BYLAWS

Adopted 9 October 2011

(internet Bylaws.pdf posted on Jan. 23, 2016)

Article I: General

Section 1: Purpose

The purpose of the Great Cranberry Historical Society (AKA Great Cranberry Island Historical Society) (AKA GCIHS) is the collection, preservation, presentation and study of the history of Great Cranberry Island, Maine and of the other islands that make up the body of Cranberry Isles. These include Little Cranberry Island (Islesford), Sutton Island, Bear Island and Baker Island.

The GCIHS will promote this purpose by oral interviews, collection and care of materials, provision of facilities for the display and preservation of such materials, support for studies and publications, and other appropriate cultural enrichment activities.

Section 2: Fiscal Year

The fiscal year shall be 1 January through 31 December.

Section 3: Trustees

The GCIHS will be governed by a Board of Trustees elected by the membership.

Article II: Membership & Voting

Section 1: Membership

a. Regular Members: There shall be regular members consisting of individuals and organizations interested in

the purpose of the GCIHS. Each regular member shall have one vote.

b. Honorary Members: There shall be honorary members elected from time to time by the Trustees. Honorary members have no vote.

Section 2: Dues

Membership dues will be set from time to time by vote of the Trustees subject to approval at a regular meeting.

Section 3: Membership Term

Regular membership is for one year and commences on the month the membership dues are paid. Honorary membership is for life unless resigned or revoked.

Article III: Structure

Section 1: Organization

The GCIHS shall consist of its members, officers, trustees and committees as from time to time established.

Section 2: Officers

GCIHS officers are: The President, the Vice President, the Secretary and the Treasurer. Additional Vice Presidents may be from time to time elected at the will of the membership.

a. The President shall serve as the Chief Executive Officer of the GCIHS and shall preside over all general meetings of the membership and trustees. The President shall designate all necessary committees. Only the President or a person designated by her/him may officially represent the GCIHS.
b. The Vice President shall assume duties assigned by the President and shall preside in the President's absence. Should the office of President become vacant, the Vice President will assume that post for the remainder of the term.

c. The Secretary shall keep the Minutes of all GCIHS Board of Trustees meetings, all GCIHS Annual Meetings, and maintain GCIHS records.
d. The Treasurer shall care for all GCIHS funds, maintain accurate and current financial records, make banking arrangements, pay proper bills, and prepare and issue an annual financial report. The Treasurer shall prepare and make any and all financial returns that may be required for tax or other purposes.
e. Additional Vice Presidents, if any, shall have duties assigned by the President.

Section 3: Board of Trustees

a. GCIHS Trustees are:
    1. The President, who shall act as Chairperson of the Board of Trustees, the Vice President, the Secretary, the Treasurer and the other Vice Presidents, if any.
    2. Eleven (11) additional members of the GCIHS who are elected at the Annual Meeting of the GCIHS.
b. Vacancies on the Board of Trustees shall be filled by election at the Annual Meeting of the GCIHS. By the terms of its incorporation, at no time may the number of Trustees of the GCIHS be more than fifteen (15), including officers.
c. Duties of the Trustees: The Board of Trustees shall hold in trust and have special charge of all the property, real and personal, (Cranberry House and its projects being an example) belonging to the GCIHS, subject to such rules and directions as may be properly made by the GCIHS, and shall also have charge of all business affairs of the GCIHS not otherwise provided for. The Board of Trustees shall have the power to approve and authorize all contracts and to nominate persons for honorary membership in the GCIHS.
d. Resignations: Any elected member of the Board of Trustees may withdraw or resign from the Board at a meeting of the Board or by notice in writing to the President or Secretary of the GCIHS. Board members

may be removed if absent without prior notification from three (3) consecutive Board of Trustees meetings. Removal of a trustee for absenteeism or unethical conduct shall require a 2/3 vote of the Board of Trustees.

e. Statement of Liability: It is the responsibility of the GCIHS to ensure that the Trustees & Officers of the GCIHS have limited comprehensive general liability. As of this writing this limited comprehensive general liability is covered by a policy issued by LS Robinson Company. The coverage is cited in Section II CG 00 01 10 01 of this policy.

Section 4: Committees

Standing and Special Committees: The President of GCIHS may from time to time appoint standing or special committees to carry out programs and/or to make recommendations concerning such matters as programs, acquisitions, publications, etc. Such committees will be advisory in nature to the Board of Trustees, unless the Trustees specify certain delegated authorities to said committees, which will be noted in the Trustees Meeting Minutes. Such committees may be disbanded by the President after fulfilling their function.

Article IV: Meetings and Terms of Office

Section 1: Regular Meetings of the GCIHS and Notice

Regular meetings of the Board of Trustees shall be held each month from April thru October. Special meetings may be called by the President at any time. An Annual Meeting will be held during July or August, at a time and place to be set by the Secretary by a posting in a public place on Great Cranberry Island.

Section 2: Quorum

a. GCIHS Membership: At any meeting of the GCIHS membership, the presence of any twelve (12) regular members shall constitute a quorum. Proxy votes are

permitted for elections and specific issues if entered in writing to the Secretary of the Board.

b. Board of Trustees: At any meeting of the Board of Trustees, five (5) members shall constitute a quorum. Seven (7) days minimum notification by e-mail shall be required. Teleconferencing shall constitute attendance. Proxy votes are permitted for a specific issue if entered in writing to the Secretary.

Section 3: Nominations, Elections and Terms of Office

a. Nominations and Elections:
    1. Officers: A slate of officers shall be nominated by a Nominating Committee appointed by the President. Members of the Nominating Committee may not nominate themselves as candidates for office, but may be Trustees. Nominations may also be made from the floor at the Annual Meeting and, if seconded, will be voted upon.
    2. Trustees: Candidates for vacancies on the Board of Trustees may be nominated by the Nominating Committee in 1) above. Nominations to the Board of Trustees may also be made from the floor at the Annual Meeting and, if seconded, will be voted upon.
    3. Qualifications: Candidates nominated must be members of the GCIHS in good standing and must be willing to serve.
    4. Service: Newly elected officers and trustees shall commence service at the conclusion of the annual meeting at which elected.

b. Elections: If a quorum is present, elections for officers of the GCIHS and to fill vacancies on the Board of Trustees shall be held at the annual meeting of the GCIHS. Candidates are elected by a majority of the votes cast.

c. Terms of Officers:
    1. Term: The term of service for officers of the GCIHS shall be two (2) years or until their successors are elected. A second two years is permitted (allowing

four years of service in a specific capacity). If at the end of two terms there is no replacement available, this two term ruling is void.

2. Resignations and Removal of Officers: Any elected officer may resign by notice in writing to the President or Secretary of GCIHS. Officers who are not performing their duties may be removed and interim officers appointed by a two-thirds (2/3) vote of the Board of Trustees.

d. Terms of Trustees:

1. Term: The Term of service for Trustees shall be two (2) years.
2. Resignations and Removal of Trustees: Any elected Trustee may resign by notice in writing to the President or the Secretary of the GCIHS. Trustees who are not performing their duties may be removed and interim trustees appointed by a two-thirds (2/3) vote of the Board of Trustees.

Article V: Amendments to the By-Laws

Section 1: Amendments

These by-laws of the GCIHS may only be amended at the Annual Meeting of the GCIHS. Validation of the amendments requires a 2/3 majority of the members voting. The bylaws should be reviewed every three (3) years from date of formal approval of the bylaws.

Section 2: Notice of Amendments

Proposed amendments must be posted in writing not less than seven (7) days before the meeting at which the vote is taken.

Article VI: Conflicts of Interest

Section 1: Trustees & Officers

Trustees & Officers are required to follow relevant statutes within the Maine Non-Profit Corporation Act to avoid any

actions or votes involving conflicts of interest. A transaction in which a Trustee or Officer of GCIHS has a conflict of interest may be approved before or after consummation of the transaction by a simple majority vote of the Board of Trustees.

Article VII: Financial Procedures

Section 1: Check Writing

Any check written in excess of $1,000 by the GCIHS Treasurer must be countersigned by another Officer with check-signing authority.

Article VIII: Spousal Exception

Section 1: Officers and Trustees

No husband and wife shall serve as trustees and/or officers concurrently.

Article IX: GCIHS Museum Operation

Section 1: Continuous Seasonal Museum Operation

In the event of insufficient funding to staff the museum operations a volunteer member or members shall keep the museum open for a minimum of one (1) day each week between June 15 to September 15.