

Bylaws dated 8 May 1982  
1<sup>st</sup> Amended 5 November 2011

**THE SAN ANTONIO COMPANY  
JAMESTOWNE SOCIETY  
BYLAWS**

ARTICLE I

**NAME**

The name of this organization shall be SAN ANTONIO COMPANY, JAMESTOWNE SOCIETY, INCORPORATED.

ARTICLE II

1. This Company, a non-profit corporation, is organized exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code. The object and purpose of this association is to perpetuate and honor the names of our ancestors who settled in Jamestowne prior to the year 1700, to disseminate knowledge and information about them, and to uphold those principles planted at Jamestowne which radiated throughout Virginia and later throughout our Nation.

2. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax and under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue law). In carrying on these activities, no part of the earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the overall objectives of the Company. No substantial effort shall be made by the organization to distribute propaganda, participate in political campaigns, or otherwise attempt to influence legislation.

3. To embody the principles and objectives of the parent Jamestowne Society, consistent with the laws of the State of Texas.

## ARTICLE III

### **MEMBERSHIP**

Members in good standing of the Jamestowne Society, a Virginia corporation, shall be eligible for membership.

Admission to membership shall be upon invitation, recommendation of the Membership Committee, and approval of the Executive Board. The Executive Board shall have authority to adopt rules with respect to membership not inconsistent with the bylaws.

Members shall have the right to vote for Company officers and such other matters as may be properly brought before the meeting of the members.

Membership is classified as either: (1) Active, (2) Life, (3) Provisional, (4) Honorary, or (5) Emeritus.

ACTIVE members have the right to vote and hold office. All members who do not have classification in another category shall be known as an ACTIVE member. A member desiring to resign must submit his or her resignation in writing to the Governor. The resignation of a member in arrears for dues will not be accepted.

LIFE members shall be eligible ACTIVE members who shall have paid a designated sum entitling them to full membership privileges without further payment of annual dues.

PROVISIONAL members are those who desire association with the organization during the interim of application and approval for membership. PROVISIONAL members can neither vote, nor hold office. PROVISIONAL membership is intended only for individuals applying to become ACTIVE Members.

HONORARY: Upon recommendation of active membership, the General Assembly may elect to HONORARY membership, by a vote of 2/3 of members present and voting, a person who has made notable contributions worthy of such membership. HONORARY members shall receive a certificate of membership denoting this type of membership. HONORARY members can neither vote, nor hold office.

EMERITUS: EMERTIUS membership can only be extended to ACTIVE members. A letter requesting Emeritus status must be sent to the Governor of the San Antonio Jamestowne Company. After the request is processed, the name is presented to the Board for consideration. If the reply is favorable the candidate for the distinction will be designated an EMERITUS member. The EMERITUS member will not be obligated to pay dues.

## ARTICLE IV

### OFFICERS

1. The elected officers of the Company shall consist of the Company Governor, Lieutenant Governor, Treasurer, Recording Secretary, Corresponding Secretary, Second-Lieutenant Governor, Chaplain, Assistant Treasurer, Color Bearer and Historian.

The Parliamentarian is appointed

2. The Nominating Committee shall consist of not less than three members and shall be appointed by the Governor.

3. 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 shall be presented by the Nominating Committee. At the time of the election of officers, nominations may also be made from the floor. Voting may be by ballot. If the voting is by ballot, the ballots should be counted by two, or not more than three persons, designated by the Governor, or in his or her absence, by the Lieutenant Governor. If there is only one candidate for the office, the vote shall be taken via voice. Succession in office shall be dependent upon the qualifications met for that particular office.

4. The Governor shall, at his own discretion, 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, until the next meeting of the Executive Board at which such officer shall be duly elected.

5. All officers shall serve two year terms of office. No officer shall be elected to the same office for more than two consecutive terms with the exception of the Treasurer and Second-Lieutenant Governor.

## ARTICLE V

### OFFICER DUTIES

1. Company Governor. The Company Governor shall exercise all of the duties customary to the President of a non-stock corporation. He/She shall preside over all meetings of the Company and the executive Committee. He/She shall sign all formal documents and letters of invitation, appoint members to said committees, and generally exercise supervision and management over the Company.

2. 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 be the program Chairman and shall also perform such functions as may be directed by the Governor.

3. Treasurer. The Treasurer shall receive, deposit, handle and disperse all funds of the Company, and shall generally exercise the duties of the Treasurer of a non-stock corporation.

4. Recording Secretary. The Recording Secretary shall keep minutes of all meetings and maintain record of all proceedings of the Company, the Executive Committee, and other committees as appropriate, shall maintain a current list of members, together with addresses and telephone numbers, and shall sign all formal documents of the Company.

5. Corresponding Secretary. The Corresponding Secretary shall conduct such correspondence as may be required by the Governor; shall prepare correspondence for the signature of the Governor, as appropriate and/or as directed; and shall send notices of special meetings and other gatherings and events of interest to members.

6. Second-Lieutenant Governor. The Second-Lieutenant Governor shall keep accurate records of the membership. Lineage papers and all other documents of historical and family significance belonging to the Company shall be in the Second-Lieutenant Governor's custody.

7. Chaplain. The Chaplain shall give an invocation at all regular and social meetings when otherwise not provided for in the program for the day. A benediction shall be given following each regular company meeting. The names, addresses and date of death of all deceased members shall be sent to the parent organization.

8. Historian. The Historian shall prepare a narrative account of the Company's activities during the term of office, which will become a permanent part of the official history. This may also consist of membership activity photographs and a narrative account of social gatherings given, if desired by the Board.

9. Assistant Treasurer. The Assistant Treasurer shall assist the Treasurer at all functions where money is exchanged. An audit will be made at the end of each term of office.

10. Color Bearer. The Color Bearer shall be in charge of flags, banners, or Company emblems. Flags are to be displayed at all regular meetings.

11. Parliamentarian. The Parliamentarian shall be appointed by the Governor and shall perform the usual duties pertaining to the office at the direction of the Governor.

## ARTICLE VI

### **EXECUTIVE COMMITTEE**

**Members.** The Executive Committee shall consist of the current elected Company officers and all past Company Governors.

**Duties.** The Executive Committee shall handle such business pertaining to the Company as is deemed appropriate. It 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 to carry on the general business of the Company between meeting and preliminary approval of proposals for amendments to, or revisions of the bylaws.

**Meetings.** The Executive Committee shall meet as necessary to conduct Company business and upon call of the Company Governor. Five members shall constitute a quorum.

## ARTICLE VII

### **STANDING COMMITTEES**

There shall be three standing Committees: Advisory, Membership, and Activities Committees.

**Advisory.** The Advisory Committee shall consist of not less than five local members and as many non-resident members as considered necessary. They are to be appointed by the Company governor with the approval of the executive Committee. The Lieutenant Governor shall serve as Chairman and shall report all proceedings for the good of the organization to the Executive Committee. Four members shall constitute a quorum.

**Membership.** The Membership Committee shall consist of not less than five local members, and at least the same number of non-resident members shall be appointed by the Company Governor with the approval of the Executive Committee. Members of the Committee shall be appointed for the two year term but may be re-appointed for additional consecutive terms. The Governor shall bear in mind the advisability of some continuity and also of some change in membership in the Company. Four members shall constitute a quorum.

**Activities.** The Activities Committee shall consist of a chairman, co-chairman and as many members as deemed necessary to facilitate the accomplishments of appropriate projects. These members shall serve terms of two years. The Activities Committee, in cooperation with the Governor, shall be responsible for the initiation and planning of all functions of the Company. Its plans shall be subject to the approval of the Executive Committee. However, once a planned activity has been approved in principle by the

Executive Committee, the Activities Committee need obtain only the approval of the Company Governor on specific details. It shall be the responsibility and duty of the Activities Committee to submit to the Executive Committee no later than 15 November of each year its proposed plan for activities for the ensuing fiscal year for approval by the Executive Committee.

## ARTICLE VIII

### **AD HOC COMMITTEES**

The Company Governor may appoint, at his or her discretion, such Ad Hoc Committees as he deems appropriate or necessary to the furtherance of the objectives of the Company. These shall include, but shall not be restricted to, Committees on the dissemination of historical information or data.

## ARTICLE IX

### **GENEALOGIST**

The Company Governor may appoint, at his discretion and with the approval of the Executive Committee, a Genealogist to assist members or prospective members of the Company in the preparation of their genealogical charts. The fees for the service of the Genealogist shall be paid by the individual concerned unless such services are in direct support of, or at the request of, the Company Governor.

## ARTICLE X

### **FEES AND DUES**

The Club Year for the San Antonio Company, Jamestowne Society, begins on January 1<sup>st</sup> and ends on December 31<sup>st</sup>. this coincides with the Calendar Year, and eliminates dealing with two Calendar years during one Club Year. Annual dues of \$12 for ACTIVE Members, and \$6 for PROVISIONAL Members are payable on January 1<sup>st</sup>; however, dues paid anytime will be credited to the most recent year that reflects a non-payment. LIFE Members, HONORARY Members, and EMERITUS Members do not owe any Company dues.

## ARTICLE XI

### **MEETINGS OF THE COMPANY**

There shall not be less than two meetings of the Company per annum. One meeting shall occur on a date near that on which the first Thanksgiving was celebrated at Jamestowne Island.

Other meetings, gatherings, or activities may be convened as considered necessary or desirable by the Company Governor and/or recommended or proposed by the Executive Committee.

## ARTICLE XII

### **DISSOLUTION**

In the event of dissolution of the San Antonio Company, all funds remaining in the Treasury which are not expendable for outstanding indebtedness shall be remitted to the parent society for use in educational and/or historical activities or projects.

Those assets held for additional, eleemosynary, religious or similar use, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution, shall be transferred or conveyed to the parent society for educational and historical purposes pursuant to a plan of distribution as provided by law provided however, said organization shall qualify under Section 501 (c) (7) of the Internal Revenue Code.

## ARTICLE XIII

### **PARLIAMENTARY AUTHORITY**

The Parliamentarian is to be appointed by the Company Governor. Upon request, he or she will advise the Company and its officers on Parliamentary Procedure.

Robert's Rules of Order Newly Revised shall be the authority on all questions of Parliamentary Law not covered by these bylaws.

## ARTICLE XIV

### **AMMENDMENT TO THE BYLAWS**

These bylaws may be amended by two-thirds majority of voting members present provided that a copy of the proposed amendment has been sent to all duly elected officers of the San Antonio Company, or as submitted by a duly appointed committee. Unless otherwise provided prior to its adoption or in the motion to adopt, an amendment shall become effective upon adjournment of the meeting at which it is adopted.

## ARTICLE XV

### **RULES OF MEMBERSHIP**

Section 1. Membership in the parent society, The Jamestowne Society, shall be prerequisite to ACTIVE membership in the San Antonio Company.

A formal invitation, subject to approval of the candidate's genealogical claim, will be issued by the parent society. If accepted within a reasonable time by the proposed member, application blanks and appropriate instructions will be furnished. Only Jamestowne Society members may propose applicants for membership.

Section 2. Requirements for membership in the Jamestowne Society are as follows:

“(1) ... All members must be descendants of stockholders in the London Company or the Virginia Company, or descendants of those who owned land, or who had domiciles in Jamestowne Island, or were Counselors or Burgesses prior to the year 1700. because of the nature of their duties, all Governors, Secretaries of State, treasurers, Attorneys General and Auditors General of the Colony, and Clerks and Deputy Clerks of the General Court prior to the year 1700 shall be conclusively presumed to have had their domiciles on Jamestowne Island during their term of office.”

“(2) ... Admission to membership shall be upon invitation of members and approval of officers, upon payment of dues prescribed by the Executive Committee, and upon payment of required genealogical fees, and upon such other reasonable terms and conditions as the Executive Committee may from time to time ordain.”

Section 3. Membership in the San Antonio Company shall be by invitation. A candidate must be proposed by a member in writing, and seconded by another, in writing, to the Membership Committee. The Membership Committee shall pass on all proposed members and make recommendations to the Executive Board for admission (or rejection). When a candidate is the son or daughter of a member, only one letter proposing said candidate for membership is required and he or she shall be the final decision concerning acceptance or rejection of any candidate for membership in the San Antonio Company.

Note: Each membership affords the privilege of bringing guests to Company meetings and events.

San Antonio Company is a chartered, incorporated, and tax-exempt organization.

These bylaws amended and approved this 5th day of November 2011.

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Peter Thomas Baron, Jr.  
Governor

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Mary Alice Council  
Recording Secretary