



**Springfield, NH Historical Society**  
**Articles of Incorporation and By-Laws**

**CONSTITUTION**

**ARTICLE I: NAME**

The organization shall be named the Springfield Historical Society, Inc, Springfield, New Hampshire, 03284.

**ARTICLE II: TIME PERIOD**

The period of existence shall be perpetual from its inception July 1. 1985.

**ARTICLE III: THE MISSION<sup>3</sup>**

The mission shall be to bring together people interested in history, and especially the history of Springfield, New Hampshire. Understanding the history of our town is basic to our way of life. It gives us a better understanding of our town and promotes a better appreciation of it.

The society's major function shall be to collect material which may help to establish or illustrate the history of the town, the area, its settlement, its development, its progress and its population. It shall collect printed materials such as letters, diaries, journals, histories, genealogies, biographies, memoranda, reminiscences, roster, records, account books, charts, and surveys; museum material such as pictures, photographs, paintings, portraits, prints, and material objects illustrative of life, conditions, events and activities of the past and present of the town of Springfield, New Hampshire. Whenever feasible, the society shall preserve historic buildings and sites, disseminate historical information, gather and maintain cemetery records, mark historical buildings, sites and land trails and provide scholarships to deserving applicants who are residents of Springfield and attending institutes of higher learning.<sup>2,9</sup>

**ARTICLE IV: LOCATION**

The location of the principal office shall be Springfield, New Hampshire in a designated building.

# Springfield Historical Society Constitution and By-Laws

October, 2009 amended version

## **ARTICLE V: AGENT<sup>3</sup>**

The name of the initial registered agent is Robert E. Moore. The current registered agent shall be the treasurer.

## **ARTICLE VI: ADDRESS<sup>2, 3</sup>**

The address of the historical society is PO Box 6, Springfield, New Hampshire, 03284.

## **ARTICLE VII: MEMBERSHIP<sup>2, 3</sup>**

Membership will be in five classifications:

1. All residents of Springfield are considered represented.
2. Individual active members—any person interested in the purpose of the society shall be eligible.
3. Family active members—any family interested in the purpose of the society shall be eligible.<sup>3</sup>
4. Business member—any organization interested in the history of Springfield, New Hampshire shall be eligible.
5. Life members –individual or a couple

## **ARTICLE VIII: MEETINGS<sup>1</sup>**

Meetings of the society shall be held quarterly on the second week of January, April, July, and October in a designated building. The July meeting shall also be the annual meeting.<sup>8</sup>

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

The officers shall be president, vice president, and secretary who shall be elected for a term of one year; and a treasurer who shall be elected for a term of three years. The officers and directors shall constitute the Board of Directors.

## **ARTICLE X: BOARD OF DIRECTORS**

The Board of Directors shall consist of the four elected officers plus three members of the society. Upon the formation of the society, to accommodate for the staggered election of the three members to the Board of Directors, a drawing of straws will determine which of the three will serve a 1, 2, or 3-year term.

## **ARTICLE XI: ELECTION OF OFFICERS**

1. All officers shall be elected by a two-thirds vote of those voting at the annual meeting.
2. Any active member may make nominations to the nominating committee prior to the annual meeting.
3. A candidate for election shall be an active member.<sup>4</sup>
4. In the event of resignation or incapacity of any officer except the president, the vacancy may be filled by a vote of the Board of Directors.

## **ARTICLE XII: THE CORPORATION<sup>5</sup>**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation 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.

No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements,) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501 (c) (3) of the internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law.)

#### **ARTICLE XIII: CONFLICT OF INTEREST<sup>6</sup>**

Any possible conflict of interest on the part of any member of the Board, officer, or employee of the corporation shall be disclosed in writing to the board and made a matter of record through the annual reporting to the state Attorney General by the treasurer. When the conflict of interest involves a specific issue before the board, it shall be recorded in the minutes and also reported to the state Attorney General as specified above. When the transaction involving a board member exceeds five hundred dollars (\$500) but is equal to or less than five thousand dollars (\$5000), a two thirds vote of the disinterested directors is required. When the transaction exceeds five thousand dollars (\$5000) in a fiscal year, two thirds vote of the disinterested directors and also publication in the local newspaper and town and historical society websites is required. The minutes of the meeting shall reflect the disclosure that was made, the abstention from voting, and the actual vote itself. Every new member of the Board will be advised of the policy upon taking office and shall sign a statement acknowledging understanding of the agreement to this policy. The New Hampshire requirements have been incorporated into and made part of the policy and the Board will comply with all requirements of New Hampshire law in this area.

#### **ARTICLE XIV: DISSOLUTION<sup>5</sup>**

Upon the dissolution of the corporation, the Board of Directors, shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation, exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as the exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

### **ARTICLE XV: AMENDMENT<sup>3</sup>**

These articles of corporation may be amended at any regular meeting of the society by a two thirds vote of those voting, provided notice has been given at the previous meeting or by a written noticed postmarked two weeks in advance of such a meeting.

## **BY-LAWS**

### **ARTICLE I: MEMBERSHIP AND DUES<sup>2</sup>**

1. Any person interested in the history of Springfield, New Hampshire who applies for membership in any classification of membership and who tenders the necessary dues shall there by become an active member.
2. There are five categories of membership.
  - a. All residents of Springfield are considered members of the Springfield Historical Society.
  - b. Individual active members, who shall pay dues, receive the newsletter and vote on issues.
  - c. Family active members, two or more, shall pay dues, receive newsletter and vote on issues.<sup>3</sup>
  - d. Business active memberships, who shall pay dues, receive the newsletter and vote on issues.
  - e. Life members, one individual or a couple who paid life membership dues, receive newsletter and vote on issues.
3. The dollar amount of dues for the five classifications shall be, when necessary, changed by the Board of Directors.
4. Membership in arrears shall be dropped from ACTIVE membership.<sup>3,7</sup>

### **ARTICLE II: SCHEDULE OF MEETINGS<sup>1</sup>**

1. Regular meetings of the society shall be held on the second week each quarter, January, April, July, and October at a designated building.<sup>1,8</sup>
2. The July meeting shall also be the Annual Meeting.
3. Special meetings shall be called by the president.
4. Officers and Board of Directors shall meet when necessary.

### **ARTICLE III: DUTIES OF THE OFFICERS AND DIRECTORS**

1. The PRESIDENT shall have executive supervision over the activities of the society within the scope provided by the by-laws. The president shall preside at all meetings. The president shall report annually on the activities of the society, or assign the duty to the secretary. The president shall appoint chairpersons and members of committees and any delegates not otherwise provided.
2. The VICE-PRESIDENT shall assume the duties of the president in the event of absence, incapacity, or resignation of the president. The vice-president shall handle the correspondence and be in charge of the programs of the historical society.<sup>1</sup>
3. The SECRETARY shall keep the minutes of meetings of the society and of the board of directors, maintain a list of members, and issue an annual report if requested by the president.<sup>1</sup>

4. The TREASURER:<sup>1,3</sup>
  - a. Shall be responsible for the safekeeping of all society funds and for maintaining financial records in a manner that is consistent with the fiduciary responsibilities to contributors, comparable with budgeted spending categories and documented with sufficient audit trail,
  - b. Shall collect dues, contributions and grants and deposit all monies received with any reliable banking company in New Hampshire in the name of the Springfield Historical Society,
  - c. Shall prepare a budget for the ensuing year and present it to the board for its approval,
  - d. Solely shall disburse funds to the extent that the category amounts do not exceed the full year approved budget amount for the categories. In the absence or incapacity of the treasurer another officer or board member may fulfill the duties of the treasurer,
  - e. Shall report each quarter to the board the year-to-date spending against the full year approved budget,
  - f. Shall aid the president in naming an audit committee in January of each year. The audit committee shall be comprised of two members and it shall be responsible for completing the annual financial audit by March 1st,
  - g. Shall issue an annual report based on the calendar year to the board at the January meeting and to the membership following the board adoption of the auditor's report at the April meeting,
  - h. Shall as required in April, file the annual report to the New Hampshire Attorney General Charitable Trust Unit with payment of the required fee.
5. The BOARD OF DIRECTORS shall have the power to conduct all affairs of the society. The Board shall aid the President in naming the Nominating Committee of three, who will select the candidates for office by April 1st in time for notification of the members prior to the annual meeting in July. They shall decide questions of policy that for any reason cannot be acted upon at a meeting of the society and perform other functions as designated in the by-laws or otherwise assigned to it. At any meeting of the Board of Directors, four members shall constitute a quorum.<sup>1,3</sup>

#### **ARTICLE IV: STANDING COMMITTEES**

1. Whenever feasible the society shall attempt to have the following committees: <sup>1, 3</sup>
  - a. GENEALOGY COMMITTEE—responsible for gathering genealogical information and answering inquiries.
  - b. HISTORICAL SITES COMMITTEE—responsible for establishing the historic validity of sites proposed for marking, and for marking those same sites. Markers for public sites shall be provided by the society. Markers for privately owned property will be available from the society at cost. All dates, copy, and deeds will be provided by the owner, and edited and verified by the committee.
  - c. MEMBERSHIP COMMITTEE—responsible for membership drives.
  - d. MUSEUM COMMITTEE<sup>3</sup>—shall be responsible for collecting, cataloging, and preserving books, manuscripts, newspapers, and other historical materials and

objects, for exhibits, and for the care and upkeep of the society building or meeting area. The museum committee shall be chaired by the curator.<sup>3</sup>

- e. PUBLICITY COMMITTEE<sup>3</sup>—responsible for finding ways and means for publishing studies, newsletters to members, bulletins, books, printed material using the society logo, and publicity to newspaper and other media available.
  - f. SCHOLARSHIP COMMITTEE<sup>3</sup>—responsible each year for organizing the scholarship program.
2. The president shall appoint members and chairpersons to the standing committees and designate other committees as needed.<sup>3</sup>

## ARTICLE V: AMENDMENT TO THE BY-LAWS

These by-laws may be amended at any regular meeting of the society by a two-thirds vote of those voting, provided notice has been given at the previous meeting or by two-thirds vote of those voting, provided notice has been given at the previous meeting or by a written notice postmarked two weeks in advance of such a meeting. All proposed amendments shall be submitted in writing with the signature of the person requesting the amendment.

### Amendments and Footnotes

Amended June 14, 1984

Revision Committee 1995: Deed Meyer, Louise Jacewicz, Patricia Heath Caswell and approved at Annual Meeting 1995 Amended 1998/1999

Amended July 2000

Amended January 2006

Revision Committee, 2007: Trudy Heath, Julie Slack, Patsy Heath Caswell

<sup>1</sup>Amended January 13, 1994

<sup>2</sup>Amended between 1995 & 2006

<sup>3</sup>Amended 2007 and approved at July 2007 meeting

<sup>4</sup>A previous fourth paragraph was eliminated and voted at the July, 1998 annual meeting

<sup>5</sup>Amended / rewritten June 14, 1984

<sup>6</sup>Added October 14, 1999 and amended July, 2007

<sup>7</sup>Amended April 8, 1999

<sup>8</sup>Amended July 2000

<sup>9</sup>Amended October 8, 2009 general meeting

### Certified Official Copy

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Gregory Bruss, secretary