office. The Nominating Committee shall present a slate of officers, all of whom have agreed to serve in the positions, for which they are nominated, first to the Board of Managers and then to the general membership of the Virginia Society at its annual business meeting.

4. Membership and Chapter Support Committee: Composed of three or more members. The Second Vice President shall chair this committee. The Chapter Support Committee shall be responsible for arranging and coordinating support and assistance to chapters of the Virginia Society, including support in establishing new chapters. The Chapter Support Committee will also promote the effective and efficient recruiting, orientation, and retention of members.

5. Meetings Committee: Composed of three or more members. The First Vice President shall chair this committee. This committee is responsible for planning and arranging all meetings of the Virginia Society under the direction of the President.

6. Awards Committee: Composed of the three or more members. A permanent Chairman shall chair this committee. The Third Vice President shall serve as a member of this committee. The Awards Committee shall review for approval all proposals for the Virginia Society to bestow medals, except the State Distinguished Service Medal. Where there is a requirement, by either the National Society or the Virginia Society, that awarding a medal shall be the responsibility of a particular Officer or a Committee other than the Awards Committee, the Awards Committee review shall be limited to an examination of the criteria and process for making the award. This is to insure compliance with rules of the National Society and the Virginia Society. Where there is no such requirement, the Awards Committee shall determine the proper award based on the rules of the National Society and Virginia Society and upon principles of equity and fairness. The Awards Committee shall judge appropriate contests that the Virginia Society may sponsor for its chapters. The Awards Committee shall advise and recommend to the membership nominations for the Minuteman Award at its semi-annual meeting.

7. Handbook Committee: Composed of three or more members. The Chancellor shall chair this committee. This committee is responsible for reviewing all proposed changes to the handbook and submitting them to the Executive Committee for consideration.

8. Strategic Planning Committee: Composed of three or more members. The chair of this committee shall be appointed by the President. This committee is responsible for overseeing the long-term plans and strategic initiatives of the Society.

## **SECTION XIX – SPECIAL, AD HOC, and PROGRAM COMMITTEES**

The Executive Committee, with the approval of the general membership, may establish such other non-standing committees as deemed necessary for the efficient operations of the Virginia Society or for the promotion of National Society programs.



## **SECTION XX –TRUST FUND COMMITTEES**

Each trust fund of the Virginia Society shall be governed by a separate Declaration of Trust Agreement. Current trust funds of the Virginia Society are: The Hamilton Fund, the Knight/Patty Fund, the Flathers/May Bulletin Endowment Fund, the Paul M. Franz & Charlotte H. Philen Historical Observance Memorial Fund and the Mark Sheridan Brennan, Jr. Memorial Fund.

## **SECTION XXI - TRUSTEE**

A Trustee and Alternate Trustee shall be nominated at the annual business meeting in accordance with the National Bylaws, Article XVI - Board of Trustees; with the further provision that no Compatriot shall be eligible for nomination to the office of Trustee of the National Society, SAR, after serving three consecutive years in that office.

## **SECTION XXII - BOARD OF MANAGERS**

The Board of Managers shall provide general oversight of the Virginia Society within the limitations of the Constitution and Bylaws. They may meet immediately preceding the annual business and semi-annual membership meetings, and at other such times as the President deems advisable, or at special times as allowed for by the Constitution. The Board of Managers shall carry out its duties as prescribed in the Constitution. They shall, after referral to and recommendation of the Chancellor and Executive Committee, consider all proposed amendments to the Constitution and/or the Bylaws and all resolutions proposed for submission to the National Congress.

## **SECTION XXIII - CHAPTERS**

- A. The membership of the Virginia Society shall be organized in regular Chapters and a Headquarters Chapter. The regular chapters shall report to the Secretary of the Virginia Society the name of its president, secretary, treasurer and registrar upon their election. Each Chapter shall submit no later than 1 December each year to the Virginia Society the next year's annual dues effective for the National Society and the Virginia Society for each member owing dues and such other membership reports as requested by the Virginia Society in its dues notice. Each chapter is vested with the authority to process applicants for chapter membership, to conduct its affairs and manage its finances; provided that none of these activities are inconsistent with the Constitution or Bylaws of the Virginia or National Societies.
- B. The Headquarters Chapter is a state-wide Chapter. It exists to provide a place for members who: are transferring into the Virginia Society but have not decided which active Chapter to join; are from a Chapter that has disbanded; live in an area of Virginia not served by a regular Chapter; or who cannot be active in a local Chapter but wish to remain a member of the Virginia and National Societies.

The Headquarters Chapter does not elect officers or vote at the Virginia Society meetings, but adult members will receive the national magazine.

The President of the Virginia Society may appoint a member of the Virginia Society as the President of the Headquarters Chapter to serve for no less than two years. That member may continue to serve beyond two years at the pleasure of the current Virginia Society President. The Headquarters Chapter President performs the duties of Chapter president, secretary, registrar and treasurer. He has the same voting privileges as regular Chapter presidents and is a member of the Board of Managers and is authorized to wear the president's neck ribbon as are regular Chapter presidents.

In the absence of a Headquarters Chapter President, the Secretary is responsible for maintaining the Headquarters Chapter membership list, collecting the state and national dues and passing on information to the members as required.

- C. When a Chapter is no longer able to function, it shall be disbanded either by a vote of the Chapter membership or the Executive Committee. Members of that Chapter who wish to remain in the National Society, Sons of the American Revolution must transfer to another regular Chapter or the Headquarters Chapter. The charter, if it still exists, must be returned to the Virginia Society Secretary.

A disbanded Chapter must follow the procedures set forth in the Virginia Society Handbook for chartering a new Chapter to be reestablished.

The disbanding Chapter shall transfer its funds to the Virginia Society (VASSAR), an approved 501(c)(3) organization. Should VASSAR lose this status, the funds should be transferred to the National Society, Sons of the American Revolution (NSSAR). The funds should be sent to the attention of the VASSAR or NSSAR Treasurer. The funds are to be held in a separate account for three years in case the chapter is re-chartered. If after three years the chapter is not re-chartered, the funds shall be transferred to the General Operating Account.

The disbanding Chapter shall hand over to the VASSAR Secretary, any flags, flag stands, weapons, medals and other tangible assets to be held for at least three years in case the Chapter is re-chartered or if a new Chapter is founded in the area.

## **SECTION XXIV - INSIGNIA & MEDALS**

- (a) The Virginia Society SAR adopts all insignia and medals prescribed by the National Society SAR.
- (b) Medals of the Virginia Society and its chapters shall not exceed 1.25 inches in diameter, excluding any device for securing the medal to its ribbon, and shall be available in a miniature version. They shall bear the words "Virginia Society" and either "Sons of the American Revolution" or "SAR" on the obverse.
- (c) Earned medals of the Virginia Society are awarded for rendering a service or benefit to the SAR or the public above and beyond attending a particular event or celebration or making a donation or financial contribution.
- (1) Earned medals of the Virginia Society shall be authorized by an amendment to the Bylaws specifying a description of the medal, what organizations are authorized to award the medals, the criteria that must be met for earning the medal, and any other limitations on the award of the medal.

- (2) The order of precedence for wearing earned medals of the Virginia Society shall be determined by the Society's Awards Committee based on the level of the organization awarding the medal and the difficulty in meeting the criteria for award.

*This section clarifies the description of and the procedures to follow for Society medals.*

- (4) The Virginia Society Medal is authorized by the Virginia Society.

- (i) The medal shall be an eagle bearing a 1 1/4 inch disk with the likeness of the Seal of the Virginia Society. It shall be struck in bronze and shall be suspended from a light blue ribbon. A miniature version shall be available.

- (ii) The Virginia Society approves and may award this medal. Chapters may award this medal with the Awards Committee approval.

- (iii) The medal shall be awarded, on behalf of the Virginia Society, only to compatriots of the Sons of the American Revolution who have made valuable and outstanding contributions to the Virginia Society or its Chapters, such as consistently enrolling new members, making an exceptional effort to further national, state, and/or chapter programs, making **extraordinary** contributions to a patriotic community project, or consistently giving the chapter distinguished representation at the state level, or the state distinguished representation at the national level.

- (iv) The Oak Leaf Cluster may be awarded in lieu of a Virginia Society Medal to compatriots who already have been awarded the Medal.

- (5) The Virginia Society State Service Medal. (Madison Medal)

- (i) The medal shall be a 1 1/4 inch disk bearing portrait of James Madison. It shall be struck in bronze and shall be suspended from a navy blue or very dark blue ribbon with a vertical buff stripe running down the center. A miniature version shall be available.

- (ii) Only the Virginia Society shall award this medal; however, Chapters or individual SAR members may nominate a deserving individual to the VASSAR Awards Committee.

- (iii) This award shall be awarded members or non-members who make a **significant** contribution to the overall success, membership growth, positive public exposure, or program participation by the State Society above that which warrants a simple certificate of appreciation and below that which would justify the award of the Virginia Society Medal. While not mandatory, this Award normally would encompass service beyond a single event.

- (iv) The Oak Leaf Cluster may be awarded in lieu of a Virginia Society State Service Medal to compatriots who already have been awarded the Medal.

- (6) The Virginia Society Chapter Service Medal is authorized by the Virginia Society

- (i) The medal shall be an eagle bearing a 1 1/4 inch disk with the likeness of the Seal of the Virginia Society. It shall be struck in bronze and shall be suspended from a light blue ribbon. A miniature version shall be available.

- (ii) Only the Virginia Society and its chapters shall award this medal.

- (iii) The medal shall be awarded only to compatriots of the Sons of the American Revolution who have made valuable and outstanding contributions to the Virginia Society or its Chapters, such as consistently enrolling new members, making an exceptional effort to further national, state, and/or chapter programs, making extraordinary contributions to a patriotic community project, or consistently giving the chapter distinguished representation at the state level, or the state distinguished representation at the national level.
  - (iv) The Oak Leaf Cluster may be awarded in lieu of a Virginia Society Chapter Service Medal to compatriots who already have been awarded the Medal.
- (d) Specialty Medals or pins of the Virginia Society are awarded for making a donation or contribution or for attending a celebration or other event. They do not require any other service or achievement.
- (1) Specialty medals or pins of the Virginia Society shall be authorized by a majority vote of the general membership at a membership meeting.
  - (2) Specialty medals of the Virginia Society are worn in order of precedence below earned medals of the Virginia Society and in order of which they were first authorized.
- (e) Medals of Chapters of the Virginia Society.
- (1) Chapters of the Virginia Society may authorize their own medals.
  - (2) Medals of chapters will bear clearly the name of the chapter issuing the medal.
  - (3) The ribbon shall be distinct from National Society medals.
  - (4) There shall be clear criteria for eligibility, selection, and any limitations on the award of the medal.
  - (5) All medals authorized by chapter will be worn in precedence below medals authorized by the Virginia Society. Chapters are responsible for determining the precedence within which their medals will be worn. If a member has medals from two different chapters, they will be worn in order of the charting of the chapters.
  - (6) The design of the medal, ribbon, and the criteria shall be approved by the Virginia Society Awards Committee before the medal is struck in order to insure compliance with the Bylaws and any such rules governing medals authorized by chapters as the Virginia Society shall approve.
  - (7) Medals authorized by chapters struck prior to September 1, 2007 shall not be subject to the restrictions on design and size of those medals.

## **SECTION XXV – ORDER OF BUSINESS**

All Virginia Society meetings shall be conducted in accordance with *Robert's Rules of Order Newly Revised*, latest edition.

## **SECTION XXVI – SERIOUS COMPLAINTS AGAINST SOCIETY OFFICERS, CHAIRMEN, OTHER OFFICIALS AND MEMBERS.**

A serious complaint is one which at its worst could call into question the desirability of an SAR member to continue holding their position or membership.

At all times the person who is the subject of the complaint has the right to be fully informed about the complaint and be given a fair opportunity to respond.

If informal attempts to resolve the situation cannot be reached, then the following procedure shall be followed:

1. The complainant shall submit his complaint in writing to the Executive Committee and the party who is the subject of the complaint.
2. The subject of the complaint shall be given a fair opportunity to respond in writing.
3. The Executive Committee shall review the written documents and make the appropriate decision.
4. The Executive Committee shall inform both sides of the results.

Officers of either the Virginia Society or any chapter who are under investigation for a felony may be suspended from office at the discretion of the Executive Committee or his chapter, respectively. Officers who are indicted shall be suspended from office automatically and shall be automatically expelled from office in the event of conviction. In such instances, expulsion from membership in the Virginia Society shall be at the discretion of the Executive Committee.

## **SECTION XXVII – FINANCIAL MANAGEMENT, INDEMNIFICATION AND CONFLICTS OF INTEREST**

The Virginia Society hereby adopts the Fund Management policy set forth in Bylaw 23, Section 2; the Indemnification policy set forth in Bylaw 24, and the Conflicts of Interest Policy set forth in Bylaw 31 and Handbook Volume III; and the Non-Profit Compliance Policies found in Handbook Volume III of the National Society, as may be amended hereafter.

To the extent the Virginia Society does not have officers or other designees whose titles and duties mirror those of the National Society, the Executive Committee shall assign those duties to other officers or designees.

## **SECTION XXVIII - AMENDMENTS**

These bylaws may be amended at any meeting of the General Membership of the Virginia Society by an affirmative vote of two thirds of those present and voting. Notice of the proposed amendment shall be posted on the Virginia Society website and transmitted by mail, email or other electronic means by the Secretary or designated person to the President and Secretary of each chapter at least 30 days prior to the date of such meeting.