

Newport Historical Society Constitution

(Originally adopted October 1974; Incorporated February 1975; Amended Feb.2000, Nov. 2000, Feb. 2001, May 2005, October 2007 and Feb. 2013.)

Article 1. Name

The name of this society shall be the Newport Historical Society (NHS).

Article 2. Mission

The mission of the Newport Historical Society shall be to bring together those people interested in the history of Newport New Hampshire and Sullivan County New Hampshire. This mission includes: collecting, preserving and displaying objects of historical significance; providing educational programs; supporting historical research; fostering public interest; supporting the Society and the Newport Historical Society Museum.

Article 3. IRS Status

The Newport Historical Society is organized exclusively for charitable, religious, educational and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code. The Society is allowed to apply for state, federal and local grants and may accept gifts, materials and funds.

Article 4. Membership

Membership shall be open to those persons interested in the work of the Society and shall be categorized as follows:

1. Contributing Members - persons who have paid dues during the fiscal year of October 1st to September 30th. New members who pay dues in August or September shall be considered contributing members for the following fiscal year.
2. Board Members – Contributing members who have general oversight and voting privileges of the NHS.
3. Life Members – persons who have made a significant contribution to the NHS. Membership is to be determined on an individual basis.
4. Junior Members – persons under the age of eighteen.
5. Family Members – two (2) or more members of the same family unit.
6. Corporate/Business Sponsorship

Membership dues shall be confirmed or changed at the annual meeting.

Article 5. Board Meetings/Annual Meeting

Section 1. Board meetings shall be held on a monthly basis with additional meetings as needed. The public may contribute during the Public Forum section of the agenda.

Section 2. Special meetings of the Newport Historical Society(NHS) may be called by five contributing members of the NHS.

Section 3. Special meetings of the NHS Board may be called by the President or three Board members.

Section 4. The annual meeting of the NHS shall be held in October.

Article 6. Board of Directors and Executive Committee

Section 1. The Board of Directors shall consist of no more than twelve contributing members including the Executive Committee.

Section 2. The officers of the NHS shall be a President, Vice-president, Secretary, Treasurer and Museum Director and shall constitute an Executive Committee.

Section 3. New Board members will be appointed by the existing Executive Committee.

Section 4. The Executive Committee and Board of Directors shall have the general oversight of the Newport Historical Society.

Article 7. Election of Executive Committee

Section 1. The Executive Committee shall be elected by a plurality of votes cast at the annual meeting. Votes will be cast by written ballot.

Section 2. Nomination Requirements

A nominating committee, appointed by the President, shall select nominees no later than one week prior to the annual meeting. A written ballot with space for write-in votes shall be provided. Nominations may also be made by any contributing member of the NHS in good standing of no later than one week prior to the balloting at the annual meeting. A candidate for the Executive Committee must be a contributing member of the Newport Historical Society for at least one year prior to election.

Section 3. Terms of Office

Board members shall be elected annually. A person may be elected for unlimited terms for any office in the NHS. If the need to remove a member of the Executive Committee or Board should occur, it will be accomplished by a Special Meeting of the NHS. Documentation of the reasons behind such action shall be recorded and filed in the Executive Committee minutes.

Section 4. Installation

Executive Committee members take office at the close of the annual meeting and shall serve until their successors have been duly elected. In the event of a resignation or incapacity of any officer, the vacancy may be filled for the unexpired term of office by a vote of the Executive Committee.

Article 8. Newport Historical Society Museum

Section 1. The Society shall establish and maintain a Museum for the preservation, collection and interpretation of its historical material.

Section 2. The NHS Board shall appoint a Museum Committee of up to five (5) contributing members of the NHS.

Section 3. The duty of the Museum Committee is to oversee museum operation; establish and implement museum policies and procedures for NHS Board approval; inform the NHS Board of all museum activities; provide educational programs and be in charge of arranging museum displays.

Article 9. Amendment

This Constitution may be amended at any regular meeting by a two-thirds vote of the Board present provided that notice was given at the previous meeting by mail or email. The Constitution may also be amended at a special meeting with two weeks previous notice. The amendment requires a two thirds vote of the NHS Board. All proposed amendments to the Constitution must be submitted in writing.

Newport Historical Society By-laws

Article 1. Schedule and Quorum for Meetings

Section 1. Regular meetings of the NHS Board shall be held on the second Monday of the month at the NHS Museum. Special meetings may be called as designated in Article 5 of the NHS Constitution. Meetings are open to the public.

Section 2. A quorum shall consist of seven (7) members present at any Board or special meeting of the NHS.

Article 2. Duties of Executive Committee Members

Section 1. The President shall preside at meetings of the NHS and shall be a member ex-officio of all standing committees except the nominating committee. The President shall exercise supervision over the activities of the NHS within the scope provided by the By-laws and shall perform all the duties pertaining to the office.

Section 2. The Vice-President shall serve as an aide to the President and shall perform the duties of the President in the case of absence or inability.

Section 3. The Secretary shall keep minutes and attendance of NHS Board and Executive Committee meetings. Upon being relieved by a duly elected successor, the Secretary shall turn over all files belonging to and pertaining to the NHS.

Section 4. The Treasurer shall keep track of all funds of the NHS, maintain adequate financial records and keep a record of contributing members. A bank account shall be maintained in a Newport Bank with three (3) Board members having signing authority and responsibility. All checks must be signed by two authorized persons. The Treasurer is responsible for providing a monthly report to the NHS Board and must file all required State and Federal returns. A consolidated treasurer's report regarding the financial activity of the previous year will be presented at the annual meeting.

Section 5. The Museum Director shall participate as a full member of the Executive Committee and regularly provide information on the activities, acquisitions and condition of the Museum.

Section 6. Board members are expected to attend all monthly board meetings unless a valid reason has been authorized by the President. Failure to attend two (2) consecutive meetings may result in dismissal from the NHS Board.

Article 3. Financial Matters

Section 1. At least two (2) members of the Executive Committee will manage and approve the usual and ordinary expenditures within established funds not to exceed five hundred (\$500.00) dollars.

Section 2. The right to vote on any expenditure in excess of five hundred (\$500.00) dollars shall be limited to the NHS Board.

Section 3. No member of the NHS shall engage in any activity in the name of the Newport Historical Society (NHS) in an individual capacity. This includes but is not limited to entering into financial or non-financial contracts of any amount. All activities must be conducted as a result of an officially appointed committee.

Section 4. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate of public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 5. Any possible conflict of interest on the part of any member of the Executive Committee, officer or employee of the Corporation, shall be disclosed in writing to the Committee and made a matter of record through an annual procedure and when the interest involves a specific issue before the Society. Where the transaction involving a committee member, trustee or officer exceeds five hundred dollars (\$500.00) but is less than five thousand dollars (\$5,000.00) in a fiscal year, then a two-thirds vote of the disinterested committee members and publication in the required newspaper is required. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the actual vote itself. Every new member of the Executive Committee will be advised of this policy upon entering the duties of his or her office, and shall sign a statement acknowledging understanding of and agreement to this policy. The Executive Committee will comply with all requirements of New Hampshire law and the New Hampshire requirements are incorporated into and made part of this policy statement.

Article 4. Committees

Section 1. Committees shall be established by the Board as may be required to promote the objectives and interests of the Society.

Section 2. Each committee shall appoint its own chairperson and provide monthly reports to the Society

Section 3. The President shall appoint such Ad Hoc Committees as shall be necessary to accomplish temporary objectives of the Society.

Article 5. Parliamentary Authority

The meetings of the Society shall be governed by Robert's Rules of Order.

Article 6. Amendments to the By-Laws

These By-Laws may be amended at any regular meeting by a two-thirds vote of the contributing members present provided that notice was given at the previous meeting, by mail or email. The By-Laws may also be amended at a special meeting with two weeks previous notice. The amendment requires a two-thirds vote of the NHS Board. All proposed amendments to the By-Laws must be submitted in writing.

Article 7. Dissolution

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.