

## **Article I - Name**

The name of the Society shall be The Starksboro Historical Society, Inc.

## **Article II - Purpose**

The purpose of the Society shall be to:

- a. foster a sense of community through knowledge of our past
- b. connect people to the land through history
- c. provide a legacy of Starksboro's past and present for future generations.

## **Article III - Members**

**Membership:** Any person, including any business organization, interested in the history of Starksboro, Vermont who applies for membership and tenders the necessary dues, shall become a Member.

**Membership Dues:** Annual dues shall be set by a two-thirds vote of the Board of Trustees, and ratified by a two-thirds vote of the Members in attendance at a regular meeting. Dues are payable as of January 1, each year.

**Lifetime Membership:** A Lifetime Membership shall be given to a person or family upon payment to this organization of dues set by the Board of Trustees and approved by the Membership.

**Annual Fiscal Year:** The annual fiscal year of this organization shall be the period from January 1st through the following December 31st.

## **Article IV - Meetings**

**Regular Meetings:** Regular meetings of the Members shall be held on the 4th Thursday of every other month, starting in January, at 7:00 p.m., unless otherwise announced.

**Annual Meetings:** The regular meeting of the Members scheduled for the month of January in each year shall be considered the Society's Annual Meeting, unless otherwise announced.

**Business to be transacted at the Annual Meeting:** Members of the Board of Trustees and Officers of the Society shall be elected at the annual meeting as required to fill vacancies. Action shall be taken at the annual meeting on the reports of the activities of the Trustees, the officers and various committees during the preceding year. All reports submitted at the annual meeting shall be in writing. Any other business may be transacted at the annual meeting that may properly come before the meeting.

**Special Meetings:** In addition to or instead of any of the regular meetings, special meetings may be called by the President or by the Board of Trustees at such times as the President or the Board shall determine and shall be duly publicized. Changes in date, time, and/or location of the aforesaid

regular meetings may be made at the direction of the President or the Board of Trustees and shall be duly publicized.

Place of Meetings: Unless otherwise determined by the Board of Trustees or by vote of the Members, all meetings of the Society shall be held within the Town of Starksboro.

Quorum: To conduct the business of the annual meeting a quorum of six Members shall be necessary.

## **Article V - Officers**

Number and Qualification: The officers of this organization shall be President, Vice-President, Secretary, Corresponding Secretary and Treasurer. No person shall be an officer unless the person is a Member of this organization.

Election and Term of Office: The officers of the organization shall be elected by the Members annually at the Annual Meeting. Each officer shall hold office until the officer's successor shall have been duly elected or until the officer otherwise vacates the office. A vacancy in any office because of death, resignation, removal, disqualification or other reason shall be filled by a new election for the unexpired portion of the term.

President: The President shall be the principal executive officer of this organization to put into effect its decisions. The President shall preside at all meetings of this organization and its Board of Trustees. The President shall annually appoint an auditor who shall audit the Treasurer's books and accounts for the prior fiscal year and present a written report at the first meeting of the year. At the Annual Meeting the President shall report on the activities of the past year.

Vice President: The Vice President shall perform the duties of the President when the President is absent or unable to act.

Secretary: The Secretary shall keep a record of all regular and Board of Trustee meetings for the organization's Members and its Board of Trustees meetings and shall distribute written minutes of previous meetings. The Secretary shall maintain lists of the Membership and render a report at the Annual Meeting.

Corresponding Secretary: The Corresponding Secretary shall maintain communications with those needing appreciation for past services, work with the Secretary to contact those unable to be reached by e-mails, and assist the Secretary as needed.

Treasurer: The Treasurer shall be responsible for the safekeeping of the organization's funds and for maintaining adequate financial records. The Treasurer shall collect all monies due this organization and deposit all its money with a reliable bank in the name of the Starksboro Historical Society. Debts owed by this organization shall be paid out using numbered checks signed by the Treasurer.

- The Treasurer shall distribute a written report at each meeting of this organization's Members and shall render an annual report at the Annual Meeting.
- The Secretary shall be an assistant to the Treasurer and shall perform the duties of the Treasurer when the Treasurer is absent or unable to act.

General Duties: In general each officer shall perform all duties incident to the office to which elected and such other duties as may be prescribed by this organization from time to time.

## **Article VI - Board of Trustees**

Number: The Board of Trustees shall consist of those persons who are the officers and two additional members who shall be chosen each year at the Annual Meeting in the same manner as officers. Any Trustee at large vacancy shall be filled in the same manner as any officer position.

Action:

- Any action or position taken by vote of the Members shall be the act of the organization and shall be binding upon the Board of Trustees.
- The Board of Trustees shall transact any necessary business in the interim between meetings of the Members.
- Trustee Meetings:
  - Meetings of the Board of Trustees shall occur at the call of the President or upon the written request of five (5) Members of the organization.
  - Notice of any Trustee meeting shall include its time and place and may be given in writing or orally at least twenty (20) hours before such a meeting.
  - A quorum for the transaction of business by the Board of Trustees shall consist of four (4) of the Trustees.

Informal Action: Any action consented to in writing by each and every Trustee shall be as valid as if adopted by the Board of Trustees at a duly held meeting thereof, provided that such consent is inserted in the Minutes book.

## **Article VII - Property, Non-Profit Status, and Dissolution**

Property: The Society may, in its corporate name, acquire by purchase, gift, devise, bequest, or otherwise, and own, hold, invest, reinvest, or dispose of property, real and personal, for such work as the Society may undertake; and may purchase, own, receive, hold, manage, care for and transfer and convey such property for the general purpose of the Society; it may receive and hold in trust both real and personal property and invest and reinvest the same, and make any contracts for promoting the objects and purposes of the Society.

Non-profit Status: The Society shall conduct all of its business affairs in a manner to retain the status of a non-profit organization under the provisions of the Internal Revenue Code.

Organization Dissolution: Upon dissolution of the Society, its assets and all property and interests of which it shall then be possessed, including any devise bequest, gift or grant contained in any will or other instrument, in trust, or otherwise, made before or after such dissolution, may be transferred to another non-profit historical society by a two-thirds vote of the Members present and voting at a Society meeting called for that purpose, or, lacking such vote, shall be transferred to the Vermont Historical Society or other appropriate institution.

### **Article VIII - Amendments**

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a majority of the Members present at an annual or other meeting, provided that notice of the proposed amendment or amendments is given in the notice of such annual or other meeting, and provided further that in the event such action is proposed at a special meeting that a quorum of seven Members be present at such meeting.

Adopted 3/23/06

Revised 2/7/08