

# **BYLAWS OF THE LAUREL HISTORICAL SOCIETY, INCORPORATED**

(As Amended January 15, 1998, May 2000, May 2003,  
May 2006 and June 2009, September, 2013; June, 2014)

## **MISSION**

The mission of the Laurel Historical Society, Incorporated, is to encourage the understanding and preservation of the history and cultural heritage of Laurel.

## **ARTICLE ONE**

### **NAME AND PRINCIPAL OFFICE**

The name of the organization shall be The Laurel Historical Society, Incorporated, hereinafter "The Society." The principal office of The Society shall be located within the corporate limits of the City of Laurel, Maryland.

## **ARTICLE TWO**

### **PURPOSES**

- A. The purposes of The Society shall be as follows:
- B. To operate and promote The Laurel Museum and provide programs and exhibits to educate students, organizations, and citizens in the history of Laurel, Maryland and the surrounding area.
- C. To preserve, research, and document the history of Laurel, Maryland.
- D. To encourage and assist in the preservation of historic structures.
- E. To document and celebrate the evolving cultural heritage of Laurel, Maryland.

## **ARTICLE THREE**

### **MEMBERSHIP**

#### **SECTION 1. MEMBERS**

The Society may have as members the following classifications: individuals, families, organizations, firms, corporations, or other entities interested in the preservation of the history and cultural heritage of the City of Laurel, regardless of place of residence, race, creed, or national origin. The classification of all memberships and whether each such classification shall be voting or non-voting shall be determined by the Board of Directors.

#### **SECTION 2. ANNUAL DUES**

The annual dues shall be set by the Board of Directors and may be different for each classification of membership and is a requirement for voting membership.

## **ARTICLE FOUR**

### **OFFICERS AND DUTIES**

#### **SECTION 1. OFFICERS**

The officers of The Society shall be President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer.

#### **SECTION 2. DUTIES OF OFFICERS**

- A. **President.** The President shall be the chief executive officer of The Society and, subject to the control and direction of the Board of Directors, shall:
1. Have general supervision of the affairs of The Society including the appointment of committees not specifically assigned to the Chairman of the Board in article 7 Section 3. The president may appoint the chairpersons of such committees or direct that they be elected by the committee.

2. Preside at all general meetings of The Society.
3. Prepare a full and true annual statement of the affairs of The Society in collaboration with the Executive Director, which shall be submitted by the President at the annual meeting of The Society.
4. Perform all other duties required by the laws of the State of Maryland and such other duties as may be prescribed in these By-Laws or, as may from time to time, be assigned to the President by the Board of Directors.

**B. Vice President.** The Vice President shall:

1. Act or perform the duties of the President in the absence of or inability of the President to carry out his or her duties.
2. Assume the office of the President in the event the President dies, resigns or for any other reason is unable to fulfill the term of the office. Should the Vice President decline the office of President, the Executive Committee of the Board of Directors may appoint a member of the Board, or a member of the Society to fill the vacant office according to Section 3 of this article.
3. Perform such other duties as assigned by the President or the Directors.

**Recording Secretary.** The Recording Secretary shall:

1. Record and maintain the minutes of all meetings and official proceedings of The Society, but in the absence of the Secretary, the President may designate some other person to record the proceedings in place of the Recording Secretary.
2. Be the custodian of the corporate seal and shall affix the same to all instruments when appropriate.
3. Perform such other duties as assigned by the President or the Directors.

**D. Corresponding Secretary.** The Corresponding Secretary shall:

1. Prepare all official Society correspondence.
2. Perform such other duties as assigned by the President or the Directors.

**E. Treasurer.** The Treasurer shall:

1. Oversee the receipt and deposit of Society funds in the name of The Society in such federally insured bank or banks or other depositories as may be selected by the Directors.
2. Be responsible for confirming that payment has been made for all of The Society's legitimate debts in a timely fashion.

3. Oversee all accounts and financial records of The Society.
4. Oversee the filing of all required financial reports, tax forms and regulatory forms of a financial nature.
5. Furnish a report on the financial status of The Society quarterly, or more frequently if requested by the Board, and an annual statement of activities and a statement of financial position for the previous fiscal year at the annual meeting.
6. Serve on the Finance Committee.
7. Coordinate with the Executive Director as the latter develops a yearly budget for review and approval by the finance committee prior to submission to the Board for approval.
8. Perform such other duties as assigned by the President or the Directors.

### **SECTION 3: VACANCIES**

Vacancies among the Officers may be filled by appointment by the Board of Directors. If an officer is appointed to fill a vacancy which occurs in the first year of a term the appointee will serve until the next annual meeting. At that time the post will be filled by election to a special one year term. A vacancy occurring in the second year of a term will be filled for the balance of the term.

## **ARTICLE FIVE**

### **BOARD OF DIRECTORS**

#### **SECTION 1. GENERAL POWERS**

The business and affairs of The Society shall be controlled and administered by its Board of Directors, hereinafter referred to as “the Directors.” The Directors shall have overall responsibility for the implementation of the mission of The Society including, but not limited to, oversight of the Laurel Museum, the financial health and stability of The Society, management of any property acquired by The Society, and oversight of the museum collections.

#### **SECTION 2. NUMBER**

The number of Directors for The Society shall be no fewer than ten (10) or more than twenty-five (25). The actual number of Directors will be set by the membership at the annual meeting. Each Director shall be entitled to one vote when voting on any matter as a Director unless stated differently below.

#### **SECTION 3. COMPOSITION OF THE BOARD OF DIRECTORS**

The Board of Directors shall consist of:

- A. the five officers of The Society;

- B. the immediate Past President of The Society;
- C. the Mayor of the City of Laurel, who will serve as an ex-officio, non-voting member;
- D. founding co-director, Elizabeth Compton, for as long as she consents to serve.
- E. additional members elected from the community, as determined by the membership of the Society at the annual meeting.
- F. The Board of Directors of the Society may appoint a member of the Society “Director Emeritus”. This is an honorary position and shall not be included in the number of directors, or have voting privileges, or be counted in determining a quorum.
- G. the following limits apply to multiple members of any family:
  - 1. No more than two members of any family may serve simultaneously.
  - 2. Spouses and siblings may not serve simultaneously.

#### **SECTION 4. QUALIFICATION AND ELECTION**

- A. Any individual member in good standing with The Society shall qualify for election as a Director.
- B. All Directors shall be elected by the voting members of The Society at the May meeting and shall serve for a term of two (2) years.
- C. Society officers and some of the additional Directors shall be elected in even-numbered years. Other Directors shall be elected in odd-numbered years. If a non-officer Director, initially elected in an odd year, is subsequently elected as an officer, he or she shall retain his or her odd year orientation by continuing on the Board for one year following his or her term as an officer. The purpose of this provision is to provide continuity by having no more than about one-half of the directors beginning a term in any given year.
- D. The term of office shall commence July 1 of the year in which the election has taken place and terminate on June 30 two years thereafter.
- E. Directors shall not be compensated for their services as Directors. The Directors shall be entitled to reimbursement by The Society for reasonable and necessary expenses incurred in the execution of their duties and responsibilities. No member of the Board of Directors shall deal or contract with The Society in any manner, either personally or through any business entity in which any Director is an employee, director, or owner, either of record or beneficially. Nor shall any director or business entity with which any Director has such relationship enter into a subcontract with a contractor of The Society as vendor, purchaser, or otherwise. Nothing contained herein, however, shall prevent a Director or any business entity in which a Director is an employee, director, or owner, either of record or beneficially, from making grants of funds or services to The Society.

## **SECTION 5. VACANCIES**

Vacancies among the Directors may be filled by appointment by the Executive Committee of the Board. If a director is appointed to fill a vacancy which occurs in the first year of a term the appointee will serve until the next annual meeting. At that time the post will be filled by election to a special one year term. A vacancy occurring in the second year of a term will be filled for the balance of the term.

## **SECTION 6. REMOVAL**

A. Any Director may be removed from office with cause by a two-thirds vote of the Board of Directors present at a duly constituted meeting with a quorum present. Non-participation may be considered to be sufficient cause.

B. The call of the meeting at which a motion for removal from office of a Director is to be made shall clearly state that such a motion will be introduced, and the Director against whom such action is proposed shall be notified in writing that such a motion will be introduced.

## **SECTION 7. CHAIRPERSON OF THE BOARD OF DIRECTORS**

A. . The Board of Directors shall elect a Chairperson whose duties shall be to:

1. Preside over all meetings of the Board of Directors;
2. Promote The Society's goals and objectives and serve as a community spokesperson;
3. The Chairperson may serve as chair of the Development Committee and direct fund-raising activities.

B. The election of the Chairperson shall be the first item of business for each newly elected Board of Directors.

## **SECTION 8. MEETINGS OF THE BOARD OF DIRECTORS**

A. Frequency:

1. The Board of Directors shall hold regular meetings at least quarterly on the fourth Thursday of April, July, October, and January. On years when the October Board meeting coincides with Main Street Trick or Treat, which is held on the Thursday before Halloween, the date of the Board meeting will be adjusted to be the fourth Wednesday in October. All meetings shall be open to the membership of The Society and the public.
2. The Board may hold special meetings from time to time, called by the Chairperson of the Board or by the President of The Society.

B. Executive Session: The Board of Directors may meet in executive session for the

consideration of personnel matters, the acquisition of property, and consideration of potential or pending litigation or legal matters.

C. Notice

1. Notice of regular quarterly meetings of the Board of Directors shall be sent to all Board members and posted on the Society's website.
2. Notice of special meetings of the Board of Directors shall be sent to all Board members and posted on the Society's website at least (5) days prior thereto.
3. Notice of meetings to be held in Executive Session shall be sent to all members of the Board of Directors at least five (5) days prior thereto.

D. Quorum:

One greater than one-half the total number of members of the Board of Directors shall constitute a quorum for the purpose of conducting business.

## **ARTICLE SIX**

### **EXECUTIVE DIRECTOR**

The Executive Director shall be responsible for the day-to-day operation of The Laurel Museum and the other programs of the Society. The Executive Director will report to the president and be responsible to the Board. The Executive Director shall serve at the will of the Board of Directors and in accordance with a job description provided by the Executive Committee of the Board of Directors.

## **ARTICLE SEVEN**

### **COMMITTEES**

#### **SECTION 1. THE EXECUTIVE COMMITTEE**

- A.** The Executive Committee shall consist of the Chairperson of the Board, the President, the Vice President, the Corresponding Secretary, Recording Secretary, and the Treasurer of The Society and three (3) additional directors to be appointed by the Chairperson of the Board of Directors. Only one member of any family may serve on the Executive Committee at any time.
- B.** The Executive Committee shall exercise the powers and duties of the Board of Directors in the interval between regular meetings. The Executive Committee shall have all powers and duties of the Board of Directors in all of its activities and shall report to the Board at all regular meetings. Meetings of the Executive Committee may be held at any

reasonable time and place as determined by the Chairperson of the Executive Committee, said Chairperson to be selected by the Executive Committee no later than the next meeting after its election.

## **SECTION 2: STANDING COMMITTEES**

### **Membership Qualifications:**

Each Chairperson of a standing committee of the Board of Directors shall be a voting member of the Board; however, membership on the committees shall not be limited to the Board of Directors.

### **A. FINANCE COMMITTEE**

The Finance Committee, appointed by the Chairman of the Board, shall:

1. Monitor all financial aspects of the Society's affairs and report the substance of its meetings and any recommendations directly to the Board of Directors.
2. Recommend a yearly budget for approval by the Board of Directors.
3. Oversee any audit, review or compilation
  - a. Recommend an independent accountant when required.
  - b. Establish the scope of the audit, review or compilation.
  - c. Review the audit, review or compilation.
4. Oversee insurance acquisition and needs;
5. Oversee maintenance of non-profit/tax exempt status with Federal and State government agencies.

### **B. DEVELOPMENT COMMITTEE**

The Development Committee, appointed by the Chairman of the Board, shall develop and execute all phases of fund-raising from private sources.

### **C. INVESTMENT COMMITTEE**

The Investment Committee, appointed by the Chairman of the Board, shall execute all phases of the investment interests of the Society

## **D. MEMBERSHIP COMMITTEE**

The Membership Committee shall:

1. Recruit and maintain membership.
2. Serve as liaison with Society members.

## **E. NOMINATING COMMITTEE**

The Nominating Committee, appointed by the Chairman of the Board, shall:

1. Recruit potential board members and officers.
2. Prepare a slate of officers and Board candidates to present to the Board of Directors at the Board meeting immediately prior to the annual meeting.
3. Nominate the slate of officers and Board candidates to the membership for a vote at the annual meeting.
4. Oversee the mentoring of new board members, with the active assistance of the Board.

## **SECTION 3: COMMITTEE APPOINTMENTS BY CHAIRMAN**

The Chairperson of the Board of Directors shall appoint members to the Nominating, Finance, Development, Investment and Executive committees. In addition, the Chair shall appoint committees to address staffing matters as needed. The Chairperson of the Board may appoint the chairpersons of such committees or direct that they be elected by the committee.

# **ARTICLE EIGHT**

## **MEETINGS**

### **SECTION 1. ANNUAL MEETING**

- A. The annual meeting of The Society shall be held at a suitable location within the City of Laurel in the month of May each year. All meetings shall be open to the entire membership and to the public, but only voting members may vote on matters at issue. Notice of the annual meeting shall be mailed to all members at least thirty (30) calendar days prior thereto. Persons who have been members for a period of thirty (30) calendar days prior to the annual meeting shall be entitled to vote either in person or by proxy at the meeting.
- B. A minimum of ten (10) voting members in good standing must be present to conduct business at the annual meeting.

## **SECTION 2. MINUTES**

Minutes of all general membership meetings, all meetings of the Board of Directors, and all meetings of the Executive Committee shall be kept and shall be open to inspection by the public at reasonable times. Copies may be obtained at reasonable reproduction costs to be determined by the Board of Directors.

## **SECTION 3. RULES OF ORDER**

The rules of parliamentary procedure set forth in “Robert’s Rules of Order, Newly Revised,” shall govern all proceedings of The Society, except as otherwise provided in these Bylaws.

# **ARTICLE NINE**

## **FISCAL POLICY AND CONTRACTS**

### **SECTION 1. INCOME AND DONATIONS**

1. All monies received shall be given to either the Executive Director or the Treasurer.
2. The Executive Director shall furnish donation information to the Corresponding Secretary, and the Corresponding Secretary shall send acknowledgements to donors. Membership dues are not considered donations for acknowledgement purposes. However, Life memberships shall be acknowledged.
3. The management of sales income and the donation box shall be the responsibility of the Executive Director.

### **SECTION 2. SIGNATURES**

1. Withdrawals from The Society’s bank or other depository accounts may not be made without authorized electronic account access or signature.
2. The following positions are authorized to have electronic access or sign on bank or other depository accounts: the President, the Treasurer and the Executive Director.
3. None of the above individuals shall sign checks to themselves or their immediate family members.

### **SECTION 3. ACCOUNTS**

The accounts shall be maintained in accordance with generally accepted accounting principles. Investments from the investment account shall be limited to those investments authorized by Maryland law governing investments by fiduciaries.

## **SECTION 4. BORROWING**

The Society may borrow money only upon the affirmative vote of a majority of the Directors and the issuance of a Corporate Resolution. The signatures of the President and the Treasurer shall be necessary on any note or other document of indebtedness.

## **SECTION 5. CONTRACTS & EXPENDITURES**

A. Contracts may be signed on the Society's behalf by the President of The Society or by The Chairman of the Board. The Executive Director may contract on behalf of The Society to the extent that the purpose and funds being contracted for are specifically included in the approved operating budget.

B. No officer, Director, member, or employee shall expend or contract to expend any money or incur any liability, unless the Treasurer, or his or her designee, or such other person who is designated by the President shall first certify that funds for the designated purpose are available and the expenditure is authorized by the Board.

## **SECTION 6. ANNUAL AUDIT OR REVIEW**

An annual review shall be conducted at a minimum of every three years and every time that there is a change in the position of Treasurer. In the intervening years, a compilation will be prepared annually within ninety days of the end of the fiscal year. This will be done by a review committee appointed by the Chairman of the Board on which the Treasurer will not serve. In the event that the Chairman of the Board and the Treasurer are the same person, the membership of this committee must be approved by the Executive Committee. It shall be done in accordance with generally accepted standards. The report shall be addressed to the Board of Directors and will be available for inspection by the membership.

## **SECTION 7. FISCAL YEAR**

The fiscal year of The Society shall end on the last day of March each year.

# **ARTICLE TEN**

## **AMENDMENT OF BYLAWS**

These Bylaws may be amended in whole or in part by a two-thirds majority vote of all of the voting members present and those represented by written proxy at a general meeting of The Society, at which a minimum of ten members are represented (including proxies). Notice of the proposed amendments and their availability for review at the LHS website shall be sent in writing and /or e-mailed to the membership thirty (30) days prior to the vote thereon, and shall be accompanied by a proxy form. A two-thirds favorable majority vote by the Board of Directors shall precede the presentation of the proposed amendments to the membership.

## **ARTICLE ELEVEN**

### **IMPLEMENTATION OF AMENDED BYLAWS**

Revisions of the Bylaws go into effect on the first day of the month following their approval by the membership.

## **ARTICLE TWELVE**

### **AMENDMENT OF THE ARTICLES OF INCORPORATION**

The Articles of Incorporation of The Society may be amended by a vote of a two-thirds majority of all voting members in person or by proxy at a meeting called for this purpose provided the proposed amendment has been presented to the Board and has been approved by a majority of the Directors prior to the presentation to the membership.

Approved by membership June 13, 2014