

WARREN COUNTY HISTORICAL SOCIETY CONSTITUTION AND BYLAWS

Amended and approved by the Board of Directors on January 23, 1996, and adopted by a vote of the membership at the annual meeting on March 12, 1996.

ARTICLE I - NAME

The name of this association shall be the Warren County Historical Society.

ARTICLE II - AIMS

The aims of the Society shall be the collection and preservation of all materials pertaining to the history of Warren County, and the promotion of the study of local history, including its connection to our heritage.

ARTICLE III - MEMBERSHIP

Section 1. Any person or corporation may become a member of the Society on payment of yearly dues.

Section 2. There shall be eight classes of membership: Individual, Family, Patron Family, Senior Individual, Senior Family, Nonprofit Organization, Patron Business, and Life. Life membership shall be open only to individuals. Those seeking a family membership in any class must reside at the same address.

Section 3. Annual dues of these classes of membership shall be adopted by the Board of Directors upon recommendation of the Membership Committee.

Section 4. Dues of membership will become payable on January 1 of each calendar year and shall become delinquent January 15.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. The Board of Directors of the Society shall consist of at least 12 members.

Section 2. Candidates for the Board of Directors shall be nominated by a committee appointed by the President. Additional nominations may be made from the floor at the annual meeting.

Section 3. All directors shall be elected for a 3-year term by a plurality of the membership present at the annual meeting. Any director may be elected for an additional 3-year term, but after serving for six consecutive years, must be off the board before being eligible for re-election. The board may waive this requirement if it determines that it would be in the best interest of the Society for a director to serve an additional 3-year term. A vacancy occurring between annual meetings shall be filled for the unexpired portion of the term by a majority vote of the Board of Directors. In the event of a natural catastrophe, public health crisis, or periodic event which makes meetings in person impractical or impossible, a director may serve an additional one-year term by a majority vote of the Board of Directors.

Section 4. The Board of Directors shall have general supervision of the affairs of the Society between its annual meetings and make recommendations to the Society. The board shall be subject to the orders of the Society and these bylaws.

Section 5. The Board of Directors shall hold monthly meetings. A quorum shall consist of over 50 percent of the board membership.

Section 6. Special meetings of the Board of Directors may be called at any time by the President.

Section 7. The Managing Director shall be a nonvoting member of the Warren County Historical Society Board of Directors.

ARTICLE V - OFFICERS

Section 1. The immediate Past-President may serve as counsel to the President for a period of one year and may attend board meetings. If the immediate Past-President is not a current board member, there will be no voting privileges, powers, or duties other than counsel.

Section 2. The Board of Directors, immediately after the annual meeting of the members, shall elect from their number: a President, Vice-President, Secretary, and Treasurer/Business Manager. All Officers and standing Committees shall serve for one {1} year, or until their successors are elected, subject to the power of the Board to remove any officer, at pleasure, by majority vote.

Section 3. The President or Chairperson shall preside at all board and membership meetings, the President shall name the Chairperson of all standing and special committees.

Section 4. The Vice-President shall, in the absence or incapacity of the President, perform the duties of that office and such other duties and responsibilities as the President of the Board of Directors shall direct.

Section 5. The Secretary shall keep the minutes of the meetings of the Board of Directors and membership, shall maintain a roll of the names and addresses of all members of the Society, and shall have such other duties as the President of the Board of Directors shall direct.

Section 6. The Treasurer/Business Manager shall have the care and custody of all funds of the Society and shall deposit the same in the name of the Society in such banks as the Board of Directors shall designate, shall be bonded by the Society, shall prepare and submit a year-end report at the annual meetings of the Society, shall submit financial records for audit, and shall do such other matters as the President of the Board of Directors shall direct.

Section 7. The President shall appoint a Parliamentarian who is a member of the Board of Directors to oversee Parliamentary Procedure at each board meeting. This position shall be for a period of one [1] year.

ARTICLE VI - COMMITTEES

Section 1. The President shall be empowered to appoint committee members from both the Board of Directors and the general membership.

Section 2. FINANCE The President shall appoint a standing committee consisting of not less than three [3] members, one of whom shall be the Treasurer/Business Manager. It shall be the duty of this committee to oversee the financial matters of the Society. An internal audit and an independent audit every third year must be submitted along with any other necessary audits. The committee is to also recommend various avenues of fund raising.

Section 3. MEMBERSHIP The president shall appoint at Membership Committee which shall include not fewer than three [3] members. It shall be the duty of this committee to conduct an ongoing program of recruitment and to work with the Finance Committee on an annual review of the dues structure and membership classifications.

Section 4. PERSONNEL The Personnel Committee which shall include not fewer

than three [3] members. It will be the duty of this committee to develop, recommend, and periodically review policy governing all personnel matters dealing with paid and volunteer staff.

Section 5. SPECIAL COMMITTEES Special Committees may be appointed, without limitation, as follows: Constitution, Long-Range Planning, Program, Facilities Development, Nominating, Museum 100 and internal Audit Committee.

ARTICLE VII - GENERAL MEETINGS OF THE SOCIETY

Section 1. The Secretary shall mail notice of the annual meeting or any special meeting of the Society not less than five [5] nor more than ten [10] days before the meeting to all active members of the Society.

Section 2. Special meetings of the Society may be called at any time by the President.

Section 3. The active members present at any annual or special meeting of the Society shall constitute a quorum.

ARTICLE VIII - PROVISION OF DISSOLUTION

Section 1. The Warren County Historical Society will commit any remaining assets at the time of dissolution to another 501(c)(3) organization within the provisions of applicable laws.

Section 2. The amendment of this article will prohibit the use of any surplus sums for private inurement to any person in the event of a sale or dissolution of the institution.

ARTICLE IX - AMENDMENTS

This constitution may be amended by a two-thirds vote at any annual meeting, provided that a summary of the proposed amendments has been included with the notice of the annual meeting. Amendments shall become effective immediately upon passage. March 12, 1996

Revision March 16, 1999, renamed AMENDMENTS clause as ARTICLE IX and introduced PROVISION OF DISSOLUTION clause as ARTICLE VIII, amendment adopted by vote of the membership at the annual meeting.

Addition March 11, 2008, Article IV, Section 7, BOARD OF DIRECTORS. Addition adopted by a two-thirds vote of the membership at the annual meeting.

Revision March 15, 2016, Article III, Section 2, MEMBERSHIP, revised membership categories from eleven to eight. Addition adopted by a two-thirds vote of the membership at the annual meeting.

Addition March 14, 2023, Article IV, Section 3, BOARD OF DIRECTORS. Addition adopted by a two-thirds vote of the membership at the annual meeting.