

~~Methuen Historical Society, Inc. — Bylaws~~
HISTORIC METHUEN, INC.
Let's Make History - Together!

SECTION 1 – NAME, PURPOSE, LOCATION, CORPORATE SEAL, AND FISCAL YEAR

- 1.1 **NAME:** The name of the corporation shall be the ~~Methuen Historical Society~~Historic Methuen, Inc. and shall herein be referred to as the "corporation."
- 1.2 **PURPOSE:** The purpose of the corporation is to ~~advance the preservation of~~preserve historic sites, landmarks, landscapes and open space, documents and artifacts and the historic character of the City of Methuen by promoting and encouraging a public awareness of and interest in the city's heritage through advocacy, education, and the management of the Methuen Museum of History,~~to promote public awareness of and interest in the city's heritage.~~
- 1.3 **LOCATION:** The ~~principle~~principal office of the corporation in the Commonwealth of Massachusetts shall be at the Tenney Gatehouse at Greycourt Park, 37 Pleasant Street, Methuen, Massachusetts per agreement made with the Commonwealth of Massachusetts, and have a mailing address of P.O. Box 52, Methuen, MA 01844-0052. The Directors may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.
- 1.4 **CORPORATE SEAL:** The Directors may adopt and alter the seal of the corporation.
- 1.5 **FISCAL YEAR:** The fiscal year of the corporation shall, unless otherwise decided by the Directors, end on ~~April~~June 30 in each year.

SECTION 2 – MEMBERS

- 2.1 **NUMBER, ELECTIONS, and QUALIFICATIONS:** Any individual, organization, or business interested in the purpose of the ~~Society~~corporation shall be eligible for membership, upon ~~approval of the Board of Directors and/or~~ payment of annual ~~or life time~~ dues. The membership year is ~~June July 1 through May 31~~June 30. Classification of membership is determined by the Board of Directors.
- 2.2 **POWERS and RIGHTS:** In addition to the right to elect Directors as provided in Section 4.1 and such other powers and rights as are vested in them by law, the articles of organization or these bylaws, the members shall have such other powers and rights as the Directors may designate.
- 2.3 ~~**RESIGNATION:** A member may resign by delivering his/her written resignation to the President or Secretary of the Corporation; to a meeting of the members or Directors; or to the Corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.~~
- 2.43 **DUES:** The Board of Directors shall be empowered to revise from time to time the membership categories and annual dues of the ~~Society~~corporation. The ~~Society~~corporation shall notify members whose dues are approximately three months in arrears, and those whose dues are not paid thereafter shall be automatically dropped from membership in the ~~Society~~corporation.
- 2.54 **ANNUAL MEETING:** The annual meeting of the members shall be held between the first and thirty-first of ~~May~~July in each year. The annual meeting may be held at the principal office of the ~~Society~~corporation or at such other place within Massachusetts as the President, members, or Directors shall determine. ~~No change in the date fixed for the annual meeting shall be made within sixty days before May 1st.~~ Notice of any change in the date fixed in these by-laws for the annual meeting shall be given to all members at least thirty days before the new date for such meeting. A copy of the agenda shall accompany this notice.
- If an annual meeting is not held as herein provided, a special meeting of the members may be held in place thereof with the same force and effect as the annual meeting, and in such case all references in these by-laws, except in the Section 2.54, to the annual meeting of the members shall be deemed to refer to such special meeting. Any such special meeting shall be called and notice given as provided in Section 2.76 and 2.87.
- 2.65 **REGULAR MEETINGS:** Regular meetings of the members may be held at such places within the Commonwealth of Massachusetts and at such times as the members may determine.
- 2.76 **SPECIAL MEETINGS:** Special meetings of the members may be called by the President or by the Directors, which shall be notified by the Secretary, or in the case of the death, absence, incapacity or refusal of the Secretary, by any other office upon written application of ten percent of the membership as certified by the Treasurer.
- 2.87 **CALL and NOTICE:** Reasonable and sufficient notice of the annual meeting shall be given to the members of the Society by the Secretary, giving the place, time and purpose of the annual meeting. A copy of the agenda shall accompany this notice.
- 2.98 **QUORUM:** At the annual and/or special meetings of the Society, those members present shall constitute a quorum. Any meetings may be adjourned to such a date or dates nor more than ninety days after the first session of the meeting by a majority of the votes cast upon the question, and the meeting may be held as adjourned without further notice.

- 2.109 **ACTION BY VOTE:** Each member in good standing shall have one vote. When a quorum is present at any meeting a majority of the votes properly cast by members present or submitted in writing by absentee members, shall decide any questions, including election to any office, unless otherwise provided by law, the articles or these by-laws.
- 2.11-10 **ACTION BY WRITING:** Any action required or permitted to be taken at any meeting of the members may be taken without a meeting, if all the members entitled to vote on the matter consent to the action in writing, and the written consents are filed with the records of the meetings of the members. Such consents shall be treated for all purposes as votes at a meeting.
- 2.12 ~~**PROXIES:** Members may vote either in person or by written proxy which shall be filed with the Secretary, or other persons responsible for recording the proceedings of the meeting, prior to the meeting. Unless otherwise specifically limited by their terms, such proxies shall entitle the holders thereof to vote at any adjournment of the meeting but the proxy shall terminate after the final adjournment of such meeting.~~
- 2.1311 **COMPENSATION:** Members shall be entitled to receive for their services such amount, if any, as the Directors determine. Members shall not be precluded from serving the Society corporation in any other capacity and receiving compensation for any such service.

SECTION 3 – SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISORS, AND FRIENDS OF THE SOCIETY

The Directors may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisors or friends of the Society corporation or such other title as they deem appropriate. Such persons shall serve in an honorary capacity, and, except as the Directors shall otherwise designate, shall in such capacity have no right to notice of, or to vote at, any meeting; shall not be considered for purposes of establishing a quorum; and shall have no rights or responsibilities.

SECTION 4 – BOARD OF DIRECTORS

- 4.1 **NUMBER and ELECTION:** There shall be a Board of Directors consisting of not less than ~~11-9~~ and not more than 25 members of the Society corporation in good standing.
- 4.2 **NOMINATING COMMITTEE:** The nominating committee shall be appointed at the 1st meeting following the annual meeting by the President, with the approval of the Board of Directors, and shall consist of ~~5-3~~ members. The committee shall meet and report to the Board of Directors their recommendations, in writing, for Directors and officers for the ensuing year. Nominations for Directors and officers may also be made from the general membership.
- 4.3 **TENURE:** Each Director shall hold office until the next annual meeting of members and until his/her successor is elected or until he/she sooner dies, resigns, or is removed. Regular attendance at meetings of the Board of Directors is required for all Directors. Directors should ~~call-notify~~ the President or Secretary if they are unable to attend. If a Director missed two (2) board meetings without ~~an-excused-absence-notice~~, the President or Vice-President shall inquire concerning the reasons for absence. Any Director who misses attending four (4) regularly scheduled meetings within a twelve (12) month period following each annual meeting shall have his/her office of Director declared vacant, unless specifically excused by the Board of Directors for substantive reasons. The intent of this section is to assure that all Directors have an interest and full participation in the activities of ~~the-Methuen-Historical-Society~~Historic Methuen.
- 4.4 **POWERS and DUTIES:** The affairs of the corporation shall be managed by the Directors who shall have and exercise all the powers of the corporation, except those powers reserved to the members by law, the articles of organization, or these by-laws. The Directors shall proactively monitor and address threats to Methuen's historic assets, actively participate in preservation initiatives, and organizing public events that promote public awareness of and interest in the corporation's purpose.- The Directors shall adopt an annual operating budget for the corporation and shall be responsible for the management of the Methuen Museum of History.
- 4.5 **COMMITTEES:** The Directors may elect one or more committees and may delegate to such committee or committees any or all of their powers. Unless the Directors otherwise designate, committees shall conduct their affairs in the manner as is provided in these by-laws for the Directors. The members of any committee shall remain in office at the pleasure of the Directors.
- 4.6 **SUSPENSION or REMOVAL:** A Director may be suspended or removed with cause, by vote of a majority of the Directors in office. A Director may be removed for cause, only after reasonable notice and opportunity to be heard.
- 4.7 **RESIGNATION:** A Director may resign by delivering his/her written resignation to the President or Secretary of the corporation. Such resignation shall be effective upon receipt (unless otherwise specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.
- 4.8 **VACANCIES:** Any vacancy in the Board of Directors, except a vacancy resulting from enlargement which must be filled in accordance with Section 4.1, may be filled by the Directors. Each successor shall hold office for the unexpired term, or until he/she sooner dies, resigns, or is removed. The Directors shall have and may exercise all of their powers notwithstanding the existence of one or more vacancies in their number.
- 4.9 **MEETINGS:**
- A) **REGULAR MEETINGS:** Regular meetings of the Directors may be held at such place and at such times as the Directors may determine.
- B) **SPECIAL MEETINGS:** Special meetings of the Board of Directors may be held at any time and at any place when called by the President of the Board of Directors or by five or more Directors.

C) VIRTUAL MEETINGS: At the discretion of the President of the Board of Directors, regular or special meetings of the Board of Directors may be held virtually. Individual members of the Board of Directors may, with the approval of the President, be allowed to participate in any meeting virtually or by telephone.

4.10 **CALL and NOTICE:**

A) **REGULAR MEETING:** No call or notice shall be required for regular meetings of the Directors, provided that reasonable notice:

- 1) of the first regular meeting following the determination by the Directors, of the time and places of regular meetings is given to the regular absent members;
- 2) of the purpose of a regular meeting is given to each Director if either contracts or transactions of the corporation with interested persons, or amendments to these by-laws are to be considered at the meeting; and
- 3) is given as otherwise required by law, the articles of organization or these by-laws.

B) **SPECIAL MEETINGS:** Reasonable notice of the time and place of special meetings of the Directors shall be given to each Director. Such notice need not specify the purpose of the meeting unless there is to be considered at the meeting:

- 1) Contracts or transactions of the corporation with interested persons;
- 2) Amendments to these by-laws;
- 3) An increase or decrease in the number of Directors; or
- 4) Removal or suspension of a Director.

C) **REASONABLE AND SUFFICIENT NOTICE:** Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a Director to give notice by telephone, e-mail, or text to each Directors-residence at least forty-eight hours before the meeting.

4.11 **QUORUM:** At any meeting of the Directors a majority plus one of those total of seven Directors, then in office, shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

4.12 **ACTION BY VOTE:** When a quorum is present at any meeting, a majority of the Directors present and voting shall decide any question.

4.13 **ACTION BY WRITING:** Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all the Directors consent to the action in writing, and written consents are filed with the records of the meetings of the Directors. Such consents shall be treated for all purposes as votes at meetings.

4.14 **COMPENSATION:** Directors shall be entitled to receive for their services such amount, if any, as the Directors may from time to time determine. Directors shall not be precluded from serving the corporation in any other capacity and receiving compensation for such services.

SECTION 5 – OFFICERS AND AGENTS

5.1 **NUMBER AND QUALIFICATIONS:** The officers of the corporation shall be President, Vice-President, Vice-President/Historian, Treasurer, and Secretary, and such other officers, if any, as the Directors may determine. The corporation may also have such agents, if any, as the Directors may appoint. The Secretary shall be a resident of Massachusetts unless the corporation has a resident agent duly appointed to the purpose of service of process. If required by the Directors, any officer shall give the corporation a bond for faithful performance of his/her duties, in such amount and with such surety or sureties as shall be satisfactory to the Directors.

5.2 **ELECTIONS:** The officers shall be elected biennially by the members at the annual meeting and commence their terms at the end of that annual meeting. Other officers, if any, may be elected by the Directors at any time.

5.3 **TENURE:** The President, Vice-President, Vice -President/Historian, Treasurer, and Secretary shall each hold office for two years, unless a shorter period shall have been specified by the terms of his/her election or appointment, or in each case he/she sooner dies, resigns, is removed, or becomes disqualified. Each officer is eligible for re-nomination and re-election by the members at the conclusion of his/her term. The officers of the corporation, with the exception of the Vice-President/Historian, shall be limited to two successive terms in the same office; provided, however, that in certain circumstances said limits may be suspended based on a recommendation of the Board of Directors and a majority vote of these present at the annual meeting. Each agent shall retain his authority at the pleasure of the Directors.

5.4 **PRESIDENT:** The President shall be the chief executive officer of the corporation and, subject to the control of the Directors, shall have general charge and supervision of the affairs of the corporation. The President shall preside at all meetings of the Directors, except as the Directors otherwise determine. The President shall be a member, ex officio, of all committees.

5.4.1 **VICE-PRESIDENT:** The Vice-President shall have the duties and powers as the Directors shall determine. The Vice President shall have and may exercise all the powers and duties of the President during the absence of the President, or in the event of his/her inability to act.

5.4.2 **VICE-PRESIDENT/HISTORIAN:** The Vice-President/Historian shall be the official historian of the Society-corporation and shall have such duties and powers as the Directors shall determine. The Vice-President/Historian shall be responsible for such special projects as may be assigned by the President.

- 5.5 **TREASURER:** The Treasurer shall be the chief financial officer and chief accounting officer of the corporation. He/she shall be in charge of its financial affairs, funds, securities, and valuable papers, and shall keep full and accurate records thereof. He/she shall have such other duties and powers as designated by the Directors or the President. He/she shall also be in charge of its books of account and accounting records, and its accounting procedures. The Treasurer shall keep an accurate record of membership. Any expenditure in excess of five hundred dollars, which has not been approved as part of the corporation's annual operating budget, must be approved by the Board of Directors. An annual audit may be performed by a committee designated by the Board of Directors, with a report of its findings presented to the Board of Directors.
- 5.6 **SECRETARY:** The Secretary shall record and maintain records of all proceedings of the Board of Directors in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth as the principal office of the corporation, or at the office of its Secretary, or its registered agent, and shall be open at all reasonable times to the inspection of any member. Such books or book shall also contain records of all meetings of incorporators and the original, or attested copies, of the articles of organization, by-laws, and names of all members and Directors, with the address of each. If the Secretary is absent from any meeting of members or Directors, a temporary Secretary chosen at the meeting shall exercise the duties of the Secretary at the meeting. The Secretary shall be responsible for meeting notification when required.
- 5.7 **SUSPENSION OR REMOVAL:** An officer may be suspended or removed with ~~or without~~ cause by vote of a majority of Directors then in office at any special meeting called for such purpose, or at any regular meeting. An officer may be removed after reasonable notice and opportunity to be heard.
- 5.8 **RESIGNATION:** An officer may resign by delivering his/her written resignation to the President or Secretary of the corporation; a meeting of the members or Directors; or to the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective, unless it so states.
- 5.9 **VACANCIES:** If the office of any officer becomes vacant, the Directors may elect a successor. Each successor shall hold office for the unexpired term, and in the case of the President, Vice-President, Vice-President/Historian, Treasurer, and Secretary, until his/her successor is elected and qualified, or in each case until he/she sooner dies, resigns, or is removed.
- 5.10 **NOMINATING COMMITTEE:** The nominating committee shall be appointed the first board meeting after the annual meeting.

SECTION 6 – EXECUTION OF PAPERS

Except as the Directors may generally, or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts, and any other obligations made, accepted or endorsed by the corporation shall be signed by the President, Treasurer, and/or Secretary, or designated Director.

Any recordable instrument purporting to affect the interest in real estate, executed in the name of the corporation by two of its officers, of whom one is the President and the other is the Treasurer or Secretary, shall be binding on the corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the articles of organization, by-laws, resolution or votes of the corporation.

SECTION 7 – PERSONAL LIABILITY

The members, Directors and officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the corporation, may look only to the funds and property of the corporation for the 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 corporation.

SECTION 8 – AMENDMENTS

These by-laws may be altered, amended, or repealed in whole, or in part, by a vote of a majority of the Directors then in office, except with respect to any provisions thereof which by law, the articles of organization, or these by-laws requires action by the members. Not later than the time of giving notice of the next meeting of the members, following the making, amending, or repealing by the Directors of any by-laws, notice thereof stating the substance of such change shall be given to all members. The members may alter, amend or repeal any provisions which by law, the articles of organization, or these by-laws requires action by the members.