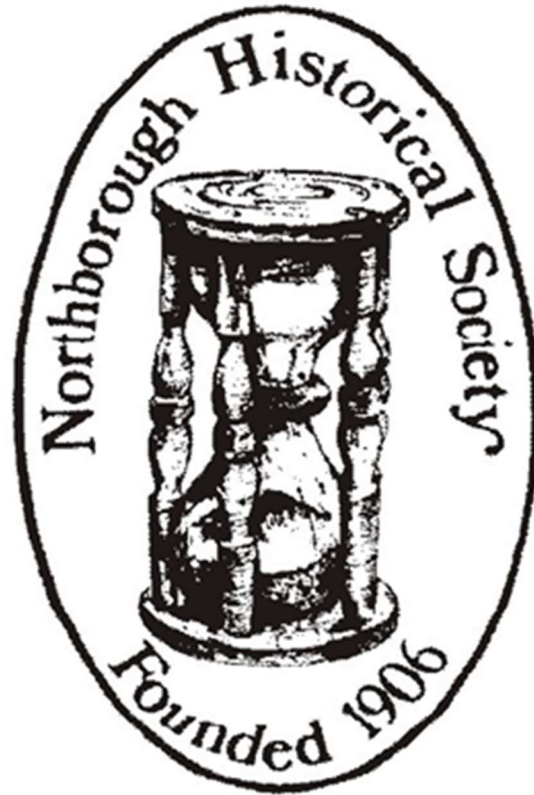


**BYLAWS  
OF THE  
NORTHBOROUGH HISTORICAL SOCIETY**



**NORTHBOROUGH MASSACHUSETTS**

Revised May 1982  
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# **BYLAWS OF THE NORTHBOROUGH HISTORICAL SOCIETY**

## **ARTICLE I - NAME**

This organization shall be known as the Northborough Historical Society, Incorporated.

## **ARTICLE II - OBJECTIVES**

The objectives of this Society shall be to collect and preserve the local and general history of Northborough and the genealogy of Northborough families; to make antiquarian collections and to insure the continuous and adequate care of the collections and their accessibility and effective use for cultural and educational purposes.

## **ARTICLE III - MEMBERSHIP**

### Section 1. Application for Membership

Application for membership may be made by any prospective member by filing an application with and paying dues to the Membership Secretary.

### Section 2. Class of Membership; Dues

- A. Active Members
- B. Student (with ID)
- C. Seniors (over 65)
- D. Family (2 adults and their children aged 18 & under)
- E. Life Members
- F. Honorary Members

Dues amounts for each class of membership may be adjusted from time to time as proposed by the Board of Directors and voted on at any membership meeting. All dues shall be payable in September. Nonpayment of dues shall constitute resignation. The Board of Directors may reinstate a member upon payment of unpaid dues.

### Section 3. Criteria

- A. All members shall take an active part in working for the objectives of the Society.
- B. Life members may hold office, but are exempted from all costs and fund raising.
- C. Student members may not hold office, but are not exempted from fund
- D. Honorary Membership nominations shall be made by the Directors in advance of the submittal of the nominations to the Regular Membership Meeting or Annual Meeting.

Posthumous awards may be made. The election of persons as Honorary Members shall be a singular honor. The Board of Directors shall from time to time, nominate worthy candidates and submit their names to the full membership for election.

The following criteria for nomination shall be used as a guide, but shall not limit the reason or reasons for nominating:

1. Dedicated service to the purposes and programs of the Society on a continuing basis.
2. Extraordinary donations of time and talent far exceeding normal expectation for a Society member.
3. Outstanding achievement in historic preservation or education within or outside the Society.

#### **ARTICLE IV - ELECTED OFFICERS, DIRECTORS, TRUSTEES, NEWSLETTER EDITOR, OTHER PERSONNEL, AND STANDING COMMITTEES**

Section 1. The elected officers shall be a president, a vice president, a recording secretary, a membership secretary, and a treasurer.

##### **A. President**

1. The President shall preside at all the meetings.
2. Shall serve as chairperson of the Board of Directors.
3. Shall appoint the chairperson of the Nominating Committee.
4. Shall send a letter welcoming a new member to the activities of the Society, and enclosing a copy of the Bylaws and any other orientation material.
5. Shall welcome the new members to the Society at the next regular meeting.
6. Shall call an organizational meeting.

##### **B. Vice President**

1. The Vice President shall assist the President and perform the duties of the President in case of absence or disability of the President.
2. Shall serve as Chairperson of the Finance Committee.
3. Shall cause an annual audit to be made of the Treasurer's accounts and report the same at the Annual Meeting.

##### **C. Recording Secretary**

1. Shall keep written record of all meetings, and prepare a written report to be presented at the Annual Meeting.
2. Shall serve as secretary to the Board of Directors and keep a written record of the meetings.
3. Shall cause all written records of Membership and Directors' meetings to be placed on file in the Society's archives following approval of same.

4. Shall in the absence of the President and Vice President, choose a Director to preside.
5. Shall conduct any necessary correspondence not pertaining to the Museum and historical requests, and keep the President informed.
6. Shall keep a record of terms of elected persons.
7. Shall provide a directory of Officers and committee members and their chairmen to the Newsletter Editor for the September issue.
8. Shall file with the Secretary of State of the Commonwealth the required annual information concerning the officers of the Corporation.

#### D. Membership Secretary

1. Shall collect and keep records of all dues and any application fees and pay this money to the Treasurer.
2. Shall after September 30, notify all members whose dues remain unpaid.
3. Shall provide committees with the current membership list upon request.
4. Shall, upon notification of election and receipt of dues, add the name, address and telephone number of a new member to the Membership Roster.
5. Shall cause the new member's name and any biographical material to be published in the next issue of the Hourglass.
6. Shall provide a membership card on request.

#### E. Treasurer

1. Shall receive, hold and pay out all the Society monies subject to the order of the Society Board of Directors.
2. Shall keep a correct detailed account of all monies received and expended, and give a detailed statement at the regular monthly meeting.
3. Shall render a report in writing at the Annual Meeting.
4. Shall be a member of the Finance Committee.
5. Shall file with the Attorney General of the Commonwealth the required annual Public Charities Report.
6. Shall file with the Board of Assessors of the town of Northborough the required annual report concerning the tax exempt status of the Corporation.

### Section 2. Board of Directors

The Board of Directors shall consist of six elected Directors, the Chairperson of the Museum Trustees, the Chairperson of the Property Committee, and the elected officers.

#### A. Duties of the Board of Directors

1. Shall conduct the routine business of the Society.
2. Shall have charge of the property of the Society.
3. Shall see that funds are raised to cover the costs of the Society.
4. The Board may exercise its powers through the standing committees and through special committees which may be appointed from time to time by the Board.

5. The Board shall appoint a Finance Committee consisting of three members in addition to the Vice President, who shall be chairperson, and the Treasurer who shall be an ex-officio member, by virtue of that office.
6. Shall review and provide preliminary approval of the annual budget provided by the Finance Committee prior to its submission for final approval at the Annual Meeting.
7. Shall meet at least 8 times a year.
8. Shall cause to be published an annual report that includes:
  - a. Reports on the past year and goals for the coming year.
  - b. Reports from Committee Chairpersons.
  - c. Treasurer's report including charts of income and expenditures.
  - d. A list of new members, resignations, and deaths by name.

### Section 3. Board of Museum Trustees

The Board of Museum Trustees shall consist of not less than six elected members.

#### A. Duties of the Museum Trustees

1. Each year the Trustees shall elect a Chairperson and a Secretary at the organizational meeting to be held no later than July under the direction of the outgoing Chairperson. Chairperson's duties include those of Committee Chairpersons in Article IV Section 6.
2. Shall meet at least 8 times a year.
3. Shall make a written report at the Society's Annual Meeting.
4. Shall establish a yearly budget for the operation of the Museum.
5. Shall be responsible for the policies governing maintenance, acceptance and use of the collections, and for the care, use and maintenance of the Museum.
6. Shall appoint a Curator and Historian who shall continue to serve until they are replaced by the Museum Trustees.
7. Shall be responsible for contacting the members for guide duty during the periods the Museum is open to the public.
8. Shall be responsible for admitting the Custodian to any areas under their jurisdiction.
9. Shall establish committees to aid the Curator and Historian, and may appoint conservators to work under the supervision of the Curator or Historian. The conservators duties shall be:
  - a. Advise the Curator or Historian on the acceptance of new items in their fields of specialization.
  - b. Maintain a detailed catalog of all items within their jurisdiction.
  - c. Be responsible for the preservation, cross filing, and storage of all items in their collections.
  - d. Arrange, display or recommend use of, their designated collections both for permanent and special exhibits.

#### Section 4. Newsletter Editor

- A. The Hourglass, the Society's newsletter, shall be published at least 8 times a year, September through June, and shall be sufficiently in advance of the regular membership meeting to serve as a meeting reminder and provide information as required by these bylaws.
- B. Shall be the source for notifying members of programs, nominations, and action of the Legislative Committee.
- C. Shall each year prior to the September meeting, send to all members the program schedule for the year, and a directory of current officers and committee members.

#### Section 5. Other Personnel

##### A. Curator

- 1. Shall serve as an Administrator of the Museum.
- 2. Shall keep records of accessions, deletions, and transfers and have charge of the Museum Register.
- 3. Shall be responsible for the care, arrangement and labeling of the collections.
- 4. Shall give a detailed written report at the Annual Meeting.
- 5. Shall have supervision of all guided tours in the Museum.

##### B. Historian

- 1. Shall be responsible for:
  - a. publishing historical material
  - b. locating and keeping a record of historic dates
- 2. Shall be responsible for the educational programs and research.
- 3. Shall be responsible for the correct historic interpretation of the collection.
- 4. Shall prepare a detailed written report for the Annual Meeting.
- 5. Shall serve on the Program Committee of the Society.

#### Section 6. Standing Committees

There shall be the following standing committees which shall consist of not less than three nor more than five elected members, except the Finance Committee which is appointed by the Board

Program  
Hospitality  
Ways and Means  
Property  
Publicity  
Nominating  
Legislative

Finance

Kitchen

## Duties of Society Committees

### All Committee Chairpersons

- A. shall give a report in writing at the Annual Meeting.
- B. shall keep detailed records of plans and projects for use of succeeding committees.
- C. shall prepare a budget for the coming year and submit it to the Finance Committee by April 1.
- D. shall ensure that a record is kept of committee expenditures and that they remain within approved budgets.
- E. Shall submit in writing any requests for cash advances to the treasurer.
- F. Shall submit invoices for payments and reimbursements to the treasurer.

### A. Program Committee

This committee, in cooperation with the Historian, shall prepare and plan a program for the coming year to be given to the Newsletter Editor in time for printing and mailing to members prior to the September meeting.

### B. Hospitality

1. This committee shall have charge of the serving of the refreshments at the meetings and at all other functions of the Society when refreshments are served except for fund raising events.
2. Shall ensure that members and guests are greeted at every meeting.
3. Shall solicit members for refreshments.
4. Shall send an appropriate acknowledgment, on behalf of the Society, to members who may be ill, have suffered the loss of a loved one, or in other ways may be grieving.

### C. Ways and Means

This committee is responsible for raising monies for the support of the Society and its projects.

### D. Property

1. This committee shall be responsible for overseeing the use and maintenance of the Society buildings and grounds, subject to the approval of the Board of Directors and the Museum Trustees.
2. Shall also be responsible for the contents of the Society buildings not under the jurisdiction of the Museum Trustees, and shall prepare an annual inventory of the same.
3. Shall appoint a Custodian, subject to the approval of the Board of Directors.
4. Shall assign a set of building keys (this does not include keys to the Museum, see Article III Section 3, I) through a system of signed receipts to the Chairperson of the Museum Trustees; Curator; Historian; President;

Chairperson of the Property Committee; and Custodian. Museum personnel who hold these keys shall be responsible for returning their keys to the Chairperson of the Museum Trustees and redeem their receipts.

5. Shall annually review the policy of rentals and specific fees for use of the Society facilities, and shall submit recommendations to the Board of Directors for approval by August 1. Society members and non-profit organizations shall receive a discounted rental rate.
6. Shall delegate authority to the Rental Coordinator to:
  - a. Inform renters of fees according to the approved rental policy.
  - b. Approve all applications and make necessary arrangements with the party of the rental.
  - c. Shall exercise judgment in meeting requests, or in situations that are extraordinary, obtain approval of the Board of Directors
    - Uses that may have a detrimental effect on the property;
    - Groups or individuals that formerly used facilities and problems occurred;
    - Requests for uses involving sales; rentals of the facilities on a repeated basis during the year.
7. Shall annually by August 1st submit a detailed plan for short and long-term needs and proposed timetable for action on major maintenance and capital improvement projects.

#### E. Publicity

This committee shall properly publicize all activities of the Society including regular meetings.

#### F. Nominating

This committee shall prepare a slate of candidates as provided for in the Bylaws, and submit it to the Board of Directors.

#### G. Legislative

1. This committee shall annually review the Bylaws and and lead the amendment process of Article IX.
2. Shall act as an interpretive and advisory committee on all questions concerning the Bylaws.

#### H. Finance

1. The Finance Committee shall consist of three members, each serving a three-year term with one appointed annually, plus the Vice-President, who shall be chairperson, and the Treasurer who shall be ex-officio with vote.
2. The Finance Committee shall:

- a. Have general oversight and planning of all matters pertaining to the finances of the Society except for the responsibility of raising monies.
- b. Gather from each committee a budget request itemizing the needs of that committee.
- c. Recommend to the Board of Directors by the end of April, an operating budget for the next year, based on committee budgets and projected revenue.
- d. Review any requests for expenditure of funds in excess of \$500, and make a recommendation to the Board of Directors on the worthiness of the expenditure.
- e. Ensure that any request for large expenditure of funds, approved by the Board under 2.d. above, is presented to the membership for their approval/disapproval.

I. Kitchen

The Kitchen Committee is responsible for ensuring that the kitchen is kept in a clean and sanitary condition, and that it is stocked with necessary equipment and supplies.

**ARTICLE V - TERMS OF OFFICE**

Section 1. Length of Term and Eligibility for Re-Election

A. Officers

<b>Officer</b>	<b>Length of Term</b>	<b>Eligibility for Re-Election</b>
President	One year	One additional term
Vice-President	One year	One additional term
Recording Secretary	Three years	Unlimited number of terms
Membership Secretary	Three years	Unlimited number of terms
Treasurer	Three years	Unlimited number of terms

B. Directors. Two Directors shall be elected each year for a term of three years and shall not be eligible for re-election.

C. Museum Trustees. Two Museum Trustees shall be elected each year for a term of three years and shall be eligible for re-election to one additional term.

D. Standing Committees

Nominating. There shall be a three member committee of whom two shall be elected each year for one year terms and shall not be eligible for re-election. The immediate past-president shall be the third member.

Finance. Members shall be appointed by the Board of Directors as provided in the by-laws.

Other standing committees. One member shall be elected each year for three year terms and shall not be eligible for re-election.

E. Newsletter Editor. The Newsletter Editor shall be appointed by the Board of Directors to an indefinite term.

F. Rental Coordinator, The Rental Coordinator shall be appointed by the Board of Directors to an indefinite term.

G. Other Personnel

1. Historian. The Historian shall be appointed by the Museum Trustees to an indefinite term.

2. Curator. The Curator shall be appointed by the Museum Trustees to an indefinite term.

3. Custodian. The Custodian shall be appointed by the Property Committee to an indefinite term.

H. Eligibility for re-election is established after an interval of one year.

#### Section 2. Restriction

A. No elected person shall hold more than one officer position at a time or serve as both officer and a standing committee chairperson with the exception of the Vice-President who shall serve as Finance Committee Chairperson.

### **ARTICLE VI - ELECTIONS AND NOMINATIONS, RESIGNATIONS AND TERMINATIONS FROM OFFICE OR COMMITTEE**

#### Section 1. Election

A. All officers, directors, trustees, and members of standing committees which are required by the By-Laws shall be elected at the Annual Meeting. A majority vote constitutes election.

B. All persons elected shall take office at the close of the Annual Meeting at which they were elected, and serve until their successors have been duly elected.

#### Section 2. Nominations

A. All members interested in serving the Society in an elective office shall make their interest known to the Nominating Committee by March 1.

B. A slate to fill vacant and expiring positions shall be prepared by the Nominating Committee and submitted to the Board of Directors, and to the Membership Secretary and the Recording Secretary, by April 1 for review to ensure that all candidates are paid active members and that the slate is otherwise in conformance with these by-laws..

C. The slate shall be presented to the Society one month before the Annual Meeting by presentation at the April meeting of the Society and by posting on the society website and in The Hourglass.

D. Nominations may also be made from the floor at the Annual Meeting by any member of the Society.

### Section 3. Resignations from Elected Positions

- A. Resignations must be presented in writing to the Board of Directors.
- B. In the event of the resignation of any elected person, the vacancy may be filled by a vote of the Board of Directors for the unexpired term of the office.
- C. In the event the length of the appointment is more than half the term it shall be considered a full term for purposes of assessing eligibility for re-election.

## **ARTICLE VII - MEETINGS**

### Section 1. Regular Society Meetings

Meetings shall be held 8 times a year unless otherwise voted by the Directors. A quorum for the transaction of the business at any Society meeting shall consist of twenty (20) members in good standing.

### Section 2. Special meetings

May be called by the Board of Directors, or by written request to the Board of Directors by ten (10) members of the Society. Written notice of such meeting shall be delivered to each member at least seven (7) days prior to the meeting date.

### Section 3. The Board of Directors

Shall meet at least 8 times a year. Special meetings of the Board may be called by the President or by written request of three members of the Board. Written notice of such special meetings shall be delivered to each Board member at least 72 hours prior to the meeting date. At any meeting of the Board of Directors, six (6) members, at least two (2) of whom shall be officers of the Society, shall constitute a quorum.

### Section 4. The President

Shall call an organizational meeting of all Boards and Committees following the Annual Meeting, but held not later than October 1 of each year, for the purpose of selecting committee chairmen, and reviewing the duties of all officers, boards, and committees, as set forth in the By-Laws.

### Section 5. The Museum Trustees

Shall meet at least 8 times a year. Special meetings may be called by the Chairperson or by request of three (3) Trustees. Written or oral notice of such special meetings shall be delivered to each Trustee and the Historian and the Curator at least 72 hours prior to the

meeting date. At any meeting of the Museum Trustees, three (3) members shall be a quorum.

#### Section 6. The Annual Meeting

Shall be held in May. The fiscal year shall end April 30th.

#### Section 7. Standing Committees

Shall meet at least 4 times a year including the organizational meeting with officers and boards.

### **ARTICLE VIII - PARLIAMENTARY AUTHORITY**

The rules contained in the Modern Edition of Robert's Rules of Order (1989) shall govern the Society in all cases where they are not inconsistent with these bylaws and any special rules of order the Society may adopt.

### **ARTICLE IX - AMENDMENTS**

#### Section 1. Process

The By-laws may be amended at an Annual Meeting by a two-thirds vote of those present. Members proposing changes must do so in writing to the Legislative Committee by January 31. The Legislative Committee will consider these as part of their annual review of the Bylaws for needed change and after deliberation provide the Board of Directors with specific recommendations for changes by the March Board of Directors meeting. The Board of Directors shall review changes to determine if they are ready for consideration at the Annual Meeting.

#### Section 2. Communications

The Legislative Committee shall provide notice of intent to amend at two Membership Meetings prior to the Annual Meeting. At least one week prior to the Annual Meeting written notice including the rationale and purpose of changes shall be sent to all members via the newsletter, copies of the proposed amendments filed with the Curator at the Archives and posted on the Society website.