

Bylaw Amendments

Wayland Historical Society, Incorporated

By-laws

Adopted May 1974

Amended May 1978. Amended May 1984.

Amended May 1987. Amended May 1989.

Amended May 1991. Amended May 1995.

Amended May 2011, Amended May 13, 2020

Amended May 22, 2024

Proposed Amendments May 14, 2025

Article 1 Name

The name of this organization shall be the Wayland Historical Society, Incorporated.

Article 2 Purpose

The purpose of this Society shall be to study, collect, preserve and house the historical records and relics relating to the history of Wayland and its people; to preserve items of passing events that may become items of interest in the future; to provide a safe depository for the same; to preserve and maintain buildings and properties owned by the Society; and to disseminate information which will promote a fuller understanding of the traditions and history, both past and in the making, of our town and its neighboring communities.

Article 3 Membership

Section 1

Any person who is interested in the history and development of Wayland shall be eligible for membership in The Society.

Section 2

The Board of Managers shall set classes of membership and the schedule of dues. Each membership, regardless of the class of membership, shall be entitled to one vote.

Section 3

Each prospective member shall complete a membership application to The Society, accompanied by payment of his or her dues.

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Article 4 Annual Membership Dues

Annual membership dues for each fiscal year shall be payable on the first day of ~~September~~
October in each year.

Any member whose annual dues are two years in arrears shall be automatically suspended.

Article 5 Board of Managers

Section 1 Authority and Responsibility

The Board of Managers shall be the governing body of The Society. The Board of Managers shall have supervision, control and direction over the affairs of The Society including the establishment of policy the care of all Society property, Society finances, the appointment of paid professional staff, the appointment of committees for such purposes as ~~it~~ the Board of Managers specifies and the filling of any vacancies in office, which may occur between annual meetings of The Society.

Section 2 Composition

The Board of Managers shall consist of ~~the no less than three (3) and no more than six (6) Directors and~~ plus officers of The Society (as named in Article 7) and, when the provisions of Section 4 of Article 7 are applicable, the immediate past president. The Executive Director and Curator shall be non-voting ex officio members of the Board of Managers.

Article 6 Directors

Section 1 Term and Election of Directors

~~There shall be at least three (3) and no more than nine (9) Directors serving at any one time. They shall be elected for staggered terms, with the term of at least one-third (1/3) of the total number of Directors ending in any one year. Directors shall serve for a term of three (3) years with no more than three directors' terms ending in any one year. Directors shall be elected to three (3) year terms by ballot or by voice vote by a majority of the members present at the annual meeting.~~

Section 2 Nomination of Directors

The Board of Managers may appoint a Nominating Committee for the purpose of presenting nominees for each Director's seat which is vacant or is about to expire. No person shall chair the Nominating Committee for more than three (3) consecutive years.

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Section 3 Vacancies

Any vacancy occurring ~~on~~ⁱⁿ the position of Director between annual meetings shall be filled by the Board of Managers at any regular or special meeting. A Director so appointed to fill a vacancy shall serve the unexpired term of his or her predecessor.

Article 7 Officers

Section 1 Elected Officers

The elected officers of The Society shall be a President, Vice President, Secretary, Treasurer, ~~Curator~~, and such other officers as the Board of Managers may deem necessary or advisable. All officers shall be elected by ballot or by voice vote by a majority of the members present at the annual meeting.

Section 2 Qualification for Office

Any member in good standing shall be eligible for nomination and election to any elected office of The Society.

Section 3 Nomination of Officers

The Board of Managers shall appoint a Nominating Committee for the purpose of presenting nominees for each officer position that is open. No person may chair the Nominating Committee for more than three (3) consecutive years.

Section 4 Terms of Office

Each elected officer shall take office immediately upon installation and shall hold office for one year or until their successors are elected and qualified. Upon termination of the incumbency of the president, he or she shall be asked to serve, and if he or she agrees he or she shall serve, as a member of the Board of Managers for the year following termination plus the part year, if any, from the date of termination of his or her presidency to the end of the term in which termination occurs.

Section 5 Vacancies

Any vacancy occurring in an office between annual meetings shall be filled by the Board of Managers at any regular or special meeting. An officer so appointed to fill a vacancy shall serve the unexpired term of his or her predecessor.

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Article 8 Duties of Officers

Section 1 President

The President shall be the Chairman of the Board of Managers, shall preside at meeting of the Board and shall be responsible for the overall operation of The Society under the direction of and in accordance with the policies and decisions of the Board of Managers.

Section 2 Vice President

The Vice President shall act in the place of the President in his or her absence or incapacity, and shall carry out such other duties as the Board may determine and assign.

Section 3 Secretary

It shall be the duty of the Secretary to keep a clear and accurate permanent record of the minutes of all Board meetings, of meetings of the members, and of the activities of The Society. In addition, the Secretary shall send out the call to meetings as provided under Article 8 and carry out such other duties as may be directed by the President or the Board of Managers. The Secretary shall serve as clerk of the corporation.

Section 4 Treasurer

The Treasurer shall be the custodian of all responsible for the operating funds of The Society; shall collect all dues, assessments, and moneys payable to The Society; and shall receive any legacies bequeathed or donations made to The Society. He/she shall disburse moneys of The Society only with the approval of the Board of Managers. He/she shall render a written report of the accounts at each regular meeting of the Board and at the annual meeting of the members. The accounts of the Treasurer shall be audited upon a majority vote of the Board of Managers. The Treasurer is responsible for ensuring that state and federal filings for tax and regulatory purposes are made on a timely basis.

Section 5 Curator

~~The Curator shall keep a catalogue and other records of all property of The Society, its origin and significance, and shall be charged with the duty of protecting and preserving The Society's collection and any property which may be loaned to The Society.~~

Article 9 Duties of Professional Staff (newly added article)

Section 1 Executive Director

An Executive Director may be appointed by the Board of Managers and will have day-to-day responsibilities for the organization, including carrying out The Society's goals and policies. The Executive Director may attend Board meetings to report on the progress of the organization.

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Section 2 Curator

A Curator may be appointed by the Board of Managers to keep a catalogue and other records of all property of The Society, its origin and significance, and shall be charged with the duty of protecting and preserving The Society's collection and any property which may be loaned to The Society. The Curator may attend Board meetings to report on matters related to the collection.

Article 9-10 Meetings

Section 1 Annual and Special Meetings

The Society shall hold its annual meeting in May at such place and on such date as may be determined by the Board of Managers. A special meeting may be held at such time and place as may be determined by the Board of Managers. Notice of time and place of the annual meeting or a special meeting shall be mailed or emailed by the President or the Secretary to each member of The Society at the member's email or mailing address on file with The Society two weeks before the date fixed for the meeting. ~~Each member regardless of membership category shall be entitled to one vote including one vote for each family membership.~~

The Fiscal Year of The Society is from May 1st to April 30th.

Section 2 Meetings of the Board of Managers

Regular meetings of the Board of Managers shall be held at such time and place and on such dates as may be determined by the Board of Managers. Meetings of the Board of Managers may be called by the President, and shall be called by the Secretary on the written request of any two members of the Board of Managers. At least twenty-four hours notice of a meeting of the Board of Managers shall be given to each member of the Board.

Section 3 Quorum

~~Four~~ At least one-half (1/2) of the members of the Board of Managers shall be constitute a quorum.

Article 10-11 Amendments

These by-laws may be amended at an Annual or Special meeting of the members provided: (1) a notice of the proposed amendment is given in the call for such meeting, (2) twenty-one members are present at such meeting, and (3) two-thirds of such present members approve any such proposed amendments.

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Article ~~11~~12. Dissolution

The Society may be dissolved at any time by the consent in writing of not less than two-thirds of its members. After payment of all the debts and liabilities of The Society, and return wherein so ever reasonably possible of all articles held on loan, the property and assets of The Society shall be placed in the hands of the Trustees of the Wayland Public Library to safeguard the same or to deliver them to an organization, or group of persons whom they shall deem fit custodians of Wayland's historical heritage.

Article ~~12~~13 Endowment Funds and Operating Funds.

Section 1 Division of certain assets into Endowment Funds and Operating Funds

The cash and other liquid assets of the Society, referred to in these by-laws as the Funds, are to be separated into Endowment Funds and Operating Funds. Endowment Funds are Funds to which moneys or other property have been or may be from time to time transferred to Endowment by the Board of Managers and Funds which are the subject of endowment gifts and endowment bequests to the Society. All other Funds are Operating Funds.

Section 2 Use and management of Operating Funds

Operating Funds of the Society shall be subject to the control of the Board of Managers and the officers of the Society and expended for the conduct of the activities of the Society and preservation of its assets both in the ordinary course and for special or non-recurring needs

Section 3 Control of Endowment Funds; Establishment of separate Funds within the Endowment

Endowment Funds shall be subject to the control of the Trustees of Funds provided for in Article ~~13~~14. The Trustees of Funds will divide Endowment into separate Funds to give effect to the wishes of donors to the Society to support particular uses of their gifts, such as for maintenance of the Society's building and grounds or for maintenance and growth of the Society's collection or for general unrestricted uses. The Trustees of Funds, with approval of the Board of Managers, will assign appropriate names to such separate Funds and will provide for appropriate recognition of major donors in reports on Endowment in accordance with the wishes of the donors.

Section 4 Management of Endowment Funds

Endowment Funds of the Society shall be invested and managed by the Trustees of Funds. Unless otherwise determined by the Trustees of Funds, the Endowment Funds of the Society will be invested together in a single account, subject to increase or decrease pro rata to their respective balances depending on the investment results for the entire account except for differences attributable to decisions by the Trustees as to distributions.

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Section 5 Use of Endowment Funds

The Trustees of Funds shall adopt policies with regard to the use of income from and principal of the separate endowment Funds, and for the turnover of income or principal or both for expenditure by the Board of Managers in furtherance of the purposes for which the separate Funds are designated. Such policies shall be subject to approval of the Board of Managers, and once adopted such policies will be subject to change, or to exception in any particular instance, by an action of the Trustees of Funds which is approved by the Board of Managers.

Section 6 Allocation of gifts between Operating Funds and Endowment Funds

If a donor to the Society specifies that his or her gift is to be for Endowment, that specification will be given effect in the allocation of the gift except that donor specification of small amounts, in the order of annual dues amounts, will be treated as funds received for operations and treated as Operating Funds even if there is no immediate need to which the donor's gift can be appropriately applied. The Trustees of Funds and the Board of Managers will adopt a policy, which will remain in effect until changed by agreement of both, as to what amount of gift will be transferred to Endowment when a donor or decedent does not express his or her intention on the subject. Gifts not allocated to Endowment Funds in accordance with these principles and policies will be Operating Funds.

Article 1314 Trustees of Funds

Section 1 Establishment and election of Trustees of Funds

All Endowment Funds of the Society shall be invested and managed by a board of at least three Trustees to be known as the Trustees of Funds. The Treasurer of the Society shall be one of the Trustees. To provide for the independence of a majority of the Trustees from the Board of Managers, the remaining trustees, two or more in number, are to be elected annually for staggered three-year terms by the members of the Society by the members and shall be independent of the Board of Managers, that is, not directors or officers of the Society or its immediate past president. The Trustees of Funds shall elect a Chair from among its members, but the Treasurer of the Society may not serve in that role. A person shall not be disqualified for election as an independent Trustee if he or she is or has been a member of the Board of Managers so long as that person's membership on the Board of Managers ceases upon his or her election as a Trustee, nor shall election as a Trustee disqualify such person from serving as a director or officer upon his or her ceasing to be a Trustee. Nominees for election as Trustees of Funds shall be the responsibility of the Nominating Committee appointed by the Board of Managers pursuant to Section 3 of Article 7 of these by-laws. A person who serves as a Trustee shall not be ineligible as such to serve on the Nominating Committee.

Section 2 Attendance of Trustees of Funds at meetings of Board of Managers

The Trustees of Funds will be invited to attend meetings of the Board of Managers and will be invited to participate in the discussion at such meetings but (except for the Treasurer) will not have a vote on matters to be acted upon by the Board of Managers at such meetings.