

The bylaw revisions are motivated by the desire to align the organization’s governance with best practices. The Governance committee benchmarked other non-profit’s by-laws, considered guidance from the Office of the Attorney General for the Commonwealth of Massachusetts (Guide for Board Members of Charitable Organizations, December 2022), and consulted with the Museum’s attorney

Fostering Robust Officer Succession (Article V, Section 1; Article VI, Section 1; Article VII, Sections 1,2,3)

The most noticeable changes enable the organization to foster a robust succession process for the officers of the board of trustees. These changes include reducing the number of officers to four (Chair, Vice Chair, Treasurer, and Clerk). Further, an officer’s term is limited to three one-year terms, (under unusual conditions this may be extended to a fourth year). This means that succession planning must be ongoing, rather than intermittent. A more subtle change aligned with enabling succession is the adoption of the concept of extensions to replace the concept of suspensions for the *trustee* term of an officer. A trustee who is slated to assume a leadership role as an officer should have the expectation of serving in that position for three years, regardless of how much time is left on their term as a trustee. The housekeeping is simpler, however, if the two terms are running simultaneously (extended trustee term) rather than sequentially (suspended trustee term). This extended term concept will work in the unusual circumstance of the board or the Society needing to retain a specific trustee that is not an officer “...by one year in order to complete a duty or service to the board and the Society.” Additionally, it is a corollary to having a robust succession process that with fewer officer positions to fill, the size of the board and the size of the executive committee can be reduced to less than thirty and fourteen respectively.

Clarifying Governance Roles (Article VI, Section 2, Article X)

The next most significant changes clarify how the organization manages governance decisions, and specifically how it avoids the appearance of undue influence within the Audit and Risk; and the Governance committees. The Changes shift responsibility for approving future bylaw revisions from the membership to the board. Further, the changes include that recommendations to the membership be made by the board (from Governance), rather than from the governance committee to the membership. These include the officer slate, new trustees, renewed trustees, and trustee extensions (new). The appearance of undue influence is avoided by ceasing the practice (and bylaw directive) of having the immediate past Board chair serve as chair of the Audit and Risk committee, and by reinforcing that the board chair or other officers (up to two) may only participate in governance committee activities as non-voting members.

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

BYLAWS

Amended, Restated, and Adopted: INSERT APPROVAL DATE

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. (See Article IX, Section 1, Definitions d).

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 removed 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. 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 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. Nominations for Members of the Board of Trustees shall be the recommendation of the Board of Trustees and elected by the Society from the membership at the annual meeting or a special meeting called for that purpose. Members will vote to accept the board's recommendation for the slate of officers, renewing trustee terms, new trustee terms and extended trustee terms.

The Board of Trustees shall have no more than 30 members including officers. Trustees shall be elected to a term of three years and thereafter be eligible for re-election for one additional term of 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 term is extended to fulfill the officer term.

A Trustee may be elected to begin serving as an officer at the meeting that would otherwise have been the end of their service. Under unusual circumstances, the Governance Committee may recommend that a non-officer trustee should have their term extended by one year in order to complete a duty to the board and the Society. This extension shall be approved by the membership at the recommendation of the Board of Trustees.

Any trustee may resign by giving written notice of such a resignation to the Chair. Any Trustee 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 elect to the Board a member of the Society to fill an unexpired term created by a trustee resignation and/or removal. Such Trustee shall serve until the next annual meeting; and after such service shall be eligible to be elected to a term of three years and thereafter be eligible for re-election for one additional term.

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 of Trustees.
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 Standing, Advisory or Ad-Hoc Committees. Such actions shall include, but not be limited to, the acceptance of gifts and restrictions to such gifts, if any.
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: Meetings

The Board of Trustees shall meet four times annually or more often as determined by the Board of Trustees. 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 4: Quorum

A quorum shall be established when 40% of the Trustees are present in person, by two-way communication or voting by proxy. 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 permits all persons participating in the meeting to hear each other at the same time. An Amendment to the Bylaws may only be considered by the Board of Trustees.

Section 5: 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.

Article VI: Committees

Section 1: Executive Committee

There shall be an Executive Committee consisting of the officers: Chair, Vice Chair, Treasurer, and Clerk. The Executive Committee may also include the Chairs of the six (6) 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 14 members. The most recent living past Chair will remain on the Executive Committee for one year following the conclusion of the chair service. 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 on 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, advisory 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 committee shall be nominated by the Board Chair in consultation with the Governance Committee and be subject to approval by the Board of Trustees. Committee chairs may serve up to three consecutive one-year term. The Chair of each committee shall report to the Board of Trustees.

Standing Committees include:

Audit & Risk Committee

The Audit & Risk Committee shall have at least 50% of the members be non-members of the Finance Committee. The most recent past board chair may not serve on the Audit & Risk Committee, nor may it be chaired by the most recent Treasurer.

Buildings & Grounds Committee

Collections Committee

Finance Committee

The Finance Committee shall be chaired by the Treasurer. The Finance Committee shall have an Investment Subcommittee.

Governance Committee

There shall be a Governance Committee composed of members of the Board of Trustees and the Society. Its members shall be nominated by the Board Chair for election by the Board of Trustees at the first meeting scheduled after the Annual Meeting. In addition, no more than two (2) officers of the Board including the Board Chair may be nominated to serve as non-voting members. The Governance Committee shall elect one of its voting trustee members as Chair of Governance. Members of the Committee may be eligible to serve up to four consecutive one-year terms. The Governance Committee shall present a slate of nominees for Officers and Trustees to be approved by the Board of Trustees. This slate will be presented to the membership in the notice of the Annual Members' Meeting for ratification.

Museum Learning Committee

Section 3 Executive Committee and Standing 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 in person, 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 Members' Meeting of the Society, a Chair, Vice Chair, a Treasurer, and a Clerk. Officers shall be eligible to serve up to three consecutive one-year terms. No officer may hold the same position for more than three consecutive years. Under unusual circumstances, the Governance Committee may recommend that an officer should have their term extended by one year in order to complete a duty to the board and the Society. Any vacancies in the above offices may be filled by the Board of Trustees until the next annual meeting. Nominations can be made from the floor by Society members at the Annual Members' 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 Chair: The Vice Chair shall perform such duties as may be voted by the Board of Trustees. In the absence of the Chair, the Vice Chair 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.

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 preserve the minutes (see Article IX, Section 1, Definitions e) 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.

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 of three years.

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.
- d) "Bona Fide Occupational Qualifications" means a legally authorized restriction granted to employers to refuse the hiring of persons based on their sex, religion, or origin. According to [42 U.S. Code § 2000e-2](#) an employer may discriminate against person "on the basis of his/her religion, sex, or national origin in those certain instances where religion, sex, or national origin is a bona fide occupational qualification reasonably necessary to the normal operation of that particular business or enterprise. "However, there are conditions for this restriction to be legal: to be defined as "bona fide" the employer should demonstrate that the restriction is related to the business' particular characteristics and needs, and is justified by the job's essential tasks and functions.
- e) "Minutes" (of all Meetings of the Society including Board of Trustees, Executive Committee, Standing Committees and Governance Committee) means a written document memorializing the actions (taken by an appointed staff member) of the Board of Trustees, the Standing Committees and/or the Advisory Committees. These Committees' minutes are approved by the respective Committee and forwarded to the full Board of Trustees for approval of the minutes. Executive Sessions are not subject to minutes. The Clerk shall preserve all minutes of the New Bedford Whaling Museum.

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 the two-thirds of the Board of Trustees at any Board of Trustee meeting called for that purpose, provided that notice of the proposed amendment or amendments shall have been clearly stated in the call for such meeting.