

North Andover Historical Society By-laws

Revised By-Laws as Voted May 20th, 2020

Adopted June 11, 1932,

- Amended April 1, 1959
- September 22, 1960
- May 1, 1961
- October 24, 1969
- April 27, 1970
- May 23, 1972
- May 17, 1973
- December 18, 1975 (amended '80 and '81 same as '75)
- May 16, 1985
- May 3, 1987
- January 16, 2000 (art. IX, sec. 1)
- January 2005
- February 2009
- October 27, 2016
- May 20, 2020

ARTICLE 1 - Corporate Name

Section 1.1 – Name of the Corporation

The name of this corporation shall be North Andover Historical Society, and its location the premises on Academy Road and Massachusetts Avenue occupied by the organization as a headquarters.

ARTICLE 2 – Statement of Purposes

Section 2.1 – Purpose

The corporation is constituted for the purpose of acquiring and preserving places of historic interest; collecting and recording historical facts and traditions; establishing a collection of books, documents and articles of historical and antiquarian interest, education; and carrying on such research and other work as is usually engaged in by local historical societies.

Section 2.2 – Mission Statement

The North Andover Historical Society is a non-profit educational institution, which serves as a center for local community interest and is dedicated to preserving, documenting, exhibiting, and interpreting North Andover history; mainly through its collection. This collection consists of artifacts, historical house museums, properties for historic and/or preservation purposes, and an archival collection of documents and visual materials; objects made or used in the North Andover area from the 17th century onward.

ARTICLE 3 - Fiscal year

Section 3.1 – Fiscal Year

The fiscal year of the corporation shall be the calendar year, beginning annually with the first day of January and shall end with the thirty-first day of December.

ARTICLE 4 - Membership

Section 4.1. Qualifications

Any person may become a member of the Corporation by submission of duly executed membership form and payment of the annual dues for the category requested.

Section 4.2 Membership Classifications

There are hereby created four classes designated as Individual Members, Life Members, Family Membership, and Honorary Members. Full corporate rights, subject to other provisions of the By-Laws, shall attach to both Individual and Life membership, the distinction between these classes being that Individual Members shall pay annual dues while Life Members shall pay at one time, for permanent membership, a fee in lieu of all future dues. Any individual over the age of 18 for an Individual Member shall receive one vote, and Family Membership shall receive 2 votes, on any business brought to the full membership. Both Individual members and family membership shall be allowed full corporate rights, subject to other provisions of the By-laws. The class of Honorary Members shall be made up of those who, without liability for dues and without the right to vote or to hold elective office, are chosen to such membership as a mark of the esteem of the Society.

Family Membership is defined as any group living in the same household.

Section 4.3 – Membership Termination

Membership may be terminated by written resignation addressed to the Board of Directors and accepted by the Board, and may be cancelled and thus forfeited by action of the Board for failure of the member to pay dues or for conduct inimical to the welfare of the Society. Membership in good standing is defined as annual dues paid within sixty days of member's renewal date.

Section 4.4 – Wavier of Dues

The Board upon request, or upon information as to circumstances, may place upon a retired or reserve list and excuse from further liability for dues, without prejudice to the standing of the member, anyone who by reason of advanced years of infirmity is unable to attend meetings of the Society.

ARTICLE 5 - Dues and Fees

Section 5.1 - Due and Fee Structure

The Board of Directors may from time to time establish the annual dues for Individual Members, Family Membership and the permanent membership fee for Life Members, subject to the prior approval or subsequent ratification of the Society, and may, subject to such approval or ratification, define and establish different classifications of Individual, Family and Life Memberships, with correlatively differing dues or fees.

ARTICLE 6 - Board of Directors

Section 6.1 – Board of Directors

The affairs of the Society shall be governed by a Board of Directors composed of the elected officers referred to in Section 1 of this Article and at least nine (9) and not more than fifteen (15) other members of the society, not employed by the North Andover Historical Society, and elected by the membership at the annual meeting of the Society. Board members must be members of the Society for at least three months prior to their election. The *Executive Director*, who is appointed by the Board, is an ex officio, non-voting member of the Board.

Section 6.2 – Qualifications for Board Members

All members of the Board of Directors shall have attained the age of twenty-one years when elected. All officers and members of the Board of Directors shall hold office until their respective successors are chosen, unless they resign or are removed from office by action of the Board.

Section 6.3 – Terms of Office

The terms of board members shall be staggered so that at least three (3) board members term shall expire each year. Board members shall serve three-year terms. Each board member shall hold office until the annual meeting when his/her term expires and/or until his/her successor has been elected. Board members may serve a maximum of four (4) consecutive terms. A term shall be considered a “full term” if the replacing board member serves 50% or more of the retiring member’s term. A partial term would be less than 50%.

Section 6.4 – Vacancies

Vacancies in any of the officers may be filled for the unexpired term, and vacancies in the Board may be filled pro tempore until the next Annual Meeting, by vote of a majority of all incumbent directors. However, the directors may refer any vacancy in the Board to a special meeting of the Society, which in such case shall elect to fill the entire unexpired term; and any vacancy existing at the date of the Annual Meeting shall be deemed to have been thus referred to the meeting. A vacancy shall be deemed to exist whenever there has been a failure to elect at the Annual Meeting; when the incumbent has died or refuses to accept office; when s/he ceases to be member of the Society; when s/he resigns her/his resignation has been accepted by the Board of Directors; *or*/and when the incumbent has been absent from four consecutive Board Meetings or absent from more than 50% of all Board meetings during a Calendar Year, unless due to illness.

Section 6.5 – Acceptance of Directorship

Persons elected shall be deemed to have accepted office, and to be qualified without requirement of formal acceptance, unless, before adjournment or dissolution of the meeting at which the choice was made, they decline to serve.

Section 6.6 – Authority of the Board of Directors

The business and affairs of the corporation shall be controlled and governed by the Board of Directors, which shall have the right to exercise all powers of the corporation that are not expressly reserved to the membership of the corporation by law, the Articles of Organization, or these bylaws. The Board of Directors shall hire an Executive Director, as described in Article 9, and shall have sole authority to remove the Executive Director.

Section 6.7 – Powers of the Board of Directors

The Board shall have the general control, supervision and management of the property of the corporation and of all the activities of the Society, subject to the limitations herein prescribed. To this end they may appoint such officers, agents and employees and delegate to them such administrative powers as they deem advisable.

Section 6.8 – Meetings

A meeting of the Directors shall be in order and shall be held without notice immediately after adjournment of the Annual Meeting of the Society for the purpose of electing officers of the Society. The Board of Directors typically meets monthly and may elect not to meet over the summer months.

Section 6.9 – Special Meetings of the Board of Directors

Special meetings of the Board may be held at any time or place upon call of the president or a majority of concurring Directors, on notice thereof to each member by the Secretary or by some member designated either by the President or by the Directors at whose initiative the meeting is to be held.

The Directors shall cause to be kept full and accurate records and shall report through the Secretary or otherwise to the Annual Meeting, and to special meetings of the Society as needed, a summary of the official proceedings of the Board and a current review of the state of the organization.

Particular powers elsewhere in these By-Laws specified are to be deemed as supplemental to and consistent with the general powers above given to the Board. These powers have been made extensive and comprehensive, for the sake of assuring certainty as to legal authority and facility of action; but at the same time it is declared that the sense of the membership at large is to be the guiding motive of the directorate in all activities of the Society.

Except as qualified by the context, every reference herein to action by the Directors is to be held to mean such action by the board in official capacity.

Section 6.10 – Quorum and Voting

A majority of elected Directors and officers shall constitute a quorum of the Board; but lacking a quorum the meeting may adjourn to a day certain, and may make an official record of its proceedings. At any meeting of the Board of Directors at which a quorum is present, a majority of those board members present shall decide any matter, unless a different vote is specified by law, the Articles of Organization, or these bylaws. No board member shall vote on a matter in which he or she has a personal financial interest.

Section 6.11 – Establishing Committees

The Board of Directors may, at its discretion, from time to time establish other committees to assist the Board in carrying out its duties and may define and determine the responsibilities, composition, and term of such committees, which may include persons who are not members of the corporation, as it may deem appropriate.

Section 6.12 – Meeting by Electronic Means

Meetings by means of conference telephone or similar communications equipment by which all persons participating in the meeting are able to hear each other at the same time may be considered. Such participation shall constitute presence in person at such meeting.

Section 6.13 – Action Without a Meeting

Any action required or permitted to be taken at any board meeting may be taken without a meeting if a consent in writing, electronically or otherwise, setting forth the action as taken, shall be signed by a quorum of the board members with respect to such subject matter. Such consent, which may be signed in counterparts, shall have the same force and effect as a vote of the Board of Directors. The signed consent to the action shall be considered part of the permanent record of the society and shall be filed with the minutes of the BOD meetings.

Section 6.14 – Electronic Signature

Unless specifically provided otherwise by law, an electronic signature may be used, in lieu of a signature affixed by hand, for any legal, financial, organizational or other document.

Section 6.15 – Resignation

Any director may resign by delivering a written resignation, electronically or otherwise, to the corporation at its principal office or to the president or clerk. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time.

ARTICLE 7 - Officers

Section 7.1 – Officers

The officers of the corporation shall be a President, a Vice President, a Treasurer and a Secretary, who are elected by the Board of Directors at their first meeting following the Annual Meeting. The board may choose to elect a 1st and 2nd vice president if the additional officer is deemed important to the work of the board.

Section 7.2 – Officer Terms

The terms of office for the officers referred to in Section 7.1 of this article shall be one year. Officers may serve up to four consecutive one-year terms in an office and may succeed themselves in that office only after a one-year absence from that office.

Section 7.3 - President

The President shall be the chief executive officer of the corporation. When present, s/he shall be the moderator and presiding officer at all general meetings of the Society and of the Board of Directors. S/He will appoint all committees except as the directors otherwise provide in particular cases, and shall be an ex officio advisory member of all committees however appointed. S/He shall sign as President all deeds and other writings affecting title to any property of the corporation, and all other instruments affecting its material interests the execution of which has not been otherwise provided for by the directors.

Section 7.4 – Vice President

The Vice-President shall when present preside at all meetings at which the President is absent, and if neither is present, the meeting may choose someone to preside during the absence of a chief presiding officer. A 2nd Vice president may be elected by the board to assist with the work of the board.

Section 7.5 Treasurer

The Treasurer shall be responsible for ensuring that the Society is financially accountable, has mechanisms in place to keep it financially sound and is operating appropriately. The Treasurer reports to the Board and to the members at the annual meeting. The Executive Director and Treasurer shall be bonded. The Treasurer shall serve as a member of the long range planning committee and the finance committee.

Section 7.6 – Secretary

The Secretary shall have the powers of a Clerk in a corporation under the laws of the Commonwealth and shall keep a record of all general meetings of the Society and of the Board of Directors.

ARTICLE 8 – Executive Director

As prescribed by Section 6.1, the Board of Directors shall hire an Executive Director and shall have sole authority to remove the Executive Director. The Executive Director will carry on the business of the corporation including the power to hire and fire employees of the corporation.

ARTICLE 9 - Annual or Special Meetings

Section 9.1 – Annual Meeting

The Annual Meeting of the corporation shall be held each year during the Spring at such time and place as designated in the notice thereof.

If by accident or inadvertence such meeting is not called, a special meeting in lieu thereof shall be called as soon thereafter as conveniently may be and any business transacted or elections held at such meetings shall be ruled as if transacted or held at the Annual Meeting. Special general meetings may be held at any time or place upon the call of the President, or of a majority of the Board of Directors; and shall be called by the Board upon request of not less than twenty-five members of the Society communicated to the Board in writing stating the purposes for which the meeting is desired.

Section 9.2 Notice of Annual or Special Meetings

All Annual or Special meetings shall be called by printed, written or electronic notice, delivered to each member as recorded by the Secretary, in the case of Annual Meeting ten or more days before the date and in the case of special meetings five days or more before the day.

Section 9.3 Quorum at Annual or Special Meetings

Twenty or more shall constitute a quorum at all Annual or Special meetings of the Society.

Section 9.4 – Business notifications for Annual/Special Meetings

All business except the amendment or repeal of the By-Laws, and the acceptance or disposition of real property of the corporation, shall be in order at the Annual Meeting

without requirement of notice thereof in the call. No Business shall be in order at special meeting of the Society except such as is notified with sufficient particularity to describe its general character and scope.

Section 9.5 – Nominating Committee

The President shall annually appoint a Nominating Committee of not less than three and not more than seven members of the corporation, provided that at least one member is a Director. The Chair shall present nominations for officers and directors to be elected at the Annual Meeting of the Society and make a written report of its nominations to the Board four (4) weeks before the Annual Meeting and at the Annual Meeting. The Committee also shall make recommendations to the Board of Directors to fill vacancies on the Board other than the office of President.

ARTICLE 10 - Property

Section 10.1 – Title to Property

Title to property real or personal, other than customary income and receipts, shall vest in the corporation only upon due acceptance thereof under provisions of these By-Laws.

Section 10.2 – Personal Property (Donations)

The Board of Directors may accept for the corporation all donations or bequests of personal property. They may sell or otherwise dispose of any tangible personal property, which in their judgment lacks the elements of desirability as a part of the institutional collection.

Section 10.3 – Real Property

The acceptance of any gift or devise of real property, or interest therein, shall be effected in two steps: first by a vote of a majority of the Directors, and second by vote of the Society at a meeting called for the purpose; or alternatively by such a vote of the Directors upon a previous delegation of authority for the particular occasion by a competent meeting of the Society. The Board of Directors will provide a recommendation to the full membership prior to the membership vote.

Section 10.4 – Sale of Real Property

The sale or conveyance of any real property of which the corporation has a right to dispose shall be effected in two steps: first by a vote of majority of the Directors and second by a vote of the Society at a meeting called for the purpose. The Board of Directors will provide a recommendation to the full membership prior to the membership vote. However, of its own competence the Board by majority vote may grant easements, or rights, for the installation of municipal or public service facilities for the benefit of the property of the Society, or the accommodation of neighbors. No proceeding other than the one here prescribed shall be effective to sell or convey real property.

Section 10.5 – Dissolution of the Corporation

In the event of the wholly unforeseen and unexpected dissolution of the Corporation, or the definitive cessation of its activities, its assets shall be distributed to or for the benefit of some one or more public charities (whose purposes and activities are of the same general character as those of the North Andover Historical Society) within Massachusetts and/or such other states as may from time to time be recognized by Massachusetts law as being within the exemption accorded to charitable corporations under Massachusetts law and exemption and exempt or entitled to exemption under Section 105 (c) (3) of the Internal Revenue Code of 1954 and pertinent provisions of succeeding Acts and Regulation applicable thereto, the selection of such substituted charity or charities to be by a majority in number of the Directors, or, if they cannot so agree, by some court having jurisdiction over charitable trusts.

Membership does not confer any private proprietary title in the property of the corporation nor does it confer any right to any material income or profit from the Society, either during the life of the corporation or upon its dissolution.

Section 10.6 – Trustee

The Board of Directors when authorized by the Society may apply for incorporation under Massachusetts laws as trustee for the benefit of the North Andover Historical Society, provided that membership, tenure and succession in such corporate trustee is made to depend solely upon election and tenure as a director of the Society; and being thus incorporated they may be authorized by the Secretary, upon such proceeding as is necessary to the acceptance of real property, to receive and hold property for the use and benefit of the Society. Any property now owned or hereafter acquired may be conveyed to such corporate trustee to be held as aforesaid.

Section 10.7 – Seal of the corporation

Deeds or real property and other instruments requiring a seal shall be executed under the authority of the Board of Directors, and shall be signed, sealed and acknowledged in behalf of the corporation by the President, or by some officer or agent of the Society appointed by the Board for the occasion.

Section 10.8 – Rental Property

The Board shall provide proper oversight of rental property and other entities in which it has an interest.

ARTICLE 11 - Indemnification and liability

Section 11.1 - Indemnification

Except as otherwise provided below, the Society shall to the extent legally permissible, indemnify such person who is, or shall have been, a Director or Officer of the Society against all liabilities and expenses (including judgments, fines, penalties and reasonable attorneys' fees and all amounts paid, other than to the Corporation or such

other organization, in compromise or settlement) imposed upon or incurred by any such person in connection with, or arising out of, the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be a defendant or with which he may be threatened or otherwise involved, directly or indirectly, by reason of his being or having been such officer or director.

The Society shall provide no indemnification with respect to any matter as to which any such Trustee, Officer or Director shall be finally adjudicated in such action, suit or proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the Society. The Society shall provide no indemnification with respect to any matter settled or compromised, pursuant to a consent decree or otherwise, unless such settlement or compromise shall have been approved as in the best interests of the Society after notice that indemnification is involved, by (i) a majority of the disinterested Voting Directors or, if there are not at least five (5) disinterested Voting Directors, then by (ii) a majority of the disinterested Members of the Society entitled to elect Trustees; or (iii) in the absence of action by disinterested Voting Directors or disinterested Members of the Society, there has been obtained, at the request of a majority of the Voting Directors then in office, an opinion in writing, of independent legal counsel, other than counsel to the Society, to the effect that such officer or director appears to have acted in good faith in the reasonable belief that his action was in the best interests of the Society.

Indemnification may include payment by the Society of expenses in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by the person indemnified to repay such payment if it is ultimately determined that such person is not entitled to indemnification under this Article.

As used in this Article, the terms "Director," and "Officer" include their respective heirs, executors, administrators, and legal representatives, and an "interested" Director is one against whom, in such capacity, the proceeding in question or another proceeding on the same or similar grounds is then pending.

The right of indemnification provided in this Article shall not be exclusive of or affect any other rights to which any Officer or Director may be entitled under any agreement, statute, vote of members or otherwise. The Society's obligation to provide indemnification under this Article shall be offset to the extent of any other source of indemnification or any otherwise applicable insurance coverage under a policy maintained by the Society or any other person. Nothing contained in this Article shall affect any rights to which Society personnel other than such Officers or Directors may be entitled by contract or otherwise.

Section 11.2 – Personal Liability

To the fullest extent permitted by Chapter 180 of the Mass. General Laws, as it may be amended from time to time, a Director of the corporation shall not be personally liable to the Society or its members for monetary damages for breach of fiduciary duty as a director, notwithstanding any provision of law imposing liability.

ARTICLE 12 - Seal

Section 12.1 - Seal

The Corporation shall have an official seal, of such form and device as the Board of Directors may determine. If the official seal is not available a common seal may be adopted by the officer or person having occasion to use a seal.

ARTICLE 13 – By-laws and Amendments

Section 13.1 – By-Laws

These By-Laws in so far as they are consistent with former By-Laws, as amended listed above, are to be construed as in continuation thereof. All former By-Laws inconsistent herewith are hereby repealed.

Section 13.2 – Amendments

These By-Laws may be amended at any annual or special meeting called for the purpose by a vote of two-thirds of the members present and voting.

Certified By: _____, Secretary

Date: _____