

CORPORATE BYLAWS
Of
HARDWICK HISTORICAL SOCIETY
A Vermont Nonprofit Corporation
May 17, 2021

Article 1. Name

The name of the Society shall be "The Hardwick Historical Society", herein referred to as Society.

Article 2. Purposes

The purpose of the Society is to discover, collect, preserve, and exhibit artifacts and documentation related to the history of the Town of Hardwick and, to a lesser degree, the surrounding area in so far as it illuminates and contextualizes Hardwick's history; to foster and promote interest in the Hardwick's history, and to promote and encourage historical research into the history of the Town of Hardwick.

The Society is not for profit and is organized for charitable and educational purposes, and no part of the net earnings of the Society shall inure to the benefit of any member, director, officer, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Society affecting one or more of its purposes. No member, director, officer, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Society. The Society shall not attempt to influence legislation and shall not participate in any political campaign on behalf of any candidate or public office, including the publication and distribution of statements.

Article 3. Office

The registered office of the Society shall be located at 47 Depot Street, Hardwick, Vermont; its mailing address shall be PO Box 177, Hardwick, VT 05843.

Article 4. Membership

Anyone may become a member by paying the annual membership dues established by the Board of Trustees for the calendar year. All members will receive voting rights and other benefits of membership established by the Board of Trustees. Failure to pay annual dues will result in loss of membership.

Article 5. Board of Trustees

Section 1. Powers: The business and affairs of the Society shall be managed by the Board of Trustees. The board may appoint committees for any purpose, including an executive committee that may exercise any of the authority of the board.

Section 2. Number, Tenure, and Qualifications: The Board of Trustees of the Society shall consist of from seven to eleven members-at-large and five officers. All shall be elected by the membership at an annual spring meeting.

Section 3. Meetings: A meeting of the Board of Trustees shall be held on the first Monday of each month or upon the call of the president or vice-president of the board, on 24 hours notice by phone, fax, mail or e-mail. All meetings shall be held at the registered office unless some other location or video conferencing is chosen.

Section 4. Quorum: A majority of the number of trustees shall constitute a quorum for the transaction of business. The act of a majority of the trustees present at a meeting with a quorum shall be the act of the Board of Trustees. Any action consented to in writing, text, or e-mail by each and every trustee shall be as valid as if adopted by the Board of Trustees at a duly warned and held meeting of the board, provided such written consent is inserted in the minute book.

Section 5. Removal of absent trustees: Excessive absenteeism is discouraged. Any trustee absenting him/herself from three (3) meetings in the course of one year, unless excused by the President, shall forfeit his/her place on the board.

Section 6. Vacancies: Any vacancy occurring in the Board of Trustees may be filled by the affirmative vote of a majority of the remaining trustees even if not a quorum. A trustee elected to fill a

vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 7. Rules: Meetings of the Board of Trustees shall be governed by the latest version of Robert's Rules of Order.

Article 6. Officers

Section 1. Number: The officers of the Society shall be a president, vice-president, secretary, financial secretary, and a treasurer. The president shall have the executive supervision over the activities of the Society. The vice-president shall assume the duties of the president in the event of absence, incapacity, resignation, or termination. The secretary shall keep the minutes of all the meetings of the Society and of the Board of Trustees. The financial secretary shall receive all monies of the Society and forward to the treasurer for deposit with written receipts. The financial secretary shall maintain membership records and provide mailing labels as needed. The treasurer shall be responsible for the safekeeping of Society funds and for maintaining adequate financial records, receive dues, deposit all moneys into appropriate bank accounts, and render an annual report for each annual meeting of the Society.

Section 2. Election and Term of Office: See Article 5 Section 2. Each officer shall hold office for a period of three years. Each may serve two consecutive terms, after which the officer must step down for at least one year. The treasurer may be elected to serve more than two successive terms if the nomination is first approved by the Board of Trustees as being in the best interest of the Society.

Section 3. Removal: Any officer or agent elected or appointed by the Board of Trustees may be removed by the board whenever, in its judgment, the best interests of the Society would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create contract rights.

Section 4. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term.

Section 5. Powers and Duties: The powers and duties of the several officers shall be as provided from time to time by resolution or other directive of the Board of Trustees. In the absence of such provisions, the respective officers shall have the powers and shall discharge the duties associated with such offices. The secretary shall prepare minutes of all meetings of the board, and shall authenticate the records of the Society upon request.

Article 7. Executive Officer

Section 1. Appointment: The board may appoint an executive officer, who shall serve at its pleasure, and shall be responsible for conducting the day-to-day affairs of the Society.

Section 2. Duties: The executive officer shall have charge of the ordinary and usual business of the Society, including the purchasing, marketing, and handling of all products and supplies. The officer shall maintain all records and accounts within his or her possession and render annual and periodic reports in the manner prescribed by the Board of Trustees.

Article 8. Contracts, Loans, Checks, and Deposits

Section 1. Contracts: The Board of Trustees may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific business.

Section 2. Loans: No loans shall be contracted on behalf of the Society and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Trustees. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, or Orders: All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness shall be signed by such officer or officers, agent or agents of the Society and in such manner as from time to time shall be determined by resolution of the Board of Trustees. The treasurer may automatically pay recurring bills, but non-recurring bills must have the authorization of the executive committee or the Board of Trustees before payment may be made.

Section 4. Deposits: All funds of the Society not otherwise employed shall be deposited from time to time to the credit of the Society in such banks, trust companies, or other depositories as the Board of Trustees shall select.

Article 9. Fiscal Year

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

Article 10. Waiver of Notice

Whenever any notice is required to be given to any trustee of the Society under the provisions of law or these bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article 11. Amendments to the Bylaws

These Bylaws may be amended at a membership meeting of the Society by a majority of those members present at the annual meeting, provided that copies of proposed revisions and amendments are made available and that notice was given at least twenty-one (21) days prior to the meeting.

Proposed bylaw changes shall qualify for Section 1 above if approved by the Board or upon petition by ten (10) members of the Society.

Article 12. Books and Records

The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board of directors and committees having and exercising any of the authority of the Board of Trustees. All books and records of the Society may be inspected by any trustee, or his or her agent or attorney, for any proper purpose at any reasonable time.

Article 13. Dissolution or Sale of Assets

A two-thirds vote of the Board of Trustees shall be required to sell or mortgage assets of the Society not in the regular course of business or

to dissolve the Society. Upon dissolution of the Society, any assets remaining after payment of or provision for its debts and liabilities shall, consistent with the purposes of the organization, be paid over to charitable organizations exempt under the provisions of Section 501(c)(3) of the U.S. Internal Revenue Code or corresponding provisions of subsequently enacted federal law. Determination of recipients shall be made by majority vote of the Board of Trustees. No part of the net assets or net earnings of the Society shall inure to the benefit of or be paid or distributed to an officer, director, member, employee, or donor of the organization.

Article 14. Committees

Section 1. Standing Committees: There shall be the following standing committees: Buildings and Grounds, Collections, Display, Executive, Finance, Program, and Publications. Each committee chair shall submit a report at the annual meeting.

Section 2. Size of Committees: Standing committees shall consist of not more than seven or fewer than three members. The President shall appoint the chair of each committee, who will be a trustee of the Society.

Section 3. Buildings and Grounds: The committee will have responsibility for the care and maintenance of the Society's buildings and grounds.

Section 4. Collections Committee: The Collections Committee will oversee the acquisition, maintenance, and support of the society's collections, and advise the Board on policies needed for that purpose.

Section 5. Display Committee: The Display Committee shall develop displays for exhibit within the Depot and at external events.

Section 6. Executive Committee: There shall be an Executive committee of the Board of Trustees consisting of five officers of the Society and an at-large member, appointed by the president. (a) The Executive committee shall meet as deemed necessary by the President. (b) In the intervals between board meetings, the Executive committee shall have the authority of the Board in the management of the business of the Society, but the committee shall at all times be subject to the control and direction of the Board, (c) The Executive

committee shall keep a record of its actions and proceedings and shall report to the Board at or before the next Board meeting.

Section 7. Finance Committee: The Finance Committee, chaired by the Treasurer, will be responsible for forecasting/monitoring the long-term financial health of the Society. The Finance committee shall have the power to invest and reinvest the endowment funds, and all other financial assets in accordance with the policy approved by the Board. It will prepare an annual budget for presentation to the Board.

Section 8. Program Committee: The Program Committee shall recommend and develop informational meetings related to the purposes of the Society. This includes obtaining speakers and developing events for the public.

Section 9. Publications Committee: The Publications Committee will oversee the publications of the Society, and advise the Board concerning policies regarding publications.

Section 10. Other Committees: The President may appoint such ad hoc committees as he/she deems necessary. Such committees shall make such reports as required by the President. The president has ex officio status on all committees.

Article 15: Meetings of Members

Section 1. Meetings: An annual meeting of the Society shall be held in May at a place and date to be fixed by the Board of Trustees. A Fall meeting may also occur in October.

Section 2. Reports: The annual meeting shall be held for the purpose of electing officers and members of the Board of Trustees; for acting on the reports of the activities of the Board, the Officers, and various standing and special committees; and for the transaction of such other business as may come before the meeting.

Section 3. Report Forms: All reports shall be submitted to the Secretary in written or printed form.

Section 4. Notice of Annual Meeting: Written or printed notices of the annual meeting shall be delivered to each voting member not less than ten nor more than thirty days before the date fixed for such annual meeting.