

# **THE GREATER HARRINGTON HISTORICAL SOCIETY, INC. BYLAWS**

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## **ARTICLE 1 – NAME**

The name of the Organization shall be The Greater Harrington Historical Society, Inc., located in Harrington, Delaware, Kent County, Mispillion Hundred.

The registered office of this non-profit 501(c)3 Corporation in the State of Delaware is to be located at 108 Fleming Street, Harrington, DE 19952, County of Kent.

The Corporate Seal of the Society, issued by the State of Delaware, is secured in the office at the Annex of the Museum.

## **ARTICLE 2 – PURPOSE**

The purposes of The Greater Harrington Historical Society, Inc. are:

To collect, restore, preserve, interpret and exhibit objects, photographs and archival materials that illustrate the heritage and evolving history of the City of Harrington and the surrounding areas comprising Mispillion Hundred.

To encourage community engagement and participation through the provision of educational and cultural programming, activities and events, as well as by fostering active volunteerism and partnerships.

## **ARTICLE 3 – MEMBERSHIP**

**SECTION 1** – Any person, partnership, organization or corporation with a passion and interest in the history of Harrington and its surroundings, and supportive of our purpose statement may become a member of the Society through application and submission of required dues.

**SECTION 2** – Annual membership dues shall be twenty (\$20) dollars, unless changed by majority vote of the membership at the Annual Meeting. Renewal notices shall be sent by the Secretary and dues shall be required by July 31st of each year.

**SECTION 3** – Levels of membership include Active (annual dues paid), Inactive (annual dues in arrears beyond 6 months; may not vote), and Honorary (significant contributions to the museum's purposes, activities, or maintenance and are chosen by majority vote of membership present. Dues are gratis; may not vote).

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## **ARTICLE 4 – MEETINGS**

**SECTION 1** – General meetings of the Society shall take place on the first Thursday of each month at 7 p.m. at the Annex of the Museum, unless changed by the President for cause.

**SECTION 2** – The Annual meeting, at which time elections may occur, will take place in the month of June, coinciding with the end of the fiscal year.

**SECTION 3** – A quorum at all general and annual meetings shall be a minimum of six (6) persons, i.e., one (1) Officer and five (5) members.

**SECTION 4** – Board Meetings shall take place at least quarterly, or at the discretion of the President.

**SECTION 5** – Agendas for each meeting shall be set by the President and Curator and through the individual request of a member. They will be distributed by the Secretary at least 3 days before each meeting.

**SECTION 6** – Parliamentary Procedure, as outlined in *Robert's Rules of Order*, shall be followed at all meetings unless they are not consistent with these By Laws and any special rules or order adopted by the Society.

## **ARTICLE 5 – BOARD OF DIRECTORS**

The Board is actively involved in overseeing the Society's overall well-being. It ensures that the mission and vision of the Society is accomplished, its programs carried out effectively and its finances are managed appropriately and well.

**SECTION 1** – The Society shall have the following Board Officers, elected from the membership: President, Vice President, Secretary and Treasurer. All officers must have active, paid dues membership.

**SECTION 2** – All officers shall be elected for two (2) year terms and may serve only two (2) consecutive terms. Officers can be elected again after being out of office a minimum of one (1) year. Officers who have served maximum terms may be elected to other offices without restrictions. Officers who have reached their maximum term limit may remain in their position for an additional term if the position is uncontested.

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## **ARTICLE 5 (cont'd)**

### **SECTION 3 – Office of PRESIDENT**

The President shall preside over all meetings and ensure that all policies of the Society are carried out. The President has general oversight and direction of all other officers **and members of the board**, ensuring their duties are performed, as stated. (S)He acts as an ambassador for the Society, representing its needs, accomplishments and programs to organizations, local government and others.

### **SECTION 4 – Office of VICE PRESIDENT**

The Vice President shall work in partnership with the President to ensure that all functions of the Society are accomplished. (S)He actively seeks ways to enlarge and promote membership. In the absence or disability of the President, the Vice President shall exercise all the functions of the President.

### **SECTION 5 – Office of SECRETARY**

The Secretary shall be responsible for preparing the agendas, writing the minutes of all meetings of the Society and Board, and placing them on file in the Annex office. These are distributed at each meeting. (S)He maintains an updated list of current members, communicates with all members, conducts all general correspondence, sending out meeting notices, reminders and other announcements, as needed. The Secretary assists with the preparation and distribution of the Society's Newsletters.

### **SECTION 6 – Office of TREASURER**

The Treasurer shall be responsible to maintain the finances of the Society. This includes management of grant monies, collection of monies due, payment of obligations, banking transactions and bookkeeping. The Treasurer prepares monthly financial reports, and distributes and presents these at general meetings. (S)He works with all members of the Board and the Curator to prepare the yearly budget for the Society.

### **SECTION 7 – Removal of Officer**

An officer may be removed from office only with assignment of cause. Concerns, reasons for removal may be generated by or brought to the Board in writing for further evaluation. If there is significant cause for removal, the issue will be brought before the membership for discussion. A vote of 2/3 of the members present shall be required for removal from office.

## **ARTICLE 5 (cont'd)**

### **SECTION 8 – Vacancy of Office**

In the event of death, resignation, removal or disqualification of an Officer, the membership may select a successor, with consent of the nominee and by majority vote, who will serve the unexpired term of his/her predecessor.

### **SECTION 9 – Standing Members of the Board**

A. Curator – Appointed by the Board based on qualifications, application including references, and an interview. Reports directly to the Board. May vote.

B. Archivist – Appointed by the Board based on qualifications, application including references, and an interview. Works in conjunction with the Curator. Reports directly to the Board. May vote.

## **ARTICLE 6 – ELECTION OF OFFICERS**

**SECTION 1** – Nominations of Officers of the Society shall be made at the general meeting preceding the Annual meeting.

**SECTION 2** – Any member in good standing may verbally, or in writing, indicate their desire to run for office, and/or other members in attendance may nominate a person of their choosing who willingly accepts their nomination.

**SECTION 3** – The Secretary shall include the list of nominees for each office in the agenda for the next meeting.

**SECTION 4** – Elections shall take place at the Annual meeting of the Society, whereby each member shall be entitled to one (1) vote.

**SECTION 5** – To promote continuity of leadership within the Society, election of officers shall be rotated. The President and Treasurer shall be elected on odd years and the Vice-President and Secretary shall be elected on even years.

## **ARTICLE 6 (cont'd)**

**SECTION 6** – Election will be made by a majority vote of the members in attendance.

**SECTION 7** – Any unopposed office shall have a single vote cast by the Secretary.

## **ARTICLE 7– FINANCE**

**SECTION 1** – The fiscal and business year of the Society shall commence on the first day of July and end on the 30th day of June of the following year. It may be changed by amendment and voted on per procedure.

**SECTION 2** – A financial review by a qualified individual may be conducted at the end of each fiscal year and findings presented to the membership.

## **ARTICLE 8 – AMENDMENTS**

**SECTION 1** – Amendments to these By Laws may be made by a 2/3 majority vote of the members present at a general meeting.

**SECTION 2** – Proposed amendments must be submitted, in writing, to the Secretary and distributed to members with the agenda of the meeting where the amendment (s) is to be discussed and acted upon. Proposed amendments shall be voted upon at the following meeting.

**SECTION 3** – All new amendments shall be added to the file copy of the Society Bylaws.

## **ARTICLE 9 – DISSOLUTION**

**SECTION 1-** Voluntary Dissolution of The Greater Harrington Historical Society, Inc.

- A. In the event that The Greater Harrington Historical Society, Inc. is unable to maintain its facilities or to sustain its activities:
  - 1. During a regular monthly meeting a motion shall be made and seconded to dissolve the Organization. If approved by majority vote of those present, a special meeting of The Greater Harrington Historical Society, Inc., whereby the *sole* agenda shall be the

## ARTICLE 9 (cont'd)

- dissolution of the Society, will be scheduled to take place within thirty (30) days.
2. A written notice of intent to dissolve shall be sent within 20 days prior to the scheduled meeting date by *postal mail*, to all voting members of the Greater Harrington Historical Society.
  3. At the special meeting the vote to dissolve The Greater Harrington Historical Society, Inc. must pass by a 2/3 majority vote of the voting members present.
- B. Upon approval of the dissolution, a committee of 5 members in agreement with the dissolution shall ensure that the following is accomplished:
1. All liabilities and obligations shall be satisfied.
  2. All conditions stipulated in donor agreements shall be honored.
  3. All remaining assets shall be distributed exclusively for educational purposes or historic preservation to one or more historical societies, museums, libraries or educational institutions whether State, County, Town or Municipality, operated or incorporated in accordance with Section 501(c)(3) of the Internal Revenue Code.
  4. The appropriate legal forms certifying the results of the vote for dissolution, and compliance with the above procedures for the dissolution and distribution of assets, shall be completed and submitted to the Secretary of State of Delaware in order to complete any remaining steps required for voluntary dissolution of a non-profit corporation.
  5. No member of The Greater Harrington Historical Society, Inc. shall profit monetarily from the dissolution of the Organization.

### SECTION 2 -Involuntary Dissolution of The Greater Harrington Historical Society, Inc.

- A. In the event The Greater Harrington Historical Society, Inc. becomes so inactive that there are no remaining Officers, Directors, or members to effect voluntary dissolution, proceedings for involuntary dissolution shall be initiated.
  - B. For the implementation of involuntary dissolution proceedings, title to such property, record, and collections not otherwise provided for in the Bylaws of the Organization, or in the agreements with donors, shall be distributed to one or more historical societies, museums, libraries or educational institutions, whether State, County, Town or Municipality, with the first offer being made to whatever State, County or Local Government agency that may have aided the Organization financially.
  - C. The Office of the Attorney General of the State of Delaware shall complete the appropriate legal forms certifying the involuntary dissolution and submit these to the Secretary of State of Delaware, who then shall follow all required steps for the involuntary dissolution of a non-profit corporation.
  - D. No member of The Greater Harrington Historical Society, Inc. shall profit monetarily from the dissolution of the Organization.
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## **ARTICLE 10 – LEGAL**

**SECTION 1** – The Society shall, and hereby does, indemnify each of its present and former Officers, Curator, Archivist and any other members who may serve or have served, against expenses actually and necessarily incurred by her or him in connection with the defense of any action, suit or proceeding in which he/she is party to by reason of having been affiliated with and representative of the Society. That is if the aforementioned persons acted in good faith and in a manner which he/she reasonably believed to be in, or not opposed to, the best interests of the Society, and provide further that if such indemnify is with respect to a criminal proceeding, the person had no reasonable cause to believe their conduct was unlawful.

**SECTION 2** – No Officer shall receive compensation for any services rendered to the Society. However, any Officer may be reimbursed for approved expenses occurred in the performance of his/her duties.

Revision to By Laws Adopted August 3, 2023