



HISTORICAL SOCIETY OF WELLS & OGUNQUIT
Preserving Treasures of the Past as an Investment for the Future

BY-LAWS

Adopted at the Annual Meeting, _____

ARTICLE I: NAME AND OFFICE

Section 1.1 Name

This Corporation is a charitable, educational, and non-profit corporation; and, as stated in the Articles of Agreement, it shall be known as The Historical Society of Wells and Ogunquit, Inc. (hereafter, “the Society”.)

Section 1.2 Office of the Corporation

The Historical Society of Wells and Ogunquit shall have its office in Wells, County of York, State of Maine.

Section 1.3 Corporate Seal

The Corporate seal of The Historical Society of Wells and Ogunquit shall have inscribed thereon the name of the corporation and the words “Corporate Seal”. The following is an impression of any such Corporate Seal: The Seal of the Corporation shall be designed in a circle with the name of the Corporation and State of Maine around the edge with 1954 within a center circle.

ARTICLE II: MISSION AND PURPOSES

Section 2.1 Mission

The mission of The Historical Society of Wells and Ogunquit is to foster an understanding and appreciation of history for the enlightenment and education of visitors and residents. The Society recognizes the interrelationship of the two towns together with their unique characteristics and identities.

ARTICLE III: EQUALITY AND NON-DISCRIMINATION

Section 3.1 Policy

The Society is committed to equity and inclusion across race, gender, age, religion, sexual orientation, identity, abilities, disabilities, and experience in all aspects of our work.

ARTICLE IV: THE SOCIETY'S COLLECTIONS

Section 4.1 Responsibilities for Care and Preservation

The Society shall be responsible for the reception and care and preservation of the articles, library collections and archives in its possession or on loan including articles displayed in the Meetinghouse.

ARTICLE V: MEMBERSHIP

Section 5.1 Members

Members of the Society may be individuals or organizations (including corporations) which meet the requirements for membership established by the Board of Directors. Regular membership shall be open to any interested person or entity, in accordance with the Society's Equality & Non-Discrimination Policy (Article III). The membership shall consist of regular and honorary members. Annual membership dues shall be set by the Board of Directors and may be reviewed when a simple majority of the Directors agree to do so.

Section 5.2 Voting

Each Member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 5.3 Honorary Members

Any regular or honorary member of the Society may ask the Board to grant honorary membership to an individual in recognition of outstanding service to the Society or to the community more generally. Nominations agreed by the Board will be presented to the membership, and voted upon, at the Society's Annual Meeting. Honorary membership shall be for life, without dues, and with full privileges of regular membership.

ARTICLE VI: MEMBERSHIP MEETINGS

Section 6.1 Annual Meeting

The Society shall hold a yearly virtual, physical or hybrid Annual Meeting, at a date and venue to be determined by the Board and taking into account all relevant circumstances such as weather conditions and public health considerations. As a minimum, the business of the meeting shall include the election of Directors; the presentation of annual reports; and the opportunity for members to comment.

Section 6.2 Special Meetings

Special Meetings of the Society may be called by the Chairperson, or at the request of a two thirds majority of Board members, or by a written request of 10 percent of the current membership. At Special Meetings, no business shall be transacted except that specified in the call of the meeting.

Section 6.3 Quorum

At any meeting of the membership duly called, ten members present and voting shall be deemed a quorum, and a majority of members present and voting shall be required for the election of Honorary Members and the amendment of the By-Laws.

Section 6.4 Notice of Meetings

Written notice (which may include electronic communication) of the time, place and purpose of membership meetings shall be given or caused to be given to the members by the Board of Directors, at least ten days and not more than thirty days prior to the date of the meeting.

ARTICLE VII: DIRECTORS

Section 7.1 Duties

The Society's affairs shall be in the hands of the Board of Directors ("The Board") which shall administer, manage, preserve and protect the property of the Society and shall have full power to administer, direct, manage and conduct the affairs of the Society. Directors of the Society are required to be members of the Society in good standing at the appropriate level.

The Board may request non-voting staff and / or advisers to attend Board meetings in order to provide technical advice and guidance, provide updates on museum activities or otherwise brief the Board to assist it in reaching informed and responsible decisions.

The Board may engage professional staff and advisers to assist in the operational matters of the Society and to advise on matters of policy as appropriate.

The Board shall appoint an Auditor to examine the Society's Annual Accounts and to submit a written report to the Annual Meeting. With the agreement of the Board, the Auditor may attend the Annual Meeting to present the Accounts and to answer questions from the membership.

Section 7.2 Election and Number of Directors

The Board of Directors shall consist of no fewer than five and no more than 13 members, including the officers.

The term of office of each Director shall be reviewed every three years following their election at an Annual Meeting. Their continuation in office, if desired by that Director and agreed by the Board, shall be notified to the next Annual Meeting. This provision is intended to ensure that experienced and dedicated Directors are not required to stand down in the absence of new Directors being elected and may be reviewed in future.

Section 7.3 Vacancies

The Board shall have the power to appoint members of the Society to fill any vacancies on the Board or among the officers, such appointments to be voted on at the following Annual Meeting.

Section 7.4 Removal of Directors

Any Director may be removed by the Board whenever in its judgment the best interests of the Society would be served. Board members who miss three consecutive meetings without proper explanation may be asked to resign. **Two thirds of the full Board, present and voting in favor, is required for removal.** Notice of the proposed removal shall be given to the full Board no fewer than ten days in advance of the meeting.

Section 7.5 Resignation

A Director may resign from the Board by providing written notice to the Board Chairperson.

Section 7.6 Meetings

The Board shall meet at least monthly and attendance at such meetings may be in person or remotely. Meetings shall be publicized in the appropriate media and are open to any member.

Section 7.7 Quorum and Voting

At meetings of the Board of Directors, one-half plus one of the full Board shall constitute a quorum. If a quorum is present, it shall require an affirmative vote of a majority of those attending a meeting to carry all motions, except for those matters otherwise provided for in these By-Laws or by the laws of the State of Maine. If a quorum is not present, the Directors may conduct business but may not carry out actions that require a vote. Such actions may be voted on by electronic communication with the full Board at a later date, as described in Section 7.9.

Section 7.8 Electronic Meetings

The Directors may hold a meeting by teleconference or video conference. Notice of such meetings shall be given by the appropriate Director or the Executive Director in writing (which may include electronic communication) or by telephone at least three days prior to such meeting, and shall inform each Director of the manner in which they will be contacted and the matters to be discussed at such meeting. A record of all votes shall be entered into the minutes of the next scheduled Board meeting. Proceedings of these meetings and votes shall be duly recorded.

Section 7.9 Action Between Meetings

Any action requiring Board approval between meetings may be taken by all Officers or the majority of Directors consent in writing (including electronic communication). The action taken shall be confirmed and minuted in the Minutes of the next scheduled Board meeting.

Section 7.10 Directors and Officers Insurance

The Society shall maintain a Directors and Officers insurance policy to cover all members of the Board of Directors.

ARTICLE VIII: OFFICERS

Section 8.1 Officers

The Officers of The Historical Society of Wells and Ogunquit shall be Chairperson, Vice Chairperson, Secretary and Treasurer. No officer shall hold more than one office at a time. The members shall elect Officers from among the Directors at the Annual Meeting for terms of one year. The Board may, by a simple majority, co-opt an individual with specific skills or abilities to support the Directors in their work and participate as a voting member in the meetings of the Board until the following Annual Meeting. The Board may establish ad hoc committees as required in order to better conduct the business of the Society in areas where an additional investment of time and expertise is needed.

Section 8.2 The Chairperson

The Chairperson shall preside at all meetings of The Historical Society of Wells and Ogunquit and of the Board of Directors and Executive Committee. In addition to the duties herein prescribed by these By-Laws, the Chairperson shall exercise the duties usual to their office and shall be an ex-officio member of all committees.

Section 8.3 The Vice Chairperson

In the event of absence or disability of the Chairperson, the Vice Chairperson shall fulfill the powers and duties of the Chairperson's office until the Chairperson is once again available or has been replaced. The Vice Chairperson shall also perform such duties as are delegated or assigned by the Chairperson.

Section 8.4 The Secretary

The Secretary is responsible for taking minutes of the Board's meetings, including: listing those present and apologies received; discussions and deliberations taking place during those meetings; and recording the resolutions of the Board and voting results. In the absence of the Secretary, another Director will assume this responsibility on an ad hoc basis. The Secretary will provide a draft of the Minutes, for review and amendment if needed, to all Board members within ten days of the meeting date. The Secretary will ensure that a corrected version can be circulated with other papers sent to the Board in advance of its next meeting.

Section 8.5 The Treasurer

The Treasurer shall be authorized to act on behalf of the Society in respect to all financial transactions with any banking institution, or investment firm, which shall include executing all checks, bank drafts, and transfers of funds. The Chairperson shall be authorized to act on behalf of the Treasurer as needed. The Treasurer shall monitor receipts, disbursements, and financial records of the Society and shall be responsible, subject to the direction of the Board of Directors, for the preparation and dissemination to the Board of all financial reports. The Treasurer shall sign all tax returns required to be filed by the Society. The Treasurer, upon approval of the Board of Directors, shall have the power to negotiate loans on behalf of the Society and may issue promissory notes in the name of The Historical Society of Wells and Ogunquit.

ARTICLE IX: PROFESSIONAL PERSONNEL

Section 9.1 Executive Director

The Board of Directors shall hire a professional Executive Director to whom the Board formally shall delegate full responsibility for day-to-day operations and management of the Society. The Executive Director shall serve at the pleasure of the Board of Directors, shall be the chief administrative officer of the Society, and shall exercise general supervision over the affairs of the Society in accordance with the Articles of Incorporation and By-laws of The Historical Society of Wells and Ogunquit and pursuant to the direction of the Board of Directors. The Executive Director shall manage the recruitment process when an employee vacancy arises or a new post is created and recommend a preferred candidate to the Board. When necessary, the Executive Director shall notify the Board of any employment issues arising and propose a course of action for the Board's consideration. The Executive Director shall be responsible for carrying out the budget and policies as approved by the Board of Directors, working together with the relevant Committees.

Section 9.2 Bookkeeper

The Board of Directors shall hire a bookkeeper who will be responsible for day-to-day management of the Society's financial affairs and for preparing regular statements of accounts for consideration by the Board at its monthly meeting.

Section 9.3 Other Employees

The Board shall be empowered to hire other employees as needed for the Society's efficient operation.

ARTICLE X: COMMITTEES

Section 10.1 Standing Committees

At its discretion, to better carry out the Society's mission and to draw upon the talents and abilities of the wider community, the Board may establish standing committees. These may include (but are not limited to) Collections; Fundraising and Development; Building and Grounds; Capital Projects; and Membership. The Chair and Executive Director shall be members ex-officio of all such committees, which must also include at least one additional Board member who will serve as Chairperson. Committees may request non-voting staff and / or advisers to participate in their meetings to provide expertise and technical advice. For guidance, terms of reference are set out for the following committees:

- Collections
- Fundraising and Development
- Building & Grounds
- Capital Projects
- Membership

Section 10.2 Collections Committee

The Collections Committee shall implement the Society's Collections Management Policy governing collections, including accessioning, de-accessioning, registering, cataloguing, loans, storage and conservation. Using these guidelines, the Committee shall review the Executive Director's recommendations regarding acquisitions for and de-accessions from the collection; and with the Executive Director and/or Curator, if in post, shall have the authority to accept or reject items to be acquired, or otherwise offered to the collection, or to be de-accessioned. The Committee shall monitor and assure compliance with the American Association of Museums and/or International Council of Museums standards and procedures relating to collections management.

Section 10.3 Fundraising and Development Committee

The Fundraising and Development Committee shall develop and recommend programs for annual giving, capital campaigns, special events, and planned giving programs. The Committee shall implement such programs as approved by the Board of Directors.

Section 10.4 Building and Grounds

The Building and Grounds Committee works with the Executive Director to identify and prioritize major repair and construction projects for the Historic Meeting House, the Museum and the Esselyn Perkins Library as well as preventative maintenance projects for the building and landscape. The Committee will then make recommendations to the Capital Projects Committee as part of the Society's capital planning program. The Committee shall also make recommendations to the Board of Directors in order to broaden the Board's understanding of the Society's maintenance responsibilities.

Section 10.5 Capital Projects

The Capital Projects Committee works with the Treasurer and the Executive Director, following approval of the budget as described in Section 11.2, to monitor the capital repairs and improvement programme as well as other capital items including technology, making recommendations and submitting project updates to the Board as appropriate. The Committee shall have oversight of budget implementation.

Section 10.6 Membership

The Membership Committee works with the Executive Director and is responsible for recommending means for increasing the membership base; keeping members informed of the Society's resources, services and benefits of membership; recommending ways to welcome new members and to encourage their participation in the Society's activities; and identifying the needs of members and developing services to meet those needs.

Section 10.7 Special Committees

The Chairperson may, with the approval of the Board of Directors, designate such other committees as are deemed necessary for the efficient conduct of the Society's business. Such committees may be

discontinued by the Board of Directors when their tasks are completed or when they are no longer necessary.

ARTICLE XI: FISCAL YEAR, BUDGET, DUES

Section 11.1 Fiscal Year

The Society's fiscal year shall be from January 1 to December 31 in each year.

Section 11.2 Budget

The Executive Director shall prepare a draft budget for each fiscal year, in consultation with the Treasurer and other Board members as appropriate. This shall be submitted to the Board of Directors two months before the end of the preceding fiscal year for review, amendment and approval. Amendments to the budget may be approved between meetings by the Officers but must be reported to the full Board at its next meeting.

Section 11.3 Dues

The Board of Directors shall define the levels of membership together with the dues and benefits for each level.

ARTICLE XII: AMENDMENTS TO BY-LAWS

Section 12.1 Voting

These By-laws may be amended or altered with the approval of a majority of the members who cast a ballot. Proposed amendments must be approved by the Board and must be submitted on a ballot to the members for approval or rejection at least 10 days in advance of the due date. All votes must be returned by the date indicated on the ballot to be considered valid.

ARTICLE XIII: INDEMNIFICATION

To the extent authorized by law, the Corporation shall indemnify a person who is or was a member, Director, Officer, employee or agent of the Corporation, or who is serving in another capacity at the request of the Corporation, and who was or is a party or is threatened to be made a party to any threatened, pending or completed action, by any third party, by reason of the fact that he/she is or was a member, Director, Officer, employee or agent of the Corporation, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action; provided that no indemnification shall be provided with respect to any matter as to which he/she shall have been finally adjudicated in any civil proceedings not to have acted in good faith in the reasonable belief that his/her action was in the best interests of the Corporation; or in any criminal proceedings, to have had reasonable cause to believe that his/her conduct was unlawful. The Corporation may purchase and maintain insurance to protect itself and such persons against liability. No Director or Officer of the Corporation shall be liable for acts or defaults of him/herself or any other Director, Officer or member, or for any loss sustained by the Corporation or any member thereof, unless the same has resulted from his/her own willful misconduct or gross negligence.

ARTICLE XIV: PROHIBITED ACTIVITIES

The Corporation is a [501\(c\)3 charitable organisation](#) and complies with all state and federal requirements including those regarding private benefit and campaign activity.

ARTICLE XV: CONFLICTS OF INTEREST

A Director shall not participate in discussion or vote on matters where they have a potential or actual conflict of interest. To the extent permitted by law, the appearance or presence of such a conflict shall not negate any contract or other transaction entered into by the Society.

ARTICLE XVI: DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all of the Corporation's liabilities, shall dispose of all of the assets of the Corporation to such other organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization under Section 501 c(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), and as the Board of Directors shall determine. This is subject to the provisions of the Deed of Assignment granted by The Congregational Church of Wells ("the Church") to the Society dated April 1 1965 and recorded in the York Registry Book of Deeds Book 1835 pp 665 – 666, requiring that if the Society gives up the building, it reverts to the Church in accordance with Condition 5.

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