

# **BYLAWS of the SANDOWN HISTORICAL SOCIETY and MUSEUM**

Draft dated June 13, 1997

Amendment 1: Approved August 18, 1999.

Amendment 2: Approved May 17, 2000

Amendment 3: Proposed December 15, 2014.

Amendment 4: Approved September 16, 2017

Amendment 5: Approved September 29, 2018

## **ARTICLE 1**

### **Name**

The name of this organization shall be "The Sandown Historical Society and Museum". (The words "society" and "association" both refer to this organization)

## **ARTICLE 2**

### **Purpose:**

The purpose of The Sandown Historical Society and Museum shall be to discover, secure, and preserve whatever may be related to the natural, civil, literary, and religious history of the Town of Sandown. That history will include the impact the railroad had upon the town's development. In that light the "Society" will also maintain a museum to commemorate the entire *Worcester, Nashua and Portland (WN&P) Division of the Boston & Maine (B&M) Railroad*. This will include but not be limited to the following previous railroads that eventually made up the division: *The Worcester and Nashua Railroad, The York and Cumberland Railroad, the Worcester, Nashua and Rochester Railroad, and the Portland and Rochester Railroad*. The primary objective shall be to preserve the past and present history for the future.

Notwithstanding any other provisions of these articles, the association is organized exclusively for one or more of the following purposes: religious, charitable, scientific testing for public safety, literary or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the providing of facilities or equipment) or for the prevention of cruelty to children or animals as specified in section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation,

contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the activities of the association shall be carrying on propaganda, or otherwise attempt-ting to influence legislation [except as otherwise provided by the Internal Revenue Code section 501(h)], or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

### ARTICLE 3

#### Officers:

Section 1 - The officers of this society shall be a president, vice-president, secretary, treasurer, and curator.

These officers shall be elected at the annual meeting. The officers shall all be members of the Executive Board.

Section 2 - An auditor and other officers and committees may be appointed by the President.

Section 3 - Conflicts of interest: No officer of the Executive Board shall hold two or more official positions within the association.

Section 4 - There must be at any time a minimum of five (5) officers on the executive board. None of the officers of the executive board may be related to each other by blood or marriage.

Section 5 – The election of officers shall:

- (a) be held annually and completed before the end of the fiscal year;
- (b) any member in attendance regardless of position and is in good standing as defined by Article 5, may vote at the meeting for the election of officers;
- (c) any member in good standing as defined by Article 5 may run for an elected office.

### ARTICLE 4

#### Duties of Officers:

Section 1 - **President** – The president shall:

- (a) preside at all regular and special meetings of the society. If the President cannot attend a meeting;
- (b) designate the authority to preside at a meeting to another officer, if the Vice-President is not available.
- (c) be responsible for the scheduling of regular and special meetings;
- (d) have a general oversight of the well being of the society and its museum;

- (e) have the authority to nominate an officer(s) or Executive Board member, if an officer(s) or Executive Board member resigns during their term;
- (f) make final decisions on matters not needing Board and Membership approval;
- (g) set meeting location and times;
- (h) appoint a nominating committee in August to present a slate of officers for the annual meeting.

Section 2 - **Vice-President** – The vice president shall:

- (a) assume all duties of the president in his/her absence;
- (b) serve at the direction of the president as liaison to all other community activities;
- (c) be in charge of programs, speakers, and fund raising events.

Section 3 - **Curator** - Shall be the manager of the museum and as such shall:

- (a) be responsible for managing receipts of sales at the depot;
- (b) provide the treasurer with regular financial reports;
- (c) provide to the treasurer, all receipts for deposit and note type of receipt;
- (d) order and maintain retail inventory for the souvenir shop and show exhibits.
- (e) report on the status of the collection of the museum, including recommending any item to be accessioned to or deaccessioned from the collection.

Section 4 - **Secretary** – The secretary shall:

- (a) record and keep the minutes of all meetings of the society;
- (b) maintain an up-to-date listing of all active members of the society with their names, home addresses, and electronic contact information;
- (c) be responsible for all correspondence;
- (d) be the Society's keeper of records (retaining copies of all correspondence, etc.).

Section 5 - **Treasurer** – The treasurer shall:

- (a) keep a record of all income and expenditures of the society;
- (b) present a written financial report at the annual meeting and at each meeting as requested by the president;
- (c) provide such financial guidance as requested;
- (d) be responsible for the collection of dues, and for the collection, safe keeping, and investing of society funds with the approval of the executive board;
- (e) be responsible for filing financial reports with the state of New Hampshire and federal tax returns;
- (f) be responsible for maintaining tax exempt status;
- (g) appoint a deputy treasurer with the advice and consent of the executive board.

Section 6 - **Executive Board** – The executive board shall:

- (a) be responsible for the general well being of the society and museum and be responsible for the accessioning any item into the collection and deaccessioning of any item out of the collection of the museum;
- (b) have the authority, in conjunction with the other elected officers, to act on behalf of the society, on matters requiring immediate attention;
- (c) have the power to accept all gifts, bequests and properties on behalf of the society. The assets of the society shall be dedicated to the exempt purpose as defined under section 501(c)(3) of the Internal Revenue Code;
- (d) have the duty of approving any expenditure of one hundred dollars (\$100.00) to five hundred dollars (\$500.00). All expenditures in excess of five hundred dollars (\$500.00) shall have board approval and membership approval at the next scheduled membership meeting or special membership meeting in accordance with Article 4, President's duties. All approved expenditures shall be reported at the next meeting;
- (e) approve by simple majority any nominations made by President for the Executive Board or Officers in case of mid-term vacancies as required by ARTICLE 3, Section 4.

## ARTICLE 5

### **Membership and Dues**

Section 1 – Membership -Any person who is willing to subscribe to the bylaws and policies/procedures of the society, pay dues annually, and is willing to participate in the activities of the society; may be granted membership. Membership shall be approved by a two-thirds (2/3) vote of the Executive Board.

Section 2 – Dues – Are set by the Executive Board and must be approved by a two-thirds (2/3) vote.

Section 3 Voting Privileges - Membership levels and voting privileges are defined in subsections (a) through (c)

- (a) Individual Membership - one (1) vote;
- (b) Student, Veteran, Senior Membership - one (1) vote, who are of legal majority;
- (c) Family Membership – entitles two members of one family, living at the same legal address and who are of legal majority, a total of two (2) votes.
- (d) Executive Board shall each have one (1) vote on each question requiring action of the board.

Section 4 – Removal - Any elected officer or member of the society may be removed from office and/or expelled from the society for cause, by the affirmative vote of two-thirds (2/3) of Executive Board. A member referred for removal not involving violation of New Hampshire statues, may appeal to Executive Board to plead their case before the entire membership. Cause may be any of the following:

- (a) Violation of bylaws or any of the society's policies;
- (b) Theft of property or funds belonging to the society;

(c) Arrest or conviction in regards to the violation of any laws regarding children.

Section 5 - No part of the net earnings of the association shall inure to the benefit of any member, trustee, director, officer of the association, or any private individual (except that reasonable compensation may be paid for services rendered to or for the association), and no member trustee, director or officer of the association shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the association.

## ARTICLE 6

### **Meetings**

Section 1 - There shall be an annual meeting in October.

Section 2 - Other meetings shall be held at such time and place as the president approves.

Section 3 - A quorum shall consist of five members, of whom two shall be elected officers as defined by Article 4.

Section 4 - The President shall as deemed necessary, allow voting by mail including electronic mail of the full membership for the following reasons:

- (a) expenditures exceeding \$500;
- (b) amendments to the bylaws;
- (c) any question the Executive Board wants to put before the entire membership;
- (d) the dissolution of the society.

Section 5 - The fiscal year of the society shall be from November 1 to October 31 of the following year.

## ARTICLE 7

### **Inventory**

Section 1 - Properties, artifacts and documents as may be donated as defined by the *Collections Management - Policy & Procedures*, on loan, or purchased shall be the responsibility of the museum Curator and the Executive Board. Said properties, artifacts and documents shall not be displayed at the museum until viewed and approved by the Executive Board.

Section 2 - The Executive Board at the recommendation of the Curator shall provide such protection as shall be deemed necessary for the preservation of the same. The curator shall:

- (a) report to the Executive Board on new acquisitions, as stated above in this article;
- (b) maintain an inventory of items defined in Section 1;

- (c) report annually as to the status of the museum.

Section 3 - No properties, artifacts or documents may be disposed of without the full consent of the Executive Board. Therefore properties, artifacts and documents that are considered part of the museum's collection must be deaccessioned per the *Collections Management - Policy & Procedures*.

Section 4 – *In-kind Donations/Contributions* and gift acceptance are as defined below:

- (a) The society accepts gifts that are consistent with its mission as defined in Article 2.
- (b) Donations and other forms of support will generally be accepted from individuals, partnerships, corporations, foundations, government agencies, or other entities, subject to the following limitations:
  - a) For items considered "railroad equipment" there must be proof of ownership of said item or items.
  - b) For items in which the donor would like to file an "In-kind Contribution" the donor should provide proof of the donation's value or be willing to have the item(s) appraised, before the item(s) are accepted.
- (c) Gifts of Real Property, Personal Property or Securities may only be accepted upon approval of the society's Executive Board.
- (d) The Treasurer shall be responsible for providing the donor with an acknowledgement of their donation and completed "In-kind Contribution" form.

## ARTICLE 8

### **Disposition of Property**

Upon dissolution of this association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a State or local government for public purpose.

It is this society's wish that in the event that the Sandown Historical Society and Museum shall cease to exist, after one year all inventories shall be vested to other historical societies, museums, donor families or to the New Hampshire Historical Society, Concord NH.

## ARTICLE 9

### **Amendments**

These by-laws may be amended by a two-thirds vote of the entire membership. A 30 day notice shall be given to the entire membership prior to any vote. Policies created for managing the museum, its artifacts, and operations of the Society; may be adopted and/or modified by a simple majority vote of the Officers and Board of Directors.

## ARTICLE 10

### **Conflict of Interest**

Any possible conflict of interest on the part of any member of the Board, officer or employee of the Society must 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. Where the matter involving a board member, trustee or officer exceeds five hundred dollars (\$500) but less than five thousand dollars (\$5,000) in a fiscal year a two thirds vote of the disinterested directors is required and publication in the required 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 shall be advised of the policy upon entering duties of his or her office, and shall sign a statement acknowledging understanding and agreement with this rule. The Board will comply with all requirements of New Hampshire law and see that the New Hampshire requirements are made a part of this policy.