

**CONSTITUTION AND BYLAWS
OF
THE GOFFSTOWN HISTORICAL SOCIETY**

This document was last updated at the Membership Business Meeting, October 20, 2014

ARTICLE I – Name and Principal Place of Business

The name of the Corporation shall be The Goffstown Historical Society. The principal place in which business of the Corporation is to be carried on is Goffstown, New Hampshire, but the Corporation may carry on such part of its business as may be necessary, desirable or advantageous in other places within or outside the State.

ARTICLE II – Seals

The seal of the Corporation shall bear the name of the Corporation, the year of its incorporation and otherwise shall be, in such form and have cut or engraved thereon such words or figures as the Executive Board may determine.

ARTICLE III – Objects

1. The purpose of this Corporation is to promote interest and appreciation in the history and development of the Town of Goffstown, realizing that the history of our community is basic to our democratic way of life, giving a better understanding of our state and nation, and promoting a better appreciation of our American heritage.
2. Notwithstanding any other provision of these articles, the Corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, literary, or education purposes as specified in section 501(c)3 of the Internal Revenue Code of 1954 (renamed the Internal Revenue Code of 1986 by section 2 of the Tax Reform Act of 1986), and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)3 of the Internal Revenue Code of 1954.
3. To achieve this purpose, the Corporation specifically aims:
 - a. To discover, collect and preserve material, which will establish and illustrate the history of the Town, including histories, genealogies, directories, newspapers, charts, maps, and other material illustrative of life, conditions, events and activities of the past and present of the Town.
 - b. To locate, mark and preserve historical sites and articles of public interest in the Town.
 - c. To make available the information acquired, and articles discovered, by publications and by public meetings, to arouse interest in this historical data.
4. To further abide by the requirements of section 501(c)(3) of the Internal Revenue Code, the Corporation shall:
 - a. Distribute assets upon dissolution of this organization for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or corresponding section of any future Federal tax code, or shall be distributed to the Federal Government or to a State or Local government, for a public purpose.

b. Permit no substantial part of the activities of the Corporation to carry on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code section 501(h)), or participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE IV – Members of the Corporation

1. The subscribers of the Articles of Agreement and the present members of the Goffstown Historical Society shall constitute the members thereof. Additional members of the Society shall be admitted and recognized upon receipt of their application and payment of dues or fees in accordance with policies established by the Executive Board from time to time. The Society shall include the following membership categories:

a. **Regular Members.** Any individual interested in the purposes of the corporation shall be eligible, and shall pay dues annually as established by the Executive Board.

b. **Sponsoring Members.** Any organization, group or firm giving special support to the objectives of the Corporation shall be eligible, for membership and shall pay dues annually as established by the Executive Board.

c. **Life Members.** Individuals paying a sum as established by the Executive Board shall be entitled to Life Membership with full privileges and without further payment of dues. The money from the Life memberships shall be kept in a separate fund, and the earned income only, may be used for expenses of the Corporation.

2. Dues are due and payable at the time of application for membership. Thereafter, dues for Regular and Sponsoring members are due upon notification of renewal on the first day of April each year. Members failing to renew within sixty (60) days of notification shall forfeit the rights and privileges of membership until said dues are current. The Executive Board reserves the right to review such unpaid memberships and take appropriate action.

ARTICLE V – Meeting of the Corporation

1. **Regular Meetings** are normally held in the evening, on the third Monday in the months of April, May, June and September, and normally be held at the principal office of the Corporation in Goffstown, New Hampshire; however, such meetings may take place at such time and in such place, within or outside the State of New Hampshire, as shall be determined by the Executive Board of the Corporation and stated in the call for the meeting.

3. The **Annual Meeting** shall be held on the third Monday of October, and set forth in a call of the meeting, in which members of the Corporation shall be notified in writing, by the Secretary, of the time and place, not less than seven (7) days before such meeting. In the event that such meeting is not held in the month of October, as herein provided, a meeting in lieu thereof may be called and held in the same manner as provided for the Annual Meeting, upon the call of the Executive Board, or upon the call, in writing, of the majority of the members of the Corporation. Any business transactions made, or elections held, at such meetings shall be valid, as if such meeting had been held in the month of October.

4. **Special Meetings** of the Corporation may be held whenever called by the President of the Corporation or, in his absence or disability, by the Vice President of the Corporation, or shall be called upon the request of fifteen percent (15%) of the enrolled membership in good standing. Written notification, by the

Secretary shall be given to the members, stating the time, place, and purpose for the call of the Special Meeting.

ARTICLE VI – Voting

1. At any meeting of the Corporation, a quorum shall be 10 percent (10%) of the enrolled membership in good standing on the day of the meeting.
2. At all meetings, each Life Member is entitled to one vote. Regular and Sponsoring members with dues fully paid, shall also be entitled to one vote. Any member who has not paid dues shall not be eligible to vote until said dues are current.
3. A Sponsoring member, if it is a group of two or more, is entitled to designate one person from the group to cast its vote for the sponsoring entity. To be eligible to vote, the designated voter must inform the Society Secretary or presiding officer of his (her) name and status as designated voter, and the name of the sponsoring entity. This must be done prior to the beginning of the meeting.

ARTICLE VII – Officers, Directors, Curator and Executive Board

1. **Officers of the Corporation** shall be a president, a vice president, a secretary, a treasurer, and an assistant treasurer. All officers shall be elected for a term of one year, and no Officer shall serve simultaneously as a Director or Curator. The Officers shall be elected at the annual meeting of the Corporation or any meeting held in lieu thereof, provided the members shall be given notice of the date, time, place, and purpose of the call seven (7) days prior to the meeting. Upon any vacancy or vacancies among the Officers of the Corporation by reason of death, resignation, removal or otherwise, the remaining members of the Executive Board, though less than a quorum may, by a majority vote, elect a successor or successors to fill any vacancy or vacancies
 - a. The **President** shall preside at all meetings of the Corporation and of the Executive Board. He (she) shall have executive supervision of activities of the Corporation within the scope of these laws, and shall report annually to the Corporation. He (she) may appoint all members of committees, except the Nominating Committee.
 - b. The **Vice President** shall assume the duties of the president in the event of his (her) absence, incapacity or resignation.
 - c. The **Secretary** shall keep minutes of meetings of the Corporation and of the Executive Board, maintain a list of members, and render an annual report. A copy of such minutes shall be forwarded to the president within ten (10) days after each meeting.
 - d. The **Treasurer** shall oversee the collection of dues, maintain adequate financial records, deposit all funds in a bank approved by the Executive Board in the name of the Corporation, and render an annual report. He (she) shall pay all current bills for regular expenses and other bills when approved by the president. He (she) shall give bond if required by the Executive Board.
 - e. The **Assistant Treasurer** shall assist the treasurer in the performance of his (her) duties.
2. **Directors:** Not less than three (3) and not more than nine (9) Directors shall be elected for terms of three (3) years.
 - a. The Directors shall be elected at the annual meeting of the Corporation or at any meeting held in lieu thereof, or at any other meeting provided the membership has been given notice of the date, time, place, and purpose of the meeting seven (7) days prior to the meeting.

b. Vacancies occurring through death, resignation or otherwise of a Director may be filled by election by members of the Corporation at a Special Meeting called for that purpose. Any person so elected shall hold office for the un-expired term of the former Director he (she) will replace.

c. No Director may serve simultaneously as an Officer or Curator.

3. Curator is an administrator who shall be appointed by the Executive Board. The responsibilities of the Curator include, but are not limited to, accepting and acknowledging the receipt of all gifts and donations. The Curator must access, record, organize and store all accessions so as to protect and preserve them in the best available manner. The curator shall give reports of accessions and activities of the museum to the Executive Board regularly and to the Corporation at the Annual Meeting.

a. The Curator may choose Assistant Curators and others to assist with museum duties.

b. The Curator shall be a member of the Executive Board during his (her) term in that position.

c. The Curator may not serve simultaneously as either an Officer or Director of the Corporation.

4. The Executive Board.

a. The name of this board (formerly, the board of Directors) has been changed to the "Executive Board" in an attempt to eliminate the confusion that exists with having Directors and a Board of Directors.

b. The Officers, Directors and Curator shall constitute the Executive Board.

c. The Executive Board shall have power to conduct the affairs of the corporation subject to these laws. A quorum for meetings shall be five (5) Board members. Meetings shall be held at the call of the president or by prior vote of the Board.

d. The Executive Board shall be vested of all the powers possessed by the Corporation itself so far as its delegation of authority is not inconsistent with the laws of the State of New Hampshire, with the Articles of Agreement, or with these Bylaws, or otherwise limited by vote of the members of the Corporation.

e. Meetings of the Executive Board may be held at the same place and immediately following the Annual Meeting of the members of the Corporation or any Corporation meeting held at such places within or outside the State of New Hampshire and at such times as the president, or in his absence or disability, the vice president or the Board itself may determine. Notice of such meeting shall be sent by the secretary to each director. If notice is by letter or telegram, such notice shall be sent not less than three (3) days before the time for which the meeting is called. Notice may be given by telephone or other oral communication not less than twelve (12) hours before the time of such meeting.

f. The Executive Board shall appoint a Nominating Committee of three (3) members, who shall present a slate of officers and directors at the annual meeting or other meeting called for such purpose. Other officers and directors may be nominated from the floor. A majority of votes shall elect. The President shall not be a member of the Nominating Committee.

5. No incorporator, officer or director shall receive any compensation for his (her) services as such incorporator, officer or director, but he (she) may be entitled to reimbursement for any expenses incurred by him (her) in connection with the administration of the Corporation affairs and he (she) may be paid reasonable value of services rendered in any other capacity other than as incorporator, officer or director.

6. No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

ARTICLE VIII – Committees

1. The President is *ex officio* of all Committees except the Nominating Committee.
2. All committees shall report to the Executive Board when requested.
3. The Corporation may have, but is not limited to, the following committees:
 - a. **By-Laws:** Responsible for the Society’s adherence to the Constitution, By-laws and Robert’s Rules. The committee will continually review the By-laws as appropriate and recommend changes to the Executive Board.
 - b. **Building and Grounds:** Will be responsible for the upkeep of the buildings and property of the Society. Will perform simple repairs and submit suggestions to the Executive Board for repairs and upkeep beyond the scope of the committee.
 - c. **Finance:** Shall include the Treasurer and Assistant Treasurer plus three additional members. The charge of the committee is to review and monitor the entire financial matters of the Society and to report regularly to the Executive Board and annually to the Society.
 - d. **Historic Sites:** Responsible for establishing the historic validity for sites proposed for marking, for marking such sites, for historical tours.
 - e. **Hospitality:** Will prepare and present food prepared by the members for Regular Meetings, Open Houses, and other events when the need arises. The Hospitality Committee may coordinate with other committees in setting up and decorating the dining room for these events, greeting guests, and distributing identification cards to members upon their arrival.
 - f. **Library:** Responsible for collecting, cataloging care, arrangement, and repair of books, manuscripts, newspapers, and other historical source material.
 - g. **Membership:** Will accept dues & prepare membership cards; maintain a list of members, which will be reviewed and updated after each meeting; prepare the yearbook for annual publication; plan an annual membership appeal, and assist the Secretary in notifying members of meetings and selected other duties.
 - h. **Museum:** Responsible for collecting, cataloging, cleaning, repair, and storage of historic objects; for arranging museum exhibits, and the correct interpretation of these exhibits.
 - i. **Nominations:** Responsible for contacting potential nominees and preparing a slate of officers and directors to be voted upon at the Annual Meeting.
 - j. **Open House:** Will prepare and arrange artifacts and memorabilia in keeping with a predetermined theme for Open House events.
 - k. **Program:** Will arrange suitable programs for Regular meetings, provide for speakers needs, complete any and all applications and/or paperwork, and see that all honorariums and mileage expenses are cleared and ready for the speaker immediately following the presentation.
 - l. **Publications:** Will arrange publicity for meetings and Open Houses. Will work with the Membership Committee in publication of the yearbook, and will also work on newsletters, research studies, bulletins and books.
 - m. **Ways and Means:** Will meet and discuss methods of raising revenue for the Society.
 - n. **Store:** This committee is responsible for maintaining the museum’ retail store, procuring, providing and presenting appropriate merchandise.

ARTICLE IX – Parliamentary Procedure

Except as otherwise specifically provided in this constitution and by-laws all questions of Order or Procedure with respect to any meeting or action of this corporation, its Executive Board or any committee appointment hereunder shall be determined in accordance with Robert’s Rules of Order, Newly Revised, as revised from time to time.

ARTICLE X – Proposal of Amendments

These laws may be amended at any meeting of the Corporation provided such meeting shall have been proposed in writing by five (5) members, or proposed at a previous meeting of the Executive Board, and provided that ten (10) days notice of the proposed amendment shall have been given to each member of the Corporation by mail. A two-thirds (2/3) vote of the members present and voting shall be required to adopt such amendments.

Witnessed by the following Executive Board members (October 20, 2014):

Jen Brown – President

Carole Huxel – Secretary

Ivan Beliveau – Assistant Treasurer

Elizabeth Dubrulle – Director

Laura Bliven – Director

Tom Mugford – Director

Jim Beauchemin – Vice President

David Pierce – Treasurer

Daniel Reidy – Curator

Malcolm Morgrage -- Director

Beverly Powden – Director

Andy Pyszka – Director