

**The Canaan Historical Society
Organized 1993**

**By-Laws of the
Canaan Historical Society, Inc.**

January 24, 2011 Revised

Art I NAME AND OBJECTIVE

The name of this society shall be the Canaan Historical Society, Inc.

The objective of this Society shall be to discover, collect and preserve anything which relates to the history of Canaan, and to foster and encourage an interest in this history.

Art II MEMBERSHIP

The membership of the society shall consist of all members in good standing and all other interested persons who comply with the requirements of the by-laws.

Art III DUES

1. The annual dues of the society shall be as follows:

Individual membership.....\$10.00
Family membership.....\$15.00

2. The society may at any regular meeting elect to HONORARY MEMBERSHIP any individual whom it wishes to recognize as worthy of this status and honorary members, while enjoying all the privileges of membership, shall not be expected to pay dues.

3. All members shall have equal privileges - voting and otherwise - regardless of the class to which they belong.

Art IV CONTINUING MEMBERSHIP

1. Any member who does not continue to pay dues over a period of time to be determined by the Board of Directors shall be automatically dropped from membership.

2. Any member so dropped may be reinstated by the Board of Directors upon payment of dues in arrears or such portion thereof as the Board of Directors may deem fair and equitable.

Art V MEETINGS OF THE MEMBERS

1. Regular meetings of the Society shall be held on the fourth Monday of six designated months or as near to the date as the Board of Directors may deem advisable.
2. The September meeting shall be the annual meeting of the Society and officers for the ensuing year shall be elected at that meeting.
3. Special meetings of the society may be called by the Board of Directors.
4. Notice of all regular and special meetings shall be given at least seven days before such meeting.
5. Members present at any meeting, if not less than six shall constitute a quorum, and a majority of those present and voting shall be necessary for valid action. The members present if less than a quorum shall have power to adjourn the meeting to a date to be named in the motion to adjourn.

Art VI MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors shall hold an annual meeting in October each year. Special meetings of the Board may be held at any time at the call of the president or of any two members of the Board. At least four days notice shall be given of all regular or special meetings.

Art VII QUORUM OF THE BOARD

Three members of the Board shall constitute a quorum and action by a majority of such quorum shall constitute valid action of the Board

Art. VIII THE PRESIDENT

The president shall be the chief executive officer of the society and shall preside at all meetings of the members and Board of Directors.

Art IX THE VICE -PRESIDENT

The vice-president shall perform the duties and have the powers of the president during his absence or disability.

Art X THE SECRETARY

The secretary shall give notice of all meetings and shall attend such meetings and record their proceedings. The secretary shall have general charge of the records and correspondence of the society.

Art XI THE TREASURER

The treasurer shall have the care and custody of the funds of the society and shall exercise all the powers and duties commonly incident to the office including custody of all financial papers and documents. The treasurer may endorse for collection all checks, notes and so forth payable to the society

and shall have authority to write checks in its behalf. The treasurer shall keep accurate records and books of the accounts of the society's transactions, subject at all times to the inspection of the Board of Directors, and the board may provide for the annual audit of such accounts.

Art XII AUDITOR

The auditor shall periodically examine the financial records of the society and certify as to their accuracy and completeness.

Art. XIII. THE HISTORIAN

The historian shall investigate matters of historical interest on behalf of the society, carry on such research as may be feasible, and shall assist in the selection of historical material which becomes available as potential property of the society.

Art. XIV. NOMINATING COMMITTEE

The president shall appoint, at least thirty days before each annual meeting, three members to report at the annual meeting a slate of nominations for all officers of the society. Additional nominations may be made from the floor.

Art XV CHANGE IN THE BY-LAWS

These by-laws may be changed by a majority vote of those present and voting at any regular meeting, providing there is a quorum.

Art. XVI. PROGRAM COMMITTEE

The program committee shall consist of the Vice-President and other members of the society.

Art XVII CONFLICT OF INTEREST

- (a) Each Director, prior to taking his position on the Board, and all present Directors shall submit in writing to the Chairman of the Board a list of all businesses or other organizations of which he is an officer, director, trustee, member, owner (either as a sole proprietor or partner), shareholder, employee or agent, with which the Corporation has, or might reasonably in the future enter into, a relationship or a transaction in which the Director would have conflicting interests. The Chairman of the Board shall become familiar with the statements of all Directors in order to guide his conduct should a conflict arise.
- (b) At such time as any matter comes before the Board in such a way as to give rise to a conflict of interest, the affected Director shall make known the potential conflict, whether disclosed by his written statement or not, and after answering any questions that might be asked him, shall withdraw from the meeting for so long as the matter shall continue under discussion. Should the matter be brought to a vote, neither the affected Director nor any

other Director with a pecuniary benefit transaction with the Corporation shall vote on it.

- (c) The Board will comply with all the requirements of New Hampshire law where conflicts of interest are involved, including but not limited to the requirements of a two-thirds vote where the financial benefit to the director or trustee is between \$500 and \$5,000 in a fiscal year, and to the requirement of a two-thirds vote and publication in the required newspaper where the financial benefit exceeds \$5,000 in a fiscal year. The New Hampshire statutory requirements are incorporated into and made a part of this conflict policy.

Art XVIII CONTRIBUTIONS OF ARTIFACTS

All contributions or donations to the Society of artifacts, works of art, historical treasures, and similar assets shall be added to the collections and shall meet all of the following conditions:

- a. Be held for public exhibition, education, or research in furtherance of public service rather than financial gain.
- b. Be protected, kept unencumbered, cared for, and preserved.
- c. If any items are sold, proceeds from sales of collection items shall be used to acquire other items for the collections.