

## By-Laws of the Essex Community Historical Society

### 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 to be served shall be the Town of Essex.

### Article II Purpose

The Purposes 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 Memorial 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 same Household

C **Student / Senior** Persons enrolled full-time in school through college, and persons 60 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 shall be elected by a majority vote of the Board of directors. Honorary members will pay no dues

F **Business Membership:** Any person, group, or firm, offering special support to the objectives of the Society

G **Life Membership** conferred upon those paying dues of \$100.

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:**

- A. Annual Meeting: The annual meeting of the Society shall be held on the first Tuesday of October
- B. Special Meetings: Special meetings of the Society may be called by the President or by a majority of the Board of Directors
- C. Notice: A notice 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 or Secretary will be responsible for giving notice.
- D. 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 members 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 bylaws.

### 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 majority vote of those present and voting unless otherwise specified in these Bylaws.
- C. **Notice**: Notice of special meetings of the Board of Directors shall be mailed or emailed to each member at least seven days prior to 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 serve 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 absence, 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 to the inspection of the Board of Directors.
3. deposit 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. Shall serve 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 members 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 raification 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 **Malfeasance** - Any Board member may be removed from office by a majority vote of all the Board members if it is found by the Board that said member has willfully acted in his or her official capacity in a manner that is contrary to the interest of the Society or the laws of the State of Vermont.

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 and Publications
  5. Fund raising
- 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 actions and statements to be taken or made by any committee must receive prior approval from the President or 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 and Publications Committee** - The Programs and Publications Committee shall be responsible for finding ways and means for conducting and publishing joint or individual research studies; for newsletters to members; for staging media programs;

E. **Fund raising** The fund raising committee shall be responsible for on-going and special fund-raising projects.

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 and director, officer, or employee from any 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 Corporation 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 Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. Such authority may be general or confined to specific instances.

### **Article VIII - Parliamentary Authority**

The rules contained in the latest 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 these bylaws.

#### **Article IX - Amendments**

These bylaws may be altered, amended, or repealed, and new bylaws 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 Corporation and after the payment or the provision for payment of all (the) liabilities of the Corporation, the Board of Directors will dispose of all of the assets of the Corporation, 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 Corporation.