



### **Bylaw Amendment Vote**

- 1) Article IV Section 2 – Adds language to provide virtual representation to meet quorum for annual meeting. The following language will be amended with the stricken portion removed.

#### **Article IV: Annual and Special Meetings**

##### **Section 2: Quorum**

At any annual or special meeting of the society, a quorum shall be established when 40 members of the society are present either in person, by proxy, or by 2-way electronic communication, but a smaller number may adjourn the meeting from time to time. A majority of the members present either in person, by proxy, or by two-way communication is required to carry a motion. An amendment to the Bylaws requires an affirmative vote by at least 40 members as specified in Article X. Members who are not physically present may (a) only vote by written proxy received at least 24 hours, but not more than 6 months, before the meeting or (b) attend via telephone or other electronic media and vote using said media, provided that the media used permits all persons participating in the meeting to hear each other at the same time.

~~At any annual or special meeting of the Society, forty members present shall constitute a quorum, but a smaller number may adjourn the meeting from time to time.~~

- 2) Article V Section 1 – clarifies language regarding mandatory release of Board services after two (2) three-year terms if not serving in an Officer role. The following language is amended with the stricken portion removed.

#### **Article V: Board of Trustees**

##### **Section 1: Composition**

The policy, strategy, and direction of the Society, its museum, its collection, and other properties shall be vested in a Board of Trustees. Members of the Board of Trustees shall be elected by the Society from the membership at the annual meeting or a special meeting called for that purpose; except that the most recent living past Chair shall serve on the Board of Trustees until there is a more recent living past chair and shall not be subject to any other limitation on length of service under this section, other than those provisions for removal by vote of the trustees set forth below. The Board of Trustees shall have no less than 24 nor more than 36 members including officers excluding the most recent living past Chair. Trustees shall be elected to serve for three years. ~~No trustee shall serve on the Board of Trustees for more than six consecutive years, unless serving as an Officer. A trustee who has served six consecutive years may be elected to further terms provided that one year has elapsed since the expiration of the previous term.~~ No trustee shall serve on the Board of Trustees for more than six consecutive years, unless serving as an Officer, in which instance the Trustee's term is suspended until the Trustee's service as an Officer is concluded. Upon the latter occurring, the Trustee's prior term is reinstated with the Trustee's unexpired term in place. If the prior term has been completed, a trustee may be elected to further terms provided that 1 year has elapsed since the expiration of the previous term. The term of the immediate past chair is also reinstated with the unexpired term in place.

Any trustee may resign by giving written notice of such resignation to the Chair. Any trustee, including any past chair of the Society, may be removed by the affirmative vote of three-fourths of the trustees present at any meeting, provided that such trustee shall be given at least fourteen days' notice of the proposed removal and is given an opportunity to be heard at the meeting and that notice of the proposed removal is given in the notice of the meeting. The Board of Trustees may at any time elect to the Board a member of the Society to fill a current vacancy. Such Trustee shall serve until the next annual meeting; and after such service shall be eligible to serve six consecutive years.

- 3) Article V, Section 2 – language added to make clear that the Executive Committee can appoint a Chair of MAC if our most recent, still living Chair should decline the role.

#### **Article V: Board of Trustees**

##### **Section 2: Museum Advisory Council**

There shall be a Museum Advisory Council consisting of the most recent past chair and those persons who have performed extraordinary services for the Society. Such persons shall be nominated by the Executive Committee and elected by a majority of the Board of Trustees present at the meeting in which the election takes place.

Members of the Council shall have no legal responsibility whatsoever for the conduct of the affairs of the corporation, but it is expected that members of the Council will be available to the Chair and President for consultation and advice. Council members must be members in good standing and may attend meetings of the Board of Trustees but have no vote. The most recent living past Chair shall preside at meetings of the Council. If he or she is not able to serve as chair, then the Executive Committee may appoint an officer to preside. The Council shall meet annually or more often as determined by the Council. Members serve for a three-year term, which may be renewed.

- 4) Article V, Section 4 – formally adds summer board meeting. Language underlined has been added.

#### **Article V: Board of Trustees**

##### **Section 4: Meetings**

The Board of Trustees shall meet quarterly and once during the summer or more often as determined by the Board. Special meetings of the Board of Trustees may be called by the Chair. Upon the written request of at least 12 Trustees, the Chair of the Board of Trustees shall be required to call a special meeting within 30 days of receipt of the request.

- 5) Article VI, Section 1 – Ensures that Chairs of standing committees are members of the Executive Committee. Underlined language has been added.

#### **Article VI: Committees**

##### **Section 1: Executive Committee**

There shall be an Executive Committee consisting of the Chair, 1<sup>st</sup> Vice Chair, 2<sup>nd</sup> Vice Chair, Treasurer, Assistant Treasurer, Clerk and Assistant Clerk, the most recent living Past Chair, and the Chairs of the seven (7) Standing Committees, and such other Trustees, not greater than three (3) in number, as may be appointed by the Chair. The Committee shall not exceed 16 members (7 officers, 5 Standing Committee Chairs, the most recent living past Chair, and 3 at-large members). The Committee shall meet monthly or at such other intervals as determined by the committee.

- 6) Article VI, Section 2 – adopts changes to the Governance Committee membership in order to meet immediately following the annual meeting and be in place for the first Board Meeting; and replaces language to allow the Board Chair to serve on Governance Committee as historically practiced. The following language is amended with added language underlined and stricken portion removed.

#### **Article VI: Committees**

##### **Section 2: Standing Committees**

The Chair shall annually appoint members of the Society to the following Standing Committees and to such special or Ad-Hoc Committees as may from time to time be established by the Executive Committee. The number of members and the Chairs of each shall be at the discretion of the Chair, excluding the Chairs of the Governance Committee, the Audit and Risk Committee, and the Finance Committee

Audit & Risk Committee, Chaired by the most recent living past Chair of the Board of Trustees or another officer, but not the Treasurer or Assistant Treasurer

Buildings & Grounds Committee

Collections Committee

Development Committee

Finance Committee, Chaired by the Treasurer

Education Committee

Governance Committee, The Chair is elected by the voting members of the Governance Committee.

The Chair of each committee shall report to the Board of Trustees.

At least 50 percent of the Audit Committee members shall be non-members of the Finance Committee. The Finance Committee shall have an Investment Subcommittee.

There shall be a Governance Committee composed of members of the Society. Its members shall be nominated by the Executive Committee for election by the Board of Trustees at the first meeting scheduled after the Annual Meeting. Members are elected for a term of one year from that date or until their successors are elected. Trustees whose terms of service on the Board of Trustees will have ended at the next annual meeting may not serve on the Governance Committee but may serve on any ad hoc subcommittees. In addition, ~~three officers other than the Chair~~ no more than four (4) officers of the Board including the Chair may be nominated to serve as non-voting ex-officio members. The Governance Committee shall elect one of its voting trustee members as Chair. Members of the Committee shall be eligible to serve four consecutive one-year terms.

- 7) Article VII, Section 2 – language added to that gives responsibility back to the clerk for record keeping; added language and procedure outlined for resignation and removal of an officer. The following language is amended with added language underlined and stricken portion removed.

### **Article VII: Officers** **Section 2: Responsibilities**

The duties and responsibilities of the officers shall be as follows:

**Chair:** The Chair shall preside at all meetings of the Society, the Board of Trustees, and the Executive Committee; and shall appoint all members to committees, except as otherwise provided in these Bylaws; and shall serve ex-officio as a member of all Committees, ~~except the Governance Committee.~~ The Chair shall review annually with the President the past year's performance and goals for the next year.

**Vice Chairs:** The Vice Chairs shall perform such duties as may be voted by the Board of Trustees. In the absence of the Chair, the Vice Chair who is most senior in rank may exercise the powers of the Chair.

**Treasurer:** The Treasurer shall have oversight over the financial activities and funds and securities of the Society. He/she shall serve as the Chair of the Finance Committee. He/she shall report on the Society's financial condition at each meeting of the Board of Trustees and Executive Committee and shall provide annual financial statements and reports. Subject to direction of the Board of Trustees, he/she shall attend to all finances and other business transactions of the Society and shall perform all the duties generally pertaining to the office of the Treasurer.

**Assistant Treasurer:** The Assistant Treasurer shall assist the Treasurer in the responsibilities of that office and shall perform such other duties as delegated by the Treasurer.

**Clerk:** The Clerk shall notify all officers of their election, give due notice of all meetings of the Society, Board of Trustees, and Executive Committee, and keep the minutes of all meetings of the Society, of the Board of Trustees, and of the Executive Committee. The Clerk with staff assistance shall record and report the terms of membership for the Museum Advisory Council and the terms of the Trustees and Officers as required in Article V, Section 1. The clerk must be a Massachusetts resident.

**Assistant Clerk:** The Assistant Clerk shall assist the Clerk in the responsibilities of that office and shall perform such other duties as delegated by the Clerk.

Any officer may resign by giving written notice of such resignation to the Chair. Any officer, including any past Chair of the Society, may be removed by the affirmative vote of three-fourths of the trustees present at any meeting, provided that such trustee shall be given at least fourteen days' notice of the proposed removal and is given an opportunity to be heard at the meeting and that notice of the proposed removal is given in the notice of the meeting. The Board of Trustees may at any time elect a trustee to fill the unexpired term of an officer who has resigned or been removed, such officer to serve until the next annual meeting; and after such service, shall be eligible for nomination to a new term.