

Bylaws

Article I - Name

The name of the organization is the Gloucester Heritage Society (hereafter organization shall be referred to as GHS).

Article II - Mission Statement

The mission of the GHS is: to identify, to acquire, to hold, to arrange, to restore, to maintain, to open to the public with suitable regulations; and to preserve for posterity, buildings and, places, tracts of land and objects of historical, educational, architectural, cultural and other similar interests of outstanding aesthetic value within the Town of Gloucester and State of Rhode Island.

Article III - Membership

Membership shall occur January 1st of each year.

Article IV - Officers

The officers shall consist of a President, Vice President, Treasurer, Recording Secretary and Corresponding Secretary.

The officers shall be elected by the membership at the meeting held in October of that year for a two-year term to commence at the January meeting.

An officer may be removed from office for good cause shown by two-thirds affirmative vote of the membership in attendance and voting at a meeting called for that purpose. Good cause for removal may be considered for, but not limited to, absence from three consecutive meetings of the executive committee.

Article V – Duties of Officers

The President shall prepare agendas for and preside at meetings and shall be ex officio member of all committees except the Nominating Committee; shall have the authority to call for special meetings; shall have authority to appoint heads of committees; shall file and safely keep records, official documents and such communication as may be of importance to preserve; shall be a signatory of all financial records and shall perform such other duties as pertain to the office

The Vice President shall preside at meetings in the absence of the President; and shall perform other such duties that pertain to the office.

The Treasurer shall have the care and custody of all funds and securities and shall keep an accurate account of the same in the name of the Gloucester Heritage Society; shall keep accurate records of all financial transactions; shall disburse monies owed in a timely fashion; shall deposit all monies in the name of the Gloucester Heritage Society in such institutions as the membership directs; shall give a full financial report at all regular meetings; and shall deliver to the incoming Treasurer all official documents as well as financial and audit reports.

The Recording Secretary shall keep a true record of meetings and shall deliver all records, reports, papers to the incoming Recording Secretary.

The Corresponding Secretary shall conduct the correspondence of the GHS; shall notify Executive Committee members of upcoming meetings; shall notify members of upcoming general meetings; and shall notify members whose dues are in arrears.

Article VI - Indemnification of Officers

Any person who at any time shall have served as an officer of the GHS, whether or not in office at the time (or the personal representative(s) of any such person), shall be indemnified by the organization against and for any and all claims and liabilities to which he/she may be or become subject by reason of service, and against and for any and all expenses necessarily incurred in conjunction with the defense or reasonable settlement of any legal or administrative

proceedings which he/she is made party by reason of such service, provided that in the event of a settlement the indemnification herein shall apply only when the majority of the membership approves such settlement and reimbursement as being for the best interests of the organization. The indemnification shall not apply to matters as to which an officer shall be finally adjudged to be liable for misconduct in the performance of his/her official duties of any legal or administrative proceedings.

Article VII - Meetings

General membership meetings shall be held on the third Monday each month from January thru October.

The January meeting each year shall include the following agenda:

1. Treasurer's summation of the previous year's budget activity.
2. President's summation of the previous year's events.
3. Bi-annual swearing in ceremony of elected officers

Five members, including two officers, shall constitute a quorum.

Roberts Rules of Order Newly Revised shall govern conduct of meetings.

Article VIII – Committees

The Committees of the GHS shall be:

Executive Committee

Archives Committee

Building Committee

Membership Committee

Ways and Means Committee

Nominating Committee

Historic Cemetery Committee

The President shall serve as the chairperson of the Executive Committee and shall appoint chairpersons of other committees and may form committees as need arise.

Article IX - Duties of Committees

The Executive Committee shall be composed of the elected officers and committee chairpersons. It shall have general oversight of GHS activities and finances; fill vacancies; assess membership dues. Meetings may be called by the President /or at the request of 2 other members of the Executive Committee upon two days written notice of the time, place and purpose of the meeting.

The Archives Committee shall be responsible for the acquisition, restoration, care, cataloging, and displaying of all artifacts owned by or on loan to GHS; shall be responsible for investing and recording data of historical significance to the Town of Gloucester.

The Building Committee shall be responsible for the recommending to the President whatever improvements, repairs, and general maintenance of GHS's buildings and grounds are needed.

The Membership Committee shall be responsible for keeping an accurate list of members and for the collection of dues and the forwarding of them to the Treasurer; and shall be responsible for the recruitment of new members.

The Ways and Means Committee shall be responsible for recommending methods of acquiring funds for GHS's operations, projects, and programs.

The Nominating Committee shall consist of three members not holding office at the time, and shall be appointed by the Executive Committee at the August meeting prior to the bi-annual elections in October by preparing for presentation to the membership a slate of officers.

The Historic Cemetery Committee shall be responsible for keeping an accurate record of historic cemeteries in Gloucester; arranging for the cleanup and maintenance of said cemeteries; arranging for the placement of the correct military marker on veteran graves; placement of American flags on appropriate days of remembrance. The chairperson shall solicit volunteers and funding to achieve these goals.

Article X - Amendments

Proposed amendments to the By-laws may be presented in writing and discussed at any duly scheduled meeting of the general membership and/or Executive Committee. To be effective, the proposed amendment/amendments shall be voted upon and adopted by two-thirds affirmative vote of the general membership in attendance at a meeting called for that purpose.

Article XI- Dissolution

The Gloucester Heritage Society may be dissolved by a two-thirds vote of the attendees of the meeting.

In the event that the vote of the dissolution is approved, a completed form called "Articles of Dissolution for a Non-Profit Corporation" must be filed with the Office of the Secretary of State of Rhode Island, along with the applicable fee. Legal and proper notification of the proposed dissolution shall be publicized in the appropriate media. Those who donated or loaned any buildings and/or other real and/or personal property, tracts of land, monies, other funds or assts of any kind, objects of historical, educational, architectural, cultural, or other similar interest of any value whatsoever, records, archives, intangibles and the like shall be contacted, if possible and practical to determine their desires for distribution thereof. Following distribution to satisfy the above desires, if possible and practical all residues of the above items shall be donated to the Public Libraries within the Town of Gloucester. If they should refuse to accept, said property and items shall be donated to the Town of Gloucester to be used to promote the history and culture of that Town.