

Dorchester County Historical Society, Inc.

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The By-laws of Dorchester County Historical Society, Incorporated, a 501(c)(3) not for profit, non-stock corporation, incorporated under Section 5-201 et seq. of the Corporations and Associations article of the Annotated Code of Maryland, as amended.

ARTICLE I – NAME

The legal name of this Organization shall be: Dorchester County Historical Society, Incorporated, hereafter referred to simply as the ‘Organization.’ The Organization uses Heritage Museum and Gardens of Dorchester as its trade name.

ARTICLE II – VISION, MISSION AND GOALS

Section 1: It is the **Vision** of the Organization to be *the* premier organization for the preservation, research, education and celebration of the history and traditions of Dorchester County, Maryland.

Section 2: The **Mission** of the Organization is to inspire and support research, interpretation, preservation and appreciation of the history, folklore, traditions and heritage of Dorchester County, Maryland and the Chesapeake Bay region.

Section 3: The Goals of the Organization are to:

- a. Encourage the collection, study, and preservation of historical material, artifacts, documents and sites associated with Dorchester County, Maryland;
- b. Gather and disseminate information pertinent to the history and genealogy of Dorchester County families and to provide guidance and support of individual research pursuits into family history;
- c. Educate members, visitors and the public at large with facts and interpretative stories about Dorchester County’s history and heritage, with emphasis on family and work life, by means of lecture, exhibits, photographs, documents and discussions by qualified persons and subject matter experts; and
- d. Work in concert and encourage partnerships with other organizations who share common goals and objectives regarding the preservation of our past and celebration of our heritage.

ARTICLE III – MEMBERSHIP

Section 1: The membership year is January 1st through December 31st. Members joining during the months of September through December will be granted full membership status for the following year.

Section 2: Any person, business or other organization interested in and supportive of the Organization's vision, mission and goals is eligible for membership.

Section 3: Individual membership categories include, but may not be limited to: Student, Individual, Family, and Benefactor with membership dues and benefits set by the Board of Trustees. Previously purchased lifetime memberships will be honored. The Board may waive the membership fee on a case by case basis upon recommendation of the Executive Director, Executive or Membership Committees.

Section 4: Organizational membership categories include Corporate/Business, Non-Profit, Government with membership dues and benefits set by the Board of Trustees.

Section 5: The Board shall establish deadlines for mailing dues notices before the end of the year and that allow for timely response back by members. Failure to pay dues by March 31st shall result in termination of membership benefits until all dues are paid in full.

Section 6: The Organization will hold an Annual Meeting to which members are invited. On this occasion, members will vote to fill vacancies on the Board of Trustees and be apprised of the work of the Organization over the past year, including the fiscal health of the Organization, the receipt of collections, etc.

Section 7: All members are entitled to vote on matters presented at the Annual Meeting. (See article VI)

ARTICLE IV – BOARD OF TRUSTEES

Section 1: The conduct of the affairs of the Organization and the management and supervision of its property and business shall be overseen by a Board of Trustees, each of whom must be a member of the Organization. The Board shall consist of thirteen (13) elected Trustees all of whom shall have voting rights. The Board may elect an outgoing Trustee as an "Honorary Trustee" to recognize outstanding service or support of the Organization. Honorary Trustees may attend and observe Board meetings, but shall not be entitled to vote.

Section 2: Trustees shall be elected annually to bring total number of Trustees to 13; their term of office shall be three years or until their successors have been elected. If necessary, years of term will be assigned to each Trustee to achieve four vacancies at the end of each Board year. Trustees may serve for two full consecutive, three-year terms. Following an absence of one year, a Trustee may again be elected to serve subsequent terms of office on the Board. In addition, the Board may extend a term of office upon recommendation of the Nominating Committee.

Section 3: At the Annual Meeting, the outgoing President will establish the date and time for the first meeting of the Board of Trustees. A calendar of regularly scheduled, bi-monthly meetings shall be established at the Board's first meeting after election. Also during the first meeting of the Board of Trustees, Officers- President, Vice President, Secretary and Treasurer- will be elected by the Board, from the Trustees. Special meetings may be called by the President or by a minimum of four Trustees if the need arises to address a specific issue. In addition, the Trustees may be asked to discuss an issue or concern and/or vote by telephone or e-mail if time is of the essence.

Section 4: Trustees are expected to attend and participate fully in Board business on a regular basis. Two consecutive unexplained absences will be handled as a resignation of that Trustee. In the event of death, resignation or other failure of a Trustee to serve, a successor Trustee shall be elected by the Board of Trustees to serve the remainder of the unexpired term of office. Upon completion of the partial term, regardless of the length of time served, the Trustee may be elected to serve two subsequent three year terms.

Section 5: Meetings of the Board of Trustees are chaired by the President of the Organization. Members may attend and observe Board meetings. The Board may exercise its right to close a meeting or a portion of a meeting to discuss agenda items that are confidential.

Section 6: The Board of Trustees shall establish policies for the following –

- a. Approval of an annual, balanced budget;
- b. Use of the Organization's buildings and grounds;
- c. Development of plans guiding the management and growth of the Organization, to include strategic and long-range planning;
- d. Approval of paid staff positions established by the Executive Committee;
- e. Capital improvements to the Organization's buildings, grounds or collections;
- f. Activities associated with any of the sub-committees of the Board of Trustees (see Article VIII).
- g. Appointing Honorary Trustees.

Section 7: Prior approval by the Board of Trustees (with a 2/3 majority) is required for:

- a. Any committee action which proposes to alter the property of the Organization or which proposes to incur a financial obligation by the Organization which has not been included in the approved operating budget;
- b. Any sale, mortgage or conveyance of real estate owned by the Organization; and
- c. Any expenditure for capital improvements exceeding \$1000.00.

ARTICLE V - OFFICERS OF THE ORGANIZATION

Section 1: The officers of the Organization include the President, the Vice President, the Secretary and the Treasurer. They shall be elected by the Board of Trustees at the first meeting of the Board after the Annual Meeting.

Section 2: The President shall serve two full, one year terms; all other officers shall serve terms of one year or until their successor(s) have been elected. A one-year extension to an officer's term may be recommended by the Board. Vacancies between annual meetings of any office shall be filled by the Board of Trustees. If a one year extension of office is granted, the cycle of said office is altered accordingly.

Section 3: The President shall be the Chief Executive Officer of the Organization, overseeing daily operations, the conduct of the Organization, and the supervision of its property. All business shall be under the direction and control of the President. At all times, the signatures of the President, Vice President, Secretary and Treasurer shall be certified to the bank for check signing purposes. The President's duties include, but may not be limited to:

- a. Acting as the official representative of the Organization;
- b. Presiding over Trustees and Executive Committee meetings;
- c. Appointing the curators of the museums (See Article IX) as well as a Parliamentarian to execute the duties articulated in Article V, Section 8 below.
- d. Establishing standing and special committees of the Board, appointing chairs of said committees, and serving as an ex-officio member of all committees with the exception of the Nominating Committee;
- e. Drafting an annual balanced budget in cooperation with the Treasurer, Executive Director and Fiscal Development Committee of the Board of Trustees;
- f. Appointing an Auditing Committee to review the Organization's finances and records on an annual basis;
- g. Overseeing fundraising and the administration of grant awards;
- h. Supporting the Executive Director in the supervision and oversight of paid and volunteer staff, programs and events throughout the year.

Section 4: The Vice President shall, in the absence of the President, perform all duties pertaining to the office of the President and such other duties as may be delegated by the President.

Section 5: The Treasurer shall be the Chief Financial Officer of the Organization, and chairs or serves on the Fiscal Development Committee. All checks drawn against funds of the Organization shall be signed by the Treasurer or another authorized officer. At all times, four signatories (President, Vice President, Treasurer and Secretary) shall be certified to the bank for check signing purposes. A check for any expenditure \$500.00 or above must be signed by two signatories.

The Treasurer shall be bonded, or covered by insurance, at the Organization's expense, for an amount commensurate with the value of the funds handled.

The Treasurer's duties may additionally include :

- a. Receiving all funds, contributions and dues paid to the Organization and depositing the same in the appropriate bank or investment accounts;
- b. Paying bills incurred by the Organization that have been certified and approved by the President, Executive Director or Committee Chairperson incurring the bill;
- c. Keeping detailed accounts of assets, liabilities, receipts and disbursements of the Organization which shall be open and available for examination or audit at all times, and routinely reporting on these accounts to the Board of Trustees;
- d. Assisting the President and Auditing Committee in annually reviewing the financial accounts and activities of the Organization in order to report to the membership at the Annual Meeting;
- e. Assisting the President and Fiscal Development Committee in drafting an annual balanced budget to be presented to the Board of Trustees for approval.
- f. Presenting a report of Organization finances and activities at the Annual Meeting of the membership.

Section 6: The Secretary shall keep the minutes of the Board of Trustees and the Executive Committee and provide drafts of said minutes for approval and acceptance in advance of subsequent meetings. The Secretary shall see that all notices are duly given in accordance with the provisions of the By-laws or as required by law.

Section 7: The Parliamentarian, appointed by the President, shall be the authority for the conduct of meetings according to standard parliamentary procedure, advising the presiding officer on how to respond to points of order and parliamentary inquiries and serving to interpret for the Organization the Constitution, By-laws and rules of order. The Parliamentarian is not a voting member of the Board of Trustees.

Section 8: The Officers and the immediate Past President, if willing, comprise the Executive Committee of the Organization. The Executive Committee shall meet regularly at the call of the President, not less than four times per year, or upon written request of four (4) members of the Board of Trustees. Three (3) members of the Executive Committee constitute a quorum for the conduct of business. In that case, votes are required to be unanimous for it to carry. Subject to the policies set by the Board of Trustees, the Executive Committee shall assist the President in carrying out his/her duties as enumerated in Article V, Section 3, herein above.

ARTICLE VI – NOMINATIONS AND ELECTIONS

Section 1: The President shall appoint a Chairperson of a Nominating Committee, who then selects an additional two trustees to serve on the committee. The President may not serve on the Nominating Committee.

Section 2: The Chairperson of the Nominating Committee shall submit the names of a full slate of trustee nominees in a timely manner to the Board of Trustees. The Secretary shall then mail the slate to the membership at least two weeks prior to the Annual Meeting.

Section 3: At the Annual Meeting, the Chairperson of the Nominating Committee shall present the proposed slate of nominees to the membership and accept any additional nominations from the floor, provided that the consent of the nominee has been previously secured. The nominees shall be voted upon and elected to the Board of Trustees by a majority of the membership in attendance, assuming a quorum (See Article X). Newly elected Trustees shall assume their duties the following January 1.

ARTICLE VII – EXECUTIVE DIRECTOR

Section 1: The Executive Director provides day-to-day leadership and is responsible for the overall operations of the Organization and museum complex.

Section 2: The Executive Director performs a range of supervisory, management and administrative functions to ensure smooth and efficient operations of a multifaceted, membership-based Organization. The Executive Director is a full-time, salaried employee of the Organization, hired and evaluated by the Organization President and Board of Trustees.

Section 3: The work of the Executive Director is performed under the general supervision of the President. Wide latitude fosters initiative and good judgment.

Section 4: Details of duties and responsibilities, position requirements, salary and benefits are delineated in the Position Description for the Executive Director, maintained in the Organization's Standard Operating Procedure Manual.

ARTICLE VIII – COMMITTEES

Section 1: The President, with approval of the Board of Trustees may establish standing committees, in addition to the Executive Committee, which may include, but are not limited to:

- Buildings and Grounds
- Marketing & Communications
- Fiscal Development
- Programming and Events
- Organizational Development
- Membership and Volunteer
- Nominating
- Ad Hoc, as needed

Section 2: Members of the Board or general membership may serve as Chairpersons for standing committees by appointment by the President. The appointed Chairpersons shall appoint their own committee members. Committees shall consist of at least three (3) members including the Chair.

Section 3: Committees shall meet at the call of the Chairpersons. Committees are charged with the responsibility of coordinating their work with the overall program(s) of the Organization and with the work of other committees. Committee Chairs or their designee will report on committee activities to the President. A written annual report of committee activities shall be submitted by each Committee Chair to the President prior to the Annual Meeting.

Section 4: It is the responsibility of committees to conduct business outside the regular meetings of the Board of Trustees to achieve stated goals and objectives.

Section 5: The Executive Committee may, at any time, establish a special task committee as the need may arise and appoint a Chairperson from the Board or the general membership. Special Committees may be appointed, for example, to plan a specific event or activity or to address a temporary (time-limited) need or concern of the Organization.

ARTICLE IX – CURATORS

Section 1: Working under the guidance, supervision and approval of the President and the Executive Director, the Curators of the Organization shall have the following duties:

- a. Soliciting and accepting appropriate historical artifacts, documents, furnishings, fixtures and other items in keeping with the Organization's vision, mission and goals;
- b. Preparing the appropriate documents necessary to inventory and accession artifacts into DCIIS collections;
- c. Maintaining and preserving these items belonging to or on loan to the Organization, utilizing preferred conservation methods;
- d. Mounting and maintaining exhibits in accordance with the adopted Interpretive Plan;
- e. Supporting special events, openings and exhibits in their areas of responsibility with a view towards educating and entertaining the public about Dorchester County's history and heritage;
- f. Helping to train docents to be able to knowledgeable tour their areas; and assisting in the preparation of self-guided tour materials to enhance the experience of visitors touring the museums.

ARTICLE X – QUORUM/MAJORITY

Section 1: A quorum is required to conduct the business of the Organization. The quorum of any meeting of the Board of Trustees shall consist of a simple majority.

Section 2: Assuming advance notification, a quorum of a meeting of the membership of the Organization shall consist of those members in attendance.

Section 3: Assuming a quorum exists, a majority of the members at a given meeting shall be a simple majority of those present who are eligible to vote, with the following exceptions:

- a. Board decisions as referenced in Article IV, Section 8 of these By-laws, including such actions which alter the property, incur a financial obligation outside of the approved budget, involve changes to the real estate owned by the Organization or involve a capital expenditure as previously defined require a 2/3 majority of the Board of Trustees; and
- b. Assuming a quorum has been met, an amendment of these By-laws requires a 2/3 majority of the general membership present.

ARTICLE XI – FIDUCIARY RESPONSIBILITIES

Section 1: The fiscal year of the Organization shall commence on January 1st and end on December 31st.

Section 2: An auditor (or an internal team of appropriately qualified persons) may be appointed by the President to examine the finances of the Organization and to verify the treasurer's accounts and financial statements are correct.

ARTICLE XII – AMENDMENTS

Section 1: Any amendment to these By laws may be proposed by the Executive Committee or by a majority of the Board of Trustees or any five members of the Organization.

Section 2: Amendments are voted upon at the Annual Meeting provided the proposed amendment(s) is/are mailed to each active member at least two weeks before such Annual Meeting. A two-thirds written vote of approval is required for adoption of an amendment.

ARTICLE XIII – ADVISORY BOARD

The Board of Trustees may establish any Advisory Board, as deemed necessary, to counsel and advise.

ARTICLE XIV - PARLIAMENTARY AUTHORITY

Robert's Rules of Order, revised, shall be the parliamentary authority governing all meetings of the Organization.

ARTICLE XV – DISSOLUTION

In the event of dissolution of the Organization, the assets thereof (other than that held under any trust created by the grantor or donor), after all debts and liabilities shall have been fully paid, shall be distributed and devoted to such charity or educational purpose as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code and as the Board of Trustees, then in office, shall, at that time, determine and designate.

ARTICLE XVI – NON-DISCRIMINATION

The Organization shall be non-partisan, non-sectarian and shall refrain from engaging in any political activities. All sites and activities associated with the Organization shall be openly available, under reasonable terms and conditions, to all people without discrimination as to race, creed, color, age, gender, religion, sexual orientation or disability.

As revised and approved by the general membership of the Dorchester County Historical Society, Inc. at the Annual Meeting- June 6, 2019.

Adopted June 6, 2019
Revised August 20, 2019