

BY-LAWS of the SHEFFIELD HISTORICAL SOCIETY, INC.

ARTICLE 1. PURPOSE: The Sheffield Historical Society, Incorporated, is a non-profit organization dedicated to promoting interest in the history of the Town of Sheffield, including the hamlets of Ashley Falls and Sheffield, and the region of which it is a part.

ARTICLE 2. MEMBERSHIP is open to any person interested in the purposes and activities of the Society, upon payment of dues (individual, joint, or life membership), the amount of which will be set by the Board of Directors.

ARTICLE 3. MEETINGS OF THE SOCIETY will be on the second Friday of each month, from September through June, unless otherwise designated by the Board of Directors. Members in good standing will be eligible to vote and twenty (20) members will constitute a quorum.

A. The ANNUAL MEETING of the Society will be the June meeting. At that time the Society will:

- Receive annual written reports from officers and committee.
- Vote on matters previously proposed by the Board or the membership.
- Elect officers as follows:
 - President and Vice-president; three-year terms, with option to be elected for one additional year: i.e., not to be elected to serve for more than four consecutive years;
 - Treasurer and Secretary (Clerk); up to three-year terms, not to be elected for more than three consecutive years;
 - Five Trustees required but up to seven Trustees permitted, with terms of up to three-years, not to be elected to serve for more than three consecutive years, and selected on a staggered basis such that one or more Trustee(s) is elected in each year. Such Trustee(s);
 - a) to be nominated by the Board of Directors, (or a designated subcommittee), for a specified term time; or b) to be nominated by any other members of the Society at the Annual Meeting.
 - Elect officers to finish out terms of offices vacated during the year.

B. SPECIAL MEETINGS may be called by the Board of Directors, either at the President's written request or upon petition to the Board by ten (10) members, provided seven (7) days' notice is given to members.

ARTICLE 4. A NOMINATING COMMITTEE of three members will be appointed by the Board of Directors by April 1 of each year and will be furnished at that time with a list of offices due to be filled in June. The Committee will bring a slate of nominees to the May meeting to be voted on in June. In addition to the slate of nominees from the Nominating Committee, members may also nominate candidates from the floor at the Annual Meeting in June.

ARTICLE 5. ELECTED OFFICERS: A President, a Vice-president, a Secretary, a Treasurer, and up to seven Trustees to be elected as described in Article 3.(A).

Duties of Officers

A. The President

- presides at all meetings of the Society and the Board of Directors;
- appoints any committee chairmen not otherwise appointed by the Board of Directors;
- oversees the Society's interests and activities and is the direct supervisor of employees;
- at his/her discretion, may, with the approval of the Board of Directors, appoint an Assistant Treasurer;
- functions as an *ex officio* member of all committees.

The President will meet with the Vice-president and other elected officers as soon as practicable after the Annual Meeting and begin to delegate specific responsibility for overseeing certain of the Society's curatorial and outreach tasks.

B. The Vice-president will assist the President in overseeing the Society's assets, custodial oversight (e.g., museums, Mark Dewey Research Center, accessions, property maintenance, finances, fund-raising, membership records) and outreach oversight (e.g., monthly meetings, school programs, tours, public relations, newsletter, special events, field trips, guides, etc.).

C. The Trustees will assist the officers in overseeing the society's operations, as decided by the Board of Directors.

D. The Secretary

- records and maintains the minutes of the meetings of the Society and the Board of Directors;
- conducts the correspondence of the Board of Directors and any special correspondence;
- performs the corporate functions of Clerk.

E. The Treasurer, as chief financial officer,

- oversees all financial affairs of the Society, including the investment portfolio and the Operating Fund;
- serves as a liaison with any contracted investment firm(s) according to policies recommended by the Finance Committee and approved by Board of Directors;
- sees that members are notified when dues are payable;
- deposits all funds of the Society in designated financial institutions;
- pays valid bills of the society for current expenses up to \$2,000, and secures an additional signature from the President or Vice-president on checks of larger amounts;
- presides at Finance Committee meetings;
- arranges for the annual audit of the Society's books;
- provides the Board of Directors and the membership with timely information about the Society's financial activities, including a written Annual Budget Report.

F. The BOARD OF DIRECTORS will consist of nine (9) members – the President, Vice-president, five Trustees, Secretary, and Treasurer – and will meet at least six times per year at the call of the President. A quorum will consist of a majority of the Board of Directors then serving.

The Board

- sets the overall strategy and direction of the society;
- exercises fiscal oversight;
- conducts all affairs of the Society which do not require general membership approval or which cannot be acted upon at a meeting of the society;
- appoints Standing Committees and Appointed Officers;
- hires employees and set conditions of employment;
- fills vacancies until the next Annual Meeting;
- hears and acts upon recommendations of committees;
- hires the CPA firm to perform the annual audit of the Society's books.

Special meetings of the Board may be called at the request of the President or four (4) Directors.

ARTICLE 6. SUCCESSION TO THE PRESIDENCY. In the case of the continued absence, incapacity, or resignation of the President, the Vice-president will exercise the duties of the President. In the absence of incapacity of the President and Vice-president, the Secretary, or in the Secretary's absence, the Treasurer) will call a meeting of the Board of Directors to elect an acting President to serve until the

return to duty of the President or Vice-president, or until the next annual meeting.

ARTICLE 7. APPOINTED OFFICERS

A. The position of DEVELOPMENT FUND MANAGER, if required, will be appointed annually by the Board of Directors. The Development Fund Manager may not serve as a member of the Board of Directors.

The Development Fund Manager, under the direction of the Treasurer, shall

- render a quarterly written income and expense statement to the President and Treasurer;
- maintain a checking account for uninvested Development Funds, on which checks may be drawn only for new investments or for the transfer of funds to other accounts of the Society, in amounts not to exceed \$5,000. The President or Treasurer will countersign checks for larger amounts.

B. The DIRECTOR of the MARK DEWEY RESEARCH CENTER will be appointed annually by the Board of Directors and may be a member of the Board of Directors.

The Director of the Mark Dewey Research Center, acting in accord with policies approved by Board of Directors,

- calls meetings required for conducting activities and programs of the Mark Dewey Research Center;
- appoints an Archivist who has charge of the cataloguing, care, use, and display of all research materials and artifacts in the collection of the Mark Dewey Research Center;
- represents the Mark Dewey Research Center at meetings of the Board of Directors as necessary;
- provides reports, including a written Annual Report, to the Board of Directors and the membership.

Both Appointed Officers will meet with the Board as requested.

ARTICLE 8. STANDING COMMITTEES (members of which may serve up to three consecutive years of the same committee):

A. FINANCE. The Treasurer will chair and the Development Fund Manager will be a member of the five-member Finance Committee. The remaining members will be appointed by the Board of Directors.

The Finance Committee

- meets at least quarterly;
- monitors and reports quarterly to the Board of Directors on the performance of the Investment Firm;
- receives and reviews the annual audit of an independent auditor;
- recommends financial policy to the Board of Directors;
- acts on policies approved by the Board of Directors;
- gathers information for the annual budget and the Treasurer's written report to the Board of Directors and the Society membership.

B. COLLECTIONS. A five-member committee, including the Society Director *ex officio*, the Director of the Mark Dewey Research Center, or his/her appointee, and three others appointed annually by the Board of Directors, will administer the Collections Management Policy(ies) of the Society and allocate Accessions Fund monies as per the policy(ies). The Collections Committee is responsible for accessions, collection care, and de-accessions.

C. MARK DEWEY RESEARCH CENTER. A committee of at least five members, consisting of the Director of the MDRC, the Society Director *ex officio* and three others, appointed annually by the Board of Directors, to

- supervise the development of the historical research library;
- plan for staffing and use of collections with regular weekly hours;
- assist researchers and answer inquiries.

D. OUTREACH. The Board of Directors will appoint annually a committee of at least five members who will work with the President, Vice-president, and Society Director to

- provide tours, exhibits, special events, monthly meetings, school programs, field trips, and workshops;
- administer scholarship awards, if any.

E. BUILDINGS AND GROUNDS. A committee of at least three members, appointed annually by the Board of Directors, will be responsible for the care and maintenance of the Society's buildings and grounds.

ARTICLE 9. ROBERT'S RULES OF ORDER will be the basis of procedure at all meetings of the Society and its Board of Directors in the event of a dispute.

ARTICLE 10. DISSOLUTION OF THE SOCIETY: Upon a three (3)-month written notice to the membership, the Society may be dissolved by a two-thirds vote of the Board of Directors present and voting. If the Society is dissolved by its own action or any legal procedure, all assets, including its collections then in its possession, after satisfaction of all obligations, will be transferred or paid over to one or more non-profit organizations which then appear best able to carry forward the aims and programs of the Sheffield Historical Society, Inc., and which qualify under Section 501c3 of the United States Internal Revenue Code of 1954 and the amendments thereto. However, if at all possible, the Mark Dewey Research Center collection will be transferred to a viable Berkshire County organization that will continue to make it available to the public. If the circumstances require dissolution, the Board of Directors shall by majority vote recommend to the membership the entity or entities to so receive assets, and the terms and conditions of such transfer of assets. The Society membership shall vote on the recommendation for allocation of assets.

ARTICLE 11. CHANGES and AMENDMENTS: Changes and Amendments to these By-laws will take effect if approved by two-thirds of those members present and voting at a regular monthly meeting of the Society. The text of a proposed change or amendment must be mailed to all members at least fourteen (14) calendar days in advance of the meeting at which a vote thereon will be taken.

Includes changes of 2009