BY-LAWS OF THE BLACK TAVERN HISTORICAL SOCIETY
DUDLEY, MASSACHUSETTS

MISSION STATEMENT

The main purpose of the Black Tavern Historical Society is to promote Dudley's rich history and heritage which we fulfill through research, assistance to citizens and organizations, educational programs for young and old, and preservation of historical objects pertaining to the history of Dudley and the surrounding areas.

ARTICLE I – NAME

The name of this organization shall be the "Black Tavern Historical Society of Dudley, Inc."

ARTICLE II – MEMBERSHIP

Membership with full voting privileges in the organization shall be available to all adults who meet such prerequisites as may be voted upon by the membership in a regular meeting. The organization shall not refuse membership on the basis of race, religion, color or national origin.

ARTICLE III – BOARD OF DIRECTORS

Section 1: The management of the organization shall be vested in the regular membership of the Board of Directors (BOD). It shall be comprised of not less than ten and not more than nineteen individuals who are members of the Society.

Section 2: The terms of BOD members will be three years, to be elected on a staggered schedule until all BOD members are on a 3 years re-election schedule.

Section 3: The BOD shall have the power to fill unexpired terms for all vacancies occurring between Annual Meetings. The election of a member to fill a vacancy may be done at the BOD's discretion before the next Annual Meeting.

Section 4; The officers of the Board of Directors shall be the Chairperson, Vice Chairperson, Clerk and Treasurer, each to be chosen from the membership of the Board. These four officers shall comprise the Executive Board. (The Clerk of the BOD must be a Massachusetts resident by State law.) The Treasurer or Clerk may or may not have an assistant who is not a member of the Board of Directors. The term of office for an Executive Board member shall be concurrent with their term on the Board of Directors.

Section 5: A simple majority of the total number of BOD members, including the Chair, will constitute a quorum in any meeting of the Board.

Section 6: Board of Directors Meetings will be on the last Saturday of each month at 9:30 a.m. unless changed by the Board. Members of the BOD shall be notified of a regular meeting by the Clerk not less than seven days prior to the meeting. The seven day notice rule may be waived in an emergency.

At least four meetings per calendar year must be attended by each BOD. Attendance at less than 4 meetings per year will result in the member being removed from the BOD. The Clerk will keep an attendance sheet for each BOD meeting.

A Special Meeting of the BOD may be called by any two officers or by a simple majority of the BOD should the need arise. An attempt shall be made to notify all Directors of the meeting.

Section 7: All nonfinancial matters brought before the BOD shall require a simple majority vote of those present and voting.

Section 8: A simple majority of the BOD members present and voting shall be empowered to assess dues. Financial matters over $500 shall require a two-thirds vote of those present and voting

ARTICLE IV – MEETINGS

Section 1: There shall be an Annual Meeting of the organization to which all members in good standing shall be invited. The Annual Meeting shall take place on the last Saturday in June each year at 10 a.m. at the Black Tavern. Ten percent of the members shall constitute a quorum The Treasurer's annual report, the reading of which shall be mandatory, shall include a summary of all income and expenses and a summary of all assets and liabilities. The Clerk shall record the minutes of each Annual Meeting, to be read at the next Annual Meeting. The Chairperson shall give a summary of the previous year's actions of the Executive Committee and BOD.

Section 2: Notice of the time and date of the Annual Meeting shall be published in a newspaper of general circulation in the Southern Worcester County community.

Section 3: Special Meetings of the membership may be called by the Chair or by a written request of a majority of the members should the Chair refuse to call a Special Meeting. All Special Meeting notices shall be mailed no later than 7 days before the date of the meeting.

Section 4: All meetings shall be conducted by the Chairperson or Vice Chairperson and all questions of procedure shall be settled by the presiding officer in accordance with the provisions of the latest edition of Robert's Rules of Order.

ARTICLE V – COMMITTEES

Section 1: The Chairperson shall appoint all standing and special committees. Standing committee selections shall be announced no later than thirty days after the Chair takes office. Standing committee members shall serve for a period of one year.

Section 2: Standing Committee chairpersons must be chosen from the regular membership of the BOD. Special committee Chairs need not be members of the BOD. Standing committees shall include but not be limited to the Acquisitions Committee, Building Committee, Finance Committee, Membership Committee, the Program Committee and Executive Committee.

Section 3: All committees will report actions and recommendations to the BOD.

ARTICLE VI – FINANCES AND PROPERTY

Section 1: The Chairperson of the Finance Committee shall not be the Treasurer but the Treasurer shall be a member of the Finance Committee. A report in writing indicating all payments made by the Treasurer shall be made available to the Board at each meeting of the BOD.

Section 2: The BOD, after consultation with the Finance Committee, shall determine the nature, placement and amounts of each investment in excess of $10,000 (ten thousand dollars). All other investments shall be determined by the Finance Committee and shall be reported in writing at each meeting of the Board.

Section 3: All notes, mortgages, deeds or other papers shall be signed on behalf of the organization by the Treasurer and the Finance Committee Chair, except that investment up to $10,000 (ten thousand dollars), all checks will be signed by the Treasurer or the Assistant Treasurer.

Section 4: The purchase or sale of real estate or of any investment the market value of which is in excess of $50,000 (fifty thousand dollars) shall be decided by a meeting of the regular membership of the organization.

Section 5: All expenses or projects must be pre-approved by a recorded vote of the BOD except for (a) fuel, utility, or emergency repair bills and (b) committee allowances approved by the Board of Directors for an amount up to $500 (five hundred dollars). Such expenses may be paid by the Treasurer without BOD approval. An optional substitute for the vote by the BOD will be allowed in the form of a similar vote by a majority of the members at the Annual Meeting or at a Special Meeting.

Section 6: Rules for nonmember use of the Black Tavern shall be promulgated by the BOD.

ARTICLE VII – ELECTIONS

The number and membership of the BOD shall be nominated and voted on by the regular membership of the organization at the Annual Meeting. After the membership has chosen the BOD, the officers named in Article III, Section 4 of these By-Laws shall be chosen by the BOD.

ARTICLE VIII – AMENDMENTS

These By-Laws may be amended at any Annual or Special Meeting of the membership of the organization by a two-thirds vote of the members present and voting.

ARTICLE IX – DISSOLUTION

Section 1: The organization may be dissolved by a vote of two-thirds of the BOD and two-thirds of the membership of the organization provided that the meeting at which the votes are taken shall not be held less than thirty nor more than one hundred eighty days apart.

Section 2: Upon the vote of dissolution as provided in Section 1 of this Article, the BOD shall prepare a list of no less than two charitable organizations to which the assets of the organization shall be contributed. There shall be a final meeting of the organization at which the aforementioned list shall be presented. The organization shall then vote to affirm or disaffirm the list presented by the Board. Affirmation shall be by a two-thirds vote of the members present and voting. The remaining property shall then be distributed in equal shares to the listed organizations within a period of time not to exceed twenty-one days from the date of the vote.

Revised 2014

2014 Board of Directors: by-laws.revision.2014