

**LACONIA HISTORICAL AND MUSEUM SOCIETY, INC.  
BY-LAWS**

**ARTICLE 1. NAME**

The name of the Corporation shall be the **LACONIA HISTORICAL AND MUSEUM SOCIETY, INC.**, and it is sometimes referred to in these By-Laws as the Corporation.

**ARTICLE 2. PURPOSES**

**2.** The purposes for which the Corporation is formed are those set forth in the Articles of Agreement, as they may be amended from time to time, to establish and operate a nonprofit organization the purposes of which are to bring together people interested in the history of the city of Laconia and the surrounding towns from which it was formed, and to preserve for the public relevant documents, items and collections with the goal of increasing public knowledge about and encouraging civic pride in the history of the city of Laconia; and also to receive and administer funds for scientific, educational, and charitable purposes within the meaning of IRC Section 501(c)(3). The Corporation is not formed for pecuniary or financial gain and no part of the assets, income, or profit of the Corporation is distributable to or inures to the benefit of its directors or officers except to the extent permitted under the laws of the State of New Hampshire. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements.

**ARTICLE 3. BASIC POLICIES**

The following are the basic policies of the Corporation:

**3.1** The Corporation shall be noncommercial, nonsectarian, and nonpartisan.

**3.2** The name of the Corporation or the names of any members in their official capacities shall not be used in any connection to promote a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the objects of the Corporation.

**3.3** The Corporation shall cooperate with governmental agencies and other non-profit organizations and businesses to support the development and use of funds and assets of the

Corporation but persons representing the Corporation in such matters shall make no commitments that bind the Corporation.

**3.4** The Corporation and all members and directors are prohibited from selling or distributing the membership list of the Corporation.

**ARTICLE 4. MEMBERSHIP AND DUES**

**4.1** Any person or entity that is interested in the purposes of the Corporation may become a member of this Corporation by paying to the Treasurer the annual membership dues, which shall be determined by the Board of Directors. Membership in

the Corporation shall be available without regard to race, color, creed, national origin, sexual orientation, or disability.

**4.2** The Corporation may conduct an annual enrollment of members, but individuals may be admitted to membership at any time.

**4.3** Only members in good standing of the Corporation shall be eligible to vote in its business meetings, or to serve in any of its elective or appointive positions.

**4.4** The Corporation may establish a scale of membership dues, dates for payment, and consequences for failure to pay.

**4.5** Membership shall be in such classes as the Board of Directors shall prescribe.

## **ARTICLE 5. BOARD OF DIRECTORS AND OFFICERS**

**5.1** Board of Directors. The Board of Directors shall consist of at least five members, but no more than eleven (11) members. Directors shall serve for a term of three years and may serve no more than two consecutive terms. The Board of Directors elected at the first meeting of the Corporation shall be elected for staggered terms, one-third of the Directors shall be elected for a term of three years, one-third of the Directors shall be elected for a term of two years, and one third of the Directors shall be elected for a term of one year. Thereafter, Directors shall be elected for three-year terms. A Director may be removed at any time with cause, by the vote of at least two-thirds of the other Directors. A vacancy occurring in the Board of Directors shall be filled by a majority vote of the remaining Directors for the unexpired term of that vacancy. In the interest of encouraging diversity of discussion, connection with the public, and public confidence, the Board of Directors shall have at least 5 voting members, who are not of the same immediate family or related by blood or marriage. No employee of the Corporation shall hold the position of chairperson or presiding officer of the Board.

**5.2** Officers. Officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer. A person shall not be eligible to serve more than two consecutive terms in the same office. Officers shall be elected from among the Board of Directors at the annual meeting of the Corporation, except the Treasurer may be selected from outside the Board of Directors, but the Treasurer must be a Member. If there is only one nominee for any office, the Secretary may cast the elective ballot of the Corporation for that nominee. Officers shall assume their official duties following the close of the annual meeting and shall serve for a term of one year and until the election and qualification of their successors with the exception of the Treasurer who will serve for three years. A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the Board of Directors.

## **ARTICLE 6. DUTIES OF OFFICERS**

**6.1** The President shall preside at all meetings of the Corporation and of the Board of Directors at which the President may be present; shall perform such other duties as may be prescribed in these By-Laws or assigned to the President by the Corporation or by the Board of Directors and shall coordinate the work of the officers and committees of the Corporation. The President shall be a signatory on all contracts of the Corporation.

**6.2** The Vice President shall act as aide to the President and shall perform the duties of the President in the absence or disability of the President to act.

**6.3** The Secretary shall record the minutes of regular and special meetings of the Corporation and of the Board of Directors and shall perform such other duties as may be delegated to the Secretary. Committee meeting minutes shall be the responsibility of committee chairs, with the exception of the Executive Committee which shall remain the responsibility of the Secretary.

**6.4** The Treasurer shall have custody of all the funds of the Corporation; shall keep a full and accurate account of receipts and expenditures; and shall make disbursements, as authorized by the Corporation, the Board of Directors, or a special committee. The Treasurer shall also be a signatory on all contracts of the Corporation.

**6.4.1** The Treasurer shall present a financial statement at every meeting of the Corporation and at other times when requested by the Board of Directors and shall make a full report at the annual meeting.

**6.4.2** The Treasurer shall be responsible for the maintenance of such books of account and records as conform with generally accepted accounting principles and requirements of the By-Laws.

**6.4.3** The Treasurer's accounts, including the profit and loss statement, shall be examined annually by the other officers of the Corporation.

## **ARTICLE 7. DUTIES OF THE BOARD OF DIRECTORS**

**7.1** The Board of Directors shall consist of the officers of the Corporation and up to seven (7) additional members. The members of the Board of Directors shall serve until the election and qualification of their successors.

**7.2** The duties of the Board of Directors shall be:

**7.2.1** To transact necessary business in the intervals between meetings of the Corporation and such other business as may be referred to it by the Corporation;

**7.2.2** To approve committees as assigned by the President and to assign such duties to those committees as may be reasonably appropriate;

**7.2.3** To review and approve as developed by the Treasurer and Finance Committee a budget for the fiscal year;

**7.2.4** To fill any vacancies that occur by resignation or otherwise among the Board of Directors or the officers;

**7.2.5** When appropriate to appoint an auditor or an auditing committee at least four weeks before the annual meeting to examine the Treasurer's accounts;

**7.2.6** To authorize the execution of contracts, deeds, and other instruments on behalf of and for the purposes of the Corporation;

**7.2.7** To approve reports of the Treasurer of the payment of routine bills within the limits of the budget;

**7.2.8** To adopt rules and procedures for the conduct of the Corporation's activities that are in keeping with the responsibilities that fulfill the purposes of the Corporation;

**7.2.9** To obtain and maintain such insurance as the Board deems reasonable and necessary;

**7.2.10** When determined appropriate to hire and oversee an Executive Director and to establish the duties and responsibilities of that Executive Director;

**7.2.11** When appropriate to hire staff and assistants with the recommendation and advice of the Executive Director and to adopt such standards for such staff and assistants as may be reasonable and appropriate in coordination with the Executive Director; and

**7.2.12** To take such other actions as the Board deems reasonably appropriate and necessary to fulfill the purposes of the Corporation.

**7.3** Regular meetings of the Board of Directors shall be held, the date and time to be fixed by the Board at its first meeting of the year. A majority of the Board of Directors shall constitute a quorum. Special meetings of the Board of Directors may be called by the President or by a majority of the members of the Board upon 24 hours' notice.

## **ARTICLE 8. MEETINGS OF THE CORPORATION**

**8.1** The annual meeting of the Corporation shall be held in the first quarter of the year but in any event, no later than March 15, at such place and on such date and at such time as designated by written notice of the President. Notice of the annual meeting shall be given to the Members at least fourteen (14) days prior to the date of the meeting. The agenda for the annual meeting shall include the election of Directors, the presentation of a budget, and such other business as presented by the Directors. Robert's Rules of Order shall govern procedures at any meeting of the Corporation. Ten Members may petition to have an item presented before the Membership, provided such petition is presented to the Board of Directors no later than December 15.

**8.1.1** Special meetings of the Corporation may be called by a majority of the Board of Directors upon seven (7) days' notice prior to the date of said meeting. The purposes of such special meeting shall be identified in the notice of the meeting and shall be for a purpose that requires the approval of the Members or for any other reasonable purpose.

**8.1.2** A quorum for the transaction of business in any meeting of the Board of Directors shall be at least one-half (1/2) of the total number of Directors of the Corporation as of a date that is 30 days prior to the date of the meeting. Less than a quorum may transact business if at least one-half (1/2) of the Directors not present at the meeting shall subsequently assent to the decisions made at such meeting by signing a copy of the minutes of the meeting as filed with the records of the Corporation. When a quorum is present, a majority of the Directors present at the meeting shall decide any business brought before the meeting unless a higher percentage is required by the Articles of Agreement or these By-Laws.

**8.1.3** Notices of meetings shall state the date, time, and place of the meeting and, in the case of special meetings, the objects or purposes for which such special meeting is called. Notice shall be deemed waived by any Member who expressly waives the same in writing or who is present at the meeting or appears by proxy at any such meeting.

**8.2** Meetings requiring Member input shall have a quorum if at least five Members who are not also Directors attend the meeting. In all other aspects, it shall be the same as above.

**8.3** Action by Directors; Meetings by Telephone, web conference, or email. Unless otherwise restricted, any action required or permitted to be taken by the Board of Directors may be taken at a meeting occurring via telephone, web conference, or email. Email meetings shall only be permitted if all of the meeting attendees are able to communicate contemporaneously. Both telephone and web conference meetings shall require a system which permits multiple users to all communicate contemporaneously.

## **ARTICLE 9. STANDING AND SPECIAL COMMITTEES**

**9.1** The Board of Directors shall establish, and the President shall appoint, the members of the following committees as standing committees of the Corporation.

**9.1.1** Governance Committee. This committee shall be comprised of the following Board members: President, Secretary, and two other Directors.

This committee shall be responsible for the following activities:

- \* Develop a board member recruitment strategy, develop, and ensure appropriate implementation of orientation and onboarding strategy, annually review the defined and adopted mission and vision statements confirming they are consistent across documents and activities.

- \* Annually review governing documents of the organization and ensure they are applicable to the laws organizational practices, review the performance of the board and committees, including the effectiveness of meetings, and make recommendations, as appropriate, ensure timely and compliant elections of board members and officers, recommend retention and re-election of incumbent board members, as appropriate.

**9.1.2** Program Committee. This committee shall be comprised of the following Board members: Executive Director (or the President), the Communications Director, and two other Directors.

This committee shall be responsible for the following activities:

- \* Oversee new program development, monitor, and assess existing programs, initiate, and guide program evaluations, and facilitate discussions about program priorities for the organization.

**9.1.3** Finance Committee. This committee shall be comprised of the following Board members: Treasurer, Fundraising Chair, Building Chair, one other director and up to three members of the organization or individuals who have a financial background.

This committee shall be responsible for the following activities:

- \* To review budgets, help develop appropriate procedures for budget preparations, report to the board on all financial information pertaining to the organization, and design financial reports and ensure that reports are accurate and timely.

**9.1.4** Executive Committee. This committee shall be comprised of the following Board members: All Officers, the Building Chair, and the Executive Director of the organization, if such position is filled. This committee shall be responsible for the following activities:

- \* Responsible for overseeing the implementation of board policies, making sure that the board is establishing and maintaining good governance practices, oversees the organizations policies on ethics, security guidelines, human resources, and regulations. In the absence of an executive committee the Governance Committee may assume these responsibilities.

**9.1.5 Fundraising Committee.** This committee shall be comprised of the following Board members: Executive Director, Treasurer, and two other Directors, and one or two at large members. This committee shall be responsible for the following activities:

\* Establish a fundraising plan that follows the mission of the organization and is comprised of varied sources, take the lead in specific outreach efforts, capital campaigns, and signature events and follow ethical practices, donors are acknowledged appropriately, and that fundraising efforts are cost effective.

**9.1.6 Building Committee.** This committee shall be comprised of the following Board members: Executive Director, Building Chair, and two members with relevant experience. Tenants in the building shall be permitted to attend these committee meetings as non-voting members. This committee shall be responsible for the following activities:

\* Responsible for providing guidance, oversight, and when appropriate, specialized expertise to the organization for long-range physical planning, capital projects, facilities-related policies and procedures, and daily operations and maintenance.

**9.2** The Board of Directors may establish such other committees as it may deem necessary to promote the purposes and carry on the work of the Corporation. The term of each chairperson shall be one year and until the election and qualification of a successor.

**9.3** The chairperson of each committee shall present a plan of work to the Board of Directors for approval. No committee shall obligate the Corporation financially without the consent of the Board of Directors.

**9.4** The power to form special committees and appoint their members rests with the Corporation.

**9.5** The President shall be a member *ex officio* of all committees, except the Governance Committee and the Executive Committee, both of which the President shall chair.

## **ARTICLE 10. FISCAL YEAR**

The fiscal year of the Corporation shall end on December 31.

## **ARTICLE 11. AMENDMENTS**

These By-Laws may be amended, repealed, or altered in whole or in part by a 2/3rds vote of the membership at any regular or special meeting of the Corporation.

## **ARTICLE 12. INVESTMENTS**

**12.1** The Corporation shall be permitted to retain any or all parts of any security or other property acquired by it in whatever manner, and to invest and reinvest funds held by it, according to the judgment of the Board of Directors without being restricted to the class of investments which a trustee is or may be permitted by law to make or any similar restriction, including the prudent investor rule, provided however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or will result in the denial of the tax -exempt status of the organization under IRC Section 503 or Section 507 and any concomitant regulations as they now exist or may be amended.

### **ARTICLE 13. EXEMPT ACTIVITIES**

**13.1** Notwithstanding any other provisions of these By-Laws, no member, Director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation which is not permitted to be taken or carried on by an organization exempt under IRC Section 501 (c) (3) as it exists now or may be amended, or by an organization to which contributions are tax deductible under IRC Sections 170, 2055, 2106, or 2522, as it now exists or may be amended.

### **ARTICLE 14. INDEMNIFICATION**

**14.1** Every officer, director, and employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including reasonable attorney's fees, incurred by or imposed upon such officer, director, or employee in connection with any proceeding or action in which he or she may be a party, or in which he or she may become involved including any settlement of any proceeding or action, by reason of having been or being an officer, director, or employee of the Corporation at the time of the occurrence of the proceeding or action or the cause of such proceeding or action. The Corporation shall not indemnify any officer, director, or employee in such cases wherein he or she is determined to have acted with willful misfeasance or malfeasance in the performance of his or her duties; provided that, in the event of a settlement, the indemnification herein shall apply only when the Board of Directors has approved such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such officers, directors, and employees may be entitled.

### **ARTICLE 15. DISSOLUTION**

**15.1** The Corporation may be dissolved in accordance with the provisions of N.H. RSA 292:10-a as it exists now or may be amended in the future.