



Springfield Historical Society

Articles of Incorporation and By-Laws

CONSTITUTION

ARTICLE I: NAME

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

ARTICLE II: TIME PERIOD

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

ARTICLE III: THE MISSION

The Springfield Historical Society is the responsible steward of Springfield's legacy by preserving and sharing Springfield's cultural heritage from the beginning through today to ensure generations know, understand and appreciate our history.

ARTICLE IV: LOCATION

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

ARTICLE V: AGENT

The registered agent shall be the treasurer.

ARTICLE VI: ADDRESS

The address of the Historical Society is PO Box 6, Springfield, NH, 03284.

ARTICLE VII: MEMBERSHIP

Membership will be in the following categories: 1. Individual active members—any person interested in the purpose of the society shall be eligible. 2. Family active members—any family interested in the purpose of the society shall be eligible. 3. Business member—any organization interested in the history of Springfield, New Hampshire shall be eligible. 5. Life members – individual.

ARTICLE VIII: MEETINGS

Meetings shall be held at least quarterly in January, April, July, and October. The July meeting shall also be the annual meeting. Special meetings shall be called by the president. Officers and Board of Directors shall meet when necessary.

ARTICLE IX: OFFICERS AND BOARD OF DIRECTORS

The officers shall be president, vice president, and secretary who shall be elected for a term of two years; 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.

ARTICLE XI: ELECTION OF OFFICERS

All officers shall be elected by a majority vote of those voting at the annual meeting. Any active member may make nominations to the nominating committee prior to the annual meeting. A candidate for election shall be an active member. In the event of resignation or incapacity of any officer, the vacancy may be filled by a vote of the Board of Directors.

ARTICLE XII: THE CORPORATION

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 Springfield Historical Society Constitution and By-Laws October 2009 amended version Page 3 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

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

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: AMENDMENTS

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

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 thereby become an active member. 2. There are four categories of membership: a. Individual active members, who shall pay dues, receive the newsletter and vote on issues; b. Family active members, two or more, shall pay dues, receive newsletter and vote on issues; c. Business active memberships, who shall pay dues, receive the newsletter and vote on issues, and d. Life members, one individual who paid life membership dues, receive newsletter and vote on issues. 3. The dollar amount of dues shall be, when necessary, changed by the Board of Directors. 4. Membership in arrears shall be dropped from ACTIVE membership.

ARTICLE II: SCHEDULE OF MEETINGS

1. Regular meetings of the society shall be held at least on a quarterly basis, January, April, July, and October at a designated location. 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

The **PRESIDENT** shall have executive supervision over the activities of the society within the scope provided by the by-laws. When present, the president shall preside the meeting. 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.

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.

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.

The **TREASURER** 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. The Treasurer shall:

- a. 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, Inc.
- b. prepare a budget for the ensuing year and present it to the board for its approval. The budget can be adjusted at any time by majority vote of the Board.
- c. solely 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.
- d. report at a minimum of quarterly to the board the year-to-date spending against the full year approved budget.
- e. help 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
- f. 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,
- g. as required in April, file the annual report to the New Hampshire Attorney General Charitable Trust Unit with payment of the required fee.

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 two persons, who will propose 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.

ARTICLE IV: STANDING COMMITTEES OR DESIGNATED PRIMARY POINT OF CONTACT.

Whenever feasible the society shall have the following committees, consisting of Board Members as chair, other Board members as well as members of the Society. If committees

cannot be constituted, the Board will designate a member as the primary point of contact for the particular area:

a. GENEALOGY COMMITTEE—responsible for gathering genealogical information and answering inquires.

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 —shall be responsible for collecting, cataloging, and preserving books, manuscripts, newspapers, and other historical materials and Springfield Historical Society Constitution and By-Laws October 2009 amended version Page 6 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.

e. COMMUNICATIONS COMMITTEE —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 —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.

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 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 1984, 1995, 1999, 2000, 2006, 2007 and 2009

Endorsed by the Board of Directors, June 8, 2021

Approved at Annual Meeting July 10, 2021

Certified Official Copy

_____ Gregory Bruss, secretary