

**BYLAWS
of
Westbrook Historical Society**

**ARTICLE I
Name**

The name of this organization shall be the *Westbrook Historical Society, Inc.* (Society)

**ARTICLE II
Purpose and Principle**

Section 1. The purposes of this Society are to bring together those people interested in the history of Westbrook, Maine, and to discover, collect, and preserve any materials and objects that establish and illustrate the history of the area. The Society shall make all such materials and objects accessible for viewing or study on the premises. The Society shall arouse interest in the past by holding meetings open to the general public, by marking historic buildings, sites, etc. and by using other media to gain public interest in Westbrook history.

The Society shall work with other State historical societies and organizations in this field when called upon to do so.

Section 2. The Society shall be empowered to receive and hold, by means not inconsistent with law or contrary to public policy, any gift, devise or bequest, tangible or intangible personal property or real estate; and use, sell, convey, mortgage, lease or rent real or personal property, and invest and reinvest the proceeds therefrom, subject to any restriction contained in a gift instrument.

- a. All items must be unrestricted gifts.
- b. Artifacts shall be a compliment to the collections and not a duplication.
- c. Non-society collections may be displayed for special occasions in a designated area for a limited time.

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- d. The Society does not assume responsibility for the safety of non-society collections.

Section 3. The Society shall be non-profit, non-political and non-partisan, organized exclusively for the purpose outlined above and within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954.

**ARTICLE III
Membership**

Section I. Membership shall consist of three classes: Regular, Contributing and Student.

- a. **Regular** members may (1) attend meetings and workshops, (2) participate in the Society's activities, (3) serve as officers, directors, and committee chairmen and (4) have voting privileges.
- b. **Contributing** members shall be supportive of the Society's objectives and shall be entitled to attend meetings and serve on committees.
- c. **Student** members shall be any full-time students at any grade level who are interested in the purposes and activities of the Society. Student members may attend meetings and serve on committees, but cannot be an officer/director, committee chairman and does not have voting privileges.

Any Contributing or Student Member may become a Regular Member upon payment of the appropriate dues.

Section 2. Upon the recommendation of the Board of Directors and a majority vote of members present, the title of Honorary Member may be conferred on any member in good standing who has made substantial contributions to the Society. An Honorary Member shall enjoy all the privileges of membership but is relieved of any obligations.

Section 3. Annual dues and special fees shall be determined by the Board of Directors and approved by the membership at a regular Society meeting.

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Section 4. Annual dues shall be paid to the Treasurer on or before July 1 of each year. Members, whose dues have not been paid by October 1, shall be delinquent and shall be removed from the membership list.

Section 5. The Society's membership year is July 1 through June 30.

ARTICLE IV Officers and Directors

Section 1. The elected officers shall be a President, a Vice-president, a Secretary, and a Treasurer. The duties shall be those prescribed in these bylaws and the parliamentary authority of the Society.

Section 2. The officers shall be elected at the annual meeting in June of the even years and shall serve for two years or until their successors are elected. The officers shall take office at the close of the annual meeting. No officer, except the treasurer, may hold the same office for more than two consecutive terms.

Section 3. There shall be four Directors. One shall be elected at the annual meeting each year and shall serve four years or until a successor is elected. The newly elected director shall take office at the close of the annual meeting.

Section 4. At a meeting in April of the even years, a Nominating Committee of three members shall be elected. In the even numbered years, the committee shall nominate candidates for the officers and one director. In' the odd numbered years, the committee shall nominate candidates for one director. Additional nominations from the floor shall be permitted at the May and June meetings. The officers and director shall be elected at the annual meeting in June.

Section 5. Vacancies, other than the President, shall be filled by election at the next Board of Directors meeting. An office will be

declared vacant if officer or director does not attend three consecutive meetings without just cause. Said member will be released from obligations.

Section 6. The **President** shall (1) preside at all meetings of the Society and the Board of Directors (2) appoint a Parliamentarian (3) appoint needed standing committees and special committees with the approval of the Board of Directors (4) sign all official documents with the Secretary and Treasurer which require such signatures, except where local, state or federal laws require the signature of the Treasurer (5) be an ex-officio member of all committees except the Nominating Committee and (6) perform such other duties as custom and parliamentary usage may require.

Section 7. The **Vice-president** shall (1) perform the duties of the President in the absence of the President, (2) in the event of a vacancy occurring in the office of the President automatically becomes President until the expiration of the term and (3) perform other duties designated by the President or the Society.

Section 8. The **Secretary** shall (1) record the minutes of all meetings (2) conduct general correspondence (3) keep accurate roll of membership (4) be custodian of its records and (5) have a copy of the bylaws and standing rules available for immediate reference.

Section 9. The **Treasurer** shall (1) be custodian of all funds of the Society (2) be responsible for collecting dues/fees (3) keep an itemized account of all receipts and disbursements (4) disburse funds as ordered by the Society or Finance Committee (5) provide a monthly report at each meeting (6) provide a written report at the annual meeting (7) be a ex-officio member of the Finance Committee and (8) perform other duties designated by the President or the Society.

Each year at the May meeting a member shall be appointed **auditor** from the floor whose duty shall be to examine the Treasurer's accounts and to file a written report at the annual meeting.

Section 10. The **Directors** shall act in an advisory capacity to the officers of the Society and assist the President in appointing committees.

ARTICLE V Meetings

Section 1. Regular meetings shall be held on the first Wednesday of each month with the exception of July and August unless otherwise ordered. The type of program shall determine the time and location of each meeting.

Section 2. The regular meeting in June shall be the **annual** meeting. Business at the annual meeting shall include the election of officers and annual reports in writing of officers/committee chairmen.

Section 3. Special meetings may be called by the President or by written request of five members of the Society to include at least two officers. All members shall receive a written/telephone notice not less than five days prior to the meeting.

Section 4. The **quorum** at regular meetings shall consist of ten active members.

ARTICLE VI Board of Directors

Section 1. The **Board of Directors** shall consist of the officers, Immediate Past President and four Directors. The Board of Directors shall meet at the call of the President or by a majority of the Board of Directors and shall have general supervision of Society's affairs between regular meetings of the Society.

Section 2. The **quorum** at Board of Directors' meetings shall consist of five members.

ARTICLE VII Committees

Section 1. Standing committees, appointed to serve two years, may be Finance, Library & Museum, Publicity, Program, Membership, Hospitality, Friendship, Telephone, Necrology, and Bylaws and Rules.

Section 2. Duties of committees shall be as outlined in the Standing Rules.

Section 3. The standing committees shall consist of a chairman and at least one member.

Section 4. The Society may create other committees when deemed necessary to carry on the work of the Society.

Section 5. The **President** shall be an ex-officio member of all committees except the nominating committee.

ARTICLE VIII Personal liability

No officer, director or member shall be held personally liable for any debt, liability or obligation of the Society. All persons, organizations and other entities having any claim whatever against the Society may look only to the funds, money due, and/or assets of the Society for payment of any such claim.

ARTICLE IX Dissolution

Section 1. If the Board of Directors concludes that the Society can no longer continue to function, a special meeting of the membership shall be called. The Board of Directors will send to all members a written notice providing an explanation of proposed actions and stating the time and place of said meeting.

Section 2. If dissolution is approved by a majority of the members present and voting, the Board of Directors shall comply with the requirements of the Maine Nonprofit Corporation Act. After all bills have been paid, the total assets shall be liquidated and allotted in accordance with current governmental regulations under 501(c)(3) of the Internal Revenue Code. No funds shall inure to the benefit of any individual Society member.

ARTICLE X

Parliamentary Authority

The latest edition of *ROBERT'S RULES OF ORDER NEWLY REVISED* shall govern in all cases to which they are applicable and in which they are not inconsistent with those bylaws and any special rules of order the Society may adopt.

ARTICLE XI

Amendments

These bylaws may be amended at any regular meeting by a two-thirds vote of members present and voting provided that a notice has been given at the previous meeting or has been sent to each member at least fifteen (15) days prior to the meeting at which it will be considered.

Adopted December 3, 1986
Amended March 2, 1988
Revised May 7, 1997
Amended November 1, 2000
Amended October 5, 2001
Revised April 3, 2002

Standing Rules of the **Westbrook Historical Society**

STANDING RULES may be adopted by a majority vote at any regular meeting of the membership without previous notice. **Standing Rules** may be amended by either (a) a majority vote of members present and voting with previous notice or (b) a two-thirds (2/3) vote of members present and voting without previous notice.

STANDING RULES

1. a. Material can be photocopied at the Society location for a fee. Any materials requiring off-site copying by special treatment must be supervised by two members and returned immediately.
b. Items may be removed or loaned for a secured display or for a public presentation for a limited time if properly authorized by the President and a member of the Library and Museum Committee. Articles thus removed from the Society's premises must be recorded.
c. Two members must be present when non-members are on the premises.
2. Any project or research studies, voted upon and/or financed by the membership of the Society, shall be the sole property of the Society and any monies derived therefrom shall be submitted to the Treasurer of the Society.
3. Plans for outside presentations by members of the Society must have prior approval of the President.
4. Dues for active members shall be \$ 10.00 per year.
5. Meetings will be at the Society's rooms and start at 1:30 p.m. unless otherwise stated.

6. Officers and committee chairmen shall turn over all records to their successors at the annual meeting.

7. **Order of Business**

1. Approval of minutes of previous meeting.
2. Correspondence
3. Treasurer's statement
4. Committee reports
5. Special orders
6. Unfinished business & general orders
7. New business
8. Program
9. Adjournment

8. Guests are welcomed at all regular meetings.

9. The Society's rooms are open to the public each Saturday from 9:00 a.m. to 12 noon.

10. A **Procedural Manual** shall be kept up-to-date by the President and Bylaws Chairman for officers, chairmen and personnel.

11. No member shall speak in debate longer than three minutes on the same question without permission of the assembly.

12. The **Finance Committee** with the approval of the Board of Directors shall present a budget to the City of Westbrook in January of each year.

13. **Duties of Committees:**

a. The **Finance** Committee shall consist of a chairman plus at least two other members appointed by the President. The Treasurer and President are ex-officio members. The committee shall be responsible for presenting an annual budget at the May meeting.

The Finance Chairman shall approve all expenditures prior to payment. Any expenditure over one hundred dollars (\$100.00) not authorized in the budget shall be voted or ratified at a regular membership meeting.

b. The **Library and Museum** Committee shall attend to cataloging, care and arrangement of books, manuscripts, newspapers and historical source material along with storage and display of historical artifacts donated or loaned to the Society and be responsible for acceptance or rejection of all items.

c. The **Publicity** Committee shall arrange for all publicity relative to the Society and devise means to create public interest.

d. The **Program** Committee shall be responsible for arranging and directing all programs for regular meetings.

e. The **Membership** Committee shall be responsible for membership drives and introduction of new members. This should include business organizations as well as individuals. The committee shall provide each new member with a copy of the Society's bylaws and standing rules. A membership list will be available upon request.

f. The **Hospitality** Committee shall greet everyone and be in charge of guest book, name tags and refreshments at all functions.

g. The **Friendship** Committee shall be responsible for remembering members at times of sickness, bereavement or special occasions.

h. The **Telephone** Committee, upon notification by the President, shall inform all members of the time, place and nature of regular and special meetings.

- i. The **Necrology** Committee shall be responsible for maintaining a record of obituaries of all persons with Westbrook connections.
- j. The **Bylaws and Rules** Committee shall consist of at least three members, have the right to originate amendments and consider and make recommendations concerning any proposed amendments to the bylaws and rules.

14. A notice of dues shall be sent to members whose dues remain unpaid by September 1.

Adopted February 2002
 Adopted April 3, 2002
 Amended December 2002

Amendments to Westbrook Historical Society Bylaws & Standing Rules

Standing rule 13 e.

Last two sentences amended to read: "The committee shall provide each new member with a copy of the Society's bylaws and standing rules. A membership list will be available upon request.

Amended December 4, 2002

Standing rule 1 d.

No photography is permitted in the Society's rooms except for legitimate purposes such as school reports or newspaper articles which must have the permission of one of the Society's officers.

Amended February 4, 2004

Standing rule 15.

If memorial donations in the aggregate amount of \$100 or more are received in honor of a member or non-member, the name of the person so honored shall be engraved on our memorial gift plaque.

Amended February 4, 2004

Standing rule 7. (Addition)

11. a. In the absence of both the President and Vice President the Treasurer shall preside over the meeting. In the event of the Treasurer's absence, the order of leadership shall fall to the Secretary, then to the longest-term Director present.

If unable to attend a meeting, it is highly recommended that the President notify the other officers, in the order listed above, and provide them with an agenda.

Adopted January 4, 2006

Standing rule 13 g. (Addition)

Cards are to be sent to Honorary members each Spring and at Thanksgiving

Adopted January 4, 2006