

Rationale for Proposed changes to the Constitution and Bylaws

History

The current Constitution and Bylaws of the Medford Historical Society were adopted in 1966. Since then, they have been amended only a few times, most notably in the early 1990s to include language required by law concerning the dissolution of the organization, etc. As far as the current Board knows, the main body of the Constitution and Bylaws has remained untouched since 1966 with one exception. This was an amendment voted on at the December 2004 Holiday party and meeting that changed when the Bylaws could be amended. Previously, amendments could be accepted “at any regular meeting by a 2/3 vote.” This was changed to require amendments be voted on *only* at the Annual Meeting.

A cursory glance at the 1966 Constitution and Bylaws clearly shows the need for a complete rewrite of the Bylaws. However, the current Board decided that there were too many questions that needed to be fully explored before a complete rewrite could occur. However, certain changes were needed immediately because the current Bylaws were vague on a number of important issues.

Overall Rationale for proposed changes

The 1966 Bylaws did not clarify who was a voting member of the Board. There were seven offices elected and an additional 8 positions that were appointed by the President. The current Board feels strongly that only board members duly elected by the general membership should be voting on issues before the Board and that it is necessary to make this clear in the Bylaws.

The decision was to have all Board members including those designated as “Directors” be full voting members of the Board and therefore to change those positions from being appointed to being elected by the general membership. The total number of the restructured Board will be eleven and all members are to be elected. In making this decision, the composition of the Board was also slightly altered.

The Board is then free to create positions and committees as needed and appoint appropriate people to fill those positions. However, these appointed volunteers would not have a vote on the Board.

Proposed changes

- 1) Composition of the Board – There will be 11 elected Board members. The second Vice President, Auditor, and one Director position have been eliminated. An Assistant Treasurer and a Director of Collections have been added. The Directors become known as “Director at Large” and their number has been reduced to four. (See Constitution Article IV, Section 1.) General responsibilities for each of these positions have been spelled out. (See Bylaws Article I, all sections.)
- 2) The Board will officially be referred to as “The Board of Directors.” All references to the Executive Board, etc. have been changed to reflect this.
- 3) Article II – The *Purpose of the Society* has been changed to update the Society’s mission.
- 4) Article III – The requirement to have new members be sponsored by a current member and then accepted by the Executive Board has been eliminated.
- 5) Bylaws Article II - This actually set the dues at \$4 and technically an amendment to the Bylaws would have been required to change them. This obviously had not been followed and dues were changed over the years as needed. The change makes it clear that the Board of Directors has the power to change the dues.
- 6) Article VII of Constitution and Article III of the Bylaws were changed to reflect a new amendment procedure. Amendments to the Constitution and the Bylaws can occur at any time during the year as long as they are approved at two consecutive meetings of the general membership given four weeks advanced notice.