

*ARTICLE 1 -- NAME*

The name of this corporation is the Massachusetts History Alliance, Inc. The business of the corporation may be conducted as Massachusetts History Alliance, Inc. or Massachusetts History Alliance. (Hereafter The Alliance or MHA)

*ARTICLE 2 -- PURPOSE AND MISSION*

Section 1: The Massachusetts History Alliance is a non-profit corporation and serves to unite, support, and promote public-historical interests and activities statewide.

Section 2: **MISSION:** The mission of the Massachusetts History Alliance and its annual conference is to support and advocate for all public history organizations from small to large, whether members or not, and their work in Massachusetts by maximizing connections and cross-fertilization, and supporting skills development in the field of public history in Massachusetts. It is explicitly but not exclusively committed to supporting the paid and volunteer staff of the Commonwealth's many small historical organizations in their efforts to collect, preserve, make accessible, and interpret local history, enhancing their sustainability and relevance to their communities.

*ARTICLE 3 -- MEMBERSHIP*

Section 1: The membership of MHA are not-for-profit organizations, institutions, and groups that directly or indirectly participate in public history in or of Massachusetts who sign up for membership via the alliance's website. The alliance is comprised of single organizations and groups (e.g. New Bedford Historical Society, Public History Track UMass Boston, the Lowell National Historical Park, Leverett Town Clerk's office, Holyoke Public Library History Room, or Weymouth Historical Commission) and consortia (e.g. Pioneer Valley History Network or Essex National Heritage Area).

**Section 2:** Each member institution, organization, consortia, or group shall have one vote.

**Section 3:** Individuals shall be invited to affiliate themselves explicitly with the alliance as non-voting members. The Board of Directors shall establish guidelines for individual non-voting membership affiliation.

**Section 4:** The Directors may from time to time create, eliminate, and modify categories of membership, but shall not create or eliminate voting rights of any category of membership without approval of the membership.

**Section 5:** Any member may resign at any time by giving notice of his or her resignation in writing or via electronic mail to any officer or member of the alliance's steering committee.

**Section 6:** Members may be removed from membership at any time with or without cause by a majority vote of the members, or automatically at such time as they cease to meet the criteria for membership.

#### *ARTICLE 4 -- BOARD OF DIRECTORS*

**Section 1:** The Board of Directors shall establish major policies and objectives of the MHA, nominate a slate of officers and directors to the members and shall assure the organization's financial security.

**Section 2:** The Board of Directors shall consist of five (5) to nineteen (19) directors inclusive of the officers, elected from among the membership or personnel of member organizations. Within these limits, the board may increase or decrease the numbers of directors serving on the board, including for the purpose of staggering the terms of directors.

The Board of Directors may establish explicit guidelines for the composition of the board, such as requirements for regional representation.

**Section 3:** Directors shall be elected by the membership for terms of three (3) years at the annual meeting in June or July. At least 60 days prior to each annual meeting, the president shall appoint a Nominating Committee of not fewer than 3 directors. It shall be the duty of the Nominating Committee to nominate at least one member for each vacancy, including any unexpired term vacancy, for which elections are being held. The Nominating Committee shall file its nominations with the clerk at least 30 days prior to the annual meeting, which nominations are subject to approval of the Board and shall be communicated to the membership twenty (20) days prior to the meeting.

Nominations may also be made by petition signed by not less than 25 members. Such petitions shall be filed in the principal office of the corporation at least 20 days prior to the annual meeting. All elections shall be determined by plurality vote. The term of a

founding board of five directors, designated executive director, clerk, treasurer, and two directors, shall expire at the first annual meeting thereafter.

Terms shall be staggered such that approximately one-third of the Directors are elected each year. Terms begin immediately after election, when the terms of the incumbents shall end.

**Section 4:** All board members, including officers other than the treasurer, may serve no more than two consecutive three-year terms. The treasurer may, if necessary, serve until a successor is found. Terms may, in extraordinary situations, be extended for up to two (2) years with the approval of the membership. Additionally, Directors may be re-elected or re-appointed to the Board after an absence of one (1) year.

**Section 5:** Any Director who fails to attend at least half the board meetings in any year, without prior notification to the President, may be removed and replaced. Participation in the board meeting may be in person or by interactive “real time” electronic means such as phone or video conference, as available at the venue. A board member may be removed for good cause by a three-fourths vote of the remaining members of the Board.

#### *ARTICLE 5 -- OFFICERS*

**Section 1:** The officers of MHA shall be president, vice president, clerk (secretary), and treasurer.

**Section 2:** The board of directors shall elect a **Steering Committee** of three (3) members from among its membership that shall have day-to-day governance of MHA, report at all meetings, and oversee the work of the various committees and groups. Together with the officers, they shall form the **Executive Committee**.

**Section 3:** Officers shall be elected by the membership for two-year terms at the annual business meeting, beginning immediately after election. In the event of a vacated unexpired term, the Executive Committee will recommend a replacement for Board approval.

**Section 4:** The board president shall lead the board of directors in performing its duties and responsibilities. In the absence of the president, the vice president shall perform the duties of the board president. The vice president shall serve as president in the event of a vacated unexpired term in the position of president.

**Section 5:** The clerk shall record for the Alliance and share with the membership all votes and proceedings of the members and of the directors at their meetings. The clerk shall perform such duties and have such powers additional to the foregoing as the directors shall designate. If the clerk is absent from any meeting of directors or the members, a temporary clerk chosen at the meeting shall exercise the duties of the clerk at the meeting.

**Section 6:** The treasurer shall have general responsibility for the financial affairs of the Massachusetts History Alliance and shall oversee the formulation and development of its overall fiscal policy. The treasurer shall be responsible for the safekeeping of MHA funds, for maintaining financial records, creating and filing annual financial reports to the membership, and timely filing of reports to agencies designated by the Commonwealth of Massachusetts or the US Federal Government..

**Section 7:** Any officer may be removed for cause by the majority vote of the Board of Directors at a meeting called for that purpose. The Board may appoint a substitute officer for any open position to serve until the next annual business meeting.

#### *ARTICLE 6 – MEETINGS AND VOTING*

**Section 1:** The annual membership business meeting of the MHA shall be held each year between June 1 and July 31, the exact date to be determined by the Board of Directors.

**Section 2:** A notice for the Annual Business Meeting will be sent to all members thirty (30) days prior to the meeting. Quorum at the Annual Business Meeting shall be those present, including those organizations present at the meeting or by “real-time” interactive electronic means such as phone or video conferencing. Members may vote by written proxy dated not more than one month before the meeting named therein, which shall be filed with the clerk of the meeting, or any adjournment thereof, before being voted.

**Section 3:** Special meetings of the members may be called by the president or by any five (5) directors, and shall be called by the clerk, or in the case of the death, absence, incapacity or refusal of the clerk, by any other officer, upon written application of twenty-five (25) members entitled to vote thereat. In case none of the officers is able and willing to call a special meeting, the Supreme Judicial or Superior Court, upon

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application of said members, shall have jurisdiction in equity to authorize one or more of such members to call a meeting by giving such notice as is required by law.

**Section 4:** Quorum at Board or Committee meetings shall be those present, including those attending in real time via telephone or internet.

**Section 5:** Board actions may be taken by unanimous written or electronically communicated consent with abstentions allowed.

## ARTICLE 7 — GOVERNANCE AND COMMITTEES

**Section 1:** Daily and practical governance of the Alliance is in the hands of the **Steering** and **Executive** Committees (defined in *Article 5, section 2* to wit: “The Board of Directors shall elect a **Steering Committee** of three (3) members from among its membership that shall have day-to-day governance of MHA, preside at all meetings, and oversee the work of the various committees and groups. Together with the officers, they shall form the **Executive Committee.**”)

The Steering Committee will meet as needed. Executive Committee will meet as needed between Board meetings to address issues raised by the Steering Committee, committee chairs, or hired staff and set the agenda for Board meetings.

**Section 2:** Committees of the MHA serve to support the Executive Committee in fulfilling the mission and goals identified by the Board of Directors and agreed upon by the membership. Committees will be established within four broad categories: Strategic Development and Finance, Communications, Programming, and Advocacy. All committees will be chaired by a Board member and will include both Board members and non-Board members. Committees shall report out to the membership in advance of the annual business meeting.

**Section 3:** The Board of directors may change or alter the standing committee structure, including establishing ad hoc committees on an as-needed basis.

**Section 4:** The Strategic Development and Finance Committee will be in charge of finance and budgeting as well as organizational planning, external auditing, and fundraising.

**Section 5:** The Communications Committee will oversee and steer MHA’s communications networks and platforms, such as listservs and the website, as well as

maintain and develop mailing lists for outreach beyond the membership. Another task of the communications committee is planning and supporting regional networks.

**Section 6:** The Programming Committee is tasked on the one hand with the planning and execution of the annual Mass History conference or other programming offered by MHA, and on the other with planning how MHA should offer program support (such as platforms for program organization and networking) to the field.

#### ARTICLE 8 – FINANCE \*

**Section 1:** The fiscal year will be July 1 to June 30

**Section 2:** An annual budget will be prepared and approved by the Board of Directors within two months prior to the end of the fiscal year.

**Section 3:** Outside of the approved budget, any MHA expenditures of up to a \$500.00 may be made with the approval of the President or the Treasurer. Expenditures over this amount require approval at an Executive Committee meeting. Contractual obligations shall be approved by the Board of Directors.

**Section 4:** The Treasurer's books are subject to an annual compilation or review by the membership and the board of directors.

#### ARTICLE 9 — FIDUCIARY DUTY AND CONFLICT OF INTEREST

**Section 1:** No part of MHA's income shall be distributed to any Director, Officer, employee or member, with the following exceptions:

1. Reasonable compensation for services rendered, as determined by the Board of Directors
2. To make payments and distributions in furtherance of the charitable and educational purposes of the consortium.
3. The distribution of assets upon the dissolution or final liquidation, as provided by law

**Section 2:** In all financial matters relating to MHA, all Directors, Officers and employees shall act in good faith and with fiduciary duty commensurate with their position.

**Section 3:** The members, directors and officers of the Alliance shall not be personally liable for any debt, liability or obligation of the Society. All persons, corporations or

other entities extending credit to, contracting with, or having any claim against, the Society may look only to the funds and property of the Society for payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the corporation.

**Section 4:**

- a. A director who is a member, stockholder, trustee, director, officer or employee of any firm, corporation or association with which the Massachusetts History Alliance contemplates contracting or transacting business shall disclose his or her relationship or interest to the other directors acting upon or in reference to such contract or transaction. No director so interested shall vote on such contract or transaction, but he or she may be counted for purpose of determining a quorum. The affirmative vote of a majority of the disinterested directors shall be required before the corporation may enter into such contract or transaction. b.
- b. In case the corporation enters into a contract or transacts business with any firm, corporation or association of which one or more of its directors is a member, stockholder, trustee, director, officer, or employee, such contract or transaction shall not be invalidated or in any way affected by the fact that such director or directors have or may have interests therein that are or might be adverse to the interests of the corporation. No director or directors having disclosed such adverse interest shall be liable to the corporation or to any creditor of the corporation or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such director or directors be accountable for any gains or profits to be realized thereon.

**ARTICLE 10 -- AMENDMENTS**

These bylaws may be amended by the affirmative vote of a majority of those members present at the Annual business meeting or any special meeting of MHA, provided notice has been given in the call for the meeting at least ten days in advance thereof. Changes become effective immediately.

**ARTICLE 11--DISSOLUTION \***

MHA may be dissolved voluntarily or involuntarily. Upon termination of MHA, any assets remaining after all debts have been satisfied shall be distributed, transferred, conveyed, delivered, paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code or future amendments thereof. In making its determination regarding the distribution of assets, the Board of Directors shall give preference to an organization with a similar mission.

#### ARTICLE 12 — NON-PROFIT STATUS

No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any director or officer of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth; and no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation except to the extent that the corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Internal Revenue Code of 1986, as now in force or hereafter amended (the Internal Revenue Code"); and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. It is intended that the corporation shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code and shall not be a private foundation under Section 509(a) of the Internal Revenue Code.

#### ARTICLE 13 -- SAVING CLAUSE

If any of these Bylaws are held invalid by a court of competent jurisdiction, such finding shall not affect the validity of the remaining Articles and Sections.

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