

## By-Laws of the Denmark Historical Society

### ARTICLE I

#### Name and Location

##### Section 1. Name

The name of this organization shall be known as THE DENMARK HISTORICAL SOCIETY.

##### Section 2. Location

The Society shall have such offices in addition to the principal office set forth in the Articles of Organization as the Board of Directors may from time to time designate.

### ARTICLE II

The Mission of the Denmark Historical Society is to collect, preserve and make available through exhibits, educational programs and publications, historical and genealogical material relating principally to the Town of Denmark and its citizens so that people now and in the future, will have resources to study their heritage.

### ARTICLE III

#### Membership

##### Section 1. Requirements

Membership in the Society shall be by application in such form and pursuant to such procedures as the Board of Directors shall from time to time determine. Membership shall be nondiscriminatory.

##### Section 2. Classes of Membership

There may be various classes of membership in this Society as shall be established from time to time by the Board of Directors.

##### Section 3. Membership Dues

Annual dues for Members may be fixed, determined and from time to time changed by the Board of Directors, which amount may be different for each class of membership.

#### Section 4. Rights and Privileges of Members

The rights and privileges of Members, including the right to vote at any Annual Meeting or Special Meeting of the Members, may be different for each class of Members, such differing rights and privileges being determined and made from time to time by the Board of Directors. Each Member of the class or classes entitled to vote (hereinafter called "Voting Members") shall have one vote.

### ARTICLE IV

#### Meeting of Members

##### Section 1. Annual Meeting

The Annual Meeting of the Members of the Society shall be held in June of every year in such place in Denmark, Maine or in such other place in Maine as the Board of Directors may determine: PROVIDED HOWEVER, that in any given year a different date and time for the Annual Meeting, within three months after the end of the fiscal year of the Society, may be fixed by the Board of Directors. In the event that for any reason the Annual Meeting shall not be held as herein provided, a Special Meeting may be held in lieu thereof, and any action taken at such meeting shall have the same effect as if taken at the Annual Meeting.

##### Section 2. Special Meetings

Special Meetings of Members may be called at any time by the Board President, or upon written application by fifty percent or more of the Voting Members, or by the Secretary. Such call shall state the date, time place and purpose of the meeting. All Special Meetings shall be held in Maine.

##### Section 3. Notice of Annual and Special Meetings

The Secretary shall give notice stating the place, date, time and purpose of each Annual and Special Meeting of the Members at least twelve (12) days before the meeting. Posting of a notice of such meetings stating the place, date, time and purpose of the meeting at the Denmark Public Library, the Denmark

Town Office and the Denmark Post Office at least twelve (12) days before the meeting or inclusion in the prior DHS newsletter to all members if mailed not more than ninety (90) days, but at least twelve (12) days, prior to the meeting shall be construed as providing notice to Members: PROVIDED HOWEVER, notice of the Annual Meeting or a Special Meeting of Members may be made by publication in the Thursday Editions, for two weeks prior to the meeting, in the Bridgton News.

#### Section 4. Quorum

At any meeting of the Members, a majority of the Members present shall constitute a quorum. Members must be personally present to cast a vote and may not be represented by proxy. At any meeting of the members a majority of the Voting Members present thereat, except where a larger vote is required by law, by the Articles of Organization or by these By-Laws shall decide any matter brought before the meeting.

### ARTICLE V

#### Officers & Board of Directors

##### Section 1. Title and Election of Officers

The officers of the Society, in addition to the Board of Directors who are elected by the Voting Members, shall consist of a President, a Vice President, a Treasurer and a Secretary. Officers shall be members of the Board. The outgoing Board of Directors, at least one month before the Annual Meeting, shall appoint a nominating committee whose function it shall be to recommend a slate of proposed Officers to be elected at the Annual Meeting. The proposed Officers must receive a nomination and second from the floor at the Annual meeting. Nominations for Officers may also be made from the floor at the Annual Meeting. Two or more offices may be held by the same person.

##### Section 2. President

The President shall, subject to the direction of the Board of Directors, have general supervision and control of its business. Unless otherwise provided by the Board of Directors, he shall preside when present at all meetings of the Members and at meetings of the Board of Directors.

### Section 3. Vice President

The Vice President shall assume the duties of the President in the event that the President shall be absent or is unable for any reason to assume the duties and the responsibilities assigned to him by the Board of Directors.

### Section 4. Treasurer

The Treasurer shall, subject to the direction of the Board of Directors, have general charge of the financial affairs of the Society. He shall have the power to endorse for deposit or collection all instruments for the payment of money to the Society and to accept drafts on its behalf. He shall cause to be kept accurate books of account of the various affairs of the Society.

### Section 5. Secretary

The Secretary shall keep a record of all meetings of Members and the meetings of the Board of Directors.

In the absence of the Secretary from any meeting of Members or a meeting of the Board of Directors, a temporary Secretary shall be designated by the person presiding at the meeting to perform the duties of the Secretary.

### Section 6. Number of Directors

The Board of Directors may be fixed at not less than three (3) or more than thirteen (13). The specific number of Directors may be voted upon from time to time by the Members at each Annual Meeting and such number shall be in effect until the following Annual Meeting: PROVIDED HOWEVER, the Board of Directors, in the interim, may for sufficient cause increase or decrease the number of Directors, and such revised number shall remain in effect until the Annual Meeting following the action by the Board.

### Section 7. Meetings of the Board of Directors

Regular or Special Meetings of the Board of Directors may be held at such places and times as the Board of Directors may by vote from time to time determine. A regular meeting may be held without call or notice immediately following or at the same place as the Annual Meeting of Members, or a Special Meeting in lieu thereof. Special Meetings may be held at any time and place when called by the President or two or more Directors.

### Section 8. Notice of Meetings

Notice of all regular meetings (except as provided in Section 7 of this Article) and of all Special Meetings of the Board of Directors shall be given to each Director by the Secretary, or in the case of the death, absence, incapacity or refusal of such person, by the Officer or one of the Directors calling the meeting: PROVIDED HOWEVER, the Board may from time to time schedule recurring dates and times for regular meetings, and in such cases no additional notice is required for regular meetings unless such recurring schedule is revised by the Board of Directors. When notice is required pursuant to these By-Laws, such notice may be given to each Director personally, by telephone, by mail if time permits or by e-mail.

#### Section 9. Quorum

One third (1/3) but no less than three (3) of the Directors then in office shall constitute a quorum at any meeting of the Board of Directors. Less than a quorum may adjourn any meeting from time to time without notice.

#### Section 10. Resignations

Any Director or other Officer may resign by delivering his written or verbal resignation to the Society at its principal office or to the President or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective upon its receipt by the Board of Directors.

#### Section 11. Vacancies

Any vacancy on the Board of Directors, whether caused by death, resignation or creation of new positions on the Board of Directors may be filled by existing Directors to serve until the next Annual Meeting of the Members; however, if the remaining Directors do not choose to fill the vacancies, they may exercise the power of the full board until new Directors are elected. The Board of Directors shall have the power to fill any vacancies among the Officers of the Society.

#### Section 12. Removals

The Board of Directors may by a two-third (2/3) vote of the Directors remove from office other directors or any officer, which vacancy to be filled as hereinabove provided.

## ARTICLE VIII

### Fiscal Year

The fiscal year of the Society shall be from July 1<sup>st</sup> to June 30<sup>th</sup> of each year.

## ARTICLE IX

### Miscellaneous Provisions

#### Amendments

These By-Laws may be amended by a majority vote of the Members present and qualified to vote at any Annual or Special meeting. The notice of the Annual or Special Meeting, as provided for hereinabove, shall include notice that amendments to the By-Laws will be proposed at the meeting, and that a copy of the current and proposed By-laws may be obtained from the Secretary, or viewed at the Denmark Public Library during its open hours of operation.

#### Dissolution

In the event of dissolution of the Society, assets of the Society shall be disposed of by distribution to an organization(s) that enjoy exempt status in accordance with the provisions of sections 501(c)(3) of the internal revenue code of 1954. Selection of such a recipient will be decided by those that are able to come together at an annual meeting.

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