

**THE HISTORICAL SOCIETY OF  
WATERTOWN**

**BY-LAWS**

**Revised 1988 and amended May 1998**

## BY-LAWS OF THE HISTORICAL SOCIETY OF WATERTOWN

The name of this organization shall be The Historical Society of Watertown.

PREAMBLE. The declared purpose of the Society is as follows: “To explore and to excite a general interest in the study of all historical events, subjects, and questions, whether of a nature civil, military, educational, ecclesiastical, or otherwise, that connect themselves with any portion of the large territory that was originally included under the municipal title of Watertown; to obtain biographical sketches of all individuals ever resident therein who have enacted a prominent part in its local affairs, or whose family names have become distinguished in state or national history; and in general not only to obtain the above historical knowledge, but to preserve and make it known; to maintain a society building at 28 Marshall Street, Watertown, Massachusetts, 02472, (known as Edmund Fowle House), with a museum, art gallery, and library; and have complied with the provisions of the Statutes as a not-for-Profit Society under Chapter 180 of the General Laws of the Commonwealth of Massachusetts, and as set forth in Section 501 (c) (3) of the United States Internal Revenue Code.

### ARTICLE I

#### MEMBERS AND DUES

SECTION 1. The members of the Society shall be Active and Honorary, and membership shall be open to both men and women. All active members shall be eligible to any office.

SECTION 2. Forms shall be kept by the Secretary for signature by any person desiring to be proposed as a member. Applications shall be accepted by a majority of the votes cast by the Council.

SECTION 3. Each member shall pay into the treasury, before the annual meeting, annual dues as determined from time to time by the Council. The fiscal year shall be from May 1 of any year to April 30 of the following year.

SECTION 4. Any member who shall neglect to pay the annual assessment for one (1) year after it shall have become due and whose attention shall have been called to this article of the By-Laws, shall cease to be a member. The Council may suspend the provisions of this article for a reasonable time.

SECTION 5. The Council may appoint, from time to time, honorary members to the Society.

## ARTICLE II

### MEETINGS

SECTION 1. There shall be a meeting of the members of the Society in May, September, November, and March; provided, however, that the Council shall have the authority to postpone any meeting, or to dispense with it, with reasonable cause. Special meetings shall be called by the Secretary, at the request of the President and in the event of the President's death or absence, at the Vice President's request. The meeting in May shall be the annual meeting of the Society.

SECTION 2. At all meetings, the record of the preceding meeting shall be read by the Secretary immediately after the presiding officer has called the meeting to order; after which at all special meetings, the business for which the meeting was called shall be transacted; and at all meetings the order of business shall be as follows:

1. Report of the Secretary
2. Report of the Treasurer
3. Election of members approved by the Council
4. Transaction of business
5. Program

SECTION 3. Upon the request of the presiding officer, any motion or resolution offered at any meeting shall be submitted in writing for consideration by the Council.

SECTION 4. Twenty members shall be a quorum for all purposes. Amendments to the By-Laws shall be made only by a two-thirds vote of active members present and voting at a meeting, in the notification of which the proposed change in the By-Laws shall have been stated.

## ARTICLE III

### OFFICERS

SECTION 1. The Officers of the Society shall be a President, a Vice President, a Secretary, and Assistant Secretary, a Treasurer, and an Assistant Treasurer.

There shall be a Council of at least 15 members, composed of the President, Vice President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, and 9 other members recommended by the Nominating Committee. All Officers shall be chosen by the Active Members at an Annual Meeting and shall hold their respective office for a staggered term of one or two years.

Elections to fill vacancies which may occur among the officers or in the Council shall be for the unexpired term, and such vacancies may be filled by the Council and approved at any subsequent meeting of the members. Each member of the Council shall have one vote.

SECTION 2. Prior to the Annual Meeting, a Nominating Committee consisting of five members shall be appointed by the president. Such committee shall report at the annual meeting a list of members in good standing for the offices to be filled. Nominations may also be made by other active members from the floor, provided the consent of the member nominated has been previously secured.

#### ARTICLE IV

##### THE PRESIDENT

SECTION 1. The President, with the advice and consent of the Council, shall superintend and conduct its business.

SECTION 2. The President, or in the absence of the President, the Vice President, shall preside at all meetings of the Society and of the Council. In the absence of these officers, the Secretary shall act as chairperson.

SECTION 3. The President, in the absence of the Treasurer, is empowered to issue and sign checks in accordance with these By-Laws.

SECTION 4. The President is empowered to appoint ad hoc committees as necessary.

SECTION 5. The President shall make a report on the state of the Society at the annual meeting.

SECTION 6. The President shall serve as a ex-officio member of all committees.

#### ARTICLE V

##### VICE PRESIDENT

Section 1. The Vice President shall preside at all meetings in the absence of the President and shall assist the President in his/her duties.

SECTION 2. The Vice President shall serve as an ex-officio member of all committees.

#### ARTICLE VI

##### SECRETARY (RECORDING)

SECTION 1. The Secretary shall attend all meetings of the Society and of the Council, and shall keep a true record of the same, entering in full all accepted reports of committees, unless otherwise directed.

SECTION 2. All books and papers in the Secretary's custody shall be the property of the Society.

SECTION 3. In the absence of the President and of the Vice President, the Secretary shall call the meeting to order and preside until a President pro tempore is chosen.

## ARTICLE VII

### ASSISTANT SECRETARY (CORRESPONDING)

SECTION 1. The Assistant Secretary shall conduct the correspondence of the Society not otherwise provided for and shall deposit all original letters received as may be directed by the Council.

SECTION 2. The Assistant Secretary shall enter the names of all members in a permanent record.

SECTION 3. The Assistant Secretary shall issue membership cards to all duly elected members and furnish each of them with a copy of the By-Laws.

SECTION 4. The Assistant Secretary is to maintain up-to-date-mailing lists of the members in conjunction with the Treasurer's due record. He/She shall be responsible for mailings to all members.

## ARTICLE VIII

### TREASURER

SECTION 1. The Treasurer shall collect all moneys due to the Society, and shall keep, in books belonging to it, regular and faithful accounts of all the moneys and funds that may come into the Treasurer's hands, and of all receipts and expenditures connected with the same; which accounts shall be open always to the inspection of the Council. At the annual meeting the Treasurer shall make a written report of all financial transactions for the year preceding of the amount and condition of all the property of the Society entrusted to the office, and the character of the investments.

SECTION 2. The Treasurer shall invest and manage the funds of the Society, with the consent and approval of the Council.

SECTION 3. When required to do so, the Treasurer shall give bonds to the satisfaction of the Council for the faithful performance of the duties of the office.

SECTION 4. The Treasurer shall not pay out any moneys exceeding \$300 except by direction of the Council. Any lesser amount is at the discretion of the Treasurer. Upon the Treasurers refusal, the expenditure may be presented to the Council for approval.

SECTION 5. No person or committee shall incur any debt or liability in the name of the Society, unless in accordance with a previous vote and appropriation therefore by the members of the Council.

SECTION 6. Prior to the Annual Meeting, an Auditor shall be appointed by the President to examine the accounts of the Treasurer for the year preceding, and shall submit a report thereon at the Annual Meeting.

## ARTICLE IX

### ASSISTANT TREASURER

SECTION 1. The Assistant Treasurer shall carry out the obligations of the office of the Treasurer in the absence or incapacity of the Treasurer or otherwise assist in the fulfillment of his/her functionary role as limited by the provision of Article IV, Section 3.

## ARTICLE X

### THE COUNCIL

SECTION 1. The Council shall determine its own quorum; establish rules for the transaction of its business; authorize all expenditures of money; draw upon the Treasurer from time to time for such sums as may be required; provide all engraved or printed forms and books of record; act upon all resignations and forfeitures of membership; see that the By-Laws are complied with; and in general conduct all business of the Society not otherwise provided for in the By-Laws.

SECTION 2. The Council shall meet within one (1) week prior to every meeting of the members and at such other times as the President shall appoint.

SECTION 3. The Council shall make all proper rules and regulations for the use of the Library and Headquarters of the Society.

## ARTICLE XI

### COMMITTEES

No moneys shall be paid to Committees except by an approved budget authorized by the Council. All Committees shall have a minimum of three (3) members and may be enlarged if need by the President. The President must appoint Committee members within 60 days after the election. No elected officer of the Society shall serve as chairperson of any committee, but may serve as a committee member.

SECTION 1. The Membership Committee shall generate new membership to the Society.

SECTION 2. The Nominating Committee shall be responsible for the duties as prescribed in Article III, section 2.

SECTION 3. The finance Committee shall raise money and pursue available grants.

SECTION 4. The Publications Committee shall handle all promotional material and related information in the Society Newsletter.

SECTION 5. The Program Committee shall secure educational programs for four (4) meetings a year.

SECTION 6. The Building and Grounds Committee shall have the responsibility of the restoration and maintenance of the Society's property(s).

SECTION 7. The Rules Committee shall interpret the By-Laws when in question.

SECTION 8. The Education Committee will assist the teachers and students of the Watertown public school system to excite a general interest in the study of local history by offering financial awards on behalf of the Society and its Charles T. Burke Program.

SECTION 9. The Collections Committee will keep an accurate and up to date inventory of all items that belong to the Society's library and collection of artifacts in a safe and preserved condition.

## ARTICLE XII

### PROCEDURE

SECTION 1. When parliamentary procedure is in question, Roberts Revised Rules of Order shall prevail.

## ARTICLE XIII

### AMENDMENTS AND CHANGES TO THE BY-LAWS

SECTION 1. The By-Laws may be amended, or changed by a two-thirds vote of the Council at a regular meeting or at a special meeting called by the President for that purpose. Any Council member may submit in writing a change in the By-Laws and said proposed change(s) shall be placed on the agenda and acted upon at the next regular meeting of the Council. A notice of intent to amend the By-Laws must be submitted to the members of the Council at least seven days prior to the scheduled meeting. If the Council has acted upon the proposed amendment favorably, it shall be submitted to the membership for action in accordance with Article II, Section IV.

## ARTICLE XIV

### LIABILITY OF MEMBERS

SECTION 1. Nothing contained in these By-Laws shall constitute members of the Society as partners or agents of one another for any purpose. No member, officer, committee member, employee or agent of the Society shall be liable for any acts or

omissions to act on the part of any other member, officer, committee member, employee or agent of the Society. No member, officer, committee member, employee or agent shall be liable for his/her acts or omissions to act under these By-Laws, except for acts or omissions to act arising of his/her willful negligence or intentional misconduct. All members officers, committee members, employees, and agents will participate in the affairs of the Society, individually, and not as representatives or agents of their respective employers (except where the Society is the employer), and such employers shall have no liability for acts or omissions relating to the affairs of the Society.

## ARTICLE XV

### INDEMNIFICATION

SECTION 1. The officers, employees, and agents of the Society shall have the rights to indemnity against claims and losses which are provided in the By-Laws, plus any additional indemnity rights from time to time provided by the laws of Massachusetts. For all purposes of such indemnity, members of all committees of the Society in existence from time to time, shall be regarded as officers or agents of the Society,.

## ADDED ARTICLES FOR BY-LAWS OF THE HISTORICAL SOCIETY OF WATERTOWN

### ARTICLE XVI

#### DISSOLUTION:

- (1) Dissolution of this Society may be accomplished only by written vote of 90% of its members in good standing.
- (2) This Society may not dissolve, secede, or otherwise cease to exist without the approval of its President and the Council members. If this Society dissolves, secedes, disaffiliates, or its charter is revoked or cancelled, or it otherwise ceases to exist, its officers must turn over all record, funds, assets and property to:

A beneficiary to be named by the council at the time of dissolution for determination of distribution,

Under such circumstances, the President and Council members of this Society shall determine the Beneficiary to be assigned the former jurisdiction. Under no circumstances may this Society distribute, or dissipate its funds, assets or property or any part thereof, among its member or others in anticipation of or in preparation for dissolution, secession, disaffiliation, or cessation.



## ARTICLE XVII

### AUTHORITIES

SECTION 1. The By-Laws of this Society are subject and subordinate to the By-Laws and amendments thereto of the Society.

SECTION 2. The By-Laws of this Society may not be enforced in any manner in conflict with Public Law.

SECTION 3. If any Article, Section, or other portion of the By-Laws of this Society should be held illegal, invalid or null and void by a court of competent jurisdiction, each and every other provision of these By-Laws shall remain in full force and effect. The Parliamentary authority for this Society shall be the current revised edition of the Robert's Rules of Order.

Lou Allegro  
3/24/88

By-Laws Committee

Lou Allegro  
Chairperson

Peter Izzo  
Kathleen Nuhn  
Karl Stinehart  
Charles T. Burke