

BYLAWS
FERRISBURGH HISTORICAL SOCIETY (FHS)
As Amended October 13, 2024

ARTICLE 1. NAME

The name of the Corporation shall be "The Ferrisburgh Historical Society Inc."

ARTICLE 2. PURPOSES

The purposes of the Corporation shall be:

- To discover, collect, catalog and safely store documents, photographs, maps, letters, articles, research notes, manuscripts, museum material and related information about the history of the Town of Ferrisburgh and its inhabitants; and
- To share and disseminate historical information through public presentations, open houses, publishing historical material, books and articles in paper form and through other media; and
- To cooperate with the State Historical Society to collect and preserve materials of statewide significance so that these materials are easily available to students and scholars.

ARTICLE 3. OFFICE

The registered office of the corporation shall be located at 1 Little Chicago Road, (PO Box 85)
Ferrisburgh, VT 05456

ARTICLE 4. MEMBERS

4. 1. Membership. Any person with an interest in history may be a member.

4.2. Voting Rights. Each member shall have one vote.

4.3. Membership dues shall be \$10 per annum, due in October each year, except dues can be waived for students.

4.4. Annual Meeting. The annual meeting shall be held at a location identified by the Board of Trustees, for the purpose of electing Trustees, and transacting any other business.

4.5. Quorum. A quorum for the Members' Annual meeting shall be at least three (3) members.

4.6. Regular Meetings, with or without a speakers program, may be held on the second Sunday afternoon each month, or at other times with 5 days Notice.

ARTICLE 5. BOARD OF TRUSTEES

5.1. Powers. The business and affairs of the corporation shall be conducted by a Board of Trustees. The Board may appoint committees for any purpose, including an executive committee which may exercise the authority of the full board.

5.2. Number and Tenure. The Board of Trustees shall consist of a minimum of 3 members, and no more than nine (9) members. Trustees shall be elected for terms of three (3) years, by members present at the annual meeting.

5.3. Quorum. A quorum for meetings of the Board of Trustees shall be a minimum of three (3)

5.4. Meetings. The Board of Trustees shall meet as needed, but at least once a year. This meeting is not required to be in person, but a record must be submitted to the Secretary for filing.

5.5. Notice. Notice of Board meetings, in the form of e-mails, shall be sent to all board members at least five (5) days before the meeting.

5.6. Vacancies. Any vacancy occurring in the Board of Trustees may be filled by affirmative vote of the majority of remaining Trustees.

5.7. Membership dues. The Board of Trustees shall establish the annual membership dues.

5.8. Rules. Roberts Rules of Procedure may be used to govern meetings of membership and Board of Directors.

ARTICLE 6. OFFICERS

6.1. Number: The officers of the Corporation shall be President, Vice President, Secretary and Treasurer. The positions of Secretary and Treasurer may be served by one person.

6.2. Election and Term of Office: Officers shall be elected by FHS members present at the annual meeting, for one-year terms.

6.3 Duties:

6.3.1 The President shall have the power and authority to act on behalf of the Society subject to the policies and directions of the Board of Trustees. The President may represent the organization at other public organizations and is charged with delegating responsibilities to other members and appointing such committees and work groups as may best accomplish the objectives of the Association. The President's job is to manage the Board, provide leadership to the Board, and to provide the communication link with members and community.

6.3.2 The Vice President shall perform the duties of the President in the event of his or her absence, subject to the policies and directions of the Board of Directors.

6.3.3 The Secretary shall be responsible for assuring that minutes are kept of all formal meetings of the Board and Society.

6.3.4 The Treasurer shall, subject to the direction and under the supervision of the Board of Trustees, have general charge of the financial concerns of the Society; shall present to the Board financial reports on a regular basis; shall keep, or cause to be kept, accurate books of account, which shall be the property of the Society. The Treasurer shall present an annual financial report to the Board at the end of the Fiscal Year. The Treasurer shall perform all other duties and services pertaining to the office of Treasurer of a non-profit association as required by the statutes of the State of Vermont.

6.4. Vacancies. A vacancy in any office may be filled by affirmative vote of the majority of the remaining members of the Board of Trustees to complete the unexpired portion of the term.

6.5. Remuneration. No member of the Board of Directors shall receive any form of remuneration.

ARTICLE 7. FISCAL YEAR.

The fiscal year for the Corporation shall be September 1- August 31.

ARTICLE 8. MANAGEMENT

8.1 Annual Budget. At least once a year the Treasurer and membership shall discuss the annual budget and projects for which fundraising is needed. This budget can be modified during the year by a majority of members present at a meeting after due notice (at least 5 days).

8.2 Annual Audit. The Board shall receive a report from the Treasurer on the financial management of the corporation on an annual basis, at the end of the calendar year, and the Board shall determine whether an external audit is appropriate or necessary.

ARTICLE 9. NO PERSONAL LIABILITY

The Directors and officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Society. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Corporation may look only to the funds and property of the Society for the payment of any debt, damages, judgment or decree, or any money that may otherwise come due or payable to them from the Society.

ARTICLE 10. ANTI-DISCRIMINATION

The Corporation and its Officers and Directors shall not discriminate against or allow unlawful harassment on the basis of race, nation, origin, gender, sexual orientation, religion, political affiliation, age, size, marital status, disability or military status in any of its activities or operations. These activities include, but are not limited to selection of vendors, selection of volunteers, access to events, e-mail messages or mailings.

ARTICLE 11. AMENDMENTS

These Bylaws may be amended, altered, repealed and new bylaws adopted at any regular or special meeting of the membership.

ARTICLE 12. BOOKS AND RECORDS

The corporation shall keep written records of all meetings, including all resolutions adopted by the board or membership, and make them available to any member upon reasonable notice. The corporation shall keep accurate and up-to-date financial records, and make them available to any member upon reasonable request.

ARTICLE 13. DISSOLUTION

A two thirds vote of the Board of Trustees shall be required to dissolve the Corporation. The Board shall then scheduled a meeting of the membership. The membership shall determine how to disperse any assets remaining after payment of debts and liabilities. Assets shall be dispersed to organization(s) whose purpose is consistent with the purposes of FHS, and which is/are exempt under Section 501 (c) (3) of the US Internal Revenue Service. No part of the net assets shall inure to the benefit of any member of the corporation.

These Bylaws were first approved on November 1, 2010

Amended by vote of the membership on October 13, 2021