

Bylaws of the Sudbury Historical Society

These updated bylaws were approved at the Society's Annual Meeting on June 10, 2018.

Article 1 – Corporate Name, Location, Seal, Fiscal Year

Section 1: Name

The name of the organization is the Sudbury Historical Society, Incorporated, herein known as SHS or the Society, and its principal place of operation shall be in Sudbury, Massachusetts.

Section 2: Corporate Seal

The corporate seal of the Society consists of a circle inscribed with the name of the Society on the rim and in the middle are large letters SHS with the zip code beneath.

Section 3: Fiscal Year

The fiscal year is June 1 to May 31.

Article 2 – Mission

The mission of the society shall be to collect, study, preserve, and maintain historical records, artifacts, and objects relating to the history and archaeology of the community of Sudbury, Massachusetts; to promote interest in, and study of, its history; and to connect the people of Sudbury with its traditions and history through educational programming and community engagement.

Article 3 – Purpose

The purpose of the Society shall be:

- a) To promote, engage in and encourage the study of Sudbury history.
- b) To collect or buy historic documents and other objects of significance to Sudbury's history.
- c) To promote public celebrations to commemorate Historic events and encourage interest in historic matters.
- d) To publish materials related to the history of Sudbury.
- e) To hold lectures and engage in social functions which are historic in character.

- f)** To establish and maintain a reference library devoted to historic subjects.
- g)** To promote, encourage and engage in the preservation and restoration of structures of historic importance which may be owned by the Society.
- h)** To erect monuments and plaques commemorating historic Sudbury events.
- i)** To hold, purchase, sell, lease, mortgage and otherwise deal with real estate.
- j)** To receive and hold in trust or otherwise, funds received by gift or bequest to be devoted to such purposes as requested.
- k)** To further its purposes the Society may affiliate with State and/or National organizations that share these goals.
- l)** To establish and maintain a place for holding meetings, and to do all things necessary and incidental and thereto permissible under Massachusetts General Laws, Chapter 180.
- m)** To further its purposes the Society may raise funds to support its mission.

Article 4 – Membership

Section 1: Membership

Membership is open to any person who, or organization which, supports the objectives of the SHS.

Section 2: Process and Privileges

- a)** Each prospective and renewal member shall complete a membership form annually to the Society, accompanied by payment of appropriate dues. An active member is one with a paid, current membership.
- b)** Membership privileges are: to hold elective or appointed positions; receive newsletters, and vote at the Annual Meeting.

Section 3: Categories of Membership

The Board of Trustees shall set dues and membership categories and review them yearly before the Annual Meeting – such as, but not limited to, individual, family, and business membership.

Article 5 – Board of Trustees

Section 1: Authority and Responsibility

- a) The Board of Trustees shall be the governing body of the Society. The Board of Trustees shall have supervision, control and direction over the affairs of the Society including the establishment of policy, the code of ethics (Article 14), the care of all Society property, Society finance, approval of the Society's budget, pre-approval of unbudgeted expenditures, the appointment of committees for such purposes as it specifies, and the filling of any vacancies in office which may occur between Annual Meetings of the Society.
- b) The Board shall annually appoint an auditor or audit committee to review the Society's accounts.
- c) The Board shall approve an annual budget in advance of the new fiscal year and may appoint an investment advisor to advise and assist the treasurer.

Section 2: Composition of the Board

The Board of Trustees shall consist of between twelve (12) and eighteen (18) Trustees all of whom must be current active members of the Society.

Section 3: Term and Election of Trustees

Trustees shall serve for a term of two (2) years, with approximately half of the Trustees being elected in any year. Trustees shall be elected by a majority vote at the Annual Meeting.

Section 4: Vacancies (Emergency)

In the event of a vacancy in any of the positions on the Board, the Nominating Committee may recommend candidates for such vacancies. The Board of Trustees, by majority vote of the remaining members, appoints the replacement for the unexpired term.

Article 6 – Officers

Section 1: Elected Officers

The elected officers of the Society shall be President, Vice President, Secretary, Treasurer and such other officers as the Board of Trustees may deem necessary or advisable. All officers shall be elected by a majority vote of those present at the Annual Meeting.

Section 2: Qualifications for Office

Any board member shall be eligible for nomination and election to any elected office of the Society.

Section 3: Term of Office

Each elected officer shall take office immediately upon election and shall hold office for one year.

Article 7 – Duties of Officers

Section 1: President

- a) Shall preside at meetings of the Society; is an ex-officio nonvoting member of all committees and may be the Society's representative at public functions.
- b) Shall be the Chair of the Board of Trustees and the Executive Committee and shall be responsible for the overall operation of the Society under the direction of and in accordance with the policies and decisions of the Board of Trustees; shall approve all checks and other instruments of withdrawal or change from the Society's accounts of deposit which are issued by the Treasurer in excess of eight hundred (800) dollars and outside of the budgeted expense plan.
- c) Shall see that necessary forms are filed annually with the Massachusetts Attorney General, the Secretary of the Commonwealth, and the Internal Revenue Service.

Section 2: Vice President

Serves in the absence or incapacity of the President, and chairs the Nominating Committee.

Section 3: Secretary

- a) Shall give notice of, and keep a record of, meetings of the Society and of the Board of Trustees. Such records, annual reports, and committee reports are kept in the Society's corporate archives by the Secretary.
- b) Shall submit all required reports to the Secretary of the Commonwealth and file all such reports in the corporate archives.

Section 4: Treasurer

- a) Shall be the custodian of all funds of the Society; shall document and deposit all monies payable to the Society and shall receive any money legacies bequeathed or donations made to the Society.
- b) Shall disburse monies of the Society personally or through a Board selected designee.
- c) Shall present to the Board an annual budget prepared in co-operation with the Finance Committee.

- d) May cooperate with an investment advisor in managing and reporting on the savings of the Society.
- e) Shall provide information for the filing of the annual Public Charities report including the required attachments and financial report and shall provide the information and filing forms required by the IRS; and shall ensure the filing of such forms in a timely manner.
- f) Shall pay the Massachusetts Sales Tax.
- g) Shall pay royalties due from sales.
- h) Shall pay the operating expenses of the Society in a prompt manner. (Any check or withdrawal over eight hundred (800) dollars and outside of the budget plan must be approved by the Board.)
- i) Shall provide a written report quarterly to the Board.
- j) Shall have available a printed financial report at the Annual Meeting.
- k) Shall retain copies of the all financial records related to the business of the Society in accordance with the Society's document retention policy.

Article 8 – Committees

Section 1: Committees

The Board of Trustees may create committees as needed, such as programming and education, membership and development, collections, community relations, finance, facilities, and bylaws. The Board appoints all committee chairs. With the exception of the Advisory Committee, all committees will have at least one Board member on the committee.

Section 2: Executive Committee

The membership of the Executive Committee will be the President, other elected officers, and any other members nominated by the President. The role of the Executive Committee is to advise and direct the Executive Director; and present nominees at the Annual Meeting for each vacant or retiring Trustee or Officer. Only those willing to serve are to be nominated. Executive Committee members are not barred from being nominated. In the absence of an Executive Director, the Executive Committee will assume the duties of the Executive Director until a new Director has been approved and hired by the Board. The length of term for members of the Executive Committee is one year, but members can serve consecutive terms.

Section 3: Advisory Committee

A minimum of three (3) members of the Advisory Committee shall be appointed by the Board of Trustees and shall serve for one year, renewable by the Board. The Advisory Committee exists to advise, assist, support, and advocate for the Society and its mission. It has no administrative or programmatic responsibilities. Members of the Advisory Committee shall advise the Board and membership on such matters in which they have expertise and shall be entitled to attend any meetings of the Board but shall have no voting power.

Article 9 – Non-Board Positions

Section 1: The Board of Trustees may hire staff when it is deemed necessary and appropriate.

Section 2: Executive Director

An Executive Director may be hired by the Board of Trustees and will have day-to-day responsibilities for the organization, including carrying out the Society's goals and policies. The Executive Director will attend Board meetings, report on the progress of the organization, answer questions of the Board members and carry out the duties described in the job description. The Board can designate other duties as necessary.

Section 3: Curator/Archivist

A Curator/Archivist may be appointed or hired by the Board of Trustees for a period of one year (renewable). The Curator/Archivist, working with the Collections Committee, shall oversee the Society's collection, coordinate exhibits, and respond to requests for searching Society archives for genealogical information; be responsible for the organization, control and supervision of the protection and maintenance of all objects, papers, photographs, maps, digital and multi-media records, and other articles in the Society's collection; maintain a database with the names of donors and pertinent information; keep an accurate account of any article out on loan; and maintain a written record of additions to the Society's collection. The Curator/Archivist will attend Board meetings, provide an annual report, answer questions of the Board members, and carry out the duties described in the job description. The Board can designate other duties as necessary.

Article 10 – Meetings

Section 1: Annual and Special Meetings

- a) The Society shall hold its Annual Meeting in June at a place and date determined by the Board of Trustees. The purpose of the Annual Meeting is to present a report on the state of the Society; present the Treasurer's financial report; to elect Officers and Trustees; and to transact such other business as may come properly before the meeting. Notice of time and place of the Annual Meeting shall be mailed by the Secretary to each member of the Society at

his/her address on file with the Society at least one week (7 calendar days) before the date fixed for the meeting.

- b) A special meeting may be held at such time and place as may be determined by the President or the Board of Trustees. A special meeting may be called by fifteen (15) members notifying the President of their desire to call a meeting. Notice of time and place of a special meeting shall be mailed by the Secretary to each member of the Society at his/her address on file with the Society at least one week (7 calendar days) before the date fixed for the meeting.

Section 2: Meetings of the Board of Trustees

- a) Regular meetings of the Board of Trustees shall be held at such time and place and on such dates as determined by the Board of Trustees.
- b) Regular meetings of the Board of Trustees may be called by the President, with seven (7) calendar days notice;
- c) Or may be called by the Secretary on the written request of any two members of the Board of Trustees with seven (7) calendar days notice.
- d) At least twenty-four (24) hours notice of an emergency meeting of the Board of Trustees shall be given to each member of the Board.

Section 3: Quorum

Six (6) members of the Board of Trustees shall constitute a quorum.

Article 11 – Amendments

These bylaws may be amended at an Annual or Special Meeting of the members provided:

- a) A copy of the proposed Amendments are given in the call for such meeting at least weeks before the meeting;
- b) Not less than forty (40) active members are present at such meeting; and
- c) Two-thirds (2/3) of active members present approve the proposed amendments.

Article 12 – Dissolution

Section 1: Motion to Dissolve

A motion to dissolve the Society may be decided by a vote of the Board giving the reason for dissolution followed by the consent of not less than two-thirds (2/3) of the Board members. The motion to dissolve shall include specification of the organization or group

of persons to receive any remaining funds or property. The successor of the organization's purposes should be similar to the Society's purposes.

Section 2: Procedures

Dissolution of the Society must follow the procedures required by the Massachusetts Attorney General's office outlined in Massachusetts General Law, Chapter 180, Section 11A and as amended.

Section 3: Disposition of Collections and Assets

Where possible the disposition of collections and assets shall be in accordance with guidelines of the American Association for State and Local History (AASLH) Commission of Professional Standards and Ethics.

Article 13 – Endowment Fund

Section 1: Establishment of Fund

The Board of Trustees may establish an Endowment Fund to which donations or bequests may be added to the principal.

Section 2: Management of Endowment Fund

The endowment fund shall be invested and managed by up to four (4) endowment fund managers or a paid professional appointed by the Board of Trustees. The fund's Annual Report shall report on the Endowment Fund, and identify what interest has been earned on Endowments.

Section 3: Use of Income and Principal

- a) The income of any endowment fund may be withdrawn and expended only for such purposes as determined by the fund manager(s) and upon majority vote of the Board of Trustees.
- b) The principal established under any restricted endowment shall not be withdrawn unless authorized by a two-thirds (2/3) majority vote of the members present at any duly called Annual or Special meeting at which at least forty (40) members are present.

Article 14 – Code of Ethics

All members are obliged to conduct themselves in accordance with the bylaws of the Society by not engaging in conduct that conflicts with the best interest of the Society or any member of the Society. Members shall not profit financially from any activity of the Society. When a possible violation of this code is observed and reported to the Executive Committee, the Executive Committee shall address the alleged violation(s) or bring it before the full Board of Trustees.

Article 15 – Personal Liability

The members, directors, and officers of the Society shall not be personally liable for any debt, liability or obligation of the Society. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the Society may look only to the funds and property of the Society for payment of any such contract or claim, or for the payment of any debt, damages, judgment or decrees, or of any money that may otherwise become due or payable to them from the corporation.

Article 16 – Rules of Order

Robert’s Rules of Order serve as parliamentary authority when not in conflict with, or inconsistent with these bylaws.