

**Yarmouth Historical Society
By-Laws**



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The Yarmouth Historical Society By-Laws

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goals and objectives.

ARTICLE I - THE ORGANIZATION

Section A - Name

The name of the organization shall be the Yarmouth Historical Society, hereinafter referred to as the "Society." The offices of the Society shall be located in the Town of Yarmouth, Cumberland County, State of Maine. The Society shall be a charitable, non-profit corporation as permitted by Title 13-B of the laws of the State of Maine, and as a tax-exempt organization as permitted by Section 501(c)(3) of the Department of Treasury Internal Revenue Code.

Section B - Purpose

The mission of the Yarmouth Historical Society is to collect and preserve the history of the Town of Yarmouth and the area of old North Yarmouth, and to educate the public about our community's proud past. The focal area of interest of the Society shall be the present Town of Yarmouth, Maine, as well as the geographical area known, in the period 1680 to 1758, as North Yarmouth in the District of Maine in the State of Massachusetts. The area of "Old North Yarmouth" today comprises the seven towns of Cumberland, Freeport, Harpswell, North Yarmouth, Pownal, Yarmouth, and Chebeague Island; the Mere Point area of Brunswick; the Small Point area of Georgetown; and the islands associated with these areas, all located in the southern mid-coast region of the State of Maine.

To achieve this mission the Society shall:

1. Research and collect historical artifacts and information;
2. Maintain, enhance, and safeguard its facilities and collections;
3. Sponsor educational and informational programs, events and activities;
4. Encourage and support the recognition and preservation of local historic areas, sites and structures;
5. Own, maintain and exhibit the Old Ledge School currently situated on Main Street in Yarmouth, Maine, and any such other property that may come into possession of the Society.
6. Cooperate with other community and area organizations and governments that have similar purposes and interests. The cooperation may include participating in common or joint activities, events and projects, sharing resources, and assuming an affirmative role in the initiation and conduct of cooperative efforts for the achievement of mutually compatible

Section C - Prohibited Activities

No part of the net earnings of the Society shall inure to the benefit of any member, director or officer of the Society, or to any private individual (except that reasonable compensation may be paid for services rendered to or for the Society relating to one or more of its purposes), and no member, director or officer of the Society, or any private individual shall be entitled to share in the distribution of any of the Society's assets on dissolution of the Society. Except with regard to local non-partisan community issues, no substantial part of the activities of the Society shall be carrying on propaganda or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene in any political campaign on behalf of any candidate for public office. The Society shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.

ARTICLE II - BOARD OF TRUSTEES

Section A - Representation

The property and affairs of the Society shall be managed and controlled by the Board of Trustees, hereinafter referred to as the "Board." The Board shall consist of at least 11 but not more than 25 members who shall be elected from among the general membership of the Society.

Section B - Qualifications

Qualifications for trusteeship shall include membership in good standing in the Society and willingness to endorse Society purposes, hold office, serve on committees, and participate in Board activities. Trustees shall attend a minimum of 2/3 of the Board meetings a year and shall notify the Society office if unable to attend.

Section C - Responsibilities

The Trustees shall be responsible for the administering, managing, preserving and protecting the property and other assets of the Society. They shall also be responsible for directing, controlling, evaluating, and funding the affairs and activities of the Society. The Trustees may vote to delegate specific authority to officers, staff, committees or members of the Society, but may not delegate their own responsibilities. Each Trustee shall be expected to serve on at least one committee or subcommittee

of the Society.

Section D - Powers

The Trustees shall have power to:

1. Establish and periodically review policy, operational procedures and responsibilities, and rules for the guidance of the officers, staff and committees, and for the management of the business and affairs of the Society.
2. Purchase and sell all assets and property which the Trustees may deem necessary or beneficial to the Society.
3. Incur such indebtedness as the Trustees may deem necessary, and which is not contrary to the laws of the State of Maine.
4. Authorize the issuance of any notes, bonds, or other obligations of the Society and to mortgage its property, subject to approval of the membership.
5. Fix the compensation, if any is deemed advisable, of all employees of the Society.
6. Fill all vacancies which may arise or be in the Board of Trustees, or in any of the offices of the Society.
7. Call a meeting of the members whenever the Trustees deem it necessary, by giving notice thereof as required by these By-Laws.

Section E - Election

Trustees to succeed those whose terms are expiring shall be elected by a majority vote of the Society members present at the Annual Meeting from a slate of candidates presented to them. Proxy vote shall not be accepted. As far as practicable, one-third of the Trustees shall be elected annually. Notwithstanding the foregoing, the trustees at any time may elect a new trustee for an interim term ("Interim Trustees") by a majority vote in accordance with this section. The Interim Trustee's term shall not exceed beyond the next Annual Meeting at which time the Interim Trustee may stand for election as a successor Trustee as provided in this section.

Section F - Term

Elected Trustees shall serve a three-year term commencing with the Annual Meeting at which they are elected and ending with the date of the Annual Meeting three years hence. No Trustee shall be elected to serve more than three consecutive terms. After an interim of one year, a former Trustee shall become re-eligible for election to the Board. However, a member appointed as Trustee to fill a vacant unexpired term of a former Trustee shall be eligible to serve three full consecutive three-year terms following the period of the unexpired term he

or she was appointed to fill. Likewise, an Interim Trustee that is elected as a successor Trustee at the Annual Meeting shall be eligible to serve three full consecutive three-year terms following the expiration of the interim term, as defined in Section E.

Section G - Resignation

A Trustee may resign at any time by notifying the Chair.

Section H - Removal

Any Trustee may be removed from the Board for failing to meet the qualifications for Trusteeship as specified in Section B of this Article. A reasonable notice and opportunity for a hearing shall be provided to said Trustee. Removal shall require an affirmative two-thirds (2/3) vote of the Trustees present at any regular Board meeting or at a special meeting of the Board called for that purpose.

Section I - Vacancies

Vacancies on the Board shall be filled by a majority vote of the Trustees for a term equal to the unexpired balance of the term of the vacated Trustee position, following recommendations of the Governance Committee.

Section J - Compensation

All Trustees of the Society shall serve without financial or in-kind compensation except under extraordinary circumstances or for outstanding recognition, and then only with the unanimous vote of the Board.

Section K - Honorary Trustees

Members, former trustees, and friends of the Society may be eligible to be elected Honorary Trustees by the Board of Trustees by meeting certain qualifications to be determined by the Board. When attending Board meetings, Honorary Trustees may not be counted when determining a quorum and may not vote on issues before the Board. Honorary Trustees will be eligible to become active Board members without jeopardizing their status as an Honorary Trustee.

ARTICLE III - BOARD MEETINGS

Section A - Regular Meetings

The Board of Trustees shall meet regularly at least four (4) times each year at a date, time and place designated by the Chair. The Board may transact any business authorized by these By-Laws at regular meetings whether or not prior notice of such business was given, provided however that proper notice of the meeting itself was given. At the first meeting of

the Trustees immediately following the Annual Meeting of the Society, the Trustees shall elect all officers of the Society as prescribed in Article IV Section C.

Section B - Special Meetings

A special meeting of the Board may be called by the Chair or the Executive Committee. A special meeting must be called by the officers on the written request of any four (4) members of the Board. The purpose of the special meeting shall be stated in the call of the special meeting and no other business may be conducted other than that specified in the call, except by unanimous vote of Board members present at such meetings.

Section C - Notice of Meetings

At the beginning of the year, a schedule of regular Board meetings will be sent to all Trustees. Written notice of the date, time, place, purpose and agenda of any Board meeting shall be sent to each Trustee of the Society no less than three (3) days prior to the date of the meeting. Written or verbal notice of special meetings of the Board of Trustees shall not be given later than three (3) days prior to the date of the special Board meeting.

Section D - Conduct of Meetings

Only Trustees and members in good standing may attend Board meetings. At all Board meetings, a majority of elected Trustees in good standing shall constitute a quorum. The presiding officer shall conduct the meeting following the rules contained in the current edition of the *New Robert's Rules of Order*. No proxies shall be allowed, except as outlined in Article III, Section E. Upon the vote of the Trustees present, the Board may go into executive session to discuss sensitive matters concerning issues that should not be shared with the general membership or employees of the Society. Only members of the Board may attend executive sessions.

Section E - Trustee Action Without A Meeting

Any action or vote required to be taken by the Trustees may be taken without a meeting by two thirds (2/3rds) written and signed consent of all the Trustees. Facsimile, email or other methods of electronic signature shall be satisfactory evidence of consent in such case.

Section F - Participation in Meetings

Any trustee or member of a committee may participate in a board or committee meeting by means of a conference telephone or similar communication equipment, if and when available,

by means of which all persons participating in the meeting can hear each other and such participation in a meeting shall constitute presence in person at such meeting. Votes by Trustees or committee members made by such means and recorded in such a meeting shall be valid.

ARTICLE IV – OFFICERS

Section A - Number

The Society shall have a minimum of four officers: a Chair, Vice Chair, Treasurer, and Secretary, all of whom shall be accountable to the Board of Trustees. In addition, from time to time, as needed, the Society may elect an Assistant Treasurer and/or an Assistant Secretary, whose duties shall be to assist the Treasurer or Secretary, respectively, in the performance of his or her duties as described in Section H and Section I hereafter. The Assistant Treasurer and Assistant Secretary shall be accountable to the Board of Trustees and shall serve for such terms as the Board of Trustees authorizes.

Section B - Qualifications

Society members in good standing may be eligible to be elected to be an officer of the Society by meeting certain qualifications. Provided that the Assistant Treasurer and the Assistant Secretary must be Society members and Trustees, but do not have to have been Trustees for a year in order to hold those offices, [t]hese qualifications include having been a Trustee for at least one year, demonstrated leadership qualities and skill necessary to perform the duties of the office, and willingness to contribute the time necessary to satisfactorily meet the responsibilities of the office.

Section C - Election and Term

All officers of the Society shall be elected by the Trustees from among their own number at the first meeting of the Board following the Annual Meeting. Officers shall serve a term of one year or until their successor is duly elected. No officer may serve more than five consecutive one-year terms in one office.

Section D - Resignation and Removal

An officer may resign at any time by notifying the Chair. An officer may be removed from office for conduct detrimental to the interests of the Society by a two-thirds vote of the Trustees present at any regular meeting or a special meeting of the Board called for that purpose. Any officer proposed for removal shall be notified by mail at least five days prior to the Board meeting and be entitled to appear before the Board of Trustees.

Section E - Vacancies and Succession

In case of a vacancy in any office for any reason whatsoever, the Board of Trustees shall appoint a successor to serve the unexpired term, based on the recommendations of the Governance Committee. In the case of a vacancy in the office of Chair, the Vice Chair shall succeed the Chair.

Section F - Chair

The Chair of the Board shall be the chief operating officer of the Society and subject to the direction of the Board. The Chair shall preside at all meetings of the Board and membership, shall be Chair of the Executive Committee, and shall be an ex-officio non-voting member of all standing committees except those committees in which that role is assumed by a Vice Chair (see below). In the absence of the Chair, the Vice Chair, Secretary, and Treasurer shall preside, in that order. The Chair shall present a report to the Board and membership at the Annual Meeting. In the absence of the Treasurer, the Chair may sign checks drawn upon funds of the Society. The Chair will co-sign with the treasurer all mortgages, deeds, contracts, and agreements of the corporation.

Section G - Vice Chair

In the event the Society elects two vice chairs, they shall be called the First Vice Chair and the Second Vice Chair and shall take over for the presiding Chair in that order of succession. In the absence of the Chair, the First Vice Chair will assume the duties of the Chair and oversee the affairs of the Society. In the event of resignation, death or removal of the Chair, the First Vice Chair shall serve as Chair pro-tem until a new Chair is elected. A Vice Chair shall also be an ex-officio non-voting member of at least one standing committee.

Section H – Treasurer

The Treasurer, subject to the control of the Board of Trustees, shall be responsible for managing and coordinating the conduct of all activities associated with the monetary affairs of the Society, including accounting and budgeting, maintaining capital accounts and investments, supervising income and expenses, and financial reporting to the Board. The Treasurer shall recommend annually to the Board of Trustees a certified public accountant or certified public accountant firm to provide an audit, review or compilation of the annual financial statements as deemed appropriate. The selection of the accountant and level of service shall be ratified by the Board of Trustees. Copies of the audit, review or compilation shall be made available to the membership.

Section I - Secretary

The Secretary of the Society shall be responsible for

keeping a true and accurate account of the proceedings of all public Board meetings, and perform such other duties as the Chair or the Board of Trustees may direct.

ARTICLE V – COMMITTEES

Section A - Executive Committee

The Executive Committee will consist of the Chair, Vice Chair or Chairs, Treasurer, Secretary of the Society, such past Chairs of the Society who continue as members of the Board, and, for 1 year, the Immediate Past Chair, if he/she no longer serves on the Board. The responsibilities of the Executive Committee shall be to transact necessary business of the Society in between regular scheduled meetings of the Board of Trustees. The Committee determines when an issue cannot await the next meeting of the Board and, if necessary, is authorized to act following telephone or other telecommunication consultation among themselves if sufficient time is not available to schedule a meeting of the Executive Committee. The Committee is also responsible for regular personnel assessments.

The Executive Committee will meet as needed. At all meetings of the Executive Committee three (3) voting members in good standing shall constitute a quorum. Voting members of the Executive Committee are the Chair, Vice Chair or Chairs, Treasurer and Secretary of the Society. Past Chairs of the Society who serve on the Executive Committee because of their status as former chairs shall have no vote as members of the Executive Committee. All actions of the Executive Committee shall be presented to the Board of Trustees at the next meeting of the Board for their concurrence or confirmation. Subject to the approval of the Board of Trustees, the above named officers may from time to time appoint other individuals from the Board, or the general membership of the Society to serve with them on the Executive Committee as a specialist or consultant on a pro-tem and/or ad hoc basis. The Executive Committee shall have no power to amend these By-Laws, elect officers or to enter into any transaction or engage in any activity which it knows to be contrary to the wishes of a majority of the Board of Trustees.

Section B – Governance Committee

The Governance Committee is responsible for ensuring the long-term quality and viability of the YHS Board. It does so by enhancing Board membership, by reviewing how the Board functions and how it meets its own objectives and aspirations and those of the organization, and by making

appropriate recommendations to the Board. The Governance Committee seeks to refine and articulate the Board's vision, to find new members who can help put that vision into action, and to encourage the best efforts of all Board members in promoting the mission and activities of the YHS. The Governance Committee shall annually propose a slate of prospective Trustees and Officers to the Board at the last regularly scheduled Board meeting prior to the Annual Meeting. In the event of a mid-term vacancy on the Board, the Governance Committee shall recommend a nominee or nominees to fill the vacated position. The Committee shall consist of at least 5 members from the Board and the general membership.

Section C - Finance Committee

The Finance Committee shall be composed of the Treasurer, Chair, Executive Director, and such other members as may be needed from the Board or the general membership. They shall be responsible for preparing the annual budget for Board approval, and supervising the reporting and administration of the approved budget and all other financial matters.

Section D - Collections Committee

The Collections Committee shall be responsible for supervising the acquisition, de-accession, preservation, care, and management of the collections, in accordance with the collections policy approved by the Board.

Section E - Program Committee

The Program Committee shall be responsible for oversight and evaluation of programs, exhibits, events, and educational activities. The committee works closely with staff to plan and support programs targeted to audiences within Yarmouth and surrounding communities, including but not limited to members, students, educators, historians, families, senior citizens, local organizations, and visitors.

Section F - Development Committee

The Development Committee shall be responsible for recommending and reviewing annual and long term fundraising activities necessary to support the mission of the organization. This may include (but is not limited to) annual fund, membership development, endowment, planned giving, grants, public relations, and capital campaigns. The Development Committee works closely with the staff to implement these activities.

Section G – Facilities Committee

The Facilities Committee endeavors to ensure that the

organization's current and future space meets the organization's physical needs. The Committee establishes priorities and recommends the allocation of resources necessary to protect, preserve and, where appropriate, acquire or dispose of physical assets including buildings, grounds, and other properties.

Section H – Other Committees

In addition to these standing committees, the Board may establish any additional advisory committees that it deems prudent.

ARTICLE VI - SOCIETY MEMBERSHIP

Section A - Qualifications

Any person who is interested in the purposes and programs of the Society may become a member upon payment of an annual membership fee as established by the Board of Trustees. All memberships in the Society shall be for one year terms.

Section B - Membership Benefits

The Trustees may modify any or all of the current benefits as they shall deem appropriate, except that any such modifications shall not become effective until the start of the next membership year. Under terms and conditions specified by the Board of Trustees, the Society may tender honorary and complimentary memberships.

Section C - Lapsed Memberships

Members who owe dues for more than 90 days past the expiration date of their membership terms are no longer considered voting members. Members who owe dues for more than six months will be considered past members.

Section D - Voting

Each membership, regardless of classification or amount of annual dues paid, shall be entitled to one vote on each matter submitted to a vote of the membership.

ARTICLE VII - MEMBERSHIP MEETINGS

Section A - The Annual Meeting

Members of the Society shall be invited annually in writing to meet during the month of October at a place within the "Old North Yarmouth" area. At this meeting, the membership shall elect Trustees, hear annual reports, and transact such business as may lawfully come before the meeting. At the meeting, members shall be invited to discuss Society matters and issues.

Section B - Special Meetings

Special meetings of the Society membership may be called by the Chair, six (6) or more voting Trustees, or twenty-five (25) members of the Society.

Section C - Notice of Meetings

Each member of the Society shall be sent written notice of the date, time, and place of The Annual Meeting no less than ten (10) nor more than fifty (50) days prior to the date of The Annual Meeting. The written notice shall include a description of inclusive events and activities, if any. Notice of Special Meetings of the Society shall be sent no later than seven (7) nor more than fifty (50) days prior to the date of the Special Meeting.

Section D - Conduct of Meetings

The presiding officer shall conduct meetings following the rules contained in the current edition of the *New Robert's Rules of Order*. Decisions made at all meetings of the Society membership shall be by majority vote of the members present. No proxies shall be allowed. Each membership in good standing so recorded on the Society's rolls shall be entitled to one vote regardless of membership category.

Section E - Quorum

At all membership meetings, nine (9) members in good standing shall constitute a quorum.

ARTICLE VIII - PROFESSIONAL STAFF

Section A - Executive Director

The Board of Trustees may hire an Executive Director to serve at its pleasure. The Executive Director shall be the administrative officer of the Society under the direction of the Chair of the Board of Trustees. The Executive Director shall be responsible for the general supervision of the operations of the Society in accordance with its By-Laws and the provisions of the annual budget, direct the work of other employees, and oversee the proper maintenance and protection of all Society property. The Executive Director shall attend all meetings of the Board of Trustees and, when necessary, the Executive Committee. The Executive Director shall submit reports of the operations of the Society to the Trustees at their meetings and to the members of the Society at their annual and special meetings.

Section B - Other Staff Personnel

The Executive Director, with the concurrence of the

Board of Trustees, may employ other staff personnel on a full-time or part-time, paid or volunteer basis to serve in positions approved by the Board of Trustees.

ARTICLE IX - FINANCIAL MANAGEMENT

Section A - Fiscal Year

The Society's fiscal year shall commence July 1, and end the following June 30.

Section B - Accounts

All funds of the Society shall be deposited in financial institutions approved by the Board of Trustees and in compliance with applicable regulations of the United States Department of the Treasury Internal Revenue Code.

Section C - Furtherance

The Society may solicit, borrow, or purchase or otherwise receive funds and other property, real, personal and mixed, and interests therein and to hold, manage, administer, expend, return, and sell, convey or otherwise apply such funds and other property, subject to such conditions and limitations, if any, as may be expressed in these By-Laws or in any instrument evidencing such a gift, transfer, device or bequest.

ARTICLE X – GENERAL

Section A - Notices and Waivers

Whenever notice is required under these By-Laws and such notice is given by mail, the time of giving such notice shall be deemed to be the time when the same shall be deposited in the post office or mail box. Any Trustee, officer, member or member of any committee may in writing, or by his or her personal presence at the meeting, waive any notice required to be given under these By-Laws. As used throughout these By-laws, the word "written" as applied to notices shall include notice given by facsimile and email transmission.

Section B - Nondiscrimination

The Society shall not discriminate on the basis of race, color, national or ethnic origin, creed, sex, religion, age, marital status, physical or mental handicap, or sexual preference.

Section C - Conflicts of Interest

A Trustee shall not vote on matters on which he or she has a conflict of interest. Trustees, volunteers and paid staff of the Society shall refrain from collecting in competition with the primary collecting ambitions and goals of the Society.

Section D - Indemnification

The Society may, at the discretion of the Board of Trustees, have the power to indemnify and, without formal action by Trustees or other persons, shall indemnify any person, whether Trustee, officer, employee, agent or other person acting for or in behalf of the Society, in respect to any and all matters or actions for which indemnification is permitted by the laws of the State of Maine, including without limitation, liability for expenses incurred in any threatened, pending, or completed action, suit or proceeding, whether civil or criminal, administrative or investigative. The Society shall maintain an insurance policy on behalf of any person who is or was a Trustee, officer, employee, agent, or other person against any liability asserted against such person and incurred by such person acting for or on behalf of the Society. Such indemnification shall be made in accordance with the procedures set forth in the Maine Revised Statutes, Annotated Section 714 of Title 13-B. However, a Trustee, officer or member may be liable for acts or defaults that have resulted from his or her own willful misconduct or gross negligence.

Section E - Articles of Incorporation

The membership of the Society shall have the power to amend the Articles of Incorporation in accordance with the Maine statutes in effect at the time of the intention to amend.

Section F - 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 organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code as the Board of Trustees shall determine and not to any private corporation, individual, or organization not so organized. Any of such assets not so disposed of shall be disposed of as directed by the Superior Court of Cumberland County exclusively for such purposes or to such organization or organizations, as said Court shall determine.

Section G - Amendments

These By-Laws may be amended or revised by a two-thirds (2/3) vote of the members present at any regular or special meeting of the membership provided that the proposed amendment(s) or revisions had been previously submitted in writing to the Board of Trustees and that the entire membership shall have been subsequently notified in writing, sent no later than seven days or more than 50 days before the action concerning the proposed amendment(s) or revisions. The full membership shall be notified in writing of the action concerning the amendment or revision. Any two Trustees or other members of the Society may submit a signed proposed amendment(s) or revision to the Board of Trustees for consideration by the membership.

**Incorporated May 20, 1960 with By-Laws
which have been subsequently amended at various times including:**

- April 25, 1968*
- January 19, 1976*
- October 22, 1984*
- September 1986*
- September 28, 1992*
- October 30, 2001*
- October 20, 2002*
- October 27, 2008*
- October 26, 2009*
- October 25, 2010*
- October 24, 2011*
- October 21, 2013*
- October 20, 2014*
- October 16, 2017*
- January 21, 2020*
- October 11, 2022*
- October 8, 2025*

