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## Cambridge Historical Society By-Laws<sup>1</sup> Rev. March 30, 2021

### I. Corporate Name

The name of this corporation shall be “The Cambridge Historical Society” (referred to throughout this document as “Organization.”)<sup>2</sup>

### II. Organizational Purpose

We engage with our city to explore how the past influences the present in order to shape a better future and to carry out the purposes of the Organization as set forth in the Articles of Organization.

### III. Membership

Anyone who supports the mission and goals of the Organization and expresses interest in sustaining a relationship with the Organization and who fills out such enrollment forms and agrees to such enrollment terms as the Board of Directors may from time to time require will be a member. Membership does not require the payment of dues; however, consistent with the foregoing the Board of Directors may from time to time request voluntary payment of membership dues to support the Organization but not as a condition or requirement of membership. Members may serve on the Board of Directors and advisory committees for such purposes and in such manner as may be determined by the Board of Directors. Members do not have voting privileges.

### IV. Board of Directors and Officers

1. Board of Directors: There shall be a Board of Directors (referred to throughout this document as “the Board” or “Directors” (formerly known as the “Council” or “Councilors”) not to exceed fifteen (15) people, responsible for the governance of the Organization as a nonprofit corporation subject to the Massachusetts nonprofit corporation law, Mass. Gen. Laws Chapter 180 and Section 501(c)3 of the Internal Revenue Code as they may from time to time be amended. The Board shall have and may exercise all of the powers of a board of directors as long as it meets the legal requirements of Massachusetts nonprofit corporations and applicable law.

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<sup>1</sup> As adopted 17 June 1905, with amendments to 28 April 1959. Further amended and renumbered on 24 April 1977. Amended in Articles V and XII on 26 February 1978, in wording on 1 November 1989, 1990, and on 5 February 1995. Further amended on 21 January 1996, 13 February 2000, 24 January 2010, 22 March 2017, 6 February 2018, and 25 February 2020.

<sup>2</sup> As of December 2, 2020, by vote of the Council, the Organization began doing business as History Cambridge.

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2. Officers: The Officers of the Board shall be a president, up to two vice-presidents, a clerk, and a treasurer. All of the Officers shall be elected by and from among the Board of Directors serving on the Board of Directors as set forth below.
3. Election and Length of Term: All Officers and Directors shall be elected by the Board of Directors and shall serve three-year terms, with their tenure in office set to begin either at the Annual Meeting at which they are elected or, in the case of an election between Annual Meetings, at the next Annual Meeting; however, in the case of filling a vacancy resulting from resignation or removal of an Officer or Director, such tenure in office may commence at such time as determined by the Board of Directors. Unless the Board otherwise permits, an Officer may not serve more than six consecutive years in the same office. The Directors who are not Officers shall serve on a staggered basis, with approximately one-third being elected or re-elected each year.
4. Resignation: Any Director or Officer may resign by notice in writing, filed with the President or Clerk. Any resignation shall take effect on the date of the receipt of the written notice, or at any future date specified by the notice and, unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective. If the resignation is effective at a future time, a successor may be selected before that time, to take office when the resignation becomes effective. Consistent with the foregoing, an Officer may resign from her/his/their Officer position without resigning from the Board of Directors, in which case the resigning person may continue on the Board notwithstanding her/his/their discontinuing her/his/their position as an Officer and the written notice of resignation should specify if the resignation applies to the Officer position or to both the Officer position and the directorship position.
5. Removal: The Board may, by vote of a majority of its entire number, remove any Director, or Officer elected by the Board, or Agent appointed by the Board, for any reason, with or without cause except that removal of an Agent or other person may require a finding of good cause if and to the extent required by any contract or other binding commitment relating to such Agent or other person.
6. Vacancies: In case of a vacancy of an Officer by reason of death, resignation, removal, disqualification or otherwise, the Board shall have the power to fill the vacancy by the election of a successor to hold office for a new three-year term.

## **V. Duties of Board of Directors and Officers**

1. Board of Directors: The Board shall be the executive body. The organization's affairs shall be under and subject to the general direction of the Board, which shall administer, manage, preserve, and protect the organization's property and shall have full power to administer, direct, manage, and conduct its affairs, including but not limited to the following powers.
  - a. The Board may vote to appoint assistants to any of the Officers as needed.

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- b. After receiving the recommendation of a committee formed for that purpose, the Board may engage and hire an executive director to manage the affairs of the organization, including hiring and managing additional staff.
  - c. The Board may present a written report for the year at each Annual Meeting.
  - d. The Board may exercise such powers as authorized for Boards of nonprofit corporations by Mass. Gen. Laws Chapter 180.
2. President: The President shall be chair of the Board and shall preside at all Board meetings. In case of the death, absence, or incapacity of the president, the President's powers shall be exercised by one of the Vice-Presidents, as designated by the Board.
3. Vice-President(s): The Vice-President(s) shall perform such functions as are prescribed by the Board. The Vice-Presidents shall represent the organization in lieu of the President and an individual Vice President designated by the Board of Directors shall chair the Board and preside at Board meetings when and if called upon by the Board of Directors to do so.
4. Clerk: The Clerk shall keep organizational records including the records of the Board and with the assistance of the Executive Director shall oversee the keeping of copies of annual filings with local, state, and federal agencies as may be applicable subject to the Treasurer seeing that such reports are prepared and filed as set forth below. The clerk shall ensure any required notice to Directors of Board meetings, notice to members of membership meetings, and public notice of its meetings or notice of other matters requiring notice.
5. Treasurer: The Treasurer shall have charge of the funds and securities of the Organization and shall keep its accounts in proper books; however, any such practices of the Treasurer and Organization shall remain subject to the oversight and ultimate control of the Board of Directors. The Treasurer shall have the power to sign and endorse checks in the name of the Organization and receive all monies and securities due the organization in such manner as is consistent with practices allowed by the Board of Directors; the Treasurer shall be able to delegate the day to day operations to the staff or an outside bookkeeper, with the approval of the Board. The Treasurer shall oversee all investments and disbursements of its funds, but only with the approval of at least the Board's Finance Committee and subject to the oversight of the Board of Directors and the Board's right to approve or disapprove such investments and disbursements, and see that all reports required by governmental agencies are prepared and copies maintained. The Treasurer shall ensure that the accounts of the Organization shall be reviewed or audited as may be required by applicable law, annually by one or more independent certified accountants or auditors hired by the Board. At the Annual Meeting of the Board of Directors, the Treasurer shall provide or reasonably arrange for the provision of a report on the Organization's finances to the Board of Directors.
6. Directors: The Directors shall perform tasks as assigned by the Board.

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## VI. Meetings and Quorums

1. Meetings:
  - a. The Board of Directors will set a schedule of regular meetings each year.
  - b. The Annual Meeting shall be held on or before the first day of April of each year, at a time and place to be determined by the Board, and the Annual Meeting shall include a meeting of the Board of Directors.
  - c. Other special or emergency meetings of the Board may be called by the Executive Director, President, or any three Directors. Reasonable notice of special or emergency meetings shall be given by telephone, electronic mail, or written notice. The notice of any meeting shall state the date, time, place, and purpose of such meeting.
2. Quorum: Unless a greater proportion is required by law, one-third of the Directors then in office shall constitute a quorum at any meeting of the Board. All decisions will be by majority vote of those present at a meeting at which a quorum is present, and the act of a majority of the Board Members present at a meeting at which a quorum is present shall be an act of the Board unless a percentage greater than a majority is required by law or by these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.
3. Attendance and Conduct of Meetings: Officers and Directors shall participate in Board meetings in person and not by proxy. When determined to be in the best interests of the Organization, meetings of the Board may be conducted by telephone or video conference call so long as such technology enables live, concurrent participation by all Officers and Directors. Officers and Directors may participate in in-person Board meetings via telephone or video conference call when necessary if such technology enables live concurrent remote participation. Meeting attendees participating via telephone or video shall be subject to all of the same rights and responsibilities as those participating in person.
4. Action Without a Meeting: Any action requiring a vote to be taken at a meeting of the Board (including amendment of these Bylaws or the Articles of Organization) or of any committee, may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and agree to approving the specific action subject to applicable law. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee. A copy of any action taken by written consent shall be filed by the Clerk and maintained in the Organization's corporate records where minutes of Board action are kept.

## VII. Committees

1. Executive Committee: The Board may, by majority vote, elect from the Directors an executive committee composed of the Officers and up to five (5) additional Directors. A majority of the executive committee shall constitute a quorum for the transaction of business.

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The executive committee shall meet as needed and shall have the authority to act on behalf of the full Board subject to the Board's retaining oversight rights and rights of review and control. The executive committee shall report its actions to the Board in such manner and subject to such guidelines as determined by the Board. The Board shall have the power to rescind any vote or resolution of the executive committee, but no such rescission shall be retroactive unless retroactive rescission is in good faith found by the Board to be necessary or in the best interests of the Organization and not inconsistent with legal obligations of the Organization.

2. **Nominating Committee:** The nominating committee shall consist of no fewer than three (3) people drawn from the Board of Directors and/or the general public, appointed by the President with the approval of the Board. The nominating committee shall present its report of nominations for Officers and Directors to serve on the Board at the Annual Meeting. It may also present nominations to the Board between Annual Meetings to fill vacancies on the Board.
3. **Finance Committee:** The finance committee shall consist of no fewer than three (3) nor more than seven (7) Directors. The members of the finance committee shall be appointed by the President with the approval of the Board. The Treasurer will serve as the chair of the finance committee. The President, designated Vice-President(s), and Executive Director shall be ex-officio members of the committee. The committee shall, subject to the control of the Board, supervise and direct the investment of the funds of the Organization; shall review and recommend the annual budget of the Organization; and shall use all reasonable efforts to assure that the treasurer's accounts and vouchers are properly audited and that securities are examined and accounted for each year.
4. **Other Committees:** Advisory committees may be appointed and dissolved from time to time by the President subject to the control of the Board and with the approval of the Board. These committees shall have such powers and responsibilities as the Board shall designate. The President, designated Vice-President(s), and the Executive Director may be ex-officio members of all committees and shall have the right to vote on committee matters in their capacity as members of such committees, and each such committee shall include among its members at least one Director, in addition to the ex-officio members. The committees shall be chaired by a Director as designated by the Board of Directors.

## **VIII. Indemnification**

1. The Cambridge Historical Society shall, to the extent legally permissible and only to the extent that the status of the Cambridge Historical Society as an organization exempt from federal income tax under Section 501(c)(3) of the Code is not adversely affected thereby, and subject to the terms herein, indemnify each person who may serve or who has served at any time as a Director, or as an Officer, or as a Director or Officer serving as a member of any

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committee of the Organization or who at the request of the Organization may serve or at any time has served as a fiduciary or trustee of an employee benefit plan of the Organization (collectively, "indemnified Officers"), from and against all claims and liabilities, including reasonable counsel fees and related expenses reasonably incurred by or imposed upon such person in connection with any legal proceeding in which such person may become involved by reason of serving or having served in such capacity (other than in a proceeding voluntarily initiated by such person unless such person is successful on the merits and such proceeding was authorized by a majority of the full Board); provided that no indemnification shall be provided for any person with respect to any matter as to which such person shall have been finally adjudicated in any proceeding: not to have acted in good faith in the reasonable belief that such person's action was in the best interests of or not opposed to the best interests of the Organization, or to have acted outside the scope of her/his/their service to the Organization, or to have engaged in willful misconduct or negligence; and shall be indemnified to the extent that such matter relates to service by a Director, Officer or authorized fiduciary acting on behalf of the Organization with respect to any employee benefit plan, where the Director, Officer or fiduciary was found to be acting in the best interests of or not opposed to the best interests of the participants or beneficiaries of such employee benefit plan.

2. Notwithstanding the foregoing, if the Cambridge Historical Society or person has insurance covering the costs and/or the defense of such legal proceedings, then the costs and defense shall be paid for by such insurance to the extent available. The Cambridge Historical Society shall have the power to purchase and maintain insurance on behalf of any Directors, Officers, fiduciaries and others including indemnified persons against any liability asserted against or incurred by her/his/their in her/his/their capacity as an indemnified person, or arising out of his or her status as such, whether or not the Cambridge Historical Society would have the power to indemnify or advance expenses to him or her against such liability.
3. Any indemnification by the Cambridge Historical Society shall be on the condition that the Director or Officer seeking indemnification shall give the Organization written notice of her/his/their request for indemnification within a period of time from receipt or notice of a claim sufficient to provide the Organization an opportunity to consider the Organization's interests in raising defenses, filing an Answer and defending all claims and the Director or Officer seeking indemnification shall forward a copy of any legal complaints to the Cambridge Historical Society to the attention of the President of the Organization and to the Executive Director within ten (10) business days of receipt by the Director or Officer.
4. Such indemnification may, to the extent authorized by the Board, include payment by the Organization of reasonable expenses incurred in defending a civil or criminal action or proceeding upon receipt of a written undertaking by the person indemnified to repay such payment if he shall be found not entitled to indemnification under this article, which

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undertaking may, if authorized by the Board, be accepted without regard to the financial ability of such person to make repayment.

5. The payment of any indemnification or advance shall be conclusively deemed authorized by the Board of Directors under this Article, and the members of the Board approving such payment shall be wholly protected, if the payment has been approved or ratified (1) by a majority vote of a quorum of the Board of Directors consisting of persons who are not at that time parties to the proceeding or (2) by a majority vote of a committee of five or more Directors who are not at that time parties to the proceedings and are selected for this purpose by the full Board (in which selection Directors who are parties may not participate); or a court having jurisdiction shall have approved the payment. Notwithstanding the foregoing, as to any matter disposed of by a compromise payment by a person seeking indemnification pursuant to a settlement, consent decree or otherwise, no indemnification shall be provided unless such compromise and indemnification shall be approved: (i) by a majority vote a quorum consisting of disinterest Directors; (ii) If such a quorum cannot be obtained, then by a majority vote of a Committee of five or more disinterested Directors; or (iii) by a court of competent jurisdiction.
6. If both the Organization and a person requesting indemnification are parties to the legal proceeding(s), counsel representing the Organization may also represent the indemnified person unless such dual representation would involve such counsel in an actual or potential conflict of interest or ethical or professional violation, and the Organization shall pay the costs of such counsel during the period of dual representation.
7. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of an indemnified Director entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which employees, agents, Board, and other persons may be entitled by contract or otherwise under law.
8. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified Director under this Article shall apply to any indemnified Director with respect to their acts or omissions which occurred at any time prior to such amendment or repeal without their written consent.

## **IX. Use of Property and Procedure on Dissolution**

The Organization shall use its property and funds only in furtherance of the purposes articulated in these Bylaws, and no part of such property or funds shall inure, or be distributed, to any private person except the deaccessioning of objects in a way that is consistent with the collection policy of the Organization and is overseen by the Executive Director with the approval of the Board. On a vote of the Board of Directors to dissolve the Organization, any funds or assets remaining shall be distributed to one or more regularly organized charitable, educational, scientific, or philanthropic

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organizations, to be selected by the Board and qualified under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and whose mission is consistent with the mission set forth in Article II above and subject to any such dissolution being subject to and in accordance with the Massachusetts nonprofit corporation law, Chapter 180 of the Mass. General Laws.

## **X. Amendment & Review of Bylaws**

1. Amendment: These Bylaws may be amended at any meeting of the Board of Directors at which a quorum is present and by a vote of two-thirds of those present and voting, provided that the substance of the proposed amendment shall have been inserted in the call for such meeting
2. Review: These Bylaws shall be reviewed on a regular basis and updated as needed.