

**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/or 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 no less than five (5) dollars per member per calendar year.

ARTICLE IV
OFFICERS

- Sec. 1) The officers of the Society shall be President, Vice President, Secretary, and Treasurer. Such officers shall hold office for one year or until their successors are chosen. Officers shall be chosen by the board of directors from among its members at the next meeting of the board following the Annual Meeting. 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 who shall sign checks or drafts of the Society.
- Sec. 3) The Vice-president:
Will become acting president in the event of the absence or inability of the President to perform the duties of the office.
- Sec. 4) The Secretary:
Shall keep minutes and records of the Society in a file accessible to all members and distribute a copy to all board members in a timely manner;
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 which have been addressed to the Society;
Shall attend to all routine correspondence of the Society;
May be one of the officers required to sign checks and drafts of the Society;
May pick up Society mail at P.O. Box 97.
- 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 signs checks or drafts of the Society; shall ensure that checks or drafts of \$5000 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 prepare books for a financial audit at the end of each fiscal year. Auditor may be a board member other than the signatories on the bank accounts.

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

Shall be responsible for updating signatures cards on all bank accounts.

ARTICLE V

BOARD OF DIRECTORS

- Sec. 1) The general management shall be vested in a Board of Directors consisting of not fewer than nine and not more than twelve persons. Terms shall be for three years. President will only vote in case of a tie.
- Sec. 2) At each annual meeting, directors will be elected to fill open seats on the board. Vacancies in the board that occur after the annual meeting may be filled by the board during the year and must be filled by vote at the next annual meeting.
- Sec. 3) Officers will be elected by the board from among its members at the next regular board meeting following the annual meeting.
- Sec. 4) Any matter requiring an immediate decision that is deemed an emergency by the President may resolved by electronic communication. All board members should be contacted, and any decision must be made by a majority. The decision made must be entered into the minutes of the next regular meeting of the board.

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 shall include but not be limited to: Acquisitions and Collection, Action Items, Technology, Public Relations, Oral History Production, Fundraising, Finance, Program, Nominating, and Memorial. Chairs for the Action Items and Finance Committees will be the Vice President and Treasurer of the Board of Directors, respectively. (See Appendix A)

ARTICLE VII

MEETINGS

- Sec. 1) The Board of Directors meets monthly, or as required. Notice of all meetings of the board shall be given at least five (5) days before the date of the meeting.
- Sec. 2) The annual meeting shall be held in the fall quarter, date to be specified.
- Sec. 3) Business at the annual meeting shall include: voting on changes in by-laws as needed; reports of officers and committees, election of persons to serve on the Board, and any other business requiring a vote of the membership.
- Sec. 4) 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. 5) At all meetings of the Society, one-fifth of the membership in good standing shall constitute a quorum.
- Sec. 6) 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.

THIS SECTION HAS BEEN SUBSTANTIALLY CHANGED FROM THE 2012 BY-LAWS

**Appendix A
Society Committees**

The committee chairs will be appointed by the President, except for the Action Item and Finance chairs who will be Vice President and Treasurer respectively.

Action Items – Chair will be the Vice President with assistance of the Secretary.

The action list committee is the “whip” or “overseer” of the Society. This committee will oversee the Action Item List and ensure that the group remains focused on the items.

Memorial

This committee is responsible for orchestrating the repair and ongoing maintenance of the town’s Veterans Memorial and Billy Buskin's Grave. It also sells the pavers that comprise the walkway around the Veterans Memorial. The committee will work in concert with the town.

Nominating Committee

Identify potential candidates for current or upcoming vacancies and work diligently toward attracting and securing top talent. **Duties** include identifying, recruiting, screening and interviewing candidates for the board.

Fundraising (This committee is currently under development.)

Currently, the Curiosity Shop is a fundraising and community outreach arm of the Society.

Financial - Chair of this committee will be the Treasurer.

The financial committee is responsible to the President and Board of Directors for all things relating to finances, including bank and checking accounts, cash inflow and outflow. The treasurer prepares, discloses, and submits all federal, state, and local reports as required by law.

Oral History Production

This committee shall be responsible for professionally recording residents' oral histories in addition to reproducing or transcribing older audio and video recordings for preservation, research, and education purposes.

Preservation/Acquisition

The preservation committee is responsible for the Society collection, including all aspects of the acquisition, preservation, cataloging, and digitizing of the collection. The committee will develop an overall policy for the Society’s preservation work and acquisitions.

Program

The program committee is responsible for the arrangement of at least three programs annually including selection of the program, its “purchase,” marketing, location, set up, and presentation.

Public Relations

This committee shall be responsible for promoting the Society's programming and activities via all appropriate means at hand such as print advertising, social media, and posters.

Technology

This committee shall be responsible for maintaining the Society's website, and for acquiring and maintaining the computer, printer, scanner, video equipment, and digital storage in order to best serve the needs and purpose of the Society.