

# ***THE NORWOOD HISTORICAL SOCIETY***

## ***BY-LAWS***

Approved January 26, 2000  
Revised October 27, 2004

### **ARTICLE I**

#### **Section 1**

The name of this Corporation is “The Norwood Historical Society.”

#### **Section 2**

The Norwood Historical Society is a non-profit organization dedicated to preserving and sharing Norwood’s history for present and future generations.

### **ARTICLE II**

#### **OBJECTS AND PURPOSES**

The objects and purposes of the Corporation are as follows:

- a) to promote and pursue historical and antiquarian work and research related to the town of Norwood and the life and work of Fred Holland Day;
- b) to collect and preserve books, manuscripts, photographs, furniture, and other articles of historical and antiquarian interest relating to the Town of Norwood;
- c) to preserve and maintain the historical authenticity and character of the Day House and grounds;
- d) to publish periodicals, tracts, and pamphlets devoted to or in treatment of historical, antiquarian, or kindred subjects related to the town of Norwood; and
- e) to serve as a resource for the preservation and interpretation of local history.

### **ARTICLE III**

#### **OFFICERS**

#### **Section 1**

The officers shall be a President, a Vice President, a Treasurer, a Secretary, and no fewer than six (6) nor more than nine (9) Directors, plus all Presidents Emeriti, all of whom shall constitute the “Board of Governors.”

#### **Section 2**

The President, Vice President, Treasurer, and Secretary shall be elected biennially by ballot and hold office for two (2) years or until their respective successors have been elected. The President and Vice President may serve two (2) consecutive terms and shall not succeed themselves.

#### **Section 3**

No fewer than two (2) nor more than three (3) Directors shall be elected annually by ballot, each for the term of three (3) years.

#### **Section 4**

Officers and Directors must be dues paying members of the Society to hold office.

## ARTICLE IV

### DUTIES OF OFFICERS

#### **Section 1: President**

The President shall be the chief executive officer of the Corporation. The President shall preside at all meetings of the Corporation and shall, subject to the direction of the Board of Governors, exercise general supervision of the affairs of the Corporation.

The President shall annually, with the approval of the Board of Governors, make appointments of committee chairpersons, as need arises, excepting the Nominating Committee.

The President may call Special Meetings of the Active Members and, subject to the approval of the Board of Governors, designate the time of holding of any such Meeting.

The President shall be a member ex officio of all Committees excepting the Nominating Committee.

The President shall be the custodian of the Paid Director's bond and the Treasurer's bond.

The President shall appoint or employ a competent accountant to inspect and produce a compilation of the books and records of the Treasurer upon completion of the Fiscal Year.

The President shall make and render a written report at the Annual Meeting. The President will be designated President Emeritus upon conclusion of his/her elected term and may serve on the Board of Governors as a voting member.

#### **Section 2: Vice President**

The Vice President shall, in the absence or disability of the President, preside at all meetings of the Corporation. The Vice President shall also perform any such duties as the President or the Board of Governors may direct.

#### **Section 3: Treasurer**

The Treasurer shall maintain each of the Funds, established under Article X of these By-laws, on the books of the Corporation and keep accurate record thereof and in a manner prescribed in said Article.

The Treasurer shall receive and deposit all monies of the Corporation, which may come into his/her hands, in the name of the Corporation in the manner prescribed in Article X, in such bank or banks as the Board of Governors may designate, and perform all other duties prescribed in said Article.

The Treasurer shall make all disbursements by checks of the Corporation signed by him/her, drawn on the General Fund, as the Board of Governors may approve and direct. In times of disability or absence of the Treasurer, the President shall have the ability to sign and disburse checks of the Corporation as the Board of Governors may approve and direct.

The Treasurer shall keep full and regular books showing all his/her receipts and disbursements, which books shall be open to inspection by the Board of Governors upon request.

The Treasurer shall be the custodian of the corporate seal, all securities, bank books, and other papers and documents relating to the financial affairs of the Corporation. All the aforesaid securities, papers, and documents shall be kept in a safe deposit box, excepting those needed for day-to-day operations by the Treasurer, in a bank situated in Norwood, designated by the Board of Governors. Access to said box shall be held by the Treasurer together with the President or together with a Director appointed by the Board of Governors.

The Treasurer shall give bond for the faithful performance of his/her duties as Treasurer in such amount and with such surety as the Board of Governors may determine.

The Treasurer shall turn over all his/her records, all securities, books, accounts, and balances on hand to his/her successor and shall be entitled to receipt thereof.

**Section 4: Secretary**

The Secretary shall keep a full and accurate record of all meetings of the Corporation and of the Board of Governors.

The Secretary shall give written notice of all Meetings of the Corporation at least seven (7) days before any such meeting.

The Secretary shall also give written notices under Article XV of these By-laws when requested by the Board of Governors.

The Secretary shall perform such other duties as may be required by the President of the Board of Governors.

The Secretary shall turn over all his/her records to his/her successor and shall be entitled to a receipt thereof.

**Section 5: Directors**

The Directors, upon their respective elections, shall become members of the Board of Governors and shall not have any powers or authority other than as members of said Board, as prescribed by Article V of these by-laws.

**ARTICLE V**

**BOARD OF GOVERNORS**

**Section 1**

It shall be the duty of the Board of Governors to promote the interests of the Corporation and to further its purposes as expressed in Article II of these By-laws. It shall have charge of all the policy making for the Corporation.

**Section 2**

The Board of Governors shall be responsible for the control and management of the Corporation's real and personal property, collections and archives including:

- a) the Life Membership Fund;
- b) the Permanent Fund; and
- c) all property and collections as defined in Article XI of these By-laws.

The Board shall establish and when necessary update in writing a collections policy in keeping with the mission, objects and purposes of the Society as defined in Articles I and II of these bylaws.

**Section 3**

The Board of Governors shall, when necessary, select for the Norwood Historical Society a Paid Director whose duties, responsibilities, and compensation shall be outlined in writing by this Board. The Board of Governors shall also, when necessary, select for the Day House a live-in Caretaker whose duties and responsibilities shall be outlined in writing by this Board.

**Section 4**

The Board of Governors shall authorize the establishment of all Committees as it deems necessary, and it shall outline in writing the duties and responsibilities of such Committees. The Board of Governors shall review and approve the appointments made by the President for these Positions and Committees.

**Section 5**

The Board of Governors shall designate the date of all Regular and Special Meetings of Active Members upon request by the President.

**Section 6**

The Board of Governors shall, by vote, fill any vacancy in the offices set forth in Article III, Section 1 of these By-laws, and also fill any vacancies in any Committees established by it, excepting where such appointments have been delegated to the President.

**Section 7**

The Board of Governors shall hold a meeting within thirty (30) following the Annual Meeting of the Active Members, at which time a Chairperson will be elected from the Board of Governors. The Board of Governors shall also hold Regular Meetings bi-monthly, subject to its approval, to be held on such dates as the Chairperson may designate. The Chairperson may also call Special Meetings to be held on such dates as the Chairperson may designate.

**Section 8**

The Board of Governors will establish the amount of the Paid Director's bond and the Treasurer's bond and designate the name of the Surety.

**Section 9**

Six (6) Board members at any meeting shall constitute a Quorum, a majority of which save where otherwise prescribed by these By-laws, may decide any matters brought before any meetings.

**Section 10**

Any member of the Board (except the Presidents Emeriti) who misses two (2) consecutive Regular Meetings without notifying the Chairperson or the President may, upon majority vote by the Board, be removed from office.

**Section 11**

Members of the Board of Governors shall avoid any actual or potential conflict of interest, as defined by policy established by the Board of Governors.

## ARTICLE VI

### MEMBERSHIP

#### **Section 1: Active Members**

Any person who expresses interest is eligible to become an Active Member of the Norwood Historical Society upon review by the Board of Governors.

#### **Section 2: Life Members**

Any Active Member of the Corporation, who shall hereafter make application thereof and pay the prescribed fee, and whose annual dues shall have been paid in full to the date of the application, shall become a Life Member. The fee for such Life Membership shall cover the dues for life and also confer all the rights and privileges of Active Membership.

#### **Section 3: Sustaining Members**

Any person or organized society may be accepted as a Sustaining Member upon the payment of a prescribed fee. The fee for such Sustaining Membership shall confer all the rights and privileges of Active Membership.

#### **Section 4: Distinguished Membership**

Distinguished Membership may be conferred on a person who has been an Active Member of the Society upon recommendation of the Board of Governors and election by the members present. Such Distinguished Membership shall confer all the rights and privileges of Active Membership and exempt the person from the payment of dues.

#### **Section 5: Honorary Membership**

Honorary Membership may be conferred on any person not a member of the Society upon recommendation by the Board of Governors and election by a two-thirds vote of the members present at a duly called meeting. Such member shall be entitled to all the privileges of Active Members except the right to vote or hold office. He/She shall be exempt from the payment of dues.

## ARTICLE VII

### FEES

#### **Section 1**

The annual dues shall be set by a majority vote of the Board of Governors.

#### **Section 2**

Life Membership fees shall be twenty-five (25) times the single member annual dues.

#### **Section 3**

Sustaining Membership fees shall be fifty (50) times the single member annual dues.

## ARTICLE VIII

### MEETINGS

#### **Section 1: Annual Meeting**

The Annual Meeting of the Corporation shall be held on the fourth Wednesday of April unless otherwise voted. The election shall take place at this Annual Meeting and will be conducted by paper ballot.

#### **Section 2: Regular Meetings**

There shall be a Regular Meeting in the month of October on a date established by the Board of Governors, upon request by the President.

#### **Section 3: Meetings of the Corporation**

Meetings of the Corporation shall be conducted according to Roberts Rules of Order, as then revised, which said Rules shall govern in all cases, in which they then may not be inconsistent with the By-laws or Special Rules of Order of the Corporation.

## ARTICLE IX

### QUORUM

#### **Section 1**

Fifteen (15) Active Members shall constitute a quorum at any meeting of the Corporation, provided that two (2) members of the Board of Governors are also present.

#### **Section 2**

A majority of the quorum save where otherwise prescribed by these By-laws, may decide any matter brought before a meeting.

## ARTICLE X

### FUNDS

#### **Section 1**

The Funds of the Corporation, including the Permanent Fund, Life Membership Fund, and the Memorial Funds, shall be maintained on the books of the Society, but the principal of said Funds may be incorporated into a consolidated account.

#### **Section 2**

No part of the principal of the consolidated account shall be used for any purposes whatsoever, excepting:

- a) by a majority vote of the Board of Governors; and
- b) by a two-thirds vote of the Active Members present at a Regular or Special Meeting.

#### **Section 3**

Existing smaller accounts on the books of the Corporation may be merged into the consolidated account by a vote of the Board of Governors.

**Section 4**

Interest on the consolidated account shall be apportioned to each Fund on a percentage-of-the-total basis, and may be used for the general purposes of the Corporation. Upon a standing or special order of the Board of Governors, interest accruing thereto may be transferred to the Society's checking account.

**ARTICLE XI**

**SALE OF PROPERTY**

**Section 1**

No real property of the Corporation shall be sold, conveyed, or pledged unless authorized by:

- a) a majority vote of the Board of Governors;
- b) a two-thirds vote of the Active Members present at a Regular or Special Meeting

**Section 2**

No article in the collections and archives of the Corporation, shall be altered or removed from the building of the Corporation by any person whomsoever, excepting in accordance with the collections policy established by the Board of Governors. No other property of the Corporation shall be altered or removed excepting under such terms and conditions as may be prescribed by the Board of Governors.

**ARTICLE XII**

**NOMINATING COMMITTEE**

**Section 1**

There shall be a Nominating Committee, consisting of three (3) Active Members and two (2) members of the Board of Governors, each elected for the term of one (1) year at the Annual Meeting. They shall elect a chairperson for this Committee who will preside at all meetings and convene the subsequent Nominating Committee's initial meeting. No member shall be elected to this Committee until after the expiration of one (1) year following his/her term.

**Section 2**

The Committee will file its report with the President no later than one (1) month prior to the date of the Annual Meeting then following.

**Section 3**

The names for candidates for office shall be mailed to the Membership a minimum of one (1) week prior to the election.

**Section 4**

The Nominating Committee will meet within 90 days after the Annual Meeting to elect the chairperson and report to the President.

**Section 5**

The Nominating Committee has the obligation to select candidates who meet the mission, objects, and purposes of the Society, as defined in Articles I and II.

## ARTICLE XIII

### FISCAL YEAR

The fiscal year shall begin on the first day of April and end on the thirty-first day of March of the following year.

## ARTICLE XIV

### SEAL

The Corporation shall have a seal, consisting of a circular, flat-faced die with the name of the Corporation and the year of its organization.

## ARTICLE XV

### WITHDRAWALS

#### **Section 1**

Any member may withdraw from the Corporation by giving notice of his/her intention to the Secretary upon the payment of all dues, fees, and assessments due from him/her at the time of his/her resignation.

#### **Section 2**

Failure or neglect on the part of a member for one (1) year to pay dues, fees, or assessments, of which he/she has been duly notified, may be treated as equivalent to a withdrawal from the Corporation. The Secretary shall, when requested by the Board of Governors, give delinquent members notice of this Article.

#### **Section 3**

At the discretion of the Board of Governors membership in the Norwood Historical Society may be revoked at any time for just cause. Just cause is defined as:

- a) all persons present at a meeting have an obligation to obey the legitimate orders of the Presiding Officer (*Robert's Rules of Order XX*, Section 60, Page 539)
- b) Members must not engage in conduct tending to injure the good name of the organization, disturb its well-being, or hamper it in its work (*Robert's Rules of Order XX*, Section 60, Page 543)

## ARTICLE XVI

### AMENDMENTS

#### **Section 1**

These By-laws may be amended or repealed, provided that a proposition therefore shall have been presented in writing at a Regular or Special Meeting, referred to a Committee appointed by the President for consideration and report, and acted upon at any subsequent Regular or Special Meeting occurring not less than thirty (30) days thereafter; provided that the notices for such Meeting have included notification of the proposed addition, amendment, or repeal; and that such notices have been sent to every member of the Corporation not less than seven (7) days prior to the meeting. The proposed addition, amendment, or repeal must be adopted by an affirmative vote of two-thirds of the Active Members present.

**Section 2**

All By-laws heretofore adopted are repealed. All Officers duly elected or appointed prior to the effect date of these By-laws shall continue in their respective offices for the balance of the term for which they were elected or appointed, and until their successors shall have been elected and qualified.

**Section 3**

These By-laws shall take effect immediately upon their adoption.