

Palmer Historical Society By-Laws

I. Name

The name of the organization is Palmer Historical Society, Inc.

II. Purpose

The purpose of the Palmer Historical Society and the powers it may exercise are set forth in the Articles of Incorporation.

III. Membership

Membership is open to any individual or organization by paying appropriate dues. The Board of Directors will govern the categories of membership and associated dues. Annual Membership runs January 1st through December 31st of each year.

IV. Membership Meetings

A. The January Membership Meeting will be considered the Annual Meeting, at which time the membership will conduct business as may be proper and elect the Board of Directors. Notice of the Annual Meeting will be given to the membership at least thirty (30) days in advance.

B. Special Meetings of the membership will be called by the President upon receipt of written request for such meeting signed by a minimum of ten (10) members.

1. Such request shall state the purpose or purposes of the proposed meeting, and business will be confined to the subject(s) stated in the call.

2. Written notice of the Special Meeting stating time, place, and subject(s) thereof will be mailed at least seven (7) days in advance to each member at the address as it appears on the membership roster, or transmitted by electronic mail if such is the common means of communicating with the member.

C. A quorum for conducting business at an Annual or Special Meeting will consist of all members present. Each member in attendance will have the right to cast a vote on any issue for which a vote is called. Proxy voting will not be permitted.

D. Except for election or removal of Directors or rejection of proposed changes in these By-Laws, the vote of the membership will be a nonbinding advisory to the Board.

V. Board of Directors

A. The Board will consist of not less than three (3) nor more than seven (7) individual members of Palmer Historical Society. The Board will choose from itself the following officers: President, Vice-President, Secretary, and Treasurer.

B. Any Board Member may be removed for cause at a Special Membership meeting called for that purpose. Absence from three (3) consecutive Board meetings may, at the Board's discretion, be construed as a resignation by the member so absent.

C. The President may appoint an interim Director to fill a vacancy, subject to concurrence from the sitting members. The interim appointee will serve until the next election is held.

D. The Board of Directors will govern the Corporation.

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VI. Meetings of the Board of Directors

- A.** Regular scheduled meetings may be held as determined by the Board. Participation may be in person or electronically. Proxy votes are not allowed.
- B.** Special Meetings may be called with two (2) days' notice to each Board Member, and any business may be transacted at such meetings.
- C.** A quorum will consist of a majority of the Board Members. The act of a quorum will stand as an act of the entire Board of Directors.

VII. Officers and Duties

- A.** The President or their designee will preside at the Annual Meeting, the Special Meetings of the membership, and of the Board of Directors.
- B.** The Vice-President, in the absence of the President, will perform and execute the duties of the President.
- C.** The Secretary will keep detailed and permanent minutes of the Annual Meeting and all Board meetings, keep records of all correspondence, and furnish members with a copy of the By-Laws upon request.
- D.** The Treasurer will oversee the financial condition and proceedings of the Corporation; provide reports as requested by the Board; deposit all monies and valuables in the name of and to the credit of the Corporation in such depositories designated by the Board; disburse funds only at the direction of the Board; and submit records at the request of the Board.

VIII. Conditions

- A.** The fiscal year of the Corporation is from January 1st through December 31st.
- B.** The Board will present, at the Annual Meeting, an overview of the preceding year and goals for the future.
- C.** A financial report will be presented at the Annual Meeting.

VIII. Amendments

As stated in the Articles of Incorporation, Article IV A.

The power to alter, amend, or repeal the Code of By-Laws, or to adopt a new Code of By-Laws, shall be reserved to the Board of Directors, provided, however, such alteration, amendment, repeal, or adoption will not be effective for 30 days after such is duly passed by the board; and such alteration, amendment, repeal or adoption may be overridden by a majority vote of the membership duly called and held within said 30 days. The Code of By-Laws may contain any provisions for the regulations and management of the affairs of the Corporation not inconsistent with the Act, the Internal Revenue Code provisions for recognition as a tax-exempt organization, or these Articles of Incorporation.