

Article I. NAME

Section 1. The name of this organization shall be the Abbot-Downing Historical Society.

Section2. This organization may, at its pleasure and by a majority vote of the membership in attendance at the meeting where it is brought forward, change its name.

Article II. PURPOSES

Section 1. To collect, preserve, store, display and creatively interpret for the general public, the vehicles, historical articles, relics and records of the Abbot-Downing Company of Concord, New Hampshire, manufacturer of stage coaches, express and passenger wagons, gig wagons and other horse-drawn vehicles, and of other manufacturers of such vehicles.

Section 2. To provide information and make available to the general public such vehicles, articles, relics and records for the purpose of educating and involving the public as to the techniques of horse-drawn vehicle construction and the role of these vehicles in the development of the United States.

Section 3. To acquire by gift, purchase or otherwise, vehicles, papers, business records, production tools, and other memorabilia of the Abbot-Downing Company and of other manufacturers of horse-drawn coaches and to use such materials as the Board of Directors shall feel appropriate to carry out the purposes set forth herein and subject to the limitations set forth herein; and to hold and use land, buildings, and personal property for the purposes and subject to the limitations set forth herein.

Article III. POWERS

This organization shall have all the powers and enjoy all the privileges granted to a non-profit corporation organized under the laws of New Hampshire.

Article IV. MEMBERSHIP

Section 1. Eligibility

Any person who subscribes to the purpose of this organization shall be eligible for membership upon completion of an application and payment of dues.

Section 2.

Classes of Membership

- a. Regular: Any individual may become a regular member of the Society with full privileges and responsibilities thereof.
- b. Family: Any family may become a member of the Society with full privileges and responsibilities thereof except as herein mentioned. A family is defined as up to two adults and their children under the age of 21 or who are still attending school. Each family is allowed one vote per adult and only one family member may hold office at a time.
- c. Organization: A club, corporation, business or other organization interested in supporting *or* participating in the activities of the Society may become a member except as herein mentioned. Each organization is allowed one vote and only one member thereof may hold office at a time.
- d. Life: Any individual may become a life member of the Society with full privileges and responsibilities upon payment of life dues. Life memberships shall not be inherited or transferred to another individual.
- e. Honorary: Any individual may be elected as an honorary member of the Society by nomination from any member of the Society and approval, by vote, of the Board of Directors. Honorary members shall have all privileges and responsibilities of membership and shall be exempt from the payment of dues.

Section 3.

Membership Year

- a. The membership year shall run for one year, 12 calendar months, beginning January 1st except that, anyone joining the Society for the first time at the Hopkinton Fair or later in the year, but prior to January 1st, will have their first membership extended for up to an additional four months for that first membership year only. In this instance only, dues shall be payable the first January following at least one full year of membership.
- b. Dues shall be payable each January thereafter, on a yearly basis.

Section 4.

Dues

- a. Dues or changes in dues shall be proposed by the Board of Directors at the annual meeting of the membership and must be approved by a majority vote of those present.

- b. Notices for payment of dues shall be on the web site and published in the newsletter.
- c. Members whose dues are not paid, shall not have voting privileges on any matter until their dues are up to date.
- d. Any member who is required to pay dues and who is delinquent for one year shall be notified, in writing, by the Membership Chair, that his/her/their membership will expire and they will be removed from the membership list if dues are not paid within sixty (60) days of this notice.

Section 5. Withdrawing Membership Privileges

The Board of Directors, may, upon a two thirds majority vote of the Board, retract and prohibit membership privileges from any member, including officers and members of the Board, for just cause including but not limited to theft and/or fraud.

Article V. OFFICERS

Section 1. The officers of this Society shall be President, Vice President, Secretary and Treasurer and shall be elected at the annual meeting of the membership.

- a. **President.** The President shall be the Chief Executive Officer of the Society and shall preside at all meetings of the Board of Directors and all general membership meetings. The president, in general, shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors. He/she may sign, with the secretary or any other proper officer of the society authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other officer or agent of the corporation.
- b. **Vice President.** The Vice President shall perform such duties as may be assigned by the President or the Board of Directors. In the absence of the President or in the event of his/her inability to act, the Vice President shall perform the duties of that office and shall perform such other duties as the Board of Directors may designate.
- c. **Secretary.** The Secretary shall keep accurate minutes of general membership and Board of Directors meetings in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws and/or as required by law; keep a register of the post office address of each member and contributor; serve as the Clerk of the Corporation; and in general perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or Board of Directors.

- d. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors; shall transact all financial obligations of the organization including signing checks or drafts, except that, checks or drafts for five hundred dollars (\$500) or more shall be cosigned by another officer; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or the Board of Directors. If required by the Board of Directors, the Treasurer shall give bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine.
- e. Fiscal Year. The fiscal year of the Abbot-Downing Historical Society shall run from January 1st through December 31st of each year.

Section 2.

Election

- a. At the first annual or special meeting of the members, the President, Vice President, Secretary, and Treasurer shall be elected to one year terms. Thereafter, officers shall be elected by a majority of votes at the annual meeting of the members to serve a term of twelve (12) consecutive months, (one year). Each officer so elected shall hold office until his/her successor shall have been elected and qualified.
- b. In the event that an officer is unable to complete his/her full term of office, a quorum of the Board of Directors may elect to fill the position by appointment or special election. Such appointee or elected officer shall hold office until the first annual meeting following the appointment or election.
- c. No officer shall be eligible for more than five consecutive terms in office. Re-election to office may occur one year after replacement by another officer.

Article VI.

Compensation

No officer or member of the Board shall receive a salary or compensation for serving. Nothing in these by-laws, however, shall prevent an officer or director from receiving compensation from the organization for duties performed for the organization outside the realm of their respective roles as an officer or director with Board approval.

Article VII.

Board of Directors

Section 1.

General Powers

- a. The Board of Directors shall be the governing body of the Society. The Board shall set the general guidelines and policies for the Society and manage the property, business and affairs of the Society. The Board of Directors may exercise all the powers of the corporation except as are by statute, by the Articles of Agreement or by these by-laws expressly conferred upon the members or other agent of the corporation.
- b. The President, Vice President, Secretary, Treasurer, and immediate past president shall, upon election and qualification, automatically be members of the Board of Directors.

Section 2.

Election

- a. Only members of the Society in good standing for at least three years and entitled to vote shall be eligible for election to the Board of Directors.
- b. The first Board of Directors shall be elected at the organizational meeting of the corporation; a minimum of three directors shall be elected for one year terms; a minimum of three directors shall be elected for two year terms and the remainder may be elected to three year terms. The election of the first Board of Directors shall be subject to ratification by the members at the first annual or special meeting and the terms of the Directors so elected and ratified shall be adjusted to run until the next annual meeting of the members. The Board of Directors shall have a maximum of nine elected members plus the Officers of the Society and the immediate past president, for a total of fourteen directors.
- c. Directors shall be elected at annual meetings of members, each director to hold office until the annual meeting of members occurring at the expiration of his/her term and until his/her successor shall have been elected and qualified. If a director ceases to be a member of the Society, his/her term shall immediately terminate.

Section 3.

Meetings

- a. There shall be at least six meetings of the Board of Directors annually. Such meetings shall be open to all members, however, the Board may at any time, go into a closed executive session to discuss topics requiring privacy. An annual meeting of the Board of Directors shall be held not more than four weeks prior to the annual meeting of the membership. The Board of Directors may select the time and place for the holding of all meetings.

- b. Special meetings of the Board of Directors may be called by or at the request of the President or of any three Directors. The Secretary shall give notice of such meetings' date, time, place and purpose to all Directors at least three days in advance of such meetings.

Section 4. Quorum

One half of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 5. Vacancies

In case of any vacancy in the Board of Directors or officers of the Society by death, resignation, disqualification or any other cause, the Board of Directors may elect a successor to hold office until the next annual meeting by an affirmative vote of the majority of directors present and voting.

Article VIII Membership Meetings

All meetings of the organization shall be open to membership except as described in Article VII, Section 3a, of these bylaws.

Section 1. Annual Meeting

- a. The annual meeting of the members shall be held during the month of May.
- b. All members are eligible to take part in the annual meeting at the time and place selected by the Board of Directors.

Section 2. Voting

- a. Each valid member shall be entitled to one vote on each matter submitted to a vote of the members.
- b. Voting by proxy may be permitted under such conditions as may be prescribed by the Board of Directors and provided the opportunity to vote by proxy is given to the entire voting membership.

Section 3. Special Meetings

Special meetings of the members may be called by the President, or shall be called by him/her upon written request of either the majority of the Board of Directors or any ten members entitled to vote.

Section 4. Quorum

Any ten members of the Society present and voting at any regular or annual meeting of the Corporation shall constitute a quorum, except that, if voting by proxy has been announced as specified in Article VIII, Section 2b above, 51% of all votes cast shall constitute a quorum to pass an article.

Article IX.

Amendments

These by-laws may be altered, amended or repealed by a two thirds vote of the members present at the annual meeting, or at any special meeting, if at least fourteen days written notice is given stating in detail such intent to alter, amend, repeal, or to adopt new By-Laws at such meeting.

Article X.

Audit

An audit of the financial records of the Society may be conducted at any time for just cause, but at least annually.

Section 1.

The auditor(s) shall be appointed by the President.

Section 2.

- a. He/she shall receive the books from the Treasurer on or before April 1 or immediately after the books have been closed for the past year by the outgoing Treasurer.
- b. He/she shall complete the audit in time for presentation of the Treasurer's report at the annual meeting.
- c. The report of the Auditor shall be preserved by the Secretary for not less than six years and shall operate to charge the newly elected Treasurer with responsibility for the specified funds.

Article XI.

Parliamentary Authority

The rules contained in Robert's Rules of Order, Revised Edition, shall govern the Society in all cases to which they are applicable, and in which they are not inconsistent with the by-laws.



**Post Office Box 4077
Concord, NH 03302**

January 25, 2012

Greetings,

The February meeting will be held on Sunday, February 12th at 2:00 in the Great Room at Havenwood on Christian Avenue in Concord. The general meeting will be preceded by a meeting of the Board of Directors which will begin at 1:00 in the same place.

This is an important meeting as the main item for discussion and voting will be the approval of the new by-laws for the Society. Esther Crowley has been working on them since the fall and they were presented at the January meeting where some minor changes were suggested. The final version is attached to this letter.

The Society ended up last year very well financially. We continue to strengthen our position each year and for the last several years our income has exceeded our expenses. This is due primarily to the hard work of the members both earning money with fund raising activities and by controlling expenses through careful management.

We have several projects lined up for this year to improve the museum experience for visitors to our facility at the Hopkinton Fairgrounds. One very important one is to add some permanent lighting and another is to create some individual areas for the blacksmith shop, the carpenter shop, and Maria Putnam's work area. We have several pieces of machinery that belongs in each area and by creating separate spaces, their function will be better explained.

We plan to take the coach on the road again this year and have already received several requests for it. These events give us an opportunity to tell the story of the Abbot-Downing Company and also our mission.

A big event this year will be the opening of the new Abbot-Downing Elementary School in Concord. We plan to play a part in the ribbon cutting ceremony and to prepare exhibits for permanent display in the building.