

**Bylaws of  
The Chatham Historical Society, Inc.**  
As amended at Annual Meeting Aug.19, 2018

**ARTICLE I  
Name**

The name of this organization is The Chatham Historical Society Inc. ("the Society"). It is a tax-exempt, non-stock membership corporation formed in November 1923 and incorporated in January 1926 under Chapter 180 of the Massachusetts General Laws.

**ARTICLE II  
Mission**

The mission of The Chatham Historical Society is to collect, preserve, exhibit and interpret the history and culture of Chatham and vicinity, so as to provide a record of its past to inform, inspire and educate future generations.

**ARTICLE III  
Office and Location**

The office of the Society shall be in Chatham, Massachusetts, at its Atwood House Museum or such other location in Chatham (or vicinity if necessary), as the Society's Board of Trustees (the "Board") may determine.

**ARTICLE IV  
Membership and Members**

Section 1. **Qualification** -- Membership in the Society shall be open to any person, business, foundation or organization which subscribes to the Society's mission and which has paid the current dues or is otherwise deemed a Member by the Board.

Section 2. **Classes of Membership and Dues** -- The classes of membership, their types, definitions, dues levels, and privileges may be established or discontinued by the Board.

**ARTICLE V**  
**Meetings of Members**

Section 1. **Annual Meeting** -- The Annual Meeting of Members shall be held between June 1 and September 30 of each year at a place within Chatham (or vicinity if necessary), as the Board may determine, to:

- A. Consider and approve the minutes of prior Meetings of the Membership;
- B. Consider and approve the Treasurer's report (subject to audit and adjustment);
- C. Make available to the Membership reports from the Board's Committees;
- D. Elect or ratify appointments of the Officers and new members of the Board for the coming year or term; and
- E. Transact any other business that may properly come before the Meeting.

Section 2. **Special Meeting** -- A Special Meeting of Members may be called by:

the Chair of the Board,  
the Executive Director,  
any 3 Trustees, or  
the Secretary (or "Clerk") if permitted by law.

Only such business as the Meeting was called to consider shall be discussed and acted upon at a Special Meeting.

Section 3. **Notice of Meetings of the Membership** -- Written or printed notice of every Meeting of the Membership shall be sent by first class mail or electronic means to the extent permissible by law, to each Member entitled to vote thereat, or by Notice published in The Society's newsletter. The Notice shall:

- A. Include the date, time and place and, in the case of a Special Meeting, the purpose(s) therefor and the fact that the Notice is being issued by or at the direction of the person(s) calling the Meeting;
- B. Be mailed not less than 10 nor more than 30 days before the date of the Meeting; and,
- C. Be sent to the Members' postal or e-mail addresses (if permitted by law) as they appear on the records of the Society at the time the notices are mailed.

Section 4. **Quorum for Membership Meetings** -- Thirty Members shall constitute a

quorum for the transaction of business at any Meeting of Members, but a lesser number may, upon approval of the majority present, adjourn without further notice.

**Section 5. Voting** -- Members (including businesses, foundations, other organizations, and Life Members) shall each have 1 vote, except that each Family Membership shall have 2 votes. Unless otherwise so determined by the Board, voting shall be by those Members physically present at the Meeting; however, the Board may allow the use of proxies, set record dates for voting, and establish other rules governing the solicitation of votes and voting by proxy.

## **ARTICLE VI Board of Trustees**

**Section 1. Number and Eligibility** -- The Board shall consist entirely of Members of the Society. Their number at any one time may be set by the Board at any number between a minimum of 10 and a maximum of 20. The Board shall have 4 elected Officers: a Board Chair, Vice Chair, Treasurer and Secretary. No person shall hold more than one Office at any one time.

**Section 2. Powers** -- The Board shall have the powers of "directors" under Massachusetts law. The property and business of the Society shall be managed by the Board, which may exercise all the powers of the Society except as provided herein. It may do all lawful actions and things not required by statute or by its Certificate of Incorporation or the Bylaws to be done by the Members. It may delegate such powers and duties to individual Trustees or Committees, or to Operations, its management, personnel or volunteers, individually or jointly, or to designated Officers, Assistant Officers, Trustees, employees and volunteers.

Within the limitations of Art. XIII, Section 4, the Board shall have the power to:

- A. Appoint Officers and other Members to the Board to fill unexpired terms in the event of another Trustee's inability to serve, resignation, removal or death. The duties of such appointments and the continuance of their appointments shall be subject to review, ratification or rejection at the next Meeting of the Membership.
- B. Appoint Assistant Officers of the Society, to serve as assigned by the Board. Their appointments as Assistant Officers shall not be subject to review, ratification or rejection by the Membership.
- B. Appoint and remove Honorary Trustees within the limitations of Arts. XI and XII.

- C. Appoint and remove the Executive Director within the limitations of the Bylaws. In his/her absence or inability to serve, the Board may appoint an Acting Executive Director pending his/her return to duty, resignation, or replacement.
- E. Appoint and remove agents, employees, volunteers and others of the Society at any level and review appointments made by the Executive Director.
- F. Establish reasonable compensation, on an individual basis for agents, employees and others because of substantial workload or responsibilities, even though such individuals may also serve as Officers, Trustees or Assistant Officers. Reasonable compensation may also be paid to the Executive Director.
- G. Designate, replace or discontinue relationships with banks and other financial institutions at which the Society's monetary assets and other financial instruments may be held.
- H. Make, ratify, change or remove guidelines and operating manuals for the operation of the Society. No guideline or manual shall be effective as a Bylaw or require approval by the Membership. All previous "Annexes" are cancelled.
- I. The Board shall not have the power to sell, mortgage, lease or otherwise dispose of the Society's real estate on which the Museum is located, except on a vote of 2/3 of the Members entitled to vote at a duly called Regular or Special Meeting of Members at which a quorum is present.

Similarly, the Board shall not have the power to dissolve or liquidate the Society, except by the procedure set out in Article XXVI.

- J. The Board should act only by motion and vote in a Board meeting. In the event Board action is taken without motion and vote, the action taken is voidable unless retroactively approved by a majority vote.

### **Section 3. Election and Terms of Officers and Trustees--**

- A. At each duly called Annual Business Meeting of Members at which a quorum is present, a majority vote shall elect:
  - 1. The Board Chair, Vice Chair, Treasurer, and Secretary as Officers of the Society and of the Board. Only Trustees may become Officers. Their terms as Officers shall commence at the conclusion of the Meeting and shall end at their resignation, removal, death, or when their successors

have been elected and take office. Each Officer shall be elected for a term of 1 year but may be re-elected or appointed to 1 or more additional terms, subject to the further provisions of Section 3.B and 4.

2. The terms of new Trustees (including Officers) shall be staggered to insure regular changes in the composition of the Board. For that purpose the Trustees elected or appointed each year shall be considered as a class (as in the Class of 2017, etc.) with a term of 4 years. Each class shall be equal in number to each other class, except when the total number of Trustees is uneven, in which case the then number of Trustees in each class may differ by 1 from any other class.

3. One or more Officers or Trustees, if any, previously appointed by the Board to fill any existing vacancy in a particular class and whose term is subject to ratification.

- B. Each Trustee shall be elected for a specific 4-year term except when elected to serve the remainder of an unexpired term or when newly elected to a lesser term. A Trustee whose term has expired may be re-elected for up to 2 additional terms but shall not be a Trustee for more than 12 years in all. New terms of service to which any person is elected as a Trustee will commence at the conclusion of the Meeting.
- C. An Officer whose term of office has expired may continue to serve out his/her term as Trustee, notwithstanding that he/she is no longer serving as an Officer. An Officer whose term as Trustee has expired may continue to serve in both that Office and as Trustee until his/her 1-year term of Office has expired.
- D. A Trustee may continue in office for his/her term or until a replacement takes office. A person who has served as a Trustee for 12 years may stand for re-election after 1 year, following the end of his/her last term.

Section 4. **Term Limitations of Officers** -- Absent waiving of this provision by the Board on a year by year basis, neither the Chair nor the Vice Chair of the Board shall ordinarily hold those offices for more than 3 successive terms of one year each. Having served 3 such successive terms, neither of these two Officers shall be re-elected to the same position for at least 1 year.

In those cases when the conclusion of the Chair's term of office coincides with the conclusion of his or her term as a Trustee, the Governance & Nominating Committee may recommend to the Board that he or she be elected to a full or unexpired term on the Board or be appointed to an additional one-year, non-voting term on the Board.

The Treasurer and the Secretary may each stand for re-election of additional terms of office beyond 2, so long as they remain a Trustee.

**Section 5. Regular Meetings** -- Regular Meetings of the Board shall be held on a quarterly basis or otherwise as it may determine. The first meeting each Fiscal Year shall be an organizational meeting at which the Board will ordinarily consider:

- A. Adopting, with or without change, a budget and operating plan for the current or forthcoming Fiscal Year;
- B. Appointing Chairs, and Vice Chairs if appropriate, for each Standing Committee of the Board. Such appointments shall be for the current Fiscal Year or until a successor is appointed and assumes Office. Ordinarily, no one shall hold such appointments for more than 4 consecutive years although the Board may waive that limitation on a year-by-year basis in unusual cases.
- C. Appointing an Executive Director.
- D. Receiving, subject to review, guidance and approval by the Board, the Executive Director's organizational plans for the Society and Museum for the coming year.
- E. Transacting any other business that may properly come before the meeting.

**Section 6. Special Meetings** -- Special Meetings of the Board may be called by the Secretary upon request of its Chair or a majority of its members, or by the Executive Director, or as otherwise permitted by law, by giving Notice. Only such business as the meeting was called to consider shall be discussed and acted upon at a Special Meeting.

**Section 7. Notice of Meetings** -- Notice shall be given by the Secretary, or by the Board Chair, or by the Executive Director for each Regular or Special Meeting of the Board as follows:

Regular Meetings -- By mail, telephone or other electronic means given in not less than 10 days.

Special Meetings -- By telephone or other electronic means given in at least 24 hours.

Notice may be waived by recipients as provided in Article XX.

**Section 8. Quorum for Board Meetings** -- Unless otherwise provided in the Bylaws, a majority of the Board then in office shall constitute a quorum for any meeting of its meetings. Upon approval of the majority of those present

(either in person or by electronic means), a lesser number may adjourn without further notice.

Trustees may participate in meetings of the Board and any Committee thereof, by conference telephone or similar electronic or other communications equipment, provided all persons participating in the meetings can hear and communicate with each other. Trustees so participating shall be deemed present at any such meeting, shall be included in quorum counts, and shall be entitled to vote on all matters put forward at such meetings.

The Board may allow the use of proxies at its meetings, set record dates for voting, and establish other rules governing the solicitation of votes and voting by proxy.

**Section 9. Attendance of the Executive Director** -- The Executive Director should attend all meetings of the Board and participate in its discussions but shall not have a vote on any such matters.

**Section 10. Voting** -- Each Officer and other Trustee shall have 1 vote on all matters at any duly called meeting of the Board. Assistant Officers and persons who are not Trustees shall have no vote at such meetings.

**Section 11. Rules and Regulations** -- The Board may adopt such rules or regulations as it may deem advisable to carry out the business of the Society.

**Section 12. Compensation** -- Except as provided in Article VI, Section 2.F, Trustees shall ordinarily receive no salary or other compensation for their service as Trustees although they may be reimbursed for their reasonable out-of-pocket expenses.

## **ARTICLE VII Duties of Officers and Executive Director**

**Section 1. Duties of Board Chair** -- The Board Chair, who shall also serve as the Chair of the Society, shall, in addition to such duties and powers as are commonly incident to the office or are designated by the Board, preside at all meetings of the Membership and of the Board.

He or she shall also be responsible for the fulfilling of the following duties, powers, responsibilities, and expectations for performance:

A. Conduct all meetings of the Board, so that its decision-making best serves the effective governance of the Society.

- B. Direct the work of the Secretary to prepare agendas and other supporting materials for all Meetings of the Membership and of the Board.
- C. Optimize the Board to its effectiveness by aligning its Committees with the Society's strategic priorities.
- D. Be an ex-officio member of all Committees of the Board except the Audit Committee.
- E. Lead the search for and selection of new trustees in collaboration with the Governance & Nominating Committee.
- F. Monitor and participate in the development of the Society's fund-raising strategies and campaigns in close coordination with the Development Committee of the Board and the Executive Director.
- G. Monitor the performance of the Executive Director and serve as his/her mentor and counselor as may be appropriate.
- H. Monitor the performance of all Trustees and recognize exceptional performance or impose corrective action as may be appropriate.
- I. Be the voice of the Board, communicating when appropriate with both internal and external constituent interests.
- J. Serve one year renewable terms as an Officer as provided elsewhere in the Bylaws.
- K. Be elected by the Membership at their annual meeting as provided elsewhere in the Bylaws.

Section 2. **Duties of Board Vice Chair** -- The Vice Chair shall act in the absence or inability of the Chair to serve. He or she shall also perform such other duties as the Board may direct.

Section 3. **Absence or Disability** -- In the absence or disability of both the Chair and Vice Chair, any other Trustee shall be chosen to act in such capacity until either of them return to duty. Such selection shall be by a majority of the Board at any duly called meeting of the Board.

Section 4. **Treasurer** -- The Treasurer shall:

- A. Be the chief financial officer of the Society and shall, subject to the direction and control of the Board, have general charge of its financial affairs and the care, custody of its funds, securities and other valuables.



- B. Be responsible, in concert with the Executive Director, for preparing an annual budget for review and approval by the Board for the current or forthcoming fiscal year. The budget shall be presented at the first meeting of the Board each year, for adoption with or without change.
- C. Keep, or cause to be kept, accurate books of account available at all reasonable times for inspection by any other Officer, Trustee, the Audit Committee or the Society's independent auditors.
- D. Collect, receive, account for, and have the power to endorse for deposit or collection, all notes, checks, drafts and other financial instruments and obligations and orders for payment to the Society and to accept the same on its behalf for deposit in banks or other suitable financial institutions.
- E. Render to the Annual Meeting of Members an annual report of the finances of the Society and, as requested by the Board, give periodic reports of its financial status to the Officers and Trustees.
- F. Be responsible for disbursing the funds of the Society in accordance with the directions of the Board. More specifically:
  - 1. Whenever such payments are consistent with the annual budget adopted by the Board (and subject to possible modification under the Executive Director's authority to re-allocate budgeted amounts), he or she or any other designee so authorized by the Board, may disburse Society funds. Exceptional disbursements shall require approval by the Board or by its Executive Committee.
  - 2. Seek, and may rely on, the written and dated approval on any vendor's bill or statement by any knowledgeable Officer, Trustee, Committee Chair or Vice Chair of the Board, or any Operations Chair, that the goods or services have been received in the proper amount, quality, and in good order, along with an indication of the account(s) to which the proposed disbursement shall be charged. No one shall approve the payment or reimbursement of his/her own expenses.
- G. Direct the activities of any Assistant Treasurers in office. Assistant Treasurer(s) shall function under the direction of the Treasurer and may be granted terms of office, powers and assigned duties by the Board. Unless otherwise determined by the Board, Assistant Treasurers shall not have a vote in meetings of the Board or of its Committees they may attend in their roles as Assistant Treasurers.
- H. In addition to those duties, powers, responsibilities and expectations enumerated above, the Treasurer shall also:

1. Have duties and powers as are commonly incident to the office.
2. Have duties and powers from time to time as designated by the Board.
3. Assure that, except as specifically authorized in Article VI, Section 2F, no person shall receive any salary or other compensation for his or her services except for out-of-pocket cost.
4. And assure that except for petty cash, all disbursements shall be by check or by electronic means.

**Section 5. Secretary** -- The Secretary, also known as the "Clerk" under Massachusetts law, shall:

- A. Give, or cause to be given, the required Notice of meetings of the Board and of the Members as may be required by these Bylaws and by Massachusetts Law.
- B. Keep, or cause to be kept, the minutes and act as Secretary of all Meetings of Members and all Meetings of the Board.
- B. Insure that there is an appropriate written record of the proceedings of each Meeting of Members and each meeting of the Board and present the same before or at the opening of the next meeting of the entity concerned.
- D. Keep, or cause to be kept, the membership books of the Society, copies of its Articles of Incorporation and the Bylaws at the Museum for inspection by its Members pursuant to law.
- E. Direct the activities of any Assistant Secretaries in office.
- F. Have such duties and powers as are commonly incident to the office or are designated by the Board.

In the absence of the Secretary or an Assistant Secretary, at any meeting of the Membership or of the Board, a Secretary Pro Tem may be chosen by the presiding officer or other Trustee from those present.

**Section 6. Executive Director** -- The Executive Director shall be in charge of the daily affairs, operations, and property of the Society and insure that all orders and resolutions of the Board are carried into effect.

He or she shall serve as "President" under Massachusetts law but shall not ordinarily be so named, styled, or identified.

Further, in addition to such duties and powers as are commonly incident

to the office, and as designated by the Board or its Chair, he or she shall:

- A. Preside over the day to day operation of the Society and its Museum;
- B. Be responsible, in concert with the Treasurer, for preparing an annual budget for review and approval by the Board;
- C. Have the authority to re-allocate budgeted amounts from amounts do not increase the Society's strategic risk and are not materially inconsistent with the budget as a whole. The Executive Director shall promptly notify the Treasurer of each such re-allocation.
- D. Be responsible for implementing an approved strategic plan, for the continuing articulation of a strategic vision, and shall serve as an ex-officio member of and staff liaison to any strategic planning committee of the Board;
- E. Serve as an ex-officio member of the Development Committee of the Board and supervise the work of the person in charge who shall have principal responsibility for meeting approved fund-raising goals and for the continuing search for new and innovative fund-raising strategies;
- F. Have the authority to appoint, hire and discharge agents, employees and volunteers;
- G. Report to the Board and receive from its Chair all directions and communications as may be necessary or appropriate;
- H. Be appointed by the Board for renewable one-year terms or otherwise as provided by an applicable employment agreement which has been approved by the Board;
- I. May attend and participate in meetings of the Board, the Executive Committee, and all other Standing and Ad Hoc Committees, but without a vote, and may not attend meetings of the Audit Committee as a member thereof but should attend and participate as a guest at the Audit Committee's request; and
- J. Annually prepare a statement, for approval by the Board, of personnel and institutional strategic goals and objectives for the next fiscal year.

A performance review of the Executive Director shall be made annually by the Executive Committee, within the first quarter of the calendar year. An appraisal process shall be used which promotes fairness and objectivity including an

opportunity for the Executive Director to self-assess his or her performance. A confidential survey may be used for this purpose.

## **ARTICLE VIII Assistant Officers**

The Board may appoint Assistant Officers with such terms of office, voting privileges if any, assigned duties, responsibilities, powers and expectations as appropriate in each case. Such Assistant Officers shall function under the direction of their principal Officers and need not be Trustees.

Unless otherwise determined by the Board, an Assistant Officer who is not a Trustee shall not ordinarily be included in quorum counts or have the power to vote as a Trustee, in place of an Officer for whom he/she is acting in a meeting of the Board or its Standing or Special Committees he/she attends in the role of Assistant Officer.

## **ARTICLE IX Standing Committees of the Board of Trustees**

**Section 1. General** -- The Standing Committees of the Board are listed below. Additional Standing Committees may be established as deemed advisable by the Board. Except for the Audit Committee, the Executive Committee and the Governance & Nominating Committee, any other Standing Committee may be disbanded or combined with any other Committee by the Board upon recommendation of the Board Chair.

The membership of each Standing Committee shall be appointed annually by the Board upon recommendation of the Board Chair.

The duties of the respective Standing Committees may be set forth in guidelines or operating manuals.

Composition of the Standing Committees:

- A. Audit Committee -- At least 3 Trustees who are not Officers.
- B. Development Committee -- At least 3 persons including at least 1 Trustee. Additional members may be chosen from the Honorary Trustees, Operations Chairs, Members and other persons.
- C. Executive Committee -- The Chair, Vice-Chair, Treasurer and Secretary of the Board and, upon recommendation of the Board Chair and election by the Board each year, up to 2 additional members from the other Trustees.

- D. Finance Committee -- At least 3 Trustees including the Treasurer who shall be Chair of the Finance Committee. Additional members may be chosen from the Honorary Trustees, Members and other persons.
- E. Investment Committee -- At least 3 Trustees. Additional members may be chosen from the Honorary Trustees, Members, and other persons.
- F. Governance & Nominating Committee -- Up to 6 members, including at least 4 Trustees and up to 2 additional members chosen from other Members.

The members of this Committee shall normally serve terms of 3 years. Terms of the Committee members shall be staggered, with the objective of electing at least one new member of the Committee each year. Its members shall not include any Officer. If a member of this Committee is, or becomes, or is nominated to become, an Officer, that member shall forthwith resign from the Committee.

Section 2. Chairs and Vice Chairs -- Except as provided elsewhere for the Audit, Executive, and Finance Committees, the Chairs and Vice Chairs of all other Standing Committees shall be appointed annually by the Board on recommendation of the Board Chair.

Unless provided otherwise elsewhere in the Bylaws, all Chairs and Vice Chairs shall have a vote in all proceedings of the Committees on which they serve.

Section 3. Other Standing Committee Members -- Except as provided elsewhere in the Bylaws for the Audit, Executive, Finance, and Governance & Nominating Committees, each Standing Committee of the Board shall be composed of such additional members as are appointed by the Chair of the Board and confirmed by the vote of the Board. Unless provided otherwise, all members of Standing and Ad Hoc Committees shall have a vote in all proceedings of the Committees on which they serve.

Section 4. Meeting Times and Places -- Each Standing Committee will meet at a stated time and place on notice by its respective Chair or Vice Chair, or by the Board Chair, or by the Executive Director, to all its members.

Section 5. Quorums for Standing Committees -- A quorum for Standing Committees of the Board shall be a majority of the Committee's members. Standing Committee Members may participate in appropriate committee meetings by conference telephone or similar electronic or other communications equipment by means of which all persons participating in the meetings can hear and communicate with each other. Committee

members so participating shall be deemed present at any such meeting and included in quorum counts, but only committee members may vote.

A lesser number may, upon approval of a majority of those physically or electronically present, adjourn from time to time without further notice.

Section 6. **Proxies.** --The respective Board Committee Chairs may allow the use of proxies at particular meetings, set record dates for voting, and establish other rules governing the solicitation of votes and voting by proxy.

## **ARTICLE X**

### **Ad Hoc and Sub-Committees of the Board**

Section 1. **Appointment** -- The Board may appoint such Ad Hoc Committees and Sub-Committees for specific purposes as are deemed necessary. Committee Chairs and Vice Chairs of these Committees need not be members of the Board but shall be Members of the Society. Additional members may also be chosen from the Honorary Trustees, Operations Chairs, other Members and non-Members qualified to help.

Section 2. **Operations** -- Ad Hoc and Sub-Committees of the Board shall have the same requirements as Standing Committees of the Board respecting meeting times and places, quorums and voting.

## **ARTICLE XI**

### **Honorary Trustees**

Section 1. **Members.** The Board may appoint, as Honorary Trustees, retired previous members of any Board or other committee who have performed meritorious service for the Society. The Board may also appoint Members whose advice and assistance may be sought by the Society. Their terms are for 5 years or as otherwise determined by the Board.

Section 2. **Chair.** The Honorary Trustees may elect a Chair among their members for 1 year renewable terms.

Section 3. **Number.** There is no limit on the number of Honorary Trustees.

Section 4. **Meetings.** The Honorary Trustees are encouraged to meet at least once a year or on call of the Board Chair or the Chair of the Honorary Trustees.

**ARTICLE XII**  
**Honorary Trustees**

Upon or after retirement from active service of a former member of a Society Board or Committee, the Board may elect him or her as an Honorary Trustee in recognition of meritorious past service. Honorary Trustees shall have no regular meetings but may occasionally be individually called upon to provide advice or information in their areas of experience, knowledge or expertise.

**ARTICLE XIII**  
**Resignation, Removal and Filling of Vacancies**

**Section 1. Resignation from a Position --**

- A. By Officers, Other Trustees, Board Committee Chairs, Board Committee Vice Chairs, or Honorary Trustees:  
Any person serving in any of these positions may resign from that position by giving written notice to the Board. Such resignation takes effect only upon acceptance by the Board.
- B. By Other Members of Committees of the Board:  
Any person serving as a member of a Board Committee other than its Chair may resign from that position by giving written notice to the Board. Such resignation takes effect at the time specified in the notice.
- C. Operations Chairs, Volunteers, Employees, Agents and Others:  
If not otherwise provided elsewhere in these Bylaws, any person or other entity serving in any of these positions may resign from that position upon giving notice to the Board. Such resignation takes effect at the time specified in the notice or on acceptance by the Executive Director.

**Section 2. Resignation of Membership --** Within the limitations of this Article, a Member may resign from the Society at any time by giving written notice to the Secretary. In the absence of such notice, membership will be continued through the date to which dues have been paid, or to such other date as the Board may determine.

**Section 3. Removal for Good Cause or Otherwise --**

- A. Officers, other Trustees, Board Committee Chairs, Vice Chairs, Board Committee Members, Honorary Trustees and other Members may be removed from their position or from Membership by the Board for good cause, which includes:
  - 1. Unexcused absence (either in person or by failure to participate by

appropriate electronic means as provided elsewhere in the Bylaws), from 3 or more consecutive meetings; and/or

2. Purposeful violation of any provision of the Bylaws or commission of an act injurious to the Society or its mission, or purposeful refusal or neglect to comply with any rule, regulation, resolution, order or direction of the Board or a duly authorized representative of the Society's management.

Such removal requires that the Member concerned be furnished a statement of the charges and an adequate opportunity for a hearing thereon, prior to action by the Board. A 2/3 vote of the Board Members present at a duly called meeting at which a quorum is present is required. Such action shall be final and is not subject to appeal. The Board may then declare such position vacant and fill such vacancy in accordance with the Bylaws.

B. Operations Chairs, volunteers, employees, agents and other Members:

Within the limitations, if any, posed by applicable laws, and if not otherwise provided elsewhere in the Bylaws, any person or other entity serving in any of these positions may be removed from that position by the Executive Director.

#### Section 4. **Filling of Vacancies** --

A. Officers and other Trustees:

Should any vacancy exist, upon recommendation of the Governance & Nominating Committee, the Officers and other Trustees may, by majority vote at a duly called meeting at which a quorum is present, appoint any Member to fill such vacancy, if not otherwise provided in the Bylaws. Any person so appointed shall serve during the unexpired term and until his or her successor has been elected and taken office, subject in the case of Officers and other Trustees to ratification at the next Meeting of Members.

B. Board Committee Chairs, Board Committee Vice Chairs, and Board Committee Members:

Should any vacancy exist, the Officers and other Trustees may, by majority vote, appoint any Member to fill such vacancy. Any person so appointed shall serve during the unexpired term and until his or her successor is elected and takes office. Such appointments shall not be subject to ratification at any Meeting of Members.

C. Operations Chairs, Volunteers, Employees, Agents and others:

The Executive Director may appoint any person deemed qualified to fill such vacancies, except as provided elsewhere in these Bylaws and within approved budgetary limitations.



## **ARTICLE XIV Operations**

**Section 1. General** -- The main functions of the Society's activities include, but are not limited to, the following:

- Archives and Collections
- Buildings and Grounds
- Docents and Other Volunteers
- Education
- Exhibits and Special Events
- Marketing
- Membership support
- Museum Shop
- Programs
- Public Relations

**Section 2. Operations Chairs** --The day-to-day carrying out of these functions is to be done by Operations, through the Operations Chair of each respective function. The Chairs are responsible for the ongoing work of the Society and its Museum. The Executive Director is in charge of the overall administration, management, organization, budgeting, direction and activity of this work. The Executive Director's supervision of Operations and appointments of the Operations Chairs is subject to review by and approval of the Board.

The Operations Chairs shall not have those powers that are generally or specifically reserved to the Members or the Board or its Executive Committee. They shall not exceed the expenditure limits set forth in the Society's approved annual budget without the consent of the Board.

**Section 3. Regular Meetings** -- Regular meetings of Operations Chairs shall take place monthly or more often with due notice, on the call of the Executive Director.

**Section 4. Special Meetings** -- Special Meetings of Operations Chairs may be called by the Executive Director on at least 48 hours' notice by mail or 24 hours' notice by telephone or other electronic means to each Operations Chair. Only such business as the meeting was called to consider shall be discussed and acted upon at a special meeting.

## **ARTICLE XV Operations Committees**

**Section 1. General** -- Each function listed in Article XIV shall be conducted by an Operations Committee.

Section 2. **Operations Committee Chairs and Vice Chairs** -- Each Operations Committee shall be directed by a Chair, and in some cases a Vice Chair, selected by the members of that respective Committee and approved by the Executive Director.

Section 3. **Operations Committee Membership** -- Each Operations Committee shall be composed of such additional members as shall be appointed by the Executive Director or the Chair or Vice Chair of the committee concerned. Members of every Operations Committee shall preferably but not necessarily be Society members.

Section 4. **Quorums at Meetings of Operations Committee** -- A quorum shall be a majority of the respective Operations Committee members.

## **ARTICLE XVI**

### **Special and Ad Hoc Operations Committees**

Section 1. **Appointment** -- Operations may appoint Special and Ad Hoc Committees for specific purposes. Their Chairs and Vice Chairs shall be Members of the Society.

Section 2. **Committee Procedure** -- Special and Ad Hoc Committees of Operations shall have the same procedural requirements as do Standing Committees of Operations respecting their Chair, Vice Chair, Members and Quorums.

Section 3. **Powers** -- The Executive Director may create, organize, merge, dissolve and re-organize Operations into one or more new elements, functions, departments, committees and subcommittee. Each shall be under the leadership of a chair or other director appointed by, reporting to and responsible directly or through one or more intermediate levels of management, to the Executive Director and the Board of Trustees. The individual departments, committees and subcommittees shall meet periodically as determined by the Executive Director and shall keep appropriate records.

Section 4. **Meetings and Reporting** -- The Executive Director shall meet with the Operations Chairs regularly and with directors of other entities as may be required. The Executive Director shall report to the Board at each of its meetings with respect to the activities, personnel and finances of the Operations Chairs and their departments and on such other matters as the Board may request. The Board shall oversee the organization, supervising personnel, activities, and financial activity of the Operations Chairs and their departments, subject to change as set forth above.

**ARTICLE XVII**  
**Contracts**

The Board may authorize any Officer or other designated persons, in the name of and on behalf of the Society, to enter into any contract or execute and deliver any instrument, sign checks, drafts or other orders for the payment of money not otherwise prohibited herein. Such authority may be general or confined to specific instances. Unless so authorized by the Board, no Officer, other Trustee, agent, employee or volunteer shall have any power or authority to bind the Society by any contract or engagement or to pledge its credit or render it liable for any purpose or for any amount.

**ARTICLE XVIII**  
**Seal**

The corporate seal of the Society shall consist of a circular die bearing the words, "Chatham Historical Society, Inc. - Massachusetts - Incorporated January 19, 1926," and such other device or inscription as the Board may determine. The seal shall ordinarily be in the care and custody of the Secretary or a specifically assigned Assistant Secretary.

**ARTICLE XIX**  
**Fiscal Year**

The Society's Fiscal Year shall begin on the first day of January in each year or such other annual date as the Board may determine, consistent with applicable law.

**ARTICLE XX**  
**Waiver of Notice**

Whenever any notice is required under the provisions of the Certificate of Incorporation, or these Bylaws or Massachusetts law, a written waiver signed by all the persons entitled to such notice or by their attorneys-in fact, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice, or in lieu thereof the presence of all members of any Board or Committee at the meeting for which the notice was required.

**ARTICLE XXI**  
**Indemnification**

Section 1. Indemnification -- The Society shall, to the fullest extent now or hereafter permitted by law, indemnify and hold harmless any person against any claim made or threatened to be made, including breaches of fiduciary duty, or any suit or proceeding by reason of the fact that he or she is or was a Director,

Trustee, Officer, Member of any Board, Executive Committee or any other Committee, employee, agent, or volunteer of the Society, or of any organization served by him or her in any capacity at the request of the Society, against judgments, fines, amounts paid in settlement including reasonable attorneys' fees and expenses.

**Section 2. Indemnification Insurance** --The Society may also purchase and maintain insurance on behalf of the person or persons to be indemnified under the provisions of this Article.

## **ARTICLE XXII Unanimous Consent in Lieu of Meeting**

Any action taken in lieu of a meeting of the Board or any Committee thereof shall be effective only with the unanimous consent in writing setting forth the action so taken, the reason why such meeting was not held, the reason for such action, and the names of the Board or Committee Members taking it. The consent shall be filed with the Society's Minutes.

## **ARTICLE XXIII Bonding**

One or more Officers, Trustees or others may be specified and bonded for amounts deemed appropriate by the Board.

## **ARTICLE XXIV Conflicts of Interest**

Any possible conflict of interest on the part of any Officer, other Trustee, Assistant Officer, Committee Chair, Vice Chair or other Member, employee or volunteer on any matter under consideration shall be disclosed promptly and fully to the meeting in session and to the Executive Director. Further:

- A. Each person concerned shall abstain from voting or otherwise attempting to influence the decision on such matter.
- B. Such disclosure shall be made a matter of record within the Minutes of the appropriate meeting as well as the abstention from voting.
- C. These requirements shall not prevent any person concerned from stating his or her position in the matter nor from answering pertinent questions for the benefit and guidance of others.

## **ARTICLE XXV Amendments**

These Bylaws may be amended by a 2/3 vote of those present and entitled to vote at any duly called Annual or Special Meeting of Members at which a quorum is present.

## **ARTICLE XXVI Dissolution**

Upon dissolution of the Society after payment of all its liabilities or due provision therefore, and return of all fine arts and other objects, photographs, archival material, library or other items on loan to the Society or its Museum to their rightful owners; all of the remaining assets of the Society -- both those described in its financial statements and books of account, as well as all historical, genealogical, fine arts and other objects, papers, and other artifacts comprising its collections and exhibits of whatsoever kind and wheresoever situate -- shall be distributed pursuant to Chapter 180, Section 11A of the Massachusetts General Laws to one or more organizations with similar purposes and exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, as determined by the Board.

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## **Approval and Adoption**

Prepared and proposed by the Governance & Nominating Committee:

Dick Evans, Board of Trustees Member and Committee Chair

Janet Marjollet, Operations Chair

Steve Burlingame, Board of Trustees Member

Craig Vokey, Board of Trustees Member

Tim Weller, Board of Trustees Member

Danielle Jeanloz, Executive Director

Approved by the Society's Board of Trustees on July 25, 2018.

Adopted by the Society's Membership at its Annual Meeting on August 19, 2018.