

# **WEARE HISTORICAL SOCIETY**

## **BY-LAWS & CONSTITUTION**

### **Article I - NAME**

The name of the Society shall be "Weare Historical Society"

### **Article II - PURPOSE**

The purpose of the Society shall be to collect and preserve records and artifacts relating to the Town of Weare, New Hampshire, to provide assistance in protecting historical sites in the Town, and to encourage the study and appreciation of local history.

### **Article III - MEMBERSHIP, DUES AND VOTING**

**Section 1. Charter Members** - of the Society are persons who joined the unincorporated Weare Historical Society in 1971 prior to the organization of this incorporated Society. These individuals were members of the incorporated Society until the conclusion of the annual meeting of the Society in August 1972.

**Section 2. Memberships** - Any person interested in the purposes of the Society may become or continue to be a member by paying annual dues.

**Section 3. Membership Categories** - Categories of membership shall include: Individual, Family, Senior/Students, and Lifetime members.

**Section 4. Annual Dues** - Shall be as determined by the Board of Directors, at its sole discretion. The dues year of the Society shall begin on the 1<sup>st</sup> day of January and end on the 31<sup>st</sup> day of December.

**Section 5. Voting** - Each member shall be entitled to one vote at Annual and Special Meetings of the Society. In the case of a family membership, each person 18 years of age shall be entitled to a vote. Voting shall be done in person and not by proxy.

**Section 6. Duties of the Membership** - Members elect the Officers and Directors of the Society at the Annual Meeting, or any Special Meetings as may be called. Members also vote on agenda items at such meetings. Members are encouraged to attend all Annual and Special Meetings.

## **Article IV- BOARD OF DIRECTORS, MEETINGS, DUTIES AND QUORUM**

**Section 1. Composition and Number** - The Board of Directors shall consist of the President, Vice-president, Secretary, Treasurer and other Directors elected at the Annual Meeting. There shall be at least nine (9) Directors but not more than eleven (11) Directors of the Society at any one time.

**Section 2. Meetings** – There shall be regular meetings of the Directors of the Society, usually monthly, but not less than four per year. These meetings are open to the general membership of the Society and guests. No notice of the meeting to the general membership is required.

The Board of Directors shall meet on call of the President or a majority of its members thereof. Whoever calls a meeting of the Board of Directors shall cause at least two days advance notice of the meeting, specifying the date, time and place thereof, to be given by any reasonable means to all members of the Board.

The Board may meet without call or notice at the beginning or conclusion of any Annual Meeting of the Society. Any business that may legally be transacted at a meeting of the Board may be transacted at any meeting of the board, provided that the notice has been given and a quorum exists.

**Section 3. Terms of Office** - Directors are elected for one-year terms at the Annual Meeting of the Society. Directors may serve more than one term.

**Section 4. Removal of Directors** – A Director may at any time signify his desire to be removed from the Board of Directors by submitting a letter of resignation specifying a date of termination. Any Director who has six consecutive absences from Directors meetings may be asked to resign pursuant to a vote of the remaining Directors.

**Section 5. Quorum** – A majority of the total number of Directors of the Society shall constitute a quorum at meetings of the Board of Directors of the Society.

**Section 6. Voting** - Each Director shall be entitled to one vote, cast in person, on any matter voted upon by the Board. At any meeting of the Directors, a majority of the Directors present at the meeting, in favor of any motion, will cause that motion to pass.

Between regular meetings of the Board, Directors may vote on any matter by telephone call, text message, email and/or other electronic means (remote voting) at the sole discretion of the President, whether at his/her own initiative or the request of another Director. A majority of Directors voting remotely in favor of such a motion will cause that motion to pass, provided the number of Directors voting remotely constitutes a quorum.

**Section 7. Duties** - The Board of Directors shall have the power to conduct all affairs and business of the Society. It may add to powers and duties of the officers described below and may appoint additional officers or agents and prescribe the powers and duties thereof. Every Director will participate in events put on by the Society working a minimum of 10 hours yearly.

## **Article V - POWERS AND DUTIES OF OFFICERS**

**Section 1. Numbers** - The officers of the Society shall be a President, Vice President, Secretary and Treasurer, and such other officers as may be designated by the Board of Directors.

**Section 2. Terms of Office** - The officers shall hold office until the subsequent Annual Meeting of the Society and until their successors shall have been elected.

**Section 3. Duties of Officers** - The duties and powers of the officers of the Society shall be as follows:

The **President** shall prepare the agenda and preside at all meetings of the Society and of the Board of Directors and may appoint committees as needed. The

President shall be authorized to represent the Society in all matters of importance to the Board unless directed otherwise by the Board of Directors.

The **Vice-President** shall assume all duties of the President in case of the absence, disability, or resignation of the president.

The **Treasurer** is responsible for the safe-keeping of the Society's funds and for keeping adequate written financial records. The treasurer shall deposit all money received in a financial institution in the name of the Weare Historical Society, give receipts for all monies received and keep vouchers for all monies expended. The Treasurer shall render a written report summarizing revenue and expenditures and their purposes, and the financial condition of the Society, at its Annual Meeting, at least quarterly to the Board of Directors, and as may be requested from time to time by the Board of Directors.

The **Secretary** shall keep the minutes of any Annual or Special Meeting of the Society and of the Board of Directors, keep a list of board members, and render written reports as required. Minutes of meetings shall be prepared for each meeting, and approved at the next Board of Directors meeting.

## **Article VI – ELECTION OF OFFICERS AND DIRECTORS; FILLING OFFICER AND DIRECTOR VACANCIES; REMOVAL OF OFFICERS AND DIRECTORS**

**Section 1. Nomination Committee** - A committee of two shall be appointed by the president to serve as a nominating committee for the following year. This committee of two shall appoint a third member of their choosing to serve.

This committee shall, if possible, present a list of the nominees at the last Board of Directors meeting preceding the Annual Meeting; and in any case shall at the Annual Meeting make nominations for all offices and

**Section 2. Elections** – Officers and Directors shall be elected from the nominees by a vote of all members present at the Annual Meeting, provided a quorum exists. For any office, the person receiving the most votes shall be elected.

For directorships, the eleven (11) persons receiving the most votes shall be elected. If there are fewer than eleven (11) nominees, each nominee shall be elected.

**Section 3. Vacancies** – Any vacancy in any office occurring after the Annual Meeting may be filled by the Board of Directors by vote at any regularly scheduled Board of Directors meeting.

**Section 4. Removal of Officers and Directors** – The Board of Directors may remove any Officer or Director by a two-thirds majority vote, at any time, with or without cause. Officers and Directors so removed are barred from serving in that or any other elected positions for a period of one year.

## **Article VII - ANNUAL AND/OR SPECIAL MEETINGS**

**Section 1. Annual Meeting** – The Annual Meeting of the Society shall be in October of each year. The purpose of this meeting will be to elect the Officers and Directors for the coming year, and bring any other business before the membership.

**Section 2. Special Meetings** – Special meetings of the entire membership may be called by the President or a majority of the Board of Directors. No business other than that specified in the Call for the Special Meeting shall be transacted at any such Special Meeting shall be transacted at any such Special Meeting of the Society.

**Section 3. Meeting Notification** – The date, time and place of each Annual or Special Meeting shall be mutually agreed upon by the president and a majority of the Board of Directors. At least one week's advance notice of such meeting shall be given by mail, telephone call, posting in frequented places or otherwise as the President or a majority of the board of directors shall reasonably decide.

**Section 4. Quorum** - The presence in person of ten members including Directors shall be necessary to constitute a quorum for the Annual or Special Meeting for the transaction of business.

## **Article VIII - FISCAL YEAR**

The fiscal year of the Society shall begin on 1<sup>st</sup> day of January and shall end on the 31<sup>st</sup> day of December.

## **Article IX - AMENDMENT**

These By-Laws and Constitution may be amended at any Annual or Special Meeting of the Society by a two-thirds vote of those members voting, provided that notice of the proposed amendment shall have been given or contained in the notice of the Annual or Special Meeting at which the amendment is voted.

## **Article X - DISSOLUTION OF CORPORATION**

**Section 1.** The Society may seek a decree of dissolution, upon a vote of two-thirds of the members at any Annual or Special Meeting and there-upon apply to the Superior Court for the county in which the corporation is located, at any time when such a motion is thought to be necessary for the benefit of the Society and pursuant to the provisions of RSA292: et seq.

**Section 2.** Upon dissolution, the assets of the Society shall be distributed to the New Hampshire Historical Society.

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*By-Laws – Original 12/5/71*

*Constitution – Original 12/5/71*

*Revised Joint By-Laws and Constitution 10/17/96*

*Revised Joint By-Laws and Constitution 10/21/16*

*Revised Joint By-Laws and Constitution 10/14/20*