

# BY-LAWS OF THE MEDFORD HISTORICAL SOCIETY

## ARTICLE 1: NAME, PURPOSE, AND LEGAL STATUS

**1.1 Name and Purpose:** The name and purpose are defined in the Articles of Incorporation dated May 18, 1896 on file at the Secretary of State of the Commonwealth.

**Name:** The Medford Historical Society

The purpose for which the Corporation is constituted is to collect, preserve and disseminate the local and general history of Medford and the genealogy of Medford families; to make antiquarian collections, to collect books of general history, genealogy and biography, and to prepare or cause to be prepared from time to time, such papers and records relating to these subjects as may be of general interest to our citizens.

**1.2 Legal Status:** The Medford Historical Society is incorporated as a non-profit Corporation under Massachusetts law. In addition, the Medford Historical Society has been granted 501(c)3 status as a public charity under Federal law.

The Medford Historical Society is also known as the Medford Historical Society and Museum.

Throughout this document, the Medford Historical Society will be referred to interchangeably as the “Society” or as the “Corporation.”

## ARTICLE 2: MEMBERSHIP

**2.1 Eligibility:** Any person who supports the purposes of the Medford Historical Society can become a member by submitting a membership application along with the requisite dues to the Society.

**2.2 Categories of Membership and Dues:** There will be levels of membership for individuals and institutions. The levels and required dues will be defined by vote of the Board of Directors.

**2.3 Voting Rights:** Individuals in good standing are eligible to vote at any general or special meeting of the Corporation. Members are in good standing unless their dues are in arrears. Members who have not paid dues for two or more years may be dropped from the membership roll by vote of the Board.

## ARTICLE 3: FISCAL YEAR AND SEAL

**3.1 Fiscal Year:** The fiscal year shall commence on the first day of September of each year.

**3.2 Corporate Seal:** The Board of Directors may adopt and alter the seal of the corporation.

## ARTICLE 4: OFFICERS AND DIRECTORS

**4.1 Board of Directors:** The Society shall have a Board of Directors consisting of a President, a Vice-President, a Recording Secretary, a Corresponding Secretary, a Treasurer, an Assistant Treasurer, a Director of Collections and four Directors at Large. In these by-laws, the term “Board” will include all the elected officers and Directors-at-Large. In addition to the above voting members of the Board, the Board may appoint additional non-voting members.

**4.2 Qualifications:** Any member in good standing is eligible to serve on the Board of Directors.

**4.3 Elections:** A Nominating Committee will be appointed by the Board of Directors no later than April first of each year. The Nominating Committee will name one or more candidates for each elective office after confirming the candidate’s qualifications and willingness to serve. At the Annual Meeting in May of each year, the candidates will be presented to the membership. Elections will be by the majority of members in good standing who are present or who have provided proxies. If a majority is not achieved on any ballot for any office, the candidate with the lowest number of votes will be eliminated and another round of balloting will take place for that office. Any tie result will be decided by a coin toss.

**4.4 Removal:** With the advice and consent of the Board of Directors, the President may remove an officer or director for cause, including malfeasance, issues of competence, or absence from more than three scheduled meetings in a 12-month period.

**4.5 Resignation:** A Board member may resign at any time by giving his or her resignation in writing to the President, Treasurer, or Corresponding Secretary.

**4.6 Compensation:** No member of the Board shall receive any compensation for services as a Board member. A member of the Board may be entitled to reimbursement for any expenses incurred in connection with administration of their duties and be paid reasonable value for services rendered the Society in any capacity other than that as Board member. Procedures for approval and reimbursement or payment of such expenses or services will be established by the Treasurer and approved by the President. Compensation for services rendered by the President or Treasurer must be approved by the Board.

**4.7 Indemnification:** Each director, officer, or committee chair, present or former, shall be indemnified by the Society against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or arising out of any action, suit or proceeding in which he or she may be involved by reason of his being or having been such director, officer, or committee chair including the costs of reasonable settlements. The Society shall not, however, indemnify any such person with respect to matters as to which he or she shall be finally adjudged in any such action, suit or 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.

**4.8 Vacancies:** If a vacancy in any elected office occurs after the adjournment of the Annual Meeting, the Board may elect a member in good standing for a term to expire at the adjournment of the next annual meeting.

## **ARTICLE 5: POWERS AND DUTIES OF BOARD MEMBERS AND OFFICERS**

**5.1 Board of Directors:** The Board shall be responsible for the general management and supervision of the business and affairs of the corporation and may exercise all the powers conferred upon the Society as a corporation under Massachusetts law, by the Society's Articles of Incorporation, and the by-laws. The Board of Directors may, from time to time, to the extent permitted by law, delegate any of its powers to committees, officers, persons or groups of persons, attorneys or agents of the Society, subject to such limitations as the Board may impose.

**5.2 President and Vice President:** The President shall be the chief executive officer of the corporation, and subject to the control of the Board, shall have general charge and supervision of the affairs of the Corporation. The President shall preside at all meetings of the Board, except as the Board otherwise determines. The President, with the approval of the Board, shall have the power to appoint such committees as he or she shall deem appropriate to the purposes of the Society.

The Vice-President shall have such duties and powers as the Board shall determine. The Vice-President shall have and may exercise all the powers and duties of the President during the absence of the President or in the event of his or her inability to act.

**5.3 Recording Secretary:** The Recording Secretary duties include those defined in Massachusetts law as the duties of the Corporate Clerk. The Recording Secretary shall record and maintain the permanent records of the corporation, which shall be kept in the Commonwealth of Massachusetts and be available for inspection upon request of any member. Such records shall contain the minutes of all meetings of the Board, copies of the Articles of Incorporation and By-laws, and names and addresses of all Board members. If the Secretary is absent from any meeting of members or the Board, a Temporary Clerk chosen at the meeting shall exercise the duties of the Clerk at that meeting.

**5.4 Corresponding Secretary:** The Corresponding Secretary is responsible for responding to general inquiries from members and the public, including inquiries by mail, electronic communications, or in-person. The Corresponding Secretary shall maintain records of written and electronic communications.

**5.5 Treasurer:** The Treasurer shall be the chief financial officer and the chief accounting officer of the corporation. The Treasurer shall be in charge of its financial affairs, funds, securities, and financial reports, shall keep full and accurate records thereof; and shall be responsible for filing all financial reports as required by state and federal law. Working with the President, the Treasurer shall prepare the annual budget. The Treasurer shall be in charge of accounts, accounting records and procedures. The Treasurer will monitor contracts for compliance. The Treasurer is responsible for sending notices when membership fees are due and for sending acknowledgements of dues and contributions. The Treasurer shall submit reports to the Board when requested by the President or Board and may have additional duties as the Directors shall determine. The President or other officer determined by the Board may assume the financial duties of the Treasurer in the event of the Treasurer's inability to act.

**5.6: Assistant Treasurer:** The Assistant Treasurer, along with the Treasurer, shall have the authority to sign checks, perform other routine financial transactions and perform additional duties delegated by the Treasurer.

**5.7: Director of Collections:** The Director of Collections has responsibility for managing the collection of historical documents, photographs, memorabilia and other objects under the control

of the corporation. This includes establishing policies and procedures for cataloging and preserving the collection, and for managing accessions, de-accessions, acquisitions, dispositions, and loans of objects in the collection and objects under consideration for inclusion in the collection. The Director of Collections shall maintain collection-related records.

**5.8 Directors at Large:** The four directors-at-large shall assume duties as negotiated with the President, Treasurer, Recording Secretary, Corresponding Secretary, and Director of Collections.

## **ARTICLE 6: MEETINGS**

**6.1 Board Meetings:** The Board will meet at least four times a year at 10 Governors Avenue. The President may designate a different location. Board members will be notified at least a week in advance of the time, date, and place of each meeting. If a serious time-sensitive issue occurs, the President may call an emergency meeting with shorter notice. At any Board meeting, attendance by a majority of Board members will constitute a quorum. Members are welcome to attend Board meetings unless the President declares an executive session where only voting members may attend.

**6.2 Board Action by Consent:** Any action required or permitted to be taken at any Board meeting may be taken without a meeting if a majority of the Board consents to the action in writing (including electronic communications). A record of the consents shall be filed with records of the meetings of the Board. Such consents shall be treated for all purposes as a vote at a meeting.

**6.3 Annual Meeting:** The Annual Meeting of the Board and Members will be held at 10 Governors Avenue in May of each year at a date and time determined by Board. If the Board determines that another venue is more appropriate, the Board may so designate an alternative location in Medford. Members and the Board will be notified at least a week in advance either electronically or by U.S. Mail of the annual meeting. In the event the Annual Meeting is not held in May, a special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting. The Board including all officers will be elected at each annual meeting and serve until the adjournment of the annual meeting on the following year.

## **ARTICLE 7: ENDOWMENT FUND**

**7.1 Fund Governance:** The Board may establish and maintain an Endowment Fund to constitute a permanent source of income for the Society. The Board may vote semi-annually to withdraw from the Fund an amount for operating purposes that is consistent with maintaining Fund's long-term value. No other Fund monies shall be expended or transferred except in accordance with a vote of the Board taken subsequent to an advisory vote of the membership taken at a duly called meeting.

## **ARTICLE 8: AMENDMENTS**

**8.1 Procedure:** Bylaws may be amended by a two-thirds vote of members present and voting at any Membership meeting of the Society, provided that due oral notice of the substance of such amendment has been given at the preceding meeting of the Society and due written notice of such amendment has been given in the notice for the meeting at which the amendment will be proposed and voted.