

OLD TOWN MUSEUM BY-LAWS

February 23, 2020

ARTICLE 1. Name: The name of this organization shall be Old Town Museum.

ARTICLE 2. Purposes: The purposes of this organization 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, internet, 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, 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 organization within the guidelines of our not-for-profit status;
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 organization;
7. And to cooperate with other museums and the State Archives and State Museum for the above listed purposes.

ARTICLE 3. Membership

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 organization and who shall pay the designated fee. Membership shall entitle one person, firm or corporation to one vote.

ARTICLE 4. Dues

Membership dues shall be thirty dollars (\$30.00) per year for individual memberships, fifty dollars (\$50.00) per year for family membership, twenty dollars (\$20.00) per year for senior citizens, senior citizens are defined as individuals who are 62 years of age or older, one hundred seventy five dollars (\$175.00) per year for service groups and businesses, and four hundred

dollars, (\$400.00) 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 during the month of February of each year an annual meeting of all the members of this organization. This meeting shall be held at the Old Town Museum or such other place as shall be designated by the President. This meeting shall be posted in local newspaper(s) and on our internet sites at least seven (7) days in advance.

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 organization shall be a Board of Directors of thirteen (13) 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, from the total membership of the organization.

ARTICLE 7. Terms of Office

1. The term of all officers and directors shall commence at the annual election of officers, normally held at the first board meeting after the Annual Meeting and shall continue until their successor is elected. All directors shall hold office for three (3) years. 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, his/her appointment will be reviewed by the Board of Directors.

3. Unexpired terms. Should the position of organization President become vacant, the Vice-President shall become President. Should any other elected position of the organization become vacant, the organization shall, at the Board meeting following the declaration of vacancy, elect a person by a simple majority vote 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 organization.

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, including any compensation paid any employee.

ARTICLE 10. Committees

1. Executive Committee. There shall be an Executive Committee. This committee shall consist of the President, Vice President, Secretary and Treasurer of the organization, and Chairpersons of committees based on the relevance of their committee to the business to be addressed. 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.

2. Standing Committees. Such committees as deemed necessary to the function of the organization shall be established by the President and a majority of the Board of Directors. Standing committees and their duties include: (1) Exhibits: Solicit and supervise the preparation and mounting of exhibits; (2) Programs: Coordinate and oversee such special programs as the committee shall approve; (3) Ways and Means: Take such actions as approved by the Board of Directors to augment the revenues; (4) Operations: Arrange for and oversee normal routine interior and exterior maintenance of the Museum Buildings and Grounds; (5) Volunteers: Be responsible for keeping the museum adequately staffed and coordinating the work of volunteers and any Operations Manager; (6) Publicity: Disseminate information on events and activities as informed by committee chairs through newspapers, posters, and coordination with the Social Media Chair of the events to be posted on-line; (7) Archives and Collections: Manage and maintain the museum's collection and oversee the approving and accepting of all gifts and loans to the museum and any disposal thereof. Purchases must be acted upon by the Directors as a whole; (8) Social Media: Administer the content on Facebook and the museum's web page, updating them at the direction of the Board or other Committees.

3. 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 for the appointment to the Board 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 seven (7) 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 organization 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.

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.

2. 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 Directors 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 Old with the Museum Board.

ARTICLE 14. Amendments

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