

# **By-Laws of the Belchertown Historical Association**

Revised April 29, 2007/ Proposal for '08 Annual Meeting

New language in ***BOLD ITALICS***

Deleted language is indicated with a ~~strike through~~.

## **Article I:**

### Section 1. Name

This organization shall be known as the Belchertown Historical Association located in Belchertown, Massachusetts. The Association is a 501(c) 3 organization and was incorporated on September 16, 1914.

### Section 2. Authorizing Documents

The authorizing documents of the Belchertown Historical Association include:

- the Articles of Incorporation, as most recently amended;
- these By-Laws, as most recently amended;
- the Internal Revenue Service Exemption Letter issued August 1941; and
- the Certificate of Exemption (ST-2) issued by the Commonwealth of Massachusetts.

### Section 3. Governing Documents

The governing documents of the Belchertown Historical Association include:

- all resolutions, policies and procedures adopted by the Board of Trustees; and
- all other contracts or agreements obligating the Association.

## **Article II: Purpose**

The purpose of this organization in relation to the Town of Belchertown is

- to promote educational and historical activities
- to collect, hold, preserve and exhibit objects and documents of historical value and interest
- to hold and maintain the Stone House Museum and other properties and those that may be acquired

## **Article III: Membership and Dues**

Section 1. The Belchertown Historical Association welcomes anyone having an interest in the purpose of the Association. A completed membership form and payment of current dues shall constitute membership.

Section 2. Membership fees, categories, and benefits shall be determined by the Board of Trustees, based on the recommendation of the Membership Committee.

Section 3. Annual dues shall be payable by the Annual Meeting; members in arrears more than one year after payment is due shall be dropped from membership.

Section 4. Honorary membership may be conferred on any person whose activities have contributed substantially to the purpose of the Association as deemed appropriate and voted by the Board of Trustees.

Section 5. Voting privileges are available to members 18 and over. Voting privileges for the purpose of elections, amending organizational documents and other business at annual or special meetings shall be as follows:

- individual/student/senior/life (no longer offered) members shall each have one vote.
- ***all*** other membership categories shall have up to two votes.
- ***m***embers must be present in order to vote.

## Article IV: Restrictions Against Political Activity

Political Activity by the organization shall be limited to advocacy for issues pertinent to the purpose of the organization. Endorsement of any candidate in any election is expressly prohibited.

## Article V: Meetings

The Annual Meeting shall be held on the 28<sup>th</sup> day of April in each year, or as close to this date as possible, as determined by the Trustees. (The 28th day of April 1740 was the date of the first legal meeting ever held in Cold Spring.)

Meetings of the Trustees and special meetings of the members shall be called by the President/~~Co-Presidents~~ and Secretary, who shall give notice of the time and place of holding of same, at least 10 days before the time appointed.

They shall also call meetings when requested in writing by 15 members of the Association. Twenty-five members shall constitute a quorum of the membership. Eight trustees shall constitute a quorum of the Board of Trustees.

## Article VI: Trustees and Officers

### A. Elections

Section 1: The *Board of Trustees* shall consist of 15 members holding staggered 3-year terms.

Section 2: The members of this Association, at their Annual Meeting, shall elect five (5) Trustees for a three year period, shall fill any vacancies and shall elect a President, two Vice Presidents, a Secretary and a Treasurer to hold office for one year or until their successors are chosen. Those officers shall be elected from the membership of this Association. All Trustees and Officers must be members in good standing of the Association. Criteria for holding office shall be: for President, a minimum of two (2) years as a Trustee and active participation; for all other officers, a minimum of one (1) year of membership and active participation. *During their tenure the* ~~The~~ President and Vice-Presidents must ~~currently~~ be Trustees.

Section 3: ~~The Board is authorized to fill~~ Vacant Trustee or Officer positions that may occur during the year *shall be filled by vote of the Board acting on a recommendation of the Nominating Committee*. These appointments shall expire at the next Annual Meeting.

### B. Duties of Trustees

Section 1: The Board of Trustees shall meet within ten (10) days of the Annual Meeting for an orientation of new Trustees and to plan for the year.

Section 2: The Trustees shall have overall leadership and general management of the Association and shall have custody and care of the property – both real and in trust. *They shall*

- ~~They shall~~ make general rules for the administration of the affairs of the Association
- ~~They shall~~ use all reasonable care in safekeeping the Association property and funds; they shall not be held responsible for any damage or loss that may occur from causes beyond their control
- ~~They may~~ dispose of unnecessary articles and ~~may~~ *shall* accept or reject any article presented only under the terms and guidelines spelled out in the Collection Policy as most recently amended
- ~~They shall~~ establish policies for public access to the museum and its collections
- ~~They shall~~ establish objectives for the Association and develop strategies for attaining those objectives
- ~~They shall~~ receive recommendations from committees and act upon same
- *maintain their Board of Trustees' Manual with updates and turn it in to the Secretary at the conclusion of their terms.*

Section 3: Any member of the Board, who is absent from three consecutive meetings without presenting just cause as determined by the Board, shall be deemed to have resigned from the Board. The individual shall be notified in writing by the President. This person is subject to reinstatement only by majority vote of the full Board.

## Article VII: Duties of Officers

Section 1. It shall be the duty of the President - and in his / her absence one of the Vice Presidents - to preside at all meetings of the Association or of the Trustees. The President may serve "ex officio" on all committees. The Vice Presidents shall be qualified and willing to assist the President and assume his/ her position if necessary. The two Vice Presidents together shall appoint the Chairmen of all standing committees.

Section 2. The Secretary or his or her designee shall take the Minutes at all meetings of the Association and **Board of Trustees** and, in the case of meetings of the Board, shall distribute those Minutes several days before the next **Board** meeting. The Secretary shall see that all correspondence relating to the Association or the Board of Trustees is filed in an agreed upon place **the archives**.

Section 3. The Treasurer shall keep an accurate account of all dues and funds of the Association. He or she shall pay all bills contracted by the Association as approved by the Trustees. He or she shall be allowed to sign checks and have access to the safe deposit box. At the Annual Meeting and at such times as the Trustees may require, he or she shall give a detailed report of receipts and expenditures. A Balance Sheet of assets and liabilities shall be given at the end of the fiscal year.

## Article VIII: Committees

Section 1. The Association shall have the following Standing Committees, all of which report to the Board of Trustees. Committee members shall be appointed by the Board of Trustees as recommended by each Committee Chair. Each committee shall have at least one Trustee and/or Officer to serve as Liaison with the Trustees; every committee member must be an Association member in good standing. The President may serve ex officio on any committee.

A. Museum Committee: Responsible

- for collecting, cataloging, cleaning, repair, and storage of historic objects;
- for arranging museum exhibits, and the correct historic interpretation of those exhibits;
- for the care and upkeep of the museum quarters.

The Committee shall consist of seven (7) people including the Curator and Assistant Curator.

B. Publicity Committee: Responsible for communication to members and for publicizing special events of interest to the general public through the appropriate media. There is no size requirement for this committee.

C. Education Outreach Committee: Responsible for arranging and scheduling suitable programs sponsored by the Association. They shall coordinate their activities with the Publicity Committee. There is no size requirement for this committee.

D. Membership Committee: Responsible for member outreach and the maintenance of all records pertaining to Association members including computer files. There is no size requirement for this committee.

~~E. Nominations Committee: Responsible for making nominations at the Annual Meeting for the following: Secretary, Treasurer who shall hold office for one year, or until their successors are chosen; and five Trustees, who shall serve three year terms or fill unexpired terms. This committee shall consist of three members, at least one of whom must not be a Trustee.~~

**E. Nominating Committee: Responsible for**

- *making nominations at the Annual Meeting for five Trustees who shall serve 3- year terms;*
- *making nominations at the Annual Meeting for Trustees who shall fill unexpired terms, if any exist;*
- *making nominations at the Annual Meeting for a President, two (2) Vice-Presidents, a Secretary and a Treasurer who shall hold office for one year, or until their successors are chosen;*
- *recommending to the Board candidates in response to resignations and Board emergencies;*
- *organizing a Board orientation process focusing on By-laws and providing general information concerning the organization;*
- *meeting regularly throughout the year.*

*This committee shall consist of three members, at least one of whom must not be a Trustee.*

F. Buildings and Grounds Committee: Responsible for the maintenance of buildings and grounds. They shall confer and coordinate all planning and work with the Museum Committee. This committee shall consist of at least five members from the general membership and the Board.

G. Finance Committee: Responsible for the preparation of the annual budget and proper accounting records, and advice and assistance to the Treasurer. They shall make recommendations to the Board of Trustees for managing the funds of the Association. The Finance Committee shall audit all of the accounts of the Association and shall make a report as complete as possible to the members at the Annual Meeting. A final report to the Trustees shall be given at their first meeting following the Annual Meeting. This committee shall consist of three members, including the Treasurer.

H. Fund Raising: Responsible for raising funds. There is no size requirement for *this* committee.

I. By-Laws: Responsible for ongoing review of the By-Laws and for bringing recommendations to the membership for their review and action. There is no size requirement for *this* committee.

Section 2. Other committees, standing or special, may be appointed by the President as directed by the Association or the Board of Trustees.

## **Article IX: Debts**

The Association shall contract no debts in excess of the available funds, nor shall any member be subject to any tax by the Association beyond the dues before mentioned.

## **Article X: Parliamentary Authority**

The rules contained in Robert's Rules of Order shall govern the proceedings of the Association except in such cases as are governed by these By-Laws.

## **Article XI: Amendments**

These By-Laws may be amended at any meeting of the Association upon vote of two-thirds of the members present and voting, notice of the proposed change having been given in the call for the meeting. Amendments are effective as of the date voted.