

PROPOSED DURHAM HISTORIC ASSOCIATION BYLAWS – April, 2013

Article I - Name

Section 1 The name of this organization shall be the Durham Historic Association.

Article II - Purpose

Section 1. The purpose of the Durham Historic Association shall be

- a. To preserve the memory of events connected with the history of the Town of Durham, or of individuals who may have resided there.
- b. To serve as guardian of the town's history.
- c. To preserve the artifacts of the town's history.
- d. To inform and educate the citizens of Durham and others of the history of the town and how contemporary Durham arises out of its past.

Article III - Membership

Section 1 This association will have three classes of members with all classes privileged to attend meetings and participate in activities, except as noted below.

- a. Annual membership is open to any interested person upon payment to the treasurer of the current annual dues.
- b. Life membership. Current life members may continue but no new life members will be accepted
- c. Honorary membership may be conferred on a person by the association. Such honorary membership must be recommended by the Executive Board and approved by an affirmative vote of two-thirds of the members present at any annual meeting. Honorary members may not hold office and shall be exempt from dues.

Section 2. Dues

- a. The Executive Board shall have the authority to set the dues from time to time.
- b. Annual membership shall run in accordance with the Fiscal year, from April 1 to March 30.

Article IV - Offices and Directors

Section 1 Officers. The officers of the association shall be president, vice-president, recording secretary, corresponding secretary, and treasurer.

Section 2 Directors. There shall be six directors.

Section 3. Election of Officers and Directors.

- a. The president, vice-president, recording secretary and three directors shall be elected for two-year terms in odd-numbered years, with the right of re-election to subsequent terms.
- b. The treasurer, corresponding secretary and three directors shall be elected for two-year terms in even-numbered years, with the right of re-election to subsequent terms.
- c. The election of officers and directors shall be at the annual meeting. A majority of votes cast is required for election.
- d. The nominating committee shall present at least one name for each elective office to be filled. Consent to serve shall be obtained from each nominee by the nominating committee in advance of presentation of the slate. Candidates may also be nominated from the floor by any voting member of the association

Section 4 Duties of Officers.

- a. President. The president shall preside at meetings of the association and serve as chair of the Executive Board. The president shall have the authority to appoint chairpersons of all standing committees and to create committees and appoint committee members not otherwise provided for. The president shall have the responsibility to ensure that association is in compliance with federal and state requirements. The president may appoint a deputy treasurer.
- b. Vice-President. The vice-president shall perform the duties of the president's office in the absence of the president.
- c. Recording Secretary. The recording secretary shall keep a true record of the meetings of the association and of the Executive Board. After approval by the association, the minutes shall be recorded in a permanent book. The recording secretary shall keep an accurate list of members and such other matters as the Executive Board may direct to be included in the permanent records.
- d. Corresponding Secretary. The corresponding secretary shall assist the president with the general correspondence. The corresponding secretary shall notify members of election to office and appointment to regular or special committees. The corresponding secretary shall give notice to the membership of all meetings of the association and notify the Executive Board of meetings as the president may direct.
- e. Treasurer. The treasurer shall receive the dues and other funds, shall keep an electronic record of all receipts and disbursements, specifying source, purpose and amount, and shall prepare a financial report for the meetings of the Executive Board and at other times upon the request of the president. The treasurer shall notify members when dues are in arrears. The treasurer will, in a timely way, complete federal and state reporting forms and present them to the president, along with checks to cover filing fees. The treasurer shall annually provide a list of members to the recording secretary. The treasurer's records shall be subject to examination by an auditing committee appointed by the Executive Board. If the president has appointed a deputy treasurer, the deputy treasurer may assist the treasurer, but the treasurer retains sole responsibility for the position.

Article V - Executive Board

Section 1 Composition. The Executive Board shall be comprised of the officers, deputy treasurer if appointed, directors, the chairpersons of standing committees and the immediate past president.

Section 2 Duties

a The Executive Board shall manage the affairs of the association between annual meetings and direct the disbursement of funds.

b It shall fill, by appointment, any vacancies occurring in any office or in the Executive Board to finish the unexpired term.

c. It shall act as guardian for all property belonging to or in the custody of the association.

d. It may appoint a curator and set terms and conditions of employment, with the advice of the museum committee.

e. It may appoint a deputy treasurer to assist the treasurer in carrying out the treasurer's responsibilities and to act in place of the treasurer in the treasurer's absence

Section 3 Meetings. The Executive Board shall hold meetings as needed. Meetings shall be called by the president or in the president's absence, by the vice-president.

Section 4 Quorum The president or vice-president and five members of the Executive Board shall constitute a quorum

Article VI - Standing Committees

Section 1. Appointments. All appointments for standing committees shall be for one year, starting July 1, unless otherwise noted. Chairpersons may or may not be directors

Section 2. Description of committees.

a. Program The program committee shall consist of a chairperson and other members selected by the chairperson at his or her discretion The committee shall plan and publicize the educational programs.

b. Museum. The museum committee shall consist of a chairperson and other members selected by the chairperson at his or her discretion. The committee shall direct the curator in the discharge of the duties and responsibilities of the curator's office according to policies approved by the Executive Board.

c. Nominating. The nominating committee shall consist of a chairperson and other members appointed by the president. Members shall be appointed for three-year terms. The nominating committee shall carry out the duties outlined elsewhere in these bylaws and may also suggest names for membership of the standing committees.

d. Newsletter The newsletter committee shall consist of a chairperson who shall serve as editor and other members selected by the chairperson at his or her discretion. The newsletter committee shall be responsible for writing and producing a newsletter which shall contain information about current and historical matters of interest to the membership and/or necessary for the operation of the association.

Article VII - Annual Calendar

Section 1 Fiscal Year. The fiscal year shall run from April 1 to March 31

Section 2 Meetings:

a. Annual. The annual meeting shall be held in April on a date determined by the Executive Board.

b. Regular. In addition to the annual meeting, there shall be additional regular meetings each year on dates determined by the Executive Board with the advice of the program committee.

c. Special. Special meetings may be called by the president, or shall be called upon the written request of at least six members, or upon vote of a majority of the Executive Board.

Section 3 Other events. The Executive Board may, from time to time, plan other events for the membership and the public

Section 4 Quorum. Twenty members of the association shall constitute a quorum of the association.

Article VIII - Amendments

Section 1. Amendments to the bylaws may be proposed by six or more members. Such proposals must be in writing and must be filed with the recording secretary who shall instruct the corresponding secretary to notify all members in writing at least two weeks prior to the annual meeting. The full text of the proposed amendment must be included in the notice to members. An amendment may be adopted by a two-thirds vote of the members present and voting at the annual meeting

Article IX – Conflict of Interest Policy

Section 1. Duty to Disclose. Each Director, prior to taking his or her position on the Board, and all present Directors shall submit in writing to the President of the Board a list of all businesses or other organizations of which the director is an officer, director, trustee, member, owner (either as a sole proprietor or partner) shareholder, employee or agent, with which the charity has or might reasonably in the future enter into, a relationship or a transaction in which the director would have conflicting interests. The President of the Board shall become familiar with the statements of all Directors in order to guide his or her conduct should a conflict arise.

Section 2. Voting. At such time as any matter comes before the Board in such a way to give rise to a conflict of interest, the affected Director shall make known the potential conflict, whether disclosed by his or her written statement or not, and after answering any questions that might be asked of him or her, shall withdraw from the meeting for so long as the matter shall continue under discussion. Should the matter be brought to a vote the affected Director shall not vote on it. The Board shall comply with all the requirements of New Hampshire law where conflicts of interest are involved.

Section 3. Statutory Requirements. The New Hampshire statutory requirements dealing with pecuniary benefits (RSA 7:19a and RSA 282:6-a) are hereby incorporated in full into and made an integral part of this conflict of interest policy.

Article X –Dissolution

Section 1. Procedures for dissolution will comply with New Hampshire law at the time of dissolution.

Article XI Rules of Order

Section 1. The most current edition of Robert's Rules of Order Revised shall be accepted as the standard for guidance.