

BY-LAWS

FITZWILLIAM HISTORICAL SOCIETY

(Revised and Approved 16 November 2022)

Article I

Name

The name of this society shall be the Fitzwilliam Historical Society (hereafter, the “Society”).

Article II

Purpose

The purpose of the Society shall be to bring together those people interested in history and, especially, the history of Fitzwilliam, New Hampshire.

The Society’s main function will be to discover and collect any material which may help to establish or illustrate the history of Fitzwilliam: its exploration, settlement, development, and activities in peace and war; its progress in population, wealth, education, arts, science, agriculture, manufacture, trade, and transportation. It will collect newspapers, pamphlets, catalogs, circulars, handbills, programs, and posters in printed or digital form; manuscript material such as letters, diaries, journals, memoranda, reminiscences, rosters, service records, account books, charts, surveys, and field books; and museum materials such as pictures, photographs, paintings, portraits, scenes, aboriginal relics, and material objects illustrative of life, conditions, events, and activities of the past and present.

The Society will provide for the preservation of such material and for its accessibility, as far as may be feasible to all who wish to examine or study it; to support Town officials in insuring the preservation and accessibility of the records and archives of Fitzwilliam; and to undertake the preservation of historic buildings, monuments, and markers.

The Society will disseminate historical information and arouse interest in the past by publishing historical material in local newspapers or otherwise; by holding meetings with pageants, addresses, lectures, papers, and discussion; by marking historic buildings, sites, and trails; and by using the media of print, radio, television and the internet to awaken public interest.

The Society will support the New Hampshire Historical Society in its mission.

The Society may also buy, sell, exchange, and/or maintain property of any nature which it may acquire by purchase or gift from any source.

Article III

The Board of Trustees (hereafter, the “Board”)

Section I: The Board shall consist of five (5) voting Trustees including the Chair, the Vice-Chair, the Secretary, two (2) Trustees-at-large, and one (1) non-voting Trustee serving as Treasurer. None of the six (6) Trustees are to be of the same immediate family or related by blood or marriage.

Section II: The Board shall meet at least four times per year including the Annual Meeting. Board meetings shall be called by the Chair and held at a time and place convenient to the in-person participation of all current Trustees.

Section III: The Board shall have the power to conduct all affairs of the Society. A majority of the Board's Trustees shall be required to pass on all such matters as come before the Society.

Section IV: The Board shall have the power to decide questions of policy that cannot be acted upon at a meeting of the Society and to perform other functions designated in these by-laws or otherwise assigned to it.

Article IV

Election of Trustees and Appointment of Officers

Section I: All Trustees shall be elected by a plurality of votes cast by ballot at the Annual Meeting. Two Trustees shall be elected each year, for a term of three years, to fill a regularly expiring three-year term. No Trustee shall hold more than one office at a time.

Section II: The five (5) voting Trustees shall appoint the Board's Chair and, in turn, the Chair shall appoint the Vice-Chair and Secretary. The non-voting Trustee-Treasurer shall be nominated and elected by the five (5) voting Trustees.

Section III: A Nominating Committee of three members, appointed and approved by the Board, shall select candidates for the five (5) voting Trustees and the one (1) non-voting Trustee-Treasurer from a list of all individual, active members.

Section IV: Nominations for any Trusteeship also may be made by any active member of the Society from the floor at the Annual Meeting.

Section V: Trustees and Officers shall be installed at the close of the meeting at which they are elected and appointed and shall serve until their successor has been duly elected and installed. In the event of the resignation, incapacity or termination of any Trustee, the vacancy shall be filled from the Society's membership by a vote of the remaining Trustees for the unexpired term. Such fulfillment shall not count against the term limits set forth in Section I.

Section VI: Any Trustee whose term has ended shall surrender all materials rightfully belonging to the Society to the Board or to the Amos J. Blake House Museum within five (5) business days of the termination.

Article V

Duties of Trustees

Section I: The Board of the Fitzwilliam Historical Society shall be a working board. As such, it is responsible for: determining the Society's strategic direction and operational planning; protecting the Society's assets; maintaining oversight of and assuring the adequacy and efficiency of resources for the Society's programs and services; enhancing the Society's public image; guaranteeing legal and ethical behavior and accountability; building governance capacity and mechanisms for self-evaluation.

Section II: The duty of loyalty requires Trustees to act with undivided loyalty and in the best interests of the Society and not to seek or derive private or personal gain from its affairs as these constitute a breach of fiduciary duty to the Society. In the event of a conflict-of-interest between the best interests of the Society and a Trustee, the Trustee shall comply with New Hampshire law in resolving this conflict.

Section III: The duty of care requires Trustees to act as would a prudent person in similar circumstances, be familiar with the Society's activities and financial condition, and participate regularly in Board meetings, deliberating in good faith and contributing to informed decision-making.

Section IV: The duty of obedience requires Trustees to be in strict compliance with the law, above reproach in their ethical behaviors and fully transparent and accountable to the Society's membership and all regulatory and reporting authorities.

Section V: Trusteeships shall be subject to immediate termination and said Trustees individually shall be liable to the Society for any monetary damages arising from any of the following:

- A: Any breach of the Trustee's duties of loyalty, care and obedience to the Society as set forth in Article V, Sections II, III and IV;
- B: Acts of commission or omission that are intentionally not in good faith or that involve intentional misconduct or a knowing violation of the law;
- C: Any transaction from which said Trustee(s) derived an improper personal benefit;
- D: Acts of commission or omission that are grossly negligent.

Section VI: Trustees shall act in accordance with the Conflicts of Interest policies set forth below.

A: Each Trustee, prior to taking their position on the Board, and all present Trustees shall submit in writing to the Chair a list of all businesses or other organizations of which the Trustee is an officer, trustee, member, owner (either as a sole proprietor or partner), shareholder, employee or agent, with which the Society has or might reasonably in the future enter a relationship or a transaction in which the Trustee would have conflicting interests. The Chair shall become familiar with the statements of all Trustees to guide their conduct should a conflict arise.

B: As any matter comes before the Board in such a way to give rise to a conflict of interest or in the eyes of a reasonably prudent person the appearance of a conflict of interest, the affected Trustee shall make known the potential conflict, whether disclosed by their written statement or not, and after answering any questions that might be asked, shall withdraw from the meeting for so long as the matter shall continue under discussion. In addition, other Trustees who themselves had pecuniary benefit transactions as defined in RSA 7:19-a with the Society within the same fiscal year should also not be present and not participate in the discussion. Should the matter be brought to a vote, neither the affected Trustee nor any other Trustee with a pecuniary benefit transaction with the Society in the same fiscal year shall vote on it. The Board shall comply with all the requirements of New Hampshire law where conflicts of interest are involved, including but not limited to the requirement of a two-thirds vote and, if the financial benefit exceeds \$5,000 in a fiscal year, publication in the required newspaper and disclosure to the Charitable Trusts Unit.

C: The New Hampshire statutory requirements dealing with pecuniary benefits (RSA 7:19-a) are hereby incorporated in full into and made an integral part of this conflict of interest policy. Copies of the relevant New Hampshire statutes are attached hereto so that every Trustee is aware of the statutory requirements. These requirements include, but are not limited to, absolute prohibitions on loans from a charitable trust to an Officer or Trustee and prohibition of any sale or lease (for a term greater than five years) or conveyance of real estate from an Officer or Trustee without the prior approval of the probate court. These requirements extend to both direct and indirect financial interests, as defined by the attached statutes.

Section VII: The removal of a Trustee for cause shall require a recommendation of the Board and a two-thirds vote of the quorum at the Annual or Special Meeting at which such recommendation appears as an agenda item.

Article VI

Duties of Officers

Section I: The Chair shall have executive supervision and operational charge over all activities of the Society within the scope provided by these by-laws. The Chair shall preside at all Board meetings and shall set the agenda for deliberation and discussion to which other Trustees and Society members may add. The Chair shall prepare an Annual Report covering the activities of the Society for delivery at the Annual Meeting. The Chair may be granted additional powers of appointment or responsibility as vested by resolution or action by the full Board.

Section II: The Vice-Chair shall assist the Chair in the fulfilment of their executive and operational duties, shall act in place of the Chair at the Chair's request and shall assume the role of the Chair in the event of the Chair's unavailability, incapacity or resignation.

Section III: The Secretary shall keep the minutes of all meetings of the Society and the Board, shall maintain a list of members, shall solicit annual membership dues and renewals, and shall render the Annual Report.

Section IV: The Treasurer shall be responsible for the safekeeping of Society funds and for maintaining adequate financial records. The details of account balances and all financial inflows, outflows and transfers shall be verifiably presented and documented at each quarterly Board meeting. The Treasurer shall collect dues and shall deposit these and all other monies received by the Society with a reliable financial institution in the name of the Fitzwilliam Historical Society. The Treasurer shall be responsible for all Society filings with Federal and State authorities and for making these available to the Board and membership. Monies shall be paid out only under signature authority by the Treasurer, the Chair or the Vice-Chair. Amounts in excess of \$1,000 require full Board notice and approval.

Article VII

Membership and Dues

Section I: Any person interested in the history of Fitzwilliam New Hampshire, who applies for membership in any classification of membership and who tenders the necessary dues shall hereby become an active member.

Section II: The classification of membership is as follows:

A: Active members will consist of individuals, couples, life, honorary and junior.

B: Institutional members will consist of any organization, school, library or other organized group. They are not required to be active. This group has one vote to cast by its appointed representative on any voting business.

C: Sustaining members will consist of an individual who is not required to participate in fundraising or other activities and will not hold a Trustee's position.

D: Honorary members shall be an individual whose activities have contributed to the purpose of the Society. These members shall be elected by majority of members present at the Annual Meeting upon nomination by the Board.

E: Life members are given this status by vote, Board nomination, or by payment.

Section III: The Schedule of Dues is separate from these By-Laws and is set by the Board. The Board may review and adjust the Schedule of Dues annually with membership notice well in advance of joining or renewing.

Section IV: Annual dues shall be solicited in advance of the due date. Members in arrears after ninety days may be sent a reminder notice. Those members still in arrears after six months shall be dropped.

Article VIII

Meeting Schedule and Quorum

Section I: Membership meetings of the Society shall consist of a minimum of the Annual Meeting held during the month of September with the date, time and place determined by the Board. Notice of the meeting and agenda shall be distributed to the full active membership. Here and hereafter, distribution is taken to mean by regular, first-class mail when necessary, by public notice in the Town Newsletter, via the Society's website (<https://fitzhistoric.org>) and social media, and by e-mail or text message as specified by the member's contact preferences.

Section II: The Chair may call Special Meetings of the membership as necessary or as may be petitioned by the membership and approved by the Board. Notice of the meeting and agenda shall be distributed to the full membership.

Section III: Majority rules on any matters presented for vote to the membership at the Annual or Special Meetings except for Amendments to the By-Laws.

Section IV: A quorum shall be fifteen (15) active members in physical or virtual attendance at the Annual or Special Meeting of the Society.

Article IX

Amendment Procedure

By-Laws may be amended at any Annual Meeting by a two-thirds vote of the quorum. By-Laws may be amended at any Special Meeting called that includes such purpose with notice distributed to all active members and a two-thirds vote of the quorum. All proposed amendments shall be submitted in writing and distributed to the full active membership in advance of the meeting.

Article X

Committees

Section I: The Society shall have the following responsibilities.

- A. Governance – Responsible for oversight of Board and Committee functions, the updating of By-Laws, compliance issues, and long range planning in these contexts.
- B. Museum – Responsible for collection, cataloging, care, and repair of all historical materials and objects and for arranging Museum exhibits and the correct historic interpretations of these exhibits. Responsible for the care, upkeep, repair and restoration of the Amos J. Blake House Museum.
- C. Education – Responsible for research, grant writing, programming and related publicity.
- C. Outreach – Responsible for membership, related record-keeping and recruiting.

Section II: Committees, standing or special, and their purposes may be established and appointed by the Chair as directed by the Board. The Chair with Board approval shall appoint members and the Chairs of the standing or special committees

Article XI

Provision for Dissolution

Section I: The Fitzwilliam Historical Society may be dissolved upon unanimous recommendation of the Board and a two-thirds vote of the full membership obtained through polling and attendance at an Annual or Special Meeting called for such purpose. Notice of the proposed intent to dissolve shall be distributed to the full active membership.

Section II: Should the Society's dissolution be affirmed, the Board shall ensure that all Federal and State protocols for dissolution are fully and rigorously followed.

Section III: Upon dissolution of the Fitzwilliam Historical Society, the Society's assets shall be distributed to the Town of Fitzwilliam for a public purpose.

**TITLE I
THE STATE AND ITS GOVERNMENT**

**CHAPTER 7
ATTORNEYS GENERAL, DIRECTOR OF CHARITABLE TRUSTS, AND COUNTY
ATTORNEYS**

Director of Charitable Trusts

Section 7:19-a

7:19-a Regulation of Certain Transactions Involving Directors, Officers, and Trustees of Charitable Trusts. –

I. Definitions. In this section:

(a) "Director, officer, or trustee" means a director, officer, or trustee of a charitable trust.

(b) "Financial interest" means an interest in a transaction exceeding \$500 in value for any officer, director, or trustee, on an annual aggregate basis. An "indirect" financial interest arises where the transaction involves a person or entity of which a director, officer, or trustee, or a member of the immediate family of a director, officer, or trustee, is a proprietor, partner, employee, or officer.

(c) "Pecuniary benefit transaction" means a transaction with a charitable trust in which a director, officer, or trustee of the charitable trust has a financial interest, direct or indirect. However, the following shall not be considered as pecuniary benefit transactions:

(1) Reasonable compensation for services of an executive director, and expenses incurred in connection with official duties of a director, officer, or trustee;

(2) A benefit provided to a director, officer, or trustee or member of the immediate family thereof if:

(A) The benefits are provided or paid as part of programs, benefits, or payments to members of the general public; and

(B) The charitable trust has adopted written eligibility criteria for such benefit in accordance with its bylaws or applicable laws; and

(C) The director, trustee, or family member meets all of the eligibility criteria for receiving such benefit;

(3) A continuing transaction entered into by a charitable trust, merely because a person with a financial interest therein subsequently becomes a director, officer, or trustee of the charitable trust.

(d) "Charitable trust" does not include, for purposes of this section only, an organization qualified as a private foundation under the applicable provisions of the United States Internal Revenue Code.

II. A pecuniary benefit transaction shall be prohibited unless it is in the best interest of the charitable trust and unless all of the following conditions are met:

(a) The transaction is for goods or services purchased or benefits provided in the ordinary course of the business of the charitable trust, for the actual or reasonable value of the goods or services or for a discounted value, and the transaction is fair to the charitable trust;

(b) The transaction receives affirmative votes from at least a 2/3 majority of all the disinterested members of the governing board of the charitable trust, which majority shall also equal or exceed any quorum requirement specified in the bylaws of the charitable trust:

(1) After full and fair disclosure of the material facts of the transaction to the governing board and after notice and full discussion of the transaction by the board;

(2) Without participation, voting, or presence of any director, officer, or trustee with a financial interest in the transaction or who has had a pecuniary benefit transaction with the charitable trust in the same fiscal year, except as the board may require to answer questions regarding the transaction; and

(3) A record of the action on the matter is made and recorded in the minutes of the governing board;

(c) The charitable trust maintains a list disclosing each and every pecuniary benefit transaction, including the names of those to whom the benefit accrued and the amount of the benefit, and keeps such list available for inspection by members of the governing board and contributors to the charitable trust. The list shall also be reported to the director of charitable trusts each year as part of the charitable trust's annual report required under RSA 7:28;

(d) If the transaction, or the aggregate of transactions with the same director, officer, or trustee within one fiscal year, is in the amount of \$5,000 or more, the charitable trust publishes notice thereof in a newspaper of general circulation in the community in which the charitable trust's principal New Hampshire office is located, (or if there is no such office, then in a newspaper of general circulation throughout the state), and gives written notice to the director of charitable trusts, before consummating the transaction. At a minimum, such notice shall state that it is given in compliance with this section and shall include the name of the charitable trust, the name of any director, officer, or trustee receiving pecuniary benefit from the transaction, the nature of the transaction, and the specific dollar amount of the transaction.

III. Every director, officer, or trustee, or member of the immediate family of such director, officer, or trustee, who engages in a pecuniary benefit transaction with a charitable trust shall provide copies of all contracts, payment records, vouchers, other financial records or other financial documents at the request of the director of charitable trusts in accordance with RSA 7:24. All documents so provided may be disclosed to the public for inspection and copying, subject to applicable confidentiality laws.

IV. Every charitable trust shall adopt policies pertaining to pecuniary benefit transactions and conflicts of interest.

V. No charitable trust shall lend money or property to its directors, officers, or trustees. Any director, officer, or trustee who assents to or participates in the making of any such loan shall be jointly and severally liable to the charitable trust for the amount of such loan until it is repaid.

VI. No charitable trust shall sell, lease for a term of greater than 5 years, purchase, or convey any real estate or interest in real estate to or from an officer, director, or trustee without the prior approval of the probate court after a finding that the sale or lease is fair to the charitable trust. However, this paragraph shall not apply to a bona fide gift of an interest in real estate to a charitable trust by a director, officer, or trustee of the charitable trust.

VII. A pecuniary benefit transaction undertaken in violation of this section is voidable. The director of charitable trusts may investigate complaints regarding pecuniary benefit transactions and if, after an investigation pursuant to RSA 7:24, the director determines that a pecuniary benefit transaction is in violation of this section, the director may institute appropriate proceedings under RSA 7:28-f to enforce these provisions.

VIII. Any member of the governing board of a charitable trust shall have standing to petition, pursuant to RSA 491:22, for a declaratory judgment that one or more pecuniary benefit transactions of the charitable trust are void.

IX. The provisions of this section shall not apply to transactions between a charitable trust and its incorporators, members, or other contributors who are not also directors, officers, or trustees of the charitable trust, provided that such transactions are fair to the charitable trust.

X. Notwithstanding subparagraph I(c) of this section, in the case of hospitals, "pecuniary benefit

transaction" shall not include reasonable compensation for professional services of members of the hospital's professional medical or nursing staff who also serve as members of the governing board of the hospital, if persons receiving such compensation do not constitute more than 25 percent of the membership of such board or the governing board of the charitable trust which owns the hospital.

XI. Notwithstanding subparagraph I(c) of this section, in the case of educational organizations normally maintaining a regular faculty and curriculum and normally having a regularly enrolled body of pupils or students in attendance at the place where their educational activities are regularly carried on, "pecuniary benefit transaction" shall not include reasonable compensation for professional services of members of the organization's faculty and staff who also serve as members of the governing board of the educational organization if such persons do not constitute more than 25 percent of the membership of such board.

Source. 1996, 302:2. 1997, 184:2, 3, eff. Jan. 1, 1998.