

# **THE BEDFORD HISTORICAL SOCIETY, Inc.**

**501(c)(3)**

**BYLAWS (Revised as of 05/20/2010)**

**ARCHIVAL COLLECTIONS POLICIES  
(Revised as of 05/27/2009)**

**MISSION STATEMENT (Revised as of 05/27/2009)**

## **Bylaws**

Last revised 05/20/2010.

### **Article 1. Name**

The name of the organization, founded in 1893, shall be the Bedford Historical Society, Inc. (Society).

### **Article 2. Purpose**

The purpose of the Society shall be:

- (1) the collection and preservation of objects and facts of Bedford historical interest;
- (2) the restoration and protection of buildings, artifacts, and articles relevant to the history of Bedford and their preservation for present and future generations;
- (3) the education of its members and all people interested in the history of Bedford through various programs, activities, and media.

## **Article 3. Membership**

**Section 1.** Any person or persons interested in the objectives of the Society may become a member by paying the dues applicable to their class of membership.

**Section 2.** Classes of membership shall be as follows:

- a. Student annual membership (high school or college)
- b. Individual annual membership (one person)
- c. Couple (or Family) annual membership (members of one household)
- d. Supporting annual membership
- e. Individual lifetime membership (one person)
- f. Couple (or family) lifetime membership (members of one household)
- g. Honorary lifetime membership (may be granted by a majority vote of the Executive Committee with no dues required to any person who has shown extraordinary interest and effort in promoting the programs and welfare of the Society)

**Section 3.** The annual dues shall be for the program year, with the following exception. New members joining on or after the March general membership meeting shall be considered to have paid their dues for the following program year.

**Section 4.** The amount of the annual dues shall be recommended by the Board of Directors, and approved by the general membership.

## **Article 4. Meetings and Calendar**

**Section 1.** The program year of the Society for membership, meetings, elections and terms of office shall be from June 1 through May 31 of the next calendar year. For the purpose of filing information and tax returns to the Internal Revenue Service and Massachusetts Department of Revenue, the fiscal year shall coincide with the calendar year.

**Section 2.** At least six Society general membership meetings shall be held from September through May, including the annual meeting; the dates to be at the discretion of the Officers and the Executive Committee.

**Section 3.** The annual meeting shall be held in May.

**Section 4.** Special meetings and activities may be held any time when called by the President and Officers or upon written request to the Secretary by ten or more members. The meeting shall be held within thirty days of the written request.

**Section 5.** Meetings at which business is to be conducted shall be announced by prior written notice to all members.

**Section 6.** Any business or project which cannot be completed within two years shall be approved by the Board of Directors before being voted upon by the membership.

**Section 7.** A quorum for voting shall be 20 members in good standing.

## **Article 5. Officers**

**Section 1.** The Officers shall be the President, Vice-President, Secretary and Treasurer. The Officers shall serve for a term of one year, and are nominated pursuant to the provisions of Article 8 and elected pursuant to Article 11.

**Section 2.** The President shall preside at general membership meetings and special events; shall serve, *ex officio*, on the Finance Committee (with voting powers); shall serve, *ex officio*, on the Board of Directors (without voting powers); and shall represent the Society within the community and the region, as necessary. The President shall manage and supervise the Executive Committee; and shall appoint members of its subcommittees. The President shall prepare a written annual summary report to the membership at the end of the program year which shall become a permanent record of the Society.

**Section 3.** The Vice-President shall assume the duties of the President in the event of the latter's absence, resignation, or inability to serve; and shall stand ready to assist the President whenever called upon. The Vice-President may also act as parliamentarian.

**Section 4.** The Secretary shall ensure that all members are notified of all general membership and special meetings; shall record the minutes of all general membership meetings, special meetings, and Executive Committee meetings; and shall at the request of the President, notify Executive Committee members of Executive Committee meetings. The minutes recorded by the Secretary shall become a permanent record of

the Society. The Secretary shall ensure that the Corporation Annual Report is prepared and submitted to the Massachusetts Secretary of the Commonwealth.

**Section 5.** The Treasurer shall receive all Society moneys and make all disbursements, keeping strict account thereof; shall submit a written and oral financial report at each Society general membership, Board of Directors, and Executive Committee meeting, and shall submit a written financial report at the end of each fiscal year. The Treasurer shall make the Treasurer's books, bank books, etc., available to the Finance Committee for annual examination and/or upon request; shall make the books available to an independent accountant for review and for preparation of information tax returns; and shall be responsible for filing tax returns and other financial reports required by the U.S. Internal Revenue Service, Massachusetts Department of Revenue, and Attorney General's Division of Public Charities. The Treasurer shall prepare the Society annual budget and present it to the Executive Committee and the Board of Directors for approval. The Treasurer shall seek guidance from the Finance Committee in accounting and administration of Society funds. The Treasurer shall be an *ex officio* (without voting powers) member of the Finance Committee. The records and reports of the Treasurer shall become a permanent record of the Society.

**Section 6.** Should a vacancy occur, a replacement shall be appointed immediately by the remaining Officers to fill out the remainder of the term. Upon request, the Nominating Committee shall assist in identifying candidates.

## **Article 6. Society Staff**

**Section 1.** The Board of Directors may employ one or more individuals to perform the roles of Executive Director, Curator, Archivist, or other positions. The Society staff roles also may be performed by volunteers.

**Section 2.** Society employees shall not serve on the Board of Directors or as an Officer of the Society.

**Section 3.** The Executive Director shall be responsible for supervising all Society employees and volunteers performing staff functions.

**Section 4.** The Executive Director shall be responsible to the President for the business management of the Society and proper use of Society resources for the education of its members and all people interested in the

history of Bedford. The Executive Director shall be responsible to the Board of Directors for the conscientious preservation and supervision of the Society's properties and collections.

**Section 5.** The Curator shall be responsible for control, preservation, and protection of all museum collections, exhibits, and objects other than historical records and documents for which the Archivist is responsible, and for keeping an accurate accounting and documentation of any and all such materials. The Curator, reporting to the Executive Director, shall oversee all museum operations and shall assist in planning and creating exhibits and in performing associated research and publishing activities.

**Section 6.** The Archivist shall be responsible for control, preservation, and protection of all archival collections, including papers, photographs, maps, audio tapes, video tapes, electronic records and other documentary records in the Society's collection, and for keeping an accurate accounting and documentation of any and all such materials. The Archivist, reporting to the Executive Director, shall oversee the organization and preservation of historical records and documents and shall assist in performing associated research and publishing activities.

**Section 7.** The Executive Director and the Curator or Archivist as appropriate shall accept gifts offered to the Society in conformance with the Society's Collection Policy. Together with the Chair of the Board of Directors, the Executive Director and the Curator or Archivist as appropriate shall decide on rejection of gifts, and shall approve deaccession of property in conformance with the Society's Collection Policy.

## **Article 7. Finance Committee**

**Section 1.** The Finance Committee shall be comprised of five voting members - two of whom shall be the President and the Chair of the Board of Directors. The three remaining members shall be members in good standing who are qualified to provide guidance in investments and financial matters. The Treasurer shall be an *ex officio* (without voting powers) member of the Finance Committee.

**Section 2.** The President and the Chair of the Board of Directors shall serve on the Finance Committee for the duration of their terms of office. The other three members will be appointed by the President and the Chair of the Board of Directors for a three year term, with one new

member replacing one retiring member each year. In the event of a vacancy, the President and Chair of the Board of Directors shall appoint a replacement for the unexpired term.

**Section 3.** The Finance Committee shall manage the Society's funds and investments for the long-term benefit of the Society. The Finance Committee shall have access to the Treasurer's books for examination annually and/or upon request; shall assist the Treasurer as needed or requested in accounting and administration of Society funds; and shall assist the Treasurer as needed in the preparation of the written financial report at the end of each fiscal year. The Finance Committee shall be cognizant of tax reporting requirements and shall ensure that all such tax returns and other financial reports are filed in a timely fashion. The Finance Committee shall advise the Board of Directors upon request regarding financial matters of the Society.

**Section 4.** The minutes of the Finance Committee shall become a permanent record of the Society.

## **Article 8. Nominating Committee**

**Section 1.** A Nominating Committee of three members shall be named at the annual meeting of the Society as follows:

- a. One member appointed by the Executive Committee
- b. One member appointed by the Board of Directors
- c. One member appointed by the membership at large

**Section 2.** Each committee member shall serve for a three year term, with one new member replacing one retiring member each year. In the event a committee member must leave before his/her full term, a replacement shall be appointed immediately by the same source that originally appointed that member, to fill out the remainder of the unexpired term.

**Section 3.** The Nominating Committee shall prepare a slate of nominees to serve the ensuing year consisting of:

- a. A President, a Vice-President, a Secretary, and a Treasurer

- b. Three Directors for four years, plus additional Directors to fill any unexpired vacancies that may have occurred during the year.

**Section 4.** A copy of the proposed slate shall be sent by the Executive Committee to each member at least three days before the annual meeting.

**Section 5.** The Nominating Committee shall, at the request of the President, assist the President in identifying subcommittee members.

**Section 6.** All meetings and business of the Nominating Committee shall be strictly confidential.

## **Article 9. Executive Committee and its Subcommittees**

**Section 1.** The Executive Committee shall consist of the Society Officers, the chair of the Board of Directors *ex officio* (without voting powers), and the members of the following subcommittees:

- Meetings and Events
- Outreach and Support
- Merchandise and Sales
- ad hoc subcommittees as deemed necessary and appointed by the President.

**Section 2.** The duties of the subcommittees are described below.

- a. **Meetings and Events.** The Meetings and Events Subcommittee shall plan and execute general membership meetings (including the Annual meeting and December holiday gathering) and special events that educate and entertain Society members and interested persons about topics relating to the history of Bedford and the larger currents of American history. The Subcommittee's scope shall include program development, publicity, reception and hospitality.
- b. **Outreach and Support.** The Outreach and Support Subcommittee shall be responsible for expanding the Society's membership and enhancing the Society's visibility within the community. Their activities shall include membership campaigns, creating and expanding alliances with community and business organizations and town departments, outreach to

new residents, and partnering with local schools.

- c. **Merchandising and Sales.** The Merchandising and Sales Subcommittee shall work with Society staff to identify marketable products and marketing initiatives. The Subcommittee's scope shall include planning, staffing, and selling the Society's merchandise at community-sponsored events.

**Section 3.** Subcommittee members shall be appointed annually by the President. The President shall appoint sufficient members to ensure that the subcommittees can adequately perform their responsibilities. The President may request that the Nominating Committee assist in identifying subcommittee members.

**Section 4.** Five members of the Executive Committee shall constitute a quorum.

**Section 5.** The Executive Committee shall review and approve the Society annual budget, support the work of its subcommittees, and interface with the Officers and the Board of Directors. Expenditures for non-budgeted and/or discretionary items in excess of \$250 shall require prior approval of the President, Treasurer, and Chair of the Board of Directors or their designees.

**Section 6.** The Executive Committee shall meet at least six times a year and at such other times as are deemed necessary by the President. Minutes of its meetings shall be prepared by the Secretary or a designee and shall become a permanent record of the Society.

**Section 7.** At the close of the Society's program year, the subcommittees shall submit written reports to the President and surrender to their successors all Society properties in their possession. The written reports shall become permanent records of the Society.

## **Article 10. Board of Directors**

**Section 1.** The Board of Directors shall consist of 12 members, each elected for a period of four years and so elected that each year three members come up for either re-election or replacement. Board members shall be nominated pursuant to the provisions of Article 8 and elected pursuant to Article 11.

**Section 2.** The President of the Bedford Historical Society shall be an *ex officio* (without voting powers) member of the Board of Directors.

**Section 3.** Vacancies on the Board of Directors occurring during the year may be filled by the remaining Directors to serve until the next annual meeting.

**Section 4.** The Board of Directors shall elect its own Chair and Clerk annually. The duties of the Chair and Clerk are described below.

- a. **Chair.** The Chair shall schedule and preside over Board meetings, shall serve as a member *ex officio* (with voting powers) of the Finance Committee, and shall serve as a member *ex officio* (without voting powers) of the Executive Committee.
- b. **Clerk.** The Clerk shall record the minutes of the Board meetings, and shall submit them as a permanent record of the Society. The Clerk also may act as parliamentarian.
- c. **Section 5.** Seven members of the Board of Directors shall constitute a quorum. Action of the Board of Directors shall require the affirmative vote of a majority of the Directors currently holding office.

**Section 6.** The Board of Directors shall:

- a. concern itself with the general health and long-term stability of the Society,
- b. exercise those powers and responsibilities conferred upon it by corporate law,
- c. review those proposed projects which commit the Society for more than two years; and, if they are within the objectives and capabilities of the Society to complete, approve them before they are submitted to the membership for action,
- d. approve Society deaccessions in accordance with the Collection Policy,
- e. be responsible for the stewardship of Society properties and collections in accordance with Article 6,
- f. may employ Society staff in accordance with Article 6, and
- g. review and approve the Society annual budget.

## **Article 11. Elections**

**Section 1.** The Officers and the Board of Directors shall be elected at the annual meeting.

**Section 2.** At the annual meeting, the President shall first call for the report of the Nominating Committee and then fill any vacancies on the slate from the floor, any contest to be resolved by ballot.

**Section 3.** The President shall then call for nominations from the floor to supplement and/or challenge the proposed slate, any contest to be resolved by ballot.

**Section 4.** In the absence of any contest, election may be affirmed by oral vote of the members, the Secretary casting one ballot for the entire slate as presented.

**Section 5.** All Officers and Directors shall continue to perform their functions until their successors have been elected and have assumed their duties.

## **Article 12. Amendments**

These Bylaws may be amended by a majority vote of the members present and voting at a general membership meeting, provided previous notice of not less than one week has been made in writing to each member and announcement of the intention to amend was made at the previous meeting.

## **Article 13. Standing Rules**

Standing rules may be adopted by a majority vote at any general membership meeting of the Society. If notice was given at a previous meeting, a standing rule may be amended or rescinded by a majority vote; if notice was not given, it may be amended or rescinded by a two-thirds vote. Standing rules must not conflict with the Bylaws.

## **Article 14. Dissolution**

**Section 1.** In the event that a quorum is not available at an annual meeting, the President of the Society or the Chair of the Board of Directors shall call a special meeting of the Board of Directors to decide

whether or not the Society should be dissolved, and to take whatever other action is appropriate.

**Section 2.** For purposes of this special meeting of the Board of Directors, Directors whose terms should have expired at the annual meeting shall still be considered active and allowed to vote.

**Section 3.** If it is determined that the Society should be dissolved, all financial and property assets shall be conveyed to the Trustees of the Bedford Free Public Library.

# Archival Collections Policy

Last revised 5/27/2009.

The Bedford Historical Society, Inc. (Society) collects documentary evidence of the establishment, growth and development of Bedford regardless of the format. This includes but is not limited to print materials, photographs, maps, audio tape, video tape, or electronic documents. The Society also collects objects that are representative of typical daily life in Bedford, past or present, and objects associated with historical or cultural events and inhabitants of Bedford.

All materials created by the Society's officers, boards, committees, subcommittees, volunteers and employees in the course of their Society duties become the property of the Society. The Society shall be the sole and official repository of its institutional records.

## Acquisitions

1. The Society may acquire materials by gift, bequest, transfer, active solicitation, exchange, anonymous donation, or purchase. Acceptance of a gift, bequest, or transfer does not imply a promise to accession.
2. Title to all gifts, bequests, transfers or purchases must be outright. Restrictions on access shall be considered jointly by the Chair of the Board of Directors (Chair) and Curator or Archivist as appropriate. A written record of the decision shall be placed on file. The Society shall not make any commitments as to the exhibition, attribution, use or accessioning of gifts, bequests, or transfers.
3. A Deed of Gift documenting the legal transfer of a gift, bequest or transfer to the Society and acceptance of that gift shall be offered for signature by the legal owner or their authorized

agent and by the appropriate authorized agent of the Society. The Deed of Gift shall be placed on file.

4. Anonymous donations shall be evaluated and considered for inclusion in the Collections. Disposition of anonymous donations that will not be accessioned shall be determined jointly by the Chair, Curator and/or Archivist as appropriate.
5. The Society reserves the right to sell, exchange or otherwise dispose of records or items received by gift, bequest, transfer, or anonymous donation that are not accepted for accessioning. Any revenue from the disposal of such items shall revert to the Society's General Fund.
6. Collection loans shall be made to institutions only for educational and scholarly purposes consistent with Society's mission. All loans shall be documented and monitored. The recipient shall be responsible for proper handling, transportation and insurance if appropriate. Items in an unstable condition shall not be loaned.
7. The Society shall accept items on loan with notice to the Board of Directors, appropriate documentation and a clear understanding of insurance coverage.
8. The Society and its agents (paid or volunteer) shall not appraise or authenticate items or collections. Appraisal of accessioned items may be paid by the Society only with the approval of the Board of Directors.

## **Deaccessions**

The purpose of deaccessioning shall be limited to strengthening collections or benefiting collections through improvement of their quality. Deaccessioning shall not be done for the purpose of generating funds for capital expenses or ordinary operations expenses.

1. Individual items or groups of items or records may be deaccessioned from the Society's collections if:
  - a. They are no longer relevant and appropriate to the Society's collections.

- b. They are no longer useful to the purposes and activities of the Society.
  - c. They have deteriorated beyond repair or usefulness or pose a danger to other parts of the collections.
- 2. Title to items shall be clear before consideration for deaccessioning.
- 3. The Curator, Archivist or other qualified person shall identify potential items for deaccessioning. If the item is valued at less than \$100, a written recommendation shall be forwarded to the Chair for joint approval by the Chair and Curator or Archivist as appropriate. For items valued at \$100 or greater, the written recommendation shall be given to the Board of Directors for its approval. The written recommendation and a written record of the decision shall be put in the Deaccessioning file. The items shall not be deaccessioned until thirty (30) days after public notice has been given in the Society's newsletter.
- 4. The method of disposal for items valued at less than \$100 shall be jointly decided by the Chair and Curator or Archivist as appropriate. The method of disposal for items valued at \$100 or greater shall be decided by the Board of Directors. Under no circumstance will ownership of any deaccessioned item or group of items be transferred to or for the benefit of any Society officer, employee, or person involved in the decision to deaccession or their immediate family.

# **Mission Statement**

Last revised 5/27/2009.

The Bedford Historical Society, Inc. is a private non-profit organization founded in 1893. Our mission is to collect, preserve, restore, and protect objects, artifacts, historic buildings and facts relevant to the history of Bedford so that present and future generations may learn about and appreciate the culture and values of Bedford's past. The Society's mission is achieved through instruments such as programs, tours, exhibits, publications, and a Heritage Center to educate and ignite the curiosity and imagination of its visitors.