

THE CHARLESTOWN HISTORICAL SOCIETY BYLAWS

Adopted at meeting October 23, 2012

ARTICLE I: NAME

The name of the Society shall be the Charlestown Historical Society.

ARTICLE II: MISSION STATEMENT

The mission statement of the Society shall be to learn, teach and preserve the history of Charlestown, Rhode Island.

ARTICLE III: MEMBERSHIP

1. Membership shall be open to all interested persons and shall consist of General and Honorary members.
2. General members are those who pay annual dues as Family or Individual Members, and Lifetime Members.
 - Family - all persons living in one household shall be eligible under a Family Membership. There shall be one vote per family.
 - Individual – one person membership.
 - Lifetime – any family or individual who has donated a one-time (not cumulative) \$1,000.00 contribution to the Society shall continue to be a member without further payment of dues.
3. Honorary Members may be elected by the Board of Directors, for a term up to the lifetime of the individual, in recognition of extraordinary service to the Society.

ARTICLE IV: DUES

1. The fiscal year of the Society shall be from January 1st to December 31st.
2. Dues shall be determined annually in February by the Board of Directors.
3. Membership paid for the first time beginning October 1st shall be considered effective through December of the following year.
4. Payment of dues entitles the members to receive the Society's Newsletter when published.
5. Any member six months in arrears may be dropped from the mailing list after written notification from the Treasurer.

ARTICLE V: BOARD OF DIRECTORS

1. There shall be a Board of Directors consisting of the Officers of the Society, at least nine but not more than eleven general members elected at the Annual Meeting-
 - a. Members elected to serve on the Board of Directors will assume their responsibilities at the first Board of Directors Meeting following election.
2. The Board of Directors shall supervise and guide all activities of the Society and shall have the authority to make decisions they deem to be in the best interests of the Society.
3. The Board of Directors shall authorize by formal vote any expenditure of the Society's funds other than those necessary for the normal operation of the Society's affairs.
4. The Board of Directors may at their discretion recommend an audit of the Society's accounts.

5. The Board of Directors shall recommend an annual budget for approval, determine the amounts and categories of membership dues, oversee annual expenditures within the budget and transact business of an emergency nature.
6. A scholarship fund may be established from which the amount to be expended for local applicants shall be determined by the Board of Directors.
7. Resignation, Termination and Absences. Resignation from the Board of Directors must be in writing and received by the Secretary. A Board member, including an officer, may be removed after three consecutive absences from Board meetings. Additionally, a Board member, including an officer, may be removed at any time by a two-thirds vote of the remaining directors.
8. Board of Directors members receive no compensation other than reasonable expenses.

ARTICLE VI: OFFICERS

1. Following the annual meeting the newly elected Board shall nominate and elect officers from their ranks.
2. The officers of the Society shall be the President, at least one but not more than two Vice Presidents, Secretary and Treasurer.
3. Officers shall hold their respective positions through the next Annual Meeting, unless they are removed in accordance with Article V, Item 7.
4. Vacancies, except in the office of President, occurring during the year may be filled by appointment by the President and approval by vote of the Board of Directors.
5. Duties of Officers
 - a. President: It shall be the duty of the President to preside at all meetings and to appoint committee chairpersons. The President shall be a member ex-officio of all committees except the Nominating and Auditing Committees. The President may cast a vote only in case of a tie.
 - b. Vice Presidents: The President shall designate one of the Vice Presidents to preside at meetings in his/her absence and assign other duties as seems desirable.
 - c. Secretary: It shall be the duty of the Secretary to keep a full record of the proceedings of the Society and its Board of Directors and to perform such other duties as may be directed by the President. The secretary shall maintain the records in compliance with the Society's records policy.
 - d. Treasurer: It shall be the duty of the Treasurer to keep the accounts of the Society, to receive all money due the Society, to pay all bills properly presented including facility and maintenance expenses, submit corporate papers to the Secretary of State as necessary and to perform such other duties as normally pertain to the office of Treasurer.
6. Officers of the Society shall have the authority to expend necessary emergency funds not to exceed \$5,000 by a majority vote.
7. President, Vice President and Treasurer shall be designated signatories on all Society banking accounts.

ARTICLE VII: COMMITTEES

1. Committees shall be of two general types: standing and special.

2. Standing Committees: The chairperson, if any, shall be appointed by the President and approved by Board of Directors vote. The chairperson may attend meetings of the Board of Directors.

Selection of committee members shall be left to the discretion of the chairperson.

3. The Standing Committees and their functions are:

- a. Finance & Budget Committee: This committee shall oversee recommendations for monies, investments and distributions and shall include five members: President, Treasurer, and three additional members.
- b. Research Committee: This committee shall keep the history of the Society and genealogy-related matters and address all such inquiries. It shall endeavor to secure written or recorded copies of all presentations made before the Society and shall deposit them in a designated place for safe keeping with other holdings of the Society.
- c. Membership: This committee shall solicit applicants for membership and shall endeavor to carry on an active program of enlistment and membership renewal. It shall compile a master list of current members.
- d. Collections Committee: The committee shall serve as Society Curator and as such shall have the responsibility of recording accessions (gifts and/or loans) labeling them fully as to donor, date acquired and origin or source as far as practicable, and maintaining them in good repair. The committee shall have authority to accept or to reject offers of articles and to de-access artifacts held in the Society's Collection. This committee shall be responsible for arranging exhibits and displays of interest in connection with programs presented at the meetings of the Society.
- e. Schoolhouse Committee: This committee shall supervise all matters pertaining to the Schoolhouse operation, including but not limited to:
 - 1) Setting summer schedule
 - 2) Organize special events
 - 3) Recruitment, training and overseeing docents during open hours
- f. Historic Cemetery Committee: This Committee shall focus on the maintenance and care of any and all of Charlestown's historic cemeteries including clean-ups, proper flag placements and monitoring cemetery conditions.
- g. Building & Maintenance Committee: This Committee shall be responsible for overall maintenance of building and grounds.

4. Additional standing committees may be established or existing committees disbanded according to the stated procedure for amending these bylaws (Article XII).

5. Special committees may be constituted by the Board of Directors at any time. The chairperson of a special committee shall sit as a member of the Board of Directors for the duration of that committee's existence.

ARTICLE VIII: NOMINATING COMMITTEE

At least two months prior to the Annual Meeting, the Board of Directors shall elect a Nominating Committee of five members, no more than three of whom may be members of the Board of Directors. The President shall designate one elected member as chairperson. The committee shall present at the Annual Meeting a slate of candidates for Board of Directors positions.

ARTICLE IX: AUDITING COMMITTEE

At least two months prior to the Annual Meeting, the Board of Directors may elect an Auditing Committee. This Committee will include one member of the Board of Directors other than the Treasurer, and two members appointed from the General Membership. At the Annual Meeting, the Auditing Committee may present to the Society a report of its audit of the Treasurer's accounts.

ARTICLE X: MEETINGS

1. The Annual Meeting of the Society, for the election of Board of Directors and the transaction of other business, will be held in January at such time and place as designated by the Board of Directors.
2. Special meetings of the Society may be called by the Board of Directors by giving notice to each member.
3. Fifteen eligible voting members of the Society shall constitute a quorum for the transaction of business at Society meetings.
4. The Board of Directors shall meet a minimum of six times a year on the fourth Tuesday of the month or at another agreed upon time and place.
5. Special meetings of the Board of Directors may be held at the call of the President or upon the request of three Board members.
6. A majority of the directors then in office shall constitute a quorum for the transaction of business at Board of Directors meetings.

ARTICLE XI: PARLIAMENTARY PROCEDURE

Robert's Rules of Order (revised) Consensus Process shall be the parliamentary authority of the Society.

ARTICLE XII: AMENDMENT

These bylaws may be amended, added to, or repealed by a three-fourths vote of the members present and voting at a regular meeting of the Board of Directors, provided that such action has been recommended by the Board of Directors and that all directors have been notified of the vote at least one month in advance.

These bylaws supersede those adopted November 6, 2011