

DRAFT 01/24/23

THE BEDFORD HISTORICAL SOCIETY, INC.

BYLAWS

Preamble

The Bedford Historical Society, Inc. is a private organization founded in 1893 and incorporated as a non-profit corporation in 1972. Its mission is to collect, preserve, restore, and protect objects, artifacts, historic buildings insofar as possible, and facts relevant to the history of Bedford; and to educate and inform citizens of Bedford about Bedford's history, 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, social media, and displays to inform and ignite the curiosity and imagination of its visitors and readers.

ARTICLE I

GENERAL PROVISIONS

Section 1. Name: As set forth in the Articles of Organization filed on November 30, 1972, the name of the Corporation is the BEDFORD HISTORICAL SOCIETY, INC. also referred to herein as "Corporation" or "Society."

Section 2. Purpose: The Corporation is and shall at all times be operated exclusively within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter "Code"), and within the meaning of Massachusetts General Laws, c. 180 ("M.G.L. c. 180") Section 4, as amended. As set forth in the Articles of Organization, the Corporation's purpose is the collection and preservation of objects and facts of local historical interest. In connection therewith, the Corporation may engage in any other charitable and educational activities and programs including grant making, in furtherance of the foregoing purposes as may be carried out by a corporation organized under M.G.L. c. 180 and described in Section 501(c)(3) of the Code.

Section 3. Location: The headquarters and official address of the Corporation shall be *Old Town Hall, 16 South Road, Bedford, Massachusetts 01730*. Other locations may be established within the Commonwealth of Massachusetts at such place(s) as the Board of Directors may determine, from time to time.

Section 4. Prohibited Activities: The Corporation shall not participate in or intervene in, whether by publication, distribution of statements, or any other means, any political campaign on behalf of, or in opposition to, any candidate for public office, except as otherwise provided

by applicable laws, statutes, and regulations. No substantial part of the resources of the Corporation shall be invested in attempts to influence legislation, except as otherwise provided by applicable federal and state laws, rules, and regulations, and by the Internal Revenue Code.

Section 5. Parliamentary Authority: The latest edition of Robert's Rules of Order shall govern all proceedings of the Corporation to which they are applicable and in which they are not inconsistent with these Bylaws.

Section 6. Fiscal Year: The fiscal year of the Corporation is the first day of January through the last day of December.

ARTICLE II

MEMBERS AND MEMBERSHIP

Section 1. Membership: Any person or persons interested in the objectives of the Society may become a member by paying annual dues ("Member"). Members are responsible for notifying the Society of changes to their primary mailing address and updates to their other preferred contact information in order to receive Society communications. Member information shall only be used for Society communications and shall not, in any circumstances, be shared with other individuals or organizations. The Corporation shall not permit any limitations as restrictions whatsoever based upon race, color, creed, gender, national origin, employment status, disability or any other characteristics protected under applicable federal or state law.

Section 2. Membership Term: Membership shall begin when the Corporation's fiscal year begins on January 1 and ends on December 31 of each year.

Section 3. Dues: The annual dues shall be for the fiscal year. New Members joining between January and August shall be considered to have paid their dues for the full year ending on December 31. New Members joining from September through December shall be considered to have paid their dues for the current and the following calendar/fiscal year. Dues to the Society will be set by the Board of Directors.

Section 4. Good Standing: A Member shall be considered in good standing as long as current dues have been paid. The Society shall maintain a list of Members in good standing along with their current contact information.

ARTICLE III

MEETINGS OF MEMBERS

Section 1. Program Year and Election Year: The Society uses these terms interchangeably to describe the period of time from June 1 through May 31. Meetings for various purposes are scheduled throughout these twelve (12) months.

Section 2. Types of Meetings: Meetings of the Members may have several purposes defined as follows:

- (a) Society Meetings: The Society will endeavor to hold not less than five regular meetings each Program Year for its Members (“Regular Meetings”). Regular Meetings will include but not be limited to social gatherings, historical information, presentations, tours of historical sites, and provision of data and information of general interest to the Membership. Regular Meetings may also include a section where an item may require a vote.
- (b) The Annual Meeting: There will be one annual meeting to update members on Society progress and activities, to elect the Directors of the Corporation, and to conduct other Society business (“Annual Meeting”). The Annual Meeting shall be held each year in May. The Annual Meeting date, place, agenda, and activities will be announced on the Society’s website, and through town media (*The Bedford Citizen* and others), Bedford Town Calendar, Society publications (*The Preservationist* and others), Society social media, emails, or as otherwise determined by the Board. The candidates for Membership on the Board of Directors will be presented as a list to the Members; if there are no objections, that list will be voted on as a slate. If a preference to vote for individual candidates is expressed, candidates will be presented individually for vote.
- (c) Special Meetings: A Special Meeting of members may be called from time to time to conduct the business of the Society that requires a vote and/or was not addressed at the Annual Meeting (“Special Meeting”). A Special Meeting may be called for any appropriate purposes by the Society President, a majority of the Board of Directors, or any 10 Society Members in good standing as defined in Article II Section 4 who wish to petition the Board for such a Special Meeting. Such Special Meeting shall be held as soon as reasonably possible after it is requested. The time, location, and purposes of the Special Meeting shall be stated in the meeting notice which shall be sent to Members by the Clerk at least 14 days prior to such Meeting using the contact information as maintained at the Society.

Section 3. Quorum and Voting: A quorum of at least 20 Members in good standing must be present at a meeting of Members in order for votes to be taken at the meeting, and a majority of those voting must vote in favor of any item for that item to succeed. Voting may be done by ballot if there is no clear majority vote tally by the Clerk. Voting by proxy by any means is not permitted.

ARTICLE IV
BOARD OF DIRECTORS

Section 1. Powers: Management of the affairs of the Corporation shall be vested in and exercised by the Board of Directors (the “Board” collectively, “Director(s)” individually), who shall pursue such policies and principles as shall be in accordance with applicable law, in order to ensure the health and effectiveness of the Bedford Historical Society.

Section 2. Number: The Board shall consist of no fewer than three (3) Directors but no more than twenty (20).

Section 3. Duties: Directors must attend Board and assigned committee meetings regularly and stay adequately informed about the Society’s activities and finances. Directors must make reasonable and deliberate decisions, consulting experts as necessary.

Section 4. Board Member Elections, Terms of Office, and Vacancies: Directors elected by the Membership will take office on the first day of the month following the election. The term of office for Directors shall be four (4) years. As nearly as possible, one quarter (1/4) of the Directors shall be elected annually. Directors may be elected to multiple consecutive terms.

Any vacancy occurring before the end of term for any Director may be filled by appointment by the Board from the Membership for the remainder of that Program Year. At the next Annual Meeting, such Director shall be presented to the Membership for election to the remainder of the original term.

Section 5. Nominations: The Nominating Committee will provide to the Board the names of suitable candidates for the Board drawn from the list of Members in good standing. The Board will ultimately decide on the final list of candidates for the Board to put forth to Members to vote on at the Annual Meeting.

Section 6. Resignation: A Director may resign at any time by giving written notice of such resignation to the Clerk. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the Clerk.

Section 7. Removal: A Director may be removed, with or without cause, by an affirmative vote of two-thirds majority of the Board of Directors then in office at a Special Meeting of the Board called for that purpose. All Directors shall be notified at least one (1) week in advance of the Special Meeting and provided with an agenda that includes the proposed removal of a Director and the reasons therefor. The Director in question shall be provided with an opportunity to be heard at the Meeting.

Section 8. Compensation of Directors: Directors shall not receive any form of financial compensation as payment for services, except that Directors may be reimbursed for reasonable expenses incurred in the performance of their duties. Directors shall not be precluded from serving the Corporation in any other capacity and receiving compensation for such services.

Section 9. Committees: Much of the work of the Society's Board is done through the efforts of its Committees. The Board of Directors may add or remove one or more committees as it sees fit by vote of a majority of the Directors then in office. There are two types of committees:

- (a) Standing Committees: Created by the Board to serve a permanent function: Finance, Collections, Nominating, and Program Committees.
- (b) Ad Hoc Committees: Created by the Board to address a particular short-term need, and such committee will exist only for as long as the Board considers it necessary.

Unless otherwise specified, the Chairperson of each committee shall be a Director. Each Committee shall have only such power and authority as the Board, in its discretion, shall choose to give, provided, however, that the Board shall not delegate its powers to any committee not solely comprised of Directors. Each Committee shall conduct its business as nearly as may be in the same manner as is provided by these Bylaws for the Board of Directors. The Board of Directors may adopt further rules for the governing of the committee not inconsistent with the provision of these Bylaws.

Section 10. Sponsors, Benefactors, Contributors, Advisors, Friends, etc.: The Board of Directors may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisers, or friends of the Corporation or such other title as they deem appropriate. In such capacity these persons and groups shall have no right to notice of, or vote at, any meeting, shall not be considered for purposes of establishing a quorum, and shall have no fiduciary duties, other rights, or responsibilities.

ARTICLE V

MEETINGS OF BOARD OF DIRECTORS

Section 1. Types of Meetings: Meetings of the Board of Directors may have several purposes defined as follows:

- (a) Regular Meetings: The Board of Directors shall meet at least four times per year, once each quarter. Regular Meetings of the Board may be held without call or formal notice at such places and at such times as the Board may from time to time determine, provided that any Director who is absent at a prior meeting when such determination of a meeting is made shall be informed by the Clerk as soon as practicable. The calling of the meeting, if at a Board meeting, will be included in the minutes of that meeting and distributed to all Directors as soon as practicable thereafter. Such minutes shall contain information regarding the time, date, and location of the next meeting and the purposes therefor with no further notice to be given. While any Member of the Corporation in good standing is permitted to attend a Board meeting, the Board may decide to

designate any meeting, in part or in its entirety, an executive session which is open to Directors only.

- (b) **Special Meetings:** Special Meetings of the Board of Directors may be held at any time and at any place when called by the President or one or more Directors and reasonable notice, stating the time and place of said meeting, is given to each Director by the Clerk, or if the Clerk is unable to do so for any reason, the President shall appoint a Clerk pro tem for the sole purpose of issuing such notice to the Board. Announcement of these meetings shall be given not less than two (2) days prior to such meeting and preferably one (1) week before, depending on the urgency of the matter(s) to be addressed.
- (c) **Election of Officers:** There will be a meeting of the Board to be held immediately after the Annual Meeting or before June 1 of the ensuing program year. The purpose will be to elect the Officers of the Corporation as defined in Article VI.

Section 2. **Notice:** Written notice shall be given to the Directors of all meetings stating the date, purpose, time and place of such meeting: (a) by mailing, postage prepaid and addressed to the appropriate last known home or business address at least fourteen (14) days before the meeting; or (b) by causing such notice to be sent by e-mail or other means of written communication at least forty-eight (48) hours before the meeting to the Director's contact information as it appears in the records of the Corporation; or (c) by providing such notice in person or by telephone at least forty-eight (48) hours before the meeting. However, except as otherwise required by law, the Articles of Organization or these Bylaws, separate notice of Regular Meetings, if fixed in advance or occurring on a regular schedule agreed upon in advance by the Board of Directors, is not required, provided that all Directors have notice of such fixed or scheduled date, time, and place.

Section 3. **Waiver:** Whenever notice of a meeting is required, such notice need not be given to any Director if a written waiver of notice, executed by that Director (or by the Director's duly authorized representative) before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting the lack of notice to the Director before or at the commencement of the meeting.

Section 4. **Quorum:** A quorum of the Board of Directors shall be a majority of the Directors then in office. If there is less than a quorum present at a Board Meeting, the meeting may be held for sharing of information only, or it may be postponed to a specific date or it may be adjourned without further notice.

Section 5. **Action at Meeting:** At any meeting of the Board of Directors at which a quorum is present, a majority of those voting shall decide any question, including election of Officers, unless otherwise provided by law, the Articles of Organization, or these Bylaws.

Section 6. **Consent in Lieu of Board of Directors Meeting:** Any action required or permitted to be taken at any Board meeting may be taken without a meeting if all Directors entitled to vote on the matter unanimously consent to the action in writing, and the written consents,

including email comments, are filed with the records of the meetings of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting of the Board.

Section 7. Remote Participation: Unless otherwise provided by law or the Articles of Organization, Directors may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other at the same time. Participation in a meeting pursuant to the foregoing sentence shall constitute presence in person at such meeting.

Section 8. Electronic Transmission: Any vote, consent, waiver or other action by a Director shall be considered given in writing, dated and signed, if it consists of an electronic transmission that sets forth or is delivered with information from which the Corporation can determine (i) that the electronic transmission was transmitted by such Director; and (ii) the date on which such Director transmitted the electronic transmission. The date on which the electronic transmission is transmitted shall be considered to be the date on which it was signed. The electronic transmission shall be considered received by the Corporation if it has been sent to any address specified by the Corporation for the purpose or if no address has been specified, to the principal office of the Corporation, addressed to the Clerk or other Officer or agent having custody of the records of proceedings of Directors. Any copy, facsimile, or other reliable reproduction of a vote, consent, waiver, or other action by a Director may be substituted or used, but the copy, facsimile, or other reproduction shall be a complete reproduction of the entire original writing.

ARTICLE VI

OFFICERS OF THE CORPORATION

Section 1. Officers of the Corporation and Qualification: There shall be four (4) Officers of the Corporation ("Officers"): President, Vice President, Treasurer, and Clerk. They shall be chosen from among current Board Members and those new Board Members elected at the Annual Meeting. No person may simultaneously hold more than one office. The Clerk shall be a resident of Massachusetts, unless the Corporation has a resident agent appointed for the purpose of service of process.

Section 2. Election and Term of Office: The Officers shall be nominated and elected annually by the Board to serve a renewable term of one (1) year and until their respective successors are chosen and qualified, unless a different term is specified in the vote choosing or appointing them. At all times, Officers shall serve at the pleasure of the Board of Directors. Officers will be elected by the Board of Directors at a meeting of the Board after the Annual Meeting and before June 1 of the ensuing Program Year.

Unless the Board meeting is called immediately after the Annual Meeting, the Clerk will announce the date of the Board meeting to each Director, as soon as possible after the Annual Meeting. Voting may be done in person or by audio/video conference or a hybrid of the two.

Section 3. President: The President shall be the chief executive officer of the Corporation, responsible to the Board of Directors for the administration of the Society's affairs. The President shall preside at all Membership Meetings and Board Meetings unless in the President's sole discretion, such duties are from time to time delegated to the Vice President or other designee. The President shall authorize expenditures within limits set by the Board of Directors. Expenditures above those limits shall require authorization by the Board.

Section 4. Vice President: The Vice President shall act on behalf of the President in the President's absence and shall perform those duties delegated to the Vice President by the President.

Section 5. Clerk: The Clerk shall prepare and keep records of all Membership Meetings and of the Board of Directors and shall make reports thereof. The Clerk shall issue announcements of Membership Meetings and meetings of the Board in accordance with these Bylaws. The Clerk shall file Annual Reports and other necessary forms with the Secretary of State of the Commonwealth of Massachusetts Corporations Division in accordance with applicable laws, codes, and regulations.

Section 6. Treasurer: The Treasurer is responsible for maintaining an accurate record of all revenues and expenditures, for ensuring that state and federal tax documents are filed, for providing written reports of such cash flow periodically to the Board of Directors, upon request, and at the Annual Meeting. The Treasurer, or another individual designated by the Board in addition to, or instead of, the Treasurer, is authorized to (a) receive all money due and payable to the Society from any source, (b) endorse and deposit checks or other negotiable instruments, (c) give full discharges and receipts therefor, and (d) pay the bills for the Society. The Treasurer may authorize expenditures up to a limit set by the Board of Directors. Expenditures above that limit shall require additional authorization by the President up to the President's limit or by the Board.

Section 7. Resignation and Removal of Officers: Any Officer may resign at any time by giving written notice of such resignation to the Clerk. Such resignation shall be effective at the time specified therein, or if no time is specified, upon the receipt by the Clerk. An Officer may be removed or suspended, either with or without cause, by an affirmative vote of a majority of the Board members then in office at a Special Meeting of the Board. All Directors shall be notified at least one (1) week in advance of the Special Meeting and provided with an agenda that includes the proposed removal of an Officer and the reasons therefor. The Officer in question shall be provided with an opportunity to be heard at the Meeting. A vacancy for any Officer shall be filled by a member of the Board of Directors at any Board meeting.

ARTICLE VII

INDEMNIFICATION

Section 1. No Personal Liability: The Directors and Officers of the Corporation shall not be personally liable for any debt, liability, or other obligation of the Corporation.

Section 2. Indemnification:

- (a) The Corporation shall, to the extent legally permissible, indemnify any Director or Officer, or former Director or Officer, of the Corporation against all expenses and liabilities (including court costs, attorneys' fees, judgments, fines, excise taxes, penalties, and the amount of any judgment or reasonable settlement) reasonably incurred by such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative, or investigative, in which such person may become involved by reason of serving or having served in such capacity.
- (b) This provision does not apply to a proceeding voluntarily initiated by such person unless that person is successful on the merits and the proceeding was authorized in advance by the Corporation.
- (c) No indemnification shall be provided with respect to any matter in which such person is finally adjudicated not to have acted in good faith in the reasonable belief that such person's action was in the best interests of the Corporation; or, with respect to a claim of willful misconduct, default, or gross negligence in the conduct of the office of such Director or Officer, unless there be an adjudication of freedom there from.
- (d) Indemnification and payment hereunder shall include payment of expenses incurred in defending a civil or criminal action, or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if such person shall be adjudicated to be not entitled to indemnification under this section, which undertaking may be accepted without regard to the financial ability of such person to make repayment.
- (e) Any payment hereunder in connection with a matter disposed of by a compromise payment (pursuant to a consent decree or otherwise) shall have been approved by the Corporation in advance, which approval shall not be unreasonably withheld, or by a court of competent jurisdiction.
- (f) The right of indemnification hereunder shall inure to the benefit of the heirs, executors or administrators of each such Director or Officer indemnified hereunder and shall be in addition to, and not exclusive of, any other rights to which such persons might have. Nothing herein shall affect any other rights to indemnification which may be available by contract, or otherwise by law.
- (g) The Corporation may, to the extent legally permissible, indemnify any employee of the Corporation against all expenses and liabilities (including court costs, attorneys' fees, judgments, fines, excise taxes, penalties, and the amount of any judgment or reasonable settlement) reasonably incurred by such person in connection with any threatened,

pending or completed action, suit or other proceeding, whether civil, criminal, administrative, or investigative, in which such person may become involved by reason of serving or having served in such capacity.

- (h) The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or other agent of the Corporation, against any liability incurred by that person in any such capacity, or arising out of that person's status as such, whether or not the Corporation might indemnify that person against such liability. No vote of the Directors to purchase or maintain any such insurance shall be invalid solely because any Director participating therein is or may be a person insured by any such insurance.

ARTICLE VIII

DISSOLUTION AND DISTRIBUTION OF ASSETS

Section 1. The Board of Directors shall have the power to dissolve the Society, by an affirmative vote of three quarters (3/4) of the Board of Directors then in office.

Section 2. Upon the termination, dissolution, or final liquidation of the Society in any manner and for any reason, the Board of Directors shall first pay or provide for payment of all liabilities of the Society. All remaining assets of the Society shall be transferred to one or more charitable organizations that best exemplify the mission and purposes for which the Corporation existed. Priority will be given to a sister organization located within the Town of Bedford such as The Friends of Job Lane House, or to a newly established Bedford organization, subject to the approval of the Attorney General of the Commonwealth of Massachusetts. Assets shall be transferred in such a manner and in such proportions as shall be approved by two-thirds vote of the Board of Directors then in office at a meeting for which notice of at least thirty (30) days has been given.

ARTICLE IX

CONFLICT OF INTEREST

The Board of Directors shall adopt a Conflict of Interest policy and procedures consistent with the requirements of state and federal law and best practices governing 501(c)(3) nonprofit corporations operating in Massachusetts.

ARTICLE X

AMENDMENTS

These Bylaws may be amended by a majority vote of the Board of Directors then in office, provided that notice describing the proposed amendment has been given in writing with the notice of the meeting. A concise statement of the changes shall be provided. Amendments to the Bylaws shall be effective upon approval by the Board of Directors. Approved amendments to the Bylaws shall be available to the membership.

ARTICLE XI

EFFECTIVE DATE

These Bylaws were adopted on _____, 2023, and shall remain in full force and effect, unless and until further amended by the Board of Directors as provided in Article X above.