

# OLD TOWN MUSEUM

## BY-LAWS

July 9, 2012

### ARTICLE 1. Name

The name of this corporation shall be Old Town Museum.

### ARTICLE 2. Purposes

The purposes of this corporation shall be:

1. To create interest in the heritage of Old Town and surrounding communities;
2. To conduct research and help preserve the cultural and historical environment of the City and surrounding areas, and to display artifacts and memorabilia to that end;
3. To encourage preservation and protection of all objects, papers, books, and records pertaining to the history of the cultural, religious, education, social, agricultural, and industrial life of the City and surrounding areas, and to provide for the preservation of such material and its accessibility to those who may wish to examine and study it;
4. To disseminate information through newspapers, radios, television, lectures and/or discussion and to cooperate with schools, library and other educational groups in the planning of activities related to the history and culture of our community;
5. To accept, purchase, lease or otherwise acquire, hold, own, use, manage, operate, enjoy, improve, and develop property, both tangible and intangible personal property and real property, and to sell, convey, mortgage, lease or otherwise dispose of the same in furtherance of the above stated purposes of the corporation; provided that the corporation is not organized for profit, and no profit or property of the corporation shall inure to the benefit of any person, partnership, or corporation except in the furtherance of the above stated purposes of the corporation, and that property shall be used and disposed of only for the purposes for which the corporation was organized;
6. To do all things necessary, suitable and proper for the accomplishment of any of the foregoing purposes; and to do any and all legal acts and things necessary, pertaining, convenient or incidental to the foregoing purposes or part thereof, including the acceptance of adequate and sufficient by-laws regulating the general activities of the corporation;
7. And to cooperate with other museums and the State Archives and State Museum for the above listed purposes.

### ARTICLE 3. Membership

1. The membership in the Old Town Museum shall be open to all persons, firms or corporations who are interested in promoting the purposes of this corporation and who shall pay the annual membership fee. Membership shall entitle one person, firm or corporation to one vote.
2. In addition to regular members, there shall be other members having a special interest in the purposes of this corporation who shall be designated life members. Life members shall have the same voting rights as all other members.

### ARTICLE 4. Dues

Membership dues shall be Thirty Dollars (\$30.00) per year for individual memberships, Forty-five Dollars (\$45.00) per year for family membership, Fifteen Dollars (\$15.00) per year for senior citizens, senior citizens are defined as individuals who are 62 years of age or older, One Hundred fifty Dollars (\$150.00) per year for service groups and businesses, and Three Hundred seventy five Dollars, (\$375.00) for life membership. Membership dues will be payable on January 1st of each year, in advance.

The Board of Directors may by a two-thirds (2/3) vote of all Directors, change the dues without amending these By-laws.

### ARTICLE 5. Meetings

1. Annual meetings. There shall be held on the second Monday in February of each year an annual meeting of all the members of this corporation. This meeting shall be held at the Old Town Museum or such other place as shall be designated by the President.
2. Special meetings. Special meetings shall be held at the call of the President or three Directors, and notice of such meeting shall be posted in a local newspaper at least seven (7) days in advance of such meeting.
3. Directors meeting. Meetings of the Board of Directors shall be held annually and at such other times as shall be called by the President or by three members of the Board of Directors.

### ARTICLE 6. Officers

1. The officers of this corporation shall be a Board of Directors of fifteen (15) members. The Board of Directors shall be elected by a simple majority of those present and voting at the annual meeting.

2. The Board of Directors shall thereafter elect from their membership, a President, Vice President, Treasurer, Secretary, and the three (3) Executive Directors from the total membership of the corporation.

#### ARTICLE 7. Terms of Office

1. The term of all officers and directors shall commence on the second Monday of February in each year. All directors shall hold office for three (3) years or until an election to fill their office. The officers shall hold office for one (1) year. The President, Vice-President shall not serve for more than two (2) consecutive terms.
2. If any officer, director or committee member is not present at three (3) consecutive regular or special meetings, he/she shall relinquish his/her position and it shall be filled by action of members present and voting at the meeting following the declaration of vacancy.
3. Unexpired terms. Should the position of corporation President become vacant, the Vice-President shall become President. Should any other elected position of the corporation become vacant, the corporation shall, by the procedure outlined Article 6, Section 1, elect a person to fill that office for the remainder of the term.

#### ARTICLE 8. Duties of the Board of Directors

The Board of Directors shall establish the policy and be responsible for carrying out the purposes of this corporation.

#### ARTICLE 9. Duties of Officers

1. President. The duties of the President shall be to conduct all meetings of the Board, call such special meetings as may be required or requested, appoint such sub-committees as shall be deemed desirable to enhance the fulfillment of the responsibilities of the Board, and to perform such other duties as directed by the Board.
2. Vice-President. The duties of the Vice-President shall be to perform the duties of the President in his/her absence and such other duties as directed by the Board of Directors.
3. Secretary. The duties of the Secretary shall be to accurately record all actions of the Board of Directors and such other information necessary to accurately reflect the deliberations and concerns of the Board of Directors, keep all records of the Board of Directors, maintain correspondence, and such other duties as are directed by the Board of Directors.

4. Treasurer. The duties of the Treasurer shall be to inform the Board of Directors at each meeting of the status of corporate accounts. The Treasurer shall be subject to the direction of the Board of Directors, account for, and invest all corporate funds. Treasurer shall also disburse all funds in conformity with the budget approved by the Board of Directors, or as otherwise ordered by the Board of Directors.
5. Executive Directorship. The duties of the Executive Directorship shall be to preside over meeting of the Executive Committee and to appoint chairpersons of standing committees. They shall also be responsible for the hiring and supervision of the Operations Manager. The amount of compensation paid to the Operations Manager must be approved by the Board of Directors.

#### ARTICLE 10. Committees

1. Executive Committee There shall be an Executive Committee. This committee shall consist of the three (3) members of the Executive Directorship, the President, Vice President, Secretary and Treasurer of the corporation, and the Chairpersons of the following standing committees: Ways and means, Exhibits, Program, Acquisitions, Operations, Volunteers, Publicity, and such other Committee Chairpersons as the Board of Directors shall from time to time designate. The Chairpersons of all committees shall be appointed by the members of the Executive Directorship.
2. Duties of the Executive Committee The duties of the Executive Committee Shall be to prepare an operating budget on February first of each year for presentation to the Board of Directors (said budget when passed by the Board of Directors, shall not be exceeded or changed without the approval of the Board of Directors), and to be responsible for the physical operation of the museum.
3. Standing Committees Such committees as deemed necessary to the function of the corporation shall be established by the President and a majority of the Board of Directors. The members of the Executive Directorship may attend all committee meetings as ex-officio members. Standing committees include: (1) Exhibits: The duties shall be to solicit and supervise the preparation and mounting of exhibits; (2) Programs: To coordinate and oversee such special programs as the committee shall approve; (3) Acquisitions: Shall be responsible for approving and accepting all gifts and loans to the museum. Purchased must be acted upon by the Directors as a whole; (4) Ways and Means: Shall take such actions as approved by the Board of Directors to augment the revenues; (5) Operations: Arrange for and oversee normal routine interior and exterior maintenance of the Museum Buildings and Grounds; (6) Volunteers: Shall be responsible for keeping the museum adequately staffed and coordinating the work of volunteers; and (7) Publicity Committee.
4. Nominating Committee The President shall appoint a Nominating Committee of three members, one of whom shall be from the Board of Directors, one from the Executive Committee, and one from the membership. The Nominating Committee shall present a slate

of directors to the membership at the annual meeting. Additional nominations may be accepted from the floor.

5. Special Committees. The President shall appoint such special committees as he/she shall deem appropriate or as he/she shall be directed by the Board of Directors.

#### ARTICLE 11. Parliamentary Authority

1. Quorum and Majority Vote A quorum shall be present for all action of the Board of Directors and shall be defined as eight regular members. In all cases except as otherwise reserved in the By-laws action shall be taken by a simple majority vote.
2. Other Parliamentary Authority Robert's Rules of Order, Revised, shall govern this corporation in all cases to which they are applicable and in which they are not inconsistent with these By-laws, or Maine State Statutes, Revised.

#### ARTICLE 12. Endowment Fund

1. The Old Town Museum shall establish a separate Endowment Fund Account to receive funds that have been specifically designated for this Fund. These funds shall be invested in secure investments that will maximize the annual income from the account. Only this income will be used for Museum purposes with the principal remaining intact. Any income generated in excess of current needs will be reinvested in the Endowment Fund.
2. The Endowment Fund will be administered by a three-person committee consisting of the Museum Board Treasurer and two other Board Members elected by the Board. The Treasurer shall not serve as Chair of this Committee.
3. All Memorial Donations will be separately identified within the Endowment Fund and all other gifts, bequests, or other contributions to the Endowment Fund in excess of \$250 will be separately identified. All other gifts to the Endowment Fund will be classified as "General Contributions. Anyone making a contribution in excess of \$50,000 may indicate a preference for the use of the income from their donation but the use may not be outside of the normal activities of the Old Town Museum.

#### ARTICLE 13.

Honorary Director – The Board of Directors may designate any person who has served a minimum of three terms on the Museum Board of Directors and who is no longer member of the Board as an “Honorary Director”. Honorary Directors shall be invited to attend Board Meetings and receive Board Meeting Minutes but shall not be eligible to vote in Board Meetings. Honorary Members may serve on any Standing or Special Committee unless membership on the committee is restricted by other portions of these bylaws. Individuals designated as Honorary Directors may continue to serve in this capacity so long as they wish to continue their affiliation

with the Museum Board.

ARTICLE 14. Amendments

These By-laws may be amended at any regular or special meeting of the corporation by a two-thirds vote of those present and voting, providing the proposed amendment has been read at a previous meeting.

End of Bylaws as amended 07/09/12.