

Newark Historical Society Constitution and Bylaws

Article I, Name

The name of this Society shall be the Newark Historical Society.

Article II, Purpose

The purpose of the Newark Historical Society is to bring together people interested in the history of our community. Members of the Society will seek to preserve and celebrate Newark's past.

All material collected shall be stored and cared for following the guidelines set by the American Association of Museums (AMA).

The Society's major function will be to discover and collect any material concerning Newark's past, and in connection with existing institutions in Newark, to see that it is preserved and accessible, as far as may be feasible, to all who wish to examine it. The Society will also seek to preserve historic buildings, monuments, and markers. The Society will disseminate historical information and arouse interest about Newark's past by creating exhibits and publishing historical material in the newspaper or otherwise, with special events including pageants, addresses, lectures, papers, and discussion; by marking historic buildings, sites, and trails; and by using the media of radio, television and on-line media to awaken public interest and to encourage public support.

The Society may join with the Historical Society of Delaware, the University of Delaware, the Newark Free Library, the City of Newark, the Christina School District, and other agencies in projects of joint interest to achieve its aims.

This association is organized exclusively for charitable purposes, including the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code). No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, directors, officers, or any private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf or, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on, (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by an organization contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

Upon dissolution of this organization assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code), or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

Article III, Membership and Dues

Section 1 – Membership categories will be as follows:

1. Individual/family: includes any person or family unit.
2. Institutional: includes organizations, boards, schools, libraries or institutions interested in the purposes of the Society.
3. Life: any person interested in the purposes of the Society.

Each membership category will have one vote on any issue requiring a membership vote. Additionally, a member must be in good standing for a minimum of 60 days prior to voting.

Section 2 – Dues

1. Individual/family: *
2. Institutional: twice the individual rate.
3. Life: 20 times the individual rate.

* The individual/family dues rate shall be annually determined by a majority vote of the members present at a general meeting or a special meeting provided that advance notice is given either at a previous meeting or by mail to all members of the Society.

Section 3 – Dues Year

The Membership years shall coincide with the calendar year. Individual/family/institutional dues are due on January 1 and may be paid no earlier than September 1 of the previous year.

Article IV, Annual Meeting

The Annual meeting of the Society shall be held as specified by the Board of Directors.

Article V, Officers and Board of Directors and Their Duties

Section 1 – The officers shall be a President, a Vice President, and a Secretary who shall be elected for terms of two years; and a Treasurer, and five Directors who shall be elected for terms of three years. The President of the Society will be automatically appointed to serve as a member of the Board of Directors for a period of two years after retiring from the officer of President.

Section 2 – The officers and directors shall constitute the Board of Directors. The president of the Society shall act as Chairperson for the Board of Directors.

Section 3 – The directors shall be elected by a plurality of votes of those members present, cast by secret ballot at the annual meeting. In the case of a cancellation of the annual meeting, the board will be responsible for mailing, either electronically or by post, a printed ballot to all paid members with a return deadline set by the Board. Three board members appointed by the board will be responsible for counting ballots.

Section 4 – Not less than two months prior to the annual meeting, the Secretary of the Society shall send to each member of the Board of Directors a blank upon which each member may nominate one person for each office open to election. Nominations shall be returned not less than one month before the annual meeting. The Committee on Nominations appointed by the Chairman of the Board of Directors, shall select the candidates from the list of all nominees.

Section 5 – Nominations may also be made by any member of the Society at any time prior to balloting at the annual meeting. Any nomination made after the deliberation of the Committee on Nominations shall be added to the slate of candidates upon affirmative vote of the majority of members present at the annual meeting. Candidates for election shall be active individual members.

Section 6 – Any person who has been elected to the Board of Directors for two consecutive terms, or elected as President or Vice President for three consecutive terms, shall not be nominated to the same office unless one year has elapsed between the end of his/her term and the beginning of the term for which he/she was nominated.

Section 7 – Officers and directors shall be installed at the close of the annual meeting in which they are elected and shall serve until their successors have been duly elected and installed. In the event of resignation or incapacity of any officer except the President, or any Director, the vacancy may be filled by a vote of the Board of Directors for the unexpired term of office.

Section 8 – It shall be the duty of the President to have executive supervision over the activities of the Society within the scope provided by the Bylaws. The President shall preside at all meetings, shall report annually on the activities of the Society, and shall appoint members of committees and delegates not otherwise provided for, with the consent of a plurality of the members present at a meeting of the Board of Directors.

Section 9 – The Vice President shall assume the duties of the President in the event of his/her absence, incapacity or resignation, and serve as a chairperson of any committee or programs designated by the Board of Directors.

Section 10 – The Secretary shall keep summary minutes of the meetings of the Society and of the Board of Directors, maintain a list of members, and render an annual report.

Section 11 – The Treasurer shall be responsible for the safekeeping of the Society funds and maintaining adequate financial records. The Treasurer shall deposit all monies received by him/her with a reliable banking company located in the City of Newark in the name of the Newark Historical Society. Money shall be paid out by numbered checks signed by the Treasurer if under \$500.00 and by both the Treasurer and President if in excess of \$500.00. The Treasurer shall collect dues and shall render an annual report.

Section 12 – The Board of Directors shall have the power to conduct all affairs of the Society, shall select candidates for office pursuant to the Bylaws, and shall hold business meetings as required. The Board of Directors shall decide questions of policy that for any reason cannot be acted upon during meetings of the Society, and perform such other functions as designated in these Bylaw or otherwise assigned to it.

Section 13 – At any meeting of the Board of Directors four members present shall constitute a quorum.

Section 14 – The following expectations are outlined for the Board of Directors. 1) Directors are expected to attend at least 60% of all Newark Historical Society meetings unless there are extenuating circumstances that prevent the Director from attending over a prolonged period of time. 2) Directors are expected to host three (3) weekends during April to November. If the Director cannot host on the weekends, then it is expected that they attend three (3) events that the historical society is hosting during the year. 3) Directors are expected to communicate via email when they are asked to vote electronically or weigh in on decisions. Failure to comply with the above expectations will be met with an email notification as a warning.

Each Director will be issued three email warnings informing them that they are not meeting these expectations. After the third warning, further failure to comply will result in the President following the procedures of Section 15 in the Bylaws to remove the Director from the Board. Please note: If Directors know they cannot meet any of the above requirements communication with the President is expected and the President will make accommodations.

Section 15 - Directors may be removed with or without cause by a vote of the Members of the Society, or the Board of Directors.

- a. Prior to any meeting at which the removal of a Director shall be considered, the Director in question shall be given notice of the meeting, and the reasons for such Director's proposed removal not less than twenty-one (21) nor more than sixty (60) days prior to such meeting.
- b. The meeting should otherwise be called or held in accordance with the provisions of these Bylaws. At any such Member meeting there must be a quorum and there must be a majority vote of those present in person or by proxy at such meeting necessary for the removal.
- c. At any Directors' meeting a two-thirds (2/3) vote of all persons then serving the Board is necessary for removal.

Article VI, Committees

The Society shall have committees as deemed necessary by the majority vote of the Board of Directors. Each committee shall have at least one member of the Board of Directors serving on the committee and will be responsible for reporting recommendations and concerns to the Board.

Article VII, Amendments

These By-laws shall be reviewed at least every (3) years by a Board appointed committee (consisting of members in good standing of the Historical Society and members of the Board of Directors.) This committee will present proposed changes in writing to the Board of Directors. Changes can be voted on at any regular or special meeting of the Society by a two-thirds (2/3) vote of those voting, provided advance notice is given at either a previous meeting or by mail to all members of the Society. All Proposed amendments shall be submitted to the Board of Directors in writing.

Article VIII, Parliamentary Authority

The rules contained in Robert's Rules of Order shall govern the proceedings of the Society except in such cases as they are governed by these Bylaws.

Ratified

November 11, 1981

Amended

Article III	March 14, 1984 (General Meeting) Article V, Section 1
January 16, 1985 (General Meeting) Article III	November 21, 1989 (General Meeting)
Article (various)	November 9, 2021
Added Section 14	February 15, 2023