

NEW HAMPSHIRE HISTORICAL SOCIETY

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STATEMENT OF PURPOSE

The purpose of the New Hampshire Historical Society is to investigate, collect, preserve, and communicate whatever may relate to the history of New Hampshire and its people. To fulfill this purpose, the Society shall collect, maintain, interpret, and make available to the public such books, papers, artifacts, and related materials as may serve to document or illuminate the state's history. In addition, the Society recognizes a responsibility to promote and disseminate the study and understanding of New Hampshire history through scholarly inquiry, exhibitions, education programs, and publications.

ARTICLE I MEMBERSHIP

Section 1.01 Membership Categories

The Society shall consist of individual, couple, family, life, business, and institutional members in good standing by virtue of their having paid their dues and such other categories of membership as may from time to time be established by the board of trustees, including complimentary members who are not required to pay any dues.

Section 1.02 Qualifications

Membership shall be open to all of the above who are interested in furthering the purposes and work of the Society, to be effective upon payment of designated dues and shall be valid for one year from the date of payment.

Section 1.03 Rights and Privileges of Membership

Only those members of all categories that have paid their dues and are in good standing shall be entitled to vote, one vote per member, at all meetings of the members, and to the full privileges of membership in the Society, as determined from time to time by, and subject to such regulations as may be prescribed by, the board of trustees. Voting is limited to persons eighteen (18) years of age or older. Voting may be exercised in person or by proxy as determined by the trustees, in which event proxies shall be counted for the purpose of determining a quorum.

Section 1.04 Dues

The board of trustees shall from time to time determine the amount of annual dues payable by members of each category. When any member shall become delinquent in the payment of dues, his or her membership shall terminate and he or she shall no longer be a member in good standing.

ARTICLE II TRUSTEES AND OFFICERS

Section 2.01 Trustees and Terms

There shall be a board of not fewer than sixteen (16) nor more than twenty-two (22) trustees as determined at each annual meeting of the Society. The terms of office of the trustees shall be for four (4) years and they shall be elected at an annual meeting by the members of the Society entitled to vote. At each annual meeting, no fewer than four (4), nor more than six (6) trustees shall be elected for a term of four (4) years expiring with an annual meeting and the election of their successors. All trustees will be limited to two (2) consecutive four-year terms, but may be

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reelected after having been absent from the board for at least one (1) year. Trustees may also be elected at each annual meeting to fill vacant unexpired terms on the board of trustees and such trustees shall be eligible thereafter to serve two full terms on the board. The board may also appoint the chair of a capital campaign of the Society as an ex officio member of the board of trustees, with no voting rights, for a term as may be determined by the board, but for no longer than the active period of the campaign.

Section 2.02 Responsibilities

The board of trustees shall establish all Society policies, approve long-range plans and annual program plans and budgets, regulate the expenses of the Society, and determine the Society's auditor, insurance agent, investment counsel, and legal counsel. The board may, at its discretion, appoint and/or employ such officers and other personnel and agents as may be necessary to conduct the work of the Society and determine the terms of their employment or agency.

Section 2.03 Absence, Resignation, and Vacancies

If any trustee is absent from three (3) consecutive meetings of the board, the board may, without cause, ask such person to resign from the board of trustees and if the person fails to resign remove the person as a trustee. If a vacancy shall occur in the board of trustees, the trustees may fill it by appointment, the appointee to serve until the next annual meeting and election of the Society.

Section 2.04 Officers

The officers of the Society shall be a chair, two vice chairs, a president, a treasurer, and a secretary. The board shall hold its annual meeting immediately following the annual meeting of the Society, at which the chair, vice chairs, treasurer, and secretary shall be elected from among the membership of the board for a term of one (1) year and until their successors are elected by the board of trustees. The president may also be elected at this same meeting or at a separate meeting as determined by the board. A vacancy in any office shall be filled by vote of the board of trustees.

Section 2.05 Chair

The chair shall preside at the meetings of the Society and of the board of trustees when present, and perform such other duties as generally pertain to that office. In the absence of the chair, or in case of a vacancy in that office, a vice chair shall preside, and perform the powers and duties of the chair during such absence or vacancy. In the absence of the chair and vice chairs, a chair pro-tempore shall be chosen. The chair shall be entitled to vote at all meetings over which he or she shall preside.

Section 2.06 Vice Chairs

In the event of the temporary absence or inability of the chair to act, a vice chair shall perform all the duties of the chair. At all other times, the vice chairs shall perform all duties and exercise all powers assigned to the vice chairs by these bylaws, the board of trustees, or the chair.

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Section 2.07 Treasurer

The treasurer shall be charged with the care and custody of the Society's funds and from such funds shall authorize such disbursements as are necessary for the conduct of the Society's business. The treasurer shall keep, or cause to be kept, the financial records of the Society and shall report on the finances of the Society at the request of the board of trustees. The trustees of the Society shall cause an audit to be made of the accounts of the treasurer before each annual meeting and at such other times as they may consider necessary. The financial records of the Society shall be open at all times to the inspection of any member of the board of trustees and, upon reasonable request, to any member in good standing of the Society. The treasurer shall perform all the duties incident to the office of treasurer and all other duties as may from time to time be assigned to the treasurer by these bylaws, the board of trustees, or the chair.

Section 2.08 Secretary

The secretary shall be the custodian of the records and the seal of the Society and shall affix the seal to all such documents as may be required. The secretary shall cause notice to be given of meetings of the board of trustees and of the annual meeting of the Society in accordance with the provisions of these bylaws, and shall keep copies of the Society's records available for inspection by the board. The secretary shall perform all duties incident to the office of secretary and all other duties as may from time to time be assigned to the secretary, by these bylaws, the board of trustees, or the chair.

Section 2.09 Trustees Emeritus

The recognition of trustee emeritus is conferred automatically by these bylaws on every past chair of the Society and may be conferred by a vote of the board on other former trustees. A trustee emeritus has no voting rights or term limits.

Section 2.10 Meetings of the Board of Trustees

The trustees shall meet in one of the Society's facilities in Concord, New Hampshire, or such other place as they may select, on such day in each quarter of each year as they may determine. The chair may call special meetings and shall do so whenever requested in writing by not less than three (3) trustees. The time, place, and proposed subject matter of any such special meeting shall be specified in the request of the chair, and notice of the time, place, and purpose of any such special meeting shall be provided to each trustee not less than three (3) days before such meeting is held. At all meetings of the trustees, a majority of the board shall constitute a quorum, and a majority of such quorum, in attendance and/or participating by telephone, shall decide all questions at the meeting. Between regular meetings and in lieu of special meetings, board meetings and/or votes may be conducted by telephone, by internet, by electronic mail, or by mail, but any vote must meet the quorum and majority of quorum requirements described above.

ARTICLE III COMMITTEES

Section 3.01 Standing Committees

The Society shall have as its standing committees: the executive committee; the finance committee; and the governance committee.

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Section 3.02 Committee Membership and Structure

The board of trustees may establish, at its discretion, such other standing committees or temporary committees as are necessary for the proper conduct of the affairs of the Society. Each standing committee, established by these bylaws, or otherwise, and each temporary committee, shall make rules consistent with these bylaws for the holding and conduct of meetings. Meetings of committees may be called by the committee chair, the board chair, or by the written request of two committee members made to the committee chair or board chair. A majority of each committee shall constitute a quorum for the transaction of business, but a lesser number may adjourn any meeting from time to time. The chair of each committee shall be appointed by the board chair, and each committee chair must be a present member of the board of trustees. The membership of each committee shall be appointed by the board chair on the advice of the committee chair. A majority of the members of each standing committee must be current members of the board of trustees, and all members of the executive and governance committees must be present members of the board with the exception of the immediate past chair serving on the executive committee by virtue of section 3.03 below. All other committees may, at the discretion of the committee chair and the board chair, include non-members of the board who are members of the Society in good standing. Each committee shall maintain a written record of its meetings and present the same to the board of trustees in advance of its next meeting. The mission and powers of the committees may be limited or expanded by a vote of the board of trustees. The board chair shall be an ex officio member of all committees.

Section 3.03 Executive Committee Powers and Duties

The executive committee shall consist of not more than nine members including the chair, the two vice chairs, the treasurer, the secretary, the immediate past chair, and one or more additional members appointed by the chair from among the membership of the board. It shall coordinate the activities of the board committees, set agendas for board meetings, serve as a resource for the president, and oversee Society staff personnel issues. Between meetings of the full board, the executive committee may act on behalf of the board, subject to confirmation of its decisions by the full board at its next meeting.

Section 3.04 Finance Committee Powers and Duties

The finance committee shall consist of not fewer than five members nor more than seven members and shall include the treasurer. It shall develop the Society's annual budget in coordination with the president and recommend the budget to the board of trustees for approval. The committee monitors the budget and Society's financial performance during the fiscal year and reports its findings and recommendations to the board of trustees. The committee develops and recommends to the board policies on staff compensation, insurance, and the use of outside contractors. The committee interviews and recommends to the board an independent accounting firm annually to review the Society's fiscal controls and records, and reviews and reports to the board on the Society's year-end financial statements.

Section 3.05 Governance Committee Powers and Duties

The governance committee shall include the chair of the board and consist of not fewer than five members nor more than seven members. It shall be responsible for coordinating the development, renewal, and retirement of members of the board of trustees. It regularly reviews

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the Society's bylaws and recommends revisions and amendments to the bylaws to the board. The committee also reviews management succession and proposes the slate of officers annually to the full board of trustees.

Section 3.06 Other Committees

The board of trustees may appoint such other committees to assist in the management of the affairs of the Society that shall have such powers, duties, functions, or responsibilities as the board of trustees may determine. The terms and conditions of membership on such committees shall be as determined by the board of trustees.

ARTICLE IV PRESIDENT

The board of trustees shall appoint a president who shall serve as chief executive officer. The president shall be responsible for implementing all policies, plans, programs, and financial objectives approved by the board, for the appointment of all employees to staff positions, and for setting compensation for all employees. The president shall serve as the Society's chief public spokesperson in the absence of, or at the direction of the chair. The president shall, unless otherwise ordered, execute all written agreements and contracts in the name of the Society, subject to review and approval of the trustees or the executive committee. The board may, in its sole discretion, appoint other operating managers in consultation with the president.

ARTICLE V MEETINGS OF THE MEMBERS OF THE SOCIETY

Section 5.01 Annual Meeting

An annual meeting of the Society shall be held in Concord, New Hampshire, or in such other location within the State of New Hampshire as the trustees may designate, on the first Saturday in May, or such other date as the board of trustees may select.

Section 5.02 Special Meetings

Special meetings of the Society may be held at any time or place at the call of the chair. The chair shall call a special meeting of the Society when requested in writing and signed by a majority of the board of trustees, or by not fewer than fifty (50) members of the Society, and the time, place, and purpose, which must be limited to those purposes germane to the work of the Society, of such a special meeting shall be specified in the petition to call a meeting.

Section 5.03 Notice of Meetings

Notice of any meeting of the Society's membership shall be mailed by the secretary to each member of the Society in good standing not less than thirty (30) days prior to the time of such meeting. At all meetings of the Society, thirty (30) members in good standing shall constitute a quorum and a majority vote of those present and voting shall decide on all questions.

ARTICLE VI CORPORATE SEAL

The Society may have a seal, which shall bear its name and shall indicate the date of incorporation.

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ARTICLE VII INDEMNIFICATION OF OFFICERS, TRUSTEES, EMPLOYEES, AND VOLUNTEERS

Section 7.01 Claims by Third Parties

The Society may to the fullest extent permitted by law indemnify any person who was or is a party to any pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, formal or informal, by reason of the fact that he or she is or was a trustee, officer, employee, volunteer, or agent of the Society (hereinafter collectively referred to as "Covered Individual"), against expenses (including attorney fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Society and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the Covered Individual did not act in good faith and in a manner which he or she reasonably believed to be in the best interests of the Society.

Section 7.02 Claims by the Society

Notwithstanding anything in this article to the contrary, the Society shall not indemnify any Covered Individual in connection with a proceeding by or in the right of the Society in which: (1) the Covered Individual was adjudged liable to the Society; or (2) in connection with any other proceeding charging improper personal benefit to the Covered Individual, whether or not involving action in his or her official capacity, in which he or she was adjudged liable on the basis that a personal benefit was improperly received by him or her.

Section 7.03 Expenses

To the extent that a Covered Individual has been wholly successful on the merits in defense of any action, suit, or proceeding referred to in this article he or she shall to the extent of any applicable insurance coverage maintained by the Society be indemnified against expenses (including attorney fees) actually and reasonably incurred by him or her in connection herewith.

Section 7.04 Determination

Any indemnification under this Article VII (unless ordered by a court), as distinguished from subsection 7.03 hereof, shall be made by the Society only as authorized in the specific case upon a determination made in the manner described in NH RSA 293-A:8.50-58 that indemnification of the trustee, officer, employee, volunteer, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth herein.

Section 7.05 Funding of Expenses

Expenses (including attorney fees) incurred in defending the Covered Individuals with respect to a civil or criminal action, suit, or proceeding may be paid by the Society in advance of the final disposition of such action, suit, or proceeding as authorized in this article if:

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- (a) the Covered Individual furnishes the Society a written affirmation or his or her good faith belief that he or she has met the standard of conduct required herein;
- (b) the Covered Individual furnishes to the Society a written undertaking, executed personally or on his or her behalf, to repay the advance if it is ultimately determined that he or she did not meet the standard of conduct required herein; and
- (c) a determination made in the manner described in RSA 293-A:8.50-58 that the facts then known to those making the determination would not preclude indemnification.

The undertakings required by this subsection must be an unlimited general obligation of the Covered Individual but need not be secured, and may be accepted without reference to financial ability to pay.

Section 7.06 Determinations, Administration, and Payments

The determination of whether Covered Individual is eligible or ineligible for indemnification under any provision of the Article VII shall be made in each instance by (1) a majority of the board of trustees who are not parties to the proceeding in question, or (2) independent special legal counsel appointed by a majority of the trustees then in office. Notwithstanding the foregoing a court having jurisdiction (which need not be the court in which the proceeding in question was brought) may grant or deny indemnification in each instance.

Section 7.07 Insurance

The Society shall purchase and maintain insurance in the amount determined by the board of trustees from time to time on behalf of any trustee, officer, employee, volunteer, or agent of the Society against any liability asserted against or incurred by him or her in serving in any such capacity or arising out of his or her status as such, whether or not the Society would have power to indemnify him or her against such liability or cost.

Section 7.08 Heirs and Personal Representatives

The indemnifications provided by this Article VII shall inure to the benefit of the estate and personal representatives of the Covered Individual.

Section 7.09 Non – Exclusivity

The provisions of this Article VII shall not be construed to limit the powers of the Society to indemnify any Covered Individual to the full extent permitted by law or to enter into specific agreements, commitments or arrangements for indemnification permitted by law. The Society shall have the power to indemnify any Covered Individual on any terms not prohibited by law which it deems appropriate. The absence of any express provision for indemnification herein shall not limit any right of indemnification existing independently of the Article VII.

Section 7.11 Savings Clause

If any section of the Article VII or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the Society shall nevertheless indemnify a Covered Individual to the full extent permitted by any applicable portion of these bylaws that shall not have been invalidated and to the full extent permitted by law. To the full extent permitted by law, the Society may enter into and perform agreements with a Covered Individual obligating the

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Society, among other things, to provide indemnification and advancements of costs, charges and expenses to such persons in addition to any other indemnification or advancement to such person under any section of the Article VII.

ARTICLE VIII LIMITATION OF PERSONAL LIABILITY OF DIRECTORS AND OFFICERS

No trustee or officer of the corporation shall be personally liable to the corporation for monetary damages for any breach of fiduciary duty as a trustee, an officer, or both, as the case may be, except with respect to:

- (1) any breach of trustee's or officer's duty of loyalty to the corporation;
- (2) any acts or omissions that are not in good faith or that involve intentional misconduct or a knowing violation of law; and
- (3) any transaction from which the trustee, officer, or both, derived an improper personal benefit.

ARTICLE IX CONFLICT OF INTEREST AND PECUNIARY BENEFIT TRANSACTIONS

Trustees having a real or apparent conflict of interest in any matter before the board must disclose the possible conflict and exclude themselves from the discussion and/or vote on the matter in question.

Trustees having an interest in a proposed pecuniary benefit transaction with the Society that is brought before the board shall have an affirmative obligation to disclose such interest and shall be prohibited from being present during or participating in the discussion on the subject or voting thereon. The board shall authorize the Society to enter into such transactions only in accordance with the applicable law.

ARTICLE X LOCATION OF OFFICES

The principal offices of the New Hampshire Historical Society shall be at such location as to be determined by the board of trustees in Concord, New Hampshire.

ARTICLE XI GENERAL

Section 11.01 Fiscal Year

The Society's fiscal year shall end on September 30. The board of trustees may alter the fiscal year without an amendment to these bylaws.

Section 11.02 Financial Statement

The treasurer shall present a report of the financial condition and principal activities of the Society during the preceding year at each annual meeting of the membership of the Society.

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ARTICLE XII AMENDMENTS

These bylaws may, upon the affirmative vote of a majority of the trustees then in office, be amended, provided that the substance of the proposed amendment be mailed to each trustee not fewer than ten (10) days prior to the time of such meeting.

These bylaws were approved by the membership of the New Hampshire Historical Society at the annual meeting in May 1995, and amended by the board of trustees in December 1996, September 1998, March 2000, June 2000, March 2004, March 2012; and June 2014.