

BYLAWS PROPOSED  
CHANGES INCORPORATED  
MARCH 2016

Article 1  
Name

The name of this organization shall be the **Dorchester Historical Society, Inc.**, herein called the "Society."

Article 2  
Statement of Purpose

The purpose of the Society shall be to collect, preserve, and disseminate knowledge of that section of the Commonwealth of Massachusetts that formerly comprised the town of Dorchester; to hold, and aid in the preservation of, historic buildings and sites in the area; to care for, and from time to time exhibit such articles of historic or antiquarian interest as may come into its possession and to further education about and culture in, the community known as Dorchester.

No part of the net earnings of the Society shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the society is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this article. No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the society shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, the contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article 3  
Membership

- (a) There shall be two classes of voting members: annual members and life members.
- (b) Interested parties may become members upon payment of the dues set for annual members or on payment of dues set for life members.
- (c) Dues shall be payable in May. Any member whose annual dues are in default for more than one year shall be transferred to a list of inactive members. Only members whose dues are current and who shall have been members in good standing for at least six months shall be eligible to vote. These members shall be called, "qualified members."
- (d) The amount of dues shall be determined by the Board of Directors for each class of membership subject to the disapproval by the membership during any membership meeting. The Board may create different classes of annual members with different dues.
- (e) The Board of Directors may create such classes of honorary members as it deems appropriate. Such persons may not vote unless they are also members under clause (b).

Article 4  
Annual Meeting / Election of Officers and Directors

- (a) The Annual Meeting shall be held each year in the month of May at a time and place selected by the Board of Directors. Notice of the meeting and the proposed agenda shall be mailed to all qualified members at least 10 days prior to the meeting. The meeting shall consider all matters to

come before the members and shall elect officers and directors for the Society as set forth below.

- (b) The President, with the approval of the Board, shall appoint a Nominating Committee consisting of three members at least 90 days prior to the date of the Annual Meeting. The Nominating Committee shall interview potential candidates for all vacant offices to be filled at the Annual Meeting. Two weeks prior to the Annual Meeting, the Nominating Committee shall file with the Secretary their recommendations of qualified candidates to run for the available offices.
- (c) In addition to those candidates recommended by the Nominating Committee, qualified candidates may be nominated from the floor during the Annual Meeting.
- (d) A candidate is qualified if: He or she is a member in good standing, has paid his or her dues, and has acknowledged his or her willingness to serve if elected.
- (e) Unless otherwise provided in these by-laws or the Standing Rules of the society, all meetings shall be governed by **Robert's Rules of Order**, 4<sup>th</sup> edition.

#### Article 5

##### Officers, Directors, and Fellows

- (a) The officers of the Society shall be the president, vice-president, secretary, and treasurer and such other officers as the Board of Directors creates by a two thirds (2/3) majority of those present and voting.
  - (1) The officers shall be elected annually at the Annual Meeting.
  - (2) In the event the vice-president, secretary, treasurer, or any officer created by the Board of Directors as specified in Article 5 (a) becomes unable or unwilling to serve, the Board of Directors may elect a person to fill out the un-expired portion of the officer's term.
  - (3) The officers shall be members of the Board of Directors.
  - (4) The immediate past president shall be an ex-officio member of the Board of Directors with vote.
- (b) There shall be no fewer than nine directors at large. The entire voting Board of Directors, including officers, shall not exceed 21 persons.
- (c) The Board of Directors may elect to their membership "Fellows" in recognition of service to the Society or in recognition of a person's expertise in some field. Fellows may participate in the deliberations of the Board as non-voting members and shall not be counted for a quorum.
- (d) Directors at Large shall be elected as follows:
  - (1) The Directors at Large shall be in three classes designated as red, blue and gold who shall serve for three year terms.
  - (2) Red directors shall be elected starting in 2007; blue directors shall be elected in 2008; and gold directors shall be elected in 2009.
  - (3) Until the election of red, blue and gold directors, all other directors shall be elected annually.
  - (4) It is the intention of these by laws that after the year 2009, each year one third of the Directors at Large shall be elected at the annual meeting and shall serve for a term of three years.
  - (5) The un-expired term of directors who resign or who are unable to serve for any reason shall be filled at the next meeting of the Society.
- (e) Any officer or director may be removed from office for cause as follows:

- (1) Cause shall consist of things such as failure to attend meetings without justification; illegal acts; making policy and / or financial decisions for the Society without permission of the Board; using the name of the Society to advance political causes that have not been specifically endorsed by the Board; using the name of the Society to support candidates for public office; engaging in conduct that is unbecoming for a member of the Board of Directors; dishonesty; endangering, mistreating or misusing the collections of the Society; or such other conduct, actions or inactions that the Board of Directors determines is detrimental to the Society.
- (2) The person to be removed shall be given at least 30 days' notice of the intent to remove. Notice mailed U.S. Mail, first class, postage pre-paid, sent to the last known address of the person to be removed shall be valid notice. The notice shall contain the reason for the intended removal together with a short statement of the facts supporting the reason.
- (3) The person to be removed shall have the right to examine all evidence against him or her and to appear before the Board to present a defense to the accusations.
- (4) The vote to remove shall be by secret ballot and shall require a two thirds (2/3) vote in favor of removal by those present and voting.

Article 6  
The Board of Directors

- (a) The Board of Directors shall have the entire charge of the property and affairs of the Society excepting only those matters which require the vote of the membership.
  - (1) The Board of Directors shall adopt such Standing Rules for the Society as it deems appropriate for the proper conduct of the Society's business and its other duties.
  - (2) The Board shall have the power to appoint annually any such other officials as it deems best and fill any vacancies that may occur between annual meetings unless some other method has been provided by these by laws or the Standing Rules of the Society.
- (b) The Board shall meet at least five times a year.
  - (1) The date and times of the meeting shall be set by the Board or, if not, by the president. Reasonable notice of meetings shall be provided to all Board members.
  - (2) Any three members of the Board may call a meeting on ten days' notice by serving notice of the same on all Board members by mail, by email, or by hand delivery.
  - (3) In the case of emergency, a meeting may be called on shorter notice provided three quarters of the Board members have notice as defined in Article 6 (b)(1) and agree to the meeting.
  - (4) Meetings shall be governed by **Robert's Rules of Order**, 4<sup>th</sup> Edition unless otherwise stated in the Standing Rules of the Society.
  - (5) There shall be no proxy voting.
  - (6) To be counted as present at a meeting, a Board member must be physically present or in attendance by conference call or other approved means of remote connection as defined in the Standing Rules.
- (c) The members of the Board of Directors have the duty to faithfully and diligently see to the welfare of the Society. From time to time the Board may establish additional duties and goals for the Society and its members.
- (d) An Executive Committee of the Board shall consist of the President, Vice-President, Secretary, Treasurer, and such other officers of the Board of Directors as have been created by the Board and have been elected by the members all as stated in the Standing Rules.
  - (1) The Executive Committee shall exercise the authority of the Board of Directors on

matters requiring prompt action arising between regular meetings of the Board. Such actions shall be reported to the Board at the next meeting of the Board which actions the Board may adopt or repudiate.

- (2) The Executive Committee shall not, except in an emergency, enter into contracts or obligate the Society or make unbudgeted expenditures unless authorized by the Board of Directors or by the standing rules which rules shall set a spending cap; nor shall the Executive Committee remove any officer, director, or member, or take any action requiring a greater than simple majority vote of the Board of Directors.
  
- (e) The President, with the approval of the Board of Directors, shall, at the first meeting of the Board of Directors following the Annual Meeting, appoint the members of the various standing committees set forth in the Standing Rules.

#### Article 7 Duties of the President

The President, or in his or her absence the Vice-President, shall be the chief executive officer of the Society and shall preside over all meetings unless a conflict of interest would indicate otherwise. He or she shall have such other duties as directed by the Board of Directors.

#### Article 8 Duties of the Vice-President

The Vice-President shall assume the duties of the President in the event of the absence or incapacity of the President and shall fill any un-expired term of the President should that office become vacant. He or she shall have such other duties as directed by the Board of Directors.

#### Article 9 Duties of the Secretary

The Secretary shall have all duties and powers of a Secretary or Clerk of a corporation as set forth by law and shall be the keeper of the records of the Society and shall, together with the President, be able to certify all acts of the Society. He or she shall insure that accurate records are kept for the Society and the Board of Directors and the Executive Committee. At the conclusion of his or her term of office, he or she shall turn over to his or her successor all property and records of the Society. Said records shall always remain the property of the Society. The Secretary shall have such other duties as directed by the Board of Directors.

#### Article 10 Duties of the Treasurer

The Treasurer shall be the chief financial officer of the Society and shall have all powers and responsibilities customarily held by Treasurers. He or she shall have custody of all funds and securities of the Society and shall receive all money due or given to the Society. He or she shall see to the accurate keeping of the financial records of the Society. He shall, with the consent of the Board of Directors, pay all normal and reoccurring bills of the Society. He shall not otherwise pay out any money from the treasury nor shall he or she enter into any contract or obligate the Society except at the direction of the Board of Trustees unless expressly allowed by these By Laws. The Treasurer shall have such other duties as directed by the Board of Directors. At the conclusion of his or her term of office, he or she shall promptly surrender all property, records, accounts, cash and assets he or she may have been holding to his or her successor and shall co-operate in an accounting prior to the handover. All financial records relating to the Society shall remain the property of the Society.

#### Article 11 Committees

- (a) The Board of Directors shall create such standing committees as it deems proper for the conduct of the Society's business. Said committees shall be set forth in the Standing Rules of

the Society. The Board may designate the chairperson of any such Committee as an officer of the Society which Officer shall stand for election at the Annual Meeting provided, however, that such designation shall not cause the Board of Directors to exceed its authorized maximum size. Members of the committees shall be appointed by the President with the advice and consent of the Board.

- (b) The Board of Directors or the President may create such other temporary committees as they deem appropriate for the conduct of the Society's business. The members of such committees and the chair-person of such committees shall be appointed by the President and shall serve at the will of the President.
- (c) Members of committees need not be members of the Board of Directors nor do they need to be qualified members of the Society provided that the majority of any committee is made up of qualified Society members.

#### Article 12 Audit

The books and financial records of the Society shall not, except for good cause shown, be removed from the property of the Society but shall be open to the inspection of any qualified member. The Treasurer shall prepare periodic reports of the financial condition of the Society annually and at other times as requested. He or she shall have prepared a compilation or such other analysis of the books and accounts as directed by the Board of Directors.

#### Article 13 Meetings

- (a) Meetings of the Society, other than the Annual Meeting, shall be held at such time and place as the President or Board of Directors may determine. Special meetings may be called at their discretion or by the written request of at least fifteen (15) qualified members in good standing. The Secretary shall send by mail to each qualified member, a notice thereof directed to the last known address at least six days before the meeting. The notice shall contain an agenda of things to be considered.
- (b) At a meeting of the Society, fifteen members shall constitute a quorum.

#### Article 14 Adoption

These By-Laws shall become effective upon adoption by a two thirds (2/3) majority vote of the members of the Society present and voting at a legally called meeting for the purpose of adopting by-laws.

#### Article 15 Amendments

Amendments to the By-Laws shall be first reviewed by the Board of Directors acting as a By-Law Committee. A report of that Committee shall be made to a membership meeting of the Society properly noticed called for the purpose of considering the stated By-Law changes. Any director may request the amendments be tabled for thirty (30) days to allow for proper consideration. Copies of the changes shall be mailed to all qualified members at least fourteen (14) days prior to the meeting. Technical changes may be made to the wording of the proposed amendments at the time of the meeting. Amendments will become effective upon adoption by a two-thirds (2/3) vote of the qualified members present and voting at said meeting.

#### Article 16 De-accessioning / Dissolution

- (a) No part of the collections of the Society may be disposed of in any manner except in

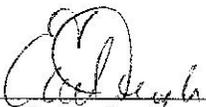
accordance with a procedure to be set forth in the Standing Rules together with the vote of approval of two thirds of the Board of Directors.

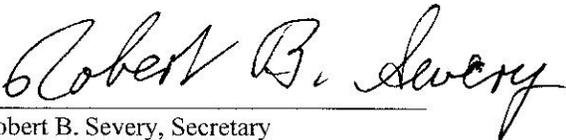
(b) If it appears that the Society should be merged or be dissolved, the following procedure must be followed:

- (1) The Board of Directors on its own vote or at the direction of the membership, shall draw up a plan for merger or dissolution. Such plan shall include provision for payment of all of the Society's just obligations and for an orderly transfer of the collections of the Society. Such plan shall insure that, other than to pay the debts of the Society and to return property to persons who loaned the same or made conditional gifts of property, no part of the assets or collections of the Society shall be disposed of in violation of Article 2 of these By Laws.
- (2) Such plan will be adopted by a two thirds (2/3rds) vote of the Directors.
- (3) A vote for dissolution or merger shall then be noticed to all Directors with a copy of the same to be sent to the Division of Public Charities, Office of the Attorney General. Said notice shall contain the dissolution or merger plan and shall set a date for a vote that gives not less than 20 days notice.
- (4) A vote for dissolution or merger must be by a three quarters (3/4) majority of those present and voting at a meeting called for that purpose.
- (5) If the vote for dissolution or merger is approved by the Board of Directors, then a special meeting of all qualified members shall be called for the purpose of considering dissolution or merger. Notice shall be sent to all qualified members between fifteen and twenty days prior to the meeting. A three quarters (3/4) vote of the membership present and voting at said meeting shall be required to pass. Any person voting in the affirmative may move to reconsider the vote. A second vote may not be taken on the motion to dissolve or merge within fifteen days of the first vote.

Notice must be sent to all members of the first vote and the date, time and place of the vote to reconsider.

Adopted this 15th day of May, 2016

  
Earl Taylor, President

  
Robert B. Severy, Secretary