

Mussel Ridge Historical Society By-Laws

Article 1

Name & Type

Section 1.1. The organization's name shall be the Mussel Ridge Historical Society (hereinafter, the "Society").

Section 1.2. The Society shall be incorporated as a non-profit corporation in the State of Maine and shall be exclusively charitable, scientific and/or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 1.3. The fiscal year of the Society shall be September 1 through August 31st.

Article 2

Mission

Section 2.1. The mission of the Society is to:

- promote interest in, and knowledge and appreciation of the history of Owls Head, the Mussel Ridge Islands and their inhabitants and visitors;
- collect, identify, interpret, preserve, exhibit and make available for education, research and pleasure: historical documents, records, photographs, information and artifacts relating to the above;
- produce published material pertaining to the history of the area; and
- manage and preserve buildings owned or leased by the Society.

Article 3

Membership

Section 3.1. Any person interested in the mission of the Society who applies for membership and who tenders necessary dues shall become a member. The membership dues paid by any new member who joins the Society during the period June 30th through August 31st will be applied to the following fiscal year, beginning September 1st.

Section 3.2: The membership of this Society shall consist of the following categories:

Regular Members: Their annual dues shall cover the individual member.

Sustaining Members: Their annual dues shall cover the individual member and shall be higher than that of Regular Members.

Honorary Members: This status may be conferred upon a person for life by a two-thirds (2/3) vote at a meeting of the Executive Board

Life Members: Those who joined as life members before these By-laws became effective shall remain members for life.

Section 3.3. The Executive Board shall set dues levels. Dues are payable in advance of the annual meeting. On June 10th of each year the Treasurer shall notify all members that dues are due by September 1st. No member whose dues remains unpaid may vote at the Annual Meeting, any other membership meetings or at Executive Board meetings.

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Article 4

Officers

Section 4.1. The elective Officers of the Society shall be President, Vice-President, Recording Secretary, Corresponding Secretary and Treasurer and their duties shall be as described below.

Section 4.2. The President shall preside at all meetings, shall appoint committee members and conveners upon approval of the Executive Board and shall be a non-voting ex-officio member of all committees except the Nominating Committee. The President shall present an Annual Report of the activities of the Society at the Annual Meeting

Section 4.3. The Vice-President shall assume the duties of the President in his/her absence.

Section 4.4. The Recording Secretary shall send notices of the time and place of any membership and Executive Board meetings and shall keep a record of the proceedings of those meetings. He/she shall also maintain a record of current members in good standing, with names, addresses, contact information and dues payment status. In the absence of both President and Vice-President, the Recording Secretary shall call meetings to order and preside over them.

Section 4.5. The Corresponding Secretary shall assist the President in any official correspondence, shall send notices as authorized by the President or Executive Board and send other communications including notices to the press and thank you notes to donors.

Section 4.6. The Corresponding and Recording Secretaries may by joint agreement, modify their respective duties provided that between the two all of the duties are covered and that the agreement is reported to the Executive Board.

Section 4.7. The Treasurer shall receive all funds of the Society and deposit them in the bank designated by the Executive Board. The Treasurer shall sign checks on all Society accounts; the Executive Board should designate a second bank account signatory to provide access in case of the Treasurer's absence or inability to serve. The Treasurer shall be responsible for the collection and payment of Maine state sales taxes and the filing of any required reports with the Internal Revenue Service and the State of Maine. The Treasurer shall provide membership information to the Recording and Corresponding Secretary, the President and the Membership Committee.

The Treasurer shall provide reports to the Executive Board, to the Annual Meeting and at other times as needed. The accounts and books shall be available to the Executive Board at all times for inspection.

Article 5

Officers and Directors

Section 5.1. In addition to the five (5) elected Officers, four (4) Directors shall be elected at the Annual Meeting to serve on the Executive Board.

Section 5.2. All Officers and Directors shall be elected for a term of one (1) year at the Annual Meeting and shall take office at the close of the Annual Meeting. To ensure continuity, each officer and director shall serve until replaced or reelected where possible.

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Section 5.3. All candidates for Officers and Directors shall be members in good standing. Their names shall be placed in nomination by the Nominating Committee at the Annual Meeting, the consent of the nominees having first been obtained. Additional nominations for officer and Director positions may be made from the floor of the Annual Meeting and other membership meetings called for that purpose. A majority vote of those members present shall elect.

Section 5.4. In the case of a vacancy in the office of President, the Vice-President shall assume the duties of the President until the next Annual Meeting. If any other Director or Officer vacancies occur between annual meetings, the Executive Board may make temporary appointments to fill those vacancies until the next Annual Meeting.

Article 6

Executive Board

Section 6.1. The five (5) elected Officers and the four (4) elected Directors shall constitute the Executive Board. The Executive Board shall meet monthly and at the call of the President or upon the request of four (4) Executive Board members.

Section 6.2. The Executive Board shall have supervision, control and direction of the affairs of the Society and shall determine its policies or changes therein within the limits of the By-laws. It may adopt such standing rules and regulations deemed necessary to clarify, but not change, the By-laws. It is responsible to the Society membership for all of its actions. The Executive Board shall have the authority to arrange for an internal audit or financial review at their discretion.

Expenditures of more than \$250 must be approved by the Executive Board. If the next Executive Board meeting is not scheduled before the expenditure is required, the President may approve it. When approval is given by the President, the person making the expenditures shall submit documentation of the approval to the Treasurer.

Section 6.3. Any Executive Board member, upon at least ten (10) days written notice, may be removed at an Executive Board meeting by a two thirds (2/3) vote of the members for illness, neglect, lack of interest, or other cause. Any member who misses three (3) consecutive meetings in a year, without prior notification to the President or who has not paid the annual dues, will be considered to have vacated the position and the vacancy may be filled as provided in Section 5.4.

Section 6.4. At any meeting of the Executive Board, five (5) members shall constitute a quorum. Each member shall be entitled to one (1) vote; proxy voting shall not be permitted.

Article 7

Membership Meetings

Section 7.1. An Annual Meeting of the membership shall be held in September. The date shall be the second Tuesday unless the Executive Board decides otherwise.

Section 7.2. Special meetings of the membership shall be held at the call of the Executive Board or at the written request of ten (10) members.

Section 7.3 Notice for all membership meetings shall be provided in writing fourteen (14) calendar days in advance with a draft agenda for the meeting.

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Section 7.4 Fifteen members or twenty percent of the Society's membership, whichever is less, shall constitute a quorum for the transaction of business, but a smaller number may adjourn to another date. Each member shall be entitled to one (1) vote; proxy voting shall not be permitted.

Article 8 Committees

Section 8.1. The members and conveners of all committees, except as otherwise provided in these By-Laws, shall be appointed by the President with the approval of the Executive Board. The first meeting of each committee shall be called by the convener and members shall then elect a Chair.

Section 8.2. All Committees shall report directly to the Executive Board and have no authority to act independently unless that authority is granted to them by the Executive Board.

Section 8.3. In addition to the below named Committees, the Executive Board may appoint other committees with duties as they may see fit and may add duties to the Committees below.

Section 8.4. Standing Committees:

- Curator Committee - This committee shall be custodian of the entire collection of historical items acquired by the Society and shall be responsible for:
 - Cataloging the collection in a database providing the following information where available:
 - The identity of the item with a photograph of the same
 - The details of its acquisition, including whether it is owned by or on loan to the Society
 - An estimate of its replacement cost
 - The history and tradition connected with each item
 - The storage location of the item.
 - Insuring parts of the collection as deemed appropriate by the Executive Board.
 - Developing a collections policy for presentation to the Executive Board.
- Restoration Committee - This committee is responsible for restoring, improving and maintaining the condition of the real properties leased, owned or managed by the Society. This committee shall also be responsible for restoring, improving and maintaining the condition of the Society's entire collection of historical items. If items are on loan to the Society, permission from the owner must be obtained before any restoration efforts or improvements are made.
- Membership Committee - This committee is responsible for increasing membership and arranging for mentoring for new members.

Section 8.5. - Ad Hoc Committees:

- Nominating Committee
 - At least thirty (30) days before the Annual Meeting, the President with the approval of the Executive Board shall appoint a committee to nominate candidates for Officer and Director vacancies.

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- By-laws Committee
 - Whenever in its judgment there is a need for revisions or amendments to the By-laws, the Executive Board shall establish a By-laws Committee to make recommendations to the Board.

Article 9

Notice

Section 9.1. Any notice, including written notice, required under these By-laws may be made by email where the Society has a valid email address unless the recipient has requested that notices be provided via U. S. mail.

Article 10

Parliamentary Authority

Section 10.1. The rules contained in Roberts Rules of Order, Revised shall govern meetings of the membership and of the Executive Board as long as they are not inconsistent with these By-Laws.

Article 11

Personal Liability

Section 11.1. 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 12

Amendments to the By-Laws

Section 12.1. The By-Laws may be amended by a two-thirds (2/3) vote of the members present at the Annual Meeting or any special membership meeting, provided that the amendment(s) have been proposed by the Executive Board or have been filed with the Executive Board at least thirty (30) days prior to the meeting at which they will be considered. Notice of proposed amendments shall be distributed to all members at least ten (10) days before any meetings at which they will be considered.

Article 13

Dissolution

Section 13.1 In the event of the dissolution of the Society all assets remaining after payment of legal obligations shall be disbursed to the Town of Owl's Head, Maine. Cash is to be deposited in an investment account, the income of which shall be used for public purposes of the preservation and exhibition of local history in accordance with Provisions of 501 (c) of the Internal Revenue Code of 1954 as amended. The contents of the collection which may have been at the time owned by the Society shall be retained and preserved by the Town until another group meeting the requirements of said Section 501 (c) of the Internal Revenue Code of 1954 as amended and meeting the purposes set forth in Article 2 above shall request possession of said collection, at which time the collection may be conveyed by the Town to such group.

As adopted on 13 December 2016 by a 2/3 vote of the members present at the Society's Annual Membership Meeting