

THE BY-LAWS OF THE MARLBOROUGH HISTORICAL SOCIETY

Amended by the Membership at the Society's Annual Meeting on April 22, 2008

ARTICLE I - NAME

Section 1. The name of this Society shall be MARLBOROUGH HISTORICAL SOCIETY, INC.

Section 2. The purpose of this Society shall be to collect, study, preserve, and maintain historical records, relics, and objects relating to the history of Marlborough, its founders and peoples; to promote the interest in, and study of, the history of Marlborough, to preserve items of current events that may have historic interest in the future, and to provide a safe depository for the same; to make collections of historical interest and to ensure the continuous adequate care of such collections and their accessibility to the general public; to interest and unite the people of Marlborough and promote a fuller understanding of its traditions and history.

ARTICLE II - MEMBERSHIP

Section 1. Any person interested in the objectives of the Society is eligible for membership.

Section 2. There shall be a fee for membership, except in the case of honorary memberships.

Section 3. All dues shall be payable in advance of the May meeting. Non-payment of dues by the September meeting shall constitute resignation. Former members may rejoin the Society by paying the current year's dues.

ARTICLE III - BOARD OF DIRECTORS

The Board of Directors shall consist of five elected officers, six trustees, a curator, and an archivist. If the retiring President does not become a member of the Board by election or appointment to another position, he or she shall be a member of the Board with the title, "Immediate Past President." The Immediate Past President shall be a full and equal member of the Board with the right to vote. A President, a Vice-President, a Recording Secretary, a Corresponding Secretary, a Treasurer, and one Trustee shall be elected (as per Article V, Section 4) at the Annual Meeting. No person shall hold more than one office at one time. All officers except Trustees are elected annually for a one-year term for a maximum of three consecutive terms. Partial terms are counted as full terms. The terms of office for the Trustees shall be for three years, so arranged that one Trustee shall be elected at each Annual Meeting. Trustees are not limited in the number of consecutive terms they may serve. Newly-elected officers shall assume their duties at the close of the Annual Meeting.

The new BOARD OF DIRECTORS shall elect a CURATOR and an ARCHIVIST.

ARTICLE IV - DUTIES OF THE BOARD OF DIRECTORS

The PRESIDENT shall preside at all meetings and shall serve as Chairman of the Board of Directors. The President shall be an ex-officio member of all the committees.

The VICE-PRESIDENT shall assist the President and perform the duties of the President if he or she is absent or disabled.

The RECORDING SECRETARY shall keep a written record of all meetings and shall serve as Secretary of the Board of Directors. The Recording Secretary shall preside at any meetings in the absence of the President and Vice-President.

The CORRESPONDING SECRETARY shall conduct the correspondence of the Society and keep the President informed. The Corresponding Secretary shall notify all members of changes in the By-Laws. He or she will promptly write an acknowledgment to each donor on the Accession List furnished by the Curator.

The TREASURER shall be custodian of all funds collected by the Society and shall collect all dues and assessments, receive legacies bequeathed to the Society, and disburse money of the Society as approved by the majority of the Directors. The Treasurer shall keep a correct, detailed account of all money received and expended and give a detailed statement at the regular monthly meeting. The Treasurer shall reimburse Society members for documented expenses incurred in the performance of official duties. The Treasurer shall render a report in writing at the Annual Meeting, this report to be audited by a committee appointed by the Board of Directors. Prior to the September meeting, the Treasurer shall bill all members whose dues remain unpaid, calling attention to Article II, Section 3. The Treasurer shall provide all new members with a copy of the By-Laws.

The CURATOR shall keep records of all accessions and be responsible for the care, arranging, identification, and labeling of the collections. The Curator shall give a detailed report at the Annual Meeting. Each month the Curator will give a list of accessions and donors to the Corresponding Secretary. Regularly, the Curator will report to the membership on accessions.

The ARCHIVIST shall be responsible for the collection, cataloging, care, and repair of books, manuscripts, newspapers, and other historical source material. The Archivist shall be responsible for educational programs and research, shall be responsible for the correct identification of the collections, and shall prepare a written report for the Annual Meeting.

The BOARD OF DIRECTORS shall meet monthly and shall conduct the routine business of the Society and authorize payment of all operational expenses. The Board shall have charge of all property of the Society and shall see that funds are raised to cover the costs of the Society. The Board may exercise its powers through the standing committees and through special committees, which it may appoint at any time.

A quorum for the transaction of business at any meeting of the BOARD OF DIRECTORS shall consist of a majority of the members of the Board, at least two of whom shall be from the five elected officers.

The Board may make appointments to fill offices and positions that become vacant between Annual Meetings.

A member of the Board who has, without excuse, three consecutive absences from the Board Meetings shall be deemed to have resigned from that position.

ARTICLE V - MEETINGS

Section 1. Regular meetings of the Society shall be held at the time and place determined by the Board of Directors.

A quorum for the transaction of business at any regular meeting shall consist of at least fourteen members in good standing, at least four of whom are members of the Board of Directors.

Section 2. The Annual Meeting shall be held immediately following the regular April meeting of the Society. Notice of the time and place of the Annual Meeting shall be communicated by the Corresponding Secretary to the members of the Society at least ten days before the date fixed for the meeting.

Section 3. A quorum for the transaction of business at the Annual Meeting shall consist of at least twenty members in good standing, at least four of whom are members of the Board of Directors.

Section 4. The Recording Secretary shall read the minutes of the last Annual Meeting. The Secretary shall then read the list of candidates presented by the Nominating Committee at the March meeting. The President shall then accept nominations from the floor. If additional candidates are nominated from the floor, voting for all contested offices shall be by secret ballot. The President shall then direct the Secretary to cast one vote for each unopposed candidate. If the slate of officers is unopposed, the President shall direct the Secretary to cast one vote for the slate of officers.

Section 5. Special Meetings

a. Special meetings may be called by the President or Vice-president if the office of President is vacant. The Board of Directors may call a special meeting. The Board shall call a special meeting within thirty days of the receipt of the written request of ten or more members of the Society for such a meeting. Special meetings may act only upon the item or items of business for which the meeting was called.

b. Notice of a special meeting shall made in the local newspaper, in physical mail or e-mail sent to members, on the Historical Society's website, and on the bulletin board at City Hall. The notice shall include the date, time, place, and purpose of the meeting.

c. The quorum for a special meeting shall be the same as that for the Annual Meeting.

ARTICLE VI - COMMITTEES

Section 1. All Committee assignments expire annually. Each new Board of Directors, as soon as practicable, shall appoint chairmen or directors of the following standing committees:

1. Publicity
2. Program
3. Building
4. Museum
5. Scholarship
6. Membership
7. Finance

Section 2. A Nominating Committee consisting of three members shall be elected by the membership at the Annual Meeting.

ARTICLE VII - DUTIES OF THE COMMITTEES

1. The **Publicity Committee** shall prepare and release information to the media on activities of the Society. The Publicity Committee shall publicize activities of the Society on a monthly basis.
2. **Program Committee:** The Program Committee shall plan and prepare programs for the coming year and submit the same to the Board for approval by August. The Program Committee shall arrange for hosts or hostesses for each membership meeting.
3. **Building Committee:** The Building Committee shall be responsible for the regular and capital maintenance of the Peter Rice Homestead and its caretaker's apartment. It shall provide a resident caretaker and shall draw up an agreement, listing the rights and obligations of said caretaker. It is the Committee's responsibility to enforce compliance with the terms of this agreement. In conjunction with qualified experts, this Committee shall prepare plans and schedules for the restoration of the Peter Rice Homestead for submission to the Board of Directors.
4. **Nominating Committee:** It is the duty of this Committee to present a slate of qualified candidates for the various offices at the March meeting. During their terms of office, members of this committee are expected to be constantly evaluating prospective candidates as to their qualification for office.
5. The **Museum Committee** shall plan and execute exhibits in the Museum Room and the Marlborough Room and other areas with approval of the Curator. The Museum Committee shall take down exhibits for storage. The Curator is an ex-officio member of the committee.
6. The **Scholarship Committee** will select an essay on local history submitted by a graduating Marlborough high school resident regardless of the school from which they are graduating. The scholarship is given in memory of Dorothy Medill, Claudia McCarty, and Frank Valianti.
7. **Membership Committee:** The Membership Chairman collects annual dues from current members and receives applications with dues from new members, forwards dues cash or checks to the Treasurer, maintains the master card file of members, maintains an updated membership and address and dues record list for interested Board and committee members, and keeps the Newsletter Editor informed of membership changes.
8. **Finance Committee:** The Finance Committee maintains controls and reporting, including preparing a projected yearly budget and conducting financial planning for the Society.

ARTICLE VIII - AMENDMENTS

These By-Laws may be amended at any regular meeting by a two-thirds vote of those present and voting, provided notice was given at the previous regular meeting, and that written notice of intent to amend is sent to all members at least one week prior to the meeting.

ARTICLE IX - RULES OF ORDER

Robert's Rules of Order shall govern the proceedings of the Society in such cases as are not covered by these By-Laws.

ARTICLE X - DISSOLUTION

This Society shall be dissolved by the consent, in writing, of not less than two-thirds of its members. After payment of all debts and liabilities and the return, wherever possible, of all articles held on loan, the property and assets of the Society shall be turned over to the Trustees of the Marlborough Public Library to safeguard the same or to, in turn, transfer said articles to a group or organization which they deem fit to act as custodians thereof.

ARTICLE XI - NON-SOCIETY FUNCTIONS

The Peter Rice Homestead can be made available for non-Society functions with the review and approval by the Board of Directors.

ARTICLE XII - NULL AND VOID BY-LAWS PROVISIONS

Should any provisions of these By-Laws be declared null and void, only such provisions shall be affected and the rest remain in full force and effect.