

**THE DANVERS HISTORICAL SOCIETY
BY-LAWS**

(Previous Revision 9/27/18)

Revised June 27, 2024

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ARTICLE I - NAME

The name of this organization is: The Danvers Historical Society.

ARTICLE II - PURPOSE AND OBJECTIVES

Section 1 **PURPOSE**. The purpose for which the corporation is constituted is to educate **the** present and future generations of the public about the history and development of ~~that~~ **the** geographical area encompassing **what was** the original Salem Village and **is now known as** the Town of Danvers, Massachusetts. **This will be accomplished** by preserving materials and information relating to such history through such activities as allowed to a nonprofit corporation under Massachusetts law, including, but not limited to, the maintenance of a Museum, the acquisition, maintenance, and preservation of collections of objects, artifacts, documents, and significant Danvers structures and properties, and the conducting of educational and publication programs, lectures and other events.

Section 2 **OBJECTIVES**. The objectives of the Society fall into three main categories: Conservation and Restoration, Education and Community Outreach, and Development.

- **Conservation and Restoration** objectives are to acquire, conserve, restore and maintain the Society's collections, and lead the development and implementation of comprehensive plans for preservation, maintenance, use and interpretation of the Society's artifacts, structures and landscapes.
- **Education and Community Outreach** objectives are to develop, implement, evaluate and supervise the Society's educational programs with the goal of enhancing public access to, and understanding and interpretation of the collections, structures, landscapes, and resources of the Society.
- **Development** objectives are to plan, implement and evaluate income sources in conjunction with the needs and goals of Conservation and Restoration and Education and Community Outreach.

ARTICLE III - MEMBERSHIP AND DUES

Section 1 **MEMBERSHIP CLASSES AND DUES**. There shall be such classes of membership and associated dues as the Board of Trustees (hereinafter the "Board") may determine from time to time. Membership renewal policies shall be set by the Board and

shall be reviewed periodically. Membership dues for each year shall be **payable within the first quarter of the calendar year.**

Section 2 **NON DISCRIMINATION; HONORARY MEMBERS.** Members shall be accepted without regard for race, color, religion, age, sex, sexual orientation, gender identity, or national origin. Individuals shall become Members upon payment of dues or when elected as Honorary Members. Honorary Members shall be nominated by a two-thirds vote of the Board and elected by a majority vote of the Members present and voting at any regular or special meeting of the Members. **An Honorary Member is defined as anyone having good standing in the Community or the Society.**

Section 3 **TERMINATION OF MEMBERSHIP.** If a Member's dues remain unpaid 30 days after receipt of a notice of expiration, then such Member's membership shall be **subject to termination.**

In addition, after providing fourteen (14) days notice and an opportunity to be heard at a meeting of the Board, the Board may, by vote of a majority of the Trustees then in office, terminate the membership of a Member for cause **or violation of DHS Policy**, subject to the Member's right to appeal such decision to the membership. A person whose membership has been terminated for cause may become a member again only with the approval of a majority of the Trustees then in office.

Section 4 **FISCAL YEAR.** Except as otherwise determined from time to time by the Board, the fiscal year of the Society shall be from July 1st through June 30th of the following year.

ARTICLE IV - OFFICERS, TRUSTEES, COMMITTEES AND THEIR DUTIES

Section 1 **TRUSTEES.** The Board is the governing body of the Society and is responsible for overall leadership. The Board shall consist of a minimum of eleven and a maximum of nineteen Trustees, including a number of non-voting "Trustees At Large", as the Board may determine from time to time. The Board shall be comprised of the President, Vice President, Secretary and Treasurer, and such additional Trustees elected as set forth in Article VI below. The Board may elect one or more non-voting Student Trustees as the Board may determine from time to time. All members of the Board, **including Student Trustees**, shall be members in good standing of the Society. The Executive Director shall be a non-voting, ex-officio member of the Board. ~~In the absence of the Executive Director, the Operations Manager will fulfill this function.~~ Persons elected as Trustees at Large or Student Trustees and the Executive Director, **if filled**, shall not be considered **voting** Trustees for purposes of these By-Laws, the Society's articles of organization or any applicable law, and shall not be entitled to vote at any meeting of the Board.

Section 2 **TRUSTEES' POWERS AND DUTIES.** The affairs of the Society shall be managed by the Trustees, who may exercise all the powers of the Society, except those

reserved to the Members by law, the Society's Articles of Organization or these By-laws. The Board is responsible for ensuring the sound financial and overall management of the Society, including budget and expenses, and hiring and monitoring the Executive Director. It shall be the responsibility of the Board to approve a budget for the Society annually. A Trustee shall perform **their** duties as a Trustee, including **their** duties as a member of a committee of the Board on which **they** may serve, in good faith and in a manner **they** reasonably believe to be in the best interests of the Society, and with such care as an ordinarily prudent person in a like position with respect to a similar corporation organized under Chapter 180 of the Massachusetts General Laws would use under similar circumstances.

Section 3 **UNBUDGETED EXPENDITURES.** Unbudgeted expenditures shall be approved in such **a** manner as determined by the Board from time to time.

Section 4 **REVIEW OF POLICIES.** The Board shall maintain and periodically review and revise its policies, procedures and guidelines.

Section 5 **OFFICERS.** The officers of the Society are the President, Vice President, Secretary, and Treasurer, all of whom shall be Trustees, and, from time to time, as the Board may determine, one or more Assistant Secretaries and one or more Assistant Treasurers who, if not Trustees, shall be Members of the Society.

Section 6 **PRESIDENT.** The President shall be the chief executive officer of the Society and shall preside at all regular and special meetings of the Society and at all meetings of the Board. The President shall prepare and present an annual report to the Members at the Annual Meeting.

Section 7 **VICE PRESIDENT.** The Vice President shall assist the President in implementing the President's responsibilities. The Vice President shall fulfill the duties of the President in the President's temporary absence. The Vice President shall complete the unexpired term of the President in the event of the President's resignation, incapacitation, or death.

Section 8 **SECRETARY.** The Secretary shall record the minutes and attendance at all meetings of the Board, and the business portion of all regular and special meetings of the Members. The Secretary shall present the minutes at the next meeting of the Board or the Members, as the case may be, for acceptance, shall ~~sign them~~ **approve them** and shall safeguard and maintain them with the permanent records of the Society. If the Secretary is absent from any meeting of the Members or the Board, the President may appoint a temporary Secretary to carry out the duties of the Secretary at the meeting.

Section 9 **TREASURER.** The Treasurer shall be the chief financial officer and chief accounting officer of the Society and shall serve as the chairperson of the Finance Committee. The Treasurer shall be in charge of the Society's financial affairs, books of account, accounting records and procedures, funds and securities, and shall keep full and

accurate records thereof. The Treasurer shall prepare or oversee the preparation of all reports and filings required by the Internal Revenue Service, the Commonwealth of Massachusetts, and other governmental agencies. Each year, the Treasurer shall review the Society's IRS Form 990 and Massachusetts Form PC (or their then current equivalents) and shall submit them to the Board for its review before they are filed.

Section 10 **COMMITTEES.**

A. **Standing Committees.** There shall be the following standing committees appointed by the Board:

- 1) **Finance Committee**, composed of at least three members of the Board, one of whom shall be the Treasurer who shall also be the chairperson. Non-trustees may not be members. The Finance Committee shall oversee the fiscal affairs of the Society, including managing the assets of the Society, reviewing its proposed annual budget and recommending investment policies.
- 2) **Nominating Committee**, pursuant to Article VI, Section I.
- 3) **Personnel Committee**, composed of at least three members of the Board, one of whom shall be the Treasurer.
- 4) **Audit Committee**, composed of at least three persons, other than those serving on the Finance Committee, all of whom shall be Members of the Society, and at least one of whom shall be a member of the Board, which shall oversee the Society's financial reporting processes, monitor the choice of accounting policies and ~~principals~~ **principles**, monitor internal control processes, and oversee hiring and performance of any external auditors.
- 5) **Membership Committee** composed of at least three members of the Board. It shall be responsible for recruiting new Members to the Society and for establishing and updating from time to time rules and regulations regarding membership in the Society.
- 6) **Curatorial Committee**, composed of at least one Trustee and shall have at least three members and the Society's curator, if there is one. It shall be responsible for working with the professional staff of the Society on the general care and management of the Society's collections, which include all historical materials except for the Society's ~~historic real properties~~ **estate**. The Curatorial Committee shall oversee the acquisition and de-accessioning of items in the Society's collections in accordance with Society's collections policy, and subject to the approval of the Members as to de-accessions only.

B. **Additional Committees.** The ~~Board~~ **President** may establish additional committees from time to time for such purposes and with such powers and duties as determined ~~by the Board.~~

C. **Appointment.** Each committee shall have a chairperson, who, except as otherwise provided in these By-laws, shall be a Trustee designated by the President ~~With the approval of the Board.~~

Except as otherwise provided in these By-Laws, each chairperson may appoint as many committee members as deemed necessary to perform the duties of the committee.

Section 11 **INDEMNIFICATION**. Every officer, trustee, and employee of the Society shall be indemnified by the Society against any losses, expenses or liabilities, including but not limited to, counsel fees reasonably incurred by or imposed upon ~~him/her~~ **them** in connection with any liability, legal proceedings or other proceedings in which ~~s/he~~ **they** may become involved by reason of ~~his/her~~ **their** being or having been an officer, trustee or employee of the Society or any settlement thereof, whether or not ~~s/he~~ **they are** a trustee or officer at the time such expenses are incurred, except in such cases wherein the officer, trustee or employee shall have been adjudicated by a court of competent jurisdiction as not having acted in good faith in the reasonable belief that ~~his/her~~ **their** action was in the best interest of the Society. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such officer, trustee or employee may be entitled.

Section 12 **BOARD MEETINGS – REGULAR**. Regular meetings of the Board shall be held monthly. The President ~~and Executive Director~~ shall determine the hour and place. A quorum at regular and special meetings of the Board shall be a majority of the Trustees then in office. All Members of the Society are welcome at meetings of the Board except when the Board goes into Executive Session.

Section 13 **BOARD MEETINGS – SPECIAL**. Special meetings may be called by the President and may also be called upon a request to the President by three members of the Board.

Section 14 **VOTING**. Each Trustee will have one vote. Trustees may not vote by proxy. Except as otherwise provided in these By-laws or otherwise required by law, a majority vote of the Board members present at any regular or special meeting at which a quorum is present will decide an issue. Any decision regarding acquisition and/or sale of real estate or mortgaging and/or encumbering any assets of the Society shall require a two-thirds roll call vote of the members of the Board then in office to be ratified by a two-thirds vote of the Members present and voting at a regular or special meeting of the Members. The Members shall be notified fourteen days in advance of the issue to be voted on at such a meeting.

Section 15 ~~TELEPHONIC~~ **ELECTRONIC PARTICIPATION**. Any persons participating in any meeting of the Board or any meeting of a committee designated by the Board may participate in such meeting by means of a **video call**, conference telephone **call** or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at such meeting. **All votes shall be taken by a roll call.**

Section 16 **ACTION BY CONSENT**. Any action by the Board or any committee may be taken without a meeting if a written consent thereto is signed by all the Trustees then in office or all the members of the applicable committee and filed with the records of the meetings of the Board. Such consent shall be treated for all purposes as a vote at a meeting.

Section 17 **REMOVAL**. Any Trustee or Officer may be removed from office for cause, by a vote of a majority of the Members present at any meeting of the Members at which a quorum is present. A Trustee or Officer who is absent for three (3) consecutive meetings of the Board, or three (3) meetings of the Board during any sixth month period, except if due to illness or special circumstances, may also be removed by a vote of two thirds of all members of the Board. A Trustee or Officer shall be provided fourteen (14) days notice and an opportunity to be heard at a meeting of the Board, before any such removal from office.

Section 18 **COMPENSATION**. No Trustee or officer of the Society shall be entitled to compensation for **their** service to the Society in such position.

ARTICLE V – EXECUTIVE DIRECTOR

Section 1 **RESPONSIBILITIES**. The Board, from time to time as it deems to be in the best interest of the Society, may hire an Executive Director who shall be responsible for managing the activities and programs to meet the objectives of the Society. The Executive Director shall report to the Board as a whole, but it shall be the responsibility of the President to conduct an annual review of the Executive Director and to ensure that the Executive Director is clear about the Board's expectations. ~~The Executive Director shall hire and supervise all staff.~~

Section 2 **VOLUNTEERS**. The Executive Director, or Program ~~Manager~~ **Director** and the Staff may create, train and manage as many volunteer working committees as are necessary to accomplish the objectives of the Society. Volunteer Chairs may be appointed to recruit and coordinate the efforts of the volunteer working committees. Volunteer Chairs function as liaisons between volunteer committees and appropriate staff.

ARTICLE VI - NOMINATIONS AND ELECTIONS

Section 1 **NOMINATING COMMITTEE**. The Nominating Committee shall consist of five Members. Two Members of the Nominating Committee shall be elected by the Members at the Annual Meeting and two Trustees and the chair of the Nominating Committee (who needs not be a Trustee) shall be appointed by the Board at its first meeting following the Annual Meeting.

Section 2 **DUTIES**. The Nominating Committee shall present for election at the Annual Meeting a slate of candidates to serve as officers, to fill any vacancies on the Board resulting from the expiration of the term, or the death, resignation or removal of any Trustee, to elect Trustees at Large, and to elect two Members in good standing to serve on the Nominating Committee for the ensuing year.

Section 3 **PRESENTATION OF SLATE**. The Nominating Committee shall present its slate of officers, trustees and members of the Nominating Committee for the ensuing year for review at a Board meeting prior to the Annual Meeting. The Nominating Committee shall distribute its

slate of officers, trustees, and members of the Nominating Committee for the ensuing year to the Members at least four (4) weeks prior to the Annual Meeting.

Section 4 **ANNUAL MEETING**. At the Annual Meeting, the Nominating Committee shall present its slate of officers, trustees, and members of the Nominating Committee for the ensuing year.

Section 5 **ADDITIONAL NOMINATIONS**. Any Member other than an officer or a member of the Nominating Committee, upon receipt of the signatures of ten (10) other Members of the Society, may nominate ~~himself~~ **themselves** or another Member as a candidate for any open position as an officer, Trustee or member of the Nominating Committee by filing such nomination with the Secretary at least two (2) weeks before the Annual Meeting.

Section 6 **BALLOT**. If there is only one nomination for any office, the Secretary shall cast one ballot for as many as are sole nominees for an office. If any office is contested, the ballots shall contain the names of all candidates for each office, Candidates nominated by the Nominating Committee shall be so designated on the ballot.

Section 7 **TRUSTEE AND OFFICERS: TERMS**. Trustees, other than Trustees at Large, **not including the Officers of the Society**, shall be elected for three year terms and in such a manner such that approximately one third of the Trustees shall be elected each year. Trustees may be re-elected **by vote of the membership**. ~~for one additional term, after whichh they will be ineligible to serve on the Board for one year.~~ Trustees at Large shall be elected for one-year terms and may be re-elected **by vote of the membership**. ~~for two terms after which they will be ineligible to serve as Trustees at Large for one year but may serve as Trustees if so elected.~~

The terms of the Officers are as follows: President, Vice-President, Secretary, and Treasurer shall initially be elected to terms of two years, but may choose to remain in their position without term limits with annual approval of the majority of the membership. ~~be elected to terms of two years and may serve up to two consecutive two year terms after which they shall be ineligible to serve in that office for one year. Officers serving two consecutive terms in one office will be eligible to serve in another office immediately upon completion of their second term.~~ The term of office of the Officers and the Trustees, including Trustees at Large and Student Trustees shall commence immediately following the Annual Meeting at which they are elected and, except as otherwise provided in these By-laws, shall continue until their terms in office expire and their successors are elected.

Section 8 **VACANCY**. In the event of a vacancy with respect to any officer, with the exception of the President, the remaining Trustees may elect another Trustee to serve in such office until the next Annual Meeting of the Members.

ARTICLE VII - MEETINGS OF THE MEMBERS

Section 1 **ANNUAL MEETING**. The Annual Meeting of the Members shall be held at 7

PM on the third Thursday in September or such other date and time as determined by the Board, and it shall be for the purpose of receiving reports from the President, Secretary, Treasurer, Executive Director and any other persons whom the President shall deem appropriate; electing Officers, Board members, and two Nominating Committee members; and transacting any other business which may arise. Two (2) weeks notice shall be given to all Members. A quorum of Members is required to conduct business.

Section 2 **SPECIAL MEETINGS**. Special meetings of the Members may be called by the President, by vote of the Board or upon the written request to the President by ten (10) members of the Society. Seven (7) days notice shall be given to all Members, stating the purpose of the meeting.

Section 3 **QUORUM**. Five percent of the current Members shall constitute a quorum of the Members.

Section 4 **VOTING**. Only Members in good standing may vote. A Member will not be considered to be in good standing if such Member is delinquent in paying ~~his or her~~ dues. At all meetings of the Members, each member must cast ~~his or her~~ votes in person. No Member shall be entitled to vote by proxy.

ARTICLE VIII – AMENDMENTS

These By-laws may be amended by a vote of two thirds of the Members present and voting at any regular meeting or special meeting of the Members, provided the proposed amendment has been presented in writing at a previous meeting of the Members or sent to each Member at least fourteen (14) days before the meeting.