

SCARBOROUGH HISTORICAL SOCIETY, INC.
SCARBOROUGH, MAINE
BY- LAWS

REVISED APRIL 11, 2024

ARTICLE I: Name and Membership

The Scarborough Historical Society, Inc. shall be a nonprofit organization, composed of members who have a genuine interest in preserving the heritage, antiquities, and traditions of the Town of Scarborough for this present age and for posterity. The Scarborough Historical Society, Inc., hereinafter, will be referred to as the "Society."

ARTICLE II: Purpose

The purpose of the Society shall be to further inform the people of Scarborough, Maine, and the world, of the heritage and traditions of the town; and to collect, preserve, and display items given or loaned to the Society, so that all may share in the history of Scarborough.

ARTICLE III: Meetings

The Society shall hold regular meetings on a date, time, and location, as determined by the Board of Directors, but no less than annually. Notifications regarding the meetings will be made to members via newsletter or electronically. Special meetings may be called by the President.

ARTICLE IV: Governing bodies

Section 1:

The Officers of this Society shall be a President, a Vice-President, a Secretary, a Treasurer, and a Historian. The Board of Directors, hereinafter referred to as the Board, shall consist of the above five officers and six directors. The standing committees shall be the Program Committee, the Facilities Committee, and Collections Committee. The Board may authorize additional committees *ad hoc*. One person may not be both an officer and a director. The president is a member of all committees, except an *ad hoc* Nominating Committee. Any other officer or director may serve on any committee.

Section 2:

A President, Vice-President, Secretary, Treasurer, and Historian shall be elected each year at the annual meeting held in the month following the end of the fiscal year. Three directors shall be elected for a term of two years, each year, at an annual meeting. The candidates shall be announced by the President before the vote is taken. Additional candidates may be nominated from the floor at this meeting. Election shall be by written ballot, and a plurality shall be necessary for each of the five officers. The three director candidates shall be a "vote for three" election with the candidates receiving the most votes elected.

Section 3:

Should a vacancy occur in any office except that of the President, it shall be filled by appointment by the President, acting in conjunction with the Board, at the next meeting of the Board. A presidential vacancy shall be filled by the Vice-President. If both the President and Vice-President positions are vacant, a special election of the membership will need to be held.

ARTICLE V: Duties

Section 1:

Duties of the President shall be to preside over all regular meetings of the Society and Board meetings and shall call any special meetings as needed; appoint all committees and report the appointments to the Secretary; and be an *ex-officio* member of all committees.

Section 2:

Duties of the Vice-President shall be to assume the duties of the president whenever the President is not available to perform his duties.

Section 3:

The Secretary shall keep a just and fair record of the meetings and read the same when requested. The Secretary shall keep an accurate list of the members names, addresses, telephone numbers, and email addresses when available.

Section 4:

The Treasurer shall have charge of all funds of the Society; shall receive all interest and income from invested funds *and* shall pay just and legal *bills*. The treasurer shall have the authority to pay *reoccurring bills*, for example, electricity, oil/*propane*, *internet*, and *sewer, telephone*. The Treasurer shall report of the Society's finances at each business meeting. At the annual meeting, the treasurer shall render a just and true account of all moneys received and paid by the society during the past fiscal year. A duplicate copy of the annual report shall be received by the Secretary of the Society and placed on file.

Section 5:

The Board will determine policy and accept or reject any donations, grants, or properties that may be offered on behalf of the Society. The Board will report on operational decisions, committee work, and proposals to the membership through approved minutes and document sharing. Any action by the Board may be appealed to a membership meeting and vote upon the appeal of four Board members.

Meetings of the Board will be called at the discretion of the President.

Section 6:

All of the aforementioned officers shall serve the Society without pay. Necessary travel and miscellaneous expenses may be reimbursed at the discretion of the Board.

ARTICLE VI: Membership

All memberships shall be *subject to the Board's approval*. There is no application fee. Honorary members may be elected for outstanding service at any regular meeting by at least two thirds of those in attendance.

ARTICLE VII: Dues

The annual dues shall be as set by the board and approved by the membership at the annual membership meeting.

Dues are for one year from the time of payment for electronic memberships and for one year covering the current fiscal year for traditional memberships.

ARTICLE VIII: Revenue

The society shall not allow its name to be used by any person or group to advertise or to endorse any product without approval of the Board or by members at a regular meeting unless the society itself becomes an active participant in merchandising a product and receives the entire income from the product that is sold.

ARTICLE IX: Provision for Artifacts

In the event of the dissolution of the Society or termination of its activities:

- 1. Articles on loan to the Society should be returned to the loaner or their heirs whenever possible.*
- 2. Assets remaining after the payment of all its liabilities shall be distributed to the Scarborough Public Library, who may redistribute the assets to one or more organizations organized and operated under Section 501 (c) (3) of the Internal Revenue Code and qualify as charitable or education corporations within the meaning of Title 13-B of the Maine State Statues, as amended, that have such purposes as are closely similar to the purposes of this Society as possible.*

Artifacts, documents, and collections shall also be distributed to corporations as in paragraph 2 above.

ARTICLE X: Amendments and Suspension of By-Laws.

Section 1:

These By-Laws may be amended by a two-thirds vote of the members present at any regular or special meeting provided the proposed amendment has been approved by the Board and that it has either been published in the official publication or has been distributed to officers and members at least thirty days prior to the meeting.

Section 2:

The Society shall operate according to these By-Laws and [sic], Maine Title 13-B: Maine Nonprofit Corporation Act, and IRS code 501 (c) (3) as a non-profit organization.

Section 3:

Unless otherwise stipulated in the motion to adopt, an amendment to these bylaws shall become effective at the close of the meeting at which it was adopted.

Section 4:

These By-laws originally accepted May 12, 1961, and amended as of April 1962; February, 1963; May, 1967; November 1971; September, 1986; May, 1987; April 7, 1993; and were voted and accepted at the Annual Meeting on April 11, 2024.