

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

## **BYLAWS**

### **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, (hereinafter called the Society), doing business as Webster Historical Society.

### **Article II Purposes**

The purposes of the Society are these:

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 the State of New Hampshire.

### **Article III Membership and Sponsors**

Section 1: Any person who is interested in the purposes of this Society may become a Regular Member, (hereinafter called Member) upon payment of dues. Any Member wishing to resign shall notify the Vice President in writing but shall not be entitled to any refund of dues.

Section 2: The duties of the Members are these, at minimum: (1) elect Trustees; and (2) vote on Bylaws changes.

Section 3: Classes of membership shall be individual, family, honorary, life or annual, and sponsor. Honorary membership shall be recommended by the Membership Committee and granted or rescinded by the Board of Trustees. Honorary members shall be exempt from payment of dues.

Section 4: The amount of dues for each class of membership shall be recommended by the Membership Committee to the Board of Trustees for approval by the Board. Dues shall become payable at, or before, the Annual Meeting. Members whose dues are more than two years in arrears shall be deemed inactive. Inactive members shall not vote or hold office.

Section 5: A Sponsor is any person, group, or business donating monies, time, or durable goods for use by the Society. Sponsors do not have a vote.

Section 6: Members may attend Trustee Meetings, may be invited to speak, but may not vote.

### **Article IV Board of Trustees and Officers**

Section 1: The Board of Trustees (hereinafter called the Board) shall be responsible for the long-term direction and fiduciary oversight of the Society. A quorum of Trustees is required for any vote of the Board. The Trustees shall elect a chairperson (the Chair) from among those currently serving on the Board. The Chair shall call meetings of the Board at least quarterly and preside over those meetings.

Section 2: There shall be nine Trustees elected from the among the members to serve as recommended by the Nominating Committee. At least five of the nine Trustees must be unrelated by blood or marriage. Board members shall serve until their successors are elected. Members shall elect Trustees at the Annual or Special Meeting.

Section 3: Trustees may vote in person or by electronic mail (e-mail) or text message provided those e-mails and texts are retained, filed, and the electronic votes are recorded in the minutes of the next Board meeting.

Section 4: All Trustees shall actively serve on at least one Operating Committee, Governance Board, or Financial Board.

Section 5: The Board shall appoint Officers to serve a two-year term from among the current Trustees. The Board shall fill any Officer vacancy that may occur during each tenure. For just cause, the Board may replace any Officer or Trustee by a two-thirds affirmative vote of the entire Board.

Section 6: The Officers of the Society shall be President, Vice-President, Secretary, and Treasurer. Officers shall manage the affairs of the Society in accordance with the will of the Board.

Section 7: The **President** shall preside at the Annual Meeting or Special Meetings of the Society. The President shall call and preside at Project Meetings, as needed. The President shall have the power to sign checks in the absence of the Treasurer. The President shall appoint a chairperson for all Operating Committees, with the exception of the Membership Committee (see Article VI). The President may create or dissolve any Committee or replace a committee chairperson as needed. The President shall create an Annual Report.

Section 8: In the absence or incapacity of the President, the **Vice President** shall perform the duties of the President. The Vice President shall chair the Membership Committee and correspond with members regarding membership. The Vice President shall be responsible for maintaining a current roster of members.

Section 9: The **Secretary** shall provide notice of the Annual Meeting or any Special Meetings two (2) weeks prior to the meeting. The Secretary shall keep the minutes of Board Meetings, Project Meetings, Annual Meetings, and any Special Meetings. The Secretary shall make the Annual Meeting, any Special Meeting, and any Project Meeting minutes available to the membership. The Secretary shall make the Trustee Meeting minutes available only to the Trustees. The Secretary shall attend to the Society's correspondence except regarding membership.

Section 10: The **Treasurer** shall receive and deposit all funds and keep an accurate ledger of all accounts. The Treasurer shall be custodian of all deeds, contracts, and other financial documents relating to the Society. The Treasurer shall secure approval of three Trustees for any expenditure over \$100 and under \$1000, with the exception of utility and insurance bills. Expenditures of \$1,000 or more require a majority vote of the Board of Trustees. The Treasurer shall give a financial report at each Board meeting and present a Balance Sheet and a Budget at the Annual Meeting.

## **Article V Nominating Committee**

Section 1: The Nominating Committee shall consist of the Board of Trustees Chair, the President, and three other Members appointed by the President. This Committee shall present a slate of potential Trustees for election by the Members at the Annual Meeting or Special Meeting, indicating the term of office (in years) for each nominee.

Section 2: The Society increased the number of Trustees from five to nine at the Annual Meeting on September 19, 2019 and elected six Trustees whose terms expire in 2022. The Nominating Committee shall specify the length of terms as one year, two years, or three years for those positions expiring in 2022, and thereafter to reduce the number of terms expiring at the same time.

Section 3: The Nominating Committee shall appoint a member to fill any vacancy on the Board to serve until the next Annual or Special Meeting.

## **Article VI Operating Committees**

Section 1: The following Operating Committees shall be established.

Buildings and Grounds	Membership
Curator	Publicity
Programs	Website and Digital Archives
Fundraising	

Section 2: The Membership Committee shall be chaired by the Vice President, who shall appoint a minimum of one additional Member.

Section 3: The President shall appoint and direct all other committee chairs. All Member activities shall be coordinated with the chairperson of the appropriate committee.

Section 4: The President shall outline the functions of all Committees in writing.

Section 5: Each Committee Chair shall report to the President, as directed, and shall provide an annual report at the Annual Meeting.

Section 6: The President may appoint and direct special committees, as needed.

## **Article VII Meetings of the Members**

Section 1: The Annual Meeting of the Society shall be held at a published location during the first quarter of the calendar year for the election of Trustees and for any other legal business that may come before it.

Section 2: Ten members present, five of whom must be Trustees, shall be necessary to constitute a quorum for the transaction of business as stated in Article III, Section 2.

Section 3: A Special Meeting of the Members may be called by a majority vote of the Board.

## **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 any point within five (5) years. Alternately, the Board may request in writing that the article be returned to the donor or donor's heirs. Any Loan left in the possession of the Society or stored in any Society building more than five (5) years becomes a permanent Gift and may not be reclaimed by 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.

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

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

Section 5: **Purchase** is the purchase of an article with Society funds. The Society, upon approval of the 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. Gifts, restricted gifts, and purchases may be loaned for special exhibits at the designation of the Board. Items on loan may be removed from the museums only by written permission of the donor or donor's heirs.

## **Article IX General**

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

Section 2: Any emergency shall be reported to any Trustee.

Section 3: No acquisition or acceptance of gifts with a cumulative value of \$5,000 from a single donor shall be undertaken by any member without the affirmative vote of the majority of the Trustees. No sale or transfer of Society-owned items valued at greater than \$100 shall be undertaken by any member without the affirmative vote of the majority of the Trustees.

Section 4: A video or telephone conference meeting shall be deemed the same as an in-person meeting.

## **Article X Amendments**

These By-Laws may be amended by the Members at the Annual Meeting or a Special Meeting by 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**

Should the Society 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.