

(Board Approved as of 4 JUN 2020)

BYLAWS

Sharon Historical Society, Inc

Original Articles of Organization Printed in 1981

Current Version reviewed by the Sharon Historical Society Board of Directors on June 4 2020; and Approved by the General Membership on July 17, 2020

(Previous Revisions: June 9, 2016; June 5, 2014; June 7, 2001; June 27, 1994; June 4, 1987; and August 1981)

ARTICLE I: NAME, LOCATION, AND FISCAL YEAR

Section 1 - Name

The name of the organization is the Sharon Historical Society Incorporated.

Section 2 – Location

The principal place of operation shall be located at 16 High St. Sharon, Massachusetts 02067.

Section 3 - Fiscal Year

The fiscal year is January 1 to December 31.

ARTICLE II: MISSION

The Sharon Historical Society was founded to promote the research, study, dissemination, publication, and recording of the history of the town of Sharon, Massachusetts.

ARTICLE III: PURPOSE

The Purpose of this Society shall be:

- a)** To promote, engage in and encourage the study of Sharon history.
- b)** To preserve and work for the preservation of materials and information relating to the history and traditions of the town of Sharon. This includes collecting historic documents and other objects of significance to Sharon's history.
- c)** To promote public celebrations to commemorate Historic events and encourage interest in historic matters.
- d)** To publish materials related to the history of Sharon.
- e)** To hold lectures and engage in social functions which are historic in character.
- f)** To establish and maintain a reference library devoted to historic subjects.
- g)** To receive and hold in trust or otherwise, funds received by gift or bequest to be devoted to such purposes as requested.
- h)** To further its purposes the Society may affiliate with State and/or National organizations that share these goals.
- i)** To establish and maintain a place for holding meetings, and to do all things necessary and incidental and thereto permissible under Massachusetts General Laws, Chapter 180.
- j)** To further its purposes the Society may raise funds to support its mission.

ARTICLE IV: MEMBERSHIP

Section 1 - Membership is open to any person who applies for membership and makes payment of dues.

Section 2 - Categories of Membership

There shall be three categories of membership:

- a. Individual
- b. Corporate/Business (non- voting)

- c. Life Membership – current Life Members are grandfathered; however, we will be discontinuing Life Memberships.

The Board of Directors shall set dues for each of the membership categories yearly before the Annual Meeting.

Section 3 - Process and Privileges

a) Each prospective and renewal member shall pay appropriate dues annually. A member in good standing is one who supports the Society's mission and is current with payment of dues.

b) Membership privileges are: receive newsletters, vote during membership meetings, be appointed to special projects and committees and after a one-year period, to be eligible to hold elected offices.

Section 4 – Resignation

Any member may resign at any time by giving notice of his or her resignation in writing to any officer or director of the Society.

Section 5 – Removal

Members may be removed from membership at any time with or without cause by a two-thirds vote of the Board of Directors.

ARTICLE V: DUES

Section 1 – Annual dues shall be payable May first of each year. Voting privileges during membership meetings will be suspended until dues are paid in full.

Section 2 – The membership dues may be determined by the Board of Directors and are payable annually.

ARTICLE VI: MEETINGS

Section 1 – Annual, Quarterly and Special Meetings

- a) The Society shall plan to hold its **Annual Meeting** in the month of June, or other date and place determined by the Board of Directors. The purpose of the Annual Meeting is to present a report on the state of the Society; present

the Treasurer's financial report; to elect officers and Trustees; and to transact such other business as may come properly before the meeting. Notice of time and place of the Annual Meeting shall be mailed by the Secretary to each member of the Society at his/her address on file with the Society at least 14 calendar days before the date fixed for the meeting. The newsletter may serve this purpose.

- b) **Regular Quarterly Meetings** – In addition to the annual meeting in June or special meetings called to replace the annual meeting, the Society shall hold regular quarterly meetings of the members in March, September and December of each year.
- c) A **Special Meeting** may be held at such time and place as may be determined by the President or the Board of Directors
- d) All membership meetings (Annual, Quarterly and Special) are conducted with members attending in person and at a location approved by the Board of Directors. Under special circumstances, the Board of Directors may authorize the use of virtual (electronic) meeting and members are required to be registered and identified when signed in.

Section 2 - Meetings of the Board of Directors

- a) The Board of Directors shall meet quarterly, or more frequently, at such time and place and on such dates as determined by the Board of Directors.
- b) Special Meetings of the Board of Directors may be called by the President, or upon request of three (3) members of the Board of Directors, or upon request of ten (10) members in general membership. They must state the purpose for which the meeting is called on notice of the meeting. Whenever possible, seven (7) calendar days' notice will be provided.
- c) At least twenty-four (24) hours notice of an emergency meeting of the Board of Directors shall be given to each member of the Board.

Section 3 – Quorum

- a) Twenty (20) members, in good standing, shall constitute a quorum at the annual and regular meetings.
- b) Board of Director meetings – A majority of the Board shall constitute a quorum.

Section 4 – Order of Business

Meeting called to order

Reading of the minutes of the previous meeting

Report of the Treasurer

Reading of Correspondence

Report of the Committees

Unfinished Business

New Business

Announcements

Adjournment

ARTICLE VII: OFFICERS**Section 1 - Elected Officers**

The elected officers of The Society shall be President, Vice President, Secretary/Clerk, Treasurer and Chief Archivist. All officers shall be elected by a majority vote of those present at the Annual Meeting.

Section 2 - Qualifications for Office

Any society member, with one or more years of membership, shall be eligible for nomination and election to any elected office of the Society.

Section 3 - Term of Office

Each elected officer shall take office immediately upon election and shall hold office for one year. Officers may succeed themselves, if re-elected.

Section 4 – Election of Directors and Officers

- a) One month prior to the annual meeting, a regular open meeting will be held to accept nominations for Board of Director Member(s) and Officer positions, listed under Article VII. The nominations for officers may be presented by a nominating committee at the regular meeting in May.

Individual members will also be allowed to make nominations from the floor during the annual meeting. A pre-selected fixed slate is not authorized.

- b) Nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting,
- c) The candidates receiving a majority of the votes shall be declared elected.

Section 5 – Resignation

An elected officer or any member of the Board of Directors may resign by delivering written notice of resignation to any officer, or member of the Board of Directors. Such resignation shall be effective upon receipt, unless agreed to be effective at a future date to be determined.

Section 6 – Suspension or Removal

An elected officer and any member of the Board of Directors may be suspended or removed, without cause by vote of two-thirds of the Board of Directors then in office, or with cause by a majority vote of the Board of Directors then in office. An officer may be removed for cause only after reasonable notice and opportunity to be heard.

Section 7 – Vacancies

Vacancies for an unexpired term with the exception of the President or Vice-President may be filled at the next Board of Directors meeting by a majority of the Board Members present and voting. If, at any time, the office of the President shall become vacant, the Vice President shall become Acting President for the remainder of the President's unexpired term. If at any time the position of President and Vice President become vacant at the same time, a special election will be held to fill the vacancies.

ARTICLE VIII: DUTIES OF OFFICERS

Section 1 - President

- a) Shall preside at meetings of the Society; and is a member of all committees and may be the Society's representative at public functions.
- b) Shall be the Chair of the Board of Director's and shall be responsible for the overall operation of The Society under the direction of and in accordance with the policies and decisions of the Board of Directors.
- c) Shall see that necessary forms are filed annually, as may be required by State or Federal law, including (but not limited to) any reports or returns required by

the Massachusetts Attorney General, the Massachusetts Secretary of State, and the Internal Revenue Service.

Section 2 - Vice President

Duties - It shall be the duty of the Vice-President to assist the President in the discharge of the President's duties and to officiate in the President's absence or incapacity. If, for any reason, the President is unwilling or unable to perform the duties of his office, the Vice President shall assume those duties. If, at any time, the office of the President shall become vacant, the Vice-President shall become Acting President for the remainder of the President's unexpired term. In the absence of the Treasurer, the Vice President shall have signatory responsibility for all funds disbursed by the Society. In addition, the Vice-President shall act as the Membership Committee Chairperson, and also Chairperson for nominating members for committees.

Section 3 – Secretary/Clerk

- a) Shall take minutes of meetings.
- b) Shall give notice of, and keep a record of, meetings of the Society and of the Board of Directors. Such records, annual reports, and committee reports are kept in the Society's corporate archives by the Secretary.
- c) The Secretary shall officiate in the absence of the President and the Vice-President.
- d) Shall maintain attendance records at all meetings.
- e) Notice of Meetings - The Secretary shall ensure that whenever possible notices for future meeting are posted in the newsletter and social media sites.
- f) Shall assist the Treasurer with all reports required by State or Federal law and will file all such reports in the corporate archives.
- g) All records, minutes of meetings, articles of organization and bylaws, rosters of elected officer, Board of Director members and all members of the Sharon Historical Society, shall be open at all reasonable times to the inspection of any member of the Board of Director's.

Section 4 - Treasurer

- a)** The treasurer shall be the chief financial officer and chief accounting officer of the Society. This includes being custodian of all funds of the Society; shall document and deposit all monies payable to the Society and shall receive any monetary legacies bequeathed or donations made to the Society.
- b)** Payment of Bills – The Treasurer shall pay all routine bills without the endorsement of the Board of Director’s. All other payments require the endorsement of the Board of Directors.
- c)** Shall present to the Board an annual budget prepared in cooperation with the Finance Committee.
- d)** Shall pay the Massachusetts Sales Tax.
- e)** Shall pay royalties due from sales.
- f)** Shall pay the operating expenses of the Society in a prompt manner. (Any check, or withdrawal over eight hundred (800) dollars and outside of the budget plan must be approved by the Board).
- g)** Shall provide a written report quarterly to each Board Member.
- h)** Shall have available a printed financial report at the Annual Meeting.
- i)** Shall retain copies of all financial records related to the business of the Society.
- j)** Prepare and file such reports, financial statements and returns as may be required by State or Federal law, including (but not limited to) any reports or returns required by the Massachusetts Secretary of State, the Massachusetts Attorney General, Massachusetts Department of Revenue, and the Internal Revenue Service.
- k)** Inability to Attend – In case of inability to attend any meeting, the Treasurer shall cause to be conveyed to the place of the meeting, such reports and papers as are necessary to comply with the foregoing sections of the Article.
- l)** Financial Review – The Treasurer shall prepare the financial records of the SHS for a financial review by the Financial Review Committee. A review will be conducted annually

m) Upon completion of assignment as Treasurer, (s)he shall turn over to the incoming treasurer or to the President all funds, books of accounts, or another records and society property.

Section 5 – Chief Archivist

- a)** The Chief Archivist serves as Chair of the Archives Committee, coordinates the efforts of the members of the Archives Committee and presents its needs and concerns to the Board of Director’s at regular meetings, serving as an advocate for the Collection
- b)** Responsible for maintaining a record of expenditures related to the Collection and for presenting an Annual Budget to the Board of Directors.

ARTICLE IX: BOARD OF DIRECTORS

Section 1 - Authority and Responsibility

- a)** The Board of Directors shall be the governing body of the Society. They shall have supervision, control and direction over the affairs of the Society including the establishment of policy, the code of ethics (Article 14), the care of all Society property, Society finance, approval of the Society’s budget, pre-approval of unbudgeted expenditures, the appointment of committees for such purposes as it specifies, and the filling of any vacancies in office which may occur between Annual Meetings of the Society.
- b)** The Board of Director’s shall annually appoint a Historian.
- c)** Each elected board member shall chair and maintain responsibility for one, or more, of the following committees:
 - 1. Ways & Means
 - 2. Education
 - 3. Newsletter
 - 4. Buildings and Grounds
 - 5. Public Relations, Media and Programing
 - 6. Program arrangement for Quarterly and Annual Membership meetings
 - 7. Technology
 - 8. Security and Long-Range Planning
 - 9. Fundraising
 - 10. Display
 - 11. Docents
- d)** The Board shall annually appoint a Financial Review Committee to review the

Society's accounts.

- e) The Board shall approve an annual budget in advance of the new fiscal year and may appoint an investment advisor to advise and assist the treasurer.
- f) The Board of Directors shall hold in trust all property and assets of the Sharon Historical Society for the benefit of its members.
- g) Insurance – The Board of Directors shall maintain property and liability insurance with sufficient coverage to cover the replacement cost of the main building, facilities and contents. As well, the Board of Directors shall maintain an Officers and Directors insurance policy.

Section 2 - Composition of the Board

The Board of Directors shall consist of no less than eleven (11) and no more than fifteen (15) Directors, which shall include the President, Vice President, Treasurer, Secretary/Clerk, Chief Archivist and six to ten elected directors. Directors must be current members in good standing of the Society.

Section 3 - Nomination of Directors and Officers

The Board of Directors shall appoint a Nominating Committee of not less than three (3) members in good standing at large for the purpose of presenting nominees at the May open meeting (one month prior to the Annual Meeting) for vacant or retiring Directors or Officers. Only those willing to serve are to be nominated. Nominating Committee members are not barred from being nominated. The Vice President chairs this committee. (also see Article VII, Section 4 – Election of Directors and Officers)

Section 4 - Term and Election of Directors

Director positions shall be elected for two-year terms. Directors shall be elected by a majority vote at the Annual Meeting.

Section 5 - Vacancies from the Board

The Board of Directors, by majority vote of the remaining members, may appoint replacements to serve until next open election.

ARTICLE X - EXECUTION OF CONTRACTS

Section 1 – No contract or agreement, to which the Society is a party, shall be valid unless approved by a two-thirds vote of the Board of Directors and signed by both the President and the Treasurer.

Section 2 - No member of the Society shall incur or attempt to incur any obligation in his own name for the benefit of the Society; and no member shall incur any obligation for the Society unless duly authorized by vote of the Board of Directors.

ARTICLE XI - BANKING**Section 1 – Banking Accounts**

The funds of the Society shall be deposited in such banks and other depositories as the Board of Directors may select. Each account must have at least two authorized signatories, as determined by the Board of Directors.

Section 2 – Inspection by Board of Directors

Each member of the Board of Directors shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and to inspect the physical properties of the Society. The Treasurer shall maintain a public inspection file which shall contain documents or copies of documents required by federal or state law to be available for public inspection.

ARTICLE XII: COMMITTEES**Section 1 - Committees**

The Board of Directors may create committees as needed, such as programming and education, membership and development, collections, community relations, finance, facilities, and bylaws. The Board appoints all committee chairs. With the exception of the Advisory Committee, all committees will have at least one Board member on the committee.

Section 2 – Financial Review Committee

There shall be a Financial Review Committee. The President, in the month of August, shall appoint its chairperson who may appoint other members as needed. The

chairperson of this committee shall not be a current elected officer of the Board of Directors. The committee shall report its finding, upon request, to the Board of Directors and the general membership. The Chairperson of this committee is a non-voting member of the Board of Directors.

Section 3 – Security and Long-Range Planning Committee

The President may establish a Security and Long-Range Planning Committee. If established, the President shall appoint its chairperson, who may appoint other members as needed. The committee shall report their activities, upon request, to the Board of Directors and the general membership.

Section 4 – Membership Committee

There shall be a membership committee that develops a comprehensive plan for the recruitment and retention of members. The Vice-President will serve as the Chair Person for this committee.

- a) They may plan and conduct information nights and extend invitations to local leaders and members of the community.
- b) Work closely with the media committee to develop flyers and information postings soliciting new members.
- c) Follow-up with potential members, and also encourage general (less active) members to become involved with events or special projects.

Section 5 – Public Relations/Media/Programing Committee

Responsible for posting and publishing notices, flyers and public reports. These include:

- a) Provide social media postings and press releases regarding Society events. All postings should be a positive reflection of the efforts made by the Sharon Historical Society. The President and Board of Directors will provide guidance.
- b) Information not specifically directed to be published by the President or the Board of Directors, should be reviewed and approved by one or the other, before releasing.
- c) Contact, schedule, confirm and coordinate support for any guest speaker. When necessary this may be delegated by the President for additional support and assistance.

- d) Work closely with the Membership and other committees to support and promote positive relations within the community.

Section 6 – Archives Committee

- a) Responsible for the organization, control and supervision of the protection and maintenance of all objects, papers, photographs, maps, digital and multi-media records and other articles in the Society's Collection and for maintaining a database of information pertinent to items in the Collection.
- b) Work with the Display Committee, Education Committee and Historian to coordinate exhibits and to respond to requests from researchers.

Section 7 – Building and Grounds Committee

- a) The Chair shall establish a sub-committee who will be responsible for maintenance, cleaning, repairing, carpentry, landscaping and snow removal. Any repairs and services requiring expenses will need the approval of the Board of Directors.
- b) The Chair shall keep the Board of Directors informed regarding work being done within the Society buildings and grounds. The Chair shall also seek approval from the Board of Directors for any monies needed for furnishing, improvements and equipment for the Society's buildings.

Section 8 – Ways and Means (Fundraising) Committee

The Chair shall oversee a committee of five (5) members, appointed by the Board of Directors, to work with him/her in selecting the ways and the means to raise money for the Society. Final approval of the suggested ways and means must be given by the Board of Directors.

Section 9 – Education Committee

The Education Chair shall coordinate educational programs with the Sharon School Department in order to disseminate the History of Sharon to the students in the Sharon schools. He/she may also plan other educational programs outside the public schools with the approval of the Board of Directors.

Section 10 – Display Committee

This committee is responsible for the setting up of displays and/or exhibits within the Sharon Historical Society's museum, working closely with the Archives Committee. There shall be a committee, one of whom is the Chief Archivist.

Section 11 – Docents Committee

Coordinate members to volunteer as guides when the museum is open to the public, or when otherwise visitors are scheduled.

Section 12 – Newsletter Editor/Committee

The Newsletter Editor will ensure that information is gathered and prepared for printing in the quarterly newsletter. He/she shall set a deadline for receipt of articles to be included and after completion of a rough draft, shall see that it is brought to another person for editing prior to bringing the final draft to the printer.

Section 13 – Special Committees

The President may appoint special committees as needed. This shall be done at the meeting at which they were created. They shall hold office until their work is accomplished (or they are dismissed by the President) and have rendered a full and final report in writing and filed with the Secretary all papers in connection with their work, at which time they shall be automatically disbanded. Said report shall be read to the general membership at the next regular meeting of the Society. The Chairperson of each special committee must be a member in good standing and shall be a non-voting member of the Board of Directors.

Section 14 – Committee Duration

At every annual change of leadership, all committee chairmen and members may be relieved of their duties. The President, may ask each outgoing committee chairman to remain or he/she may appoint a new committee chairperson. The chairperson may then ask outgoing committee members to remain or he/she may appoint new committee members. No committee appointments renew automatically. All committee chairpersons serve at the pleasure of the President and may be asked to continue to serve or step down at any time.

ARTICLE XIII – Non-Board Positions

Section 1 - The Board of Directors may hire staff when it is deemed necessary and appropriate.

ARTICLE XIV: AMENDMENTS

These bylaws may be amended at an Annual or Special Meeting of the members provided:

- a) A copy of the proposed Amendments is given in the call for such meeting at least two weeks before the meeting;
- b) Two-thirds (2/3) of active members present approve the proposed amendments.

ARTICLE XV: DISSOLUTION**Section 1 - Motion to Dissolve**

A motion to dissolve the Society may be decided by a vote of the Board giving the reason for dissolution followed by the consent of not less than two-thirds (2/3) of the Board members. The motion to dissolve shall include specification of the organization or group of persons to receive any remaining funds or property. The successor organization's purposes should be similar to the Society's purposes.

Section 2 - Procedures

Dissolution of the Society must follow the procedures required by the Massachusetts Attorney General's office outlined in Massachusetts General Laws, Chapter 180, Section 11A and as amended.

Section 3 - Disposition of Collections and Assets

Where possible the disposition of collections and assets shall be in accordance with guidelines of the American Association for State and Local History (AASLH) Commission of Professional Standards and Ethics.

ARTICLE XVI: ENDOWMENT FUND**Section 1 - Establishment of Fund**

The Board of Directors may establish an Endowment Fund to which donations or bequests may be added to the principal.

Section 2 - Management of Endowment Fund

The endowment fund shall be invested and managed by up to four (4) endowment fund managers or a paid professional appointed by the Board of Directors. The fund's Annual Report shall report on the Endowment Fund, and identify what interest has been earned on Endowments.

Section 3 - Use of Income and Principal

- a) The income of any endowment fund may be withdrawn and expended only for such purposes as determined by the fund manager(s) and upon majority vote of the Board of Directors.
- b) The principal established under any unrestricted endowment shall not be withdrawn unless authorized by a two-thirds (2/3) vote of the members present at any duly called Annual or Special meeting at which at least forty (40) members are present.

ARTICLE XVII: CODE OF ETHICS

Section 1 - All members are obliged to conduct themselves in accordance with the bylaws of the Society. Members shall not profit financially from any activity of the Society. When a possible violation of this code is observed and reported to the Board of Directors, the Board of Directors shall address the alleged violation(s) or bring it before the full Board of Directors.

Section 2 – Conflict of Interest

Should any member have a financial interest or potential or actual conflict of interest, directly or indirectly, with respect to any matter which comes before the Board of Directors or any committee shall disclose same, and shall have an opportunity to disclose all material facts to the Board or committee. Such member shall not be present during, or participate in, any further discussion of or vote regarding related matter. The Board of Directors shall determine whether the transaction is in the best interest of the Society.

ARTICLE XVIII: PERSONAL LIABILITY

The members, directors and officers of the Society shall not be personally liable for any debt, liability or obligation of the Society. This Society may indemnify and hold its officers and directors harmless from and against any liability and expenses which may be incurred by its officers and directors by reason of any act or omission to act of said persons on behalf of the Society or in furtherance of the interests of the Society, including but not limited to any expenses incurred in connection with the defense of any proceeding or claim, provided (1) that the individual's conduct was in good faith; (2) the individual acting in his official capacity believed such conduct was in the best interests of the Society, or in all other cases was at least not opposed to its best interests; and (3) in the case of any criminal proceedings, the individual had no reasonable cause to believe that the conduct was unlawful. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the Society may look only to the funds and property of the Society for payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Society.

ARTICLE XIX: RULES OF ORDER

Robert's Rules of Order serve as parliamentary authority when not in conflict with, or inconsistent with these bylaws.

ARTICLE XX: PROPERTY

Any use of Sharon Historical Society facilities or property requires the pre-approval of the Board of Directors.

No property will be added or removed without the expressed approval by the Board of Directors.

New items donated, loaned or entrusted to the Sharon Historical Society must be logged into an inventory according to the policies of the Board of Directors and the Archive Committee.

The foregoing Bylaws were duly adopted by the Board of Directors and the members of the Sharon Historical Society, at a meeting held on the ____th day of _____, 2020.

Signed: _____

President

Signed: _____

Vice-President

Signed: _____

Secretary/Clerk