

Bylaws of the Association for Rollinsford Culture and History

Proposed amendments (in red), to be voted on at June 20, 2024 Annual Meeting.

Article I: Name

The Association shall be known by the title and name of the Association for Rollinsford Culture and History (ARCH).

Article II: Purpose

Section 1:

The Association shall be a nonprofit, educational institution incorporated under the laws of the State of New Hampshire.

Section 2:

The mission of the Association for Rollinsford Culture and History shall be to restore and maintain the Colonel Paul Wentworth House as an educational and cultural center; preserve the heritage of Rollinsford; and foster and promote an understanding of the cultural and natural history of the lower Salmon Falls region.

Article III: Membership and Dues

Section 1:

Any person, institution, group, firm or corporation having an interest in the mission of the Association for Rollinsford Culture and History is qualified to become a member.

Section 2:

The Board of **Directors** shall establish classes of membership. Annual dues shall be in the amount established by the Board of **Directors**. *Change from Trustees to Directors, to be consistent with custom and practice. The ARCH board has always been referred to as the Board of Directors.*

Section 3:

Members in good standing with current dues paid shall be entitled to one (1) vote per membership.

Article IV: Officers

Section 1:

There shall be a president, one or more vice presidents, secretary and treasurer elected by the membership of the Association each year at the Annual Meeting.

Section 2:

The terms of office for officers referred to in Section 1 of this article shall be one year. *Replace section 2 with: The president and vice president(s) are elected for a term of two years. The secretary and treasurer are elected for a term of one year. Two-year terms for*

president and vice president will allow for more consistent leadership in these important positions.

Section 3:

The duties of officers of the Association for Rollinsford Culture and History shall be as follows:

- a. The president shall preside at all meetings of the Board of **Directors**. The president shall be an ex-officio member of all committees of the Association.
- b. The vice president(s) shall assume the duties of the president in the event of absence, incapacity, or resignation of the president.
- c. The secretary is accountable for the accuracy of board documents and shall maintain records of all board meetings.
- d. The treasurer shall be responsible for ensuring that the Association is financially accountable, has mechanisms in place to keep it financially sound and is operated appropriately. The treasurer reports to the board and to the members at the Annual Meeting. The treasurer shall be bonded.

Article V: Board of **Directors**

Section 1:

The affairs of the Association shall be governed by a Board of **Directors** composed of the elected officers referred to in Article IV and at least nine (9) and not more than fifteen (15) other members of the Association and elected by the membership at the Annual Meeting of the Association.

Section 2:

Board members may be elected to three-year terms and the terms of at least three (3) board members shall expire each year.

Section 3:

The elected officers referred to in Article IV shall be elected from the members of the board, provided, however, that an officer shall be able to continue to serve in such capacity in the event his or her term as a board member shall expire during his or her tenure as an elected officer.

Section 4:

A representative of the Rollinsford Historical Committee shall serve as one of the members of the board. Eliminate this section and renumber succeeding sections.

Section 4:

The duties of the Board of **Directors** shall be to:

- a. Govern the direction of the Association for Rollinsford Culture and History in all its property and affairs.
- b. Elect all standing committee chairmen, all ad hoc committee chairmen, and the full **Governance** Committee. **Change from *Nominating* to *Governance* for**

consistency throughout the by-laws (see Article VI: Vacancies) and to better reflect the duties of the committee.

- c. Hold ultimate fiduciary responsibility for the Association and for the protection and nurturing of its various assets.
- d. Secure sufficient funds for the operations of the Association.
- e. Adequately plan for the advancement of the Association and its mission.
- f. Evaluate the effectiveness of the Association in fulfilling its mission.

Section 5: Indemnification of Officers and Directors

All **Directors** and officers of the Association shall be indemnified by the Association against all costs, liabilities, judgments, and expenses actually and reasonably incurred by, or imposed upon them in connection with or arising out of any action, suit or proceeding in which they may be involved, directly or indirectly, or to which they may be made a party by reason of being or having been a **Director** or officer of this Association, or by reason of any action taken as a **Director** or officer of this corporation, except in relation to matters as to which they shall be finally adjudged to have been guilty of bad faith or fraud in the performance of their duty as such **Director** or officer. The foregoing right of indemnification shall not be exclusive of other rights to which they may be entitled by agreement, by vote of the members, or otherwise.

Article VI: Vacancies

If the offices of President and Vice President are vacant, the Board of **Directors** shall appoint a President pro tempore at a meeting of the board called by the Secretary. If any other officer or **director** shall resign, the Board of **Directors** may elect a successor, recommended by the Governance Committee, to hold such office. If a committee chairman resigns, the President shall recommend a new chairman to the Board of **Directors** at their next regular meeting. All such temporary appointments shall be until the next Annual Meeting of the Association.

Article VII: Meetings

Section 1: Annual Meeting

The Annual Meeting of the Association for Rollinsford Culture and History shall be held in June for the election of Officers and **Directors** and for receiving reports. Notice of the date, time, and location of the Annual Meeting shall be sent to each member at least 30 days prior to the meeting.

Section 2:

The Board of **Directors** shall customarily hold meetings once per month, time and place to be fixed at their convenience. Sixty (60) percent of the **Directors** currently on the Board shall constitute a quorum. **Directors** may participate via electronic or telephonic means.

Section 3: Attendance

A **Director** who fails to attend 50% of all Board meetings in a year or three meetings in a row may be suspended from trusteeship by a two-thirds vote of the Board.

Section 4: Votes

A majority vote qualifies as a passing vote.

Article VIII: Committees

The following committees shall be chaired by Board members and shall make recommendations to the Board of **Directors**. All committee members shall hold current membership in the Association.

Section 1: Executive Committee

The five officers of the Association and up to two members elected by the Board shall serve as members of the Executive Committee. Except for the power to amend the Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 2: **Governance** Renaming Nominating Committee to be consistent with Article V, section 4b and Article VI: Vacancies.

The **Governance** Committee shall consist of a minimum of three members of the Association and shall be responsible for nominating, orienting, and educating board members. The **Governance** Committee shall evaluate the performance of all board members on an annual basis and ensure all trustee requirements as set forth in the by-laws are met.

Section 3: Finance

The Finance Committee shall consist of the treasurer and two other Association members, and shall oversee the fiscal affairs of the Association for Rollinsford Culture and History, which includes the management of the assets of the corporation and recommending investment policies. The Finance Committee shall report at least twice a year to the Board of **Directors**.

Section 4: Buildings and Grounds

The Buildings and Grounds Committee shall consist of a minimum of three members of the Association, and shall oversee the restoration and ongoing maintenance of the Colonel Paul Wentworth House, grounds and associated structures.

Section 5: Development

The Development Committee shall consist of a minimum of three members of the Association, and shall be responsible for membership, public relations, and fundraising.

Section 6: Education

The Education Committee shall consist of a minimum of three members of the Association, and shall oversee any exhibits, educational programs, or other interpretive efforts of the Association

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Section 7: Collections Committee

The Collections Committee shall consist of a minimum of three members of the Association, and shall be responsible for all policies and procedures related to the care, custody and conservation of the archives and artifacts in the possession of the Association. The Committee shall make recommendations to the Board regarding acquisitions or deaccessions, and conduct periodic assessments of preservation and conservation needs.

Section 8:

The Board of **Directors** shall establish any other committees by a board vote.

Article IX: Fiscal Year

The fiscal year for the Association for Rollinsford Culture and History shall be **January 1 - December 31.** Consistency with the current practice of the Board.

Article X: Amendments

The Bylaws may be amended at any meeting of the Association by a two-thirds vote of the members present, provided that notice of the proposed amendment shall have been given to all members two (2) weeks prior to the meeting.