

**BY-LAWS
WILMOT HISTORICAL SOCIETY, INC.**

ARTICLE I

NAME

- Sec. 1) The name of the corporation shall be Wilmot Historical Society, Inc. (d.b.a. Wilmot Historical Society) and hereafter referred to in this document as the Society.

ARTICLE II

PURPOSES

- Sec. 1) The purpose of this Society is to preserve and maintain items related to the history of Wilmot, promote public education and appreciation of regional history, and foster greater historical awareness among members of the community.

In furtherance of such purpose, this Society:

- Shall establish and maintain suitable storage to preserve and display publicly its historical memorabilia, art, and artifacts.
- Bring together those persons interested in the history of the Town of Wilmot and vicinity.
- Will perform all the acts necessary to achieve the purposes of the Society as stated herein.

- Sec. 2) No member, officer, employee or person connected with the Society shall receive at any time any of the net earnings or pecuniary profit from its operations, provided that this shall not prevent payment to any such person of reasonable compensation for services rendered to or for the Society in effecting any of its purposes.

Notwithstanding any other provision of these Articles of Agreement, the Society shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

- Sec. 3) This Society is not organized for profit.

ARTICLE III

MEMBERSHIP AND DUES

- Sec. 1) Any person who is interested in the purpose of this Society is eligible for membership upon application and payment of dues.

- Sec. 2) Dues will be five (5) dollars per calendar year.

ARTICLE IV
BOARD OF DIRECTORS

Sec. 1) The general management shall be vested in a Board of Directors, consisting of President, Vice President, Secretary, and Treasurer, six Directors, and the immediate past-President. All members of the Board of Directors have a vote. The immediate past-President votes only in a case of a tie.

At the initial meeting of the Society, two Directors shall be elected for three years, two for two years and two for one year.

At each following annual meeting, two Directors shall be elected for three years.

ARTICLE V
OFFICERS

Sec. 1) The regular officers of the Society shall be a President, Vice President, Secretary, and Treasurer, who shall be elected at the annual meeting of the Society and shall hold office for one year or until their successors are chosen. The officers shall serve without remuneration.

Sec. 2) The President:
Shall set agenda and preside at all meetings;
Shall present at the annual meeting a report of the activities of the Society during the previous year;
Shall prepare an annual report for Wilmot Town Report;
Shall appoint all committees, temporary or permanent, except as designated elsewhere;
Shall ensure that the duties of all Board Members are fulfilled in accordance with these by-laws;
Shall be one of the officers on all bank accounts.

Sec. 3) The Vice-president, in the event of the absence or inability of the President to exercise his/her office, will become acting president.

Sec. 4) The Secretary:
Shall keep minutes and records of the Society in a file accessible to all members and distribute a draft of the current minutes to all directors within one week of the meeting;
Shall keep an Action Item list to be distributed to the directors and committee members within a week after each meeting;
Shall give notice of general meetings to all members of the Society. ~~unless otherwise agreed upon by the Board of Directors;~~
Shall be responsible for a correct list of all members with their addresses;

Shall submit to the Board of Directors any communications that are addressed to the Society;

Shall attend to all routine correspondence of the Society;

Shall be one of the officers on all bank accounts.

May pick up Society mail at P.O. Box 97.

Any of these duties may be delegated to another person by the secretary.

Sec. 5) The Treasurer:

Shall have care and custody of all monies belonging to the Society and shall be solely responsible for said monies or securities;

Shall deposit monies in a checking account up to the amount decided by the Board of Directors for the routine expenses of the Society. Monies above this amount will be invested in a manner agreed upon by the Board of Directors;

Shall be one of the officers who shall sign checks or drafts of the Society; shall ensure that checks or drafts of \$1000 or more have signatures of two members of the Board of Directors authorized to sign checks or drafts;

Shall keep regular accounts and submit, upon request, statements thereof to the Board of Directors at their stated meetings;

Shall submit at periods agreed upon by the Board of Directors an account of the finances of the Society, which account shall be physically affixed to the minutes of such Board of Directors' meeting;

Shall prepare and submit, at the annual meeting of the Society, a financial statement covering the fiscal year.

Shall file in a timely manner all books, reports, and certificates to comply with federal, state, and local laws and regulations.

An internal audit shall be performed every other year, on the even numbered years, within 1 month prior to the annual meeting, and whenever the office of Treasurer becomes vacant.

ARTICLE VI COMMITTEES

Sec.1) Standing and special committees may be appointed by the President in consultation with the Board of Directors as needed to carry out the purposes and programs of the Society. Such committees may include but not be limited to: Acquisitions and Collections; Oral History Production; Public Relations; Fund Raising/Curiosity Shop; Program/Education; Technology; Soldiers Monument. Each Committee shall appoint a chairman from among the members of the committee. (See Appendix A)

ARTICLE VII

MEETINGS

- Sec. 1) The annual meeting shall be held in the fall quarter, date to be specified. Business at the annual meeting shall include the election of officers and election of two persons to serve on the Board.
- Sec. 2) Special meetings (or, a special meeting) may be called at any time by agreement of the President and at least three other members of the Board of Directors; or petition of more than one-third of the membership of the Society.
- Sec. 3) At all meetings of the Society, one-fifth of the membership in good standing shall constitute a quorum.
- Sec. 4) Notice of all meetings of the Society shall be given at least ten (10) days before the date thereof, by notice in an area publication, by posting notice in one or more public places in the Town of Wilmot, and by notifying all members of the Society.

ARTICLE VIII

CHANGES IN THE BY-LAWS

- Sec. 1) These By-Laws may be altered or amended at any meeting of the Society by a simple majority of the members present and voting, providing notice of intent to act on By Laws was given ten (10) days prior to the meeting at which same is to be considered as set forth in Article VII.

ARTICLE IX

DISSOLUTION OF THE SOCIETY

- Sec. 1) The Society shall have perpetual existence.
- Sec. 2) If, at any time, it is deemed necessary to dissolve the Society, the holdings, both historical and financial, shall not be disposed of but shall be turned over to the Selectmen of the Town of Wilmot with the expectation that a reorganization may be accomplished that will continue those purposes set forth in Article II. However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation, or corporation organized exclusively for the purpose specified in Section 501(c)(3) of the Internal Revenue Code.
- Sec. 3) No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by the Internal Revenue Code Section 501 (h) or participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Appendix A
Society Committees

See update on web