

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. 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:
- Section 2. The goal shall be to have 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 in accordance with Sections 4 and 5 below, and Article VI and for a one-year term.
- Section 3. 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.
- Section 4. 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.

- Section 5. 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.
- 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. 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.
- 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. If circumstances exist that prevent the attaining of a quorum at a physical meeting location, use of teleconferencing or digital media is permissible.
- Section 2. 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.

## 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; 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.

## 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.

## 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.

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.

The Interim Amendments were ratified via ballots returned with membership dues. Of those members who recorded a vote, there were 31 in favor, 3 abstentions, 0 opposed. May 23, 2021.