

The Waltham Historical Society Inc.

Waltham, Massachusetts

CONSTITUTION AND BY-LAWS

AT MAY 2007

190 MOODY STREET

WALTHAM, MASSACHUSETTS 02453

www.walthamhistoricalsociety.org

The Waltham Historical Society Inc.

Waltham, Massachusetts

ORGANIZED 1913

CONSTITUTION AND BY-LAWS

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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 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, 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 of the Society by signing an application and paying a membership fee of twenty-five dollars, which shall include his or her dues for the current year.

Every member shall pay annual dues of twenty-five dollars per year, payable on or before September 1.

Life membership shall be available for those wishing to contribute one hundred fifty dollars to the Society. A Life Member shall be exempt from the payment of any and all dues.

Honorary Life Membership. An individual membership is one to which a person may be elected by the Society, upon recommendation of the Board of Directors, by a two-thirds vote of the members present at any regular meeting of the Society. Such membership shall include all of the privileges of membership and shall be exempt from all dues.

ARTICLE 4. OFFICERS

The officers of this Society shall be a President, a Vice President, a Recording Secretary, a Corresponding Secretary, a Curator and an Assistant Curator, a Treasurer and an Assistant Treasurer, and not less than ten nor more than twenty Directors who, with the above named Officers, shall constitute the Board of Directors.

The officers, Directors and a nominating committee of three, shall be elected biannually beginning with the annual meeting of the odd numbered year. The Nominating Committee shall be appointed by the Board of Directors prior to the annual meeting, at which elections of officers will be held.

ARTICLE 5. DUTIES OF OFFICERS

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

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

The President shall preside at all meetings of the Society and shall be Chairman of the Board of Directors. 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 keep a record of all meetings, shall keep and maintain a roll of all members, and shall have custody of all records of the Society.

The Corresponding Secretary shall give notices of meetings required by these By-Laws, and shall answer all 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.

The Curator shall have charge of all the books, pamphlets, manuscripts, memorials and relics of the Society, and shall record in a book kept for that purpose, a list of all articles in his or her possession, with the name of the donor or lender.

ARTICLE 6. MEETINGS

The annual meeting of the Society shall be held on the 3rd 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 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. ENDOWMENT FUND

All Life Membership dues paid to the Society shall be placed in an Endowment Fund. Interest from this fund shall be available for current expenses, but principal may be used only by a vote of the membership. All bequests to the Society shall be placed in the Endowment Fund.

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.