

# MIDDLETOWN HISTORICAL SOCIETY

## CHARTER AND BYLAWS

Revised 1991

### CHARTER

I. **Name.** The name of the corporation shall be the Middletown Historical Society, Inc., incorporated under the laws of the State of Rhode Island and Providence Plantations.

II. **Purpose.** The business and purpose of this corporation shall be to bring together those people interested in history, and especially in the history of the Town of Middletown, Rhode Island. Understanding the history of our community is basic to our democratic way of life, gives us a better understanding of our State and nation, and promotes a better appreciation of our American heritage.

The corporation's major function will be to discover and collect any material which may help to establish or illustrate the history of the area: its exploration, settlement, development and activities in peace and war; its progress in population, wealth, education, arts, science, agriculture, manufactures, trade and transportation. It will collect printed material, such as histories, genealogies, biographies, descriptions, gazetteers, directories, newspapers, pamphlets, catalogs, circulars, handbills, programs and posters; manuscript material, such as letters, diaries, journals, memoranda, reminiscences, rosters, service records, account books, charts, surveys and field scenes, aboriginal relics and material objects illustrative of life, conditions, events and activities of the past and present.

The Society will provide for the preservation of such material and for its accessibility, to all who wish to examine or study it, to cooperate with officials in ensuring the preservation and accessibility of the records and archives of the Town of Middletown and its institutions, and to undertake the preservation of historic buildings, monuments and markers.

## BYLAWS

### ARTICLE I: MEMBERSHIP AND DUES

**Section 1. Membership.** Any person, business or institution interested in the history of Middletown, Rhode Island, who applies for membership in any classification of membership, and who tenders the necessary dues, shall thereby become a member.

**Section 2. Individual and Family Member.** Annual dues for individual active members shall be \$15.00. Annual dues for a family membership shall be \$20.00.

**Section 3. Business and Institutional Member.** Annual dues shall be \$45.00.

**Section 4. Contributing Member.** An individual or family offering special support to the objectives of the society. Annual dues shall be \$35.00

**Section 5. Life Member.** Individual only. Dues shall be \$250.00, payable in one payment.

**Section 6. Honorary Member.** Honorary Membership may be conferred upon any person or organization, whose activities have contributed to the objectives of the society. An Honorary Member shall be elected by a three-fourths vote of members present at an annual meeting, upon nomination by the Board of Directors.

**Section 7. Payment of Dues.** Annual dues shall be payable prior to September first. Members in arrears more than six months after payment is due, and after appropriate notification in writing, shall be dropped from membership.

### ARTICLE II: SCHEDULE AND QUORUM FOR MEETINGS

**Section 1. Annual Meeting.** The annual meeting of the Society shall be held on a designated date in the month of May.

**Section 2. Other Meetings.** Other meetings of the Society may be held at the call of the Board of Directors or by written request of one-fourth of the active membership.

**Section 3. Quorum.** One-third or twenty (20) active members of the Society shall constitute a quorum at a general Society meeting.

**Section 4. Notice of Meetings.** The Corresponding Secretary shall send written notice to each member announcing the time and place of any annual or special meeting of the Board of Directors or of the membership, at least five (5) days prior to the meeting.

## **ARTICLE III: OFFICERS AND BOARD OF DIRECTORS**

**Section 1. Officers.** The officers shall be a president, a vice president, a recording secretary, a corresponding secretary and a treasurer, all of whom shall be elected for a term of two years.

- a. Ten directors shall be elected, each to serve a term of three years.
- b. Standing committee chairpersons shall be appointed by the president for a term of two years.

**Section 2. Board of Directors.** The officers, directors, standing committee chairpersons and the immediate past president shall constitute the Board of Directors.

**Section 3. Meetings.**

- a. The Board of Directors shall meet monthly.
- b. Special meetings of the board may be called by the president.
- c. Eight (8) board members shall constitute a quorum.

## **ARTICLE IV: ELECTION OF OFFICERS AND BOARD OF DIRECTORS**

**Section 1.** All officers and directors shall be elected by a plurality of votes cast at the annual meeting. In the event of counter-nominations for a particular office, the vote will be cast by secret ballot.

**Section 2.** The president, at least sixty days prior to the annual meeting, shall appoint a nominating committee of at least three persons.

**Section 3.** The nominating committee shall report its nominations at the annual meeting. Nominations may also be made by any member of the Society at any time prior to balloting at the annual meeting.

**Section 4.** A person who has been elected as an officer of the Society may serve for three consecutive, two-year terms. A person who has been elected to the Board of Directors may serve for two consecutive, three-year terms. An exception for extending a re-nomination privilege is subject to the approval of the Board of Directors at a meeting of that board and at which a quorum is present.

**Section 5.** Officers and Directors shall be installed at the close of the annual meeting at which they are elected and shall serve until their successors have been duly elected and installed. In the event of resignation, retirement, or incapacity of any officer, or any director, the vacancy may be filled by a vote of the Board of Directors for the unexpired term of office.

## **ARTICLE V: DUTIES OF OFFICERS AND DIRECTORS**

**Section 1. President.** The president shall have executive supervision over the activities of the Society within the scope provided by these bylaws. The president shall preside at all meetings of the Society and Board of Directors. The president shall report annually on the activities of the Society. The president shall appoint the standing committee chairpersons, special delegates or *ad hoc* committees not other provided for.

**Section 2. Vice President.** The vice president shall assume the duties of the president in the event of absence, incapacity or resignation of the president.

**Section 3. Recording Secretary.** The recording secretary shall keep the minutes of all meetings of the Society and of the Board of Directors.

**Section 4. Corresponding Secretary.** The corresponding secretary shall send and receive all correspondence of concern to the general membership; send written notice or announcement of each Society meeting and each Board of Directors meeting; maintain the official Society Membership Register and such other duties as the Board of Directors shall require.

**Section 5. Treasurer.** The treasurer shall be responsible for the safekeeping of Society funds and for maintaining adequate financial records. The treasurer shall deposit all monies receive by the Society with a reliable banking company in the name of the Middletown Historical Society, Inc. Monies shall be paid out by numbered checks. The treasurer shall render monthly reports to the board of Directors and an annual financial report at the annual meeting. The treasurer and the president shall prepare an annual operating budget for the approval of the Board of Directors prior to submitting that budget to the membership at the annual meeting.

**Section 6. Board of Directors.** The Board of Directors shall have the power to conduct all affairs of the Society. The Board shall decide questions of policy that, for any reason, cannot be acted upon at a meeting of the Society. The Board shall perform such other functions as designated in the bylaws or otherwise assigned to it. The Board shall provide for an annual audit of the treasurer's records.

## **ARTICLE VI: BOYD'S WINDMILL PERPETUAL CARE TRUST**

**Section 1.** The Boyd's Windmill Perpetual Care Trust, having been duly established by the members of the Middletown Historical Society, shall be governed in accordance with the provisions of the Declaration of Trust appended hereto and identified as Appendix A.

## **ARTICLE VII: STANDING COMMITTEES**

**Section 1.** The President shall appoint a chairperson for each of the following standing committees:

**Acquisitions.** Coordinate with the Archivist, the acquisition and acceptance of donations to the collection.

**Archivist.** Provide the cataloging and other record keeping associated with the arrangement and care of the Society's museum collection.

**Buildings and Grounds.** Provide for the care and upkeep of Society buildings and grounds.

**Education.** Develop and implement an educational program based on the history of Middletown.

**Exhibits.** Plan and construct museum exhibits, working with and in coordination with the Archivist.

**Genealogy.** Conduct the necessary research and make appropriate response to requests for genealogical information requested from the Society.

**Gold Cane Award.** Administer the Boston Post Gold Can Award program.

**Historic Cemeteries.** Provide expertise on matters pertaining to the Town's historical cemeteries.

**Hospitality.** Provide appropriate refreshments at Society meetings and other Society events, as requested. Plan and coordinate the annual pot luck supper.

**Legal Affairs.** Provide professional legal advice and assistance to the Board of Directors, within the parameters established by counsel.

**Membership.** Plan and coordinate the annual membership drive. Coordinate membership details with the Corresponding Secretary.

**Military History.** Provide expertise in matters of military history.

**Newsletter.** Compose print and mail the Society newsletter on a periodic basis.

**Oral History.** Direct and coordinate the Society's Oral History program.

**Photographer.** Provide photographic services for a photographic record of the Society's programs, projects and accomplishments.

**Programs.** Provide programs of interest germane to the Society's purpose.

**Publications.** Coordinate the publication of Society printings.

**Publicity.** Publicize the Society through public media and other pertinent means.

**Research.** Conduct research and respond to inquiries made to the Society for historical information.

**Volunteer Coordinator.** Recruit volunteer workers and maintain a Volunteer’s Register of names and a record of support provided by those volunteers.

**Ways and Means.** Obtain assets to meet the needs of the operating budget and promote the needs of the Society.

**ARTICLE VIII: AMENDMENT TO THE BYLAWS**

**Section 1.** These bylaws may be amended at any regular or adjourned meeting of the Society by a two-thirds vote of those voting, providing notice was given at the previous meeting or, they may be amended at a special meeting, call for that purpose, with previous notice, and a two-thirds vote. All proposed amendments shall be submitted in writing.

**ARTICLE IX: DISSOLUTION**

**Section 1.** At such time as the Board of Directors shall advise approval of a Vote of Dissolution of the Middletown Historical Society, Inc. Shall be requested of the Society membership at a Special Meeting of the Society, which meeting previously has been duly authorized and advertised, as set forth in Article II, Section 4, of these Bylaws.

**Section 2.** Assets upon dissolution shall consist of, but are not limited to: buildings, contents, operating funds and accounts receivable.

**Section 3.** The designated recipient of these assets is the Town of Middletown, RI, subject to the will of the Society at the time of dissolution.

**Adopted this \_\_\_\_\_ day of \_\_\_\_\_, 200\_\_**

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**Recording Secretary**

**Appendix A – Declaration of Trust, Boyd’s Windmill Perpetual Care Trust**

