

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 50% of the current Board members at the time plus one, rounded up.

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 have executive 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.