Oct. 22, 2025

Dear Medfield Historical Society Members & Supporters,

As a non-profit organization, Medfield Historical Society strives to follow best practices regarding its bylaws by working to keep them updated to ensure legal compliance, reflect current practices and provide effective governance.

Over the past year, Medfield Historical Society board members tackled this second, more comprehensive phase of a bylaw update that now requires a vote of its members at the annual meeting at **7 p.m. on Wednesday, Nov. 12 at the Public Safety Building at 112 North St.**

*****Please take a look at the following pages to review proposed bylaw changes*****

The last bylaw update was in January 2024, but it only called for simple wording changes, such as changing all "curator" references to "director" to reflect our existing operational structure.

Overall, you'll see none of the proposed bylaw amendments in this second round are drastic or controversial, with most reflecting a basic clean-up of wording and updating. With more flexibility built in, the hope is that the Society bylaws will be set for the next 3 to 5 years.

We encourage you to share feedback on the proposed changes at the Annual Meeting, or to simply express your in-person support with an affirmative vote.

At a high level, recommended changes to Society bylaws include:

- Addition of an introductory section with statement of purpose, mission statement, fiscal-year information and the Society address;
- Clarification of board positions and number of board members (with the previous 13-director maximum reduced to 11);
- Clarification of how board members are appointed and the roles of each officer position;
- Articulation of how to handle the acquisition of items for the museum collection, and disposal of items, as well as general use of artifacts/items, including loans;
- Clarification of use of images in Society files;
- Simplification of dues information to focus on the process for setting dues versus specifying dues amounts;
- Addition of language to allow for electronic means for conducting Society board business;
- Addition of a proxy voting option for annual and special membership meetings; and,
- Addition of articles on director and volunteer indemnification, and board member conflict of interest.

Your input helps Medfield Historical Society now and in the future. We value your engagement!

Sincerely,

Medfield Historical Society Board of Directors

MEDFIELD HISTORICAL SOCIETY BYLAWS

Statement of Purpose: The corporation is constituted for the purpose of collecting and recording historical facts and traditions; establishing a collection of books, documents and articles of historical and antiquarian interest for education; creating public awareness of town history; and carrying on such research and other work as is usually engaged in by local historical societies.

Mission Statement: The Medfield Historical Society is a non-profit, all-volunteer organization, established in 1891 to preserve, promote and share Medfield's rich history and culture.

Fiscal year: The fiscal year of the corporation shall be the calendar year, beginning annually with the first day of January and ending with the thirty-first day of December.

Principal place of business: 6 Pleasant St., Medfield, Mass. 02052. The building in which the Society is located is owned by the town of Medfield, Mass.

Chapter 1 – Management

Article 1. The affairs of the society shall be managed and conducted by a board of directors~~curators~~, among whom shall be included a~~the~~ president or co-presidents, secretary and~~,~~ treasurer. These positions will comprise the executive committee. ~~, and librarian of the society; and by such officers and agents as the curators shall appoint~~. A vice president position is also allowed but optional.

Article 2: Each board member shall serve a three-year term of office, with the option of extending that term at the discretion of the board as part of the annual meeting nomination process.

Article 3~~2~~. At each annual meeting of the society, ~~the~~ members shall confirm a slate of ~~elect~~ up to 1 1~~3~~ voting directors. In between annual meetings, the board may vote to add new board members on a temporary basis until the next scheduled election.~~, including two student curators who shall have full voting rights, all of whom shall hold their offices for one year, and until others are chosen and qualified in their stead.~~

Article 4: The number of board members may be increased or decreased by the affirmative vote of a two-thirds majority of the then serving board of directors. A board member need not be a resident of Medfield, Mass.

Article 5~~3~~. At the regular October meeting of the society, a ~~three-member~~ nominating committee shall be appointed that~~, who~~ shall report to the annual meeting in November a list of members for the expiring officer seats ~~places~~ to be filled. The nominating committee will be comprised of board member candidates not up for officer nomination or members at large. At the annual meeting, nominations for officer roles can also be made by any member present and in good standing.

Article 6~~4~~. Special ~~and standing~~ committees may be appointed by the ~~b~~oard of directors~~, from time to time,~~ at any annual, regular~~,~~ or special meeting, as it may be deemed expedient.

Article 7. Non-voting associate board members are welcome to participate in open board meetings, and to serve on or lead special committees, but do not have powers of directors as set forth in these bylaws.

Chapter 2 – Directors

Article 1. Directors shall have the power to do all acts and things which they may consider proper or advantageous for accomplishing the objectivess and carrying out the purposes of the society to preserve, promote, and share Medfield's history.

Article 2. Directors shall have charge of all the property of the society, and engage whatever assistance is needed for the care of the same; and they shall pay the current expenses of the society, drawing on the treasurer, from time to time, for such sums as may be necessary for that purpose. A director shall be present whenever any society building is open.

Article 3. Directors shall have authority to appoint such sub-committees of their number as they may think expedient to facilitate the administration of the society's affairs.

Article 4. Any vacancy in the number of the directors, whether occurring from the declination, resignation, incapacity, or death of any director, or otherwise, may be filled by the remaining directors at any regular or special meeting. The directors shall also have power to fill, at any regular or special meeting, any vacancy, however occurring, in any office of the society.

Article 5. The directors may, from time to time, appoint such agents and officers of the society, other than those required by law and provided for by these by-laws as, in their judgement, the interest of the society may require; and they shall fix the duties of all such agents and officers so appointed and the term of their engagementemployment, which shall not be longer than until the next annual meeting. All agents and officers so appointed shall be subject to removal at any time byat the pleasure of the directors.

Article 6. Any director who, without good cause, fails to attend three consecutive board meetings shall be deemed to have resigned from the board.

Chapter 3– President

Article 1. At the time of term expiration, tThe directors shall, at their regular meeting nearest to and after the annual meeting of the society, elect choose by vote one of their ownthe number to be president or co-presidents of the society.

Article 2. The president shall be the board chair/chief executive officer to fulfill the organization's mission by leading board meetings, overseeing board development, ensuring effective governance, and playing a key role in fundraising and succession planning. The chair is responsible for ensuring the board functions effectively, setting meeting agendas, monitoring financial performance, and providing leadership for strategic initiatives. The president shall preside at all meetings of the societyIf he/she is absent from board meetings, and of the curators, when present the vice president, secretary or treasurer shall preside; and in his absence a as long as a quorum is present. president pro tempore shall be chosen for that purpose by the members present.

Article 3. The president/co-presidents or other designated board member shall, at each annual meeting, report onf the proceedings of the society for the previous year.

Chapter 4 – Vice President (optional)

Article 1. A vice president role is optional, and especially in a co-president governance structure.

Article 2. If the role is instituted, a vice president will assume the duties of president if the person is unavailable to chair meetings, or a prolonged period of time in the case of illness, family emergency or other personal reason.

Chapter 54 - Secretary

~~Article 1. The secretary of the society shall be, ex officio, secretary of the curators as needed.~~

Article 12. The secretary shall keep a record of all meetings of the society and of the ~~curators~~directors, and of all proceedings at such meetings, together with the names of ~~curators~~directors and the number of other members present.

Article 23. The secretary shall keep a record of ~~carry on all the correspondence of the society not otherwise provided for, and file and preserve original letters received, in accordance with the society's retention policy.~~**historically relevant** documents and correspondence, such as board resignation letters, thank-you notes, complaints and other records designated by the board for retention.

Article 34. In case of absence or incapacity of the secretary, the board of directors ~~society or curators~~ shall appoint a secretary pro tempore.

Article 4. In the absence of a president, co-president or vice president, the secretary will act in the board chair/chief executive officer leadership role.

Chapter 65 – Treasurer

Article 1. The treasurer shall collect all moneys due to the society, and shall keep regular and faithful accounts of all moneys and funds of the society that may come into his/her hands, and of all expenditures connected with the same. These accounts shall be always open to the inspection of any director or of any member; and at the annual meeting and quarterly ~~in~~ each year he/she shall present a written report of the same, and of the amount and condition of all the property of the society entrusted to the board~~him or coming into his hands~~.

Article 2. Unless previously approved in the annual budget, t~~T~~he treasurer shall require board approval on any one-time payout of ~~pay no~~ funds ~~money~~ that are more than ~~over~~ $1,000. ~~unless approved by a majority of the curators.~~

Article 3. The treasurer, upon vote of the directors, may establish accounts for defined purposes. Any transfer of funds from one such defined account to another will require approval, by vote, of the directors.

Chapter 76 – Auditing Treasurer's Accounts

Article 1. At least every three years, a~~A~~t the annual meeting ~~in each year,~~ a committee shall be appointed by nomination from the chair, consisting of no fewer ~~less~~ than two persons, whose duty it shall be to examine the treasurer's accounts and report thereon, and on the state of any property of the society ~~in his hands,~~ at the next monthly meeting. In lieu of a committee appointment, the board may vote to have the auditing function carried out by a qualified auditing firm.

Chapter 87 – Oversight of Collection~~Librarian~~

Article 1. The board of directors has oversight of ~~librarian shall have the custody of~~ all the books, manuscripts, and other property contained in the society's rooms or building, and shall cause ~~to be made catalogues~~catalogues to be made thereof, doing whatever may be in its~~his/her~~ power, at all times, to preserve and increase the collection under its~~his/her~~ care.

Article 2. The board of directors ~~president~~ shall ensure that donations and disposal of items follow regularized policies and procedures, and for that purpose, may adopt protocols to be followed for the reception (or rejection) of items tendered for donation. ~~acknowledge each donation that may be made to the society's collection. He/she shall, at each monthly meeting, report all donations made since the last monthly meeting, with the names of the donors, and shall enter in an accession book or in PastPerfect a list of all donations with the name of donor, description of article, and date of receipt.~~.

Article 3. All manuscripts and valuable books and papers of the society shall be secured and safeguarded~~kept under lock and key,~~ and shall be used only in the presence of a director or board designee. ~~the librarian or an agent or agents chosen from the curators.~~

Article 4. Persons not members of the society engaged in historical research shall be allowed to consult the books and manuscripts belonging to the society, under conditions prescribed by the ~~librarian and the curators~~directors.

Article 5. No book, pamphlet, map, manuscript, newspaper, or any other article of the society's collection, shall be taken from the society's rooms or building by a non-board member, except by approval of the board, who ~~librarian or his/her designee,~~ which~~o~~ shall require a dated record to be made of such removal. Board members may temporarily remove items from the collection on a case-by-case basis with conditions reviewed and approved by the board. Conditions shall require a dated record of removal and return~~.~~

Article 6. All books, photographs, pamphlets, manuscripts, maps and other articles belonging to the society's collection, shall, when practicable, be marked as its property, and, when presented to the society, shall be marked with the name of the donor and recorded as his/her gift.

Article 7. The Society does not restrict the use of images of items in the public domain or for items for which it holds copyright. For items under copyright which are not held by the Society, it is the sole responsibility of the researcher to obtain permission to publish from the rights holder. All published images must be accompanied by

the credit line "Collection of Medfield Historical Society." The Society retains the right to charge a fee for commercial use.

Chapter 98 - Members

Article 1. Any person interested in the history of Medfield shall be eligible for membership with dues set by the board each year at the annual meeting based on these categories: individual, senior, student and family, with additional options for annual and lifetime memberships as the board determines.

~~Article 2. The dues shall be $25 per individual membership, paid annually into the treasury of the society for its general purposes. Further, there shall be six additional memberships: annual family membership - $40, annual senior (age 60+) membership - $10; annual senior (age 60+) couple membership - $20; individual life membership - $500; senior (age 60+) life membership - $200; annual student membership - $3; annual corporate membership - $50.~~

Article 23. If any member neglects to pay his/her annual dues, membership will cease 90 days from the due date. ~~for one year after it shall have become due, he/she shall be mailed a reminder notice. If the dues are not paid within 90 days, the membership shall cease.~~ However, it shall be in the power of the treasurer, with the consent of the president, to dispense with the payment of the assessment whenever, in any special instance, they may think it advisable to do so~~.~~

Chapter 109 - Meetings of ~~the~~ Society Membersy

Article 1. The annual meeting of the society shall be held in November of each year, at such hour and place as the president or ~~curators~~directors shall appoint. If for any reason the annual meeting is not held as herein prescribed, the ~~curators~~directors shall order a special meeting to be called before the following June in lieu of and for the purposes of the annual meeting.

Article 2. There shall be a regular member meeting of the society generally every month, beginning with October and ending with June. However, the ~~curators~~directors shall have authority to postpone any such monthly meeting or dispense with it altogether, if, for any cause, they deem it advisable.

Article 3. Special meetings of the society shall be called by~~whenever~~ two or more ~~the president of the curators~~directors~~, or any two of the curators, shall deem it expedient.~~ Special meetings of the society shall also be called upon the written request of one-third of the members, stating the objective of the meeting, and addressed to the secretary, or, in his/her absence, to another member of the executive committee. ~~the president or the treasurer~~.

Article 4. A notice of ~~written or printed notice of each annual, each regular, and~~ the annual and each special meeting of the society shall be sent ~~given~~ to each member by e-mail with at least three-days' notice. Best efforts will be made to reach members who do not have an e-mail on file with the Society.~~or by depositing the same three days at least before the meeting in the post office in Medfield, Massachusetts, postage prepaid, and addressed to him/her at his/ her place of residence as of record on the books of the society.~~

Article 5. In all meetings of the society, seven members shall constitute a quorum for the transaction of all ~~any and all~~ business. If a quorum is not present, the meeting may be adjourned ~~from time to time~~ by a vote of the majority of the members present. ~~and voting, until all the business of the meeting shall have been transacted.~~

Article 6. Each Society member shall have the right to appoint another Society member to act as a proxy for the purposes of voting at the Annual Meeting or in other matters of the Society where a member is entitled to vote. The written proxy shall clearly specify the precise manner in which the member's vote should be cast on specific matters. Any such proxy must be signed by the member or his/her legal representative and delivered to the Society secretary 24 hours prior to or hand-delivered at the meeting. The member may revoke the proxy at any time prior to its use.

Chapter 11~~0~~ – Meetings of Directors

Article 1. Beyond the annual meeting, the board of directors shall meet on a regular basis throughout the year, as needed, but typically monthly. Meetings can be held in person or virtually. ~~A regular meeting of the curators shall be held each year on the day of the annual meeting of the society and after the dissolution of said annual meeting. If for any reason such regular meeting is not held, a special meeting shall be called by the president in lieu thereof. Other regular meetings of the curators may be held at such times as they may prescribe.~~

Article 2. Special meetings of the directors may be held at any time and place upon order of the president or of any two directors.

Article 3. A ~~written or printed~~ notice of any ~~each special~~ meeting of the directors with proposed discussion items shall be sent to ~~given to~~ each director by e-mail with three-days' notice, unless an emergency meeting must be called. ~~It shall not be necessary to give special notice of any regular meeting of the curators.~~

Article 4. A majority of the directors shall constitute a quorum for the transaction of ~~any and all~~ business. If a quorum is not present, a majority of the directors present may adjourn to any time and place they may determine~~see fit~~.~~.~~

Article 5. On urgent business in between meetings, board of director votes may be cast via electronic means.

Chapter 12~~1~~ – Corporate Seal

The corporate seal shall bear the name of the society and the year of its incorporation.

Chapter 13 – Loans, contracts, projects

No loans, advances, grant requests, contracts or major project launches will be contracted on behalf of the Society, and no note or other evidence of indebtedness will be issued in its name unless and except as the specific transaction is authorized by the board of directors or the Town of Medfield (in the case of work on the

town-owned building). Without the express and specific authorization of the board or town, no officer or other agent of the Society may enter into any contract or proposed agreement, or execute and deliver any instrument or project in the name of the Society.

Chapter 142 – Amendments of By-Laws

These by-laws may be altered or amended at any annual, regular, or special meeting of the society by two-thirds of the members present and voting, provided that advance notice of the proposed alterations or amendments was provided in advance of the meeting. ~~shall have been given in the notice of the meeting.~~

Chapter 153 – Rules of Society

~~The rules contained in~~ *Robert's Rules of Order* will guide society meetings, but need not be followed precisely. ~~shall govern the society in all cases to which they are applicable, and in which they are not inconsistent with the by-laws or the special rules of the society.~~

Chapter 16 – Indemnification of Directors, Volunteers, Others

To the fullest extent permitted by law, Medfield Historical Society will indemnify its agents, as described by law, including its directors, officers and volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding", and including any action by or in the right of the Society, by reason of the fact that the person is or was a person as described in the Non-Profit Corporation Act. Such right of indemnification will not be deemed exclusive of any other right to which such persons may be entitled apart from this Article. To the fullest extent permitted by law, and, except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification in defending a "proceeding" will be advanced by the Society of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the Corporation/Organization for those expenses. The Corporation/Organization will have the power to purchase and maintain insurance on behalf of any agent of the Corporation/Organization, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

Chapter 17 – Conflict of Interest

The board shall adopt a Conflict of Interest Policy, preserved in writing with other policies, to prohibit self-dealing transactions without disclosure where the Society is a party in which one or more of its directors or volunteers have a material financial interest.

As preliminarily approved by Board of Directors - 10/22/2025