

RUTLAND HISTORICAL SOCIETY  
96 CENTER STREET  
RUTLAND, VERMONT 05701

BY LAWS \*

NOTE: The masculine shall include the feminine, or vice versa, and the singular shall include the plural, or vice versa, as the case or context may require.

ARTICLE I. NAME AND PURPOSES

- Section 1 Name. This non-profit membership society, without capital stock, incorporated under the laws of the State of Vermont, shall be known as RUTLAND HISTORICAL SOCIETY. When officially required, the name shall include the additional "INC." (The Society's incorporation dates from 19 August 1969, and it maintains an address within the bounds of the originally and royally chartered Town of Rutland.)
- Section 2 Purposes. The purposes and goals of the Society are to collect, to receive by gift or otherwise, to hold, to preserve and to interpret historical information, data, and artifacts relating to the original Town of Rutland and its successor municipal corporations, which at present are: Rutland City, Rutland Town, Proctor, and West Rutland. The Society may hold both personal and real property in aid of its purposes. "Collecting, receiving, holding, and preserving" shall not infer an absence of power to conserve, to manage, to set priorities, to trade and sell, and to de-accession. "Interpreting" shall infer an educational sharing with members and the public, for example by exhibits, museums, workshops, publications, newsletters, reproductions and kindred programs.

ARTICLE II. MEMBERSHIP AND DUES

- Section 1 Members. Any person or group desiring to support the Society shall, upon payment of appropriate dues and fees, thereby become a member.
- Section 2 Membership Year. The membership year shall be the calendar year.
- Section 3 Annual Categories and Dues. The Board of Directors may determine the categories and dues or fees of annual memberships.
- Section 4 Life Memberships. The Board of Directors may offer life memberships to individuals and determine the one-time fee therefore.
- Section 5 Complimentary Memberships. The Board of Directors may award complimentary memberships with time limits.

ARTICLE III. MEETINGS

- Section 1 The annual meeting of the society shall be held in October on a day to be chosen by the Board of Directors, with notice to members of the Society given at least three weeks in advance.
- Section 2 Special business meetings may be called by the President, the Chairman of the Board of Directors, or a majority of the Board of Directors, with notice to the members of the Society given at least one week in advance.

\* as approved by the general membership October 27, 2011

Section 3 A quorum for the annual and special meetings shall be at least ten (10) members.

#### ARTICLE IV. OFFICERS AND BOARD OF DIRECTORS

Section 1 Officers. The Officers of the Society shall be a President, a Vice President, a Secretary, and a Treasurer, all of whom shall be elected for a term of one year. (For limitations on successive terms, see Article V, Section 2.)

Section 2 Board of Directors. The Board of Directors shall consist of the officers of the Society and six (6) persons serving staggered two-year terms, with three (3) of these six elected each year.

#### ARTICLE V. ANNUAL ELECTIONS

Section 1 Nominations. The Personnel Committee on its own initiative shall assemble lists of persons willing to serve the Society in the various offices and as directors, with at least one name for each post to be filled. Such lists shall be filed with the Secretary not later than October 1, and the lists shall include any proper nominations made up to that time by any member. A "proper nomination," whether by the Committee or by a Society member, shall be a current member of the Society who has previously agreed to his or her candidacy and who is not barred by the limitations section next below. In addition, a valid nomination after October 1 and before balloting commences shall require seconding by at least five (5) members of the Society.

Section 2 Limitations on Successive Terms. A person may serve only two (2) consecutive terms as Director, but may be nominated again after one year has elapsed since the two consecutive terms. A person may only serve three (3) consecutive terms as President or Vice President, but may be nominated again after one year has elapsed since the three consecutive terms. These limitations shall not affect interim elections or appointments to fill out unexpired terms.

Section 3 Balloting. All officers and those directors being elected in a particular year, shall be elected by a plurality of votes cast at each annual meeting.

Section 4 Beginning and End of Terms. Officers and directors shall enter offices at the close of the annual meeting at which they were elected. They shall serve until their successors have been duly elected or appointed.

Section 5 Vacancies. If the office of President becomes vacant during the year, the Vice President shall vacate his own office and become President. The Board of Directors, after consultation with the Personnel Committee, may by majority vote fill all other vacancies among the Directors and Officers arising from resignation or incapacity, but only until the next annual meeting.

#### ARTICLE VI. DUTIES OF THE BOARD OF DIRECTORS AND ITS CHAIRMAN

Section 1 Board of Directors. The Board of Directors shall have general oversight of all affairs of the Society. It shall decide policy questions and establish operating policies except as such are handled by meetings of the Society. All budgets must be approved by the Board before becoming effective. It is charged with carrying out the by-laws and generally fulfilling the purposes of the Society. It shall elect its chairman from among the six directly elected Directors.

Section 2 Meetings of the Board. The Board of Directors shall meet promptly within 30

days after the annual meeting, and at least quarterly thereafter. Special meetings of the Board may be called by its Chairman, by a majority of the Directors, or by the President of the Society, with at least one day's notice.

Section 3 Chairman of the Board. The Chairman of the Board of Directors, if present, shall preside at meetings of the Board and ordinarily be responsible for its agenda. If not present, the President appoints one of the other board members to preside, or may preside, himself. The Presiding Officer or Director may vote as long as no conflict of interest exists. The Chairman may render an annual report for the Board of Directors at the annual meeting.

#### ARTICLE VII. DUTIES OF THE SOCIETY'S OFFICERS AND CURATOR(S)

Section 1 President. The President shall be the Society's chief administrator, with executive supervision over the Society's activities. He is charged with coordinating the programs and activities inferred by these by-laws or mandated by the Board of Directors, but he may recommend long-term goals and objectives to the Board for approval from his own program concepts and visions. He shall normally preside at annual and special meetings of the Society. He is responsible for providing annual reports on the activities, directions, and aspirations of the Society. He shall be the official representative or delegate of the Society at outside functions, but may appoint others in addition or in his stead. He is responsible for the preparation of budgets, but shall have the assistance of the Finance Committee and of the various committee chairmen. He shall serve ex-officio as the chairman of the Acquisitions/De-accessions Committee and as ex-officio member of other committees.

Section 2 Vice President. The Vice President shall assist the President and have such duties as are delegated to him. He shall preside in the absence of the President. In the event of the President's incapacity or resignation, he shall assume the duties and office of the President, at the same time resigning as Vice President in order to open that office for replacement.

Section 3 Secretary. The Society's Secretary shall keep the minutes of the annual and special meetings of the Society and of the Board of Directors. The Society's Secretary shall assist the President and Chairman of the Board regarding agendas and official correspondence.

Section 4 Treasurer. The Treasurer shall maintain the Society's financial records and have custody of all cash funds. He shall be responsible to see that the Society's receipts are promptly deposited into accounts with financial institutions approved by the Board of Directors. Withdrawals from such accounts shall normally be on the Treasurer's signature, but for convenience may alternatively be on the signature of the President or the Chairman of the Board of Directors. Transfers between accounts shall need no additional approval, but payments out of accounts may be subject to a requisition or purchase voucher system needing additional signatures, or an additional signature, as established by the Board of Directors, except for payments specifically directed by the Board or payments for recurring contractual services previously approved by the Board. (Electricity, fuel and telephone bills are examples of the latter.) The Treasurer, with approval of the Board, may appoint one or more Assistant Treasurers, and these shall have such duties and authority as the Board approves.

Section 5 Curator(s). One or more Curators may be appointed by the President with the approval of the Board of Directors. The responsibilities and duties of the Curator(s) shall be defined and documented by the Board. They shall be reviewed at least

annually.

#### ARTICLE VIII. COMMITTEES

Section 1 Committees. At the beginning of each term the Society's President shall re-instate those committees currently in force and appoint or re-appoint their chairman with the approval of the Board. During the term, the President or Chairman of the Board may establish task forces and/or committees and name their chairmen, with approval of the Board. Chairmen and members of such committees shall serve at the pleasure of the appointing officer, but not beyond the end of that appointing officer's term of office. Committee Chairmen shall appoint or re-appoint committee members. These appointments do not require Board approval, but the Board retains the right to recommend committee members and/or qualifications for committee membership.

Section 2 Committee Policies and Procedures. Each committee, for continuity, effective operation, and membership information, shall maintain on file at the Society a current statement of the policies and procedures that govern its operations. Such policies and procedures shall be approved by the Board of Directors.

#### ARTICLE IX. PARLIAMENTARY AUTHORITY

Robert's Rules of Order shall be the parliamentary authority for all meetings in cases not otherwise covered in these by-laws.

#### ARTICLE X. AMENDMENTS

These by-laws may be amended by a two thirds (2/3) vote of the members present and voting at an annual or special meeting, provided notice of the proposed amendment or amendments was mailed or delivered to the members at least three (3) weeks before the meeting, and provided a quorum is present.

#### ARTICLE XI. COMPLIANCE, GOVERNANCE, AND LEGALITY.

Section 1 The Society shall comply with local, state, and national laws and regulations.

Section 2 The Society shall document and maintain its policies on Non-Discrimination, Ethics, Privacy, Ownership, and Copyright.

#### ARTICLE XII. DISSOLUTION

Section 1 A motion to dissolve the Society and terminate its activities shall be introduced at a general meeting after review by the Board of Directors. At the next general meeting following this introduction, provided that all members are notified in advance, the dissolution motion will be presented for a vote. Dissolution will require that 2/3 of the general members in attendance vote in its favor.

Section 2 The Board of Directors shall be responsible for meeting the requirements of federal, state, and local governments regarding non-profit corporation dissolution and meeting all outstanding financial obligations. Financial obligations include the return of Life and pre-paid dues to members in an amount proportionate to the number of years pre-paid and used. For this purpose Life Memberships shall be treated as 20 year memberships. The City of Rutland shall be given sufficient notice that the building lease is being terminated. All regular vendors shall be

notified and when necessary, leases or agreements terminated. Non-historical assets may be sold or dispensed with as seen fit by the Board of Directors. Rutland historical assets may be sold only if funds are needed to pay off financial obligations. All remaining assets, historical or otherwise, shall be turned over to similar non-profit organizations.