

THE BLUE HILL HISTORICAL SOCIETY, INC BY-LAWS

As amended October 23, 2012

Article 1 Name

Section 1. The name of the corporation is THE BLUE HILL HISTORICAL SOCIETY, INC., a tax-exempt corporation under Section 501 C (3) of the Internal Revenue Code of 1954.

Section 2. The principal office of the corporation shall be located at the Holt House, 3 Water Street, Blue Hill, County of Hancock, State of Maine.

Section 3. The Board of Directors shall provide a suitable seal containing the name of the corporation, and the words "Incorporated", "Maine", and the date of incorporation. This seal shall be in the charge of the corporation's treasurer.

Article II Purpose

Section 1. The Purpose of the Society is:
The Blue Hill Historical Society is an educational and cultural organization which was formed to collect, preserve, display and interpret artifacts and documents related to the history of the Blue Hill area. The Blue Hill Historical Society maintains a museum which includes the Holt House, the Carriage House and an archive vault where these items can be safely stored or used for study, exhibitions and other educational purposes.

Section 2. In the event of the dissolution of the corporation, any remaining assets after payment of legal obligations shall be distributed to organizations qualifying under Section 501 C (3) of the Internal Revenue Code of 1954.

Article III Membership

Section 1. The categories of membership and the dues for each category shall be established by the Board of Directors.

Section 2. Annual dues are for the period from one annual meeting to the next.

Section 3. Honorary Memberships, exempt from dues, may be awarded by the Board of Directors.

Section 4. All members in good standing above the age of 18 are entitled to vote at meetings of the general membership.

Article IV Directors

Section 1. A Board of Directors shall be elected to establish and implement the policies necessary to accomplish the mission and purpose of the Society, and shall have the powers and duties normally associated with the governing body of a not-for-profit organization. The Board of Directors is composed of no fewer than five (5) and no more than fifteen (15) Directors.

Section 2. The Board of Directors shall consist of:

- A. Each of the Officers who shall serve also as a Director so long as they shall hold the office to which they have been elected.
- B. Nine additional Directors who shall be elected at the annual meeting to serve a term of three years. The Directors shall be members of the society and shall not serve more than two full consecutive terms. A term ends upon the election of a successor. Past Directors may be re-elected after a period of one year of absence from the Board

Section 3. The ~~nine~~ elected Directors shall be so constituted that the three year terms shall be staggered in such a manner that the term of three Directors shall expire each year. For purposes of transition, incumbent Directors shall continue to serve until their terms expire.

Section 4. The term of the Directors shall begin in January.

Section ~~4~~5. When vacancies occur in the Board of Directors, the Board may fill such vacancies on a temporary basis until the next meeting of the general membership, at which time the position will be filled for the remainder of the term by vote of the general membership. In no case shall such temporary appointment exceed one year.

Section ~~5~~6. Directors shall be members of the Society and shall serve without compensation.

Section ~~6~~7. Any Director who shall be absent without excuse from four regular meetings of the Board of Directors during one year shall be deemed to have resigned from the Board. The Board shall by resolution define those absences to be deemed excused.

Section 8. Any Director may be removed by the Board with or without cause in accordance with Section 704 of the Maine Non-Profit Corporation Act by two thirds vote of the Directors other than the Director considered for removal.

Article V Officers

Section 1. The officers of the Society shall be a President, a Vice President, a Treasurer, a Membership / Corresponding Secretary, a Recording Secretary and a Curator. They shall be elected by the general membership at the annual meeting of the Society, ~~to serve for terms of two years. The President shall not serve more than two full consecutive terms.~~ If the President and Vice President are absent from any meeting or otherwise unable to attend, the treasurer will assume the duties of President. All officers shall be members of the Society.

Section 2. Officers will hold office for two years and may be re-elected to serve. The President will not serve more than two terms.

Section ~~2~~3. When a vacancy occurs, a replacement may be elected to fill the unexpired term at any duly convened meeting of the general membership.

Section ~~3~~4. The duties of the several officers are as enumerated below.

- A. The President shall:
- Direct the business affairs of the Society;
 - Oversee the general management of the organization;
 - Preside at meetings of the general membership and of the Board of Directors;
 - Present a report at each annual meeting on the progress and recent activities and foreseeable future aims of the Society.
- B. The Vice President shall:
- Assist the President as necessary;
 - Assume the duties of the President in the case of absence or incapacity;
 - Oversee the By-Laws of the Society.
- C. The Treasurer shall:
- Receive, hold, and disburse all funds of the Society;
 - Keep books relating to all financial transactions;
 - Collect all dues;
 - Be the custodian of the Corporate Seal;
 - Keep a record of members in good standing.

D. The Membership / Corresponding Secretary shall:

Maintain an up-to-date, correct and complete list of the Board of Directors, their term of service and their term of office, as appropriate;

Maintain an up-to-date, correct and complete list of the membership of the Society, including their status of membership dues payments;

Maintain a suitable mailing list for the Society, with complete and correct names and mailing addresses of both members and nonmembers whom the Society wishes to be recipients of its mailings;

Be responsible for seeing that all general mailings are prepared, addressed, and delivered to the post office in a timely fashion.

E. The Recording Secretary shall:

Prepare minutes of all meetings of the general membership and of the Board of Directors;

Keep a permanent record ~~book~~ of all such proceedings;

Prepare ~~written~~ notices to be sent to all members two weeks before the annual meeting;

Prepare reports on the minutes of meeting of the Board of Directors and mail or otherwise deliver them, together with notice of the coming meetings at least one week before the next scheduled meeting.

F. The Curator shall:

Be responsible for overseeing the keeping of records relating to the acquisition of the Society's collection, and to its proper cataloging, storage and repair, if appropriate.

Section 45. Other duties of the officers may from time to time be required of them as determined by the Board of Directors.

Section 6. The Directors may remove any Officer by majority vote, without cause.

Article VI Committees

Section 1. At the first meeting following the annual meeting a nominating committee shall be appointed by the Board of Directors to serve for one year, or until its successors are appointed. The committee shall nominate a slate of candidates for the expiring terms of directors and, when necessary, of the officers. Nominations ~~by~~ this committee shall be presented ~~and~~ ~~(sic)~~ at the next annual meeting. Additional nominations may be made at the annual meeting by any member present.

Section 2. The president shall appoint such committees as may be deemed necessary for the operation of the Society. Committee members may be appointed from the general membership as well as the Board Directors.

Section 3. An Advisory Board may be appointed by the President.

Article VII Procedures

Section 1. Fifteen members present at the annual meeting or special meetings of the general membership of the Society shall constitute a quorum.

Section 2. A majority of the membership of the Board of Directors shall constitute a quorum.

Section 3. In matters requiring a majority vote, a majority will be deemed a majority of those present and voting. In procedural matters requiring 2/3 vote, an affirmative vote will be deemed 2/3 of those members present and voting.

Section 4. Roberts Rules of Order, Revised, will be the determining authority in matters not otherwise addressed by these by-laws.

Article VIII Meetings

Section 1. An annual meeting of the general membership of the Society will be held in Blue Hill during the month of October.

Section 2. The Board of Directors shall meet once a month, unless changed by vote ~~of~~ the Board of Directors.

Section 3. Special meetings of the general membership of the Society may be called as necessary by the Board of Directors.

Section 4. Special meetings of the Board of Directors may be called as necessary by the President or by any three Directors acting together.

Section 5. Written notice shall be mailed by the Recording Secretary to all members two weeks before the annual or special meetings of the general membership of the Society. The

notice shall state any important business to come before the meeting including names of nominees for the Board of Directors.

Section 6. Written notice shall be mailed by the President or Recording Secretary to all members of the Board of Directors at least five days before special meetings stating the purpose of the meeting.

Article IX Amendments

Section 1. These By-Laws may be amended by a 2/3 vote of those present at any annual meeting of the general membership of the Society provided that in the notice for such meeting there is incorporated a written explanation of why the modification is being sought, including the exact wording, in context, of both the proposed amendment(s) and the original portion(s) being replaced or deleted.