

Bylaws of The Topsfield Historical Society

Article I NAME

The organization shall be known as The Topsfield Historical Society

Article II PURPOSES

The purposes of the Society shall be:

To collect, preserve, maintain, study and exhibit historical materials relating to the Town of Topsfield;

To preserve and maintain the Parson Capen House, the Captain Joseph Gould Barn and any other historic structures that may be acquired by the Society;

To encourage the study of Natural history in its various forms;

To engage in multi-generational outreach that connects the community with the town's history in ways relevant to the current culture and interests.

For these purposes the Society engages in activities including, but not limited to, oversight, study, historical research, communication, advocacy, reporting, and public education. To accomplish these purposes, the Society may solicit, receive and borrow, with or without security, real and personal property, including funds, by way of gifts, contributions and subscriptions, and administer, hold, convey, transfer, disburse, lend and sell the same for such charitable purposes as are permitted by Section 501(c)(3) of the Internal Revenue Code of the United States as it now exists and as hereinafter amended.

Article III MEMBERSHIP

Membership in this Society shall be open to any and all persons by application only in such form and pursuant to such procedures as the Board of Directors shall from time to time determine. Membership is not transferable except as the Directors shall determine. Membership will be renewable annually.

Membership classification shall be as determined by the Board of Directors.

Dues shall be reasonable and equitable amounts as fixed by the Board of Directors and shall be payable as determined by the Board of Directors

If it is difficult for an individual to pay dues, that individual may contact the President to request an exemption. The President shall then meet with the Treasurer and they shall decide on appropriate action. Strict privacy shall be maintained by all concerned with this matter.

Persons may be dropped from membership by action of the Board of Directors if such persons are in default of dues payments for at least two years or for any other reason detrimental to the interests of the Society.

The Annual Meeting of the Society shall take place at a date and time determined by the Board of directors. Special meetings may be held at such times as the President or a majority of the Board of Directors shall determine.

The quorums for all meetings of the members of the Society shall be twenty five members. All actions by the members of the Society shall be by a majority vote of those present and voting.

Article IV BOARD OF DIRECTORS

The Board of Directors shall be responsible for the general welfare of the Topsfield Historical Society and shall conduct the business of the Society so as to give effect to the purposes of the Society as stated in the Bylaws. The Board of Directors shall conduct, manage and control the affairs of the Society and make such rules and regulations consistent with these Bylaws, the laws of the United States and the laws of the Commonwealth of Massachusetts. .

The Board of Directors shall be comprised of a minimum of six Directors and not more than fifteen Directors and shall be elected from the membership of the Topsfield Historical Society by a majority vote of the members present at the Annual Meeting at which a quorum is present. The Directors of the Society must at all times be members of the Society. Directors shall serve without compensation.

The terms of each Director shall be for three years. The three year terms shall be staggered. Therefore once elected, each Board member shall stand for re-election, if desired, every three years.

A majority of the Directors then in office shall constitute a quorum at any meeting of the Board of Directors. A vote by the majority of the Board of Directors except if a larger vote is required by law or by these Bylaws, shall be sufficient to decide any question brought before the Board of Directors and shall be the valid action of the Board , whether or not a meeting was held in accordance with these bylaws. The vote by the Directors may be cast in electronic form such as by e-mail, by telephone or in person at a meeting of the Board of Directors at which a quorum is present. Less than a quorum may adjourn any meeting from time to time without further notice.

Any vacancy on the membership of the Board of Directors, whether caused by death, resignation or the creation of new positions on the Board of Directors; may be filled by the current Board members, until the next scheduled Annual Membership meeting; for the remainder of the current year's term by a majority vote of the remaining Directors. The vacancy shall then be filled for the balance of the "term remaining" by a majority vote of the membership at the next Annual Meeting of the membership. If the remaining Directors do not choose to fill the vacancies, they may exercise the power of the full Board until new Directors are elected.

Regular meetings or special meetings of the Board of Directors may be held at such times and at such places as the Board may, by vote, from time to time determine. Special meetings may

be held at any time and place when called by the President, the Treasurer, or two or more directors.

Notice of all such meetings of the Board of Directors shall be given to each Director by the Director calling the meeting. Notice shall be given to each Director personally, or by telephone or by e-mail sent to his/her business or home address one week in advance of the meeting.

Any Director may resign by delivering his/her written resignation to the President or Secretary of the Society. Such resignation shall be effective upon receipt unless it is specified to be effective upon a later date or upon its acceptance by the Board.

With or without cause, the Board of Directors may, by a two thirds vote of the Directors, remove from office any Director, which vacancy to be filled as hereinabove provided.

Norm Isler, President of the Society, shall be designated the first Society Trustee of the John Kimball, Jr. Memorial Trust to serve with two Kimball family member trustees as defined in the Trust Agreement. If a successor Society Trustee is required, he/she will be chosen in accordance with the provisions of Article 4.1 of the John Kimball, Jr. Memorial Trust.

Article V OFFICERS

The Officers of the Society shall be elected annually by and from the Board of Directors at a Board meeting following the Society's Annual Meeting of the members. and shall consist of the following: President, Vice President, Treasurer, and Secretary, all of whom shall retain their status as members of the Board of Directors. Not more than two offices may be held by the same person, and in no case shall the President hold more than one office.

The President shall be the chief executive officer of the Society, and shall have general charge and supervision over the activities of the Society. The President shall preside at all meetings of the Society and of the Board of Directors and shall be an Ex-officio member of all Standing Committees. The President with the Treasurer shall sign all written contracts and obligations of the Society subject to the direction of the Board.

The Vice President shall perform the duties of the President in the absence of the President and shall assist the president in such duties as the president shall direct.

The Treasurer shall receive and collect all monies due the Society, shall have custody of all its monies, securities, legacies, trust funds, museum fund, insurance policies and state reports, and shall keep a strict account of the same. The Treasurer shall make deposits and investments in the name of the Society in such depositories and other appropriate institutions as directed by the Board, and shall buy, sell or transfer such shares of stock, bonds and other Securities as directed by the Board.

The President with the Treasurer shall sign all written contracts and obligations of the Society subject to the direction of the Board. The Treasurer shall pay all bills received by the Society in the course of its activities and shall have authority to sign the Society's checks, except that

checks in excess of One Thousand Dollars (\$1000.00) shall be signed by both the President or the Vice President and the Treasurer.

No Officer of the Society shall incur any obligation of the Society in excess of Five Thousand Dollars (\$5,000.00) and no Director of the Society shall incur any obligation of the Society in excess of One Thousand Dollars,(\$1,000.00) without the express direction and approval of the Board by a majority vote..

The Treasurer shall keep records in proper books of account and /or in secure computer financial files and shall give a report at the annual meeting of the Society and at meetings of the Board of Directors when requested.

The Secretary shall record the proceedings of the Board of Directors and shall report at the annual meeting of the Society when requested by the Board of Directors. The Secretary shall keep all records and records and papers (other than the Treasurer's and membership lists), of meetings, elections and committee appointments..

Article VI FISCAL YEAR

The fiscal year of the Society shall run from January 1 to December 31 of each year and shall apply to dues, programs, accounting budgets, and reports to governmental authorities.

Article VII STANDING COMMITTEES

The Board of Directors may from time-to-time appoint one or more Standing Committees whose members need not be Directors. The Board of Directors shall have full authority to set forth the function and duties of the Standing Committees and to increase or decrease the number of Standing Committees.

Article VIII AMENDMENTS

These Bylaws may be altered, amended or repealed by a majority vote of the Board of Directors provided that no change can be made to the right of the members to vote for the Board of Directors under Article IV.

Article IX PARLIAMENTARY PROCEDURE

Robert's Rules of Order, revised, shall be the authority of the Society on questions of parliamentary procedure.

Article X BYLAWS APPROVAL

These by-laws will be effective upon acceptance by the Membership at the March 10,2019 General Meeting.

February 8, 2019