



## The Cambridge Historical Society By-Laws<sup>1</sup>

### I. Corporate Name

The name of this corporation shall be "The Cambridge Historical Society."

### II. Mission Statement

The Cambridge Historical Society will act as a living repository for Cambridge's tradition and history. It will maintain any property entrusted to it and collect, preserve and interpret items of historical and antiquarian significance. The Society will encourage research and involvement in these efforts by its members and the community at large. In so doing, it will promote a better understanding of history as an important factor in the everyday affairs of the City and its residents.

### III. Seal

The seal of the Society shall be: Within a circle bearing the name of the Society and the date 1905, a shield bearing a representation of the Daye Printing Press and, crest of two books surmounted by a Greek lamp, with the representation of Massachusetts Hall on the dexter and a representation of the fourth meeting-house of the First Church in Cambridge on the sinister, and, underneath, a scroll bearing the words *Scripta Manent*.

### IV. Membership and Dues

1. Acceptance and Privileges: The Society shall accept members, corporate members or other classes of membership in accordance with procedures established by the Council. There shall be no limitation on the number of members of the Society. Membership in the Society includes the privilege to attend Society meetings and the right to hold elective office. Cambridge Historical Society
2. Representation: Individual and corporate members shall be entitled to cast one vote in person and not by proxy on each matter submitted to a vote of the members.
3. Dues: The annual dues structure of membership shall be fixed by the Council. Failure to pay annual dues may, at the discretion of the Council, be considered a resignation of membership.
4. Advisory Committee Members: Advisory committee members may be elected by the membership at the Annual Meeting. Advisory committee members who are not otherwise members of the Society may attend the Annual Meeting but will not be entitled to vote.
5. Honorary members: Honorary members of the Society may be elected by the Council at any time and shall hold such position at the pleasure of the Council. Honorary members shall be exempt from dues and may attend meetings of the members, but shall not be entitled to vote and shall have no duties, liabilities or responsibilities of any kind.

### V. William and Frances White Emerson Scholars

In grateful recognition of the long interest of Frances White Emerson and William Emerson and of their munificent bequests to the Society, the Council may from time to time appoint members of the Society to be known as William and Frances White Emerson Scholars.

## **VI. Officers and Council**

1. Officers: The officers of the Society shall be a president, three vice-presidents, a secretary with powers of clerk, a treasurer, an editor, a curator and twelve councilors, constituting a twenty member Council of the Society having the powers of a board of directors.

2. Term of Office: All of the above officers shall be elected by the membership of the Society at the Annual Meeting and shall hold office for such terms as the Society at its Annual Meeting shall determine and until others are duly chosen and qualified in their stead.

3. Length of Term: Unless the Council otherwise permits, an officer may not serve more than six consecutive years in the same office. The twelve councilors who are not officers shall serve for three years each on a staggered basis, with four being elected for three-year terms each year.

4. Resignation and Removal: Any officer may resign by notice in writing, filed with the secretary. The Council may, by vote of a majority of its entire number, remove any officer or agent elected or appointed by the Council.

5. Vacancies: In case of a vacancy of an officer by reason of death, resignation, removal, disqualification or otherwise, the Council shall have the power to fill the vacancy by the appointment of a successor to hold office until the position is filled by election at the next Annual Meeting of the Society. The Council shall have and may exercise all of the powers of a board of directors notwithstanding any vacancies in its number.

## **VII. Duties of Council and Officers**

1. Council: The Council shall be the executive body of the Society. The affairs of the Society shall be under the general direction of the Council, which shall administer, manage, preserve and protect the property of the Society and shall have full power to administer, direct, manage and conduct its affairs. The Council may appoint assistants to any of the officers as needed. After receiving the recommendation of a committee formed for that purpose, the Council may appoint a director to manage the affairs of the Society, including appointing resident fellows and hiring and managing additional staff. The Council may present a written report for the year at each Annual Meeting. Responsibilities of the Council shall be further clarified in a policy book adopted by the Council by a majority vote.

2. President: The president shall be chairman of the Council and shall preside at all meetings of the Society. 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 Council.

3. Vice-presidents: The vice-presidents shall perform such functions as are prescribed by the Council. One of the three vice-presidents, as designated by the Council, shall represent the Society in lieu of the president and shall chair the Council and preside at meetings of the Society when and if called upon to do so.

4. Secretary: The secretary shall keep records and conduct the correspondence of the Society and of the Council. The secretary shall give each member of the Society written notice of its meetings and shall also present a written report of the year at each Annual Meeting.

5. Treasurer: The treasurer shall have charge of the funds and securities of the Society and shall keep its accounts in proper books. The treasurer shall have the power to sign and endorse checks in the name of the Society and to receipt for all monies and securities due the Society; the treasurer shall be able to delegate the day to day operations to the staff or an outside bookkeeper, with the approval of the Council. The treasurer shall oversee all investments and disbursements of its funds, but only with the approval of the Finance Committee, and see that all reports required by governmental agencies are prepared. The treasurer shall make a report at each Annual Meeting. The treasurer shall ensure that the accounts of the Society shall be audited annually by one or more independent auditors appointed by the Council.

6. Editor: The editor shall have charge, under the direction of the Council, of the preparation for the press of the Society's publications and their printing and distribution.

7. Curator: The curator shall have charge, under the direction of the Council, of all physical collections of the Society, including but not limited to books, manuscripts, furniture, artifacts, buildings, and other memorials of the Society, except the records and books kept by the secretary and treasurer, and may present a written report at each Annual Meeting.

8. Councilors: The councilors shall perform tasks as assigned by the Council.

#### **VIII. Society Meetings and Quorums**

1. Meetings: The Annual Meeting of the Society shall be held on or before the first day of April of each year, at a time and place to be determined by the Council. Other regular or special meetings of the Society shall be held at the direction of the president or Council, or upon written request to the Council signed by not less than ten members.

2. Notices: Written notices of the time and place of the Annual Meeting or any other meeting of the Society shall be sent to all members not less than ten days before the date of the meeting.

3. Quorum: One-third of the Councilors then in office shall constitute a quorum at any meeting of the Council. One-third of the members of the Society, or twenty-five (25) members, whichever is less, shall constitute a quorum at any meeting of the members of the Society. Councilors shall participate in Council meetings in person, not by proxy. Members may vote by proxy at Annual meetings or other meetings of the members of the Society.

#### **IX. Committees**

1. Executive Committee: The Council may, by vote of a majority of its members elect from its membership an executive committee of not less than three (3) members which shall manage the current and ordinary affairs of the Society. A majority of the executive committee shall constitute a quorum for the transaction of business. The executive committee shall report its actions to the Council. The Council shall have the power to rescind any vote or resolution of the executive committee, but no such rescission shall be retroactive.

2. Nominating Committee: The nominating committee shall consist of not less than three (3) nor more than five (5) members of the Society appointed by the president with the approval of the Council at least one month prior to the Annual Meeting. The nominating committee shall present to the Annual Meeting its report of nominations for officers to serve on the Council. Other nominations may be made by members of the Society at the Annual Meeting.

3. Finance Committee: The finance committee shall consist of not less than three (3) nor more than seven (7) persons, a majority of whom shall be members of the Society. The members of the finance committee shall be appointed by the president with the approval of the Council. The president, any vice-presidents designated by the Council, treasurer, assistant treasurer and director shall be ex-officio members of the committee. The committee shall, subject to the control of the Council, supervise and direct the investment of the funds of the Society; shall review the annual budget of the Society; 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. Advisory Committee: Members of the advisory committee shall be elected at the Annual Meeting of the Society and shall hold office for three years or for such terms as the Society shall determine. The members of the advisory committee shall advise the Council and membership on such matters in which they have expertise and shall be entitled to attend all meetings of the Council but without voting powers.

5. Other Committees: Other committees may be appointed and dissolved from time to time by the president with the approval of the Council. These committees shall have such powers and responsibilities as the Council shall designate. The president, designated vice-presidents, and the director shall be ex-officio members of all committees, and each such committee shall include among its members at least one member of the Council in addition to the ex-officio members. The committees shall be under the oversight of a designated Council member.

#### **X. Indemnification**

The Society shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a member of the Council, as an officer, or as a member of any committee of the Society or who at the request of the Society may serve or at any time has served as a fiduciary or trustee of an employee benefit plan of the Society (collectively, "indemnified officers"), against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such person in connection with any proceeding in which such person may become involved by reason of serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless such person is successful on the merits and the proceeding was authorized by a majority of the full Council); provided that no indemnification shall be provided for any such 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 the Society, or to the extent that such matter relates to service with respect to any employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan.

Such indemnification may, to the extent authorized by the Council, include payment by the Society of 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 not entitled to indemnification under this article, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

The payment of any indemnification or advance shall be conclusively deemed authorized by the Council of the Society under this Article, and the members of the Council 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 members of the Council consisting of persons who are not at that time parties to the proceeding or (2) by a majority vote of a committee of two or more members of the Council who are not at that time parties to the proceedings and are selected for this purpose by the full Council (in which selection members of the Council who are parties may participate); or the payment is approved by a vote of a majority of the members of the Society; or a court having jurisdiction shall have approved the payment.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of an indemnified officer 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 Society employees, agents, Council, officers and other persons may be entitled by contract or otherwise under law.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer under this Article shall apply to any indemnified officer with respect to his or her acts or omissions which occurred at any time prior to such amendment or repeal without his or her written consent.

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

The Society shall use its property and funds only to accomplish the objectives and purposes specified in the mission statement of these by-laws, and no part of such property or funds shall inure, or be distributed, to the members of the Society nor to any other private person except the de-accessioning of objects in a way that is consistent with the collection policy of the Society and is overseen by the Curator with the approval of the Council. At any time the active membership falls below twenty six, this Society may be dissolved at the written request of any three members, according to the laws and statutes of this Commonwealth. On dissolution of the Society, any funds remaining shall be distributed to one or more regularly organized charitable, educational, scientific or philanthropic organizations, to be selected by the Council 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.

#### **XII. Amendment of By-Laws**

These by-laws may be amended at any meeting by a vote of two-thirds of the members present and voting, provided that the substance of the proposed amendment shall have been inserted in the call for such meeting.