

NEWBURY HISTORICAL SOCIETY

BY-LAWS

August 2, 2009

ARTICLE I. NAME

The name of this non-profit voluntary corporation shall be "Newbury Historical Society Inc." This non-profit voluntary corporation is incorporated in the State of New Hampshire and is a qualified non-profit organization with the IRS and the State of New Hampshire, and shall conduct business as "Newbury Historical Society" referred to herein as the Society. The principal office of the corporation is within the State of New Hampshire in the town of Newbury, County of Merrimack.

ARTICLE II. MISSION

The Mission of the Newbury Historical Society is to:

- A. Promote the collection, identification, preservation and display of artifacts and documents of historical significance to the town of Newbury and its residents.
- B. Support the preservation of architectural assets and other man-made features of the town deemed to be of historical significance.
- C. Develop interest and provide educational programs for individuals and/or organizations about the history of Newbury.
- D. Collaborate with other historical societies as appropriate in the furtherance of common purposes.

ARTICLE III. MEMBERSHIP

A. Any individual or organization interested in the purposes of the Society may become a member upon written application and payment of the annual dues.

B. There shall be five classes of membership: individual, family, life, business and honorary. Honorary membership may be conferred upon any person whose activities have uniquely contributed to the purposes of the Society. Upon nomination by the Board of Directors, honorary members shall be elected by three-quarters of the members present at an Annual Meeting.

C. The amount of dues for all but honorary members shall be determined by the Board of Directors and approved at the Annual Meeting.

D. Dues shall be payable at the start of the fiscal year (June 1 through May 31).

E. Members more than three months in arrears in payment of dues shall be deemed inactive and shall not be entitled to vote or hold office.

ARTICLE IV. DIRECTORS

A. Number and Terms. The number of directors shall be nine, excluding Emeritus Directors. The directors shall be elected at the annual meeting. New directors shall be installed at the first meeting following their election and shall serve for a three-year term.

B. Nominating Committee. The President shall appoint a board member to serve as the Chairperson of the Nominating Committee. The Chair shall, prior to the May meeting, select a minimum of two Society members to serve on this committee. The Nominating Committee shall evaluate the current and future needs of directors to serve on the board. The Nominating Committee shall prepare a slate of officers to be elected for the following year and present it to the Board of directors at its June meeting for their review. The Chairperson shall present the slate of nominees for directors to be voted on by the membership at the annual meeting. Note: Nominations will be accepted from the floor.

C. Power and Duties. The business affairs of the Society shall be managed by its Board of Directors which may exercise such power of the Society, and do all such lawful acts and things as are not specifically prohibited by these by-laws. The Board of Directors shall have the power to accept or reject any bequests, devices, gifts or grants that are proposed to be made to the Society based upon its discretion and judgment. The Directors shall take into consideration the nature of the proposed gift, any considerations or restrictions placed upon the gift, and the appropriateness of such gift to the purposes of the Society.

D. Removal. The Board of Directors may remove from office any Director who neglects to attend three consecutive Board meetings without demonstrating sufficient reason for such absence. The Director in question should be notified in writing after two such absences of the possibility of removal from office. A Director who acts contrary to the objectives of the Society shall upon vote of the Board be removed from the Board.

E. Vacancy. If the office of a Director becomes vacant for any reason, the remaining directors, providing they constitute a quorum, shall elect a replacement to serve out the unexpired term of office.

F. Emeritus Director. The Board of Directors may elect as an emeritus director anyone who has retired at any time from the Board of Directors. No official duties or power to vote shall be assigned to an emeritus director.

G. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Secretary of the Society. The resignation shall become effective upon the date specified in the notice, or, if no date is specified, upon receipt of the notice by the Secretary.

H. Compensation. Directors shall serve without compensation. Upon vote of the Board of Directors, directors may receive reimbursement for out-of-pocket expenses incurred on behalf of the Society.

ARTICLE V. MEETINGS

A. Annual Meeting. The annual meeting of general membership shall be held in the month of July or August, or at such other time as determined by the Board with at least a two weeks notice by mail to the membership. The Society will transact such business as may properly be brought before the meeting and hold the annual election of directors, provided a quorum is present. For meetings of the Society, the members present shall constitute a quorum.

B. Regular Meetings. The Board of Directors shall meet at least six times a year. Meeting of Directors may be held upon two weeks notice delivered by any means determined by the members and at such time and at such place as shall be determined by the Board.

C. Special Meetings. Special meetings of the Board of Directors may be called by the President on five days notice to each director, personally, by electronic transmission or by postal mail. The President shall call special meetings in like manner and on like notice on the written request of five Directors. The specific purpose of any such special meeting shall be included in the notice.

D. Quorum. A majority of the elected and voting directors shall constitute a quorum for the transaction of business, and the act of a majority of the directors present at such meeting shall be the act of the Board of Directors. If a quorum is not present at any meeting of directors, the directors present may adjourn the meeting until a quorum is present.

E. Voting. At all meetings of the directors when a quorum is present, the affirmative vote of a majority of those present and voting on the question decides any question brought before that meeting, except where a larger vote may be required by law.

F. Meeting by Telephone or Similar Equipment. Any member of the Board of Directors may participate and vote at a meeting of such Board by means of conference telephone or similar communications equipment by virtue of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this Section shall constitute presence in person at such meeting. It is, however, the policy of the Society to encourage physical attendance of directors at meetings.

ARTICLE VI. NOTICES

Whenever, under provisions of these by-laws, notice is required to be given to any director, it shall not be construed to mean personal notice, but such notice may be given in writing, by electronic transmission or by postal mail, addressed to such director, at the address as it appears on the records of the corporation.

ARTICLE VII. OFFICERS

A. Principal Officers. The officers of the corporation shall be President, Vice President, Secretary and Treasurer, and there may be such other officers as the Board of Directors shall from time to time elect. The officers shall be elected by the Board of Directors from among the directors. The officers shall be elected no later than two months after the annual meeting and serve for a one-year term.

B. President. The President shall be a voting member of the Board of Directors. The President shall be elected from the membership of the Board of Directors, shall be chief elected officer of the Society and shall preside over all meetings of the directors, shall have general oversight management of the Society, and shall see that all decisions and resolutions of the Board of Directors are carried into effect. The President shall be an ex-officio member of all committees. The President shall perform such other duties as may be specified from time to time by the directors.

C. Vice-President. The Vice President shall be a voting member of the Board of Directors, shall be elected by the Board of Directors, shall perform the duties and exercise the powers of the President during any absence or disability of the President, and shall temporarily succeed the President in the event that the office of the President becomes vacant for any reason. The Board shall determine a successor to the President at its next regular or special meeting.

D. Secretary. The Secretary shall be a voting member of the Board of Directors and shall be elected by the Board of Directors. The Secretary shall send notices of each directors' meeting and shall keep and maintain accurate minutes of the annual meeting, regular and special directors' meetings and distribute meeting minutes. The Secretary shall have custody of the Society's records. The Secretary shall be responsible for obtaining all of the Society's incoming mail and distributing it to the appropriate recipients in a timely manner. The Secretary shall perform such other duties as may be specified from time to time by the Board of Directors.

E. Treasurer. The Treasurer shall be a voting member of the Board of Directors and shall be elected by the Board of Directors. The Treasurer shall have custody of the funds and other financial property of the Society and shall keep accurate records of all such property, receipts and disbursements of the Society in financial books maintained for this purpose. The Treasurer shall deposit all assets in the name of and to the credit of the Society with such depository or depositories as shall be designated by the Board of Directors with signature authority given to the President and Treasurer. The Treasurer shall disburse the funds of the organization as authorized by the President or the Board. The President shall disburse funds only when the Treasurer is absent or incapacitated. The President may approve disbursements of \$200.00 or less without Board concurrence. An annual revenue and expense budget shall be established by the Treasurer and approved by the Board of Directors. The Treasurer shall keep current records of all members including addresses and electronic mail addresses when available. The Treasurer shall follow all relevant accounting standards and procedures common for non-profit corporations and shall submit all records and books for audit. The Treasurer shall submit a schedule showing the financial status of the Society at the close of the fiscal year or when requested by the Directors,

with a written report to be presented at the Annual Meeting. The Treasurer shall perform such other duties as may be specified from time to time by the directors.

F. Committees. Special committees or ad hoc committees may be formed as deemed necessary by the Board to support the mission of the Society. Committee members shall be obtained from the Board or members of the society. Each committee shall submit to the Board for approval their written responsibilities. The Board may dissolve any committee at any time for any reason. Ad hoc committees will be dissolved when their tasks are completed or at the decision of the Directors. All committees shall submit progress reports at regular meetings of the Board of Directors.

ARTICLE VIII. ARCHIVIST

Archivist. The Archivist shall be a voting member of the Board of Directors, shall be elected by the Board of Directors, and shall be chair of the Archives Committee, a permanent standing committee of the Society. The Archivist shall be responsible for the protection and preservation of the Society's collection of ephemera and artifacts as well as town records as specified in the Memorandum of Understanding with the Town. The Archivist shall organize the collection, oversee accessioning and de-accessioning, and the creation of finding aids as spelled out in the Society's Collections Policy as approved by the Board of Directors. Since this is a technical position, the Archivist shall serve until a successor is elected by the Board.

ARTICLE IX. CONFLICT OF INTEREST

A. A conflict of interest transaction is a transaction with the Society in which a director of the Society has a direct or indirect interest. A director has an indirect interest in a transaction if another entity in which he has a material financial interest or in which he is a general partner, director, officer, or trustee is a party to the transaction.

B. Any time that a director or officer of the Society becomes aware that he or she is party to a transaction that would yield a financial benefit, i.e. a conflict of interest as defined above, that director or officer shall notify the Board of the conflict. Some examples include but are not limited to speaker honoraria, selling goods or services to the Society, and compensation from a third party. Reimbursement for legitimate expenses does not create a conflict.

C. Whenever the board considers a conflict of interest transaction, the person with the conflict shall be barred from the discussion and voting. Any motion on the transaction shall require an affirmative vote of two-thirds of those present and voting.

D. See RSA 7:19-a for matters not covered in this article.

ARTICLE X. FINANCES

A. Books and Records of the Society shall be set up in a manner that will produce proper records for the IRS, the State of New Hampshire and the Board of Directors to enable accurate

audits of the finances of the Society.

B. The fiscal year shall be June 1 through May 31. Annual revenue and expense budgets shall be established and approved by the Board of Directors.

ARTICLE XI. GENERAL

A. Retention of Records. The Board of Directors shall establish appropriate procedures for destruction of and retention of the Society's records, consistent with applicable State and federal rules and standards.

B. Change to By-Laws. These by-laws may be amended, altered or repealed and new by-laws adopted by a 2/3 majority of those voting at any annual meeting at which a quorum is present, provided that two week's written notice of the specific proposed amendment, alteration, or repeal be contained in the notice of the meeting. All amendments shall be dated with month, day and year at the bottom of each article amended. Any change or revision to these by-laws shall be submitted to the NH Department of Justice for their review and approval.

C. Rules of Procedure. The rules of procedure for the conduct of meetings shall be determined by the Board of Directors, based on the latest revised edition of Roberts Rules of Order, or other such rules as the Board may adopt.

ARTICLE XII. DISSOLUTION OF THE SOCIETY

The Society may be dissolved by following the procedures provided in RSA 292:9 or RSA 292:10-a as amended. The assets of the Society shall be disposed of according to Article 3 of the Articles of Agreement filed with the Secretary of State May 5, 1986: "Upon dissolution, the Society's unencumbered assets shall be turned over to the Town of Newbury, with the expectation that a reorganization may be accomplished which will continue the purposes stated in Article 2 above, and that the assets would be given to the new organization. In no event may these assets be disposed of except to a local tax-exempt organization."

Approved August 2, 2009