



*The Board of Trustees proposes that the members of the Plymouth Antiquarian Society amend the bylaws as outlined below. The proposed changes were drafted by the Executive Committee and reviewed by the Board of Trustees on September 7, 2023. The Board unanimously approved them for presentation to the membership at the Annual Meeting on November 3, 2023. The proposal will require a two-thirds vote of approval by those members present.*

## **Summary of Proposed Changes to the Bylaws**

### **Add Dates of Fiscal Year and Physical Address of Office**

*Article affected: I*

*Reason:* To be consistent with best practice for nonprofit organizations.

### **Allow Meetings to be Held Virtually**

*Article affected: III*

*Reason:* During the COVID-19 pandemic, the Commonwealth of Massachusetts temporarily permitted virtual meetings. The Society held Annual Meetings virtually in 2020 and 2021. Since March of 2020 we have regularly held Board meetings and committee meetings via Zoom, sometimes in a hybrid in-person/virtual format, which allows for remote participation.

### **Eliminate the Office of Assistant Treasurer**

*Articles affected: V and VI*

*Reason:* This office has been vacant for many years. The Society employs a bookkeeper, and the Treasurer no longer needs to take care of day-to-day tasks. The Board authorizes the President to sign checks in the Treasurer's absence.

### **Place the President Under Bond**

*Article affected: V*

*Reason:* Since the President is the second signer on the Society's accounts, he/she should be placed under bond with the Treasurer.

### **Make the Quorum for Board Meetings a Simple Majority**

*Article affected: V*

*Reason:* The number of Board members fluctuates each year. When the Board is on the smaller size, it can be difficult to meet the current quorum of 10.

### **Amend Board Terms**

*Article affected: V*

*Reason:* In recent years, many Board members have opted to renew their term for only one or two years. Allowing for flexibility in Board terms also makes it easier to recruit new members.

### **Eliminate Term Limits for Officers**

*Article affected: VI*

*Reason:* Many of our officers would be willing to serve for more than two terms, especially if we are having trouble finding candidates to fill their seats.

### **Clarify President's Responsibilities**

*Article affected: VI*

*Reason:* To remove confusing language regarding the President's responsibility to preside over *all* meetings.

### **Expand Section on the Director**

*Article affected: VII*

*Reason:* To add a reference to the Director's job description.

### **Clarify Quorum for Committees**

*Article affected: VIII*

*Reason:* A question frequently raised at committee meetings is whether there is a quorum. To avoid confusion, a statement has been added that a simple majority, excluding *ex officio* members, constitutes a quorum.

### **Correct Grammatical Error**

*Article affected: XIII*

*Reason:* Change "there" to "they" as indicated to fix typo.

## KEY

Green = additions

~~Red~~ = deletions

# BYLAWS OF THE PLYMOUTH ANTIQUARIAN SOCIETY, INC.

## ARTICLE I.

The name of this Society shall be PLYMOUTH ANTIQUARIAN SOCIETY, INCORPORATED.

The office of the Society is located at 126 Water Street, Plymouth, Massachusetts.

The Society's fiscal year will run from October 1 through September 30 of each year.

## ARTICLE II.

### PURPOSE & OBJECTIVES

The purpose of this Society shall be:

- (1) To collect, preserve, and interpret historic houses and artifacts and to use these resources to tell the story of everyday life in Plymouth and New England from the mid-seventeenth century to the present through programs, exhibitions, and other activities.
- (2) To serve as an educational resource on Plymouth history after the Pilgrim era and to encourage public awareness and understanding of the local past.

## ARTICLE III.

### GENERAL PROVISIONS

Section 1. The annual meeting of the members of the Society shall be held in the month of November each year for the purpose of electing officers and trustees, and for the transaction of any other business that may arise.

Section 2. All meetings shall be held at such place and on such date as may be designated by the Board of Trustees.

Section 3. Special meetings of the Society may be called by the Board of Trustees or upon request of ten members of the Society. The purpose of the meeting

shall be stated in the call. Except in cases of emergency, at least five days notice shall be given.

Section 4. Thirty-five members of the Society shall constitute a quorum. Each member of the Society shall be entitled to vote, but voting by proxy shall not be permitted.

Section 5. Meetings may be announced via email and held in a virtual or hybrid format. Voting may be conducted via email or online submission.

## ARTICLE IV.

### MEMBERS

Section 1. Any person who applies for membership and pays a membership fee shall be a member of the Plymouth Antiquarian Society. There shall be an unlimited number of members.

Section 2. The Board of Trustees shall from time to time establish optional categories of membership and the dues thereof.

Section 3. The dues of members will be payable annually by the end of the month in which the membership began.

## ARTICLE V.

### BOARD OF TRUSTEES

Section 1. There shall be fifteen Trustees. Their term of office shall be one, two, or three years beginning at the close of the annual meeting at which they are elected. Trustees may serve more than one consecutive term.

Section 2. The officers and trustees of the Society shall constitute the Board of Trustees. The Board of Trustees shall be the governing body of the Society.

Section 3. The Board of Trustees shall have full control and management of all affairs of the Corporation and may exercise all powers of the Corporation not reserved to the members of the Corporation by these bylaws or by the laws of Massachusetts. The Board of Trustees shall be subject to the orders of the Society.

Section 4. The Board of Trustees shall appoint a chief executive officer who shall serve as the Director of the Society as provided in Article VII below. The Director shall serve at the pleasure of the Board.

- Section 5. The Board shall insure the property usual to an historical society and such properties as deemed necessary by the Executive Committee. It shall place under bond the Treasurer and the ~~Assistant Treasurer.~~ President.
- Section 6. Regular meetings of the Board of Trustees shall be held monthly, unless otherwise ordered by the Board. Special meetings may be called by the President and upon request of five members of the Board. ~~Ten members~~ A simple majority shall constitute a quorum.
- Section 7. The absence of a member of the Board of Trustees from three regularly scheduled Board meetings within a year, without explanation, is considered sufficient cause to request resignation from the Board of Trustees.
- Section 8. Any officer or trustee may be removed for just cause by a two-thirds vote of the Board of Trustees. The President may be removed only by a majority vote at a meeting of the Society.
- Section 9. The officers and trustees shall be elected by a majority vote at the Annual Meeting.
- Section 10. Vacancies in all elected offices except where otherwise provided, shall be filled by the Board of Trustees until the next Annual Meeting.

## ARTICLE VI.

### OFFICERS OF THE SOCIETY

- Section 1. The officers of the Society shall be a President, a First Vice-President, a Second Vice-President, a Recording Secretary, and a Treasurer ~~and an Assistant Treasurer.~~
- Section 2. The term of the officers shall be two years or until a successor is elected. The term shall begin at the close of the annual meeting at which they are elected.
- Section 3. ~~No~~All officers shall be eligible to serve ~~more than~~ two consecutive terms in the same office. An officer shall be eligible to serve more than two consecutive terms if the Nominating Committee certifies that it is unable to promote a suitable candidate for such office., ~~except the Recording Secretary and the Treasurers.~~
- Section 4. No employee of the Society shall be an officer or trustee of the Society.

- Section 5. The officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Society.
- Section 6. The President shall have general charge and supervision of the activities of the Society within the scope provided by these bylaws. The President shall preside at the annual meeting and special meetings (if called) of the membership, ~~all meetings of the Society~~, all meetings of the Executive Committee, and all meetings of the Board of Trustees. The President shall make an annual report to the membership of the activities of the Society and of the Board of Trustees, and shall perform such other duties as are usual and customary for such officer to perform or which may be required by the Board of Trustees. The President shall, with the approval of the Board of Trustees, appoint chairs and members of committees, standing and special, except as otherwise provided for in the bylaws. The President shall be an ex officio member of all committees.
- Section 7. First Vice-President. In the absence or inability of the President to perform the duties of the office, the First Vice-President shall assume and perform the duties of the President and shall perform such duties as may have been assigned by the President. In the event of the resignation or death of the President, the First Vice-President shall become the President for the unexpired term.
- Section 8. Second Vice-President. In the absence of the President and the First Vice-President, the Second Vice-President shall preside at designated meetings and perform such duties as may have been assigned by the President.
- Section 9. The Recording Secretary shall record the minutes of all meetings of the Board of Trustees, the Executive Committee, and the meetings of the membership of the Society, and shall be responsible for the preservation of all minutes having to do with the business of the Society during his/her term of office.
- Section 10. The Treasurer, with and on behalf of the Board of Trustees, shall have supervision of all the corporation finances and shall be responsible for the safekeeping of Society funds, ensuring the adequate maintenance of financial records, and ensuring the deposit of all monies in reliable, federally insured banking institutions in the name of the Society. The Treasurer shall carry out the instructions of the Finance and Investment Committee regarding the investment of funds.
- The Treasurer shall present a financial statement at each meeting of the Board of Trustees, and shall prepare a statement for annual report to the members of the Society.

~~The Treasurer shall temporarily assume the duties of the Assistant Treasurer in the event of the latter's absence or a vacancy in the position.~~

~~Section 11. The Assistant Treasurer shall be responsible for those duties assigned by the Treasurer.~~

~~The Assistant Treasurer shall temporarily assume the duties of the Treasurer during periods of absence or a vacancy in the position.~~

## ARTICLE VII.

### THE DIRECTOR

Section 1. The Director shall be the chief executive officer of the Society and shall, as such, be responsible for the management of the Society and serve as the sole, official liaison between Board and staff. The Director shall have such powers as are not specifically reserved to the Trustees and to the Executive Committee. The Director shall be an ex officio, non-voting member of the Board of Trustees, the Executive Committee, and all standing and other committees. The Board of Trustees shall maintain and revise as needed the Director's Job Description, which shall include further details of the responsibilities of the position.

Section 2. The Director shall serve as Curator of Collections until such time as a paid professional position may be supported by the Society.

## ARTICLE VIII.

### COMMITTEES

Section 1. Executive Committee.

There shall be an Executive Committee comprised of the President, two Vice-Presidents, Recording Secretary, Treasurer, and Chairman of the Finance and Investment Committee which shall meet at the call of the President or at the request of three members of the Committee, and shall meet at least three times annually. In addition, the immediate Past President shall serve as a voting member of the Executive Committee for one year immediately following completion of his/her term as President.

The Committee shall have and may exercise between the meetings of the Board of Trustees all the authority of the Board of Trustees, except that the Executive Committee shall have no authority as to those matters proscribed under any provision of applicable law. The Executive Committee shall review, at least annually, the performance and

effectiveness of the Director, and shall recommend the compensation and benefits of the Director. The Executive Committee shall report all its actions at the next meeting of the Board. Four members shall constitute a quorum.

Section 2. Nominating Committee.

A Nominating Committee of five members, consisting of three members from the Board of Trustees and two members of the Society who are not members of the Board, shall be elected at the Annual Meeting. The Nominating Committee shall research potential new trustees and recommend (i) persons for election to the Board of Trustees and (ii) a slate of officers for election to two-year terms at the Annual Meeting of the Society. Nominations shall be sent to the membership at least 10 days prior to the Annual Meeting. Additional nominations from the floor shall be permitted. The Nominating Committee shall also recommend to the Board persons to fill vacancies as soon as practicable after they may occur. *A simple majority of members, excluding the President and Director, shall constitute a quorum.*

Section 3. Standing Committees.

The President, with the approval of the Board of Trustees, shall appoint the following standing committees, each consisting of not less than three nor more than seven members of which at least one member shall be a trustee. *A simple majority of members, excluding the President and Director, shall constitute a quorum.*

Audit Committee. An Audit Committee shall review the Treasurer's accounts at the close of the fiscal year, and review the year-end independent financial review or audit of the Society's accounts, and make an annual report to the membership.

Collections Committee. The Collections Committee shall recommend policy for acquisitions to the collections, either by purchase or gift, and shall carry out a continuing review of all acquisitions programs. The Committee shall also be responsible to the Board for policies relating to conservation, deaccessioning, and other disposition of collections.

Finance and Investment Committee. There shall be a Finance and Investment Committee which shall recommend policy and be responsible for the supervision and direction of the care and custody of all assets of the Society. The Finance Committee shall be composed of the Treasurer and at least two other members of the Board of Trustees. The Finance



Committee shall advise the Director in the preparation of the annual budget which shall be presented to the Board of Trustees for adoption.

Preservation Committee. The Preservation Committee shall recommend policies for the maintenance, repair, usage, and preservation of the physical facilities and grounds of the Society.

Section 4.     Other Committees.

The President, with the approval of the Board of Trustees, may designate additional committees as necessary to carry on the work of the Society. Each such committee shall include at least one trustee and may include other persons who may not be trustees. Each such committee shall have authority and shall serve for such time as provided in the resolution designating the committee, except that such authority shall not exceed the authority conferred on the Executive Committee or on any other standing committee. A simple majority of members, excluding the President and Director, shall constitute a quorum.

**ARTICLE IX.**

**FINANCES, TRUSTS, GIFTS & LEGACIES**

Section 1.     Upon the recommendation of the Finance and Investment Committee, the Board of Trustees may designate any bank or brokerage company located within the Commonwealth of Massachusetts to hold, manage and invest the assets of the Corporation, on such terms and conditions as the Finance and Investment Committee may determine.

Section 2.     Trusts, legacies or gifts received and accepted by the Plymouth Antiquarian Society, Inc., shall be held in the name of the Corporation, and shall be administered pursuant to the terms of the agreement, or order of court, whereby said trust, legacy or gift has been created.

Section 3.     No restricted trust, legacy or gift shall be accepted by the Corporation unless approved by the Board of Trustees. Acceptance shall thereafter be evidenced by the signature of the President.

**ARTICLE X.**

**PERSONAL LIABILITY & INDEMNIFICATION**

Section 1.     No Personal Liability. The members, trustees, and officers of the corporation shall not be personally liable for any debt, liability, or obligation of the corporation. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against, the corporation, may look only to the funds and property of the corporation

for payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the corporation.

Section 2. Indemnification. The Society shall indemnify any and all of its officers, trustees, and employees, now or hereafter serving the corporation, and their heirs and personal representatives, against all loss and expense actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they or any of them are made parties by reason of being or having been an officer, trustee, or employee of the Society, except in relation to matters as to which they shall be adjudged in such action, suit or proceeding to be personally liable for willful misconduct or gross negligence in the performance of their duties as such officer, trustee or employee. Such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, vote of the Board Trustees, Executive Committee, or otherwise.

## **ARTICLE XI.**

### **CONFLICT OF INTEREST**

All officers, trustees, committee members, employees, and volunteers of the corporation shall avoid potential or real conflicts between their personal or financial interests and those of the corporation. A conflict of interest may exist when the interests or concerns of any officer, trustee, committee member, employee, or volunteer, or any such person's family, or any party group or organization to which such person has allegiance, can be seen to compete with the interests, specific objectives, purposes or concerns of the corporation, or when such person or group may unjustly derive a financial or other benefit from a relationship with the corporation, or a person acting on behalf of the corporation. It is the duty of each officer, trustee, committee member, employee, or volunteer to disclose any potential conflict and to recuse him or herself from any decision pertaining to that potential conflict.

## **ARTICLE XII.**

### **DISSOLUTION**

The Society shall use its resources only to accomplish the objectives and purposes specified in these bylaws, and no part of said resources shall inure, or be distributed to the members of the Society. On dissolution of the Society, any assets remaining after the payment of or provision for all debts and liabilities of the corporation shall be distributed to one or more

established non-profit historical, educational, cultural or philanthropic organizations with membership open to the public, to be selected by the Board of Trustees as defined in IRS Section 501(c)(3).

### **ARTICLE XIII.**

#### **PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Society in all cases to which they are applicable and in which ~~there~~ they are not inconsistent with these bylaws and any special rules of order the Society may adopt.

### **ARTICLE XIV.**

#### **AMENDMENT OF BYLAWS**

These bylaws may be amended or repealed at any meeting of the Corporation duly called for the purpose by a two-thirds vote of those present and voting thereon. Notice of the meeting shall state the proposed changes and be sent at least fourteen days prior to the meeting.