

SOMERSET COUNTY HISTORICAL SOCIETY, INC.
BYLAWS

1 **PREAMBLE**

2 The mission of the Somerset County Historical Society, Inc., hereto after referred to as “the
3 Society,” shall be:

- 4 1. To collect, preserve, and exhibit data and objects of historical interest relating or
5 pertaining to the lives, habits, and customs of the settlers and all who have lived in, or
6 had any part in building up and developing Somerset County, Maryland.
- 7 2. To preserve, conserve, and operate the Teackle Mansion as a house museum which offers
8 to the public the opportunity to learn about the life and time of Littleton Dennis Teackle
9 and his wife Elizabeth Upshur Teackle, and to view a collection of nineteenth century
10 furniture and other decorative and fine arts.
- 11 3. To sponsor Olde Princess Anne Days and to encourage the participation of groups of all
12 ages and interests within Somerset County in that endeavor.
- 13 4. To sponsor research and disseminate information about the history of the Teackle
14 Mansion and Somerset County through publications, exhibits, forums and speakers’
15 bureau.
- 16 5. To develop student tours and presentations consistent with the curriculum of the
17 Somerset County Schools.

18 **ARTICLE I: OFFICE**

19 **Principal Office:**

20 The principal office of the Society shall be at the Teackle Mansion, Mansion Street, Princess
21 Anne, Maryland. The Society may also have an office or offices.

22 **ARTICLE II: MEMBERSHIP**

23 **Identity of Members:**

24 The membership of the Society shall consist of:

- 25 1. Active members shall be persons who have qualified as such by payment of annual dues.
- 26 2. Honorary members shall be persons who are so designated by the Board of Trustees.
- 27 3. Student members shall be persons who are attending classes in high school, college or
28 institutions of higher learning.
- 29 4. Sponsoring members shall be persons who have made financial contributions to the
30 Society, and who are so designated by the Board of Trustees.

31 **ARTICLE III: DUES**

32 Dues for the various categories of membership shall be set from time to time by the Board of
33 Trustees.

34 Dues are payable April 1st each year.

35 **ARTICLE IV: MEETINGS**

36 **Annual Meeting:**

37 There shall be an annual membership meeting in April on a day designated by the Board of
38 Trustees for the purpose of electing Trustees and Officers to succeed those whose terms shall
39 have expired as of the date of the Annual Meeting, and for the transaction of such other Society
40 business as may come up before the meeting. Terms of office shall begin upon installation at this
41 meeting.

42 **Special Meetings:**

43 Special meetings of the members may be called at any time for any purpose or purposes by the
44 President, by the Vice President, or by a majority of the Board of Trustees and shall be called
45 forthwith by the President, the Vice President, the Secretary or any Trustee of the Society upon
46 the request in writing of a majority of all the members entitled to vote on the business to be
47 transacted at such meeting. Such request shall state the purpose or purposes of the meeting.
48 Business transacted at all special meetings of members shall be confined to the purpose or
49 purposes stated in the notice of the meeting.

50 **Place of Meetings:**

51 All meetings of members shall be held at the principal office or elsewhere in Somerset County as
52 designated by the Board of Trustees.

53 **Notice of Meetings:**

54 Written notice of each meeting of the members shall be mailed by U.S. Mail, 1st class, postage
55 prepaid by the Secretary, unless e-mail is voted by the Board of Trustees, to each member of
56 record entitled to vote thereat their post office address, as it appears on the books of the Society
57 at least ten (10) days before the meeting. Each such notice shall state the place, day, and hour at
58 which the meeting is to be held and, in the case of any special meeting, shall state briefly the
59 purpose thereof.

60 **Quorum:**

61 The presence in person by 15 members of the Society shall constitute a quorum at all meetings of
62 the members except as otherwise provided by law, by the Articles of Incorporation or by these
63 bylaws. If less than a quorum shall be in attendance at the time for which the meeting shall have
64 been called, the meeting may be adjourned from time to time by a majority vote of the members
65 present or represented, without any notice other than by announcement at the meeting, until a

66 quorum shall attend. At any adjourned meeting at which a quorum shall attend, any business may
67 be transacted which might have been transacted if the meeting had been held as originally called.

68 **Conduct of Meetings:**

69 Meetings of members shall be presided over by the President or the Society or, if he/she is not
70 present, by the Vice President, or, if none of the said officers is present, by a chairman to be
71 elected at the meeting. The Recording Secretary of the Society, or if he/she is not present, the
72 Corresponding Secretary, shall act as secretary of such meetings; in the absence of the Recording
73 Secretary and the Corresponding Secretary, the presiding officer may appoint a person to act as
74 secretary at the meeting.

75 **Voting:**

76 At all meetings of members every member entitled to vote shall have one (1) vote which shall be
77 cast in person and not by proxy. All elections shall be made and all questions shall be decided by
78 a majority of the votes cast at a duly constituted meeting, except as otherwise provided by law, in
79 the Articles of Incorporation or by these bylaws.

80 If the chairman of the meeting shall so determine, a vote by ballot may be taken upon any
81 election or matter, and the vote shall be so taken upon the request of twenty percent (20%) or
82 more of all the members entitled to vote on such election or matter. In either of such events, the
83 ballots shall be received and be taken in charge and all questions touching the qualification of
84 voters and the validity and the acceptance or rejection of votes, shall be decided by the tellers
85 which there shall be three (3). Such tellers shall be appointed by the chairman of said meeting.

86 **ARTICLE V: BOARD OF TRUSTEES**

87 **General Powers:**

88 The property and business of the Society shall be managed under the direction of the Board of
89 Trustees exercising the powers of directors of a corporation. The Board of Trustees shall
90 annually elect a president, a vice president, a treasurer, a recording secretary, and a
91 corresponding secretary.

92 **Number and Term of Office:**

93 The Trustees shall include the officers enumerated in the General Powers of Article V of these
94 bylaws while they are officers. The number of additional Trustees shall never be less than three
95 (3) nor more than fifteen (15), as may be designated from time to time by resolution of a
96 majority of the entire Board of Trustees the additional Trustees shall serve for a period of three
97 (3) years and shall be voted upon in classes every three years. Any Trustee consenting to be
98 nominated as an officer shall be deemed to have resigned as a Trustee and a nomination shall be
99 made for a successor who shall be elected at the next meeting for the balance of the term of that
100 individual. Trustees shall be eligible for re-election.

101 **Nomination and Election of Trustees:**

102 Prior to the annual meeting of the members of the Society, the Nominating Committee, shall
103 decide upon a slate of Trustees, and shall present such slate to the Board of Trustees. Upon
104 written request of at least one of the members of the Society, made to a member of the
105 Nominating Committee prior to said annual meeting, designating an additional slate of directors,
106 the Nominating Committee shall present such slate or slates to the Board of Trustees of the
107 Society. Immediately thereafter, the Recording Secretary shall apprise the members of the
108 Society of said slate or slates. No person's name shall be nominated without the person having
109 agreed to serve if elected. The Nominating Committee shall thereafter present the said slate or
110 slates of nominees to the members of the Society for election at the annual meeting.

111 **Filling of Vacancies:**

112 In the case of any vacancy in the Board of Trustees through death, resignation, disqualification,
113 removal or other cause, the remaining Trustees, by affirmation vote of the majority thereof, may
114 elect a successor to hold office for the unexpired portion of the term of the Trustee whose place
115 shall be vacant.

116 Any Trustee may be removed from office with or without cause by the affirmative vote of a
117 majority of the Trustees at a meeting of the Board of Trustees.

118 **Place of Meeting:**

119 The Board of Trustees may hold their meetings and have one or more offices, and keep the books
120 of the Society, either within or outside the State of Maryland, at such place or places as they may
121 from time to time determine by resolution or by written consent of all the Trustees. The Board of
122 Trustees may hold their meetings by conference telephone or other similar electronic
123 communications equipment in accordance with the provisions of the Maryland Corporation Law.

124 **Regular Meetings:**

125 Regular meetings of the Board of Trustees may be held without written notice at such time and
126 place as shall from time to time be determined by resolution of the Board, provided that notice of
127 every resolution of the Board fixing or changing the time or place for the holding of regular
128 meetings of the Board shall be mailed, e-mailed, or delivered to each Trustee at least three (3)
129 days before the first meeting held pursuant thereto. The Board of Trustees shall adopt a schedule
130 of regular meetings and an annual budget. Any business may be transacted at any regular
131 meeting of the Board. Trustees must attend at least 5 of the 11 regular meetings in order to
132 remain on the board.

133 **Special Meetings:**

134
135 Special meetings of the Board of Trustees shall be held whenever called by any three (3)
136 members of the Board of Trustees. The Recording Secretary shall give notice of each special
137 meeting of the Board of Trustees by mailing, e-mailing or delivering the same at least three (3)
138 days prior to the meeting to each Trustee, but such notice may be waived by any Trustee. Unless
139 otherwise indicated in the notice thereof, any and all business may be transacted at any special
140 meeting.

141 **Quorum:**

142 A quorum shall consist of fifty-one percent (51%) of the Trustees in order for the transaction of
143 business at all meetings of the Board of Trustees, but, if at any meeting less than a quorum shall
144 be present, a majority of those present may adjourn the meeting. The president may call for an
145 executive session with at least three of the five officers present to vote on society matters in the
146 absence of a quorum. The act of a majority of the Trustees present at any meeting at which there
147 is a quorum shall be the act of the Board of Trustees, except as may be otherwise specifically
148 provided by, law or by the Articles of Incorporation or by these bylaws.

149 **Required Vote:**

150 An affirmative vote of fifty-one percent (51%) of those present shall be necessary for the
151 passage of any resolution.

152 **Compensation of the Trustees:**

153 Trustees shall not receive any stated salary for their services as such, but shall be entitled to
154 receive from the Society reimbursement for pre-approved expenses.

155 **Nominating Committee:**

156 Annually, prior to December, the Board of Trustees shall elect a Nominating Committee
157 consisting of at least three (3) individuals, one of whom shall be the immediate past President
158 and at least one Trustee.

159 **Committees:**

160 The following shall be standing committees of the Society:

- 161 1) Special Events
162 a) Olde Princess Anne Days
163 b) Outside Rentals and Special Events
164 i) Any outside rentals and special event will have to be approved by the majority
165 of the Board of Trustees
166 c) Fundraising
167 2) Website
168 a) Marketing, PR, and Publications
169 3) Curator of Archives
170 4) Education
171 5) Docents and Volunteers
172 6) Somerset Antiques Shop
173 7) Grounds and Maintenance
174 8) Finance
175 a) Long Range Planning
176 b) Membership
177 9) Nominating (chosen annually at the November Board of Trustees meeting)

178 The Board of Trustees may, by resolution passed by a majority of the whole Board, designate
179 one (1) or more additional standing committees, each committee shall consist of two (2) or more
180 members of the Society, which, to the extent provided in the resolution, shall have and may
181 exercise the powers of the Board of Trustees, and may authorize the seal of the Society to be
182 affixed to all papers which may require it. Such committee or committees shall have such names
183 as may be determined by the resolution adopted by the Board of Trustees. The President shall
184 have the authority to appoint a special or ad hoc committee(s) as he/she shall deem appropriate
185 or necessary.

186 At such times as shall be appropriate, the Board of Trustees shall select the Society's
187 representatives to the Friends of Teackle Mansion, Inc.

188 **ARTICLE VI: OFFICERS**

189 **Election, Tenure, and Compensation:**

190 The officers of the Society shall be:

- 191 1. President
- 192 2. Vice President
- 193 3. Treasurer
- 194 4. Recording Secretary
- 195 5. Corresponding Secretary

196 The officers shall be elected annually by the membership of the Society at the annual meeting
197 simultaneously with the selection of the Board of Trustees for a term of one year. All officers
198 shall be eligible for re-election.

199 All officers of the Society shall be subject to removal at any time by the affirmative vote of a
200 majority of the whole Board of Trustees. All other persons shall hold office at the discretion of
201 the officers appointing them.

202 **Powers and Duties of the President:**

203
204 The President shall be the Chief Administrative Officer of the Society and shall have general
205 executive charge of all its business affairs and properties. He/she shall preside at all meetings of
206 the Society membership or Board of Trustees.

207 The President may sign and execute all authorized contracts or other obligations in the name of
208 the Society. He/she shall have the general powers and duties of supervision and management
209 usually vested in the office of president of a corporation. The President shall be appointed and be
210 an ex-officio member of all the standing and special committees. He/she shall do and perform
211 such other duties as may be assigned by the Board of Trustees.

212 **Powers and Duties of the Vice President:**

213 The Vice President may sign and execute all authorized bonds, contracts, or other obligations in
214 the name of the Society. The Vice President shall have such powers and shall perform other
215 duties as may be assigned by the Board of Trustees. In case of absence or disability of the
216 President, the duties of that office shall be performed by the Vice President, and the taking of

217 any action by the Vice President in place of the President shall be conclusive evidence of the
218 absence or disability of the President.

219 **Treasurer:**

220 The treasurer shall have custody of all the funds and securities of the Society, and he/she shall
221 keep full and accurate account of the receipts and disbursements in the books belonging to the
222 Society. He/she shall deposit all moneys and other valuables in the name and to the credit of the
223 Society in such depository or depositories as may be designated by the Board of Trustees.

224 The Treasurer shall disburse the funds of the Society as may be ordered by the Board of
225 Trustees. He/she shall pay all bills of the Society which have been certified as properly due and
226 owing by the President and the Chairman of the Committee incurring the bill. He/she shall render
227 to the President and the Board of Trustees, whenever either of them so requests, an account of all
228 his/her transactions as Treasurer and of the financial condition of the Society.

229 The Treasurer shall give the Society a bond, if required by the Board of Trustees, in a sum, and
230 with one or more sureties, satisfactory to the Board of Trustees, for the faithful performance of
231 the duties of his/her office and for the restoration to the Society in case of his/her death,
232 resignation, retirement or removal from office of all books, papers, vouchers, moneys, and other
233 properties of whatever kind in his/her possession or under his/her control belonging to the
234 Society.

235 The Treasurer shall perform all the duties generally incident to the office of the Treasurer,
236 subject to the control of the Board of Trustees and the President.

237 **Recording Secretary:**

238 The Recording Secretary shall give, or cause to be given, notice of all meetings of members and
239 Trustees and all other notices required by law or by these bylaws. The Recording Secretary shall
240 record all the proceedings of the meetings of the members and of the Trustees. He/she shall
241 perform such other duties as may be assigned by the Trustees or the President. The Secretary
242 shall have custody of the seal of the Society and shall affix the same to all instruments requiring
243 it, when authorized by the Board of Trustees or the President. The Secretary shall perform all the
244 duties generally incident to the office of Secretary, subject to the control of the Board of Trustees
245 and the President.

246 **Corresponding Secretary:**

247 The Corresponding Secretary shall acknowledge receipt of donations in memory of loved one
248 and inform the appropriate family member of the donations.

249 **Curator:**

250 The Curator shall be responsible for the cataloging, management and preservation of the
251 historical artifacts, furnishings, and other items acquired by the Society in accordance with the
252 accessioning and de-accessioning policies of the Society.

253 The Curator shall act as librarian of the Society and shall be responsible for the cataloging,
254 organization, preservation and management of all books, pamphlets, manuscripts, and writings of
255 the Society and for the retention and dissemination of the Society's records regarding Maryland
256 and Somerset County.

257 **Committee Chairs:**

258 The Chairs of the Society's standing committees shall be appointed by the President of the Board
259 of Trustees.

260 **Sundry Chairs:**

261 The Board of Trustees shall have the authority to create such additional offices as it may deem
262 necessary and appropriate to accomplish the work of the Society and prescribe the duties thereof
263 for a term at the pleasure of the Board of Trustees.

264 **Filling Vacancies:**

265 Vacancies for offices of President, Vice President, Treasurer Recording Secretary, and
266 Corresponding Secretary shall be filled by majority vote of the Board of Trustees. All other
267 vacancies except Board of Trustee vacancies shall be filled by the President.

268 **ARTICLE VII: CORPORATE SEAL**

269 In the event that the President shall direct the Recording Secretary to obtain a corporate seal, the
270 corporate seal shall be circular in form and shall have inscribed thereon the name of the Society,
271 the year of its organization and the word "Maryland." Duplicate copies of the corporate seal may
272 be provided for use in the different offices of the Society but each copy thereof shall be in the
273 custody of the Recording Secretary.

274 **ARTICLE VIII: BANK ACCOUNTS AND LOANS**

275 **Bank Accounts:**

276 Such officers or agents of the Society as from time to time shall be designated by the Board of
277 Trustees shall have authority to deposit any funds of the Society in such banks, trust companies
278 or financial institution as shall from time to time be designated by the Board of Trustees and
279 such officers or agents as from time to time shall be authorized by the Board of Trustees may
280 withdraw any or all the funds of the Society so deposited upon checks, drafts, or other
281 instruments or orders for the payment of money, drawn against the account or in the name or
282 behalf of this Society and made or signed by such officers or agents; and each bank, trust
283 company or financial institution with which funds of the Society are so deposited is authorized to
284 accept, honor, cash and pay, without limit as amount, all checks, drafts or other instruments or
285 orders for the payment of money, when drawn, made or signed by officers or agents of the Board
286 of Trustees. There shall from time to time be certified to the banks or trust companies in which
287 funds of the Society are deposited, the signature of the officers or agents of the Society so
288 authorized to draw against the same.

289 **Loans:**

290 Such officers or agents of this Society as from time to time shall be designated by the Board of
291 Trustees shall have authority to effect loans, advances or other forms of credit at any time or
292 times for the Society from such banks, trust companies, institutions, corporations, firms or
293 persons as the Board of Trustees, shall from time to time designate, and as security for the
294 repayment of such loans, advances or other forms of credit to assign, transfer, endorse and
295 deliver, either originally or in addition to substitution, any or all stocks, bonds, rights and
296 interests, deposits, accounts, documents covering merchandise, bills and accounts receivable and
297 other commercial paper and evidences of debt at any time held by the Society.

298 **ARTICLE IX: REIMBURSEMENTS AND CONFLICTS OF INTEREST**

299 Any payment made to an officer or other employee of the Society, such as salary, commission,
300 interest or rent, or entertainment expense incurred by him/her, which shall be disallowed in
301 whole or in part as such deductible expense by the Internal Revenue Service, shall be reimbursed
302 by such officer or other employee of the Society to the full extent of such disallowance. It shall
303 be the duty of the Trustees, as a Board, to enforce payment of each such amount disallowed. The
304 work of the Society shall not inure to the financial benefit of the membership or any part thereof.
305 Any individual having a financial interest in any contract, service or other expense derived from
306 the Society shall fully disclose said interest and shall not participate in any decision regarding
307 said disbursement.

308 **ARTICLE X: MISCELLANEOUS PROVISIONS**

309 **Fiscal Year:**

310 The fiscal year of the Society shall be January 1 to December 31.

311 **Notices:**

312 Whenever, under the provisions of these bylaws, notice is required to be given to any Trustee,
313 officer or member, it shall not be construed to mean personal notice, but such notice shall be
314 given in writing, by mail, by depositing the same in a post office or letter box, in a postpaid
315 sealed wrapper, addressed to each member, officer or Trustee at such address as appears on the
316 books of the Society, or in default of any other address, to such Trustee, officer or member at the
317 general post office in Princess Anne, Maryland, and such notice shall be deemed to be given at
318 the time the same shall be thus mailed or by inclusion in any generally distributed newsletter of
319 the Society or by notice published in any newspaper of general circulation in Somerset County.

320 **ARTICLE XI: AMMENDMENTS**

321 The Board of Trustees shall have the power and authority to amend, alter or repeal these bylaws
322 or any provision thereof, and may make additional bylaws.

323 These bylaws shall only be amended, altered or repealed by affirmative vote of fifty-one percent
324 (51%) of the total number of the Board of Trustees.

325 **ARTICLE XII: INDEMNIFICATION**

326 **Definitions:**

327 As used in this Article XII, any word or words that are defined in Section 2-418 of the
328 Corporations and Associations Article of the Annotated Code of Maryland, as amended from
329 time to time (the “Indemnification Section”), shall have the same meaning as provided in the
330 Indemnification Section.

331 **Indemnification of Trustees and Officers:**

332
333 The Society shall indemnify and advance expenses to a Trustee or Officer of the Society in
334 connection with a proceeding to the fullest extent permitted by and in accordance with the
335 Indemnification Section.

336 **Indemnification of Employees and Agents:**

337 With respect to an employee or agent, other than a Trustee or Officer, of the Society, the Society
338 may, as determined by the Board of Trustees of the Society, indemnify and advance expenses to
339 such employee or agent in connection with a proceeding to the extent permitted y and in
340 accordance with the Indemnification Section.

341 **ARTICLE XIII: TAX EXEMPTION**

342 Notwithstanding any other provision of these bylaws, the Society shall not carry on any activity
343 not permitted to be carried on

- 344 1. By an organization exempt from federal income tax under Section 501-(C)3 or
345 2. By an organization to which contributions are deductible under Section 170(C)2 and the
346 same shall be true for any corresponding provisions of any subsequent federal tax laws.

347 **ARTICLE XIV: PARLIAMENTARY AUTHORITY**

348 Roberts Rules of Order Revised shall be the parliamentary authority at all meetings of the
349 Society.

350 **ARTICLE XV: DISSOLUTION**

351 Should the Society ever be dissolved, all assets, after satisfaction of all obligations in accordance
352 with the General Laws of the State of Maryland, shall be turned over to and vested in a Not-For-
353 Profit 501-(C)3 Corporation to be chosen by the Board of Trustees holding office at the time of
354 the dissolution.

355 **ARTICLE X: ADOPTION OF THESE BYLAWS**

356 These bylaws are adopted this 20 day of November 2013 by the Board of Trustees of the
357 Somerset County Historical Society, Inc.

358 _____
359 President Vice President

360 _____
361 Treasurer Recording Secretary

362 _____
363 Corresponding Secretary