

# **The Society for the Preservation of the Old Meeting House in Webster, N.H.**

## **BY-LAWS**

### **Article I**

#### ***Name***

The name of this non-profit organization incorporated under the laws of the State of New Hampshire shall be: The Society for the Preservation of the Old Meeting House in Webster, New Hampshire. This Society shall also be known as The Webster Historical Society, hereinafter called the Society.

### **Article II**

#### ***Purposes***

The purposes of the Society are:

1. To preserve the existing buildings owned by the Society.
2. To obtain, preserve, and exhibit historical memorabilia.
3. To promote historical interest in the Town of Webster and State of New Hampshire.

### **Article III**

#### ***Membership***

Section 1: Any person who is interested in the purpose of this Society may become a member upon payment of dues. A member in good standing is conferred the right to vote on all matters brought before the members at the Annual or Special meetings. Any member wishing to resign shall notify the Vice President in writing, but shall not be entitled to any refund of dues.

Section 2: Classes of membership shall be individual, family, honorary, and life.

Section 3: The amount of dues for each class of membership shall be recommended by the Membership Committee for acceptance by the Executive Board and approval at the Annual or Special Meeting. Dues shall become payable before or at the Annual Meeting.

Section 4: Members whose dues are more than two years in arrears shall be deemed inactive. Inactive members shall not vote during business meetings or hold office.

Section 5: Honorary membership shall be recommended by the Membership Committee, and granted or rescinded by a majority vote at the Annual Meeting. Honorary members shall be exempt from payment of dues.

Section 6: Sponsors are any person, group, or business donating monies, time, or durable goods for use by the Society. Sponsors do not have a vote in the business of the Society.

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**Article IV**  
***Officers and Trustees***

Section 1: The regular officers of the Society shall be President, Vice-President, Secretary, and Treasurer.

Section 2: Officers shall be elected at the Annual Meeting by a majority vote and serve a two-year term.

Section 3: The President shall preside at all Executive Board and Annual or Special meetings of the Society. The President shall have the power to sign checks as needed in the absence of the Treasurer. The President shall appoint a chair-person for any and all committees. The President shall be bonded.

Section 4: The Vice President, in the absence or incapacity of the President, shall perform the duties of the President. The Vice President shall chair the Membership Committee, and shall be responsible for maintaining a current roster of members.

Section 5: The Secretary shall provide written notice of all Annual or Special meetings thirty (30) days prior to the meeting. The Secretary shall provide written notice of all Executive Board meetings ten (10) days prior to the meeting. The Secretary shall keep the minutes of all meetings of the Executive Board and the Annual and Special meetings. The Secretary shall make minutes available to the membership within five (5) business days of the meeting. The Secretary shall attend to the correspondence of the Society.

Section 6: The Treasurer shall receive and deposit all funds, including dues, and keep an accurate ledger of all accounts. The Treasurer shall be custodian of all deeds, contracts, and other documents relating to the Society, pay all bills approved by a second Executive Board member, give financial reports at each Executive Board meeting, and present an annual report at the Annual Meeting. The Treasurer shall be bonded.

Section 7: The Trustees shall be responsible for the overall direction and fiduciary oversight of the Society. Three or five Trustees shall be elected on a rotating basis to serve a three-year term. One Trustee shall be elected at an Annual or Special Meeting. A Trustee shall not concurrently serve as a regular officer.

**Article V**  
***Executive Board***

Section 1: The Executive Board shall consist of the four regular officers, and the Trustees.

Section 2: The Executive Board shall manage and direct the affairs of the Society. The Executive Board shall meet at least quarterly with all members being welcome. The duties and powers of the Executive Board shall include only those specified in the By-Laws.

Section 3: Any emergency shall be reported to any member of the Executive Board. No emergency expenditure of funds shall be undertaken by the Executive Board in excess of \$1,000 without the documented approval of a majority of the Trustees.

Section 4: No sale, transfer, acquisition, or acceptance of gifts valued at greater than \$5,000 shall be undertaken by the Executive Board without the majority vote of the Trustees.

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Section 5: The Executive Board may, at its discretion, dissolve any committee, replace a committee chairperson, or replace any of its Board Members for just cause by a two-thirds vote of the entire Board.

**Article VI**  
***Committees***

Section 1: The following Committees shall be established. The Nominating Committee shall be chaired by the President. The Membership Committee shall be chaired by the Vice President. All other committees shall have a chairperson selected and directed by the President. All member activities shall be coordinated with the chairperson of the appropriate committee.

Buildings and Grounds	Membership
Curator	Programs, Publicity, and Social Media
Fundraising	Web Presence and Digital Archives
Nominating (see Section 5)	

Section 2: The Executive Board shall outline the functions of all committees in writing, except the Nominating Committee.

Section 3: Each Committee shall report to the Executive Board as directed. Each Committee shall provide an annual report at the Annual Meeting.

Section 4: Special committees may be appointed by the Executive Board.

Section 5: The Nominating Committee shall consist of the President and two at-large members appointed by the President. The duties of the Nominating Committee are to present a slate of officers and trustees for election by the general membership at the Annual Meeting. The Nominating Committee shall also appoint a member to fill any vacancy on the Executive Board which may occur between elections.

**Article VII**  
***Meetings***

Section 1: The Annual Meeting of the Society shall be held at a published location during September for the election of officers and trustees, and for any other legal business that may come before it. A Special Meeting may be called upon the request of the President, or a majority vote of the Executive Board.

Section 2: A quorum shall be two-thirds of the members in good standing who are present at the meeting.

**Article VIII**  
***Acquisitions***

Section 1: Memorabilia acquired by the Society may be accepted as a loan, gift, restricted gift, or purchase.

Section 2: Loan is an article temporarily loaned to the Society for display within the Society's museums. The donor or donor's heirs, at their discretion, may request the article be returned at some future date, or the Executive Board may request it in writing, the article be returned to the donor or donor's heirs. A loan is at the risk of the donor, and the Society accepts no responsibility for any damage or loss which may result.

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Section 3: Gift is an article given to the Society for its use. The Society, upon approval of the Executive Board, may dispose of the article at some future date, with all proceeds retained by the Society.

Section 4: A restricted gift is a gift with conditions. All restricted gifts may be accepted only upon approval of the Executive Board.

Section 5: Purchase is the purchase of an article with Society funds. The Society, upon approval of the Executive Board, may dispose of the article at some future date with all proceeds retained by the Society.

Section 6: The cost for appraisals shall be at the expense of the donor or donor's heirs. Loans, gifts, restricted gifts, and purchases may be loaned for special exhibits at the designation of the Executive Board. Items on loan may be removed from the museums only by written permission of the donor or donor's heirs.

**Article IX**  
*Fiscal Year*

Section 1: The fiscal year shall be January 1 through December 31.

**Article X**  
*Amendments*

Section 1: These By-Laws may be amended by the membership at the Annual Meeting or a Special Meeting with a two-thirds majority vote of those members in good standing who are present at the meeting. All proposed amendments shall be in writing and sent to each member one month prior to said meeting.

**Article XI**  
*Dissolution*

Section 1: If the Society should ever be dissolved, the unrestricted assets shall be offered to the Town of Webster, New Hampshire to be maintained by the Town in the same manner as the Society. In the event of the Town's refusal, the assets shall be given to the New Hampshire Historical Society located in Concord, New Hampshire.

**Article XII**  
*Conflict of Interest*

Any duality of interest or possible conflict of interest of a Board Member or the family of a Board Member shall be disclosed to other members of the Board and shall be entered into the minutes when said interest involves a financial and/or land transaction on behalf of the Society, and such members shall be absent during the discussion and voting on the transaction. Every member of the Board will be advised on this policy upon entering the duties of his or her office.