

BY-LAWS¹
of the
Killingworth Historical Society, Inc.

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Article 1. Name:

The organization shall be called the Killingworth Historical Society, Inc.

Article 2. Purpose:

The purpose of this society shall be:

- a. to identify and acquire and/or preserve any materials, property, records and/or any other data or facts that may pertain to, or reflect upon the history of Killingworth; and
- b. to inform those interested in Killingworth and its history by conducting educational programs, and by the public display, where possible and practical, of items and records of significance to Killingworth's history.

Article 3. Officers:

The officers shall consist of a President, a Vice President, a Recording Secretary, and a Treasurer. Officers shall be members of the Board of Directors and shall be elected annually by a majority vote of the Board of Directors at the December meeting, provided that a quorum is present. The officers shall serve a term of one year. Annually, there will be a call for nominations, with an election to follow at a subsequent meeting. Each newly elected Officer's term shall begin on the first day of January following their election.

The President:

The president shall preside at all meetings of the society and of the board of directors. Subject to the approval of the board, the President shall appoint the chairpersons of the standing committees and such special committees as necessary for carrying out any special activities of the society.

The Vice President:

The Vice President shall carry out such special duties as may be assigned by the president or the board. The Vice President shall carry out the duties of the President in the event of the President's absence or disability.

The Recording Secretary:

The Recording Secretary shall:

- a. keep minutes of all meetings of the Society and of the Board of Directors. Copies of the minutes of the previous board meeting are to be distributed to the members of the board prior to the next meeting; and
- b. keep all records and any other documents of, or pertaining to the administration of the Society and of the Board of Directors, excepting those pertaining specifically to finance; and
- c. collect and file all committee reports; and
- d. notify members of the Board of Directors of meetings.

¹ Approved by Killingworth Historical Society Board of Directors, February 27, 2019

The Treasurer:

The treasurer shall:

- a. be the custodian of the funds of the society and of the records and papers pertaining to its financial affairs; and
- b. select, with the approval of the board, a bank for the handling of the Society's moneys; and
- c. be responsible for the collection of all moneys due the society; and
- d. collect all bills and pay all obligations of the society; and
- e. make reports at Board of Directors meetings and at the annual meeting ; and
- f. prepare a budget, in conjunction with the President, for review, discussion, and approval by the Board of Directors at its first meeting after the election of officers.

Bills of less than two hundred (\$200) dollars, or any pre-approved budgetary item may be paid at once without board approval, but shall be presented for approval at the next meeting of the board. Bills in excess of two hundred (\$200) dollars may not be paid until approved by the Board of Directors.

The Treasurer and the President shall have signature authority on all accounts.

Article 4. Board of Directors:**Section 1.**

The Board of Directors shall consist of fifteen members of the Society elected at the Annual Meeting. The term of office for each newly elected Director shall begin on the first day of January following their election. The term of office of the members of the Board of Directors shall be for three years with five members' terms expiring each year. There is no limit to the number of terms a board Member may serve.

Section 2.

Vacancies that occur on the Board of Directors between elections shall be filled by appointment of the President, with approval by the Board of Directors, until the next Annual Meeting at which time a permanent replacement is to be elected to fill out any remaining term.

Section 3.

The Board of Directors shall have:

- a. the authority to transact any and all business necessary and proper to the conduct of the Society and the management of its affairs;
- b. the authority to elect officers at a board or directors meeting
- c. the sole authority to approve or reject the acquisition or transfer of any interest or rights in real property; and
- d. the sole authority to approve or reject the terms or conditions on which such acquisition or transfers are made.

Section 4.

The Board of Directors shall meet monthly to transact the business of the Society. A quorum must be present in order for the Board to conduct any official business of the Society and a quorum shall consist of two-thirds (2/3's) of its members.

Section 5.

In order for the Board of Directors to operate effectively it is imperative that members attend Board meetings regularly. Members who are unable to attend a meeting should notify the President or the Secretary. If a member is absent without prior notification for three or more consecutive meetings and/or misses one-third of all regularly scheduled meetings, within any given year, the individual’s membership on the Board of Directors is subject to termination, by vote of the Board. The Board of Directors shall notify any member whose lack of attendance has exceeded these limits at least sixty (60) days prior to any vote to terminate his or her membership on the board.

Article 5. Committees:

Section 1.

There shall be two classes of committees: Standing and Special.

Standing Committees:

Standing Committees shall consist of Acquisitions, Buildings & Grounds, Membership, Nominating, Programs, and Publicity.

Special Committees:

Special Committees shall be appointed, as needed, by the President for any purpose not covered by a Standing Committee.

Section 2.

The President shall appoint chairpersons of all standing committees from members of the Board of Directors. Each chairperson shall serve until the next Annual Meeting, unless reappointed by the then current President. The Standing Committee Chairpersons may select additional members, including, but not limited to, members of the Board of Directors, to serve on their committee. Committee members shall serve until the next Annual Meeting.

Article 6. Membership:

Membership in the society is open to any person interested in the preservation of the history of Killingworth.

Associate Board Membership

An Associate Board Member shall be a member in good standing of the Historical Society. There will be no limit to the number of Associate Board Members. An Associate Board Member shall participate in at least one event or ongoing project per year in order to maintain active status as an Associate Board Member. If an Associate Board Member does not fulfill this requirement, he/she shall be removed from the Associate Board Membership list. An Associate Board Member does not have membership status on the Board of Directors and is not required to attend monthly Board meetings.

Article 7. Dues:

The Annual Membership Drive shall be conducted during the month of April or May each year. There shall be four classes of membership:

- 1. Individual
- 2. Family
- 3. Business or Professional
- 4. Individual Life

The Membership Fees for each class of membership shall be set by the Board of Directors prior to the annual membership drive.

Article 8. Meetings:

There shall be an Annual Meeting, held each year in the fourth calendar quarter. A public notice of such meeting is to be made at least twenty-one (21) days prior, stating the time and place of the meeting.

The Board of Directors may call a Special Meeting of the Society to conduct any business requiring Society Membership approval, and which needs action prior to the Annual Meeting. In order to call such a special meeting, the Board of Directors shall send written notification to all Members of record at least twenty-one (21) days prior to such meeting, stating the business to be transacted, and the time and place of the meeting.

Approval of business to be transacted at either the Annual Meeting or at any Special Meeting shall only require a simple majority of those present, except that any revision to the By-Laws must be approved as provided for in Article 9 By-Laws below.

Article 9. By-Laws:

The By-Laws may be amended or repealed at any meeting of the Society by a two-thirds majority of the members present, provided that written notice of proposed amendments has been sent to each member at least twenty-one (21) days prior to such a meeting.

By-laws and amendments shall become effective upon their adoption.

Adopted: February 17, 1969
Amended: May 1, 1982
Amended: October 25, 2002
Amended: October 21, 2010