

**BY-LAWS OF  
WATERBURY HISTORICAL SOCIETY, INC.**

**MISSION STATEMENT**

The Waterbury Historical Society, Inc., otherwise referred to as Waterbury Historical Society or Society, collects, researches, documents, preserves, and exhibits artifacts related to the history of Waterbury, Vermont to help people gain a deeper appreciation, education, and inspiration through connections with our past.

**ARTICLE I**

**MEMBERS**

**SECTION 1. DESIGNATION OF MEMBERS AND ESTABLISHMENT OF DUES**

Any person who pays the annual membership dues as set by the Board of Directors, and approved by the membership, shall be a member of the Waterbury Historical Society, Inc. for that period for which such dues have been paid. No person shall be a voting member until such member shall have paid dues. Each voting member shall be entitled to one vote on matters coming before the members at annual and special meetings conducted during the period for which the member's dues have been paid. The Board of Directors may grant honorary membership upon a majority vote of the Board.

**SECTION 2. REGULAR MEETINGS OF MEMBERS**

Regular meetings of the Waterbury Historical Society, Inc. shall be held in January, April, July, and October, or as close thereto as possible, of each year at such time and place as determined by the Board of Directors. The meeting in October shall be the annual meeting.

**SECTION 3. SPECIAL MEETINGS**

Special meetings of members may be called at any time by the Board of Directors. Also, when requested by five members of the Society in writing, the Board of Directors shall call special meetings. Special meetings shall be held at the time and place as determined by the Board of Directors.

**SECTION 4. NOTICE OF MEETINGS**

Not less than ten (10) days before the date fixed for a meeting of members, written notice stating the time, place, and purposes of such meeting shall be given by or at the direction of the Secretary. The notice shall be given by mail and/or electronically addressed to the members at their respective addresses as they appear on the records of the Waterbury Historical Society, Inc. Notices for programs and meetings of the membership shall be given to all persons who were members in good standing for the previous calendar year.

**SECTION 5. QUORUM**

The members present at any meeting of the membership shall constitute a quorum, except as may otherwise be provided by law. At each meeting of the members, all questions and business shall

be determined by a majority vote of those present, or by paper or electronic ballot if not able to meet in person, except as in these Bylaws otherwise expressly provided.

## **ARTICLE II**

### **BOARD OF DIRECTORS**

#### **SECTION 1. NUMBER AND TERMS OF OFFICE**

The Board of Directors shall consist of seven (7) members elected under Article III and shall include four (4) officers and three (3) at-large directors. Officers serve two-year terms and at-large directors serve three-year terms. Officers and at-large directors may be elected to succeed themselves.

#### **SECTION 2. QUALIFICATIONS OF DIRECTORS**

All persons who are members in good standing of the Waterbury Historical Society, Inc. are eligible for election to the Board of Directors.

#### **SECTION 3. AUTHORITY AND DUTIES**

The Board of Directors shall supervise the business, property, affairs, and finances of the Waterbury Historical Society, Inc, and shall review and propose amendments to the by-laws, Articles of Association and policies of the same. Only the elected members of the board shall have voting privileges in Board decisions.

#### **SECTION 4. REMOVAL OF DIRECTOR**

The term of office of any Director who is absent from three (3) consecutive meetings of the Board without just cause as determined by the Board, may be terminated by majority vote of the Board.

#### **SECTION 5. VACANCIES**

A vacancy in the Board of Directors, however created, shall be filled until the next annual meeting by vote of the remaining Directors at the next meeting of the Board after the vacancy occurs. At the annual meeting a member shall be elected to serve the unfinished term.

#### **SECTION 6. MEETINGS**

Meetings of the Board shall be held at such intervals, on such dates and at such times and places as the Board shall determine from time to time.

#### **SECTION 7. ACTION WITHOUT A MEETING**

Any decision, which may be made at a meeting of the Board of Directors, may also be made without a meeting if the written records of the Waterbury Historical Society, Inc. show indication of action of all Directors, which were in favor and which were not in favor of the decision.

## **ARTICLE III**

### **ELECTION OF DIRECTORS**

**SECTION 1. OFFICERS.** At the annual meeting, the Waterbury Historical Society, Inc. shall elect from its membership officers whose terms are expiring at the end of the calendar year. Officers' two-year terms are staggered such that president and treasurer are elected in the same year, and vice-president and secretary are elected the following year. At the discretion of the Board of Directors, one or more assistant secretaries, one or more assistant treasurers, and such other positions as the Board may from time to time deem necessary, may be appointed as a non-voting member by majority vote of the Board.

**SECTION 2. AT LARGE DIRECTORS.** There shall be three (3) at large directors elected to staggered three year terms. At each annual meeting of the members of Waterbury Historical Society, one (1) of the three at-large directors shall be elected.

**SECTION 3. TERMS OF OFFICE**

Terms of office shall coincide with the calendar year. Each board member shall hold office from January 1 immediately following their election until December 31 of the final year of their term. The Board of Directors may appoint someone to fill any vacancy until the meeting which next follows the occurrence of the vacancy.

**SECTION 4. DUTIES OF PRESIDENT AND VICE-PRESIDENT**

The president shall preside at all meetings of the members. With approval of the Board of Directors, the president may sign for and on behalf of the Waterbury Historical Society, Inc. all contracts, financial obligations and other written instruments, which pertain to the Society's proper business and affairs. In the absence of the president, the vice-president shall assume the duties of the President.

**SECTION 5. DUTIES OF SECRETARY**

The secretary shall keep the minutes of the quarterly meetings of the members and meetings of the Board of Directors, and keep any records as may be required by the Board of Directors. The secretary shall give notices of annual and special meetings of the members and shall have such other authority and perform such other duties as may be requested by the Board of Directors from time to time.

**SECTION 6. DUTIES OF TREASURER**

The treasurer shall receive and be in charge of all dues, money, bills, notes, and similar property belonging to the Waterbury Historical Society, Inc. and shall make proper disbursements thereof in the course of the business of the Waterbury Historical Society, Inc. The treasurer shall keep or cause to be kept under proper supervision, accurate and complete financial records, and accounts pertaining to the business and financial affairs of the Waterbury Historical Society, Inc. and shall hold the same open for inspection and examination by the members. The treasurer shall have such other authority and perform such other duties as the Board of Directors may authorize and direct from time to time.

The Board may require the treasurer and any other officer or Board member with powers and duties which are substantially the same as those of the treasurer, to provide at the expense of the Waterbury Historical Society, Inc., a fidelity bond in such amount as it determines.

The treasurer shall be responsible for maintaining current membership records and making them available upon request.

**SECTION 7. COMPENSATION OF OFFICERS**

Officers of the Waterbury Historical Society, Inc. shall serve without compensation for their services as such, but with reimbursement to them of reasonable expenses they incur in the discharge of their duties.

**ARTICLE IV**

**FISCAL YEAR**

The fiscal year of the Waterbury Historical Society, Inc. shall be the calendar year, which ends on December 31 of each year.

**ARTICLE V**

**COMMITTEES AND APPOINTMENTS**

**SECTION 1. STANDING AND AD HOC COMMITTEES**

The Waterbury Historical Society, Inc. shall have the following standing committees: Program, Nominating, and Outreach Education. The Board of Directors may create ad hoc committees and appointed positions they determine are necessary for conducting the business and affairs of the Waterbury Historical Society, Inc., or as an aid to the performance of the duties of the Board. Each committee and appointed position shall be responsible for documenting their actions and results in the service of the Society's affairs. Members of each standing committee, with the exception of the Nominating Committee shall select a chairperson for a two-year term in advance of the annual meeting, and announce this chairperson to the membership at the annual meeting. Committee chairpersons may serve up to two (2) consecutive terms. Any chairperson who has served two consecutive terms shall step down for a minimum of one term before being eligible to be selected for the position again. Members of ad hoc committees shall select a chairperson to serve for the duration of that committee's charge.

**SECTION 2. PROGRAM COMMITTEE**

There shall be a Program Committee consisting of at least three (3) Society members appointed by the Board. The Program Committee shall be responsible for planning and promoting the program portion of the quarterly meetings of the Society. Committee participants may be recruited by the committee at any time. At such time that committee participation drops below three members, the Nominating Committee shall be responsible for recruiting additional participants in order to fulfill the minimum number required.

**SECTION 3. NOMINATING COMMITTEE**

There shall be a Nominating Committee appointed each year consisting of one (1) at-large member of the Board, whose position is not on the ballot, serving as chairperson and two (2) other Society members. Members of the Nominating Committee shall not be candidates for election. The Nominating Committee shall be responsible for assembling the annual ballot. The chair of the Nominating Committee will present the ballot at least 30 days in advance of the annual meeting by the standard means of communication in use by the Society at the given time.

#### **SECTION 4: OUTREACH EDUCATION COMMITTEE**

There shall be an Outreach Education Committee consisting of at least three (3) members appointed by the Board. The Outreach Education Committee will conduct outreach to the community to increase awareness of and participation in the Waterbury Historical Society, Inc. Committee Participants may be recruited by the committee at any time. At such time that committee participation drops below three members, the Nominating Committee shall be responsible for recruiting additional participants in order to fulfill the minimum number required.

#### **SECTION 5. COLLECTIONS ACQUISITION COMMITTEE**

There shall be a Collections Acquisition Committee consisting of at least three society members appointed by the Board. The committee will bear, in part, the role of “Archivist” as defined in the *Collection Policy and Guidelines*, and be responsible for both accession and deaccession of collection materials according to the criteria set forth in the aforementioned guidelines. Committee participants may be recruited by the committee at any time. At such time that the committee participation drops below three members, the Nominating Committee shall be responsible for recruiting additional participants in order to fulfill the minimum number required.

#### **SECTION 6. APPOINTMENT OF STAFFING**

The Board of Directors may appoint one (1) or more staff members, including office manager and cataloguer, to be responsible for the general care of the collection. The staff shall report to the Board of Directors. The duties include: the collecting, organizing, and preserving of items given to and in the care of the Waterbury Historical Society, Inc. in accordance with relevant policies; responding to inquiries for information that the Waterbury Historical Society, Inc. may have, and other duties as may be appropriate.

#### **SECTION 7. APPOINTMENT OF CURATOR**

The Board of Directors may appoint one (1) or more curators to be responsible for creation and maintenance of exhibits in the History Center and other locations as appropriate.

#### **SECTION 8. APPOINTMENT OF NEWSLETTER EDITOR**

The Board of Directors may appoint a Newsletter Editor to be responsible for the preparation and distribution of a regular newsletter to the membership.

### **ARTICLE VI**

### **AMENDMENTS**

The Board of Directors shall present any amendments or new Bylaws at a meeting of the members held for that purpose, or by paper or electronic ballot, . Amendments or new Bylaws may be passed by the affirmative vote of a majority of the voting members who are present at a meeting, or in the event where circumstances do not allow for an in-person meeting, by paper or electronic ballot, provided that notice of the general nature and subject matter of such Amendments or new Bylaws shall have been given in the notice of said meeting.

## **ARTICLE VII**

### **DISSOLUTION**

The Waterbury Historical Society, Inc. may be dissolved only at a special meeting called for such purpose, and in the manner prescribed by the relevant state laws, by vote of three-fourths of the members present. Upon any such dissolution of the Society, the Board of Directors shall without delay pay or make provision for the payment of all the liabilities of the Society. Per the memorandum of understanding signed with the Town of Waterbury on May 2, 2016, all remaining historical material, property and funds belong to the Town.

*Adopted April 24, 2013*

*Amended April 27, 2016*

*Amended April 24, 2019*

*Amended October 28, 2020*

*Amended November 18, 2023*