

Adopted December 8, 2011

By-laws Committee: Bill Moulton (chair), Ken Linsley, Terri Graves, Clif Muller, Dave Houston, Bob Sargent, Sharon Lakey, Robin Rothman, Mary Barlow, Gerard LaMothe and Gale Hamilton

The Board met to review and revise the final bylaws committee document submitted on 7/15/2011. Voting members included: Paul Chouinard, Gerard LaMothe, Robin Rothman, Dot Larrabee, Bernadette Chouinard, Lynda Farrow, and Alice Hafner. Non-voting members included: Molly Newell, David Houston and Sharon Lakey

## **DANVILLE VERMONT HISTORICAL SOCIETY, INC. BY-LAWS**

### **ARTICLE I. NAME**

The name of this Society shall be the Danville Vermont Historical Society, Inc. (hereafter referred to as the Society) which is a recognized 501(c)(3) organization.

### **ARTICLE II. PURPOSE**

#### **MISSION STATEMENT**

The Society is a non-profit educational institution whose mission is to promote an understanding of the history of Danville, Vermont, by collecting, preserving, exhibiting and interpreting that history and its relationship to the region, and nation beyond, to audiences of all ages and interests.

#### **VISION STATEMENT**

The Choate-Sias House and attendant historical sites (the Old North Church of North Danville, the Danville Historical Society Room at the North Danville School, the Greenbank's Hollow Historic Park) of the Society will be vibrant places where people may encounter, explore and learn about the past. With diverse audiences and Danville's unique heritage at its core, the Society is an educational leader in the history community of Vermont.

In pursuit of this vision, the Society will:

1. Identify, collect and exhibit significant historical materials related to Danville and the Northeast Kingdom of Vermont.
2. Provide leadership in the responsible preservation of, and public access to these historical materials.
3. Encourage excellence in research, documentation, and interpretation of historical materials.
4. Present exhibitions that use historical materials to enrich the public's understanding and appreciation for the history of Danville, Vermont and the Northeast Kingdom.
5. Foster an appreciation of the importance of historical materials to enrich public understanding of the past and present.
6. Serve diverse audiences through a variety of learning formats.
7. Promote pride in both individual and community heritage.
8. Respond to the community's needs to explore and examine issues critical to its past and application to contemporary life.
9. Provide support to historic preservation initiatives in the Northeast Kingdom.
10. Identify historic homes, buildings and other structures or sites and assist in research to encourage their preservation.
11. Serve as the collective historical memory of Danville, Vermont.
12. Accept donations of money, real property and or other property as appropriate to accomplishment of its vision.
13. Maintain mutually beneficial relationships and alliances with educational institutions, the business community, government and other community organizations.

### **ARTICLE III. MEMBERSHIP**

**Section A.** Membership in the Society shall be open to all individuals interested in pursuit of the purposes of the Society as outlined in its Mission and Vision Statements.

**Section B.** Honorary membership may be conferred by a simple majority vote of the Executive Board.

**Section C.** The general membership of the Society shall be composed of individuals who elect to join the Society through the payment of annual dues.

**Section D.** The Society shall be composed of such classes of membership as the Executive Board shall from time to time designate and with such privileges as it may determine and under such rules and regulations, including the payment of such annual dues as the Executive Board shall from time to time adopt, provided that nothing in these by-laws shall affect nor change the status of life members or honorary life members existing at the date of the adoption hereof. All members are voting members.

### **ARTICLE IV. ORGANIZATION, OFFICERS AND BOARD OF DIRECTORS.**

**Section A.** The organization consists of the Society, whose purposes are defined by their mission and vision statements.

**Section B.** The standing committees of the Society include the Old North Church, the North Danville School Historical Society Room and the Greenbank's Hollow Historical Park. The Board of Directors may approve additional standing committees; the committees shall establish their own operating procedures with Board approval. Disbanding of a standing committee can be made at the request of the chairman of the committee or by a 2/3 vote of the members attending the annual meeting.

**Section C.** Special committees may be created by the Board of Directors for short term special projects for specific purposes or to administer special projects.

**Section D.** The Executive Board of the Society shall consist of the officers: president, vice-president, secretary and treasurer. Officers shall be elected for staggered three-year terms with a two-term limit, and a required one-year hiatus before possible re-election to the board.

**Section E.** The Board of Directors shall consist of four members of the Executive Board, three directors at large, and the chair person of each standing committee or their designee. The directors at large shall be elected for staggered three-year terms with a two-term limit, and a required one-year hiatus before possible re-election to the board.

**Section F.** An Executive Director may be employed by the Executive Board of the Society under such terms and conditions as are mutually agreed upon by the Board of Directors. The Executive Director will attend all Executive and Board of Director meetings and will be an active, participating member with the exception of having voting rights. The Executive Director shall continue to serve or be terminated at the discretion of the Board of Directors.

**Section G.** The President shall have executive supervision over the activities of the Society within the scope provided by these by-laws, shall preside at all meetings and report annually on the activities of the Society. The President shall appoint the chairman of standing committees, with the exception of the Old North Church Committee, as well as any special committees. In conjunction with the chairman of a standing committee, the President will designate their primary responsibilities with the approval of the

Board of Directors. He/she will actively work with the Executive Board in development of programs and agendas.

**Section H.** The Vice-president shall assume the duties of the President in case of absence, incapacity or resignation of the President. He/she will actively work with the President in development of programs and agendas for annual and public meetings.

**Section I.** The Secretary shall keep the minutes of the meetings of the Society and of the Executive Board and receive and file minutes of the standing committees and any special committees of the Society.

**Section J.** The Treasurer shall be responsible for the safekeeping of the funds of the Society and for maintaining adequate financial records. The Treasurer shall work collaboratively with the Treasurer of the Old North Church Committee and designated individuals from the other standing committees or special committees in handling funds designated for their specific use and approved purposes. With the exception of the Old North Church Committee, the Treasurer shall deposit all monies solicited, unsolicited and fund raised with a reliable banking company in the name of the Society.

**Section K.** The Executive Board shall have the power to conduct the daily affairs of the Society. It shall decide questions of policy pending adoption by the Board of Directors.

**Section L.** A nominating committee, consisting of at least three members of the Board of Directors who are not current members of the Executive Board, shall be appointed by the President one month prior to the annual meeting and shall submit to the Board of Directors a slate of officers and directors for election.

**Section M.** Officers and directors shall be elected by a simple majority of votes cast by the members present at the annual meeting with the exception of directors representing the standing committees, who are chosen by those committees.

**Section N.** In the event of resignation or incapacity of any officers or the directors, except for the President, the vacancy may be filled for any unexpired term of office by a vote of the Board of Directors.

**Section O.** The Board of Directors of the Society will be responsible for yearly review of the by-laws. All proposed amendments shall be submitted in writing to the Executive Board. Proposed amendments shall be:

- presented at an informational meeting of which members have been notified by postcard at least 30 days in advance of the meeting
- available for members unable to attend the meeting by access to the website, e-mail or copies at the headquarters of the Society. If none of these options is possible, a copy of the proposed amendments shall be mailed to the member upon his/her request
- voted upon at a meeting held at least 30 days after the informational meeting

A 2/3 majority vote of those members in attendance is required to pass an amendment.

## **ARTICLE V. FISCAL YEAR**

The fiscal year of the Society shall be from January 1 to December 31

## **ARTICLE VI. BUDGET**

**Section A.** A budget committee, consisting of the President, Treasurer and Executive Director will accept proposals from standing and special committees to prepare an annual budget that will be presented, discussed and tentatively approved by the Board of Directors. The annual budget shall be presented for

approval by a simple majority of votes cast by voting members attending the annual meeting. The annual budget shall consist of the budget of the Society, and the budgets of standing and special committees.

All budgets of the Society, and its standing (with the exception of the Old North Church Committee) and special committees are understood to be spending proposals which are subject to revision by the budget committee with approval by the Board of Directors, based on changes which may result in income due to lower/higher than anticipated returns of solicited and unsolicited funding as well as on investment returns..

The Old North Church, which funds and controls its own budget, will provide a copy of its budget to the Board of Directors.

**Section B.** *Solicited fund raising activities* by the Society or one of its standing committees includes: grant applications, mailings that solicit funds, and direct requests to the town or other organizations. Solicited fund raising activities must be approved, prior to solicitation, by the Board of Directors. *Unsolicited contributions and gifts* to the Society or one of its standing committees or special committees do not require prior approval.

All funds collected by the Society or one of its standing or special committees (with the exception of the Old North Church Committee), shall be given to the Treasurer of the Society within seven days of collection to be deposited by the Treasurer in a designated account by either the Society or one of its standing or special committees.

Termination of the Society will result in all assets ( including real estate, liquid assets, artifacts and archival materials) reverting to the Danville, Vermont, Village School as designated in the provisions of the 501(c)(3) status of the Society. Termination or disbanding of a standing committee or special committee of the Society will result in all assets of the subcommittee, deposited in accounts maintained by the Treasurer of the Society, reverting to the Society

## ARTICLE VII.MEETINGS

**Section A.** There shall be quarterly meetings of the Society Board of Directors during the year. These meetings are open to the general membership and will be announced in the newsletter, on the website and in available news formats. The annual meeting will be held in the first quarter of the year.

**Section B.** Special meetings of the Board of Directors may be called by the President or by petition of three members of the Board of Directors to the President. In this case, the President shall call a meeting in a timely manner.

**Section C.** The Executive Board shall meet monthly and also at the request of the President.

**Section D.** Robert's Rules of Order shall govern the proceedings of the Society except in such cases as are governed by the bylaws.