

## Executive Summary of Bylaw amendments proposed to the ODHS/NBWM Members

The Governance Committee of the Old Dartmouth Historical Society/New Bedford Whaling Museum proposes approval of amendments to the Society's Bylaws at the May 22, 2024 Annual Members' Meeting. Updates to the Bylaws include scrivener's edits as well as changes to the calendar for the Board of Trustees, an update to the Society's non-discrimination policy and an update to the name of the Education Committee to the Museum Learning Committee.

**OLD DARTMOUTH HISTORICAL SOCIETY  
ALSO KNOWN AS THE  
NEW BEDFORD WHALING MUSEUM**

**BYLAWS**

**Amended, Restated, and Adopted Effective** [date will be noted following the Annual Members' Meeting on May 22, 2024].

**Article I: Name, Seal, Fiscal Year, Non-Discrimination**

1. The name of the organization is the Old Dartmouth Historical Society (Society), dba the New Bedford Whaling Museum, a 501(c)(3) corporation. It shall have its principal office in the City of New Bedford, County of Bristol, Commonwealth of Massachusetts.
2. Its seal shall be a representation of a whaling scene, inscribed "Old Dartmouth Historical Society, Incorporated 1903."
3. The Old Dartmouth Historical Society's fiscal year shall close annually with the 12 months ending the thirty-first day of December.
4. The Old Dartmouth Historical Society is an equal opportunity employer and does not discriminate against employees or job applicants on the basis of race, color, national origin, marital status, disability, creed, religious or political affiliation, age, gender, sexual orientation, genetic information, handicap, gender identity, pregnancy or pregnancy related condition, mental or physical disability, veteran or family status, family and/or child rearing responsibilities, national guard or reserve unit obligations, or any other status or condition protected by applicable federal, state, or local laws, except where a bona fide occupational qualification applies.

**Article II: Mission**

The New Bedford Whaling Museum ignites learning through explorations of art, history, science, and culture, rooted in the stories of people, the region, and an international seaport.

**Article III: Membership and Dues**

Any individual may become a member of the Society upon paying the annual dues. The annual dues and types of membership shall be determined by the Board of Trustees. Members whose dues are in arrears for six months shall be dropped after appropriate notification. All life memberships heretofore created shall continue after the adoption of these by-laws.

**Article IV: Annual and Special Meetings**

**Section 1: Meetings**

The annual meeting of the Society shall be held each year during the month of May, the date, time and place to be determined as part of the Board of Trustees meeting schedule. If for any reason an annual meeting is not held in May, such meeting shall be held thereafter at the call of the Chair.

Special meetings of the Society may be called by the Clerk at any time at the discretion of the Board of Trustees or upon the written request of not less than 25 members of the Society.

The Clerk's call for the annual meeting and for special meetings shall contain the purpose of such meetings and be mailed or electronically communicated to all members of the Society at least 14 days prior to the day of the meeting.

**Section 2: Quorum**

At any annual or special meetings of the society, a quorum shall be established when forty members of the society are present either in person, by proxy, or by two-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 forty 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.

## **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, 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 one 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.

### **Section 2: Responsibilities of the Board of Trustees**

The responsibilities of the Board of Trustees shall be as follows:

1. To appoint a President & CEO, who shall be responsible for the Society's day-to-day operations. They shall report to the Board of Trustees.
2. To approve annual operating and capital expenditures budgets for the following year at the last meeting of the Board in each fiscal year. Any major change/s in the budget must be approved by the Board.
3. To approve the charges for admission to the museum and to the properties of the Society.
4. To review and approve annually all indebtedness and insurance policies of the Society.
5. To either ratify, modify, or reject the actions of the Collection and Development Committees.
6. To authorize the purchase, sale, or loan of collections, documents, pamphlets and other tangible artifacts of the Society.
7. To approve all major policy statements.
8. To advocate for, participate in, and support the institution to the best of their ability.
9. To complete all annual disclosure forms as required.

The Board of Trustees shall have the right to delegate to the Executive Committee or to such other committees such powers as such committees may need to carry out their respective duties.

### **Section 3: Museum Advisory Council**

There shall be a Museum Advisory Council (MAC) 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 MAC shall have no legal responsibility whatsoever for the conduct of the affairs of the corporation, but it is expected that members of the MAC will be available to the Chair and President & CEO for consultation and advice. MAC members must be members of the Society 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 MAC. If the most recent past living Chair is not able to serve as chair of the MAC, then the Executive Committee may appoint an officer to preside. The MAC shall meet annually or more often as determined by the MAC Chair. From time to time, the MAC Chair will review membership in the MAC in consultation with the President & CEO and/or the Board Chair.

### **Section 4: Meetings**

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

### **Section 5: Quorum**

A quorum shall be established when 40% of the Trustees are present either in person or by two-way communication. A two-thirds majority of trustees present either in person or by two-way communication or voting by proxy is required to carry a motion. A smaller number may adjourn the meeting. Trustees who are not physically present may (a) vote by written proxy received at least 24 hours, but no more than 6 months, before the meeting or (b) attend the meeting 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.

## **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.

The Executive Committee shall review and develop recommendations for presentation to the Board of Trustees on the Society's priorities and policies. It shall review and approve budget proposals with the President & CEO; review and approve the President & CEO's performance and compensation and present to the Board of Trustees matters which should be considered by the Board. The Executive Committee may make itself available to the President & CEO for advice and consultation. The Executive Committee, in case of emergency, where action must be taken without waiting for a meeting of the Board of Trustees, shall have all the powers of the Board of Trustees between meetings thereof. The actions of the Executive Committee shall be reported to the Board of Trustees at its next meeting in a form permitting the Trustees opportunity to comment and ratify those decisions made on its behalf.

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

The Chair shall annually appoint members of the Board of Trustees and/or 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 Board Chair, excluding the Chairs of the Audit and Risk Committee, and the Finance Committee.

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

The Finance Committee is Chaired by the Treasurer.

Buildings & Grounds Committee

Collections Committee

Development Committee

Finance Committee, Chaired by the Treasurer

Museum Learning 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, 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.

The Governance Committee shall present a slate of nominees for Officers and Trustees to be voted upon at the Annual Meeting of the Society. This slate will be presented to the membership in the notice of the Annual Meeting. Nominations can be made from the floor.

### **Section 3 Committee Quorums**

A quorum shall be established when 40% of the committee members are present either in person or by two-way communication. A two-thirds majority of committee members present either in person or by two-way communication or voting by proxy is required to carry a motion. A smaller number may adjourn the meeting. Committee members who are not physically present may (a) vote by written proxy received at least 24 hours, but no more than 6 months, before the meeting or (b) attend the meeting 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.

## **Article VII: Officers**

### **Section 1: Composition**

The Society shall elect, from the Board of Trustees, at each Annual Meeting of the Society, a Chair, First and Second Vice Chairs, a Treasurer, an Assistant Treasurer, a Clerk, and Assistant Clerk, each to serve for one year or until his/her successor is elected. A Trustee's term is suspended while serving as an Officer and shall resume once those duties are fulfilled. A Trustee who has served six consecutive years as a Trustee may be elected as an officer upon expiration of the sixth year or, if in office at the expiration of the sixth consecutive year, may remain

in such office if duly nominated and elected. Any vacancies in the above offices may be filled by the Board of Trustees until the next annual meeting.

## **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. The Chair shall review annually with the President & CEO 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. They shall serve as the Chair of the Finance Committee. The Treasurer 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, they 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 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.

## **Article VIII: President & CEO**

The President & Chief Executive Officer of the Society shall report to the Board of Trustees. They shall be responsible for the day-to-day operations of the Society; and shall have the responsibility for carrying into effect such policies, programs, and activities of the Society as have been approved by the Executive Committee and/or the Board of Trustees. The President & CEO shall develop immediate and long-term plans, programs, and activities to further the purpose of the Society. They shall exercise general supervision and direction, and shall have full authority to employ, supervise, and terminate the personnel of the Society. The President & CEO may expend funds of the Society, provided that such expenditures are within the provisions of budgets that have been approved by the Board of Trustees.

The President & CEO shall be the principal spokesperson for the Society, and fully promote its mission and vision. They shall attend all meetings of the Board and the Executive Committee, except for Executive Sessions, but have no voting power. They shall be deemed an ex-officio member of all standing and special committees.

## **Article IX: Indemnification or Trustees and Others**

### **Section 1: Definitions**

For the purpose of this Article:

- a) "Trustee/officer" means any person who is serving or has served as a trustee, officer or employee or other agent of the Society appointed or elected by the Board of Trustees or the members of the Society, who is serving or has served at the request of the Society as a Trustee, officer, principal, partner, member of a committee, employee or other agent of any other organization or in any capacity with respect to any employee benefit plan of the Society or any of its subsidiaries.
- b) "Proceeding" means any action, suit or proceeding, whether civil, criminal, administrative or investigative, brought or threatened in or before any court, tribunal, administrative or legislative body or agency, and any claim which could be the subject of a Proceeding.
- c) "Expense" means any fine or penalty, and any liability fixed by a judgment, order, decree, or award in a Proceeding, any amount reasonably paid in settlement of a Proceeding and any professional fees and other disbursements reasonably paid in settlement of a Proceeding and any professional fees and other disbursements reasonably incurred in connection with a Proceeding. The term expenses shall include any taxes or penalties imposed on a Trustee/officer with respect to any employee benefit plan of the Society or any of its subsidiaries.

### **Section 2: Provisions**

The Society shall, to the maximum extent permitted by law, indemnify its trustees, officers, employees, advisory council members, and agents, and all persons serving, at the request of the Society, as a fiduciary or trustee of any of the Society's employee benefit plans, against all liabilities and expenses, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon them in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, in which they may become involved by reason of their service with the Society. However, the Society shall not provide indemnification to a person with respect to any matter as to which said person shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his/her action was in the best interests of the Society or, as applicable, the participants and beneficiaries of the Society's employee benefit plan. The Society shall pay expenses on behalf of a person potentially entitled to indemnification in advance of a final disposition of a proceeding upon receipt of an undertaking by such person to repay such sums if it is subsequently established that he or she is not entitled to indemnification. These provisions shall not limit the power of the Board of Trustees to authorize the purchase and maintenance of insurance on behalf of any person against any expense incurred by them in their capacity with the Society, or arising out of the status or position held with the Society, whether or not the Society would have the power to indemnify them against such expense under these provisions.

### **Article X: Amendments**

The Bylaws of the Society may be amended by the affirmative vote of at least forty of the members present at any annual or special meetings of the Society called for that purpose, provided that notice of the proposed amendment or amendments shall have been clearly stated in the call for such meeting.