

**ANTRIM HISTORICAL SOCIETY**

**BYLAWS**

**Revised and Accepted on March 22, 2018**

**ARTICLE I - NAME**

The name of this society shall be **THE ANTRIM HISTORICAL SOCIETY** (the "Society").

**ARTICLE II - PURPOSE**

The purpose of the Society shall be to collect and preserve all books, manuscripts, prints, diaries, memoranda, service records, pictures, photographs, paintings, relics, real property and other articles, items or records that may be relevant to recording and celebrating the history of the Town of Antrim, New Hampshire.

**ARTICLE III - MEMBERSHIP AND DUES**

**Section 1. Members**

Any person or organization may become a member ("Member") of the Society upon payment of dues.

**Section 2. Dues**

Dues shall cover a twelve-month period, commencing January 1st.

The amount of the dues will be determined by the Board prior to January 1st of each year.

Any member whose dues to renew his or her membership are not paid by January of the following year, shall be removed from the membership rolls and shall no longer be a Member in good standing. Any person may become a life member by making a substantial contribution, amount to be determined by the Board.

**Section: 3. Honorary Members**

Any person may become an honorary member in recognition of an extraordinary contribution to the missions of the Society, as determined by the Board. An honorary member shall be exempt from payment of annual dues.

**ARTICLE IV - OFFICERS AND BOARD OF DIRECTORS**

**Section 1. Officers**

The officers shall consist of a President, Vice-President, Secretary, and Treasurer (the "Officers"), all elected at the Annual Meeting. The Officers shall be elected for two-year terms. Vacancies resulting from unexpired terms or unfilled positions may be filled by the Board to serve until the next Annual Meeting. One half, or as nearly one-half, of the Officers shall be elected at each Annual Meeting. An Officer who has completed two consecutive two

year terms shall not be eligible for re-election to the same position until at least one year after the completion of the second term. Officers shall hold office until the adjournment of the next annual meeting of members and until their successors have been duly elected or until removed as herein provided.

**Section 2. Board of Directors**

The Board shall consist of not fewer than five nor more than nine persons, all of whom shall be members in good standing. The Officers shall be members of the Board. New Board Members shall be selected and approved by a vote of a majority of the Board Members.

Any Board member who exhibits excessive absenteeism in any calendar year as well as a Board member deemed to be unfit to serve, may be removed by a majority vote of the Board members present and voting at a meeting at which notice of such vote shall have been given to all Board members at least thirty (30) days before said meeting.

**ARTICLE V - DUTIES**

**Section 1. Officers**

The President, when present, shall preside at all meetings of the members and of the Board. The President shall render a report at each Annual Meeting and shall perform such other duties as the Board shall designate.

The Vice- President shall perform the President's duties and have the powers of the President, upon the absence or disability of the President.

The Secretary and shall keep, or arrange to be kept, Minutes of Board and Annual Meetings and distribute copies of the minutes to Board members within 14 days of each meeting. The Secretary shall be responsible for all other records and duties as are prescribed by the Bylaws as well as such other duties as the Board shall designate.

The Treasurer shall have charge of the finances of the Society and shall keep the accounts in suitable books which shall be the property of the Society. The Treasurer shall present a financial statement at the Annual Meeting and a report of receipts and expenses at the Board meetings and shall perform such duties as are prescribed by the Bylaws, and by local, state and federal laws, and as the Board shall designate. The Treasurer shall furnish information to the Audit Committee each year, in order that an audit may be completed prior to the Annual Meeting.

## **Section 2. Board of Directors**

The Board shall have the entire management and control of the property and affairs of the Society, including amendments to the Bylaws, and the direction of its programs, unless otherwise specified by these Bylaws.

Each Board Member will serve as a member on at least one committee.

Board Members must have the capacity to receive and send emails.

## **ARTICLE VI - COMMITTEES**

Each committee shall have at least one Board member. The Chair of each committee shall submit a report to the Board for the September Board meeting.

### **Section 1. Finance Committee**

The Finance Committee shall consist of the three members, including the Treasurer and at least one other Board Member designated by the Board. The committee shall present to the Board at its last meeting prior to the Annual Meeting a proposed annual budget for the Society. The committee shall supervise the investments of the Society and shall make recommendations to the Board as to investment and reinvestment of the Society's funds, including the hiring of competent organizations to manage such investments.

### **Section 2. Accession and Archive Committee**

The Archive Committee shall consist of at least one Board Member and shall collect, preserve and organize all books, manuscripts, prints, diaries, memoranda, service records, pictures, photographs, paintings, relics, and other articles, items or records that may be of historic interest relating to the history of the Town of Antrim; to record items and events which may be of historical significance;

and to foster general interest in the history of the Town and the State of New Hampshire.

**Section 3. Audit Committee**

The Audit Committee shall consist of two Board Members and one Member selected from the general membership of the Society, designated by the Board, none of whom shall be members of the Finance Committee. The committee shall be directly responsible for ensuring that an audit of the Society's financial affairs is completed for the presentation and acceptance at the Annual Meeting.

**Section 4. Nominating Committee**

The Nominating Committee shall consist of three Members, at least one of whom shall be a Board member and one a non-Board member from the general Antrim Historical Society membership. The Nominating Committee shall be appointed by the President, with the approval of the Board, at three months prior to the Annual Meeting. The nominating Committee shall present to the Board, not later than the last meeting of the Board prior to the Annual Meeting, its recommendations for the Officers to be nominated at the Annual Meeting. The committee shall also present to the Board such nominations for Officers as may be necessary from time to time to fill unexpired or unfilled terms.

**Section 5. Other Committees**

The Board may from time to time authorize and constitute other committees, with such duties as it may deem necessary

or advisable and in the best interests of the Society. The Board shall develop a job description for any new committee so formed.

## **ARTICLE VII - MEETINGS**

### **Section 1. Meetings of the Members**

The Annual Meeting of the members of the Society for the election of Officers and Board Members, for the receiving of reports of the Officers and committees, and for the transaction of other business, shall be held in October of each year, the day, time and place to be designated by the Board and communicated by the Secretary to all Members, in writing, no fewer than seven (7) days in advance thereof.

Special meetings of the Members may be held whenever called by the President, Vice- President or the Board, or whenever fifteen (15) Members shall make written application to the Secretary, stating the time, place and purpose of the meeting, which shall not be fewer than thirty (30) days in advance thereof, and shall be within the limits of the Town. Notice of special meetings shall be communicated by the Secretary to all Members, in writing or electronically, not less than fifteen (15) days in advance thereof.

At any meeting, ten (10) Members present shall constitute a quorum; however, the majority vote of a smaller number shall be sufficient to adjourn the meeting to another date certain, time and place without further notice.

## **Section 2. Meetings of the Board**

The Board shall meet regularly at a time and place to be designated by the President, with the schedule of such meetings to be designated at the beginning of each calendar year.

Special meetings of the Board may be held whenever called by the President, Vice- President or the Board, or whenever three (3) Board Members shall make written application to the Secretary, stating the time, place and purpose of the meeting, which shall not be fewer than ten (10) days in advance thereof, and shall be within the limits of the Town. Notice of special meetings shall be communicated by the Secretary to all Members, in writing or electronically, no fewer than five (5) days in advance thereof.

Board Members may participate in meetings of the Board, and members of any committee may participate in meetings of such a committee, by means of conference telephone or communications equipment by means of which all persons participating in the meeting can hear each other and participation shall constitute presence in person at such a meeting.

At any meeting of the Board, a majority of the Board Members then in office and entitled to vote shall constitute a quorum, each such Board Members having one (1) vote. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is



present, to another day, time, and place without further notice.

Any action required or permitted to be taken by the Board may transpire without a meeting if consent in writing, by email or by telephone setting forth the action so taken, is given by a majority of the Board Members entitled to vote. All votes and abstentions on the action shall be submitted to the President and shall be recorded in the Minutes or other Society records reflecting the action taken.

## **ARTICLE VIII - CONTRACTS, LOANS, CHECKS AND DEPOSITS**

### **Section 1. Contracts**

The Board may authorize any Officer or other agent to enter into any contract, or to execute and deliver any instrument in the name of and behalf of the Society, and such authority may be general or specific in nature.

### **Section 2. Loans**

No loans shall be contracted on behalf of the Society, and no evidence of indebtedness shall be issued in its name, unless authorized by the Board, and such authority may be general or specific in nature.

### **Section 3. Checks**

All checks or other orders for payment of money in excess of \$500 in the name of the Society shall be signed by the

Treasurer and one designated Board member. Payments \$500 or less may be signed only by the Treasurer.

**Section 4. Deposits**

All funds of the Society shall be deposited no later than fourteen (14) days of receipt in such banks or other depositories as the Board may authorize.

**ARTICLE IX - INDEMNIFICATION**

**Section 1. Indemnification**

The Board may, to the extent legally permissible and only to the extent that the status of the Society as an organization exempt under Section 501 (c) 3 of the Internal Revenue Code is not affected thereby, indemnify and reimburse out of the funds of the Society any person (or the personal representative of the person) who at any time serves or shall have served as an Officer, Board Member, employee, or other agent of the Society, against and for any and all claims and liabilities to which such person may become subject by reason of such service, and against and for any and all expenses necessarily incurred in connection with the defense or reasonable settlement of any legal or administrative proceedings to which such person is made a party by reason of such service, except with respect to any matter as to which such person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Society. In effecting such indemnity and

reimbursement, the Board may enter into such agreements and make such payment or payments and take such other action (including employment of counsel to defend against such claims and liabilities) as may, in its judgment, be reasonably necessary or advisable. Such indemnification or reimbursement shall not be deemed to exclude any other rights or privileges to which such person may be entitled.

**Section 2. Indemnification in Advance of Final Disposition of Action**

Indemnification to the persons specified in Section 1 may include payment by the Society of expenses incurred in defending civil or criminal actions or proceedings in advance of the final disposition of such actions or proceedings, upon receipt of an undertaking by the person indemnified to repay such payment if such person shall be adjudicated not to be entitled to indemnification under this article or under the laws of the State of New Hampshire.

**Section 3. Insurance**

The Board shall purchase and maintain insurance on behalf of any person who is or was an Officer, Board Member, employee, or other agent of the Society.

**ARTICLE X - CONFLICT OF INTEREST**

**Section 1. Duty to Disclose**

Each Director, prior to taking his position on the Board, and all present Directors shall annually at the Annual Meeting submit in writing to the President of the Board a list of all businesses or other organizations of which the director is an officer, director, trustee, member, owner (either as a sole proprietor or partner), shareholder, employee or agent, with which the Antrim Historical Society has or might reasonably in the future enter into, a relationship or a transaction in which the Director would have conflicting interests.

Every new member of the Board will be advised of this Article upon entering the duties of his or her office and shall sign a statement acknowledging his or her receipt of, understanding of and agreement to the policy stated in this Article. A copy of this Article together with a copy of the relevant New Hampshire statutes shall be attached to the statement so that every Board member is aware of the statutory requirements. These requirements include, but are not limited to, absolute prohibitions on loans from a charitable trust to a director, officer, or trustee and prohibition of any sale or lease or conveyance of real estate from an officer, director, or trustee without the prior approval of the probate court. These requirements extend to both direct and indirect financial interests, as defined by the attached statutes.

The President of the Board shall become familiar with the statements of all Directors in order to guide his conduct should a conflict arise.

## **Section 2. Voting**

At such time as any matter comes before the Board in such a way as to give rise to a conflict of interest, the affected Director shall make known the potential conflict, whether disclosed by his written statement or not, and after answering any questions that might be asked of him, shall withdraw from the meeting for so long as the matter shall continue under discussion. In addition, other Directors who themselves have had pecuniary benefit transactions with the Antrim Historical Society within the same fiscal year, should also not be present and not participate in the discussion. Should the matter be brought to a vote, neither the affected Director nor any other Director with a pecuniary benefit transaction with the Antrim Historical Society in the same fiscal year shall vote on it.

The Board will comply with all the requirements of New Hampshire law where conflicts of interest are involved, including but not limited to the requirement that if the transaction involving a Board member, trustee or officer exceeds five hundred dollars (\$500.) but is less than five thousand (\$5,000.) in a fiscal year, a two-thirds vote approving the transaction is required; and if the transaction involved exceeds five thousand dollars (\$5,000) in a fiscal year, then a two-thirds vote approving the transaction and publication of a legal notice in the required newspaper is required, together with written notice to the Director of Charitable Trust, Attorney General's Office. The minutes of the meeting shall reflect that a disclosure was made and that the interested Director and all other Directors with a pecuniary transaction with the Antrim Historical Society during the fiscal year were

absent during both the discussion and the voting on the transaction.

### **Section 3. Statutory Requirements**

The New Hampshire statutory requirements dealing with pecuniary benefits and any amendments thereto (RSA 7:19-a and RSA 292:6-a) are hereby incorporated in full into and made an integral part of this Article.

### **ARTICLE XI - NON-DISCRIMINATION**

The Society shall not discriminate against any person in any manner on the basis of gender, race, age, religion, disability, sexual preference or ethnic origin.

### **ARTICLE XII - WHISTLEBLOWER POLICY**

If any Board member, Member or employee of the Society reasonably believes that some policy, practice, or activity of the Society is in violation of law, a written complaint must be filed by that Board member, member or employee with the Board. It is the intent of the Society to adhere to all laws and regulations that apply to the Society and the underlying purpose of this policy is to support the Society's goal of legal compliance. The support of all Board members, Members and employees is necessary to achieve compliance with various laws and regulations. A Board member, Member or employee is protected from retaliation only if the Board member, Member or employee

brings the alleged unlawful activity, policy, or practice to the attention of the Society and provides the Society with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to Board members, Members or employees that comply with this requirement. The Society will not retaliate against a Board member, Member or employee who in good faith has made a protest or raised a complaint against some practice of the Society or of another individual or entity with whom the Society has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy. The Society will not retaliate against Board members, Members or employees who disclose or threaten to disclose any activity, policy, or practice of the Society that the Board member, Member or employee reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate or public policy concerning the health, safety, welfare, or protection of the environment.

## **ARTICLE XIII - MISCELLANEOUS**

### **Section 1. 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 bylaws, a written or emailed waiver of notice, signed at any time by the person or persons entitled to notice, shall be deemed equivalent to the receipt of notice.

## **Section 2. Dissolution**

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, or to a state or local 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.

## **Section 3. Amendment**

These Bylaws or any part thereof may be amended or replaced only by a majority vote of the Board, at a meeting duly called and noticed, provided that written notice of the proposed amendment or other action is communicated to the Board. However, in no event may any amendments be made which would affect the Society's qualification as a tax-exempt organization pursuant to Section 501(c)(3) of the Internal Revenue Service Code or corresponding section of any future federal tax code.

## **Section 4. Retention of Records**

The Board shall have a retention policy.



