

# **Sabattus Historical Society**

## **Bylaws**

### **Article I: Name**

**Section 1.** The name of the organization shall be the Sabattus Historical Society of Maine.

**Section 2.** This organization shall for the purposes of brevity hereinafter be referred to as SHS.

**Section 3.** The principal office or place of business shall be at American Legion Post 135, Sabattus, Maine.

**Section 4.** The fiscal year of the SHS shall coincide with the calendar year.

### **Article II: Purposes**

**Section 1.** The purposes of SHS are set forth in its Articles of Incorporation on file with the Maine Secretary of State. The general purpose shall be to collect, preserve, research, and interpret the heritage of Sabattus/Webster, Maine, and thereby to foster a deeper understanding and appreciation of our county's photos, history, art, and natural environment by all.

### **Article III: Membership**

**Section 1.** The SHS shall be composed of active members.

**Section 2.** Active members of the SHS comprise all persons who have paid the current membership dues.

**Section 3.** Membership categories and dues shall be determined from time to time by the board of the SHS.

**Section 4.** Each membership, regardless of category, is entitled to one vote at the annual business meeting.

### **Article IV: Board**

**Section 1.** The Board of Trustees of the SHS (hereinafter called "the Board") shall be elected by the general membership at the annual meeting of the Corporation.

**Section 2.** The Board shall have the responsibility for the business and affairs of the SHS.

**Section 3.** The Board shall consist of the four elected officers and three “at-large” members of whom shall be elected annually to serve a term of three (3) years.

**Section 4.** Any candidate for the Board must be an active member of the SHS prior to his/her election to the Board.

**Section 5.** In the event of a vacancy on the Board prior to the completion of term, the nominating committee shall present its nominations at any regular or special meeting of the Board. Subject to additional nominations from the floor, the vacancy shall be filled by a majority vote of the trustees present at said meeting. The person elected shall fill the remainder of the unexpired term.

**Section 6.** Any member of the Board who shall be absent for three meetings a year without presenting satisfactory excuse or who has failed to maintain membership in the SHS may be removed from the Board by a majority vote of the board members. Such action shall not be taken until said Board member has been notified in writing and provided an opportunity to respond.

## **Article V: Meetings**

**Section 1.** The annual meeting of the active members of the SHS shall be held during the month of September. The time and place of the annual meeting shall be determined by the Board. Notice of the meeting will be provided to all members at least thirty (30) days prior to the date of the annual meeting. Ten percent of active members present shall constitute a quorum for the election of Board members or for the transaction of business at the annual meeting.

**Section 2.** Special or regular business meetings of the Board and/or the membership may be called by the president or, in his/her absence, by the vice president, or at the request of four officers, or at the request of five members of the SHS. Such requests should be addressed to the Board and delivered to the SHS business office. Due notice shall be given in writing to all active SHS members at least ten days prior to a special meeting.

## **Article VI: Officers**

**Section 1.** The officers of the SHS shall be the president, vice president, secretary, and treasurer.

**Section 2.** The officers must be elected from the members of the board as of the date of the election, and no person shall be eligible for election to the office of president unless he/she has continuously been a member of the board since the preceding regular annual election of officers; with the exception of the founding officers.

**Section 3.** The officers shall be elected at the annual business meeting. At said meeting of the Board, the nominating committee shall propose a slate of officers which shall be subject to additions from the floor. The election of officers shall be by majority vote.

**Section 4.** Each officer shall serve a term of approximately three (3) year until the next annual election of officers. Officers may succeed themselves. Vacancies shall be filled by a majority vote of the Board.

## **Article VII: Duties of Officers**

### **Section 1: President**

The President shall be the chief executive officer of the SHS. The President shall preside at all meetings of the membership and shall preside at all meetings of the Board.

### **Section 2: Vice President**

The Vice President shall perform the duties of the President in the absence of the President.

### **Section 3: Secretary**

The Secretary shall keep an accurate record of minutes of all meetings of the Board and general membership.

### **Section 4: Treasurer**

The Treasurer shall keep correct and complete records of accounts, showing at all times the actual financial condition of the SHS. The Treasurer shall present a financial report at all regularly scheduled Board meetings and at the annual meeting of the membership. The Treasurer shall make all financial books and records available for inspection at reasonable times to any member of the Board. The Treasurer shall prepare and file on behalf of the SHS its annual Not-For-Profit Corporation Annual Report and other such financial reports and returns as may be required from time to time to maintain the SHS in good standing under the law. The Treasurer shall cause an annual audit of the books to be made.

## **Article VIII: Committees**

**Section 1:** Committees of the Board may be standing or ad hoc.

The President shall appoint all committees subject to approval by the Board. Standing committees shall consist of a minimum of three (3) individuals and shall be chaired by a member of the Board. At least one member of each standing committee shall be appointed from the general membership, i.e., shall not be a Board member. The President may from time to time, with the approval of the Board, appoint additional members of any standing committee.

**Section 2:** Each standing committee shall report to the Board its recommendations upon all areas of its responsibility.

At least sixty (60) days before the end of each fiscal year, each standing committee shall present to the budget committee its proposed budget for the following fiscal year.

**Section 3:** The standing committees and their assigned functions are:

- **Budget Committee**—prepares a proposed budget for Board approval at the last regular meeting of the Board in each fiscal year and recommends budgetary adjustments during the course of each year as deemed necessary;
- **Finance Committee**—plans and implements special and ongoing endowment development activities, monitors investments of the Corporation's assets, advising the Board of Trustees of any recommended changes in investments;
- **Executive Committee**—acts on behalf of the Board between regularly scheduled Board meetings when required by unusual or time-sensitive circumstances;
- **Membership Committee**—develops programs for maintaining and expanding Society membership;
- **Nominating Committee**—reviews performance of board members eligible for re-election; recruits and nominates potential Board members, presents a slate of proposed Board members at the annual membership meeting, recommends candidates for vacancies on the Board, and nominates Society officers;
- **Program Committee**—arranges and conducts the regularly scheduled public programs;
- **Collections Committee**—develops and monitors the implementation of a collections policy and approves all accessions and deaccession transactions.

## **Article IX: Staff**

**Section 1.** The Board may employ and determine the duties, responsibilities, and compensation of a paid or volunteer director.

**Section 2.** The director shall be responsible to the Board and shall be subject to the direct supervision of the president. The director shall be responsible for the implementation, operation, and administration of the programs and activities of

the SHS. The director shall present a report on the activities of the SHS at each regularly scheduled Board meeting and at the annual membership meeting. The director shall be an ex officio member, without vote, of all standing and ad hoc committees of the SHS. Said ex officio status shall not be counted when determining the size of such bodies, or in determining the existence of a quorum.

**Section 3.** All paid and voluntary staff of the SHS shall be responsible to the director. Staff activities and services for any standing committee shall be arranged through and coordinated by the director. The director may recommend the creation of staff positions and the employment, promotion, and termination of any staff member, subject to approval by the Board.

#### **Article X: Miscellaneous**

**Section 1.** Meetings of the Board and membership shall be conducted according to Robert's Rules of Order.

#### **Article XI: Execution of Instruments**

**Section 1.** Unless otherwise ordered by the Board, all written contracts and other documents entered into by the SHS shall be executed on behalf of the organization by the President. The Board may authorize any officer or officers, agent or agents of the SHS to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the SHS. Such authority may be general or confined to specific instances.

#### **Article XII: Dissolution**

**Section 1.** In the event of the dissolution of the SHS, all assets shall be distributed to such one or more organizations that have purposes and objects similar to those of the SHS and are exempt 11 from United States income taxes under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **Article XIII: Amendments**

**Section 1.** These Bylaws may be amended by a majority vote of members present or voting by proxy at any regular meeting or special meeting called for the purpose, provided the amendment has been previously passed by a two-

thirds (2/3) vote of the board and that the text of the amendment is submitted to the members at least thirty (30) days prior to the meeting.

These Bylaws were approved and adopted on October 20, 2021.

\_\_\_\_\_ Secretary  
Amedeo Lauria