

## BY-LAWS OF THE HOWARD COUNTY HISTORICAL SOCIETY

### **ARTICLE 1 – Purpose**

The Howard County Historical Society (hereafter the Society) has among its goals to promote and accomplish the following:

- Investigate and study the history of Howard County;
- Promote programs that educate our members and the community in the history of Howard County and Maryland;
- Provide library research and museum facilities on the history of Howard County;
- Collect, preserve, and display papers, books, photographs, manuscripts, records, textiles, and artifacts of both local and wider interest;
- Encourage research and writing on the part of our members and students in the public schools and colleges;
- Support the marking and preservation of historic sites and buildings;
- Engage in activities appropriate for a historical society;
- Cooperate with all historical and preservation groups having a common interest.

### **ARTICLE 2 – Membership and Dues**

Section 1. Membership will be extended to any person or corporation with an interest in the purpose of the Society and who pays the annual dues.

Section 2. Membership Types:

Gold	Family
Silver	Individual
Bronze	Student

Section 3. Annual dues shall be set for each Membership Type by the Board of Directors and shall be payable from the renewal of the month joined.

Section 4. In order to be eligible to vote at an Executive Committee, Board of Directors or membership meeting, annual membership dues must be current.

### **ARTICLE 3 – Officers, Duties and Elections**

Section 1. Officers of the Society shall be: PRESIDENT, FIRST VICE PRESIDENT, SECOND VICE PRESIDENT, RECORDING SECRETARY, CORRESPONDING SECRETARY, AND TREASURER. Society Officers shall serve as Officers of the Board of Directors and are identified as the Executive Committee. Officers shall have the duties and authority as recommended by the Roberts Rules of Order as follows:

#### **PRESIDENT:**

Preside at all meetings of the Society and the Board of Directors;  
Guide the direction of the Society and provides oversight to the Executive Director;  
Appoint committee chairpersons and committee members unless specified differently in the By-laws;  
Rule on questions of order and parliamentary procedure and provide an appeal process for Society members;  
Serve as official spokesperson for the Society;  
May authorize unbudgeted expenditures without prior approval of the Board of Directors of up to \$500 per item;

Shall appoint a committee to audit the Society's financial records and present a report at the annual meeting;

May appoint a Parliamentarian, from time to time, whose function will be to assist and advise the President in preparing for meetings and during meetings when parliamentary issues arise, and to advise the Board of Directors and Society members on parliamentary procedure.

**FIRST VICE PRESIDENT:**

Serve as Chairperson for one or more committees as designated by the President;

Perform the duties and the responsibilities of the President in the President's absence;

**SECOND VICE PRESIDENT:**

Perform the duties and responsibilities of the First Vice President in the First Vice President's absence;

Serves as the Assistant Treasurer.

**RECORDING SECRETARY:**

Keep complete and accurate records of all proceedings in the following official minute books, including the Annual Society meetings and other membership meetings;

For the Board of Directors Meetings:

A copy of all the minutes shall be maintained at the Society headquarters for examination by members;

Minutes of the Board of Directors meetings shall be distributed to the Board members prior to the next Board meeting;

Copies of all approved minutes shall be placed with all the accompanying documents and reports in the official minute book.

**CORRESPONDING SECRETARY:**

Handles all logistical aspects and send out notices of meetings;

Handle all correspondence as required.

**TREASURER:**

Serve as Chairperson of the Finance Committee;

Receive and disburse funds for payment of bills;

At each Board of Directors meeting and each general membership meeting submit a Treasurer's Report;

May authorize unbudgeted expenditures, without prior approval of the Board of Directors, of up to \$1,000 per item;

May authorize budgeted expenditures, without approval of the Board of Directors, up to 10% over the budgeted amount;

Will perform a mid-year budget review, and report to the Board of Directors along with appropriate recommendations.

## Section 2. Election of Officers

Officers of the Society shall be elected at the annual membership meeting in February of each year. A nominating committee, appointed by the President, shall prepare a slate of Officers and new Board Members for approval by the Board of Directors prior to the annual membership meeting. Elected Officers shall serve for one (1) year or until their successor is elected. Officers and members of the Board of Directors are eligible for re-election.

## **ARTICLE 4 – BOARD OF DIRECTORS**

Section 1. The Board of Directors shall consist of the Officers of the Society and not more than twenty-one (21) elected Directors elected by the membership for a three (3) year term. The three year terms will be staggered with seven (7) Directors terms expiring each year. In addition to the Society's Officers and the elected Directors, the Society's Past President and all Honorary Board Members are members of the Board of Directors. In the event a Director leaves during their three year term, a Nominating Committee may be charged with presenting an interim candidate to fill out that term. The Board of Directors at a called meeting, by majority vote, can elect an interim candidate to fill the unexpired term.

Section 2. The Board of Directors shall meet a minimum of ten (10) times each calendar year on dates and times set by the Board of Directors. Special meetings of the Board may be called by the President for a specific purpose, with a two week notice given when possible to all Board members of the purpose, date and time of the meeting. The President may cancel a Board meeting when an unusual development occurs such as inclement weather, illness or lack of a quorum.

Section 3. A quorum of the Board shall consist of a majority of the current Officers and elected Directors. A quorum of the Executive Committee, as referenced in Article 6, Section 1, shall be a majority of the current Officers.

Section 4. The Board of Directors is the governing body of the Society and has the responsibility and authority to manage the operations and property of the Society.

Section 5. Board members are required to attend two-thirds (2/3) (minimum of 7) of the Board meetings. Absences may be approved by the Board when requested due to conflicts and unusual situations. When unapproved absences exceed more than one-third (1/3) of the meetings in a year, the Board member may be removed by the Board of Directors.

Section 6. For distinguished service on the Board of Directors, a member of the Society may be nominated by the Board for election by the general membership to be a Board of Directors Honorary Member. Honorary Members shall be entitled to attend Board meetings, participate in discussion and vote. Honorary Members are required to pay dues but are not required to attend a specific number of meetings as detailed in Section 5. They are encouraged to keep themselves informed on the affairs of the Society and to be knowledgeable on the issues when voting.

## **ARTICLE 5 – Executive Director**

Section 1. The Board of Directors may hire an Executive Director to manage the day-to-day operations of the Society.

Section 2. Initial salary and any annual increases in salary will be proposed by the Executive Committee and approved by the Board of Directors.

Section 3. Manages the day-to-day operations of the Society and is engaged with and participates in all Standing Committees.

Section 3. Prior to the beginning of each fiscal year on January 1, prepare, in consultation with the Treasurer, an annual budget for approval by the Finance Committee. After approval by the

Finance Committee, the budget will be submitted to the Board of Directors for approval and to the general membership at the Annual Meeting.

Section 4. The Executive Director may purchase supplies or services up to the budgeted amount of said supplies and services. The Executive Director may occasionally spend up to \$250 on unbudgeted items without approval from the Board of Directors.

Section 5. Prepare a report of operations and present it to the Board of Directors at each Board meeting.

Section 6. As required, attends meetings with the President and /or Executive Committee.

## **ARTICLE 6 – Committees**

Section 1. Executive Committee: The Executive Committee consists of the Officers of the Society. The function of the Executive Committee is to oversee and manage the daily activities of the Society and to assist the President in his/her Society duties and responsibilities. These activities include handling personnel issues and the preparation of the agenda for Board and Membership meetings. At the President's request, Committee Chairpersons, Society members and staff members may be invited to Executive Committee meetings to present reports and assist in the discussion of issues.

Section 2. Standing Committees: The Standing Committees include the following:

BUILDING AND GROUNDS

DEVELOPMENT

EDUCATION

FINANCE, chaired by the Treasurer;

VOLUNTEER

LONG RANGE PLANNING

MEMBERSHIP

MUSEUM

PUBLICITY AND COMMUNICATIONS

SOCIAL MEDIA

Other committees may be established by the Board of Directors as deemed necessary.

Section 3. Project Committees are temporary committees appointed to carry out a specific task. Once the specific task is completed, the committee is disbanded.

Section 4. Nomination for appointment to a standing committee and their Chairperson is made by the President with ratification by the Executive Committee and the Board of Directors. Standing committees normally give reports to the Board of Directors. The President and Standing Committee Chairpersons may appoint Project Committees to accomplish specific tasks or projects.

Section 5. All Standing Committee Chairpersons shall be prepared to report to the Board of Directors at regular Board meetings as well as at regular membership meetings. Project Committees report to the person who established the committee. In most cases that person will be an Officer or Standing Committee Chairperson. All committees are charged with keeping records and presenting a final report that will be kept by the Society Recording Secretary for future reference.

## **ARTICLE 7 – Membership Meetings**

Section 1. Membership Meetings will be held as deemed necessary.

Section 2. The Annual Meeting shall be held in February of each year at a time and date set by the Board of Directors. This meeting shall include the election of Officers and new members to the Board of Directors.

Section 3. The President may call Special Meetings of the Membership for a specific purpose and shall provide advance notice for people to schedule attendance.

Section 4. A quorum for the annual meeting shall be those who attend the meeting.

## **ARTICLE 8 – Amendments to By-Laws**

These By-Laws may be amended at any called meeting of the Society Membership by a two-thirds (2/3) vote of active members present, provided that the proposed amendment has been approved by the Board of Directors and submitted in writing to all active members at least one month prior to the vote at the Society Membership meeting. A called meeting is any regular or special meeting of the Society Membership that is announced to the full membership with a stated date and time of the meeting.

## **ARTICLE 9 – Parliamentary Authority**

The latest edition of Roberts Rules of Order shall govern the Society procedure when an issue before it is not covered by or is inconsistent with the By-Laws or the Articles of Incorporation.