



CONSTITUTION & BY-LAWS

2025

ARTICLE ONE: Official Name

The name of this Association shall be the Jaffrey Historical Society, Inc., a non-profit New Hampshire corporation having its principal place of business in the town of Jaffrey, New Hampshire 03452

ARTICLE TWO: Object/Mission

The object of the Society shall be educational, including the preservation of Jaffrey history for the transmission to later generations.

ARTICLE THREE: Membership/Dues

Membership in the Society is established by payment to the Treasurer of the dues, the rate for which is set by the Board of Directors prior to the annual meeting.

ARTICLE FOUR: Elected Officials (Officers, Directors & Committees)

There shall be six officers of the Society elected at the annual meeting: The President, two Vice Presidents, the Recording Secretary, the Corresponding Secretary, and the Treasurer. The President and Vice Presidents shall be eligible for re-elections, but may not serve more than three consecutive terms. There shall be a Board of Directors consisting of the six officers and twelve additional members of the Society, elected as follows: four each year on a rotating basis, of which at least two are new Directors. (Also, see Article Six adding *ex officio* voting members).

These voting members of the Board shall assist by their joint action, the officers, in the ongoing business of the Society. Further, various individual members of the Society, as appointed by the President, shall chair with additional members they select from the Society membership, the Publicity, Accessions, Exhibits, Membership, Hospitality and Refreshments, and Nominating Committees. All directors are expected to attend three board meetings at a minimum, per annum. The Nominating Committee

chairperson shall be a past president appointed by the sitting President. The Nominating Committee Chairman shall then select two (2) additional past presidents to serve on the committee. If two (2) additional past presidents are not available, the Nominating Committee Chairman shall select from members of the Society. The Committee's proposed slate of officers and others for election shall be presented to the Society in the notice preceding the annual meeting. The President shall appoint two members of the Society (who may be Board members but not officers), or appoint outside auditors, to audit once a year in July all financial transactions and make a written report of their findings to the President and the Officers by August 1st each year. The auditor appointments shall not be considered as Board members.

The Board of Directors shall meet at least quarterly, with a simple majority constituting a quorum. For the Society as a whole, there shall be held annually at least six meetings or other scheduled events. Special meetings may be called by the Board of Directors as needed.

ARTICLE FIVE: Conflict of Interest

Directors 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.

Directors 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 provisions of RSA 7:19-a.

ARTICLE SIX: Responsibilities of Officers, Directors and Trustees

The President shall be the official representative head of the Society, and shall initiate and oversee its general policy. The

President shall serve as an *ex officio* member, with vote, of each of the standing committees except the Nominating Committee. The Vice-Presidents shall act as assistants to the President, and substitute on occasion as needed; further, the Vice-Presidents shall serve as co-chairmen of the Program Committee of the Society.

The Recording Secretary shall maintain the minutes of the Society; the Corresponding Secretary shall write and respond to communications as indicated. In addition, the Corresponding Secretary shall send notices of Board meetings to the Directors, and notices of general meetings to the membership, unless already covered by the newsletter. The Treasurer, President, and Immediate Past President shall be signatories on the Society's checking account and have authority to deposit and expend funds from said account when so authorized by vote of the Board of Directors. The President, Treasurer, Board of Directors, and Trustees shall have charge of the material possessions of the Society.

The Past Presidents shall become *ex officio* members of the Board of Directors with full voting rights.

ARTICLE SEVEN: Ballots By Mail

The past practice of accepting ballots by mail from absent members for voting at the annual meeting and at such special meetings which involve decisions of the membership at large is discontinued. Voting on items presented at the annual meeting, or at any special meeting, will be limited to those members in good standing who are present to cast a vote at such meetings.

ARTICLE EIGHT: Annual Meeting

The annual meeting shall be held in the month of August, on a date set by the Directors. At this meeting, shall be elected the officers, incoming Board members, and Trustee(s) [See Article Nine], first preceded, however, by a repeat reading of the proposed slate, and a call for any added nominations from the

floor. Vacancies occurring between annual meetings shall be filled by the Board pending the next annual meeting.

ARTICLE NINE: Endowment Funds Trustees

Endowment Funds of the Society shall be in the charge of the Trustees, composed of three elected members and the Treasurer *ex officio* with vote. The elected Trustees shall be voted first one for one year, one for two years, and one for three years, and thereafter, one elected each year for three years. Of the income from the funds, ten percent of the primary fund, referred to as the General Fund, shall always be added to the principal and the remainder shall be held by the Trustees in an accessible reserve sub-account to be known as the Board of Directors Fund (BODF) within the Endowment Fund. Said remainder may at any time be transferred to the general operating account for specified expenditure, by a two-thirds affirmative vote of the Board of Directors present at such announced meeting to cast a vote. No portion of the principal of the Endowment Funds shall be expended except by a two-thirds vote of the entire membership.

ARTICLE TEN: Fiscal Year

The fiscal year shall begin on August first and end on July thirty-first of the next calendar year.

ARTICLE ELEVEN: Amending Constitution and By-Laws

Any proposal to amend the Constitution and By-Laws shall be announced in a written communication mailed to the entire membership advising the time and date for voting on the proposed changes. The Constitution and By-Laws, except that portion of Article Nine relative to expenditure of Principal of the Endowment Fund, may be amended by a two-thirds vote of all members in good standing who are present at such announced meeting to cast a vote.

As Amended: *August 17, 1993; August 12, 1997; August 9, 2005; August 9, 2018; July 31, 2024; August 14, 2025.*

