

THE BEDFORD HISTORICAL SOCIETY

BYLAWS (Revised as of 05/23/2007)

POLICIES (Revised as of 3/20/00)

MISSION STATEMENT (Adopted 11/02/99)

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Bylaws

Last revised 5/23/2007.

Article 1. Name

The name of the organization shall be the Bedford Historical Society, Inc.

Article 2. Purpose

The purposes of this Society shall be:

- (1) the collection and preservation of objects and facts of Bedford historical interest;
- (2) the restoration and protection of buildings, artifacts, and articles of particular relevance to the history of Bedford and the preservation of them for present and future generations;
- (3) the education of its members and all people interested in the history of Bedford through various programs, activities, and media.

Article 3. Members

Section 1. Any person or persons interested in the objectives of the Society may become a member by paying dues.

Section 2. Classes of members shall be as follows:

- a. Student membership (high school or college)
- b. Single membership (one person)
- c. Couple (or Family) membership (two members of one household)
- d. Business membership
- e. Supporting membership
- f. Life membership
- g. Patron membership

- h. Group membership (another organization, such as a club, church, etc. may show interest and lend support by paying dues by arrangement with the executive board.)
- i. Honorary membership (may be granted by a majority vote of the Executive Board with no dues required to any person who has shown extraordinary interest and effort in promoting the programs and welfare of the Society.)

Article 4. Membership

Section 1. A person, couple, business or group may join the Society at anytime by paying the annual dues as described in the schedule below. New members joining on or after the regular meeting in March shall be considered to have paid their dues for the following year.

Section 2. Schedule for dues:

- a. Student membership \$3
- b. Single membership \$10
- c. Couple (or Family) membership \$15
- d. Business membership \$50
- e. Supporting membership \$50
- f. Life membership \$150 single, \$200 couple
- g. Patron membership \$250
- h. Group membership by arrangement (see Article 3).

Article 5. Meetings and Calendar

Section 1. The program year of the Society for membership, meetings, elections and terms of office shall be from May 1 through April 30 of the next calendar year. For the purpose of filing information and tax returns to the Internal Revenue Service and Massachusetts Department of Revenue, the fiscal year shall coincide with the calendar year.

Section 2. Six regular monthly business meetings shall be held

from September through May, including the annual meeting; the dates to be at the discretion of the officers and the Executive Board.

Section 3. The annual meeting shall be held in May.

Section 4. Special meetings and activities may be held any time when called by the President and officers or upon written request to the Secretary by ten or more members. The meeting shall be held within thirty days of the written request.

Section 5. Meetings at which business is to be conducted must be announced by prior written notice to all members (newsletter).

Section 6. Any business and/or project which cannot be completed within 2 years must have received the previous approval of the Board of Directors before being voted upon by the membership.

Section 7. A quorum for voting shall be 20 members.

Article 6. Officers and Their Duties

Section 1. The officers shall be the President, Vice-President, Secretary and Treasurer.

Section 2. The President shall be responsible for the management and operation of the Society; shall call and preside at all meetings; shall act as a representative when necessary; and shall approve all requests for expenditures and bills to be paid by the Treasurer or committee chairmen. The President shall prepare a written annual report to the membership, covering the past year's activities with recommendations for continuing operations.

Section 3. The Vice-President shall assume the duties of the President in the event of the latter's absence, resignation, or inability to serve; and shall stand ready to assist the President whenever called upon. The Vice-President shall also act as parliamentarian.

Section 4. The Secretary shall notify all members of all regular and special meetings; shall record the minutes of all regular meetings and Executive Board meetings; shall record the activities of all special meetings; shall be responsible for preparing and conducting

the Society's correspondence under the direction of the President; shall be responsible for preparing and submitting required reports to the Commonwealth; and shall at the request of the President, notify executive board members of Executive Board meetings.

Section 5. The Treasurer shall receive all moneys and make all disbursements, keeping strict account thereof; shall submit a written and oral report of bank balances at each regular Society and Executive Board meeting, and a written report of the year's transactions at the annual meeting. The Treasurer shall submit the Treasurer's books, bank books, vouchers, etc., to the Finance Committee for annual examination. The Treasurer shall be an *ex officio* (without voting powers) member of the Finance Committee and shall seek guidance from the Finance Committee in accounting and administration of Society funds, including but not limited to the general, dedicated and special funds and/or accounts.

Article 7. Executive Director, Curator, and Archivist

Section 1. The Executive Director, Curator and/or Archivist shall be appointed for terms as determined appropriate by the Board of Directors.

Section 2. The Executive Director shall be responsible to the Board of Directors for the conscientious preservation and supervision of the Society's properties and collections, and the proper use of resources for the education of its members and all people interested in the history of Bedford. The Executive Director shall perform the duties of the Curator and/or Archivist as needed or, if other individuals are appointed or volunteers serve in such capacities, to supervise those individuals. The Executive Director shall work with the Board of Directors to develop and implement policies and procedures of the Society.

Section 3. The Curator shall be responsible for the organization, control and supervision of the protection and maintenance of all objects and other articles in the Society's collection (Museum); shall keep an accurate system of accounting of all properties, with the names of donors and pertinent information; shall keep an accurate account of any article out on loan; and shall maintain a written record of additions to the Society's collection.

Section 4. The Archivist shall be responsible for the organization, control and supervision of the protection and maintenance of all papers, photographs, maps, audio tapes, video tapes, electronic records and other documentary records in the Society's collection; shall keep an accurate system of accounting of such documentary records, with the names of donors and pertinent information; shall keep an accurate account of any documents out on loan; and shall maintain a written record of additions to the Society's collection.

Section 5. Together with the Chairman of the Board of Directors, the Executive Director and the Curator or Archivist as appropriate shall decide on the acceptance or rejection of gifts offered to the Society in conformance with the Society's Collection Policy; shall approve deaccession of property valued at less than \$100; and shall seek Board of Directors approval for deaccession of items with a value of \$100 or greater in conformance with the Society's Collection Policy.

Article 8. Finance Committee

Section 1. The Finance Committee shall be comprised of five voting members - two of whom shall be the President and the Chairman of the Board of Directors. The three remaining members shall be members in good standing who are qualified to provide guidance in investments and financial matters. The Treasurer shall be an *ex officio* member.

Section 2. The President and the Chairman of the Board of Directors shall serve on the Finance Committee for the duration of their terms of office. The other three members will be appointed by the President and the Chairman of the Board of Directors thus: Initially, one person is appointed for one year, one person for two years and a third person for three years. At the end of each term, the replacement shall be appointed for a three year term. In the event of a vacancy, the President and Chairman of the Board of Directors shall appoint a replacement for the unexpired term.

Section 3. The Finance Committee shall manage the Society's funds and investments, including a General Endowment Fund and one or more Special Endowment Funds, for the long-term benefit of the Society. The Finance Committee shall assist the Treasurer in

Accounting for dedicated funds and special accounts, and in the preparation of the written report to be given at the Annual Meeting. The Finance Committee shall be cognizant of tax reporting requirements and shall be responsible for the preparation and timely filing of any and all tax returns.

Article 9. The Nominating Committee

Section 1. A nominating committee of three members shall be named at the annual meeting of the Society as follows:

- a. One member nominated by the Executive Board (initial 3 year term),
- b. One member nominated by the President (initial 2 year term),
- c. One member nominated by the membership at large (initial 1 year term).

Section 2. After the initial committee start-up, each committee member will serve only one three year term, with one new member replacing one retiring member each year. In the event a committee member must leave before his full term, a replacement will be nominated immediately by the same source that originally nominated that member, to fill out the remainder of the unexpired term.

Section 3. The nominating committee shall prepare a slate of nominees to serve the ensuing year consisting of:

- a. A President, a Vice-President, a Secretary, and a Treasurer
- b. b. Three Directors for four year, plus additional Directors to fill any vacancies that may have occurred during the year.

Section 4. A copy of the proposed slate shall be sent by the Executive Board to each member at least 3 days before the annual meeting.

Section 5. All meetings and business of the nominating committee should be strictly confidential and shall be so considered by the potential nominees.

Section 6. The nominating committee shall acquaint themselves with the bylaws of the Society.

Article 10. Executive Board and Committees – Their Powers and Duties

Section 1. The Executive Board shall consist of the officers, the advisor or advisors if any, the chairman of the Board of Directors (without a vote), and the following chairmen of standing committees, appointed by the President:

- membership
- program
- publicity
- mailings
- hospitality
- sales
- ways and means
- telephone
- welcoming
- newsletter
- additional committees as deemed necessary and proposed by any member and appointed by the President.

Section 2. Five members of the Executive Board shall constitute a quorum.

Section 3. The Executive Board shall, in general, be entrusted with the management of the affairs of the Society, subject to the approval of the membership and exclusive of those matters which come within the sole jurisdiction of the officers.

Section 4. The Executive Board shall, in general, approve, amend, or otherwise act upon the proposed projects or plans of the several committees, with the exception of the nominating committee.

Section 5. The Executive Board shall meet at least once prior to each meeting of the Society and/or at such times as are deemed necessary by the President.

Section 6. At the close of the Society's calendar year, the members of the Executive Board shall submit a written report to the President and surrender to their successors all properties of the Society in their possession.

Article 11. Board of Directors

Section 1. The Board of Directors shall consist of 12 members, each elected for a period of 4 years and so elected that each year 3 members come up for either re-election or replacement.

Section 2. The President of the Bedford Historical Society shall be a member of the Board of Directors, *ex officio* (without voting powers).

Section 3. Vacancies on the Board of Directors occurring during the year shall not be refilled unless the number of directors drops to less than nine, in which case the board shall be brought up to full strength by the Board of Directors to serve until the next annual meeting.

Section 4. The Board of Directors shall elect their own officers annually, but no person shall hold their same office for more than two successive one-year terms.

Section 5. Action of the Board of Directors shall require the affirmative vote of a majority of the directors currently holding office.

Section 6. The Board of Directors shall:

- a. concern itself with the general health and long-term stability of the Society,
- b. exercise those powers and responsibilities conferred upon it by corporate law.
- c. review those proposed projects which commit the Society for more than two years; and, if they are within the objectives and capabilities of the Society to complete,

approve before they are submitted to the membership for action.

- d. approve de-acquisitions of Society properties which have a value of \$100 or greater.
- e. oversee the Society's collections in conformance with Article VII.

Article 12. Elections

Section 1. The officers and the Board of Directors shall be elected at the annual meeting.

Section 2. At the annual meeting, the President shall first call for the report of the nominating committee and then fill any vacancies on the slate from the floor, any contest to be resolved by ballot.

Section 3. The President shall then call for nominations from the floor to supplement and/or refute the proposed slate, and contest to be resolved by ballot.

Section 4. In the absence of any contest, election may be effected by oral vote of the members, the Secretary casting one ballot for the entire slate of officers as presented.

Section 5. All officers and directors shall continue to perform their functions until their successors have been elected and have assumed their duties.

Article 13. Amendments

These By Laws may be amended by a majority vote of the members present and by voting at a regular meeting, provided previous notice of not less than one week has been made in writing to each member and announcement of the same intention to amend was made at the previous meeting.

Article 14. Standing Rules

Standing rules adopted by a majority vote at any regular meeting of the Society may be amended or rescinded by a two-thirds vote. If notice was given at a previous meeting a standing rule may be

amended or rescinded by a majority vote. Standing rules must not conflict with the bylaws.

Article 15. Dissolution

In the event that a quorum is not available at an annual meeting, the President of the Society or the Chairman of the Board of Directors will call a special meeting of the Board of Directors to decide whether or not the Society should be dissolved, and to take whatever other action is appropriate.

Section 1. For purposes of this special meeting of the Board of Directors, directors whose terms should have expired at the annual meeting will still be considered active and allowed to vote.

Section 2. If it is determined that the Society should be dissolved, all financial and property assets will be conveyed to the Trustees of the Bedford Free Public Library.

Collection Policy

The Bedford Historical Society collects records which document the establishment, growth and development of Bedford regardless of the format. This includes but is not limited to print materials, archives, photographs, maps, audio tape, video tape, or electronic records. These records may be on, about, of or by inhabitants of the Town of Bedford. The Society also collects objects which are representative of typical daily life, past or present, in Bedford, and objects associated with historical or cultural events and inhabitants of the Town of Bedford. This includes but is not limited to artifacts, furniture, and works of art.

All materials created by the Society's officers, boards, committees, volunteers and employees become the property of the Society. The Bedford Historical Society, Inc. is the sole and official repository of the Society's institutional records (of whatever form).

Acquisition Policy

1. The Bedford Historical Society, Inc. may acquire materials by gift, bequest, transfer, active solicitation, exchange, anonymous donation, or purchase.
2. Title to all gifts, bequests, transfers or purchases must be outright. Restrictions on access will be considered jointly by the Chairman of the Board of Directors (“Chairman”) and Curator or Archivist as appropriate. A written record of the decision will be put on file. The Bedford Historical Society, Inc. will not make any commitments as to the exhibition, attribution, use or accessioning of gifts, bequests, or transfers.
3. A Deed of Gift documenting the legal transfer of a gift, bequest or transfer to the Bedford Historical Society and acceptance of that gift will be signed by the legal owner or his/her authorized agent and by the appropriate authorized agent of the Society. The Deed of Gift will be put on file.
4. Acceptance of a gift, bequest, or transfer does not imply a promise to accession. All such items will be evaluated jointly by the Chairman and Curator or Archivist as appropriate for accessioning and considered for inclusion in the Collections. A written record of the evaluation will be put on file.
5. Anonymous donations will be evaluated and considered for inclusion in the Collections. Disposition of anonymous donations which will not be accessioned will be determined jointly by the Chairman and Curator or Archivist as appropriate.
6. The Bedford Historical Society, Inc. reserves the right to sell, exchange or otherwise dispose of records or items received by gift, bequest, transfer, or anonymous donation which are not accepted for accessioning. Any revenue from the disposal of such items will revert to the Bedford Historical Society, Inc. General Fund.

7. Collection loans will only be made to institutions for educational and scholarly purposes consistent with the mission of the Bedford Historical Society, Inc. All loans will be for a specified period of time and will be documented and monitored. Loans will not be made of items in an unstable condition.
8. The Bedford Historical Society, Inc. will not take any items on loan except with the approval of the Board of Directors and with appropriate, documentation and a clear understanding of insurance coverage.
9. The Bedford Historical Society, Inc. and its agents (paid or volunteer) will not appraise or authenticate items or collections, nor will they pay for or reimburse a donor for appraisal of authentication costs.

Deaccession Policy

The purpose of deaccessioning shall be limited to strengthening collections or benefiting collections through improvement of their quality. Deaccessioning will not be done for the purpose of generating funds for capital expenses or ordinary operations expenses.

1. Individual items or groups of items or records may be deaccessioned from the Society's collections if:
 - a. They are no longer relevant and appropriate to the Society's collections.
 - b. They are no longer useful to the purposes and activities of the Society.
 - c. They have deteriorated beyond repair or usefulness or pose dangers to other parts of the collections.
2. Any revenue received from the deaccessioning will be retained in a separate revenue account to be used solely for maintaining, conserving, preserving or otherwise strengthening collections.
3. Title to items should be clear before consideration for deaccessioning.
4. The Curator, Archivist or other qualified person will identify potential items for deaccessioning. If the item is valued at less than \$100, he/she will forward a written recommendation to the Chairman for joint approval by the Chairman and Curator or Archivist as appropriate. For items valued at \$100 or greater, the written recommendation will be given to the Board of Directors for their approval. The written recommendation and a written record of the decision will be put in the Deaccessioning file. The items would not be deaccessioned until thirty (30) days after public notice has been given in the Bedford Historical Society, Inc.'s newsletter.

5. The method of disposal for items valued at less than \$100 will be jointly decided by the Chairman and Curator or Archivist as appropriate. The method of disposal for items valued at \$100 or greater will be decided by the Board of Directors. The decisions will be published in the next Bedford Historical Society, Inc.'s newsletter, and the items may be disposed of thirty (30) days thereafter. Under no circumstance will ownership of any deaccessioned item or group of items be transferred to or for the benefit of any Bedford Historical Society, Inc. officer, employee, or person involved in the decision to deaccession or their immediate family.

Mission Statement

The Bedford Historical Society, Inc. is a private non-profit organization. The Articles of Organization state “the purpose of this society shall be the collection and preservation of objects and facts of local historical interest.”

As expanded in the bylaws (Article 2), “the purpose of this society shall be:

- (1) “the collection and preservation of objects and facts of Bedford historical interest;
- (2) “the restoration and protection of buildings, artifacts, and articles of particular relevance to the history of Bedford and the preservation of them for present and future generations;
- (3) “the education of its members and all people interested in the history of Bedford through various programs, activities, and media.”

These purposes may be accomplished through the fulfillment of actions and strategies to provide education and enjoyment to all interested individuals, to provide access to its collections for research by individual scholars and citizens, and to inventory and preserve the collective records and memories.

The Report of the Long Range Planning Group of the Society (1996) forms an integral part of this mission statement. The long range recommendations include:

- A Heritage Center as a permanent place to conduct activities of the Society, providing meeting, display and safe storage space;
- Programs that make history enjoyable and allow all citizens to participate more broadly in its making and keeping;
- An organization with professional staff to care for its collections and support its programs;
- A financially viable organization with a secure future.

The *Report* will be periodically reviewed and updated as appropriate.