

By-Laws of
The Pepperell Historical Society
Adopted June 14, 2004

Article One: Name and Object

Section 1: Name. The name of the Society shall be The Pepperell Historical Society.

Section 2: Object. The Society's shall promote the discovery, preservation, and dissemination of Pepperell history for posterity. The society's objectives shall include, but are not limited to, community service through education and cooperation; the documentation, protection and interpretation of historical records and artifacts relating to Pepperell history; preserving items of current events that may have future historical interest; and to interest and unite the townspeople in a finer public spirit, through a fuller understanding of the traditions and history, both past and in the making, of our town and its neighboring communities.

Article Two: Membership and Dues

Section 1: Eligibility for Membership. Any person who supports the society's objectives may become a member by paying the annual membership dues and agreeing to comply with these By-Laws.

Section 2: Classes/Types of Membership. There will be two classes of membership - Full and Associate. Full membership confers the right to vote in all Society business which requires a member vote. Associate membership is a nonvoting membership also ineligible for elected office within the society.

Full:

- Individual Membership - Those 18 or older are eligible.
- Senior Membership - Only those 60 or older are eligible.
- Family Membership - Group membership for immediate/household family only. Voting rights limited to declared head of household.
- Individual Lifetime Membership - Those 18 or older are eligible.

Associate:

- Student Membership - Those under age 25 with verification of student status are eligible.
- Corporate Membership - Businesses
- Honorary Membership - Granted by the Board of Trustees

Section 3: Dues. Annual dues for all classes of membership shall be recommended by the Board of Trustees and approved by a vote of the general membership of the Society at the Annual Meeting.

Section 4: Termination of Membership. All members whose dues are in arrears for 2 consecutive years will be considered to have voluntarily withdrawn from the Society. The Board of Trustees may reinstate members upon payment of fees in full.

Article Three: Officers and Directors

Section 1: Governance. The Society's government shall be entrusted to a Board of Trustees, comprised of 4 elected Society Officers, and 3 elected Directors.

Section 2: Terms and Titles. The elected Society Officers shall consist of a President, a Vice President, a Clerk, and a Treasurer. The term of office shall be 1 year. The standard term of an elected Director shall be 3 years, so arranged that one Director shall be elected at each annual meeting.

Section 3: Resignation/Removal of Trustees. Any Trustee may resign by notice in writing to the President or the Clerk of the Society. Absence from 3 consecutive meetings may also be construed as a resignation. Trustees may be removed for cause at a Special Membership meeting called for that purpose. A new Trustee shall be elected by the membership at either a special meeting called for that purpose or at the next regular meeting following the regular meeting when the vacancy is announced. Nominations may be made by the Board, by the petition of five (5) members, or by nomination from the floor at the meeting called for said election.

Article Four: Duties of Officers and Directors

Section 1: Duties of the President. The President shall preside at all meetings and shall serve as Chair of the Board of Trustees. The President shall be an ex-officio member of all committees. Ex-officio members can attend meetings and speak but not make motions or vote.

Section 2: Duties of the Vice President. The Vice President shall assist the President and perform the duties of the President in case of absence or disability. The Vice President shall keep a directory of all committees. The Vice President shall present reports at meetings for all committee chairpersons not present provided the chairpersons deliver the committee reports to the Vice President prior to the meeting.

Section 3: Duties of the Clerk. The Clerk shall keep a written record of all meetings and shall conduct the correspondence of the Society. The Clerk shall also keep a roll of all members of the society, including their addresses and other pertinent information. The membership roll shall be used only pursuant to activities of the society. The Clerk shall maintain the By-Laws and furnish a copy to all new members upon joining the society, and to general membership upon request. The Clerk shall certify the election of the Board of Trustees.

Section 4: Duties of the Treasurer. The Treasurer shall have general charge of administering the financial interests of the Society, including its protection by insurance; shall be the sole custodian of all funds of the Society; shall collect all dues and assessments voted by the Society; shall receive any legacies bequeathed or donations made to it; shall disburse the monies so received and collected, but for sums over two hundred dollars the Treasurer must have a written order signed by two members of the Board of Directors, other than herself/himself. The Treasurer shall render a written report of the society's accounts at each regular meeting, the report of the annual meeting to be an audited report.

Section 5: Duties of the Board of Trustees. The Board of Trustees shall have general control of the property and affairs of the Society; shall appoint Chairmen of Committees, and appoint such other officials and committees as from time to time shall be needed; shall specify the duties of and the standards and policies for such other officials and committees that they appoint. The Board shall also adopt policies regarding fund-raising, fiscal management, long-range planning, staffing of programs, education, and interpretation. No property of the Society shall be disposed of or destroyed except with the prior approval of the Board.

Article Five: Meetings and Voting

Section 1: General and Annual Meetings. There shall be a minimum of six (6) general meetings for the membership, held on the second Monday of the month at the Prescott Grange, 12 Park Street, Pepperell, unless moved elsewhere by vote of the membership. The June general membership meeting shall be considered the Annual Meeting, at which time the membership shall conduct such business as may be proper. Written notice of the Annual Meeting shall be given to the membership at least thirty (30) days in advance. All meetings are open to the public.

Section 2: Rules of Order. Ten members in good standing shall constitute a quorum for the transaction of business. At general meetings, a simple majority of the members present is required to pass motions and conduct business. Proxy voting shall not be permitted. Robert's Rules of Order will govern all matters of procedure not stipulated by the Society's By-Laws.

Section 3: Elections. Elections to the Board of Trustees shall take place at the Annual Meeting. Nominations may be made by any full member with the consent of the person being nominated in writing in advance of the election, or from the floor at the Annual Meeting. Voting shall be conducted by ballot with no proxy voting allowed. Each full member may cast one (1) vote, in respect to each vacancy. If there are more nominees than positions to fill, the nominees receiving the largest number of votes shall be elected. Otherwise, nominees are elected by a simple majority vote. Results will be announced prior to the adjournment of the Annual Meeting, and the elected Trustees will be installed at the following general meeting.

Section 4: Special Meetings. Special meetings shall be called by the President or the Clerk on written petition of seven members of the Society. Such request shall state the purpose(s) of the proposed meeting, why the purpose is not suited for a general meeting, and business transacted shall be confined to that purpose. Written notice of the special meeting stating time, place and purpose shall be mailed at least seven (7) days in advance to every member.

Article Six: Committees

Section 1: Forming Committees. The Board of Trustees will form committees and appoint chairpersons to take and manage actions consistent with the objectives of the Society. Committees must maintain minutes of all meetings and records of all correspondence and shall file a copy of each with the Society Clerk.

Section 2: Standing Committees. The Society will have the following Standing Committees:

- I. Communication/Publicity
2. Finance (Chaired by Treasurer)
3. Membership/Special Events
4. Historic Research/Preservation

Section 3: Committee membership. Chairpersons shall appoint the appropriate number of members to their Committee.

Article Seven: Societal Assets

Section 1: Irrevocable dedication of assets. The assets of the Society are irrevocably dedicated to Societal purposes. No member, officer, director, or committee member shall receive any part of the net earnings or assets of the Corporation.

Section 2: Reimbursement for expenses. Reimbursement may be made for authorized, budgeted expenses as may necessarily be incurred in the pursuance of the business of the Corporation.

Article Eight: Fiscal Year

The Fiscal year shall run concurrently with the calendar year, beginning 1 January and ending 31 December. At the close of the fiscal year, or at any time prior to it, the Board of Trustees may require an audit of the Society's accounts.

Article Nine: Amendments

These By-laws may be altered, repealed or amended at any meeting by a vote of 2/3 of the voting members present, provided notice of the proposed change was given at a previous business meeting and posted in advance no fewer than 10 days prior. Amendments shall not become effective until 30 days after their adoption.

Article Ten: Limitations

Nothing herein shall be construed to authorize the Society, or any member of the Board of Trustees, directly or indirectly, to engage in any unlawful activity. The Society shall not carry on, nor permit any activity, directly or indirectly not permitted by the Federal Income Tax Law under Section 501 (c)(3) of the Internal Revenue Code.

Article Eleven: Dissolution

This Society may be dissolved with the written consent of not less than 2/3 of voting members. After payment of all debts and liabilities and the return, wherever possible, of all articles held on loan, the assets of the Society shall be turned over to the Pepperell Historical Commission and/or the Trustees of the Lawrence Library for whatever historic use the recipients see fit to pursue.

March 1, 2005

AMENDMENT TO BY-LAWS

Article Eleven: Dissolution

This Society may be dissolved with the written consent of not less than 2/3rds of voting members. After payment of all debts, liabilities and the return, whenever possible, of all articles held on loan, the assets of the Society shall be **distributed to one or more exempt organizations within the meaning of section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) or to the federal, state or local government. Any such assets not so disposed of shall be disposed of by the court of competent jurisdiction of the county in which the principal office of the Society is then located, as said court shall determine, which are organized and operated exclusively for such purpose.**

Additional language in **bold**.