

WOLFEBORO HISTORICAL SOCIETY BY-LAWS (Interim Amendments)

ARTICLE I – NAME

The name of this corporation shall be the WOLFEBORO HISTORICAL SOCIETY.

ARTICLE II – OBJECTIVE

The objective of the Society shall be the encouragement of interest in the history of the Town of Wolfeboro, NH, by all appropriate means, including the collection, display, and care of articles of historic interest pertaining to the history of Wolfeboro, and the ownership, lease, or operation of property involved therewith for the benefit of this and future generations.

ARTICLE III – MEMBERSHIP AND DUES

Section 1. Membership shall be open to all persons interested in the Society's objective.

Section 2. Life members shall have the rights of active members and shall not be required to pay further dues.

Section 3. Any change in annual dues shall be subject to approval by the general membership at a regular members' meeting.

Section 4. Dues shall be payable by the annual meeting date for the following year. Any member whose dues are in arrears for one year will be dropped from the roll of the Society until their account is brought up to date.

ARTICLE IV – BOARD OF DIRECTORS AND SOCIETY OFFICERS

Section 1. The governing body of the Society shall be a Board of Directors of a minimum of nine (9) and a maximum of fifteen (15) members as follows:

Proposed change. The governing body of the Society shall be a Board of Directors. The Board of Directors must have at least five (5) members who are not related by blood or marriage. The desired goal is to have a minimum of nine (9) and a maximum of fifteen (15) members as follows:

Reason for change. The added second sentence is the New Hampshire State requirement. Changing the total number of members to a goal rather than a statement reflects today's true environment with fewer members and volunteers.

Section 2. There shall be six (6) officers – a president, a vice-president, a secretary, a treasurer, an assistant treasurer and an auditor – each of whom shall be elected by majority vote of members at the annual meeting and for a one-year term.

Proposed Change. The goal shall be to have six ----- vote of members in accordance with Sections 4 and 5, below, and Article VI and for a one-year term.

Reason for change. Similar to above reason and to allow voting via yearly membership letter.

Section 3. A minimum of three (3) and a maximum of nine (9) non-officer directors shall also serve on the Board, one-third of whom shall be elected by majority vote of members at the annual meeting to serve a three-year term. No non-officer director shall serve more than three consecutive years as such, but may continue on the Board if elected as an officer.

Proposed change. The goal shall be to have a minimum of three (3) and a maximum of nine (9) non-officer directors on the Board, each of whom shall be elected by majority vote of members in accordance with Sections 4 and 5, below, and Article VI, for a one-year term.

Reason for change. Similar to above reason and to eliminate term limits, which disrupt the continuity of our goals and programs. Past volunteers have not been following term limits.

Section 4. Terms of elected members of the Board shall begin at the close of the annual meeting at which they are elected. Vacancies may be filled by majority vote at any regular business meeting. Exception: vacancies occurring after the November meeting but before the next annual meeting may be filled by a majority vote of the Board of Directors.

Proposed change. Terms of elected members of the Board shall begin after the first Monday in May. Vacancies may be filled by majority vote of the Board at any time. These positions shall be considered interim appointments, subject to ratification by the members at the next opportunity, either a meeting or via the annual membership letter. See Section 5, below, and Article VI for further details.

Reason for change. Today, the actual meeting dates are more flexible. Picking a specific date in May allows us to use an internet vote. The Membership letter is issued early in April. Another problem with the meetings is that many do not have a quorum of members.

Section 5. A Nominating Committee of three (3) shall be established at the November meeting as follows: The Chairman shall be appointed by the President, and two (2) members shall be elected by vote of the membership at this meeting. The written slate of the Nominating Committee shall be presented at the annual meeting in April.

Proposed change. A Nominating Committee of three (3) shall be established by the Board at the last meeting of the year. The President will solicit a Chairman and two (2) volunteers, who may or may not be Board members. The written slate of Officers and Directors will be presented via the WHS web site and the annual membership letter, which will include a voting card to be returned with the annual membership dues.

Reason for change. There are no membership meetings in November or April and a membership meeting may not have a quorum.

Section 6. The President shall preside at all meetings of the Society and the Board of Directors. The President shall appoint chairmen of any standing and special committees the Board deems appropriate to serve the needs of the Society and shall be an ex officio member of all such committees except the Nominating Committee.

- Section 7. The Vice-President shall preside in the absence of the President and assist the President in all ways requested.
- Section 8. The Secretary shall record the minutes of the meetings of the Society and of the Board and shall conduct correspondence as requested.
- Section 9. The Treasurer shall receive all monies due or donated to the Society, pay all legitimate bills, maintain accurate financial accounts, keep the Board apprised of major financial matters including but not limited to investments performance, and shall present written reports at membership meetings and to the Board in months when no membership meetings are held. He shall provide the auditor with all relevant records no later than 45 days after the closing of the fiscal year. He shall maintain an updated membership list including name, address, and dues paid or owed.
- Section 10. The Assistant Treasurer shall assist the Treasurer’s duties and assume all duties in the Treasurer’s absence.

Proposed change. Add – The Assistant Treasurer shall chair the Membership Committee. The annual Membership letter mailing shall be issued no later than April 15 and will include the slate of Officer and Board of Director nominations.

Reason for change. This is how the system has always worked. Membership and Treasury must work together as the membership cards and payment are received together.

- Section 11. The Auditor shall examine the financial records of the Society and prepare a written auditor’s report for submission at the annual meeting.

ARTICLE V – CONFLICT OF INTEREST POLICY

Any possible conflict of interest on the part of any member of the Board, officer or employee of the Society shall be disclosed in writing to the Board and made a matter of record through an annual procedure and also when the interest involves a specific issue before the Board. When the transaction involving a Board member, officer, or employee exceed five-hundred dollars (\$500) but less than five-thousand dollars (\$5,000) in a fiscal year, a two-thirds 2/3) vote of the disinterested directors and publication in the newspaper is required. When the transaction involved exceeds five-thousand dollars (\$5,000) in a fiscal year, a two-thirds (2/3 vote of the disinterested directors and publication in the newspaper is required. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the actual vote itself. Every new member of the Board will be advised of this policy upon entering the duties of his or her office, and shall sign a statement acknowledging understanding of and agreement to this policy. The Board will comply with all requirements of New Hampshire law in this area and the New Hampshire requirements are incorporated into and made a part of this policy statement.

ARTICLE VI – BOARD AND MEMBERS MEETINGS

Section 1. Meetings of the Board shall be held upon the call of the President or as requested by four (4) members of the Board. Committee chairmen and others may attend upon the invitation of the President. A quorum of the Board shall be a majority of its existing members.

Proposed change. Add – If circumstances exist that prevent the attaining of a quorum at a physical meeting location, use of teleconferencing or digital media is permissible.

Reason for change. May be needed to have a legal vote.

Section 2. Meetings of the Society membership shall be on the first Monday of each month April through November unless otherwise determined and communicated by the Board. Additional meetings may be scheduled by the Board. The April meeting shall be for the purpose of electing Board members, receiving reports, and transacting any other business that may arise. Fifteen (15) members shall constitute a quorum.

Proposed change. Meetings of the Society membership shall normally be on the first Monday of each month during the summer season, unless otherwise determined and communicated by the Board. Reports will be presented, ratification of election of interim Officers or interim Board Members will occur if there is a quorum of fifteen (15) members, and any other business will be conducted. The first membership meeting of the year shall be considered the annual meeting.

Reason for change. Allows the Board to change dates to avoid holidays or conform with speakers' schedules or other circumstances which may arise.

ARTICLE VII – FISCAL YEAR

The Society's fiscal year shall be January 1 through December 31 inclusive.

ARTICLE VIII – PARLIAMENTARY AUTHORITY

Roberts Rules of Order, Newly Revised, shall govern the Society in all instances not covered by these By-Laws.

ARTICLE IX – AMENDMENTS

These By-Laws may be amended by two-thirds (2/3) vote of the members present and voting at any regular meeting of the Society, providing the proposed amendment has been presented at the previous regular members' meeting or has been sent to each member at least two (2) weeks before the meeting.

Proposed change. These By-Laws may be amended by two-thirds (2/3) vote of the members present and voting at any regular meeting of the Society, providing; a) a quorum is present at the meeting, and b) the proposed amendment has been advertised at least two (2) weeks prior to the meeting. Advertisement can be accomplished by one or more of the following: an announcement at the previous meeting; a notice on the WHS web site; a notice in the annual Membership letter; an email communication to the members; or included in a meeting article in the Granite State News.

Reason for change. Add flexibility to the system.

ARTICLE X – DISSOLUTION

Upon dissolution of the corporation, and after payment of all just debts and liabilities, all remaining assets shall be distributed to such organizations as the Board of Directors may select and which enjoy an exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended, or successor provisions.

NEW ARTICLE – ARTICLE XI – EMERGENCY SITUATIONS

In the event that an emergency situation occurs, which prevents the Board of Directors from functioning under these By-Laws, the Board, by a two-thirds (2/3) majority vote, may resolve to temporarily suspend any or all portions of the By-Laws until the emergency situation no longer exists. The emergency situation is considered an event caused by outside influence not related to actions of the Wolfeboro Historical Society.

Actions taken during the emergency that would normally involve the general membership, such as, but not limited to, election of Officers and Directors, or Amendments to the By-Laws, will be considered as Interim, and will be submitted to the general membership at the earliest opportunity.

Reason for addition. So we can operate legally.

Voted September 4, 1989

Amended November 13, 1995

Amended November 2, 1998

Amended April 1, 2002

Interim Amendments passed by WHS Board of Directors September 3 & Oct. 1, 2020

(To be submitted for ratification by the General Membership in the first opportunity in 2021)