

By-Laws  
Of  
The Ellsworth Historical Society

Article I

Name

The name of the Corporation shall be:

Ellsworth Historical Society

And is sometimes referred to in these Bylaws as the Corporation.

Article II

Purposes

1. The purposes for which the Corporation is formed are those set forth in its Certificate of Incorporation, as from time to time amended. Namely, to promote and encourage historical research, to acquire, by purchase, gift, devise or otherwise, the title to, or the custody and control of, historic spots and places: to preserve and protect buildings and sites of historic interest with suitable monuments and markers, to foster and promote public knowledge of and interest in local and national history.
2. The Corporation is constituted so as to attract substantial support by contributions, directly or indirectly, from a representative number of persons in the community and has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the corporation is distributable or inures to the benefit of, its directors, officers, members, or any private individual (except that of reasonable compensation may be paid for service rendered to or for the corporation affecting one or more of its purposes), and no member, director, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation, No part of the activities of the corporation shall be carrying on propaganda or otherwise attempting to influence legislation, or participating in, or intervening in, (included the publication or distribution of statements) and political campaign on behalf of any candidate for public office.

### Article III

#### Basic Policies

The following are basic policies of the Corporation:

1. Any individual shall be non commercial, nonsectarian, and nonpartisan.
2. The name of the corporation or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to the promotion of the object of the Corporation.
3. The Corporation may cooperate with other organizations and agencies concerned with historic activities but persons representing the Corporation in such matters shall make no commitments that bind the Corporation.

### Article IV

#### Membership and Dues

1. Any individual who subscribes to the purposes and basic policies of the Corporation may become a member of the Corporation subject only to compliance with the provision of the by-laws. Membership in the Corporation shall be available without regard to race, color, creed or national origin.
2. The Corporation shall conduct an annual enrollment of members but persons may be admitted to membership at any time.
3. Only members in good standing of the Corporation shall be eligible to participate in its business meetings or service in any of its elective or appointive positions.
4. Each member of the Corporation shall pay annual dues of \$20.00 to the Corporation.

### Article V

#### Officers and Their Election

1. Officers:
  - (a) The officers of the Corporation shall consist of a President, Vice President, Secretary or Clerk, and a Treasurer.
  - (b) Officers shall be elected by ballot annually in the Month of May. However, if there is but one nominee for any office, it shall be in order to move that the Secretary cast the elective ballot of the Corporation for the nominee.
2. Election:
  - (a) There shall be a nominating committee composed of three members of the corporation.

- (b) The nominating committee shall nominate one eligible person for each office to be gilled and report its nominees at the regular meeting in May at which time additional nominations may be made from the floor.
  - (c) Only those persons who have signified their consent to serve if elected shall be nominated for or elected to such office.
- 3. Vacancy. A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote or the remaining members of the Board of Directors, notice of such election having been given. In case a vacancy occurs in the office of the President, the Vice President shall serve notice of the election.

## Article VI

### Duties of Officers

1. The President shall preside at all meetings of the Corporation and of the board of Directors at which he may be present; shall perform such other duties as may be prescribed in these Bylaws or assigned to him by the Corporation or by the Board of Directors and shall coordinate the work of the officers and committees of the corporation in order that the purposes may be promoted.
2. The Vice President shall act as aid to the President and shall perform duties of the president in the absence or disability of that officer to act.
3. The secretary or clerk shall record the minutes of all meetings of the Corporation and of the Board of Directors and shall perform such other duties that may be delegated to him.
4. The Treasurer shall have custody of all of the funds of the Corporation; shall keep a full and accurate account of receipts and expenditures; and shall make disbursements in accordance with the approved budget, as authorized by the Corporation, with the board of directors, or a special committee. The Treasurer shall present a financial statement at every meeting of the corporation and at other times when requested by the Board of Directors and shall make a full report at the annual meeting. The Treasurer shall be responsible for the maintenance of such books of account and records as conform to the requirement of the bylaws.

The treasurers accounts shall be examined annually by an auditor or an auditing committee of not less than three members, who, satisfied that the Treasurer's annual report is correct, shall sign a statement of that fact at the end of the report. The auditing committee shall be appointed by the Board of Directors at least two weeks before the annual meeting.

5. All officers shall:
  - (a) Perform the duties prescribed in the parliamentary authority in addition to those outlined by these bylaws and those assigned from time to time.
  - (b) Deliver to their successors all official material not later than ten days following the election of their successors.

## Article VII

### Board of Directors

1. The Board of Directors shall consist of the officers of the Corporation and five (5) other members. The members of the board of Directors shall serve until the election and qualification of their successors.
2. The duties of the Board of Directors shall be:
  - (a) To transact the necessary business in the intervals between meetings of the corporation and such other business as may be referred to it by the Corporation.
  - (b) To create standing committees
  - (c) To approve the plans for work of the standing committees
  - (d) To present a report at the regular meetings of the corporation
  - (e) To appoint an auditor or auditing committee at least two weeks before the annual meeting to audit the Treasurers accounts.
  - (f) To prepare and submit to the Corporation for approval a budget for the fiscal year
  - (g) To approve routine bills within limits of the budget.
3. Regular meetings of the Board of Directors shall be held monthly, the time to be fixed by the board of directors at its first meeting of the year. A majority of the Board of Directors shall constitute a quorum. Special meetings of the board of directors may be called by the President or by a majority of the members of the board.

## Article VIII

### Meetings

1. Regular meetings of the Corporation shall be held monthly.
2. Special meetings may be called by the Board of Directors, five days notice having been given.
3. The annual meeting is the first Monday of May.
4. The majority of the members shall constitute a quorum for the transaction of business in any meeting of the Corporation.

## Article IX

### Standing and Special Committees

1. The Board of Directors may create such standing committees as it may deem necessary to promote the purposes and carry on the work of the Corporation. The term for each chairman shall be one year and until the election and qualification of his successor. The Chairmen of the standing committees shall be selected by the officers of the Corporation.

2. The power to form special committees and appoint their members rests with the corporation.
3. The President shall be a member ex officio of all committees except the nominating committee.

## Article X

### Amendments

These bylaws may be amended , repealed, or altered in whole or in part y a majority vote of the members present at any regular or special meeting of the members of the Corporation duly called and appropriate written notice given not less that seven (7) days prior to the date of the meeting.