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# BY-LAWS OF GRAY HISTORICAL SOCIETY, INC.

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*Amended April 25, 2007*

*Amended June 10, 2008*

*Amended October 8, 2008*

*Amended April 9, 2009*

*Amended February 12, 2019*

## **ARTICLE I**

### **NAME AND PURPOSE**

1. The name of the Corporation shall be The Gray Historical Society, Inc. hereinafter referred to as The Society.
2. The purpose of The Society shall be:
  - A. To discover and collect any materials or objects that may help establish the history of the Town of Gray;
  - B. To provide for the preservation of such material and for its accessibility as far as may be feasible to all that wish to examine it;
  - C. To create an interest in the past by holding meetings open to the general public, marking historic building and sites and by using media to gain public interest in Gray history;
  - D. To accept donations and have the authority to retain or dispose of any such donations, including personal property or real property.

## **ARTICLE II**

### **MEMBERS**

1. Eligibility - Membership shall be open to all persons regardless of race, color, religion, age, national origin, sex or sexual orientation. The activities of The Society shall be conducted on a similarly non-discriminatory basis.
2. Types -The Society may have one or more classes of membership, each class having such rights, duties and benefits as designated by the Board of Directors. The classes of membership shall be:
  - A. Member in Good Standing – Any person upon payment of dues;

- B. Life Member – Any person upon payment of lifetime dues. These individuals shall have the same rights as members in good standing;
  - C. Student Member – Any full time high school or college student who is interested in the purposes and activities of The Society. Student members may not hold the position of Officer, Director or Chairperson;
3. Admission – Individuals shall be admitted to membership upon payment of dues as defined in the Standing Rules.
  4. Dues – Payment of dues is due on the first day of the fiscal year as defined within the standing rules. Only those who have paid their dues shall be considered in good standing.
  5. Voting rights – Only members in good standing shall be allowed to vote.

## **ARTICLE III**

### **MEMBERSHIP MEETINGS**

1. The Annual Meeting - The annual membership meeting of The Society shall be held in the Town of Gray and in accordance with the standing rules. Officers may present reports on activities of The Society. Members shall be invited to discuss matters of interest to The Society.
2. Regular Meetings – A schedule of dates and times of regular meeting shall be established by the Directors at their first meeting after the annual membership meeting. Regular meetings shall be held at the home of The Society, unless otherwise noted.
3. Special Meetings – Special meetings shall be called by the President, or the Vice President in the absence of the President, or by written request of 5 members. Special meetings shall be held at the home of The Society unless otherwise noted.
4. Notice of Meetings – The schedule of regular meetings shall be posted in the home of The Society and announced in a newsletter when applicable. For special meetings, notice of time and purpose(s) of said meeting shall be sent to all members in good standing not less than fourteen (14) days prior to said meeting. Notice may be sent by mail or electronic device. It will be up to the members to maintain a current mailing address or email address with the Secretary.
5. Quorum – At all membership meetings, a quorum, as defined by the standing rules, must be present in order to vote on any business of The Society. The vote of the majority of members present at any meeting at which there is a quorum present shall be the vote of the membership.

6. Rules – Meetings shall be conducted in accordance of Roberts Rules of Order unless superseded by the by-laws or standing rules of The Society. Any rule added or changed by the membership will become effective at the adjournment of the meeting where the change was voted on.

## **ARTICLE IV**

### **DIRECTORS**

1. Powers - The business and affairs of The Society shall be conducted and managed by its Board of Directors, which shall exercise all of the powers of The Society. The Board of Directors may delegate to committees and officers of The Society such powers as it sees fit.
2. Election and Composition of Board At the annual meeting of the members of The Society, members in good standing shall elect the President, Vice President, Secretary and Treasurer to hold office until the next annual meeting of the membership. These Officers, along with the immediate Past President shall serve on the board of Directors. The term of Directors shall be three (3) years. In addition to these Officers, at large Directors will also be voted on to fill the Board, as defined in the Standing Rules.
3. Resignation; Removal; Vacancies - Any Director may resign at any time by giving written notice to the President or the Board of Directors. Any Officer that resigns their position also loses their position of Director. Any member of the Board of Directors may be removed at any time for wrong doing, criminal violations of the law or actions detrimental to The Society. The President of the Board of Directors, or the Vice President in the absence of the President, shall call a special meeting of the Board to deal with the issue. A simple majority of Directors present, even though less than a quorum, at said meeting will have the authority to take whatever action necessary in accordance with applicable law. Any vacancy in the Board of Directors occurring during the year, including any vacancy created by an increase of the number of Directors, may be filled for the unexpired portion of the term by the Directors then serving, although less than a quorum, by an affirmative vote of the majority thereof, and any Director so elected shall hold office until the end of that term.
4. Meeting Attendance - Any member of The Society, that is not a Director, may request notification of all meetings of the Board. Such members should provide the Secretary of The Society with their email address and telephone number. Email addresses and telephone numbers shall not be used for any other reason than making notifications to the member.
5. Regular Meetings - The Board of Directors shall establish a schedule for regular meetings of the Board and shall post the schedule at the principal office of The Society. Meeting may also be listed in any newsletter put out by The Society.

6. Special Meetings - Special meetings of the Board of Directors may be called by the President or the Vice President in the absence of the President, or the Secretary and must be called by one of them on the written request of any three (3) members of the Board.
7. Notice of Meetings - Notice of all Directors' meetings, except as herein otherwise provided, shall be given by mailing the same at least fourteen (14) days before the meeting, or by electronic communications at least ten (10) day before the meeting to the address provided by the Director. At any meeting at which every Director shall be present, even though without notice, any business may be transacted. It shall be the responsibility of the Director to maintain a current mailing address and or email address with the Secretary.
8. Quorum - At all meetings of the Board of Directors, five (5) Directors shall be necessary and sufficient to constitute a quorum, except as noted otherwise in these bylaws, for the transaction of business and the vote of a majority of the Directors present. If at any meeting there is less than a quorum present, discussion of items of interest to The Society may be discussed, but no action shall be taken, unless otherwise stated in these bylaws.
9. Informal Action by Directors - Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if a written consent to such action is signed by all members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board or committee.
10. Telephone Meetings - Members of the Board of Directors or a committee of the Board may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in person at the meeting.

## **ARTICLE V**

### **OFFICERS**

1. Executive Officers - The Executive Officers of The Society shall be a President, a Vice President, a Secretary, and a Treasurer, who shall be elected at the annual meeting for a term of one (1) year, and such other officers with such powers and duties not inconsistent with these By laws as may be appointed and determined by the Board of Directors. Any two offices may be held by the same person, provided that the President shall not also be a Vice-President nor shall the President serve as Treasurer.
2. Resignation, Removal; Vacancies - Any Officer may resign at any time by giving written notice to the President or the Board of Directors and may be removed from

office by the vote of the Directors at any time, in accordance with applicable law. Any Officer that resigns or is removed from their position also loses their position on the Board of Directors. In case any office of The Society becomes vacant by death, resignation, retirement, disqualification, or any other cause, the Board of Directors by majority action may select an officer to fill such vacancy.

3. Other Officers - The Board of Directors may elect or appoint such other officers and assistant officers as they may deem necessary, who shall have such authority and perform such duties as from time to time may be prescribed by the Board of Directors.

## **ARTICLE VI**

### **COMMITTEES**

1. Committees - The Board of Directors may also appoint such other persons as they may see fit. Such committees shall have such powers and duties prescribed by the Board. The President shall be an ex officio member of each committee appointed by the Board of Directors.
2. Rules; Record of Proceedings - Each Committee shall keep regular minutes of its proceedings and shall report the same to the Board of Directors and the President at the annual meeting and at other times as may be required or requested.

## **ARTICLE VII**

### **CORPORATE ASSETS AND EARNINGS**

1. Investments - The Society shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, provided, however, that no action shall be taken by or on behalf of The Society if such action would result in the denial or loss of the tax exemption under Section 501(c)(3) or any other section of the Internal Revenue Code of 1986 and applicable Regulations relating thereto as they now exist or as they may hereafter be amended (the "Code").
2. Inurement Prohibition; Interest in Contracts - No member, Director, officer, committee member or employee of, or any person connected with, The Society, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of The Society, provided that this shall not prevent the payment to any such person of such reasonable compensation and reimbursement of expenses as shall be fixed by the Board of Directors for services rendered to or for The Society in effecting any of its purposes; and no such person or persons shall be entitled to share in the distribution of any of The society assets upon the dissolution of The Society. Any member, director, officer, employee, committee member or agent of

The Society may be interested directly or indirectly in any contract relating to the operation of The Society, and may freely make contracts, enter transactions or otherwise act on behalf of The Society notwithstanding that such person may also be acting for himself or herself or for a third party in so doing; provided, however, that any such contract or transaction shall be at arm's length

3. Dissolution - Upon the dissolution of the affairs of The Society, whether voluntary or involuntary, the remaining assets of The Society, after all debts have been satisfied, shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, scientific, literary or educational organizations, which would then qualify under the provisions of Section 501(c)(3) of the Code.
4. Exempt Activities - Notwithstanding any other provision of these By-laws, no member, Director, officer, employee, or representative of The Society shall take any action or carry on any activity by or on behalf of The Society not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

## **ARTICLE VIII**

### **MISCELLANEOUS**

1. Fiscal Year - The fiscal year of The Society shall June 1 to May 31 as evidenced in the Articles of Incorporation.
2. Records and Reports - The Society shall keep correct and complete books and records of account and of its transactions and minutes of the proceedings of its Board of Directors and of any committee. The President or the Secretary of The Society shall prepare or cause to be prepared annually a full and correct statement of the affairs of The Society, including a balance sheet and a financial statement of operations for the twelve (12) months period prior to the annual meeting, which shall be filed within twenty days thereafter at the principal office of The Society.
3. Contribution levels – There shall be three levels of contributors to The Society as defined in the Standing Rules. Contributions may be in cash or in kind.
  - A. Friend of GHS
  - B. Donor
  - C. Benefactor

## **ARTICLE IX**

### **INDEMNIFICATION**

1. The Society shall, to the full extent of its power to do so provided by law, including without limitation Section 714 of Title 13-B of the Maine Revised Statutes Annotated, indemnify any and all present and former members, officers, directors, employees, committee members and agents of The society against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of their being or having been members, officers, directors, employees, committee members, or agents of The Society; except in relation to matters as to which any such person shall be finally adjudicated in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of The Society, or, with respect to any criminal action or proceeding, where such person is finally adjudged to have had reasonable cause to believe that his or her conduct was unlawful. Such indemnification shall be made in accordance with the procedures set forth in Maine Revised Statutes Annotated, Title 13-B, Section 714, subsection 3, as the same may be amended from time to time. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any other by-law, agreement, or otherwise.

## **ARTICLE X**

### **AMENDMENTS**

1. Amendments may be made to the Bylaws only at an annual meeting or a special meeting (called specifically for that purpose) of The Society and by a 2/3 vote of the voting members present. Such proposed amendments must have been submitted in writing at the previous members meeting and a copy of the same mailed by post or electronically to all members in good standing at least fourteen (14) days before the amendment is to be voted on.
2. Amendments to the Standing Rules may be done by the majority of Directors present at any Director's meeting at which there is a quorum. Such proposed amendments must be in writing and distributed, by mail or electronic device, to the Directors at least fourteen (14) days prior to any meeting at which the changes will be voted on.

*Signed by: Donnell Carroll*

*Dated: February 12, 2019*

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# GRAY HISTORICAL SOCIETY, INC.

## STANDING RULES

### AS OF APRIL 24, 2019

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## Article II

### Members

1. Types of Membership [Article II, Section 2 of the bylaws]
  - A. The following dues will be in effect as of the fiscal year 2020 (June 1, 2020 to May 31, 2021):
    - a) Membership in good standing shall be \$10.00 annually.
    - b) Life membership shall be \$150.00
    - c) Student membership shall be \$6.00 annually.
2. Dues [Article II, Section 4 of the bylaws]
  - A. Annual dues will be due June first (first day of the fiscal year). Any member failing to pay their dues within 45 days of this date will cease to be a member in good standing. Fifteen days following the first day of the fiscal year, the Secretary will send out a reminder notice either by mail or electronic device.

## Article III

### Membership Meetings

1. Annual Meeting [Article III, Section 1 of the bylaws]
  - A. The annual membership meeting shall be the fourth (4<sup>th</sup>) Tuesday of April.
2. Quorum [Article III, Section 5 of the bylaws]
  - A. At all membership meetings, a quorum shall exist if there are nine or more members present.

## Article IV

### Directors

1. Composition of the Board of Directors [Article IV, section 2 of the bylaws]
  - A. The Board of Directors shall consist of the President, Vice President, immediate Past President, Secretary, Treasurer and four (4) or more at large members in good standing.



2. Quorum [Article IV, Section 9 of the bylaws]
  - A. For the purpose of meetings of the Board of Directors, a quorum shall exist if five (5) Directors are in attendance, unless otherwise stated in the bylaws

## Article VIII

### Miscellaneous

1. Contributions [Article VIII, Section 3 of the bylaws]
  - A. Levels of Contribution shall be:
    - a) Friend - \$50-\$99 cash or in kind;
    - b) Donor - \$100-\$499 cash or in kind;
    - c) Benefactor - \$500-or more, cash or in kind.

## Article V

### Officers

1. Duties of the Officers [Article V, Section 1 of the bylaws]
  - A. PRESIDENT
    - a) The President organizes, delegates, and supervises, but does not interfere and is always impartial.
    - b) Like any other member, the President has voting privileges.
    - c) The President plans meetings in advance.
    - d) Always remains fair, neutral, calm.
    - e) Opens all meetings on time.
    - f) Is careful never to talk too much: never inters into discussions.
    - g) Keeps strict order.
    - h) Entertains and disposes of all proper motions.
    - i) Other duties as assigned by the Board of Directors.
  - B. VICE PRESIDENT
    - a) The Vice President acts in place of the President whenever needed.
    - b) Becomes acting President automatically in case of the resignation or death of the President, unless the Bylaws provide for other methods.

- c) Presides in the absence of the President in official meetings, or whenever the President vacates the Chair temporarily.
- d) Does NOT, in the absence of the President, become an "ex-officio" member of any committee.
- e) In case of the President vacating the Chair for a long period of time, the Vice President exercises all duties of the President except to change or modify rules made by the President, or to fill vacancies when the Bylaws state that vacancies shall be filled by the President.
- f) In case of resignation or death of the President, the Vice President resigns their office as Vice President when they do not care to assume the office of President.
- g) Other duties as assigned by the President or Board of Director.

### C. SECRETARY

- a) Records action of the organization through the minutes.
- b) Calls roll when necessary.
- c) Issues calls or notices for all meetings.
- d) Keeps files for reference to include.
  - (i) *Current list of Officers*
  - (ii) *Current list of mail/e-mail address*
  - (iii) *Current list of Directors and their terms of office*
  - (iv) *Current By-laws and Standing Rules*
  - (v) *Current membership list*
- e) Keeps neat and careful records of all business transactions at meetings, with exact wording of every motion made with a report as to whether it was carried or lost. Brief extracts may be included, but no comment of any kind favorable or unfavorable should appear in the minutes.
- f) With the organizations' minute book on hand, reference to the minutes of past meetings is possible.
- g) The Secretary should also always have on hand, a copy of the Bylaws, Standing Rules, the book of parliamentary procedure endorsed by the organization, and a list of unfinished business, one copy of which should be given to the presiding officer.

- h) The minutes should include the following:
  - (i) *Kind of meeting — regular, special, annual*
  - (ii) *Place, date and hour of meeting*
  - (iii) *Name and office of Presiding Officer*
  - (iv) *Number in attendance*
  - (v) *Record of all motions, with the name of the maker of each and statement of whether carried or lost. It is not necessary to record the person who seconds a motion.*
- i) The minutes should be marked with the date of approval and signed by the Secretary.
- j) A secretary, in the absence of the President and Vice President, calls the meeting to order and entertains a motion for a temporary chairman,
- k) Is in charge of making sure the mail is picked up and disbursed in a timely manner.
- l) Other duties as assigned by the President or Board of Directors.

#### D. TREASURER

- a) The Treasurer shall be bonded.
- b) Is custodian of funds of the organization, receives and disburse them upon authority from the organization.
- c) Keeps a current financial statement, at all times, available to any member on request.
- d) Disburses money for bills supported by receipts.
- e) Presents a monthly statement and an annual report, which is audited by a committee appointed either by the Chair or elected by the assembly, depending on the Bylaws of the organization. The auditor's report follows the annual report of the Treasurer and the assembly adopts the auditor's report. The monthly reports of the Treasurer are placed on file for audit.
- f) Other duties as assigned by the President or Board of Directors.