

# **RAYMOND HISTORICAL SOCIETY BYLAWS**

**As Amended June 1, 2023**

## **PREAMBLE**

As an Historical Society we affirm our support of and beliefs in the objectives of The Association of Historical Societies of New Hampshire, Inc. We believe that the key to Raymond's present and future lies in a respect for the traditions of the past, a knowledge of Raymond's history and an understanding of how past actions affect and influence our town in the present and future. We believe that this knowledge should be made available to the members, to the schools, and to the general public.

## **ARTICLE I: NAME**

The name of the organization shall be THE RAYMOND HISTORICAL SOCIETY, INC.

## **ARTICLE II: MISSION STATEMENT**

The mission of this society shall be to cultivate and encourage an interest in historical and antiquarian research of Raymond and vicinity, to collect and catalogue significant historical matter and antiquarian relics, to fund and maintain a museum where such collections shall be preserved and exhibited and to fund projects that meet two of the following criteria as may be voted by the membership:

1. For historical purposes
2. For educational purposes
3. To promote the interest of the Raymond Historical Society

We will maintain all presently owned property and any properties that may be acquired in the future in a manner that is creditable to the town, serving as a resource to the town government whenever necessary and cooperating with the schools, library and other local organizations in developing educational programs involving Raymond's history.

## **ARTICLE III: RIGHTS AND DUTIES**

The organization shall have all the powers and enjoy all of the rights and privileges granted to and submit to all of the applicable laws and regulations required of nonprofit corporations under the State and Federal laws.

## **ARTICLE IV: MEETINGS**

Section 1: General meetings of the Society shall be decided for the year at the annual meeting held in May by a vote of the membership. Changes in date or place of any meeting may be made by the Board of Directors with seven (7) days advance notice to the members send via U. S. mail or electronic media. A quorum for the transaction of business shall be 10 of the members in good standing or 10% of the members in good standing, whichever number is smaller.

Section 2: Special meetings of the Society may be called by the President at any time, OR if requested by ten members in writing. A quorum for the transaction of business shall be as outlined in Section 1.

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Section 3: The Board of Directors officers and directors shall normally meet prior to each general meeting during the year. Changes in date of a meeting of the Board of Directors may be made by the President. The President may also call a special meeting of the Board of Directors at his/her discretion. A quorum for transaction of business shall be a majority of the Board of Directors.

## **ARTICLE V: MEMBERSHIP and DUES**

**Any person interested in the history of Raymond who applies for membership in any classification of membership and who tenders the necessary dues shall thereby become a member.**

Section 1. Annual dues for individual members shall be no less than Fifteen Dollars (\$15.00).

Section 2. Family Membership dues shall be no less than Twenty-five Dollars-(\$25.00) and shall include parent or parents and children under 18 years of age and living in the same household.

Section 3: Life membership dues shall be no less than One Hundred Dollars (\$100.00).

Section 4: Honorary Life Members. A person may be elected as an Honorary Life Member of the Society who, in the opinion of two thirds of the members present and voting at the Annual Meeting has made a significant contribution to the Raymond Historical Society. Honorary Life Members shall have voting rights, may hold office and shall be exempt from dues.

Dues shall be reviewed annually by the Budget Committee, recommended to the Board of Directors and to the general membership, voted on or before May 1, and payable by May 31st. Any change in dues shall require a 2/3 vote of those present and voting.

All members whose dues are in arrears on June 1st shall be notified of that fact by the treasurer in writing. If dues are not paid by June 15<sup>th</sup>, it will result in the individual being dropped from membership and the mailing list for newsletters.

## **ARTICLE VI: OFFICERS AND BOARD OF DIRECTORS**

Section 1: The officers shall be five (5) persons, President, a Vice-President, a Secretary, a Treasurer, and an Assistant Treasurer, who shall be elected for a term of two (2) years. There shall be five (5) directors. Their term of office shall be three (3) years to be elected in a three (3) year cycle. Three (3) Board members will be elected in the first year of the cycle, two in the second year, and none in the third year. Should a seat become vacant, the Board may appoint someone to fill the vacated seat until the next election, at which time there will be an

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election to fill the seat for the remainder of the officer's 3 year term. All officers and directors shall be elected by a plurality of votes at the annual meeting.

Section 2: All officers and directors shall take office at the end of the meeting at which they are elected.

To qualify for the position of President and/or Vice President the candidate shall be a member of the Raymond Historical Society for a minimum of two (2) years. If the Nominating Committee is unable to secure a Presidential and Vice Presidential candidate, notification will be made in March. At the March meeting. The two-year requirement may be reduced to a one-year membership by vote of 2/3 of the members present and voting.

### **ARTICLE VII: DUTIES OF OFFICERS AND BOARD OF DIRECTORS**

Section 1: The president shall have executive supervision over the activities of the society within the scope provided by these bylaws and shall serve ex officio on all committees. He/she does not have the authority to make unilateral decisions except as provided by the bylaws. The president also:

- A. shall preside at all meetings and shall report annually on the activities of the society;
- B. shall appoint members of committees and directors for which there is no other provision;
- C. shall have the authority to fill any vacancy that may arise;
- D. shall have the power to sign any documents or contracts approved by the general membership;
- E. shall submit to the Board of Directors the nominations of historian, curator, and newsletter editor.

Section 2: The vice president shall assume the duties of the president in the event of absence, incapacity or resignation of the president, and shall be a member of the program committee.

Section 3: The Secretary shall keep the minutes of the meeting of the Society and the Board of Directors, shall render an annual report generating one legible copy for the files. Copies of the minutes are to be kept in a file at the Depot. Minutes will be available in draft form within one week of each meeting and ready for approval at the next scheduled meeting.

The Secretary shall also conduct the correspondence of the Society. This may be delegated to a Corresponding Secretary by the President.

Section 4: The Treasurer shall be a member of the Budget Committee. The committee shall be responsible for receiving budgetary needs report from "The Raymond

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Historical Society, Inc." The monies shall be paid out by numbered checks signed by the treasurer. When payment is more than Three Hundred Fifty Dollars (\$350.00), the check shall be co-signed by the president or in his/her absence, by the vice president. He/She shall pay all routine bills upon receipt. All bills approved by the membership shall be paid within thirty (30) days of receipt. The treasurer will collect dues, generate a membership list, maintain all accounts, render a report to be read at each monthly meeting and an annual report based on the fiscal year.

A. The Raymond Historical Society, Inc. shall maintain one banking account in its name for all financial transactions related to the Society's operations, including but not limited to deposits, payments, and investments. All funds received by the Society from fundraising events, general donations, and other sources, shall be deposited into the account. The Society's operating expenses shall be recommended annually by the Budget Committee. The funds to be used for the annual Gile School Scholarship(s) shall be recommended by the Program Committee and approved by a 2/3 vote of members present and voting at a regular meeting of the Society. All decisions requiring financial expenditures will be governed by the same rules and procedures as the Raymond Historical Society.

B. The assistant treasurer shall be a member of the budget committee.

Section 5: The directors shall have the duty of nominating Honorary Members to be elected at the annual meeting.

Section 6: The officers and directors shall decide questions of policy which for any reason cannot be acted upon at a meeting of the Society when a quorum is present, and perform such other functions as designated in the bylaws or otherwise assigned to it. At any meeting of the officers and board of directors, the majority shall constitute a quorum.

Section 7: The board of directors shall conduct an audit of the of finances of the Society and report at the annual meeting. An independent outside audit can be ordered by vote of the board of directors.

### **ARTICLE VIII: STANDING COMMITTEES**

Each committee should consist of three to five members with the Chairperson to be appointed by the President. The Chairperson shall submit to the President of the Society, the names of the members as soon as the committee is organized. Each committee will make a report at least once a year to the general membership.

**BUDGET COMMITTEE:** The treasurer, assistant treasurer, and president shall be members of the Budget Committee. The committee shall be responsible for receiving budgetary needs reports from committee chairs. The committee will

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assist in preparing the anticipated budget for the coming year to be presented at the annual meeting.

**BUILDINGS AND GROUNDS:** The buildings and grounds committee will oversee the condition of the property, maintaining same as appropriate. They will develop proposals for major repairs and modifications and present these proposals to the Board of Directors.

**CATALOGING COMMITTEE:** The curator will be the chairperson of the committee, which will be responsible for properly classifying, processing and maintaining all artifacts, photos, and items of historical input according to established standards.

**FUND RAISING COMMITTEE:** Will be responsible for all fund raising endeavors and arranging special activities or events to raise major funds annually.

**PROGRAM COMMITTEE:** The Vice President shall be a member of the Program Committee. The Program Committee will be responsible for planning all programs or activities for the general meetings, setting time, place and date; provide biographical material to secretary and Publicity Committee, hosting and providing any necessary equipment needed by speakers and taking care of follow-up, and administering the Gile School Scholarship

**PUBLICITY COMMITTEE:** The Publicity Committee shall be responsible for publicizing meetings and other events open to the public through the use of posters, fliers, brochures, newspapers, radio and TV announcements, or other suitable media.

### **ARTICLE IX: OTHER COMMITTEES**

#### **NOMINATING COMMITTEE:**

1. A nominating committee of at least three members shall be appointed by the President at a regular meeting prior to the annual May meeting. The committee shall meet to select nominees for each position of officer or board member whose term will expire at that annual meeting.
2. The nominees selected will be presented at a regular meeting prior to the annual meeting or at the annual meeting and voted on at the annual May meeting.
3. Additional nominations may be made from the floor.
4. If there is only one nominee for an office, elections may be made by voice. If there are two or more nominees, election shall be by ballot.

#### **SELECT COMMITTEES:**

Select Committees are formed to accomplish a specific purpose. Any member may make a proposal for such a committee at a meeting. The President will appoint a Chairperson, who shall submit to the President of the Society the names of the members as soon as the Committee is organized. Once its task is completed, a Select Committee ceases to exist.

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### **ARTICLE X: An Act Regulating Certain Transactions Between Charitable Trusts And Directors, Officers, And Trustees of Such Charitable Trusts**

1. Only Charitable Service Allowed. RSA 7:19, II is repealed and reenacted to read as follows:

II. Directors, officers, and trustees of charitable trusts shall serve on the governing boards of such charitable trusts only for the charitable purposes of the organization. If such directors, officers or trustees are serving for any other expressed or intended reasons, they shall not serve on the governing board of the organization.

2. New Section; Pecuniary Benefit Transactions. Amend RSA 7 by inserting after section 19 the following new section:

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.

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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 is approved by a 2/3 majority of the governing board 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 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

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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 trust 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.

3 New Section; Size and Membership Of Governing Boards. Amend RSA 292 by inserting after section 6 the following new section:

292:6-a Board of Directors of Charitable Nonprofit Corporations. In the interest of encouraging diversity of discussion, connection with the public, and public confidence, the board of directors of a charitable nonprofit corporation shall have at least 5 voting members, who are not of the same immediate family or related by blood or marriage. No employee of a charitable nonprofit corporation shall hold the position of chairperson or presiding officer of the board. This section shall not apply to those nonprofit corporations in existence on the effective date of this section until one year after such effective date, nor to any organization qualified as a private foundation under the applicable provisions of the United States Internal Revenue Code. The provisions of this section may be waived with the approval of the director of charitable trusts after application for such waiver.

### **ARTICLE XI: DISSOLUTION OF THE SOCIETY**

Section 1: The. Society may dissolve upon a vote of a two-thirds (2/3) majority of the membership at any annual meeting and/or special meeting by application to the Superior Court of New Hampshire. Current membership must be advised of such meeting thirty (30) days in advance.



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Section 2: Upon dissolution, all assets of the Society shall be offered first to the Town of Raymond. Whatever is not accepted by the town will be offered in descending order of preference to The Association of Historical Societies of New Hampshire, Inc., any historical society in New Hampshire which is organized and operated exclusively as a non-profit, tax-exempt organization, or any non-profit, tax-exempt railway museum.

### **ARTICLE XII: PARLIAMENTARY AUTHORITY**

The rules contained in Robert's Rules of Order (Modified) shall govern the proceedings of the Society.

### **ARTICLE XIII: AMENDMENT TO THE BYLAWS**

The bylaws of the Raymond Historical Society, Inc. shall be reviewed every three (3) years, but may be amended at any regular meeting by a two-thirds (2/3) vote of the current membership present provided notice of this intention was given at the previous regular meeting. All proposed amendments shall be submitted in writing.

By-laws amendments developed and recommended by the Board May 25, 2023

Amended by-laws presented to the membership for approval June 1, 2023

As Amended June 1, 2023

#### **BY-LAWS COMMITTEE**

Art Wolinsky

Sally Paradis

Diane White