

HISTORICAL SOCIETY OF CHESHIRE COUNTY

By-laws

ARTICLE I – NAME

The name of this Society shall be “Historical Society of Cheshire County”.

ARTICLE II – PRINCIPAL OFFICE

The principal office of the Society shall be in Keene, Cheshire County, New Hampshire. The Trustees may from time to time determine the exact location and address of the principal office.

ARTICLE III – OBJECTS OF THE SOCIETY

§ 1. Objects. The objects of the Society shall be the prosecution and promotion of historical, genealogical and antiquarian research, the collection and preservation of books, papers, maps and relics illustrating history or progress, and in particular, those relating to Cheshire County, New Hampshire, and the publication from time to time of the results of such research, and the holding of such real and personal estate as may be desirable for the purposes of the society.

§ 2. Non-profit status. The Society shall operate as a non-profit educational institution, with no gain or profit accruing to any trustee, officer or member. Upon the dissolution of the Society, all of its assets shall be transferred gratis to one or more non-profit historical societies in New Hampshire.

ARTICLE IV – MEMBERSHIP

§ 1. Qualifications. Any person, corporation or organization interested in the objects of the Society may become a member upon payment of the prescribed dues.

§ 2. Dues shall be payable annually at or before the opening of the first regular meeting of members in each calendar year. Any member (other than an honorary member) whose dues are not paid by the opening of the second regular meeting in any year shall thereupon cease to be a member, but may be reinstated at any time upon payment of the prescribed dues.

§ 3. Classes of Membership. The Trustees may from time to time adopt classifications of membership and prescribe the dues for each.

§ 4. Honorary Membership for life may be conferred upon an individual member who has contributed substantially to the objects of the Society. Honorary members shall be elected by a majority of the members present at any annual meeting upon nomination by the Trustees. Honorary members shall not be liable for dues.

ARTICLE V – MEMBERS' MEETINGS

§ 1. Annual Meeting; Notice. The annual meeting shall be held in April. Notice of this meeting shall be mailed or emailed to all members of the Society at least fourteen days before the meeting.

§ 2. Special Meetings; Notice. Special meetings of the Society may be called by the President, or upon petition by at least twenty members of the Society. Notice of any special meeting shall be mailed or emailed to all members of the Society at least fourteen days before the meeting.

§ 3. Voting. Each member present at any meeting shall be entitled to one vote on each matter submitted to a vote of the members. Votes by mail or proxies shall not be permitted.

§ 4. Quorum. Twenty members shall constitute a quorum.

ARTICLE VI – TRUSTEES

§ 1. Number. The Society shall be governed by a Board of not less than twelve nor more than eighteen Trustees who shall be members of the Society, the exact number to be fixed by the Trustees from time to time.

§ 2. Terms. Trustees shall be elected for terms of three years. One-third, or as nearly one-third as practicable, of the Trustees shall be elected at each annual meeting.

§ 3. Term Limits. A Trustee who has completed two consecutive three-year terms shall not be eligible for re-election until at least one year after the completion of the second term, *provided* that the foregoing limitation shall not apply to any person elected President, Vice-President or Treasurer.

§4. Vacancies. A vacancy caused by the resignation, death or disability of a Trustee may be filled by the remaining Trustees for the period until the next annual meeting, whereupon the vacancy shall be filled by election. A Trustee elected to fill a vacancy shall serve only for the remainder of the original term.

§ 5. Regular Meetings. The Trustees shall hold at least four regular meetings yearly. The Trustees shall provide by resolution the times and places for holding regular meetings without other notice.

§ 6. Special Meetings. Special meetings of the Trustees may be called at other times by the President, or upon written petition to the Secretary by at least two Trustees. The President or the Secretary shall notify each Trustee at least three days before a special meeting. Notice may be written, oral, by e-mail or by telephone.

§ 7. Quorum. One third of the whole number of Trustees shall constitute a quorum.

§ 8. Powers. Subject to any vote of the Society, the Trustees shall set the general policies of the Society and shall appoint the executive director.

ARTICLE VII – COMMITTEES

§ 1. Committee Members: Members of committees shall be appointed by the President within forty-five days following the annual meeting and shall serve until their successors shall have been appointed. Committees shall consist of at least one Trustee and at least a total of three members. In addition, the President, Vice President, and Executive Director shall be *ex officio* members of all committees.

§ 2. The Executive Committee shall consist of the Board Chair, Vice Chair, Treasurer and Secretary. The committee acts on behalf of the full board as needed, hires the Executive Director and sets the compensation package, and serves in an advisory capacity to the board and Executive Director. (no language changes. Just moved this from § 6 to § 2.)

§ 3. The Collections Committee shall oversee the preservation and care of the Society's collections.

§ 4. The Development Committee shall work with staff on all aspects of development and fundraising.

§ 5. The Education Committee shall oversee and support the educational goals of the organization.

§ 6. The Facilities Committee shall be responsible for overseeing the buildings and grounds of the Society.

§ 7. The Finance Committee shall be responsible for overseeing the financial management and stewardship of the organization.

§ 8. The Governance Committee shall ensure the smooth operation of the Society through strategic organization.

§ 9. The Personnel Committee shall ensure that all human resource and hiring practices align with the mission of the organization and meet state and federal employment laws.

~~§ 6. The Executive Committee shall consist of the Board Chair, Vice Chair, Treasurer and Secretary. The committee acts on behalf of the full board as needed, hires the Executive Director and sets the compensation package, and serves in an advisory capacity to the board and Executive Director. (This information has been moved to § 2.)~~

~~§ 7. Committee Membership; Rules. Standing Committees shall consist of not less than three nor more than five members. In addition, the President, the Vice-President and the Executive Director shall be *ex officio* members of all committees. Committee members, other than the chair, need not be Trustees. (this information has been added to § 1.)~~

§ 10. Ad-Hoc Committees. Ad-Hoc committees shall be appointed and dissolved by the President as occasion may arise.

ARTICLE VIII – OFFICERS

§ 1. Number; Election. The officers of the Society shall be a President, a Vice-President, a Secretary, and a Treasurer, each of whom shall be a Trustee and be elected at the annual meeting of the Society for a term of two years. Insofar as practicable, the President and Vice-President shall not be elected in the same year. A President or Vice-President may serve for not more than two consecutive terms.

~~§ 2. Secretary. In addition to the foregoing, there shall be a Secretary, who shall be the person holding the position of Executive Director, and who shall serve at the pleasure of the Trustees. (This is removed)~~

§ 2. Other Officers. The Trustees may from time to time appoint other officers and assistant officers, who need not be Trustees, to serve at the pleasure of the Trustees.

§ 3. Vacancies caused by the resignation, death or disability of any officer may be filled by the Trustees at any regular or special meeting for the unexpired portion of the term.

§ 4. The President shall preside over all meetings of the Society and of the Trustees, and may call special meetings of the members and of the Trustees as provided in Article V, § 2 and Article VI, § 6 of these by-laws.

§ 5. The Vice-President shall, in the absence of the President, or in case of a vacancy in the office of President, have all the powers and perform all the duties of the President.

§ 6. The Treasurer shall have oversight of all the funds and financial transactions of the Society, and shall make a report of all transactions and of the Society's financial condition at the annual meeting of members and at every regular meeting of the Trustees.

§ 7. The Secretary shall submit the minutes of Board meetings to the Trustees; and shall ensure the list of members, Trustees, officers, and committees are up to date. ~~The Secretary shall have no vote at meetings of the Trustees.~~

§ 8. Other Powers. In addition to the foregoing, the several officers shall have such powers and perform such duties as may from time to time be specified in resolutions adopted by the Trustees.

ARTICLE IX – CONTRACTS, CHECKS, DEPOSITS AND GIFTS

§ 1. Contractual Authority. The Trustees may by resolution authorize any officer or officers to enter into a contract on behalf of the Society.

§ 2. Checks. The Trustees may by resolution authorize any officer or officers to sign and issue checks, and limit such authority to specified amounts. In the absence of such a resolution, all such

instruments shall be signed by the Treasurer and countersigned by the President or Vice-President.

§ 3. Banking. All funds of the Society shall be deposited in such financial institutions as the Trustees may from time to time designate by resolution.

§ 4. Gifts. The Trustees may in their absolute discretion accept or decline any contribution, gift, bequest or devise to the Society.

ARTICLE X - BOOKS AND RECORDS; FISCAL YEAR

§ 1. Books of Account; Minutes. The Society shall keep correct and complete books of account, as well as minutes of the proceedings of its members, Trustees and of all committees exercising any of the authority of the Trustees.

§ 2. Fiscal Year. The Society's fiscal year shall be the calendar year.

§ 3. Review of Accounts. There shall be an annual third-party review of the Society's books of account.

ARTICLE XI - WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of RSA 293-A, or any other applicable statute or regulation, or by these by-laws, a written or e-mailed waiver of notice, signed at any time by the person or persons entitled to notice, shall be deemed equivalent to the receipt of notice.

ARTICLE XII - AMENDMENT

These by-laws may be amended, or repealed and new by-laws adopted, at any regular or special meeting of the members by a majority vote of the members present, *provided* that notice of the proposal to amend or adopt new by-laws was given at the previous regular or special meeting, and that the proposed amendments or new by-laws were available in writing for inspection at that meeting.

Approved Apr. 2022