

Austerlitz Historical Society
By-Laws

PREAMBLE

Whereas, in all regulated organizations certain rules and regulations are adopted as necessary for the order thereof, we, the members of the Austerlitz Historical Society, do hereby pledge ourselves to sustain our officers in the discharge of their duties and to hold ourselves bound by laws and honor to conform to and abide by these by-laws and articles in every respect for the perpetual life of the organization.

ARTICLE 1 – NAME

The name of this organization shall be the Austerlitz Historical Society.

ARTICLE 2 – MISSION

The mission of the Austerlitz Historical Society is to preserve, protect and interpret the history of Austerlitz. Our efforts will be devoted to safeguarding our heritage, fostering civic pride, and promoting the Town's historic resources.

ARTICLE 3 – OFFICERS AND TRUSTEES

Section 1 – Officers: The Executive Officers of this organization shall consist of the following:

- A. President
- B. Vice-President
- C. Secretary
- D. Treasurer

Section 2 – Board of Trustees: The Board of Trustees shall consist of a minimum of 10 and a maximum of 25 Trustees.

Section 3 – Selection of Officers and Trustees

- A. Executive Officers shall be chosen from among the Trustees. In the event of a vacancy in an office, the Executive Committee can fill the vacancy for the duration of the term of office, which will be confirmed at the next meeting of the Trustees.
- B. All members in good standing shall be entitled to vote at an election of Trustees.
- C. All candidates for election shall be members in good standing and shall

have indicated a willingness to serve.

Section 4 - Election of Persons to Offices of the Society

A. Election of Trustees

1. Trustees shall be elected by the general membership at the annual meeting in August.
2. Nominations shall be made by the Governance Committee with the approval of the Board of Trustees. Nominations may also be made by any member of the society at any time prior to balloting at the annual meeting in accordance with established nominating procedures. Any nomination made after deliberations of the Governance Committee must be made at the annual meeting with affirmation of the nominee's willingness to serve.

B. Election of Officers

1. Officers shall be elected by the Board of Trustees at its fall meeting. The newly elected officers shall assume their duties immediately upon election.
2. The election of officers shall be staggered. The President and Treasurer shall be elected in the even years. The Vice President and Secretary shall be elected in the odd years.

Section 5 – Terms of Office

- A. The term of office of each Executive Officer shall be two years from the date of election. In the event of failure to elect an officer at the fall meeting, an officer shall remain in office until his or her successor is chosen. A vacancy in any office may be filled by election at any regular or special meeting of the Board.
- B. All Executive Officers may succeed themselves once with the exception of the Treasurer who may serve three consecutive terms. After a minimum of one year out of office, former officers shall be eligible for election to their former offices. Former officers shall be eligible for election to a new position with no out-of-office time required.
- C. All trustees may succeed themselves twice. After a minimum of one year out of office, former trustees shall again be eligible for election to the Board of Trustees.

Section 6 – Duties of Executive Officers and Trustees

A. President

It shall be the duty of President, acting also as Chair of the Board of Trustees, to set the agenda of the meetings, to preside at all meetings and to preserve meeting order. The President shall decide all points of order. The President shall appoint all committees except the Executive Committee and shall be a member ex-officio of all committees.. The President shall prepare an annual report for the period January 1 through December 31 each year in addition to reporting regularly to the Board of Trustees on the state of the Society.

B. Vice President

In the absence or disability of the President, the Vice President shall assume the duties of that office. The Vice President is also authorized to assume the duties of the Secretary in his or her absence. The Vice President will be the chair of the Governance Committee.

C. Secretary

It shall be the duty of the Secretary to record the proceedings of all meetings of the organization, keep the records and execute as necessary all papers pertaining to the Society. The Secretary shall attend to all correspondence and perform such other duties as are incidental to the office. The Secretary shall advise all members of the Board of Trustees of meetings of the Board. Two weeks notice will be given for all regular meetings and twenty-four hours notice for all special meetings.

D. Treasurer

It shall be the duty of the Treasurer to keep the accounts of the organization, make a report of general fund income and expenses at each meeting and prepare the annual budget. The Treasurer shall pay routine bills such as utilities, postage, and minor maintenance. All checks over \$1,000 shall be co-signed by the President or Vice President. A majority vote of the Board of Trustees shall be required for the opening and closing of accounts and the purchase and sale of assets.

With the approval of the Board of Trustees, an Assistant Treasurer may be appointed to assist in the duties of the Treasurer. The Assistant Treasurer shall not be a member of the Executive Committee.

E. Board of Trustees

The Board of Trustees shall be the policy-making body of the Austerlitz Historical Society and shall have responsibility for oversight regarding all facets of such policy. The Board of Trustees shall meet at least quarterly. At least thirty days prior to the annual membership meeting, the Trustees shall elect officers and approve the nomination of Trustees submitted by the Governance Committee for consideration at the annual membership meeting. Special meetings may be called at any time by order of the President, by the Executive Committee, or by a majority of the Trustees. A majority of the members of the Board of Trustees shall constitute a quorum and the action of a majority of those present shall be binding upon the organization.

F. Executive Committee

The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer and shall be responsible for the implementation of the policies of the Austerlitz Historical Society. The Executive Committee shall have the authority to act on behalf of the Society where such action is necessary and urgent and the Board of Trustees cannot be convened. Such action shall be reported to the Board at its next regular meeting.

Section 7 – Evaluation and Removal of Officers and Trustees

Evaluation and removal of members of the Executive Committee and the Board of Trustees will be based on policies and procedures established by the Board of Trustees.

ARTICLE 4 – MEMBERSHIP AND DUES

- A. It shall be the duty of the Board of Trustees to determine a membership fee structure that will support the ordinary expenses of the Society.
- B. Memberships are due on the first of the month of initial membership.
- C. Honorary membership may be conferred upon any person whose activities have contributed substantially to the objectives of the Society. Honorary Members shall be elected by a three-quarters vote of the members present at the annual Membership Meeting, upon nomination of the Board of Trustees. Honorary Members will be non-voting.

ARTICLE 5 – MEMBERSHIP MEETINGS

- A. Regular: the regular membership meetings of the Austerlitz Historical Society shall be held the third Sunday in February, May, August, and November, whenever possible.
- B. Annual: the August meeting shall be the annual membership meeting of the Austerlitz Historical Society. Notice of this meeting shall be given at least two weeks

in advance. At the annual membership meeting, a written annual report shall be presented and made available to the membership and elections for Trustees shall be held.

C. Special: special meetings of the members may be called by the President or by petition of ten or more members of the Society. The President shall give notice of special meetings to the Secretary in order that appropriate notification of the members can be made.

ARTICLE 6 – GENERAL RULES

A. The members present at a quarterly membership meeting shall constitute a quorum for the transaction of business. A member desiring to have an item placed on the agenda must contact the President at least one week in advance of the meeting.

B. All federal, state, and local laws and regulations supercede these By-Laws and must be adhered to.

ARTICLE 7 – STANDING COMMITTEES

- * Executive
- * Governance
- * Finance/Budget
- * Fund-raising
- * Membership
- * Museum/Archives
- * Programs/Events
- * Public Relations
- * Education
- * Buildings and Grounds

A new standing committee may be created upon the recommendation of the Trustees. Ad hoc committees may be created as necessary.

ARTICLE 8 – AMENDMENTS AND REVISIONS

The By-Laws may be amended at any regular membership meeting or at the annual membership meeting by a two-thirds vote of the members present, provided the proposed amendments have been submitted in writing at a previous membership meeting.