

THE PRUDENCE ISLAND HISTORICAL AND PRESERVATION SOCIETY BYLAWS

ARTICLE I: Name

The name of the Society shall be The Prudence Island Historical and Preservation Society, Inc.

ARTICLE II: Mission

The mission of the Prudence Island Historical and Preservation Society shall be to collect and preserve the history of Prudence Island through records, documents, photographs, and artifacts, to encourage preservation of island buildings, and to promote and provide access to this history for current and future generations.

ARTICLE III: Membership and Dues:

Any Prudence Island resident, or other interested person, may become a member of the Society by paying annual Membership Dues. -The Board of Directors shall set annual membership dues. Dues shall be posted on the Society's website prior to December 1 of the previous calendar year and announced in the summer newsletter. Failure to pay dues, in the course of the Society's calendar year, shall result in the loss of membership voting privileges and good standing status.

ARTICLE IV: Officers and Duties of Officers:

- Sec. 1. The Officers of The Society shall be a President, a Vice President, a Recording Secretary, a Corresponding Secretary, a Treasurer, a Historian, and an Archivist and other such officials as may be determined by the Board of Directors.
- Sec. 2. The officers shall be elected at the Annual Meeting by a majority vote of organization Members in good standing and shall serve a term of two-years. The Vice President, the Corresponding Secretary and Historian shall be elected at the 2010 Annual Meeting to serve two-year terms. The President, the Recording Secretary, the Treasurer and the Archivist shall be elected at the 2011 Annual Meeting to serve two-year terms.
- Sec. 3. The duties of Officers shall be as follows:
 - (a). The President shall summon and preside at all regular and ad hoc meetings of The Society.
 - (b). The Vice President shall, in the event of the absence, resignation or incapacity of the President, summon and preside at all regular or ad hoc meetings of the Society until such time as the President resumes the functions of the office or new, regular elections are held.
 - (c). The Recording Secretary shall make and keep written records of all Society meetings, and; receive and retain correspondence relating to the affairs of The Society.
 - (d). The Corresponding Secretary shall issue notices of all meetings and subsequent notes of the Board and of the Society; answer such correspondence of the Board and Society as directed by the President or the Board of Trustees; and maintain membership lists and dues.
 - (e) The Treasurer shall be authorized by these BYLAWS to establish and maintain a bank account, in the name of The Prudence Island Historical and Preservation Society, in which all of the Society's funds are to be deposited and; shall be authorized to receive all Dues and other payments, and; after consultation with the Membership and/or Board of Directors, to make any required disbursements of Society funds.

- (f) The Historian shall advise the Board and Membership and promote a greater understanding of the history and cultural heritage of Prudence Island. The Historian will use the historical records identified, classified, and preserved by the archivist for historical research.
- (g) The Archivist shall supervise the cataloging of historical records such as but not limited to: documents, photographs, and media in the Historical Society library at the Prudence Island Historical Museum; help users to locate records; promote the historical record collection to increase awareness of the islands history; ensure the safety and security of the records at all times, and, participate in the training of volunteers to help provide public access to, and assistance with, the Society's collection. At all times the archivist will follow industry standards and best practices for managing the island's historical records collections to the best of his/her ability.

ARTICLE V: -Standing and Special Committees. The President of the Society may from time to time appoint standing or special committees to carry out programs and/or to make recommendations concerning such matters as program, acquisitions, publications, etc. Such committees, if any, dealing with finance, contracts or the acquisition of real property shall be appointed with the approval of the board of directors and shall be responsible to the board. The president or the president's designee shall serve as an ex-officio member of all committees.

ARTICLE VI: Board of Directors

- Sect. 1 The Society shall be overseen by a Board of Directors. The duties of this board shall be to ensure that the mission and purpose of the society, as outlined in the bylaws and articles of incorporation are adhered to. The Board of Directors shall hold in trust and have special charge of all the property, real and personal, belonging to the Society, subject to such rules and directions as may be properly made by the Society, and shall also have charge of all of the business affairs of the Society not otherwise provided for. The Board shall have the power to approve and authorize all contracts and to nominate persons for honorary membership in the Society.
- Sect. 2. The Board of Directors consists of the seven elected officers: President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, Archivist and Historian, plus three Directors.
- Sect. 3 In addition, the officers of the organization shall be empowered to appoint additional members to the board of directors from the membership in good standing so that there shall be at least three board members per Rhode Island State Law regarding non-profit corporations.
- Sect. 4 Resignations and Removal of Trustees. 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 of the Society. Removal is by action of the Board.
- Sect. 5. Past Officers are eligible for election by the Board of Directors to hold the title of Emeritus Director until his/her resignation. Emeritus Directors can attend all Board meetings but, do not have voting privileges or shall not count for a quorum at the Board of Directors meetings. The position is a permanent position until his/her written resignation or by unanimous vote of the Board of Directors.

ARTICLE VII: Meetings

There shall be at least one meeting annually of the Society at which regular business shall be transacted.

ARTICLE VIII: Amendments

These BYLAWS may be amended by a two-thirds majority vote of members in good standing, by mail/email ballots or by vote at any regular meeting of the Society provided that at least ten of whom are present to constitute a quorum.

ARTICLE IX: Dissolution

All assets of the organization will be given to a non-profit organization or shall be used for tax exempt purposes. This will be after all liabilities of the organization are taken care of.

In the event the Society is dissolved, all funds will be given to the Prudence Island Volunteer Fire Department and all memorabilia will be given to the Portsmouth, R.I. Historical Society.

Adopted July 7, 1985. Life Membership dues (Article III) and Article IX Dissolution added July 5, 1987. Annual Membership Dues amended July 26, 2008. Revised March 25, 2010. Revised July 30, 2011.