

**REVISED BYLAWS
OF THE
ARLINGTON HISTORICAL SOCIETY**

26 September 2005

SUBMITTED TO BOARD OF DIRECTORS, 13 September 2005

ARTICLE I - NAME

The name of this corporation, located in Arlington Massachusetts, is The Arlington Historical Society.

ARTICLE II - GENDER

The masculine gender as used herein shall include the feminine.

ARTICLE III - OBJECTIVES

The objectives of the Society are:

1. To promote and encourage the knowledge of the history of the Town of Arlington and the preservation of its antiquities;
2. To aid in the dissemination of historical information in the Town and elsewhere;
3. To preserve and operate the Jason Russell House, the George A. Smith Museum, and its collection of archives and artifacts;
4. To engage in such other activities as may be permitted by the Corporate Charter of 1897 and the Bylaws of the Society.

ARTICLE IV – MEMBERS OF THE SOCIETY

A. General Membership.

1. Regular membership shall be open to individuals who are interested in the objectives of the Society, and shall confer the right to vote on all matters brought before the members at Membership meetings.
2. The Board of Directors shall determine all categories of membership.
3. The Board of Directors shall determine the annual dues for all memberships.

4. Dues for new members shall be for a period beginning with the date of election and running until the following October 1st. Any member who joins the Society after April 1st will not be subject to an assessment for additional dues until October 1st of the following year. Membership shall cease if dues are not paid.
5. Former members may be reinstated by the Membership Committee upon payment of current dues.
6. A member wishing to resign shall notify the Assistant Treasurer in writing, but shall not be entitled to any refund of dues.

B. Honorary Membership.

On recommendation of the Board of Directors, Honorary Members may be elected at any Membership meeting by two-thirds vote of the members present and voting. The title of Honorary Member shall carry with it all of the privileges of membership.

ARTICLE V - OFFICERS AND DIRECTORS AND THEIR DUTIES

A. Provisions Relating to the Officers and Directors Generally.

1. Terms of Office. The elected officers and directors and appointed committee chairmen shall serve for a term of one year (except the Treasurer, Trustees, and members of the Nominating Committee, who shall serve for terms of three years). Officers' terms shall commence with the adjournment of the Annual Meeting at which they are chosen and extend until the next Annual Meeting.
2. Indemnification. Each director or officer or committee chairman, present or former, shall be indemnified by the Society against all costs and expenses reasonably incurred by or imposed upon him in connection with or arising out of any action, suit or proceeding in which he may be involved by reason of his being or having been such director or officer, including the costs of reasonable settlements. The Society shall not, however, indemnify any such director or officer with respect to matters as to which he shall be finally adjudged in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the Society.

B. Elected Officers.

1. The Board of Directors shall consist of the six officers listed in Article V.B.2 through 7 and five elected directors at large. The Board of Directors shall have the general control and management of the affairs and property of the Society subject to the provisions of these Bylaws. The Board may cause a compilation, review, or audit to be made of the books and accounts of the Treasurer, said examination to be performed by a public accountant who is

not a member of the Society. A written report of such examination shall be filed with the permanent records of the Society.

2. The President shall preside at all meetings of the Society and its Board of Directors. He shall manage the affairs of the Society subject to any limitation or direction by the Board of Directors and the provisions of these Bylaws. With the advice and consent of the Board of Directors, the President shall appoint the chairmen of all committees except the Nominating Committee, the Board of Trustees, and the Program Committee. He shall be an ex officio member of all committees.
3. The First Vice-President shall assist the President. If the President plans to be unavailable to serve for a brief period (vacation, illness, etc.), he shall designate the First Vice-President to serve in his absence. In the event of the death, resignation, or absence of the President, the First Vice-President shall complete the term of office. If the First Vice-President cannot serve, the Board of Directors shall select a person to complete the President's term.
4. The Second Vice-President shall serve as chairman of the Program Committee.
5. The Clerk shall record all votes and actions taken at Board of Directors and membership meetings. He shall keep these records in permanent form. The records shall be made available for inspection at the request of any officer of the Society.
6. Treasurer.
 - a. The Treasurer shall be elected for a term of three years.
 - b. The Treasurer shall receive all gifts, dues and other income of the Society as well as those given in trust. Any funds under the jurisdiction of the Treasurer shall be kept at such banks, trust companies or brokerage firms as the Board of Directors shall approve.
 - i. Operating Funds consist of gifts, dues, a portion of the income from the Trust Funds as voted by the Board of Trustees, and other income of the Society.
 - ii. Trust Funds consist of such funds as are given to the Society for long-term investment.
 - c. The Treasurer shall pay from the Operating Funds the budgeted expenses and obligations of the Society. They shall include those funds required to be expended under the applicable provisions of the Internal Revenue Code of 1986 as amended.
 - d. The Treasurer shall keep a written account of all funds, which he shall make available for inspection by any officer upon request. The Treasurer shall periodically prepare a written report of all funds and other property of the Society received, disbursed or held during the preceding year; he shall present such report at each Annual Meeting of the Society, at each meeting of the Board of Directors, and at other times at the request of the President on at least three days' notice.
 - e. The Treasurer may be bonded in an amount recommended by the Board of Directors.

7. The Assistant Treasurer shall send to each member, in September of each year, a bill for annual dues for the coming year. In the event of the death, resignation or absence of the Treasurer, the Assistant Treasurer shall exercise the powers and duties of the Treasurer. He shall also perform such further duties as may be assigned to him by the Treasurer or Board of Directors. He may be bonded in an amount recommended by the Board of Directors.
8. The Board of Trustees shall consist of three members, one of whom shall be elected at each Annual Meeting for a three-year term. Within thirty days following the Annual Meeting, the Trustees shall meet and elect a chairman. The Board of Trustees shall be responsible for the investment of the funds of the Society. If the Treasurer so agrees, the Board of Trustees may delegate some part or all of its authority to the Treasurer, and may successively renew such delegation or revoke the same.

C. Committee Chairmen.

The President, with the advice and consent of the Board of Directors, shall appoint the chairmen of the standing committees set forth in Article VII.D and of such ad hoc committees as he may deem appropriate. These appointments shall be for one year unless otherwise specified, and shall terminate at the Board of Directors meeting following the Annual Meeting.

D. Staff.

Staff shall be chosen by a Personnel Committee. All staff shall be approved by the Board of Directors and shall report to the President. The staff's terms of employment shall be specified in their job descriptions. The President may, with the approval of the Board of Directors, delegate supervision to other members of the Board and staff.

ARTICLE VI - ELECTIONS

A. Eligibility for Election.

1. Nominating Committee. No member shall serve two consecutive three-year terms on the Nominating Committee. No current member of the Nominating Committee shall be eligible for nomination or election to any other office.
2. President. The candidate for President shall have served on the Board of Directors for at least one year, and may not be elected for more than five consecutive years.

B. Nominations.

At the Membership meeting in March of each year, the Nominating Committee shall present a slate of nominees for the elected officers and directors referred to in Article V.B, one member of the Nominating Committee, one member of the Board of Trustees, and the Treasurer if his three-

year term is completed. At the Membership meeting in April of each year the Nominating Committee shall place the slate in nomination, and any member shall have the opportunity to nominate additional candidates for any of the offices. Upon motion duly made, seconded, and voted, nominations shall be closed.

C. Election.

The nominees referred to in Article VI.B shall be elected by a majority of the members present in person and voting at the Annual Meeting of the Society in May, providing a quorum of twenty-five members is present. In the case of an unopposed candidate or slate, the Clerk shall cast one vote on behalf of the membership.

D. Assumption of Duties.

Officers shall assume their duties upon the adjournment of the Annual Meeting at which they are elected.

E. Vacancies.

If a vacancy in any elected office occurs after the adjournment of the Annual Meeting, the Clerk shall promptly inform the Nominating Committee, who shall seek and present a candidate for vote of the Board of Directors. The officer so elected shall serve for a term to expire at the adjournment of the next Annual Meeting.

ARTICLE VII - COMMITTEES

A. The Nominating Committee shall consist of three members, one of whom shall be elected at each Annual Meeting for a three-year term. The senior member of the Nominating Committee shall serve as its chairman. Eligibility shall be determined as stated in article VI.A.1.

B. The Budget Committee shall consist of the Treasurer, the Chairman of the Board of Trustees, and a chairman appointed by the President with the approval of the Board of Directors. The Committee shall prepare a budget for the Society for the ensuing fiscal year, which shall be presented to the Board of Directors for approval at the November Board Meeting. Once the budget has been approved, any unbudgeted expenditure in excess of one thousand dollars shall require Budget Committee recommendation to the Board of Directors for approval not later than the next Board meeting. In the absence of such recommendation, the Board may act alone to approve or disapprove the expenditure.

C. The Program Committee shall be responsible for arranging and presenting programs of historical interest at each Membership meeting of the Society. The Second Vice-President, elected as stated in Article VI.C, shall serve as Chairman of the Program Committee.

D. Standing Committees.

The President shall appoint chairmen of standing committees as provided in Article V.C. Each chairman shall be responsible for appointment of members of his committee, either from the officers or from the membership generally, with the advice and consent of the Board of Directors. Terms of committee chairmen and members shall terminate at the Board of Directors meeting after the Annual Meeting.

1. The Buildings and Grounds Committee shall have responsibility for maintenance and preservation of the Jason Russell House, the Smith Museum, and the grounds on which they are situated.
2. The Collections Committee shall be responsible for the care, custody and conservation of the archives and artifacts in the possession of the Society.
3. The Education Committee shall identify educational opportunities, prepare responsive curricula, train teachers, and teach the curricula.
4. The Fund-Raising Committee shall be responsible for raising monies for operating expenses or special projects by means approved by the Board of Directors.
5. The Hospitality Committee shall provide refreshments at meetings and gatherings of the Society.
6. The Membership Committee shall receive membership dues as billed by the Assistant Treasurer according to Article V.B.7. The Committee shall keep membership records and carry out such correspondence and other functions relating to the members as may be designated by the Board of Directors, and shall recommend to them categories of membership and amount of annual dues.
7. The Personnel Committee shall prepare job descriptions for staff positions, select candidates, recommend them to the Board of Directors, and be available for consultation on all personnel matters.
8. The Publicity and Marketing Committee shall work to increase the visibility of the Society and its programs to the public, and shall promote membership in the Society.
9. The Tour Guide Committee shall be responsible for teaching volunteers the history of the Jason Russell House, providing knowledge of the furnishings therein, and training the volunteers to lead tours. The Committee shall manage volunteer schedules for the time the House is open to the public and arrange tours for special events.
10. The Treasurer's Oversight Committee shall consist of the Treasurer, Assistant Treasurer, and a person with knowledge of accounting who shall be appointed by the President with the consent of the Board of Directors.

E. Ad Hoc Committees.

The President, with the advice and consent of the Board of Directors, may appoint such other committees as he may deem appropriate, may confer upon such committees such powers and duties as are consistent with these Bylaws, and may appoint them for such terms as may seem necessary.

ARTICLE VIII - MEETINGS

A. Membership meetings.

Membership meetings of the Society shall be held on the last Tuesday of October, November, January, February, March and April, unless otherwise determined by the Board of Directors. The Annual Meeting of the Society shall be held on the last Tuesday in May. Special meetings of the Society may be held at any time upon the call of the President or a majority of the Board of Directors. Written notice of all meetings shall be mailed by the Clerk or Chairman of the Program Committee to all members at least ten days before such meeting, and shall be posted on the Society's website, at www.arlingtonhistorical.org and on the front door of the Smith Museum, 7 Jason Street. At any membership meeting of the Society, twenty-five members shall constitute a quorum.

B. Board of Directors' Meetings.

1. Regular meetings of the Board of Directors shall be held in early September and on the second-last Tuesdays of October, November, January, February, March, April, May, and June. A special meeting of the Board of Directors may be held at any time upon the call of the President or a majority of the Board of Directors. Board members shall be notified of such meeting by the Clerk or the President at least five days before the meeting. Board members shall acknowledge receipt of this notification. A majority of the Board of Directors shall constitute a quorum at any meeting.
2. Members of the Society may attend meetings of the Board of Directors and may be recognized, but may not vote. Notice of such meetings shall be posted on the Society's website, www.arlingtonhistorical.org, and on a message board at the front door of the Smith Museum. Inquiries may also be made by telephoning the office at 781-648-4300.

C. Rules of Order.

Meetings of the Society and its Board of Directors shall be conducted in accordance with Robert's Rules of Order Newly Revised, latest edition, in all cases where such rules are applicable and are not inconsistent with the provisions of these Bylaws.

ARTICLE IX - CONTRACTS AND OTHER INSTRUMENTS

A. All contracts and instruments of the Society, deeds conveying its real estate or any interest therein, bills of sale or assignment of any of its personal property and bonds, notes or other obligations of the Society shall be approved by the Board of Directors and thereafter executed by the President in its behalf, subject to any limitation or direction by the Board of Directors. The Clerk shall incorporate all such documents into the permanent records of the Society.

B. All checks, drafts, withdrawal orders and other instruments for payment of money relating to any account of the Society in any bank or trust company shall be signed by the President or the Treasurer or Assistant Treasurer.

ARTICLE X - CORPORATE INFORMATION

A. The Board of Directors may adopt an appropriate Corporate Seal, of such design as it shall determine, as the seal of the Society.

B. The plans of the Jason Russell House shall be kept on file in the archives of the Society and the Robbins Library Historical Collection.

ARTICLE XI - AMENDMENTS

These Bylaws may be amended at any Membership meeting of the Society, by a two-thirds vote of members present and voting, provided that:

- a. Due oral notice of the substance of such amendment has been given at the preceding meeting of the Society, and
- b. Due written notice of such amendment has been given in the notice for the meeting at which the amendment will be proposed and voted.

ARTICLE XII – DISSOLUTION OF THE SOCIETY

In the unlikely event of the dissolution of this Society, all funds, records and other assets of the Society shall be transferred to a non-profit organization as determined by the officers and Board of Directors at that time. None of these funds, records or assets shall benefit any individual member or members of the Society.

NOTE: HISTORY OF THE BYLAWS

The first Bylaws were adopted in 1897. Restated Bylaws were adopted in 1970 and 1978. The present revision was prepared by a committee consisting of Sarah S. Rogers, Chairman, Norma Heron, Geraldine C. Kaye, and President Howard Winkler, ex officio, which was appointed on January 7, 2005, and presented its recommendations to the Board of Directors on March 22, 2005. Further input was requested and received from former officers of the Society. The final version was presented to the Board of Directors on September 13, 2005, *and was adopted by a vote of the Members on ???*