

# Bylaws of the Canterbury Historical Society, Incorporated



## ARTICLE I – NAME

1. The name of this society shall be The Canterbury Historical Society, Incorporated.

## ARTICLE II – PURPOSE

1. The objectives of The Canterbury Historical Society, Incorporated, are to:
  - Promote appreciation and interest in Canterbury history.
  - Collect and preserve materials that illustrate and document Canterbury history.
  - Encourage the preservation of historic sites and/or assets in Canterbury.

## ARTICLE III – BASIC POLICIES

1. The objectives of the society shall be promoted in such a manner as deemed fit by the membership, as each item arises.
2. The society shall be noncommercial, nonsectarian, and nonpartisan. It shall not endorse a commercial enterprise or political candidate. The name of the society or the names of any members in their official capacities shall not be used in any connection with a commercial concern or a partisan interest, or for any purpose other than the regular work of the society.
3. No profits derived from the efforts or work of the society shall proceed to any director or member of the society.
4. Unless otherwise specified in these bylaws, at both board meetings and membership meetings, an affirmative vote of a simple majority of those voting members in good standing shall be necessary to approve any properly seconded motion.
5. No person shall be reimbursed more than \$150.00 for any purchase for the society without prior approval from the board.
5. A copy of these bylaws shall be provided to any member in good standing who requests them.

## ARTICLE IV – MEMBERSHIP AND DUES

1. Membership is open to any person interested in the objectives of the society and willing to uphold its policies and subscribe to its bylaws, without regard to race, color, creed, sex, sexual preference or orientation, disability, or national origin.
2. Membership dues are:
  - Annual: \$10.00 per person
  - Lifetime: \$100 per person
3. For the purposes of these bylaws, a member in good standing shall be a member whose dues are paid. Only members in good standing have the right of making and seconding motions, debating, and voting.
4. Annual dues are due in January. Annual membership begins on January 1.

## **ARTICLE V – BOARD OF DIRECTORS, OFFICERS, AND THEIR SELECTION**

1. The Board of Directors shall consist of at least seven (7) members, including five (5) officers who are the President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer, and at least (2) additional members. The additional two members can be the Program Chairperson and the Curator (both appointed by the President), plus the immediate past President of the society, and at least one (1) board member at large. All board members shall be society members in good standing throughout their terms of office.
2. A committee consisting of at least two (2) society members in good standing shall make nominations for the elected board positions every two years. The nominating committee shall be elected by the membership at the November meeting. During an election year, society members shall be invited to express any interest they may have in serving on the board. At the December meeting of the election year, the nominating committee shall submit the name of at least one (1) candidate for each elected position to be filled, if possible. The nominating committee must obtain the consent of each candidate whose name is placed in nomination. Further action on the proposed slate shall be postponed until the annual meeting in January of the election year.
3. At the annual meeting in January of the election year, the slate proposed by the nominating committee shall be acted upon. At that time, the meeting shall be open for nominations from the floor. If there are two (2) or more candidates for any position, the candidate receiving the most votes shall be elected.
4. In the event that the annual meeting during an election year cannot be held in person due to extreme weather or global pandemic, or if the meeting room is not accessible to us for the same reasons, an election shall be conducted via email sent to all active CHS members, with the members voting on the slate either via return email or telephone call.
5. Following the annual meeting and the appointment by the President of the Curator and Program Chairperson, if one or more additional members at large are needed to total at least seven (7) board members, those additional members shall be nominated and elected at the February membership meeting of the election year. The nominating committee shall submit one (1) candidate's name for each open position, if possible, and the meeting shall be open for nominations from the floor.
6. Board members shall serve for a period of two (2) years. A vacancy during the term in an appointed position shall be filled by an appointment by the President. Any other board vacancy occurring during the term shall be filled by a vote of the board.
7. The President shall serve no more than two (2) consecutive terms. After a two (2)-year hiatus, (s)he may again be considered for the office of President.

## **ARTICLE VI – DUTIES OF BOARD MEMBERS**

1. The President shall preside at all meetings of the society's membership and board, shall be an ex-officio member of all committees except the nominating committee, and shall perform all other duties usually pertaining to that office.
2. The Vice President shall assist the President and perform the duties of the President in the absence of that officer.
3. The Recording Secretary shall maintain the society's membership list and a correct record of the proceedings of all membership and board meetings, and shall keep a record of attendance at meetings.

4. The Corresponding Secretary shall conduct the correspondence of the society, notify members of all society events and meetings, and announce programs and special events to the press.
5. The Treasurer shall receive all monies of the society, keep an accurate record of receipts and expenditures, pay out funds as authorized by the board of directors, and prepare a draft annual budget for adoption by the board, pending their review and adjustments. At every monthly meeting of the society, the Treasurer shall present a statement of income and payments made since the previous meeting. The Treasurer shall present a full report of all accounts at the first regular monthly meeting following the annual audit report, and at other times when requested by the board.
6. The Curator shall have charge of the collection of the society, work toward creating an accurate inventory of the collection, and promote safekeeping of and public access to the collection. The Curator shall acknowledge all gifts, maintain a record of purchases, and create accession records for all additions to the collection. At every monthly meeting of the society, the Curator shall present a statement of activities since the previous meeting. The Curator shall present a full report of all activities at the annual meeting, and at other times when requested by the board.
7. The Program Chairperson, working within the budgetary guidelines established by the board, shall arrange programs for the monthly membership meetings, provide advance notice of programs to the board, and prepare and distribute posters promoting the programs.
8. The Board of Directors shall:
  - a) Appoint, during the month of January immediately following their election/appointment, an auditor or auditors to audit the society's financial records. The auditor(s) shall present a report to the membership following completion of the audit.
  - b) Meet at least four (4) times a year. Additional board meetings may be held at the request of the President or the written request of any three (3) members of the board. Four (4) board members shall constitute a quorum.
  - c) Have general charge of the affairs and property of the society and of all invested funds.
  - d) Review gifts and approve purchases for the collection in accordance with the society's collection policy.
  - e) Carry on the affairs of the society between meetings, and may require reports from, or face-to-face meetings with, committee chairpersons or specific board members to ensure they are carrying out their responsibilities.
9. If any member of the board fails to attend 25% of board meetings without prior notification, (s)he shall be considered to have resigned from the board. The board shall have the duty to replace or reinstate him or her at its earliest opportunity.

## **ARTICLE VII – MEETINGS**

1. Regular membership meetings of the society shall be held at 7:00 P.M. on the second Friday of each month—except for July and August when the society does not meet. Except in the case of inclement weather or other emergency conditions, at least five (5) days' notice shall be given if there is a change of date, time, or meeting location.
2. Special membership meetings may be called by the board provided five (5) days' notice is given to members in good standing.

3. The privilege of making and seconding motions, debating, and voting shall be limited to members in good standing.
4. If the membership is twenty (20) or less, six (6) members shall constitute a quorum. If the membership is more than twenty, one-fifth ( $\frac{1}{5}$ ) of the membership shall constitute a quorum.
5. The annual meeting shall be the January meeting.

#### **ARTICLE VIII – COMMITTEES**

1. The Board of Directors shall create such standing and ad hoc committees as required to promote the objectives and interests of the society. The board shall appoint the chairpersons of committees. The President shall be an ex-officio member of all committees except the nominating committee.
2. The chairpersons of all committees shall present reports of their work to the board and membership as requested, and shall routinely present reports of their work at the annual meeting.

#### **ARTICLE X – PARLIAMENTARY AUTHORITY**

1. Roberts Rules of Order Revised shall govern this organization in all cases in which they are applicable, if not otherwise provided for in these bylaws.

#### **ARTICLE XI – AMENDING THE BYLAWS**

1. The procedure for amending these bylaws is as follows:
  - a) A motion to amend the bylaws may be made at a regular or special meeting of the membership, and shall be tabled following reasonable discussion.
  - b) Written notice of the substance of the proposed amendments shall be given at least five (5) days prior to the next regular meeting of the membership.
  - c) Adoption of the proposed amendments shall be upon the approval of a two thirds ( $\frac{2}{3}$ ) vote of members present and voting at the said next regular meeting of the membership.
2. Furthermore, at least every five (5) years, these bylaws shall be reviewed, and revised as needed, by a committee appointed by the board.

#### **ARTICLE XII – DISSOLUTION**

1. In the event the society is dissolved, the assets shall be distributed for one or more of the exempt purposes specified in section 501(c) of the Internal Revenue Code of 1954, as from time to time amended.
2. In the event the society is dissolved, no director or member shall receive or benefit from any of the society's assets.

ADOPTED BY THE MEMBERSHIP ON APRIL 14, 2023