

# The Waltham Historical Society, Inc.

Waltham, Massachusetts

## CONSTITUTION AND BY-LAWS

MAY 11, 2021

190 MOODY STREET

WALTHAM, MASSACHUSETTS 02453

*[www.walthamhistoricalsociety.org](http://www.walthamhistoricalsociety.org)*

# The Waltham Historical Society Inc.

Waltham, Massachusetts

ORGANIZED 1913

## CONSTITUTION AND BY-LAWS

AT MAY 11, 2021

### ARTICLE 1. NAME

The name of this corporation shall be The Waltham Historical Society, Incorporated.

### ARTICLE 2. PURPOSE

The purpose of this society shall be to educate, stimulate and aid research in the local and general history of Waltham, by collecting and preserving such manuscripts, documents, mementos and relics as relate thereto; by collecting and preparing genealogies of Waltham families; by preparing or causing to be prepared from time to time, papers and records relative to those subjects which are or may be of general interest; by aiding in the preservation of buildings, monuments and other objects of historic interest, and by such other means as shall be deemed fitting.

### ARTICLE 3. MEMBERSHIP AND FEES

Any person who, at the time of the first meeting of this corporation after its charter is received, is a member in full and regular standing of this association known as The Waltham Historical Society, Inc., may become a member of the corporation by signing the membership roll, and shall be designated a "Charter Member."

Any person interested in the purposes of this Society may become a member eligible for reduced fees for events and publications of the Society by completing an application, choosing a membership level and paying the corresponding membership fee for the current year as determined by the Board, due and payable annually."

#### **Individual Membership**

An individual membership is one to which a person pays dues annually and is entitled to one vote at any regular meeting of the Society and one copy of any notice.

#### **Family Membership**

A family membership is one to which people living at the same address pay dues annually and are entitled to one vote at any regular meeting of the Society and one copy of any notice.

#### **Business Membership**

A Business Membership is one to which a Business is recognized by the Society and shall include all the voting privileges of individual membership and benefits extended to include a designated representative.

#### **Life Membership**

A Life Membership shall include all the privileges of an individual membership and beginning the second year as a Life Member, the Life Member shall be exempt from all future dues. It may also be conferred by a vote of the Board.

#### ARTICLE 4. OFFICERS

The officers of this Society shall be a President, a Vice President, a Recording Secretary, a Corresponding Secretary, and a Treasurer, and not fewer than ten nor greater than twenty Directors who, with the above-named Officers, shall constitute the Board of Directors.

The officers, and Directors shall be elected biannually beginning with the annual meeting of the odd numbered year.

#### ARTICLE 5. DUTIES OF OFFICERS

The Board of Directors shall have general management of the affairs of the Society, subject to the votes and orders of the Society.

The following officers shall have, in addition to those powers and duties commonly associated with the respective offices, the following powers and duties and shall constitute an Executive Board:

*The President* shall preside at all meetings of the Society and shall be Chairman of the Board of Directors.

*The Vice President* If the office of President should become vacant, or the President is unable to perform the duties of President the Vice President shall have all the powers and duties of the President until a successor has been duly elected to fill the vacancy.

*The Recording Secretary* shall be the Clerk of the Corporation and keep a record of all meetings, shall have custody of all records of the Society and must be a resident of Massachusetts.

*The Corresponding Secretary* shall give notices of meetings required by these By-Laws and shall answer communications addressed to the Society.

*The Treasurer* shall have custody of all funds of the Society and may, subject to the authority of the Board of Directors and the provisions of these By-Laws, draw upon the funds of the Society for the payment of any legal obligations of the Society, and may invest and reinvest its funds.

#### ARTICLE 6. MEETINGS

The annual meeting of the Society shall be held on **the second Tuesday of May** in each year, or on such other date as the Board of Directors may determine. Regular meetings of the Society shall be held on such day in the months of March, May, September, and November as the Board of Directors shall determine. Special meetings may be called at any time by order of the Board of Directors and shall be called on the written request of seven members. Notices of each meeting shall be given by mail **or email** to each member at least five days before the day of the meeting.

Meetings of the Board of Directors shall be held at such time as the Board shall determine.

At the annual meeting of the Society, reports of the President and other officers shall be presented, and such other business may be transacted as may be specified in the call of the meeting, or as may be authorized by these By-Laws.

The Treasurer shall submit a written report at the annual meeting of the Society, showing the financial condition of the Society.

#### ARTICLE 7. COMMITTEES

The President shall, with the approval of the Board of Directors, appoint committees of three or more members each, on Membership, Programs and Publications, and may appoint such other standing or special committees as the Board of Directors shall deem necessary.

The Board of Directors shall propose to the annual meeting of the Society, the names of three members of the Society, for election to the Nominating Committee.

#### ARTICLE 8. WITHDRAWALS

Any member may withdraw from membership by giving notice in writing to the Recording Secretary of his or her desire to do so.

If a member fails to pay his or her dues for a period of two years, he or she may be dropped from membership after tendered notice in writing, sent to him or her by the Board of Directors.

#### ARTICLE 9. QUORUM

Eleven members shall constitute a quorum for the transaction of business at the annual or at any regular or special meeting of the Society, but if twenty percent of the membership is present, they shall constitute a quorum, though fewer than eleven.

#### ARTICLE 10: ELECTION VOTING

All ballots cast on any motion must be cast in person, BY mail, EMAIL or electronically at a virtual meeting. A motion to delay a vote may be made to provide sufficient notice to all stakeholders of the intended vote. In such event proof of written notice of delivery to all members at least two weeks in advance of the vote must be shown.

#### ARTICLE 11. DISSOLUTION

In the event of the dissolution of the Society, all of its assets and property, after the payment of all indebtedness, shall be transferred to a non-profit corporation or society, which, in the determination of the Board of Directors, has aims and purposes substantially similar to those of this Society.

#### ARTICLE 12. AMENDMENTS

These By-Laws may be amended, altered or repealed at any regular meeting of the Society, by the affirmative vote of two-thirds of the members present and voting, provided notice of the intended amendment, alteration or repeal be given in the notice calling the meeting.