

BY-LAWS of the  
Historical Society of Clarendon Vermont, Inc.  
279 Middle Road, PO Box 30  
Clarendon, VT, 05759  
Incorporated November 23, 2016

Article I Name and Organization

- 1) The name of the Society is Historical Society of Clarendon Vermont Inc. The "Inc." will generally only be used for certain required purposes.
- 2) The Society is a Vermont Domestic Non-profit Corporation exempt from Income Taxes under Section 501(c)(3) of the Internal Revenue Code.
- 3) The fiscal year of the Society ends each year on December 31<sup>st</sup>.

Article II Purpose and Mission

- 1) To provide a repository for documents, photographs and other artifacts related to the history of the Town of Clarendon, Vermont and its residents and to ensure these items are appropriately available for study, research or general interest.

Article III Membership and Fees

- 1) Any person or group desiring to support the Society shall, upon payment of appropriate membership fees, become a member.
- 2) The membership year shall be the calendar year.
- 3) The Board of Directors shall determine the categories of membership and fees amounts.

Article IV Meetings

- 1) The Annual Meeting shall be held in May on a date set by the Board of Directors.
- 2) A Special Meeting may be called by the President or by a majority of the Board of Directors to fill Officer or Director vacancies, to amend by-laws, or to conduct business that in the opinion of the Board of Directors merits a vote by the general membership.
- 3) For Annual or Special Meetings, members of record six weeks prior to the meeting will be eligible to vote. Notices of the meeting will go out at least 30 days prior to the meeting. Notices will be emailed to the email address of record held by the Society, or if none, to the physical address of record held by the Society.
- 4) Regular Meetings of the Board of Directors will be held periodically, generally monthly, the date, time, and location to be posted on the Society's website. Any member may attend a Regular meeting but only Board members will vote on matters before them.

#### Article V Officers and Directors

- 1) The Board of Directors consists of Officers and up to seven other Directors.
- 2) Officers and Directors must be members of the Society.
- 3) The Officers of the Society shall be a President, Vice President, Secretary, and Treasurer
- 4) The President shall have executive supervision over the activities of the Society within the scope provided by these by-laws. He/she shall report annually on the activities of the Society, shall preside at all meetings of the Society and appoint members of committees that may be formed.
- 5) The Vice President shall assume the duties of the President in the event of absence, incapacity or resignation of the President.
- 6) The Secretary shall keep the minutes of the meetings of the Society and of the Board of Directors, and maintain a list of annual members. He/she shall also take care of necessary correspondence.
- 7) The Treasurer shall monitor all monies, receipts, and expenditures of the Society and manage Society accounts at financial institutions. He/she, along with the President and Vice President, shall be a signatory on all accounts. He/she shall provide for tax and other regulatory filings, drawing upon relevant expertise as needed, and present financial reports at Board of Director and Annual meetings.
- 8) At the discretion of the Board of Directors, the seven Non-Officer Director positions can be designated to fill specific areas of responsibility as follows: Webmaster, Membership, Archivist, Genealogist, Historian, Collections, Publications, Editor, Cemeteries, Fundraising, Events Coordinator, Public Relations or other specific areas of responsibility as may be needed by the Society. Officers may fill any of these roles in addition to their primary Officer role. Directors may fill more than one such role.
- 9) The Board of Directors shall have the power to oversee all business affairs of the Society and to set policy for the Society.
- 10) The Officers may approve routine operational expenditures in support of the Society.

#### Article VI Elections

- 1) Officers and Directors will have three year staggered terms. The initial election will have three year terms for the President and Vice President, a two year term for the Treasurer, and a one year term for the Secretary. Director positions that are filled will have initial terms with the effect of balancing the aggregate staggering of the Board.
- 2) The President may not be elected to two consecutive terms.
- 3) Elections of Officers and Directors will be held at the Annual Meeting, or as may be deemed necessary by the Board to fill vacancies, at a Special Meeting.
- 4) Nominations of Officers and Directors will be made at the Annual or Special Meeting.
- 5) Officers and Directors will be elected by a simple majority vote.
- 6) Newly elected Officers and Directors will assume their roles at the conclusion of the Annual or Special Meeting at which they were elected.
- 7) Members of record six weeks prior to the meeting are eligible to vote if present at the Annual Meeting or at a Special Meeting. For voting purposes being present can be either in person or

by electronic means in which the person can hear the conversation and participate as appropriate.

- 8) Six members, at least three of which are Officers or Directors, shall constitute a quorum for Annual or Special Meetings. Three Officers or Directors shall constitute a quorum for Regular Meetings.

#### Article VII Amendments to By-Laws

- 1) These by-laws may be amended at any Annual or Special meeting by a two thirds vote of those eligible members present and voting provided notice of the proposed amendment or amendments was provided to eligible members in the call for such meeting, and provided a quorum is present.
- 2) Amendments proposed by members must be submitted in writing.

#### Article VIII Restrictions

- 1) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II of these by-laws.
- 2) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- 3) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### Article IX Compliance and Governance

- 1) The Society shall comply with all local, state and federal laws and regulations.
- 2) The Society shall document and maintain policies to guide ethical and legal operations.

#### Article X Dissolution of Society Comment

- 1) Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

These By-Laws were adopted by a meeting of the members of the Historical Society of Clarendon Vermont Inc. on January 19, 2017.

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Heather Kent, Secretary