

ARTICLES OF INCORPORATION
OF THE
GROTON HISTORICAL SOCIETY
As Amended August 26, 2023

WE the subscribers, hereby associate ourselves together as a corporation under the laws of the State of Vermont to be known by the name of Groton Historical Society, Town of Groton, Vermont.

This corporation is organized for the purpose of the preservation of historical sites and for the preservation and display of historical artifacts and for the cultural enrichment of the general public.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or for corresponding provision of any future United States Internal Revenue law.

The corporation is not formed for pecuniary profits or for financial gain and no part of its assets, income or profit shall be distributed to or inure to the benefit of any private individual. Reasonable compensation, however, may be paid for services rendered to or for the corporation, in furtherance of one or more of its purposes.

No substantial part of the activities of the corporation shall be devoted to carrying on propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

Upon the dissolution of this corporation, 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 tax code), or shall be distributed to the federal government, or to a state or local government, for a public purpose.

THE GROTON HISTORICAL SOCIETY (Inc.)

BYLAWS

Article 1

The name of this nonprofit organization is the Groton Historical Society with its principal location at Peter Paul House, 1203 Scott Highway in the Town of Groton in the County of Caledonia and the State of Vermont.

Article 2

The purpose of the Society, as stated in the Articles of Association filed with the Secretary of State in 1989, is for the preservation and display of historical artifacts for the cultural enrichment of the general public. It shall also be the purpose of the Society to promote interest in the history and culture of the Town; to provide a central file for the genealogy of Groton's first families; to maintain the Peter Paul House; and to do all things considered necessary or convenient in carrying out the foregoing purpose.

Article 3

A. The Groton Historical Society shall be governed by a Board of no more than nine Directors, four of whom shall also be officers. Effective at the August 26th meeting in 2023, they shall be elected from members in good standing no more than nine directors for a one-year term each. The total number of Directors shall be determined each year at the annual meeting by the number of members who are elected to that office.

B. The officers shall consist of a President, Vice-president, Treasurer, and Secretary each of whom shall be a member in good standing and shall be elected at the annual meeting for

a term of one year. Upon motion made, seconded and passed, any office other than Treasurer may be held by two persons elected as co-officeholders. In any instance in which there are co-officeholders, a reference to a singular office shall be deemed to likewise refer to a co-officeholder.

C. All business concerning the Society shall be done in the name of the Society. No legal documents concerning Society matters requiring a signature of a Society officer shall be valid without prior approval of the Board of Directors.

D. All legal documents being executed on behalf of the Society shall be executed by the President or Treasurer, or such other personas may be empowered to do so by majority vote of the Board of Directors.

E. The Board of Directors shall create such committees as it deems appropriate to carry out such duties as it defines, either as a standing committee of unlimited duration or as a special committee for a particular, limited duration. Members to such committees shall be appointed by the Board of Directors in such number and for terms defined in the appointment.

F. No Director shall be elected to serve on the Board unless they are a member in good standing of the Society as of the first day of January in the year of nomination.

G. Vacancies on the Board of Directors may be filled at any meeting.

H. In case of the absence or disability of both the President and Vice-President, the Secretary shall have the power to call a meeting to order and have the members elect a moderator to run that meeting.

I. A quorum to conduct business at any Board of Directors meeting shall consist of not less than one more than one-half of the number of Directors, two of whom shall be an Officer of the Society.

J. A quorum to conduct business at any monthly, special, or annual meeting of the membership shall consist of those members present in person.

K. No expenditure of more than five hundred dollars (\$500.00) can be made by the Treasurer without prior approval of the Board of Directors, except for items considered necessary for the operation of the Society or the maintenance of the Historical House.

Article 4

A. The President shall preside at all meetings of the Society and has the ability to make purchases on behalf of the Society not to exceed Two Hundred Dollars (\$200.00), absent prior approval of the Treasurer.

B. The Vice-President shall preside in the absence or disability of the President at any meeting.

C. The Secretary shall take minutes of any meetings of the membership and of the Board of Directors.

D. The Treasurer, who shall be bonded, shall be responsible for all of the corporate funds and shall make deposits in such bank(s) as shall be selected by the Board of Directors. The Treasurer is authorized to withdraw funds in payment of expenses and accounts on behalf of the Society not to exceed Five Hundred Dollars (\$500.00), absent prior approval of the Board of Directors, and shall keep an accurate account of all monies received and paid in the name of the Society. The books of the Treasurer may be audited at the direction of the Board of Directors at any time.

Article 5

A. There are no qualifications for membership in the Society. To become a member in good standing, any person with interest in the Society's purpose can submit their name and membership fee to the association at any time.

B. A member who has failed to pay their dues for a period of three months following the due date is subject to removal from the corporate membership.

C. Any member who abuses their privileges as a Society member shall be subject to expulsion by action of the Board of Directors with written notice to the offending member.

D. Membership fees shall be determined at the annual meeting or special meeting duly warned and called.

Article 6.

A. The annual meeting of the membership of the Society shall take place on the second (2nd) Tuesday of July of each year, or at such date as may be determined by the membership for the subsequent year. Notices of such meeting shall be sent to all of the members, in writing or email, social media or newsletter, not less than five (5) days prior to such meeting day. Regular meetings of the Board of Directors shall take place preferably monthly; however, the Board of Directors may change meeting dates in deference to seasonal conditions or as deemed necessary.

B. The President may call a special meeting of the membership or the Board of Directors. Alternatively, or in addition, a special meeting of the membership may be called when a petition signed by Ten Percent (10%) of the qualified membership stating the time, the place, and the date of the meeting is given to the Secretary at least five (5) days prior to the date of such meeting. The Secretary shall then give written notice to all the members of such meeting.

C. At all meetings of the membership or the Board of Directors, a motion shall be made and seconded before a vote.

D. Action at any membership or Board of Directors meeting shall be by a majority vote of the needed quorum for that meeting. (See Article 7 for exception).

E. Any rule or regulation adopted by the general membership at any meeting, monthly, special, annual or Directors shall not be changed for a six-month period after adoption, except when in conflict with State of Vermont laws.

Article 7.

These bylaws may be amended by a two-thirds (2/3) vote of the membership at a called meeting. Notice of the proposed amendments shall be given to the membership not less than six (6) days prior to the call of the meeting via social media and email.

Article 8.

Disaster clause. In the event that any or all of the real or personal property or other assets of the Groton Historical Society are lost or destroyed due to unforeseen circumstances, or there is a decision by a majority of the membership to sell or otherwise terminate the Groton Historical Society, see the Articles of Incorporation for the distribution of the assets.