

HISTORIC NORTHAMPTON, INC.
BYLAWS
Draft February 2014

ARTICLE I:
NAME AND PURPOSES

Section 1.01. Name. The name of the corporation is HISTORIC NORTHAMPTON, INC.

Section 1.02 Nonprofit Status and Exempt Activities Limitation. Historic Northampton, Inc., is a Massachusetts not-for-profit corporation recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an corporation exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any corporation to which contributions are deductible under Section 509(a)(1) and 170(b)(1)(A)(vi) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

Section 1.03. Purpose. The corporation operates as a public charity organized for educational purposes. Its specific purpose is to preserve, study and interpret the history, heritage and material culture of Northampton, Massachusetts, and the surrounding region, and to encourage greater understanding and appreciation of that history, heritage and material culture among the general public, students and scholars. This purpose is described in the 1905 Articles of Incorporation as “the prosecution of educational, antiquarian, historical, literary, patriotic, and monumental purposes; for establishing and maintaining a historical library, a place for storing said library and for reading-rooms and social meetings and for such other purposes not inconsistent with law as may be reasonably incident and necessary to the promotion of such objects; the special purpose of the organization being to preserve the historical records of the city of Northampton, and to collect, hold, preserve and exhibit objects of historical value and interest in said city.”

ARTICLE II:
AUTHORITY AND DUTIES OF TRUSTEES

Section 2.01. Authority of Trustees. The corporate entity of Historic Northampton, Inc., resides in the Board of Trustees, which has custody, control and direction of the corporation, its collections, property and other assets. The Board of Trustees is the policy-making body and may exercise all the powers and authority granted to the corporation by law.

Section 2.02. Number, Election and Terms. The Board shall consist of not less than nine (9) and not more than fifteen (15) Trustees. Trustees shall elect their successors at each annual meeting, their

terms to begin on the first day of the fiscal year unless otherwise stated in the motion to elect. Terms are for three years, subject to the provision for staggering terms outlined in Section 2.03.

Section 2.03. Classes. For the purpose of staggering their terms of office, the Trustees shall be divided into three (3) classes, as nearly equal in numbers as may be, and the term of office of one class shall expire each year in regular rotation. In case the number of Trustees in any class becomes unequal to the other classes, the Board of Trustees may elect one or more Trustees to terms of one or two years, as may be deemed most practical.

Section 2.04. Term Limits. Trustees may be re-elected and may serve for three consecutive terms, except that terms lasting less than 18 months will not count toward the three. After this period of continuous service, re-election is not permitted until a year has elapsed.

Section 2.05. Vacancies. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of a Trustee's term shall be filled by vote of the Board. In the event of a tie vote, the President shall choose the succeeding Trustee. A Trustee elected to fill a vacancy shall be elected for the unexpired term of that Trustee's predecessor in office.

Section 2.06. Resignation. Board members may resign by sending a written or emailed notification to the Secretary, which notification shall be added to the records of the Board. Resignation is effective upon receipt.

Section 2.07. Absences. Any Trustee who fails to attend three consecutive meetings of the Board of Trustees may, if the board so chooses, be removed on that ground alone, pursuant to section 2.8.

Section 2.08. Removal. Any Trustee may be removed from office by vote of the Board at any meeting of the Board of Trustees provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided all members of the Board waive such notice.

Section 2.09. Meetings. The Board of Trustees shall meet at least four times a year at such dates, times and places as the Board shall determine except that one of these meetings shall be held during the last month of the fiscal year and shall serve as the annual meeting at which shall be elected those Trustees whose terms shall begin with the new fiscal year. Any business may be transacted at any meeting of the Board.

Section 2.10. Notice of Meetings. Meetings may be called by the President or at the request of any two Trustees by notice mailed, emailed, telephoned or faxed to each member of the Board not less than one week before such meeting. A written or emailed waiver, signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.

Section 2.11. Participation in Meeting by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, as long as all members participating in such meeting can hear one another.

Section 2.12. Quorum. A quorum shall consist of a majority of the Board, whether attending in person or through teleconferencing. All decisions will be by majority vote of those present at a meeting at which a quorum is present unless otherwise required by law or specified in these bylaws, as in

Section 8.05. If less than a majority of the Trustees is present at said meeting, a majority of the Trustees present may adjourn the meeting without further notice.

Section 2.13. Action without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Trustees or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing both to take the action without a meeting and to approve the specific action, except that action without a meeting is not permitted when the action pertains to removing a board member, removing an officer, removing an executive director, or amending the Articles of Incorporation. Such written consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be, and shall be recorded in the Minute Book with copies of the written votes.

Section 2.14. Reimbursement. Trustees shall serve without compensation with the exception that expenses incurred in the furtherance of the corporation's business are allowed to be reimbursed with documentation and prior approval.

ARTICLE III:
AUTHORITY AND DUTIES OF OFFICERS AND STAFF

Section 3.01. Officers. The officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer, and such other officers as the Board of Trustees may designate. Any two or more offices may be held by the same person except that the President may not hold any additional office.

Section 3.02. Election of Officers; Terms of Office. The Officers of the corporation shall be elected by the Board of Trustees from among the currently elected Trustees at their annual meeting. Officers serve for one-year terms beginning on the first day of the fiscal year and are eligible for re-election. Vacancies shall be filled as soon as convenient for the unexpired term of that officer's predecessor. New offices may be created and filled at any meeting of the Board of Trustees.

Section 3.03. Resignation. Officers may resign by sending a written or emailed notification to the Secretary, which notification shall be added to the records of the Board. Resignation is effective upon receipt.

Section 3.04. Removal. Any Officer may be removed from office whenever in the Board's judgment the best interests of the corporation will be served thereby. The removal shall be by vote of the Board at any meeting of the Board of Trustees provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided all members of the Board waive such notice. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 3.05. President. The President shall be a Trustee of the corporation and will preside at all meetings of the Board of Trustees. Subject to the control of the Board of Trustees, the President shall have general active management of the business of the corporation and shall see that orders and resolutions of the Board are carried into effect. The President shall perform such other duties as on occasion shall be assigned by the Board of Trustees.

Section 3.06. Vice-President. The Vice-President shall be a Trustee of the corporation and will preside at meetings of the Board of Trustees in the absence of or at the request of the President. The Vice-President shall perform other duties as requested and assigned by the President, subject to the control of the Board of Trustees.

Section 3.07. Secretary. The Secretary shall be a Trustee of the corporation and shall see that the corporate records, including the minutes of all meetings of the Board of Trustees, are kept in the books proper for that purpose. The Secretary shall perform such other duties as occasionally may be assigned by the Board of Trustees.

Section 3.08. Treasurer. The Treasurer shall be a Trustee of the corporation and shall work closely with any paid staff or agents of the corporation to ensure that appropriate accounting procedures and internal controls are established and observed in conformity with generally accepted accounting principles. The Treasurer shall report to the Board of Trustees at least quarterly on the status of the finances and shall perform such other duties as occasionally may be assigned by the Board of Trustees.

Section 3.09. Staff. The Board of Trustees may hire such paid staff or engage such agents as they deem proper and necessary for the operations of the corporation. The powers and duties of the staff or agents shall be as assigned or as delegated to be assigned by the Board.

Section 3.10. Executive Director. The Board of Trustees may hire an Executive Director to whom is delegated responsibility for the day-to-day management of the corporation, including carrying out the corporation's goals and policies and hiring any additional staff. The Board of Trustees shall review, at least annually, the performance and effectiveness of any such Executive Director and shall also review and set his or her annual compensation and benefits in conformity with the corporation's current policy on compensation. The Executive Director is, ex officio, a voting member of the Board of Trustees, but does not count toward the minimum or maximum number of Trustees. In cases where a conflict of interest exists, the Executive Director must recuse him or herself from the vote.

ARTICLE IV: **COMMITTEES AND ADVISORY BOARDS**

Section 4.01. Executive Committee. The Executive Committee shall consist of the corporation's President, Vice President, Treasurer, and Secretary, and the Executive Director, if any. The Executive Committee shall have responsibility for conducting Board business in the absence of the full Board and for any other duties delegated to it by the Board. All decisions made by the Executive Committee are subject to ratification by the Board at its next meeting.

Section 4.02. Governance Committee. The Governance Committee shall consist of the corporation's President, Executive Director (if any), and one or more other Board members appointed by the President. The Governance Committee shall have responsibility for:

- Identifying, interviewing and nominating new Board members with the goal of maintaining a useful variety of skills and backgrounds among the Board members.
- Developing a regular ongoing program of Board education and assessment to ensure that all Board members have the skills necessary to provide proper leadership and financial oversight for the corporation.

- Developing the rules and procedures by which the Board shall conduct its own business.

Section 4.03. Finance Committee. The Finance Committee shall consist of the corporation's Treasurer, Executive Director (if any), and one or more others appointed by the President. The Finance Committee may include non-board members as long as non-board members do not constitute a majority of the committee. While the board in its entirety carries fiduciary responsibility for the corporation, the Finance Committee shall take a leadership role in this area. Its responsibilities include:

- Ensuring that internal control policies are in place and being followed.
- Working with the staff to develop the annual budget and useful periodic reports.
- Developing financial plans for the long-term financial health of the corporation.
- Ensuring that required filings are made on time with the state and federal government.
- Arranging for and overseeing an annual audit, if the Board chooses to have one done or if required by law.
- Overseeing the corporation's investments.

Section 4.04. Other Committees. The Board may establish other Board Committees and/or Advisory Boards as from time to time may be necessary or desirable for the efficient management of the property, affairs, business and activities of the corporation. For any Committee so created, the Board shall designate a Chair from among the board and shall develop a written statement of the Committee's purpose and charge. The Board may invite non-board members to participate in the work of a Board Committee, but such persons shall not have a vote in Board Committee decisions, and the proposed actions of such Board Committees shall be subject to approval by the full Board.

ARTICLE V: **MEMBERSHIP**

Section 5.01. Purpose and Authorization. In order to provide a means of attracting interest in and support for the activities of the corporation, the Board of Trustees may establish from time to time one or more classes of membership on such terms and conditions as the Board by resolution shall determine. The privileges allowed to members shall not include a voice in corporate governance, which resides in the Board of Trustees.

ARTICLE VI: **FINANCIAL ADMINISTRATION**

Section 6.01. Fiscal Year. The fiscal year of the corporation is October 1 – September 30 but may be changed by resolution of the Board of Trustees. Any change of the fiscal year must be reported to the Secretary of the Commonwealth of Massachusetts and to the Internal Revenue Service.

Section 6.02. Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of the corporation, in addition to or in place of the Officers so authorized by the Bylaws, to enter

into a contract or execute and deliver any instrument or document in the name and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 6.03. Checks, Drafts, and Similar Documents. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such Officer or Officers and/or agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 6.04. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 6.05. Gifts and Contributions. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation. Such contributions, gifts, bequests, or devises shall be in conformity with the laws of the United States, the Commonwealth of Massachusetts or any other relevant jurisdiction.

Section 6.06. Separation of Duties. In its assignment of financial tasks, the Board shall make every effort to strengthen internal controls and to preserve the separation of duties. No Executive Director, Staff Person, Board Member or Officer who has bank signing privileges may also have responsibility for keeping the books. No Executive Director, Staff Person, Board Member or Officer may approve and/or sign checks made out to him or herself.

Section 6.07. Investments. The funds of the corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Trustees in its sole discretion may deem desirable, within the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments and which are permitted to corporations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VII: **INDEMNIFICATION**

Section 7.01. Indemnification. Every member of the Board of Trustees, officer or employee of the corporation may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. **Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation.** The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

ARTICLE VIII:
GENERAL PROVISIONS

Section 8.01. corporation Books. Correct books of account of the activities and transactions of the corporation shall be kept at the office of the corporation. These shall include a copies of the Certified Articles of Incorporation with any amendments thereto, correspondence with the IRS about the corporation's tax status, a copy of these Bylaws, and all minutes of meetings and of actions by written ballot of the Board of Trustees and its Committees.

Section 8.02. Nondiscrimination Policy. The Board of Trustees shall adopt a written policy of nondiscrimination with respect to persons served and employed by the corporation.

Section 8.03. Conflict of Interest Policy. The Board of Trustees shall adopt a written conflict of interest policy and review it annually.

Section 8.04. Amendment of Bylaws. These Bylaws may be amended by the Board of Trustees, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided all members of the Board waive such notice, or by unanimous consent in writing without a meeting pursuant to Section 2.13.

Section 8.05. Amendment of Charter. The Articles of Incorporation may be amended by a two-thirds vote of the Trustees then in office, or as otherwise required by Massachusetts law, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided all members of the Board waive such notice.

Section 8.06. Dissolution. Except as may be otherwise required by law, the corporation may at any time authorize a petition for its dissolution to be filed with the supreme judicial court of the Commonwealth of Massachusetts by the affirmative vote of a majority of the Trustees of the corporation then in office; provided, however, that in the event of any liquidation, dissolution, termination or winding up of the corporation (whether voluntary, involuntary or by operation of law), the property or assets of the corporation remaining after providing for the payment of its debt and obligations shall be conveyed, transferred, distributed and set over outright to one or more charitable, religious, educational or scientific institutions or organizations, created and organized for nonprofit purposes similar to those of the corporation, which qualify as exempt from income tax under section 501(c)(3) of the internal revenue code, as a majority of the total number of the Trustees of the corporation may determine in such vote; provided, further, that any such assets not so disposed of shall be disposed 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 are organized and operated exclusively for purposes similar to those of the corporation.

I hereby certify that these Bylaws are a copy of the Bylaws adopted by the Membership of Historic Northampton at a Special Meeting held at LOCATION on DATE.

Secretary