

By-Laws of the Essex Community Historical Society
(rev. Oct. 2017)

Article I: Name and Area Served

The name of the Society shall be THE Essex Community Historical Society, hereinafter referred to as the Society. The Area served shall be the Town of Essex.

Article II: Purpose

The purpose of the Society shall be:

- 1 To preserve the history of the Town of Essex
- 2 To act as an educational and research resource
- 3 To disseminate historical information
- 4 To operate the Harriet Farnsworth Powell Historical Museum, known hereafter as the Powell Museum
- 5 To identify historic sites in the Town of Essex

Article III: Membership and dues

1 Classes of membership shall be:

- A. Individual:
- B. Family: Spouses and Children of the same household.
- C. Student / Senior: Persons enrolled full-time in school through college, and persons sixty years of age or older.
- D. Institutional: Any non-profit organization, governmental board, school library, or museum interested in the history of Essex.
- E. Honorary: Honorary membership may be conferred upon any person whose activities have contributed, in an exceptional way, to the objectives of the Society. Honorary members will pay no dues.
- F. Business: Any person, group, or firm, offering special support to the objectives of the Society.
- G. Life Membership: Conferred upon those paying dues of \$100.00

2 Dues

- A. Amount of dues: The Board of Directors, by majority vote at a regular board meeting, for which this item has been warned. Shall establish the amount of dues payable by members in each class of membership.
- B. Payment of Dues: Dues shall be payable annually on or before January 1, of each year.
- C. Default and Termination of Membership: Any Member in default in the payment of dues for a period of three months from the dues date will be terminated. Only members whose current dues are paid will be eligible to vote at the annual meeting.

Article IV: Meetings, Schedules, Notices, Quorums

1. General Meetings of the Society:

Annual Meeting: The annual meeting of the Society shall be held on the first Tuesday of October.

- A. Special meetings: Special meetings of the Society may be called by the President or by a majority of the Board of Directors.
- B. Notice: A noticed of the date, time, and place of the annual meeting of the Society shall be mailed or emailed to each active member and placed in a newspaper of general circulation in the Town at least fourteen days prior to the meeting. The Publicity Committee and Secretary will be responsible for giving notice.
- C. Quorum and Voting: For purposes of conducting the annual meeting and society-wide special meetings, a quorum shall consist of at least one third of the members of the Board of Directors and a number of non-Board equal to the number of Board members present plus one. Motions shall be passed by majority vote of those present and voting, unless otherwise specified in these by-laws.

2. Meetings of the Board of Directors:

- A. Scheduled: Regular meetings of the Board of Directors shall be held a minimum of six times per year. Special meetings of the Board of Directors may be called by the Chair of the Board or by the Secretary at the request of three members of the Board.
- B. Quorum and Voting: A majority of the members of the full Board of Directors shall constitute a quorum at meetings of the Board of Directors. Motions shall be passed by a majority vote of those present and voting unless otherwise specified in the By-Laws.
- C. Notice: Notice of special meetings of the Board of Directors shall be mailed or emailed to each member at least seven days prior too each Special meeting. In lieu of a special meeting, a vote may be taken by email and ratified at the next regularly scheduled Board meeting.

Article V: Officers and Board of Directors

- 1. Officers: The officers of the Society shall consist of at least a President, Vice-President, Secretary, and Treasurer who shall sere also on the Board of Directors as Chair, Vice-Chair, Secretary, and Treasurer respectively.
 - A. President: The President will be the chief executive officer of the Society. It will be the duty of the president to:
 - 1. Preside at all meetings of the Society and of the Board of Directors.
 - 2. To have general supervision of the affairs of the Society.
 - 3. To execute, on behalf of the corporation, all contracts, deeds, conveyances, and other instruments in writing, authorized by the Board of Directors.
 - 4. To appoint the members of committees and delegates not otherwise provided for, and shall be a member, ex-officio of all committees.
 - B. Vice-President: the Vice-President shall assume the duties of the President in the event of asence, incapacity, or resignation of the President. In the absence of the President, the execution by the Vice-President on behalf of the Society of any instrument, will have the same force and effect as if it were executed on behalf of the Society by the President.
 - C. Secretary: The Secretary will be responsible for keeping the Society records, including minutes of meetings and correspondence.
 - D. Treasurer: the Treasurer shall be responsible for:
 - 1. The safekeeping of Society and Museum funds.
 - 2. Maintaining adequate financial records which will be open at all reasonable times.
 - 3. Depositing all monies received into a bank.
 - 4. Monies shall be paid out by numbered checks, signed by the Treasurer and/or the President.
 - 5. The Treasurer will collect dues and arrange for an annual audit review.
 - 6. Render an annual report based on the fiscal year October 1, to September 30.
 - 7. Serving as chair of the Finance Committee.
- 2. Board of Directors
 - A. The Essex Community Historical Society shall be governed by a Board of Directors which shall consist of not less than seven nor more than fifteen members, including the officers.
 - B. The Board of directors may act as, or appoint, chairs of the standing committees.
 - C. Election of Board of Directors: Officers and directors shall be elected by the members at the annual meeting. Members at the annual meeting shall also ratify the appointment of any successor Board member appointed to fill a vacancy on the Board.
 - D. Term of Office: The members of the Board of Directors shall have staggered three-year terms. There are no limits to the number of terms a Board member may serve.
 - E. Vacancies: Except for the presidency, Board vacancies from any cause whatsoever, shall be filled by vote of the remaining members of the Board of Directors. The initial term of office of the successor board member shall be to complete the unexpired term of said member creating the vacancy, subject to ratification at the next annual meeting.
 - F. Absences: In the event that any Board member shall fail to attend three consecutive regular meetings of the Board of Directors, and if the Board finds that such failure to attend was without

sufficient cause, then a vacancy may be considered to have occurred in the membership of the Board, and may be filled as provided above.

- G. Malfesance: Any Board member may be removed from office in accordance with Vermont Statutes, Title 11B Non-Profit Corporations, Chapter 008 Directors and Officers, subchapter 001 Board of Directors, subchapter 8.08 Removal of Directors elected by members or directors, if it is found by the Board that said member has willfully acted in his or her capacity in a manner that is contrary to the interest of the Society or the laws of the State of Vermont.
- 3 Budget Proposals: Annually, during the month of November, the Board of Directors shall consider budget proposals prepared and submitted by the Finance Committee and shall adopt a budget and program for the ensuing year. The budget year for the Society shall be the same as the Town of Essex budget year.

Article VI: Committees

1 Standing Committees

- A. The President shall appoint the following standing committees which shall report regularly to the Board of Directors
 - 1. Finance Committee
 - 2. Collections
 - 3. Museum Operations and Volunteers
 - 4. Programs, Publications, and Research
 - 5. Fundraising
 - 6. Nominations
- B. Standing Committees shall consist of not less than two members, excluding the President.

2 Duties of Standing Committees

General: In addition to the following, the several standing committees shall perform any other duties and make reports of their proceedings as directed by the President. All public action and statements to be taken or made by any committee must receive prior approval from the President of the Board of Directors.

- A. Finance Committee: the Finance Committee shall be responsible for financial projections, budget preparation, and any and all other matters that are pertinent.
- B. Collections Committee: The Collections Committee shall be responsible for collecting, cataloging, protection, and storage of historic objects; for arranging museum exhibits, and for the correct historical interpretation of the collection. The Collections Committee may make recommendations to the Board that would allow Museum property to be loaned to other historical museums, placed in storage, or deaccessioned according to the policies of the Museum.
- C. Museum Operations Committee: The Museum Operations Committee, after consultation with the Collections Committee, shall establish rules for the day-to-day operations of the Museum, select and train volunteers to greet and guide visitors to the museum, establish a schedule for the Museum to be open, maintain records of Museum use, oversee janitorial functions, and in general, manage day-to-day operations of the Museum.
- D. Programs, Publications, and Research Committee: The Program and Publications Committee shall be responsible for finding ways and means for conducting and publishing joint of individual research studies; for newsletters to members; and for staging media programs.
- E. Fund-raising: The Fund-raising Committee shall be responsible for on-going and special fund-raising projects.
- F. Nominations: The Nominations Committee shall propose a slate of officers for election to the Board of Directors at the annual meeting.

- 3 Minutes: Minutes of the meetings of all committees shall be kept and made available to the members. All business transacted by committees is subject to review by the Board of Directors.

Article VII: Miscellaneous

Indemnification - The Society will have the power to indemnify and hold harmless any director, officer, or employee from suit, damage, claim, judgement, or liability arising out of, or asserted to arise out of, conduct of such person in his or her capacity as Director, officer, or employee; except in cases of willful misconduct. The Society will have the power to purchase or procure insurance for such purposes.

Agency - The Board of Directors may authorize any officer or officers, agent, or agents of the Society, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Society. Such authority may be general or confined to specific instances.

Article VIII: Parliamentary Authority

The rules contained in the attest current edition of Robert's Rules of Order shall govern the proceedings of the Society in all cases in which they are not inconsistent with the By-Laws.

Article IX: Amendments

These By-Laws may be altered, amended, or repealed, and new By-Laws may be adopted by a majority of the members present and voting at an annual meeting or special meeting called for the purpose, provided that notice of the proposed amendment or amendments is given in the notice of such annual or special meeting.

Article X: Dissolution

Upon the dissolution of the Society and after payment, or the provision for payment, of all liabilities of the Society, the Board of Directors will dispose of all the assets of the Society to any organizations that are then qualified as tax exempt organizations under Section 501 (C) (3) of the Internal Revenue Code, and which are organized for purposes similar to the purposes of this Society