



## **Bylaws of The Falmouth Historical** **Society**

**Adopted** May 2006

**Amended** April 29, 2008

**Amended** September 3, 2008

**ARTICLE I  
General Provisions**

**Section A. Name**

The name of this organization shall be The Falmouth Historical Society (hereafter called the "Society").

**Section B. Scope of Bylaws**

These Bylaws govern the general management of the affairs of the Society. The Society shall be a charitable, non-profit corporation as permitted by Title 13-B of the laws of the State of Maine, and as a tax-exempt organization as permitted by Section 501 (c) (3) of the Department of Treasury Internal Revenue Code.

**Section C. Mission and Purposes**

To acquire and preserve archives and artifacts pertaining to the history of the Town of Falmouth, Maine.

To provide a permanent site that is environmentally safe and physically secure for the display, storage and care of historical materials.

To provide regular programs, exhibits and other educational opportunities to the Society members, to the schools and to the public.

To assist members and the public with historical and genealogical research.

Own, maintain, and exhibit in The Falmouth Historical Society Museum currently situated on the Woods Road in Falmouth, Maine.

Cooperate with other community and area organizations and government entities that have similar purposes and interests. The cooperation may include participating in common or joint activities, events and projects, sharing resources, and assuming an affirmative role in the initiation and conduct of cooperative efforts for the achievement of mutually compatible goals and objectives.

**ARTICLE II  
Membership, Privileges, and Dues**

**Section A. Membership**

A member is one who is interested in the purposes and programs of the Society and whose dues are not delinquent.

**Section B. Honorary Membership**

The Society may award an honorary life membership to members who have attained eminent distinction as recognized authorities on historical matters; who have performed services beyond expectation to the Society and who have been diligent and unceasing in their service to the Society for a period of at least five years. An honorary member shall be exempt from dues and shall receive all other membership privileges. The Board of Directors (hereafter called the Board) may receive nominations signed by five Society members and make the award approved by a two-thirds vote of the Board.

**Section C. Privileges**

Members have the following rights and privileges: Vote as defined in these bylaws, receive the official publication of the Society, be nominated and hold office and appeal

any disciplinary action toward them. Any member may bring a recommendation to the Board for action. If the Board declines to take action or give approval, the member may seek the support of at least five other members and request action at the next Board Meeting.

**Section D. Dues**

There shall be three classifications of memberships: regular, family and supporting. The annual dues shall be set yearly by the Board. The membership year shall be July 1 through June 30. Dues are payable July 1 of each year. All members joining after April 1 shall be considered paid members for the coming year. Members failing to pay dues by October 1 shall forfeit their membership automatically. Former members wishing to be reinstated shall apply the same as a new member.

**ARTICLE III  
Officers**

**Section A. Number**

The Society shall have a minimum of four officers: President, Vice President, Secretary and Treasurer, all of whom shall be accountable to the Board. Each officer shall hold office for two years or until successors are declared elected.

**Section B. Qualifications**

Society members in good standing are eligible to be elected as an officer or director. To be nominated for President, Vice President, Secretary or Treasurer the member must have served for at least one year as a director, have demonstrated leadership qualities and skills and will have indicated a willingness to contribute the time necessary to meet the increased responsibilities of the office.

**Section C. Resignation, Vacancies and Succession**

An elected or appointed officer may resign at any time by giving written notice to the Board. All resignations must be approved by the Board before a new appointment is made.

In case of a vacancy in any office for any reason whatsoever, the Board shall appoint a successor to serve the unexpired term, based on the recommendations of the Nominating Committee. In the case of a vacancy in the office of President, the Vice President shall succeed the President.

**Section D. Removal**

The Board may remove any elected official or member because of conduct detrimental to the mission and purpose of the Society. A decision to consider removal must first be approved by the Board and then the elected official being considered, must be notified by mail at least five days before the meeting at which removal will be considered. At least two-thirds of the current membership of the board must approve the removal.

**Section E. President**

The President of the Society shall be its chief operating officer subject to direction of the Board. The President shall report to the Board at each regular meeting and to the Membership at the Annual Meeting. The President shall be the primary contact with other organizations in terms of public statements and shall represent the Society when appropriate.

The President after receiving Board approval shall appoint individuals to chair all committees except the Nominating Committee and shall be an ex-officio non-voting member of all other committees except the Nominating Committee.

The President shall preside at all meetings of the Board, the Executive Committee, the Annual Meeting and any other business meetings of the Society. However, in the absence of the President the Vice President will preside. When this is not possible the Board may ask another member of the Board to preside.

In the absence of the Treasurer, the President may sign checks drawn upon funds of the Society. The President will co-sign with the Treasurer all mortgages, deeds, contracts and agreements of the corporation.

#### **Section F. Vice President**

The Vice President shall exercise the powers and perform the duties of the President in the absence or disability of the President. The Vice President will serve on those standing committees relating to program, finance, membership and development as a voting member.

#### **Section G. Secretary**

The Secretary shall keep a true and accurate account of all meetings of the members and of the Board. The minutes shall be prepared and sent to Board members within seven days after the meeting. The Secretary shall maintain an official membership list of the Society which includes names, street addresses, email addresses and telephone numbers of all Society members. Updated information shall be provided to the Board on a regular basis at each regular Board meeting. The Board may assign other duties as necessary.

#### **Section H. Treasurer**

The Treasurer shall be the chief financial officer of the Society, subject to the direction of the Board, and responsible for the following: all accounts, funds, securities, deeds, contracts and papers of the corporation; maintain correct accounts of all business transactions of the corporation; and sign all notes, bills, checks, and drafts, and co-sign with the President all mortgages, deeds, contracts, leases and agreements of the corporation. The Treasurer shall be responsible for managing and coordination of the conduct of all activities associated with the monetary affairs of the Society, including accounting and budgeting, maintaining capital accounts and investments, supervising income and expenses, and financial reporting to the Board. The Board shall ensure that sufficient policies and procedures are adopted to safeguard the assets of the organization. The accounts of the Treasurer shall be examined within ninety days of the close of the fiscal year by an audit committee appointed by the President. Copies of this audit shall be made available to the membership at the Annual meeting.

#### **Section I. Assistant Treasurer**

The Board itself may elect an Assistant Treasurer if the need arises.

#### **Section J. Archivist**

The Board is empowered to appoint a qualified Archivist who shall be responsible for the management, care, expansion and maintenance of the archives consisting of all materials and objects owned by the Society that are of historical value. The Archivist shall be knowledgeable in the field of acquisition, deaccession and preservation and will have demonstrated participation in the available training programs on the state and/or national levels. The Archivist should be a member of the Board if a volunteer. When necessary in the future the Board is empowered to employ a qualified individual as Archivist.

**Section K. Immediate Past President**

The Immediate Past President shall have that title for one year and may serve as an advisor for one year without voting privilege.

**ARTICLE IV  
Board of Directors**

**Section A. Purpose**

The Board of Directors shall be the governing body of the Society and will have the authority to manage its business and affairs. All major buying, selling, leasing, rental, assumption of debt and acquisition of property must first be approved by the Board and then at a business meeting of the membership. Board members may serve as committee chairmen, members of committees or as representatives of the Society.

**Section B. Composition, Attendance and Quorum**

The Board shall be composed of a minimum of nine but not more than fifteen members, four members of which shall be the President, Vice President, Secretary and Treasurer. Board members shall attend a minimum of four meetings annually, and shall notify the President if unable to attend. A majority of the current Board members shall constitute a quorum.

**Section C. Terms of Office**

Officers and Board members shall take office when declared elected and shall hold office for two years or until successors are appointed or declared elected. No officer or director shall be eligible to serve more than two consecutive terms in the same office. After serving in a specific office, a member may be elected to another office or as a Director. No elected officer may serve for more than a total of eight consecutive years on the Board. However, that individual may be appointed or stand for office one year later. A member who has served more than half a term in any office shall be deemed to have served that term.

**ARTICLE V  
Meetings**

**Section A. Annual Meeting**

The Society shall hold an annual meeting in October with date, time and place established by the Board. At least fourteen days before the meeting, members will be notified about the date, time and place of the meeting and be given details about any business requiring action by the membership. Material distributed to the membership shall include brief reports by the President, the Secretary, the Treasurer, the Archivist, and Audit Committee; and when appropriate the Chairmen of standing committees.

**Section B. Regular Meetings**

A minimum of six program meetings of a historical nature shall be held each year. The Society shall participate in Maine Heritage Day on the second Saturday in September. Additional programs will be held as requested by the membership, public and schools.

**Section C. Special Meetings**

Special meetings of the society may be called by the President, four or more directors, or ten members of the Society. The sole purpose of the meeting shall be specified in the call and shall be the sole business conducted.

**Section D. Board of Directors Meetings**

The Board shall meet regularly at least six times a year. The first meeting of the Board following the Annual Meeting of the Society shall be an organizational and planning meeting. The times, dates and places of its meetings shall be established by the Board.

**Section E. Notice of Meetings**

At the first Board meeting after the Annual meeting a schedule of regular board meetings, monthly program meetings and the Annual Meeting will be determined by the Board.

Written reminder notices of the date, time, place, purpose and agenda of any Board meeting shall be sent to each Board member no less than seven days prior to the date of the meeting. Written or verbal notice of special meetings of the Board shall not be given later than seven days prior to the date of the special Board meeting.

**Section F. Quorums**

Fifteen persons shall constitute a quorum for all meetings of the general membership. A vote by the majority of those present shall constitute action. A simple majority of the current number of members of Board shall constitute a quorum. A vote by a majority of those present shall constitute action.

**ARTICLE VI  
Nominations**

**Section A. Nominating Committee**

The President shall appoint five members to serve as the Nominating Committee, subject to approval of the Board. The committee shall consist of two members from the Board and three from the general membership and shall be authorized to choose its own chairman. Nominating Committee members shall serve a two-year term and shall not exceed two successive two-year terms. Vacancies on the committee shall be filled by the Board.

**Section B. Functions**

The Secretary shall furnish the committee a list of incumbent officers and directors and a statement as to which are eligible for reelection. In the event of a mid-term vacancy on the Board, the Nominating Committee shall recommend to the Board suggestions of nominees to fill the vacated position. This committee may also solicit and receive suggestions for nominees. All suggestions for nominees must be accompanied by a written consent-to-serve. The committee shall be responsible for assuring the quality and future viability of the Board and assessing current and anticipated needs for Board composition. The Nominating Committee shall present a slate of Officers and Directors to the Board at the last regularly scheduled Board meeting prior to the Annual Meeting.

**Section C. Self-Declared Candidacy**

Any member may declare candidacy for elected office thirty days prior to the annual meeting by writing to the Secretary of the Society and provided that the request is

accompanied by a consent-to-serve and is not in conflict with other articles of these bylaws.

**ARTICLE VII  
Elections**

**Section A. Conditions and Procedures**

The officers and members of the Board shall be elected at the Annual Meeting. Elections shall be by written ballot in a manner determined by the Board.

**Section B. Declaration of Election**

A plurality vote of those voting shall constitute an election. The candidates receiving the largest number of votes shall be elected. In case of a tie, the choice shall be by lot.

**ARTICLE VIII  
Committees**

**Section A. Program**

The Program Committee shall be responsible for arranging for the programs/speakers for the Society. A finalized schedule shall be presented at the first Board meeting after the Annual Meeting.

**Section B. Finance**

The Finance Committee shall be composed of the Treasurer, President, Vice President and such other members as may be needed from the Board and the general membership. The committee shall prepare a budget to be presented to the Board for consideration at the first Board meeting of the fiscal year.

The committee shall monitor income and expenses and suggest revisions to the budget according to current financial conditions.

**Section C. Museum, Building and Grounds**

The museum Committee will manage the development and maintenance of the Museum buildings and grounds. It will be responsible for developing long range plans for the Museum Complex.

**Section D. Development**

The Development Committee shall be responsible for recommending, supervising, and reviewing annual and long term fundraising activities necessary to support the mission of the organization This may include (but is not limited to) annual fund, membership development, endowment, planned giving, and capital campaigns.

**Section E. Grants**

The Grants Committee shall be responsible for finding grant sources, writing grants and monitoring the administration of the grants.

**Section F. Audit**

The Audit Committee shall be composed of three members of The Society. It will review and assess the accuracy of the financial records at the end of the fiscal year. This committee shall report back to the Board within ninety days of the close of the fiscal year. Members of the Finance Committee may not be members of the Audit Committee.

**Section G. Other Committees**

In addition to these standing committees, the Board may establish any additional advisory committees that it deems prudent.

**Section H. Statement of Goals**

A statement of goals and plans for implementation for each standing committee shall be presented at the organizational meeting of the Board for approval. It shall be appended to the copy of these bylaws maintained at the offices of the Society but shall not be deemed a part of these bylaws.

**ARTICLE IX  
Financial Management**

**Section A. Fiscal Year**

The Society's fiscal year shall commence on July 1 and end the following June 30.

**Section B. Accounts**

All funds of the Society shall be deposited in financial institutions approved by the Board.

**Section C. Furtherance**

The Society may solicit, borrow, or purchase or otherwise receive funds and other property, real, personal and mixed, and interests therein and to hold, manage, administer, expend, return, and sell, convey or otherwise apply such funds and other property, subject to such conditions and limitations, if any, as may be expressed in these bylaws or in any instrument evidencing such a gift, transfer, devise or bequest.

**ARTICLE X  
Archives**

The Archives are a physical part of the Society infrastructure as are the buildings and equipment now in our possession. The Archives consist of the documents, letters, photographs, newspapers, clothing, furniture and any articles considered to have historical significance. This entire group of materials and objects is known as The Collection.

The Archivist shall recruit individuals to serve on the several committees that carry out the work of acquisition and maintenance of material and objects in The Collection.

The Archivist shall be responsible for supervising the acquisition, preservation, care and management of the collections, in accordance with the nationally recognized collection policies which have been approved by the Board.

All official records of the activities of the Society will be kept as part of the permanent archival collection.

**ARTICLE XI  
Official Publications**

The Society shall have an official publication called *Falmouth History*. Notices shall be published as required by these bylaws and such publications shall constitute

public notice. Additional types of publications may be authorized by the Board to promote the activities of the Society.

**ARTICLE XII  
Parliamentary Authority**

The rules contained in *Robert's Rules of Order, Newly Revised, 10<sup>th</sup> Ed. 2000*, shall govern the Society in all cases in which they are not inconsistent with these bylaws.

**ARTICLE XIII  
General**

**Section A. Indemnification**

The Society shall have the power to indemnify and without formal action Board or other persons, shall indemnify any person, whether Board, officer, agent or other person acting for or in behalf of the Society, in respect to any and all matters of the actions for which indemnification is permitted by the laws of the State of Maine, including without limitation, liability for expenses incurred in any threatened, pending, or completed action, suit or proceeding, whether civil or criminal, administrative or investigative. The Society shall maintain an insurance policy on behalf of any person who is or was a Board member, officer, employee, agent, or other person against any liability asserted against such person and incurred by such person acting for or on behalf of the Society. Such indemnification shall be made in accordance with the procedures set forth in the Maine Revised Statutes, Annotated Section 714 of Title 13-B. However, an officer, Board member or member may be liable for acts or defaults that have resulted from his or her own willful misconduct or gross negligence while serving as an elected official.

**Section B. Conflicts of Interest**

A Board member shall not vote on matters on which he or she has a conflict of interest. Board members and volunteers of the Society shall refrain from collecting in competition with the primary collecting ambitions and goals of the Society.

**Section C. Articles of Incorporation**

The membership of the Society shall have the power to amend the Articles of Incorporation in accordance with the Maine Statutes in effect at the time of the intention to amend.

**Section D. Dissolution**

Dissolution of the Society may take place at a meeting where a quorum of fifteen persons is present with a two-thirds majority vote. Upon dissolution, the Treasurer or an authorized member and an Independent Auditing Committee will make an accounting of the Society's assets and liabilities and arrange for the transfer of the assets to an organization exempt under Section 501 (c) (3) of the IRS Code or to the Town of Falmouth under previously specified conditions. The IRS and State of Maine will be so informed of these changes.

**ARTICLE XIV  
Amendments and Revisions**

**Section A. Conditions with Notice**

These bylaws may be amended by a two-thirds vote at any regular or special meeting provided that the proposed amendment has been approved by the Board; and that it has either been published in the official publication or has been distributed to officers and members at least thirty days prior to the meeting.

**Section B. Conditions without Notice**

These bylaws may be amended without previous notice at any meeting by ninety-nine percent of those present and voting.

**Section C. Implementation**

Unless otherwise ordered by the governing body, or in the motion to adopt, an amendment to these bylaws shall become effective at the close of the meeting at which it was adopted.

Proposed Revision  
April 2006

**Adopted May 2006**  
**Amended April 29, 2008**  
**Amended September, 2008**

*Bylaws Committee*  
*Carol Iverson Kauffman, Chairman*  
*Richard B. McKenzie*  
*Dorothy Fredriksen*  
*Mary Honan*