

BYLAWS

REVISED BYLAWS, VOTED BY THE MEMBERSHIP, NOVEMBER 1993

- I. **Corporate Name:** This corporation shall be called Northampton Historical Society, and may do business under this and other names, subject to the restrictions of these bylaws and subject to approval by the Trustees.
- II. **Purpose:** The corporation exists for the purpose of promoting broader knowledge of and encouraging greater involvement in the history of the Northampton, Massachusetts area by collecting, preserving, studying, exhibiting and interpreting aspects of historical and intellectual life in this area, and by such endeavors consistent with law as may also serve to fulfill that purpose. The Society shall cooperate with local, state and national historical agencies in the preservation of historical sites, buildings and materials, and in any other areas of common concern and effort. The corporation operates under the status of the United States Internal Revenue code 501(c)(3). All bylaws that follow are to preserve that status.
- III. **Membership:** Any person or corporate entity interested in the purpose of the corporation, who applies for membership and who tenders the necessary dues, shall thereby become a member of the corporation. The dues structures with the rights and privileges thereof shall be established from time to time by the board of trustees.
- IV. **Meetings of Membership:** The members of the corporation shall have annual and special meetings.

Section 1: The annual meeting of the members of the corporation for the election of the board of trustees and such other business as may legally come before meetings, shall be held in the city of Northampton in October or November each year at such place and hour as may be designated in the call. Notice of said meeting shall be given by mail, no fewer than seven days before such meeting, to each known member of the corporation at his or her place of business or residence, as recorded on the books of the corporation.

Section 2: Special meetings of the corporation shall be called by the president or by not fewer than three trustees, or by not fewer than fifteen members of the corporation; the call shall state the business to be transacted at said meetings, and no other business may be presented for a vote. Notice of all special meetings shall be given in the way hereinbefore prescribed in this article for giving notice of the annual meetings.

- V. **Quorum and Proxies:** A quorum for annual or special meetings of the membership shall consist of twenty members; any less number shall have authority to adjourn the meeting to a later date. At all the meetings of the corporation, whether annual or special, voting by written proxy shall be allowed; no proxy shall be valid for more than thirty days after its date.

VI. **Board of Trustees:** The Board of Trustees hereinafter called the trustees shall be vested with the power and authority, except as hereinafter expressly provided, over the governance of the properties and activities of the corporation. The corporate entity of the Northampton Historical Society shall reside in a board of trustees which shall consist of no fewer than nine and no more than twenty-five members, the number to be determined by the board. The executive director shall serve as a non-voting member of the board. The election of trustees shall be from among the membership at each annual meeting. The trustees' term of office shall be one, two, or three years, renewable for a maximum of nine consecutive years. Trustees who have served nine consecutive years shall be eligible for renomination only after a year has elapsed since their last term of service. Any member of the board of trustees who shall be absent without cause from three consecutive board meetings shall be deemed to have resigned as a trustee, if the board determines that no unusual circumstances justify such absences. The board of trustees shall meet a minimum of four times per year. The board of trustees shall be responsible for:

- the well-being of the Society and its reputation in the community.
- adherence to the by-laws.
- establishing basic objectives and policies.
- understanding the purposes, priorities and programs of the Society.
- personally supporting the Society's activities and programs so far as he or she is able, with his or her regular attendance at board of trustee meetings and other museum programs, his or her expertise and his or her fortune.
- raising funds to support the programs needed to carry out the Society's purpose to the fullest extent.
- approving the annual budget and non-budgeted expenses.
- hiring the executive director and delegating authority and responsibility for well-defined spheres of activity both to the director (and through the director to the staff) and to its own committees.

VII. **Quorum and Vacancy:** A quorum at meetings of the board of trustees shall consist of one-third of the members then serving on the board. At least a quorum of the board must be present for the board to vote on motions binding on the corporation. Any motion presented to the board shall be carried by a simple majority of those present, except for approval of the annual budget, and any non-budgeted expenses, which shall require a two-thirds majority. Any vacancy that occurs during the term of a trustee may be filled by recommendation of the nominating committee and approved by the board for the duration of that term.

VIII. **Officers:** There shall be chosen by vote at the first meeting of the board of trustees after the annual meeting of the corporation: a president, a vice president, a clerk, and a treasurer, drawn from the board. Unless circumstances dictate otherwise, the executive director shall serve as clerk.

Section 1: The president shall preside at all meetings. He or she shall appoint members of the board to chair the board's standing committees as provided for in these bylaws. The president shall serve as head of the executive committee and

provide an annual report to the board and membership. He or she shall automatically remain a voting member of the board and a non-voting member of the executive committee for one year after his or her service as president ends, even if his or her term of service as a trustee would otherwise have ended.

Section 2: The vice president shall assume the duties of the president in the event of absence, incapacity or resignation of the president.

Section 3: The clerk shall keep the minutes of meetings of the Society and of the board of trustees, and shall be entrusted with the corporate seal. The books and records of the clerk shall be open for inspection by members of the corporation on reasonable notice and at a reasonable time at the headquarters of the corporation. In the absence of the clerk, the president may appoint a temporary clerk.

Section 4: The treasurer shall be responsible for the safekeeping of Society funds and for maintaining accurate and complete financial records. He or she shall deposit all monies received by him or her with reliable banking companies in the name of the Northampton Historical Society. Monies shall be paid out by numbered checks signed by the treasurer or the president or as otherwise arranged consistent with the law. He or she shall render an annual report, based on the fiscal year as determined by the board. These books and records of the treasurer shall be open for inspection by members of the corporation on reasonable notice and at a reasonable time at the headquarters of the corporation.

IX. **Committees**: By the second board meeting after the annual meeting of the corporation, the president shall appoint chairs of five standing committees: Executive, Nominating, Development, Museum, and Public Programs. Standing committees may establish task-specific subcommittees and ad hoc committees. Membership of subcommittees shall be drawn from the board of trustees. Membership of ad hoc committees need not be limited to members of the board. Subcommittees and ad hoc committees derive their authority from and report to the chair of the respective standing committee. Subcommittees and ad hoc committees may only operate within the areas defined by their respective standing committees. All proposals and recommendations regarding expenditures or use of the physical plant, collections, and staff must be referred to the standing committee or the full board as appropriate for prior approval. The executive director or his or her designee shall be an ex-officio, non-voting member of all the standing committees.

Section 1: The Executive committee shall consist of the elected officers and the chairs of the four other standing committees. The clerk, the executive director and the immediate past president shall attend meetings as non-voting members. The executive committee shall have responsibility for:

- conducting emergency business in the absence of the full board, but it may not establish policy, and all decisions made in such sessions shall be discussed and ratified by the board.
- conducting an annual review of the Society's operations, resulting in an annual report to the full board.

- drafting long range planning goals for the Society to be voted on by the full board.
- conducting an annual review of the plans and modifying, adding to or changing them as deemed appropriate.
- presenting an annual long range planning update to the board with recommendations for action.
- reviewing personnel policies for paid staff.
- writing the job description and contract for the executive director's position.
- conducting an annual evaluation of the executive director's performance.
- arbitrating for staff members any problems not solved by the executive director, according to established personnel policy.
- reporting all decisions and recommendations to the full board for approval.

Section 2: The Nominating Committee shall consist of three or more board members, with the chair appointed by the president. The nominating committee shall be responsible for:

- preparing and updating a list of board members' responsibilities, to be given to new board members. This list shall be reviewed annually and approved by the full board.
- surveying the board and the general membership for suggestions for new board members and officers, and for investigating their qualifications. Each year, through the Society newsletter or some other notice mailed to the membership, the committee shall invite the general membership to suggest names for consideration as prospective trustees, such suggestions to be received by the committee at least 60 days before the annual meeting.
- interviewing prospective board members and officers, and explaining to them the responsibilities of the position.
- presenting a slate of board member nominations to the annual meeting of the membership, and presenting a slate of officer nominations to the board at the first board meeting after the annual meeting, and presenting nominations to the board to fill any vacancies that occur.
- planning with the president and executive director an orientation meeting for all board members to be held soon after the annual meeting at which new members are elected.
- setting the tone and monitoring the strength and effectiveness of the board by reviewing the record of involvement of each trustee, and considering who shall be recommended for renomination at the end of their first term.

Section 3: The Development Committee shall consist of three or more board members, one member being the treasurer, with the chair appointed by the president. The development committee shall have responsibility for:

- planning, supervising and implementing the Society's fund-raising activities and related public relations, to meet immediate and long-range goals as set by the board.
- establishing a priority list for said fund-raising activities.
- reviewing the budget as presented by the executive director, amending it as necessary, and recommending it for approval by the full board.

- seeing that the Society's financial records are kept according to standard accounting procedures, and that a regular outside audit of them is done.

Section 4: The Museum Committee shall consist of three or more board members, with the chair appointed by the president; the curator of collections is a non-voting member. The museum committee shall have responsibility for:

- recommending the Society's general collection policies as they relate to the overall purposes of the Society.
- reviewing all forms and procedures relating to collections management.
- assisting staff with matters of collection security, conservation, and storage.
- reporting all committee decisions and recommendations to the full board for action.
- recommending a plan for the maintenance and development of museum buildings and grounds.

Section 5: The Public Program Committee shall consist of three or more board members, with the chair appointed by the president. The public program committee shall have responsibility for:

- recommending the Society's general education policies as they relate to the overall purposes of the Society.
- reviewing an annual plan for programs, exhibitions and publications.
- assisting with the planning, promotion and evaluation of the Society's public programs.
- reporting committee decisions and recommendations to the full board.

- X. **Stewardship:** The Society, with the approval of a majority of the trustees, may assume the stewardship of historic properties. Stewardship involves the periodic inspection of such properties for the purpose of enforcing preservation restrictions as registered with the deed(s). Operating costs of each stewardship shall be provided by a separate fund specifically set aside for that purpose either from a portion of the proceeds of the sale of the property or through a special endowment from outside sources. The stewardship program shall not draw from annual operating revenues of the Society.
- XI. **Amendments:** These bylaws, or any one of them, may be altered or amended at any annual or special meeting of the corporation legally called for that purpose, by a two-thirds vote of the members present and voting at such a meeting, with no fewer than the quorum as stated in Article V. provided notice of the substance of the proposed alteration or amendment be given in the call for the meeting.
- XII. **Basic Indemnification of Members and Trustees:** In addition to any other rights which any member or former member of the corporation, member or former member of the board of trustees, officer or former officer of the corporation or committee member or former committee member of the corporation may be entitled by contract or otherwise by law, the corporation shall indemnify and defend such person and his or her heirs, executors and administrators against any cost or expense (including reasonable attorneys' fees and amounts paid in settlements, if such settlement is approved by the corporation),

fine, penalty, judgement and liability reasonably incurred by or imposed upon such person in connection with any action, suit or proceeding, civil or criminal, to which such person may be made a party or with which such person shall be threatened, by reason of such person being or having been a member, officer, trustee, or committee member of the corporation, unless with respect to any such matter such person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that the action was in the best interests of the corporation.

- XIII. **Dissolution and Distribution of Assets:** Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(C)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.