

# **EXETER HISTORICAL SOCIETY BY-LAWS**

## **REVISED AND RESTATED BY-LAWS**

### **ARTICLE I. NAME AND LOCATION**

The name of this organization shall be the Exeter Historical Society (the "Society"). The Society is physically located at 47 Front Street in Exeter, New Hampshire.

### **ARTICLE II. MISSION**

The Exeter Historical Society is the steward of Exeter's rich past. It is our mission to preserve Exeter's history and educate students, the community and visitors of all ages.

### **ARTICLE III. MEMBERSHIP**

A. Membership in the Society is open to any person/business interested in the history of Exeter, who intends to further the business and purposes of the Society and to abide by the rules thereof.

B. Classes of Membership and dues to be paid will be determined by the Board of Trustees (the "Board") from time to time.

C. Membership shall be terminated automatically for nonpayment of dues, after a delinquency of one month following the mailing of a second notice of fee due.

D. Membership may also be terminated for cause pursuant to a hearing before the Executive Committee.

#### ARTICLE IV. BOARD OF TRUSTEES

A. **Responsibilities and power:** The Board shall be the governing body of the Society for administering assets owned by or in the possession of the Society, and for establishing long-range fundamental policies and priorities. The Board shall hold for the Society all property received by gift or bequest with the power to hold, sell, convey, invest, reinvest or expend in furtherance of the purposes of the Society. Conditions attached by the donor to such a gift or bequest are subject to review by the Board.

B. **Composition:** The Board shall consist of no fewer than nine or more than fifteen members of the Society. The Trustees shall be elected to serve three year terms in classes of three to five each, so arranged that one class be elected each year. The Board shall also appoint two high school student Trustees from the Senior and Junior classes, for overlapping two year terms, the Seniors will have voting privileges totaling one vote.

C. **Nominations and Election:** The Governance Committee shall propose to the Board candidates to serve as Trustees and candidates to serve as Officers of the Society. The Board shall endorse the candidates by majority vote. The names shall be distributed to all members of the Society at least one month prior to the annual meeting. Provisions shall be made for nominations from the floor. Election shall be by a majority of the Members voting at an annual meeting in person.

D. **Vacancies:** A vacancy on the Board may be filled by a majority vote of the Board. A Trustee so chosen shall hold office until the next annual meeting, at which time any unexpired portion of the term shall be filled by the normal election process.

E. **Conflict of Interest:** Board members shall be bound by the requirements of N.H. RSA 7:19,II and RSA 7:19-A and the provisions of the Internal

Revenue Code and regulations (pertaining to pecuniary benefit transactions). The Board shall adopt a Conflict of Interest Policy, which all Board Members shall sign annually.

F. **Resignation:** Any Board member may resign at any time. Such resignation is to be made in writing and to take effect from the time of receipt by the Chair, unless some other time is fixed in the resignation. A member who misses three consecutive meetings of the Board without leave from the Chair is considered to have resigned from the Board.

G. **Removal:** A member of the Board may be removed by a two-thirds vote of the Board; however, no such vote may be taken until a written petition for removal is filed with the Board, and the person whose removal is sought receives notice of said petition by first class mail. Further, said person shall be given the opportunity to make an oral or written response to the Board within fourteen (14) days of the mailing of the notice. Any meeting called to include the vote on the removal of such a person shall not be held until the fourteen days provided for the above have elapsed.

H. **Emeritus Trustees:** The Board may designate individuals with distinguished service to the Society as Emeritus Trustees. Emeritus Trustees shall be invited to all meetings of the Board, but may not vote.

#### **ARTICLE V. OFFICERS OF THE SOCIETY**

A. **Enumeration:** The Officers of the Society shall be a Chair of the Board of Trustees, a Vice-Chair, a Secretary, and a Treasurer. The Officers shall be elected for a one-year term by the Board.

B. **Chair of the Board of Trustees:** The Chair shall preside at meetings of the Board, the Society, and the Executive Committee. The Chair shall be responsible for the overall direction of Society activities in accordance with policy set by the Board. The Chair shall employ staff to perform functions as determined by

the Board and to see that appropriate job descriptions are on file. The Chair shall conduct an annual review of employees, and report the review and recommendations on compensation and conditions of employment to the Board.

C. **The Vice-Chair.** The Vice-Chair shall accept this office with the understanding that s/he will accept the nomination, if offered, to succeed the Chair. S/he shall assume such duties as may be assigned by the Chair or the Board. In the absence of the Chair, the Vice-Chair shall perform all duties and exercise all powers of the Chair.

D. **Secretary.** The Secretary shall ensure that the Board is acting in accordance with these By-Laws and maintain records of meetings of the Membership, of the Board, and of the Executive Committee. The Secretary shall perform other duties as prescribed from time to time by the Board.

E. **Treasurer.** The Treasurer shall ensure that the Board receives, at such times and in such form as the Board shall require, accounting reports, budgets, audits, long-range financial plans and financial policy statements. The Treasurer shall prepare a yearly report on the financial status of the Society to be delivered at the annual meeting and shall oversee all filings required by the State of New Hampshire, the Internal Revenue Service, and other federal and state agencies. The Treasurer shall hold all funds and securities of the Society in appropriate accounts. Withdrawal of funds from investments, other than from operating funds in the Society's checking account, shall require the signature of the Chair or either Vice-Chair in addition to that of the Treasurer. The Treasurer shall serve as Chair of the Finance Committee.

## **ARTICLE VI: MEETINGS**

A. **Annual Meeting:** The Annual Meeting of the Society shall be held in May.

B. **Special Meetings:** A Special Meeting of the Society shall be held upon

written request filed with the Secretary of at least six (6) Trustees or at least twenty-five (25) members of the Society.

C. **Meetings of the Board:** The Board shall meet at least six (6) times annually.

D. **Notice:** A notice of Members Meetings of the Society shall be sent to members at least fourteen (14) days prior to the date of the meeting. A notice of meetings of the Board shall be sent to Trustees at least five (5) days prior to the date of the meeting. Meeting notices shall give the place, date, and hour of the meeting and any further information required by these By-Laws.

E. **Quorum:** At any meeting of the Society, twenty-five (25) members present in attendance shall constitute a quorum. At any meeting of the Board, a majority of all Trustees then in office shall constitute a quorum for the transaction of business. At any meeting of the Executive Committee, three (3) officers shall constitute a quorum for the transaction of business. If a quorum is not present, any meeting may without further notice be adjourned to a specific date.

F. **Voting:** Questions arising at any Meeting of the Society shall be decided by a majority of those in attendance. Questions arising at any Meeting of the Board or its committees shall be decided by a majority vote of those in attendance, except as otherwise required by law, or by these By-Laws.

#### **ARTICLE VII: COMMITTEES**

A. **Executive Committee:** The Executive Committee shall consist of the four (4) officers of the Society. The Committee's powers shall be used only as necessary and appropriate on routine business or on emergency matters that cannot or should not be delayed until the Board's next regularly-scheduled meeting, or until a special Board meeting can be called. Questions at any meeting of the Committee shall be decided by a majority of members then in office. The Executive Committee shall have authority to act for the Board on all matters except the

following, which shall be reserved to the Board: filling Trustee vacancies and selection of officers; changing the mission and purpose of the Society; incurring indebtedness, secured or unsecured; establishing or amending investment policies; selling real or personal property of the Society; hiring/firing of staff; and adopting the annual budget. These By-Laws or other Board policies may reserve additional powers to the Board.

B. **Special Committees:** There may be appointed by the Chair, with approval of the Board, special committees as needed. The names of these and all other Chairs shall be communicated to the Society membership in the annual meeting.

C. **Standing Committees:** Each Board member will serve on no less than one committee of the Board of Directors. Those committees will be Finance, Development, and Governance. Each committee may have subcommittees as needed. Members may also serve on these committees. The Audit subcommittee of the Finance committee must include a non-Board member.

#### **ARTICLE VIII: EFFECTIVE DATE**

These By-Laws will become effective and will supersede all previous laws of the Society at the time of the elections at the 2023 Annual Meeting.

#### **ARTICLE IX: FISCAL YEAR**

The Fiscal Year of the Society shall commence on January 1 and close on December 31 each year.

#### **ARTICLE X: TAX-EXEMPT QUALIFICATIONS**

A. The purposes of the Society shall not be altered or amended in any way that will cause the Society to lose its status as a tax-exempt organization under

the provisions of Section 501 c (3) of the Internal Revenue of 1988 as it now exists, or as it may be amended from time to time.

B. In the event that the Society should decide to terminate its activities and to dissolve as an organization, all assets held in the Society's name, both fiscal and material, shall thereupon be entrusted to the New Hampshire Historical Society.

#### **ARTICLE XI: AMENDMENTS**

Amendments to these By-Laws may be made at a regular or special meeting of the Society after notice of the proposed amendment has been distributed to all members at least fourteen(14) days in advance. The presence of twenty-five (25) members in attendance shall constitute a quorum and a majority of those voting shall be required for passage.

(These By-Laws were amended by majority vote of the Board on April 1, 2023.)

Dated: August 8, 2023

Vicki Geis

Jillian Price

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Chair

Secretary