

BYLAWS OF THE ISLE AU HAUT HISTORICAL SOCIETY

Adopted September 7, 2011

The Isle au Haut Historical Society, originally incorporated as the Isle au Haut Historical Collections on August 23, 1995, does hereby adopt the following bylaws.

Article I: General Provisions

1. The name of this corporation shall be: Isle au Haut Historical Society.
2. The Society shall be a charitable and educational non-profit corporation.
3. The Society shall have the right to take and hold property by purchase, gift or bequest, and to use and dispose of the same for any of the purposes of its mission.
4. The fiscal year of the Society shall end on June 30, or such date as is determined by the Trustees.

Article II: Purpose

The mission of the Isle au Haut Historical Society is to collect and preserve historical records and relics pertaining to Isle au Haut and adjacent islands of East Penobscot Bay in the State of Maine. Public education about the history of Isle au Haut and its region is part of this mission, as is the encouragement of relevant historical research.

Article III: Membership

1. Membership in the Society is open to anyone who supports its mission and accepts the conditions in the bylaws upon payment of annual dues.
2. The Board of Trustees may establish classes of regular membership and shall determine the amount of dues to be paid annually by the members of each class. These classes and dues may be changed as the Trustees deem advisable.
3. Members who wish to maintain continuity of membership are expected to pay their dues within six months of the annual renewal date.
4. The Trustees may nominate for honorary membership in the Society any persons who are essential to the mission of the Society. Each nomination shall be voted upon by the Trustees, and an affirmative vote of four-fifths of the votes cast shall be necessary to elect a person nominated as an honorary member. An honorary member shall have a vote but shall be exempt from the payment of dues.
5. The Trustees shall establish the benefits and privileges to which each class of membership is entitled, and shall also determine any fees to be paid by non-members for programs and access to resources.
6. Each current member of whatever category shall be entitled to one equal vote on any matter brought before the membership, including the election of Trustees and Officers.
7. At the discretion of the Trustees, telephone attendance and voting at meetings may be allowed. Attendance and voting by proxy shall not be allowed.

Article IV: Meetings

1. The annual meeting of the members shall be held once each year in July or August at Isle au Haut, Maine, for the purpose of the election of Officers and Trustees, the presentation of reports, and the transaction of such other business as may properly come before the meetings.
2. Additional members' meetings may be convened by the Officers or Trustees for the purposes of advancing the work of the Society.
3. Special meetings may be called by the President or by any five members for stated purposes. The subject of any special meeting shall be included in the notice of that meeting to be sent to all members, as stated in Article IV, Section 4. No business shall be transacted at a special meeting which is not specified in the notice for that meeting.
4. Written notice of the day, place and hour of any meeting of the members, including the purpose of any special meeting, shall be posted in the Town center and sent to each member entitled to vote at such meeting not less than ten days prior to the date of the meeting. Attendance at any meeting by a member shall constitute waiver of notice.
5. A quorum for the transaction of business at any meeting of the members shall consist of not less than 5 current members.
6. Decisions at all meetings of the Society shall be made by a majority vote of qualified voters present in person except as otherwise provided in the Bylaws.
7. Electronic mail and U.S. Postal mail shall be acceptable means of sending notices, including notices of meetings.

Article V: Election of Officers and Trustees

1. The President will appoint a Nominating Committee not later than 30 days before the Annual Meeting.
2. Any member of the Society may propose to the Nominating Committee candidates for nomination as officers and trustees.
3. The Committee will propose a slate to be voted on by the membership at the annual meeting.
4. The slate shall be circulated to members with notice of that meeting.
5. Petitions for the inclusion of additional candidates will be accepted prior to 5 days in advance of the meeting.
6. Nominations from the floor at the annual meeting will not be considered.

Article VI: Officers and Trustees

1. The Officers and Trustees of the Society shall serve without financial compensation.
2. The Officers shall consist of a President, Vice President, Secretary and Treasurer and other offices as the Board may approve. (See Article VI, Sec. 4 regarding a Clerk.)
3. The Board of Trustees shall consist of these Officers and no less than 2 or more than 5 members of the Society.

4. A member of the Society who is also a resident of the State of Maine shall be appointed by the Trustees as Clerk. The Clerk shall be the agent of the Society registered with the State of Maine. The Clerk may be but shall not necessarily be a member of the Board of Trustees.
5. Terms of the Officers and Trustees will last for two years.
6. Any vacancy in an unexpired term may be filled by appointment by the President, as approved by the Board of Trustees. The term of such appointee shall expire when the vacant position would have expired.
7. The Board of Trustees shall have the powers and responsibilities associated with management and control of the property and affairs of the Society. They may delegate some of the powers as necessary. They alone may exercise the powers set forth in Article I, Sec. 3 above.
8. The Board of Trustees shall meet at least once annually. Special meetings of the Trustees may be called by the President or by any 3 or more Trustees, provided all members of the Board of Trustees are notified. Half or more of the Board of Trustees shall constitute a quorum for the transaction of business, and action by a majority of those present at the meeting shall be the action of the Board.
9. Written notice of Trustees' meetings shall be sent to all Board members not less than ten days prior to the proposed meeting date, except that attendance at the meeting shall constitute waiver of such notice.

Article VII: Duties of Officers

1. The President shall preside at all meetings of the Society except on an emergency basis and perform such other duties as may pertain to the office. The President shall appoint members of all committees and their chairs. The President shall be considered an ex-officio member of all committees. The President shall report to the members of the Society at their annual and special meetings, and may at any time make such recommendations to the Trustees and, with the concurrence of the Trustees, to the members of the Society as may be advisable.
2. The Vice President shall take the place of the President as necessary, assist the President as needed, and accept further assignments as determined by the Trustees.
3. The Secretary shall keep true and accurate accounts of all meetings of the members and of the Board of Trustees, shall issue notices of all members' meetings, and shall be responsible for occasional correspondence as requested by the Board of Trustees or the President. The Secretary shall also keep membership records.
4. The Treasurer shall be responsible for the custody and care of all money and securities belonging to the Society. The Treasurer shall keep a regular, complete and correct record of all receipts and expenditures, and shall report such record at the annual meeting and upon request at any special meeting. The Treasurer will ensure access to this record by any Trustee upon request. The Treasurer will promptly attend to the payment of all bills owed by the Society. Disbursements in excess of \$500 require the approval of the President or the Board of Trustees. The Treasurer shall serve on any committee related to finance as a voting member. The Treasurer shall also inform the Secretary of dues received for the maintenance of the membership list.

Article VIII: Committees

1. The Board of Trustees exclusively may establish and discharge standing committees and charge them with appropriate powers to carry out the programs and purposes of the Society.
2. The President shall appoint members and chairs of all standing committees, subject to the approval of the Board of Trustees.
3. The President or the Board of Trustees may appoint any necessary ad hoc committees.

Article IX: Prohibited Activities

The Society shall not be operated for profit or propaganda. The Society shall not act for the private benefit of any person or entity apart from the mission of the organization.

Article X: Conflict of Interest

The Society shall not enter into any contract relating to or incidental to the operations conducted by the Society in which any Officer or Trustee may be interested directly or indirectly, unless such interest has been disclosed in writing to the Board and approved by the Trustees.

Article XI: Dissolution

Upon the dissolution of the Society, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Society, dispose of all of the assets of the Society by distributing them to such charitable, educational, religious or scientific organization or organizations as the Board of Trustees shall determine.

Article XII: Amendment of Bylaws

Those bylaws may be amended at any meeting of the members of the Society by an affirmative vote of at least two-thirds of those voting, provided written notice of the proposed amendment shall have been given in the notice for said meeting.