

BYLAWS
HAMPTON HISTORICAL SOCIETY

ARTICLE I NAME - The name of this organization shall be the Hampton Historical Society, ~~and the name of the Museum shall be the Tuck Museum.~~ This organization was previously known as the Meeting House Green Memorial and Historical Association, Inc., ~~and the museum was previously known as the Tuck Memorial Museum.~~ **The Hampton Historical Society operates the Tuck Museum.**

ARTICLE II MISSION & PURPOSE
The mission of this organization shall be ~~to honor the founders of the Town of Hampton, New Hampshire;~~ to promote and honor the history and heritage of the town **of Hampton, New Hampshire** and its **founders and** inhabitants; and to preserve such history for future generations.

ARTICLE III PURPOSE
Section 1 In order to carry out this mission, this organization is formed for the purpose of a) holding and preserving real property as historical parks and museums, b) collecting, preserving and ~~displaying for public use donated~~ **exhibiting** artifacts, ~~memorabilia,~~ **documents**, and research material of local historical value, c) promoting the heritage and history of the town within the community, ~~and d) operate the Tuck Museum.~~

Section 2 This Corporation is organized without capital stock and shall be operated exclusively for the purposes herein stated. No part of its net earnings or profit shall inure to the benefit of any private member or individual or be used or appropriated for other than said purpose, and no substantial part of its activities shall be for the conduction of propaganda or otherwise attempting to influence legislation. It is intended that the Corporation shall be of the character described in the provisions of Section 501(c) (3) of the Internal Revenue Code of the United States.

ARTICLE IV MEMBERSHIP
Section 1 Membership in this organization shall be open to all persons supportive of its goals. Privileges of ~~active~~ members will be stipulated by parliamentary authority which includes that each member will be entitled to one vote. Membership shall be open to any such person regardless of race, religion, color, creed, or sex.
Section 2 ~~DUES~~ - The membership fees of this organization, ~~including annual Individual and Family dues, and one-time Life Memberships,~~ shall be set by the ~~Executive Board~~ Board of Trustees. ~~Dues are payable by January 1st.~~ Non-payment of dues shall constitute forfeiture of membership. Any forfeited membership may be reinstated upon full payment of current dues. *[This section was moved from Article X in the 1994 by-laws.]*

ARTICLE V Executive Board Board of Trustees - The ~~Executive Board~~ Board of Trustees shall consist of ~~the five elected Officers of the organization, and six {6} other members-at-large of the organization appointed by the Elected Officers, including the immediate Past President.~~ The ~~Appointed Board Members~~ shall have a term of two years, and their terms shall alternate to

~~allow for at least two appointments each year.~~ **of not fewer than nine, nor more than fifteen members elected by the membership at the annual meeting. The members shall have three-year terms, the terms being staggered so that three to five shall be elected each year.**

Section 1 ~~A majority~~ **Two-thirds** of the ~~Executive Board~~ Board of Trustees shall constitute a quorum for any duly convened meeting. **Such meetings shall be held at least four times per year.** All decisions must be approved by a majority of the Board Members present. **An electronic/telephonic meeting may be called by the President to deal with an urgent situation.**

Section 2 The ~~Executive Board~~ Board of Trustees shall have and shall exercise such control of the affairs and business of the organization as may come before it. The work of the Board should reflect the ~~needs and recommendations of the membership.~~ **mission and purpose of the organization. The Board is responsible for setting goals for the Society and the Museum and for developing strategic plans to implement them. The Board shall also, in conjunction with the Treasurer, manage the organization's investments, assist in the preparation and presentation of budgets, coordinate fund-raising efforts, develop new sources of revenue, including grants, bequests, and capital projects campaigns, and receive the report of the Audit Committee regarding all financial procedures and controls.**

Section 3 The ~~Executive Board~~ Board of Trustees may appoint an Advisory Board of ~~members and past officers~~ to serve in a non-voting advisory capacity.

Section 4 A vacancy in any office due to any cause shall be filled for the remainder of its current term by the ~~Executive Board~~ Board of Trustees at a duly convened ~~Executive Board~~ Board of Trustees meeting if the notice thereof contains advice of such election. Should any Board Member be absent from three (3) consecutive Board Meetings the Member's position shall be considered vacant, unless the absences are acceptable ~~by~~ **to** a majority ~~vote~~ of the Board Members

Section 5 **The members of the ~~Executive Board~~ Board of Trustees shall serve without compensation and, under the laws of the State of New Hampshire, shall not be liable for bodily or personal injury and property damage if the claim for such damage arises from an act committed in good faith and without wilful negligence in the course of an activity carried on to accomplish the purposes of the organization.**

Section 6 **The members of the ~~Executive Board~~ Board of Trustees shall comply with the Conflict of Interest Policy and other policies of the Hampton Historical Society in order to avoid any potential or actual conflicts of interest regarding pecuniary transactions on the part of a member, in accordance with the laws of the State of New Hampshire.**

Section 7 **The organization shall indemnify and hold harmless the members of its ~~Executive Board~~ Board of Trustees from and against all suits, claims, injuries, or damages asserted against them, so long as the member to be indemnified has not acted in bad faith or engaged in intentional misconduct, knowing violation of the law, or derived an improper personal benefit.**

ARTICLE VI OFFICERS - The Officers of this organization ~~elected by the membership at the annual meeting,~~ **shall be elected within two weeks after the annual meeting by the ~~Executive Board~~ Board of Trustees from within the membership of that Board .** They shall consist of a President, Vice-President, ~~Recording~~ Secretary, ~~Corresponding~~ Secretary, and Treasurer. These officers will perform the duties prescribed by the Bylaws and by the parliamentary authority adopted by the organization. The Officers shall be elected to serve a ~~two year one-~~

year term. The President's term of office shall not exceed two consecutive terms. **The terms shall commence on November 1.**

Section 1 PRESIDENT - The President shall preside at all Membership and ~~Executive Board~~ Board of Trustees' meetings of the organization and oversee their general functions; shall be an ex-officio member of all Committees except the Nominating Committee; shall ~~appoint~~ **create or dissolve** all special committees as deemed necessary with the approval of the ~~Executive Board~~ Board of Trustees; and shall perform such other duties as may be prescribed in these Bylaws or assigned by the organization. ~~and shall prepare and present a written annual report at the Annual Meeting.~~

Section 2 VICE PRESIDENT - The Vice President will preside in the absence of the President. ~~and shall perform the presidential duties.~~

Section 3 RECORDING SECRETARY - The Recording Secretary shall keep a permanent record of all the proceedings of the meetings of the Organization and the ~~Executive Board~~ Board of Trustees, and shall perform all other duties incidental to this office.

Section 4 ~~CORRESPONDING SECRETARY - The corresponding Secretary shall conduct all correspondence as deemed necessary; help prepare organizational information; keep a current membership list; oversee the mailing of notices of the Annual Meeting; and assist the Recording Secretary.~~

Section 4 TREASURER - The Treasurer shall be ~~Chairperson of the Finance Committee~~, **the chief financial officer of the organization** and in such capacity shall be custodian of all funds of the organization; present an audited statement of accounts ~~at the Annual Meeting yearly, conducted by the Auditing Committee of the organization~~; give a bond of faithful discharge of the duties in such sums and in such forms as the ~~Executive Board~~ Board of Trustees may require, with the organization bearing the cost of premiums on same. ~~shall disperse said funds only by checks signed by such person or persons as the Executive Board Board of Trustees may direct~~

ARTICLE VII NOMINATING COMMITTEE - A five member Nominating Committee shall consist of a Chairperson appointed by the President, two (2) members appointed by the ~~Executive Board~~ Board of Trustees, and two (2) members **who shall be** elected by the general membership. **The Committee shall be responsible for presenting the nominations for trustees at the following annual meeting.** ~~and shall be responsible for presenting the nominations for officers at a Membership Meeting~~

ARTICLE VIII STANDING COMMITTEES - The organization shall have Standing Committees **which shall consist of, but not be limited to,** the following: ~~Tuck House Committee~~ **Buildings and Grounds Committee**, ~~Tuck Museum Committee~~, Program and Publicity Committee, **Publicity Committee, Education Committee**, Membership Committee, **Newsletter Committee**, and Auditing Committee. ~~and Finance Committee.~~

Section 1 The ~~membership Chair~~ of the Standing Committees shall be named by the President at the first ~~Executive Board~~ Board of Trustees meeting after the annual meeting.

Section 2 Committee Responsibilities:
~~Tuck House Committee~~ **The Buildings and Grounds Committee** - The Tuck House Committee shall be responsible for the care and maintenance of the land and buildings ~~which house the Tuck Museum of the Hampton Historical Society.~~

~~Tuck Museum Committee~~: The Tuck Museum Committee shall be vested with the care ~~and responsibility of the exhibits~~ **of the collection** of the Tuck Museum **and its exhibits.** The Committee shall also be responsible for maintaining the schedule of museum hours. ~~providing hosts and hostesses, and promoting the museum within the community.~~

~~Program and Publicity Committee: The Program and Publicity Committee shall be responsible for providing speakers and other programs for the Society, agenda at membership meetings, and for providing publicity for the meetings and other activities of the organization.~~

Education Committee: The Education Committee shall be responsible for planning programs for schoolchildren.

Publicity Committee: The Publicity Committee shall be responsible for providing publicity for programs and for other activities of the Society.

~~Membership Committee: The Membership Committee shall be responsible for keeping a current list of Life Members and Regular Members in good standing members and for promoting membership within the community.~~

Newsletter Committee: The Newsletter Committee shall be responsible for publishing a newsletter about the Society's activities which shall be distributed to the membership on a regular basis.

~~Auditing Committee: The Auditing Committee shall perform an annual audit of the organization's statement of accounts, for the purpose of determining whether the financial statements are free of material misstatement.~~

~~Finance Committee: The Finance Committee shall manage the organization's investments, assist in the preparation and presentation of budgets, coordinate fund-raising efforts, develop new sources of revenue, including grants, bequests, and capital projects campaigns, and receive the report of the Audit Committee regarding all financial procedures and controls [This section was incorporated into the functions of the Board of Trustees.]~~

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ARTICLE VIII

~~MEMBERSHIP MEETINGS AND ANNUAL REPORTS~~ **Annual Business Meeting and Special Membership Meetings:** There shall be at least three Membership meetings each year. The Membership shall be notified of the meeting at least ten (10) days prior to said meeting.

Section 1

~~The annual meeting of the membership shall be held on or about the 14th of October, the Founders' Day of Hampton, or the nearest day to the 14th of October of each year to conduct elections of officers; Trustees, to receive annual or interim reports; and to transact such other business as may properly be brought before this meeting. The Membership shall be notified of the meeting at least ten (10) days prior to said meeting. Each Officer and Committee Chairperson so designated by the Board shall render an annual written report of their respective office or committee. Such reports shall be filed with the Recording Secretary at the annual meeting.~~

Section 2

~~The annual meeting of the membership shall be held on or about the 14th of October, the Founders Day of Hampton, or the nearest day to the 14th of October of each year to conduct elections of officers; to receive annual or interim reports; and to transact such other business as may properly be brought before this meeting.~~

Section 3-2

~~At least two other~~ **Special** membership meetings shall also be held each year as evenly spaced as possible for the purpose of transacting any business as may properly be brought before the meetings. ~~Other membership~~ **These** meetings may be called at the discretion of the ~~Executive Board~~ Board of Trustees, or at the written request of five (5) other members of the organization.

Article X

Section 1

RECEIVING AND EXPENDITURE OF FUNDS

All bank checks drawn against the organization's checking account shall be signed by the Treasurer and/or the President, or by such other person(s) **member of the Board Trustee** as the ~~Executive Board~~ Board of Trustees may from time to time determine. **A co-signer is required for any disbursement over \$500.**

Section 2

All funds of the organization shall be deposited as received in the organization's ~~checking accounts or savings account~~ with such bank or banks **or other financial institutions** as the ~~Executive Board~~ Board of Trustees may from time to time determine.

[Article X of the 1994 Bylaws regarding dues is now incorporated in Article IV, Membership.]

ARTICLE XI QUORUM AND PARLIAMENTARY AUTHORITY

Section 1 At ~~all general membership~~ **special membership** meetings and at the annual meeting of the ~~Association~~, **Society**, twenty (20) members shall constitute a quorum, and a majority vote of those present shall decide all matters.

Section 2 Customary parliamentary procedure shall take precedence at all meetings.

ARTICLE XII DISSOLUTION - ~~Upon the dissolution of the Meeting House Green Memorial and Historical Association, Inc. assets shall be distributed 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 tax code), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such asset not so disposed of shall be disposed by the Court of Common Pleas of Rockingham County, NH in which the organization is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine.~~

Upon the dissolution of the Hampton Historical Society, its real estate shall be distributed to the Town of Hampton, New Hampshire, and its remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)3 of the Internal Revenue Code, as amended, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any asset not so disposed of shall be disposed of by the Superior Court of Rockingham County, Brentwood, New Hampshire, in which the organization is located, exclusively for such5 purpose(s) or to such organization(s) as the said Court shall determine.

ARTICLE XIII AMENDMENTS - These Bylaws may be amended or altered by a majority vote at any ~~annual~~ **general** or special meeting of the ~~Association~~ **Society**, provided that the ~~substance~~ **text** of the proposed amendment or alteration be mailed by the Secretary to each member in good standing, not less than ~~thirty (30)~~ **ten (10)** days before the time of such meeting. A copy of these Bylaws shall be kept at the Tuck Museum and shall be made available ~~to any member~~ upon request.

Transition - These Bylaws shall take effect at the first annual meeting of the Society after approval. The election of trustees shall be arranged to allow for an ongoing staggering of the terms of the Board of Trustees.

ARTICLE XIV ACTIVITIES NOT PERMITTED - Notwithstanding any other provision of these articles, the ~~corporation~~ **Society** 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 of 1986 (or the corresponding provision of any future United States Internal Revenue law) or b) by a corporation contributions to which are deductible under section 170(c)2 of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law).

~~Adopted October 14, 1994 by Unanimous Vote of Board of Directors and General Membership.~~