

# CONSTITUTION AND BY-LAWS

## Article I Name and Purpose

**Section 1** Name: The name of this Society shall be: Jefferson Township Historical Society, Inc.

**Section 2** Purpose:

- A. The purpose of this non-profit Society shall be the maintenance of the Chamberlain House, known as the Jefferson Township Museum, as a historic site for this and future generations.
- B. To preserve and promote the history of Jefferson Township.

## Article II Membership

**Section 1** This Society shall consist of the following classes of membership: Patron, Life, Business, Sustaining, Family, and Individual.

**Section 2** The acceptance of new members shall take place at any general meeting of the Society.

**Section 3** Every dues-paying member shall have the right to hold office.

**Section 4** Each membership classification is entitled to one vote per membership.

**Section 5** The membership and fiscal year runs from January 1 through December 31. If a member fails to pay his/her dues by March 1<sup>st</sup> for the membership year, his/her membership shall cease.

**Section 6** Membership Fees to be reviewed every two years by the Executive Board.

**Section 7** Those present members and all others who have shown an interest in the Society shall, upon payment of dues on or before January 1, 1972, be considered charter and organizing members of this Society.

## Article III Meetings

**Section 1** *Regular Meetings:* Regular meetings of the members shall be held at least twice per year, at a time and place designated by the President.

**Section 2** *Annual Meetings:* An annual meeting of the members shall take place in the month of November, the specific date, time and location of which will be designated by the President. At the annual meeting the members shall elect trustees and officers, and receive reports from committees and suggestions from the general membership.

**Section 3** *Annual Executive Board Meeting:* Shall be held in February at a time and place designated by the President for the purpose of the installation of new officers and trustees, and the determination of the society's direction for the coming year.

**Section 4** *Special Meetings:* Special meetings may be called by the President, the Executive Board, or a simple majority of the trustees. A petition signed by five percent of voting members may also call a special meeting.

**Section 5** *Notice of Meetings:* Shall be posted on the society's website not less than two weeks prior to the meeting.

**Section 6** *Quorum:* A quorum of eleven members in good standing constitutes a general meeting.

**Section 7** All meetings shall be conducted under “Robert’s Rules of Order.”

## **Article IV Officers**

**Section 1** The officers of the Society shall be President, First Vice President, Second Vice President, Secretary, and Treasurer.

**Section 2** In addition to the above officers, there shall be five trustees. The President, during his/her term of office, shall also be an ex-officio trustee.

**Section 3** An elected officer cannot serve as a Trustee, nor can a Trustee hold an elected office.

**Section 4** The Executive Board shall be defined as the Officers and the Trustees.

**Section 5** Only the President, the First Vice President and the Treasurer shall have authority to encumber Township funds on behalf of the Society.

**Section 6** Resignation – Voluntary and Involuntary.

**Voluntary:** Any resignation must be in writing and received by the Executive Board.

**Involuntary:** Officers and Trustees can be terminated by a  $\frac{3}{4}$  vote of the remaining Executive Board members.

**Section 7** Ethics – no profiting from position. No member of the Executive Board shall profit personally from his/her position. There should be no monetary gain resulting from membership in the Executive Board.

## **Article V Duties of Officers and Trustees**

**Section 1** **President:** The President shall preside at all membership meetings and shall have authority to appoint, from members of the Society, committees and positions as the need arises.

- A. In particular, he/she shall appoint in September of each year a nominating committee of three members to prepare a list of nominations of members in good standing for the various offices of the Society, for submission to the membership at the November meeting.
- B. Shall present on a quarterly basis a business report to the Trustees.
- C. Shall act as main contact with the Mayor, Council and Township Administration, and shall be the primary contact for public affairs.

**Section 2** **First Vice President:** In the absence of the President, it shall be the duty of the First Vice President to perform the duties of the President.

- A. Promote the goals and objectives of the Society in township and county activities.
- B. Oversee all programs of the Society.

**Section 3** **Second Vice President:** In the absence of the President and First Vice President, it shall be the duty of the Second Vice President to perform the duties of the President.

- A. Shall administer and disperse Society scholarships.
- B. Shall perform any duties for the good and welfare of the Society.

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**Section 4 Secretary:**

- A. He/she shall keep an accurate record of the membership meetings of the Society in a book provided for that purpose.
- B. At the end of his/her tenure in office, he/she shall transfer all documents to the incoming officer at the next public meeting of the Society.
- C. He/she shall have charge of all letters and communications of the Society and shall report on same at each regular meeting.
- D. At the end of each calendar year, the Secretary shall deposit with the Society's Archivist, all original letters and communications received and copies of letters written on behalf of the Society.

**Section 5 Treasurer:** The Treasurer shall be responsible for the conscientious, timely handling and accounting of the funds of the Society.

- A. He/she shall deposit them in one of the banking institutions in the area approved by the trustees. All monies shall be deposited in accounts in the name of the society.
- B. All disbursements shall bear the signatures of the Treasurer and one other officer.
- C. Any single event\* disbursement exceeding five hundred dollars, and not considered standard operating budgeted expenses, must be approved by the trustees.
- D. He/she shall keep an accurate record of the receipts and disbursements and report same at each regular meeting of the Society.

**Section 6 Trustees:** The Trustees shall be responsible for ensuring that the business of the Society is carried out in accordance with the objectives and purposes set forth in the Certificate of Incorporation and shall be responsible to the State for the actions of the Society.

- A. Trustees are responsible for the overall policy, direction and financial well-being of the Society.
- B. Trustees should be a current member in good standing with an active history of long-time participation in the Society.
- C. Trustees shall meet a minimum of twice yearly. A quorum must be attended by at least four trustees for business transactions to take place and motions to pass.
- D. They shall elect annually a Chair from their ranks.
- E. Trustees shall meet if any situation arises within the Society which requires the oversight of the elected trustees.
- F. Shall require and approve an annual audit prior to the Annual Executive Board Meeting and report to the membership the results of the audit. For such purpose, the President shall appoint in November of each year an ad hoc committee of three members to audit the books and report to the Trustees prior to the February Executive Board meeting.

\*= A single event is considered to be any and all transactions made at separate locations for the same purpose.

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## **Article VI Election and Terms of Officers**

- Section 1**     **Election:** The officers and trustees provided for in Article IV shall be elected at the annual meeting of the Society to be held in November and shall be installed at the Executive Board meeting in February.
- A.     The method of balloting shall be by secret ballot of those members present and entitled to vote under the provisions for Membership.
  - B.     Election for any office shall be by simple majority of the votes cast.
  - C.     Election of Officers shall be governed by Robert’s Rules of Order.
- Section 2**     **Terms of Officers:** All officers shall be elected for a term of two years and shall be eligible for re-election.
- A.     The trustees shall be elected for a term of three years: two being elected the first year, another two being elected the second year, and one being elected the third year.
  - B.     In the event of a vacancy occurring in the complement of officers and trustees as a result of death, resignation or other cause, the Executive Board shall appoint a member to take over the duties for the remainder of the term.

## **Article VII Committees and Appointed Positions**

- Section 1**     **Executive Board:** The Executive Board shall consist of the officers and the trustees of the Society.
- A.     The President will act as Chair of the Executive Board.
  - B.     The Executive Board will be responsible for conducting the business of the Society between the regular meetings.
- Section 2**     **Appointed Positions:** Appointed by the President upon advisement of the Officers.
- A.     **Museum Director**
    - a.     The Museum Director is responsible for the programs and activities of the building, and the image represented by the Museum.
    - b.     With approval of the Officers, the Museum Director may appoint an Assistant Director to aid in the fulfillment of the above during the Museum Director’s appointment.
    - c.     He/she shall, at the end of the appointed term, deposit with the Society’s Archivist at the next regular meeting of the Society, all records pertaining to the Museum and the Society, for the archives of the Society.
  - B.     **Curator**
    - a.     The Curator shall receive all acquisitions to the Society, other than monetary, in accordance with the Society’s policies.
    - b.     He/she shall keep an accurate record of all acquisitions and donors of the Society and shall store such property only where designated by the Society.
    - c.     Shall be responsible for the proper care of the acquisitions within the Museum and Society designated storage facilities.
    - d.     With approval of the Officers, the Curator may appoint an Assistant Curator to aid in the fulfillment of the above during the Curator’s appointment.
    - e.     He/she shall, at the end of the appointed term, deposit with the Society’s Archivist at the next regular meeting of the Society, all records pertaining to the Society, for the archives of the Society.

**C. Archivist**

- a. The Archivist shall have charge of the By-Laws, corporate charter and minutes of the Society.
- b. He/she shall oversee the preservation of manuscripts, documents, photographs and articles relevant to the purpose of the Society.
- c. With the approval of the Officers, the Archivist may appoint an Assistant Archivist to aid in the fulfillment of the above during the Archivist’s appointment.
- d. He/she shall, at the end of the appointed term, deposit with the Society’s President at the next regular meeting of the Society, all records pertaining to the archives of the Society. The President shall turn them over to the next appointed Archivist, for the archives of the Society.

**D. Historian --** Shall research and record information pertinent to the Township.

**E. Webmaster --** Shall maintain the website of the Society.

**F. Editor --** Shall be responsible for producing and/or publishing a Society newsletter.

**G. Publicist --** Shall be responsible for publicizing all the activities of the Society, and shall coordinate information distribution with the school liaison.

**H. Building and Grounds**

**I. Membership**

**J. School Liaison**

Reports may be requested by the Executive Board at their discretion.

**Section 3 Special Committees and Appointed Positions**

- A. Nominating Committee as defined in Article V, Section 1A.
- B. Special committees shall be appointed by the President at his/her discretion.
- C. Each Chair of a Special Committee shall report in writing to the Executive Board with a summary of activities upon completion of the assignment.

**Article VIII  
Conflict of Interest**

**Section 1** Any member of the Executive Board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Executive Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will request of the Executive Board to voluntarily withdraw him/herself and will vacate his seat and refrain from discussion and voting on said item.

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**Article IX**  
**Disposition of Property in Case of Disbandment**

**Section 1** In the event the Society shall hereafter disband, or for any reason go out of existence, all of its assets shall be distributed to another non-profit Society or Societies with similar purposes or disposed of as determined by the Executive Board.

**Article X**  
**Amendments to the Constitution and By-Laws**

**Section 1** Amendments to the Constitution and By-Laws may be made at any regular meeting by two-thirds majority of those present and voting, provided notice of such proposed amendments shall have been provided in writing by the Secretary to all members at least thirty days prior to the day of the meeting.

**Article XI**  
**Ratification of the Constitution and By-Laws**

**Section 1** The Constitution and By-Laws will become effective upon favorable passage by a two-thirds vote of the membership of the Jefferson Township Historical Society, present and voting.

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