



Falmouth Museums on the Green Bylaws

The mission of the Falmouth Historical Society, through the Museums on the Green, is to provide educational programs, and to preserve, share and celebrate the history and culture of the Cape Cod town of Falmouth.

Article I

Name and Seal

The corporation shall be known by the name The Falmouth Historical Society, hereinafter "Society". It shall have a corporate seal bearing the name of the Society and such other inscription as the Directors may determine. The Society may do business as (d/b/a) Museums on the Green.

Article II

Annual and Special Meetings

The Annual Meeting of the Society shall be held in January, unless otherwise approved by majority vote of the Board of Directors, to fill vacancies on the Board of Directors and for the transaction of such other business as might properly come before the meeting for action.

Special meetings of the Society may be called by the President and shall be called by the Secretary upon written request of any ten (10) members stating for what purpose the meeting is requested. Special meetings shall be held within 60 days of being called by the President or requested by members.

Written (regular mail) or electronic mail (email) notice of all meetings shall be sent to each member not less than 14 days in advance of the date of the meeting, stating the time, place and purpose for which the meeting is called. There shall be no votes by proxy.

Article III

Directors

The Board of Directors shall consist of between twelve (12) and twenty-one (21) members, one-third of whom shall be elected at the Annual Meeting for a three (3) year term. The Board of Directors shall have the general direction, control and management of the property of the Society, except as otherwise specified in these by-laws. They shall accept or reject all gifts and donations to the Society. They shall have the power to make such agreements and contracts on behalf of the Society, as they

deem best for the successful operation of the Society. They shall meet at the call of the President or any two Directors with a 48-hour notice for such meeting. The Directors shall present a report of their doings to the Society at each annual meeting. Consistent with the intent of these Bylaws, the Board of Directors may delegate their authority to specified Officers, Directors or staff.

Members of the Board of Directors shall serve without compensation but may be reimbursed for actual expenses incurred that the Board finds to be in the best interest of the Society.

Directors shall attend at least 50% of the regular and special Board of Directors meetings during each year of their term. In the event a Director is unable to comply with this requirement, or without good cause misses five consecutive meetings, the Board may, by a two-thirds (2/3) vote of those Directors present and voting at a duly called Board of Directors meeting, request such Director to resign.

By a two-thirds (2/3) vote of those Directors present at a duly called Board of Directors meeting, the Board may vote to replace a Director who is unable to complete his or her term for any reason including after being requested and refusing to resign for non-attendance.

The Society shall limit the terms of Board members to no more than two full consecutive three-year terms, after which a Board member must step down for a minimum of one year before again being eligible for Board membership, except that a Director serving as President in the final year of his/her term shall again be eligible to serve an additional one-year term as a Director, and shall be eligible for reelection as President during that additional term.

Any business or action of the Board of Directors, whether affirmative or negative, which may inure to the direct or indirect personal benefit of a Director including family member or employer shall be considered a conflict of interest. When a conflict of interest exists, the affected Director shall be excused from discussion and voting on such matters.

Article IV Officers

The Officers of the Society shall consist of a President, First Vice President, a Second Vice President (if the President with the concurrence of the Nominating Committee deems in the best interest of the Society), Treasurer, and Secretary/Clerk). The Board of Directors at its first meeting following the Annual Meeting shall elect all officers.

All Officers shall hold office for one (1) year. The Board of Directors shall fill vacancies in any office as necessity requires.

By a two-thirds (2/3) vote of all Directors at a duly called Board of Directors meeting, the Board of Directors may remove an Officer from his or her office but only upon specific findings of malfeasance and/or conduct injurious to the reputation and good will of the Society.

Article V

Duties of Officers and Administrative Personnel

The President shall have appointment powers, preside at all meetings of the Society and shall be Chairman of the Board of Directors. The President with the Treasurer shall sign any promissory notes, contracts, deeds and mortgages of the Society.

The Vice-Presidents shall be qualified to succeed the President and shall perform the duties of the President in case of the latter's disability or absence. The First Vice President shall be first in succession. The Vice-Presidents shall handle administrative functions as directed by the President.

The Treasurer shall give bond to the Society in such sum and with such surety as the Directors may annually determine. The Treasurer shall collect all dues and revenues of the Society and shall pay all bills when offered by the proper office or committee having authority from the Board. An account shall be kept of all monies received and disbursed, and at each Annual Meeting a full report shall be submitted to the membership. The financial condition of the Society shall be made known to the Directors when requested. The Treasurer will make arrangements for an annual independent review of the Society's books and ledgers consistent with Generally Accepted Accounting Principles (GAAP). The Treasurer, together with the President, shall have the right to sign and endorse for and in the name of the Society such notes and contracts as may be authorized by the Directors. The Executive Director may sign checks in an established amount set by the Board of Directors. Checks exceeding the established limit shall require the additional signature of the President or Treasurer. The Treasurer shall insure that any required tax filings including requests for tax exemption are properly and promptly filed with governmental agencies.

The Secretary/Clerk shall keep a complete record of all the meetings of the Society and the Board of Directors and shall notify the members and Board of Directors of their respective meetings. The Secretary/Clerk shall perform such other duties as the Directors shall require. The Secretary/Clerk shall insure an Annual Report is filed with the Secretary of State.

Subject to oversight by the Board of Directors, the Executive Director is responsible for directing, hiring, terminating and coordinating all paid and volunteer staff and carrying out the day-to-day operations of the Society. The Executive Director shall coordinate administrative support to the President and the Board of Directors.

There shall be an Executive Committee consisting of the President, the Vice Presidents, the Secretary, and the Treasurer. The Executive Committee shall, between the meetings of the Board of Directors, be empowered to make decisions as to the general management of the affairs of the Society. Any such decisions shall be reported in writing to the full Board of Directors at its next regular meeting.

The Society shall indemnify any director or officer or former director or officer of the Society against all expenses actually and reasonably incurred by her or him in connection with the settlement or defense of any action, suit or proceeding, civil or criminal, in which he or she is involved or made a party by reason of being or having been such director or officer. This indemnity, however, shall not extend to matters as to which such person shall be adjudged in such action, suit or proceeding, civil or criminal, to be liable for negligence or misconduct in performance of duty to the Society. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law.

Article VI
Standing Committees

There shall be standing Committees, chairmen of which shall be appointed by the President. Standing Committees shall include:

Finance	Buildings & Grounds	Development
Governance	Outreach & Marketing	Executive
Programs	Collections	

Such other committees, standing or special, shall be appointed by the President as the Society or the Executive Committee shall from time to time deem necessary to carry on the work of the Society. The President shall include such appointments in a supplement to the bylaws, upon their appointment. The President shall be *ex officio* a member of all committees except the nominating committee. Chairmen of these Committees may appoint members to their committees and shall notify the President of their appointments.

Nominating Committee

The Nominating Committee shall be appointed by the President and consist of between three and five Members excluding the President and Vice Presidents. The Committee shall prepare a slate of nominees for the Board of Directors in time to include with the notice sent to members for the annual meeting (see Articles II and XI). Amendments and additions to the slate may be made from the floor of Annual Meeting provided that any additional nominees are present to accept nomination.

Consistent with the Society's succession planning and priorities, the Committee shall prepare a slate of Officers for consideration at the first Board of Directors meeting subsequent to the annual meeting. The Board of Directors may vote to accept the slate as presented or nominate alternative Directors as Officers. Selection shall be by majority vote of the Directors attending the meeting.

Article VII
Quorums

Fifteen (15) members shall constitute a quorum for any Annual or Special Meeting of the Society.

Eight (8) Directors shall constitute a quorum for any Directors' meeting. Directors may participate and vote via telephone or video conference provided 1. There is a physical quorum present for the meeting; 2. Each Director can communicate concurrently with all Directors participating in the meeting; and 3. All participating Directors have equal access to written materials or media presentations.

Article VIII
Membership

Any person may apply for membership in the Society and shall become a member upon payment of the membership dues. Membership will be good for one year, renewable annually on or before the

last day of the month in which membership first became effective. Members who have attained the age of eighteen (18) shall have the right to vote.

The Society does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members of our staff, clients, volunteers, subcontractors, vendors, and clients.

Article IX
Dues

The classes of membership in the Society and their respective dues shall be fixed from time to time by a majority vote of the Board of Directors.

Article X
Investments and Endowment

The Directors shall at least annually review and update as necessary a Society investment policy. The investment policy's purpose is to develop, protect and maintain a capital reserve against future contingencies and protect the Society's fiscal wellbeing. The policy shall dictate the duties and responsibilities of the Board, Officers, staff and fund managers.

Only by majority vote of the Directors may the Society accept permanently restricted gifts, donations, bequests, assets or funds.

Article XI
Amendments

These by-laws may be amended at any meeting of the Society by a two-thirds (2/3) vote of those present, provided notice of such amendment is given in the call of the meeting upon no less than a fourteen (14) day notice.

Article XII
Advisory Council

The Board of Directors may appoint an Advisory Council, on an ad hoc basis, bringing to the Society necessary parties to assist in the achievement of its goals, whose responsibilities will be further defined by the Board of Directors.

Amended September 1987, April 1988, September 1995, May 1997, September 2002, September 2004, March 2005, September 2005, January 2006, January 2009, January 2012, September 2015.