

# ***The Hudson Historical Society***

Articles of Agreement

**By-Laws** (as modified July 21, 2021)

Policies

# Articles of Agreement

We, the undersigned persons, residents of Hudson, New Hampshire, being of lawful age, do hereby associate ourselves together by the following Articles of Agreement with the intention and purpose of forming a corporation under Chapter 292 of the Revised Statutes Annotated of the State of New Hampshire.

## ARTICLE I

The name of this corporation shall be: The Hudson Historical Society.

## ARTICLE II

The object of this corporation shall be to acquire and make provision for the preservation of souvenirs and historical data and to stimulate an interest in historical matters, particularly such as relate to Hudson.

## ARTICLE III

- There shall be no capital stock issued.
- This Corporation is not organized for profit and no part of the net earnings thereof shall inure to the benefit of any private individual. No member, trustee or official of this Corporation individually shall have or be entitled to have any right, title or interest in or to any of the assets or property of the Corporation, either during its existence or upon its dissolution. In the event of dissolution of the Corporation any and all assets and property remaining after satisfaction of its liabilities shall not belong to or be distributed to its members, trustees or officials individually and shall be transferred and conveyed only to some Corporation which has as one of its principal objects one or more of the objects set forth in Article II of these Articles of Agreement and which satisfies the requirements of Section (c) of this Article III, or, if this Corporation finds it undesirable to make such transfer and conveyance, then in accordance with a decree of a court having jurisdiction by application of cy pres.
- A corporation shall satisfy the requirements set forth in this Section only if the corporation contains in its Articles of Agreement, Certificate of Incorporation or Charter effective provisions having substantially the same effect as those contained in Section (b) of this Article.

## ARTICLE IV

The Corporation may acquire and hold real and personal property by grant, purchase, devise or otherwise and may improve, sell, convey, mortgage, or otherwise dispose of the same so far as necessary to carry out the purpose of this Corporation and in accordance with the laws of the State of New Hampshire.

## ARTICLE V

Certain By-laws have been adopted and a certain organization effected by the unanimous action of the signers of these Articles of Agreement before the recording thereof and said by-laws and organization have been signed by all the signers of these Articles of Agreement.

Signed and dated 14 May 1966

# By-Laws<sup>1</sup>

## ARTICLE I Name & Seal

### Section 1.

The name of this corporation shall be "The Hudson Historical Society." It shall have a corporate seal with the name of the corporation, together with the words "Incorporated New Hampshire 1966", on a circular die in such form that it can be impressed on paper.

## ARTICLE II Membership and Dues

### Section 1 Membership

Members of the Corporation shall be those persons who signed the Articles of Agreement and other such persons over eighteen years of age who have paid the annual dues in accordance with Section 2 of this Article II. The Board of Directors may elect associate members who are less than eighteen years of age. Associate members shall not be entitled to vote and shall pay dues of one dollar per year.

### Section 2 Dues

Annual dues for each member shall be \$10.00 or such other sum as the Board of Directors shall from time to time determine. Dues shall be for the period of May 1 to April 30.

### Section 3 Life Members

Life members of the Corporation shall be those persons who have paid the sum of \$ 1,000 or those persons who have been elected by the general membership for some special reason.

## ARTICLE III Officers

### Section 1<sup>2</sup>

The regular officers of the Corporation shall be a President, Vice-President, Clerk, Assistant Clerk, Treasurer, and Assistant Treasurer. The regular officers shall be elected by the members of the Corporation at the annual meeting and shall hold office for a term of one year. In addition to the regular officers, there shall be five directors who shall be elected by the members of the Corporation at an annual meeting. The established terms of Directors shall be until the third annual meeting of members following the meeting at which they were elected except that the term of a Director elected to fill an un-expired term shall be for only the balance of that term. The Annual Meeting of Directors shall be held immediately following the Annual Meeting of Members or as soon thereafter as practicable, and no notice need be given thereof if a majority of the Directors are present at the Annual Meeting of Members. All Officers and Directors shall hold office until the election of their respective successors. An Officer or Director may resign by delivering a written resignation to the Clerk or Assistant Clerk.

## ARTICLE IV - Duties of the President and vice-president

### Section 1<sup>3</sup>

The President, or in the absence of the President, the Vice-President, shall preside at all meetings of the Corporation, shall appoint all committees with the exception of the Nominations Committee which shall be elected at the April Meeting of the Corporation by the general membership, and shall render such accounts and services as are usually performed by such Officers, or as the Board of Directors shall prescribe and require. The President shall serve as a member and Chairman of the Board of Directors

## ARTICLE V - Duties of Clerk

### Section 1

The Clerk shall first be sworn to a faithful discharge of the duties of the office, and shall record all votes and proceedings of the members of the Corporation, and shall also keep a record of all votes and proceedings of the Board of Directors, issue the call for the annual meeting and such special meetings under the direction of the Board of Directors, and perform all duties usually performed by such office. The Assistant Clerk shall perform the duties of the Clerk in the absence or disability of the clerk.

## ARTICLE VI - Duties of the Treasurer

## Section 1

The Treasurer shall have the custody of the funds of the Corporation, and perform any other duties required by the Board of Directors. A bond shall be furnished by the Corporation if required by the Directors, with such securities as the Board may require. The Assistant Treasurer shall work with and perform the duties of the Treasurer in the absence or disability of the treasurer.

## ARTICLE VII- Duties of the Board of Directors<sup>4</sup>

### Section 1 Members and Duties

The Board of Directors shall consist of the five directors and the six officers. The Board of Directors shall have management and control of the business of the corporation and shall appoint all, agents, employees, contractors and servants as the board deems advisable. The Board shall fix the rates of compensation, if any, for any agent, employee, contractor or servant of the corporation, and shall perform all other duties herein provided or usually performed by such officers. The Board of Directors shall fill all vacancies in office including Directors until the next annual meeting of the corporation or Board of Directors as the case may be.

### Section 2 Chairman & Meetings<sup>5</sup>

The President shall serve as Chairman of the Board. Regular meetings of the Board of Directors shall be at such times and place as may be determined by the Board. Special meetings of the Board may be called by the President or by a majority of the Board.

### Section 3 Quorum

Three Directors shall constitute a quorum at all the meetings of the Board but less than a majority may adjourn a meeting of the Board or take recess to some later time.

### Section 4 Conflict of Interest Policy

Any possible conflict of interest on the part of any member of the Board of Directors, officer or employee of the Hudson Historical Society shall be disclosed in writing to the Board and made a matter of record through an annual procedure and also when the interest involves a specific issue before the Board. Where the transaction involving a board member or officer exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5000) in a fiscal year, a two-thirds vote of the disinterested directors is required. Where the transaction involved exceeds five thousand dollars (\$5000) in a fiscal year, then a two-thirds vote of the disinterested directors and publication in a local newspaper

is required. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the actual vote itself. Every new member of the Board will be advised of this policy upon entering the duties of office, and shall sign a statement acknowledging, understanding and agreeing to this policy. The Board will comply with all requirements of New Hampshire law in this area and the New Hampshire requirements are incorporated into and made part of this policy statement.

### Section 5 Director Emeritus

In addition to the 11-member Board of Directors, the Society may choose to appoint retired members of the Board or retired Officers to receive the title Director Emeritus as a special honor. A Director Emeritus will be notified of all Board meetings and may attend any or all such meetings and offer counsel but will not be a voting member or be counted to obtain a quorum of the Board.

## ARTICLE VIII - Annual Meeting

### Section 1 Time & Place

The annual meeting of the corporation shall be held in said Hudson, New Hampshire at a place designated by the Board of Directors, on the fourth Wednesday of May of each year, and nine members shall constitute a quorum for the transaction of business at the annual or any special meetings of the Corporation

### Section 2 The Notice of the Annual Meeting

The Annual Meeting shall be called by a notice signed by the Clerk, published once in a newspaper of general circulation in the Town of Hudson, and by a mailing to each member of the corporation at least ten days prior to the date of such annual meeting.

### Section 3 Special Meetings

Special meetings of the corporation may be called in said Hudson at the direction of the Board of Directors, notice being given as provided in the preceding section. Notice of a schedule of monthly meetings may be properly given by one mailing, provided each meeting is noticed in a newspaper of general circulation in the Town of Hudson.

## ARTICLE IX - Amendments

### Section 1

These By-Laws, or any of them, may be altered, amended, or repealed by a two-thirds vote of the members present and voting at any meeting of which due notice has been given, provided that notice of such

proposed amendment to the By-Laws is plainly set forth in the call for such meetings.

### ARTICLE X - Original Directors and Officers

Notwithstanding the provisions of ARTICLE III, at the organization meeting all directors and officers shall be elected by the unanimous action of the signers of the Articles of Agreement before the recording thereof and all Officers so elected shall hold office until the first annual meeting in the year 1967 and the term of two directors as designated shall be until the annual meeting in 1967, two until the annual meeting in 1968 and one until the annual meeting in 1969, each in any event holding office until their successors shall have been duly chosen.

#### ORGANIZATION:

Two directors to serve until the annual meeting in 1967

Dr. John Quigley  
Charles Pelkey

Two directors to serve until the annual meeting in 1968:

Mrs. Zoula Rowell  
Mrs. Hazel Austin

One Director to serve until the annual meeting in 1969: Mrs. Dorothy Pitfield

President: Mr. Robert Hill

Vice-President: Mrs. Sylvia Fleming

Clerk: Mrs. Hazel Buxton

Assistant Clerk: Mrs. Claire Smith

Treasurer: Mrs. Victoria Smith

***We the undersigned being all the signers of the Articles of Agreement of the Hudson Historical Society, certify that after the signing of the said Articles and before the recording thereof with the***

# Policies

## 1. Conflict of Interest Policy

Any possible conflict of interest on the part of any member of the Board of Directors, officer or employee of the Hudson Historical Society shall be disclosed in writing to the Board and made a matter of record through an annual procedure and also when the interest involves a specific issue before the Board. Where the transaction involving a board member or officer exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5000) in a fiscal year, a two-thirds vote of the disinterested directors is required. Where the transaction involved exceeds five thousand dollars (\$5000) in a fiscal year, then a two-thirds vote of the disinterested directors and publication in a local newspaper is required. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the actual vote itself. Every new member of the Board will be advised of this policy upon entering the duties of office, and shall sign a statement acknowledging, understanding and agreeing to this policy. The Board will comply with all requirements of New Hampshire law in this area and the New Hampshire requirements are incorporated into and made part of this policy statement

## 2. Committees

In accordance with Article VII-Duties or the Directors of the Society's by-laws, the following rules and policies regarding committees have been adopted by the Board of Directors: General Provisions:

### **Duties**

Each committee shall have the authority and responsibility to review, research, and report on all matters for which the committee is charged in accordance with the charter of each committee. Additionally, each committee shall expeditiously review any other matter which is referred to it by the Board of Directors, or by vote of the general membership of the society. Committees shall not expend, encumber or otherwise commit any society moneys or other resources, without specific approval by the Board of Directors or by vote of the general membership of the society. Committees may seek donations of money, materials, labor, or other services to be used for specific projects, however, all such efforts shall be done in close contact with the Board of Directors.



## **Membership**

The Board of Directors shall appoint all members to each committee and shall designate the chairman of each committee. The Chairman shall be responsible for calling all meetings of the committee, presiding at all such meetings, and for making all reports and recommendations to the Board of Directors.

## **Reports and Papers**

Each committee shall maintain documentation of all its meetings, actions, activities, letters, correspondence, reports, and recommendations. A copy of the committee's documentation shall be available at The Hills' House for review.

### **Standing Committees:**

The standing committees of the Hudson Historical Society, and their charters are as follows:

## **Lands & Buildings**

The Lands & Buildings Committee shall review all matters relative to improvements, repairs, and maintenance of the lands, grounds, and structures controlled by the Hudson Historical Society. The committee is responsible for coordinating and supervising all such efforts to the facilities and shall make periodic recommendations and reports to the Board of Directors regarding contractors, materials, and other recommended actions. The Lands and Buildings Committee shall not be responsible for decorative issues within the house, but shall work in close coordination with the

House Committee which shall have the responsibility to review such matters

The Lands & Buildings Committee shall review, but not be limited to, the following matters:

- Reviewing, proposing, and coordinating all maintenance, restoration, rehabilitation and repair efforts to the Hills' House and surrounding grounds
- Coordination of all utility matters such as water, sewer, electricity and gas,
- Parking, lighting, and landscaping

## **House**

The House Committee shall review all matters relative to the use and operation of the Hills' House, the inventory, archives, and collections of the society, interior decoration, special exhibits, interior decor, and caretaker relations. The committee is responsible for coordinating and

supervising all actions subject to their review and shall make periodic recommendations and reports to the Board of Directors regarding any suggested actions. The House Committee shall work in close coordination with the Lands and Buildings Committee as well as with the Tours Committee. The House committee shall review, but not be limited to, the following:

- Taking and maintaining an inventory of the collections, papers, books, photographs and other collections of the Society
- The placement, moving, or removal of all items on display within the Hills' House • Recommendations for the sale or other disposition of items which the committee deems as inappropriate or unnecessary for inclusion in the collections of the society. • Coordinating all conservation efforts regarding the society's collections
- All matters regarding the caretaker of The Hills' House
- Maintaining and updating the 'Caretaker Rules '
- Upkeep and housekeeping of The Hills' House
- Maintaining and updating the 'House Rules '
- Coordinating the use of The Hills' House by outside parties; setting and collecting fees for and establishing rules and guidelines for the use of the house and maintaining a master calendar to record the use of the house.
- Interior paint, wallpaper, window treatments, holiday displays,

### **Old Home Days**

The Old Home Days Committee shall review all matters relative to the planning, management and operation of Old Home Days and shall make periodic recommendations and reports to the Board of Directors regarding all such matters. The Committee shall work in close cooperation with the House, Tours, Lands & Buildings, and Merchandising Commit

The Old Home Days Committee shall review all matters concerning, but not be limited to, the following:

- Fairgrounds design and layout
- All negotiations, contracts and relations with the carnival operator
- Solicitation and communications with all for-fee vendors
- Planning of parades, parking facilities, traffic control, communications, emergency services, entertainment, and vendors

- Communications and partnerships with other town agencies, non profits, or local service organizations
- Create and maintain a management plan for Old Home Days which can act as a guideline for the overall planning, timelining, management, and operation of Old Home Days.
- Work

## **HarvestFest**

The HarvestFest Committee shall review all matters relative to the planning, management and operation of HarvestFest and shall make periodic recommendations and reports to the Board of Directors regarding all such matters. The Committee shall work in close cooperation with the House, Tours, Lands & Buildings, and Merchandising Committees.

The HarvestFest Committee shall review all matters concerning, but not be limited to, the following:

- Fairgrounds design and layout
- Solicitation and communications with all for-fee vendors
- Planning of parades, parking facilities, traffic control, communications, emergency services, entertainment, and vendors
- Communications and partnerships with other town agencies, non profits, or local service organizations
- Create and maintain a management plan for HarvestFest which can act as a guideline for future planning, timelining, management, and operation of the event.
- Coordinate efforts to include house tours, sales of society merchandise, and sales of food by the society.

## **Merchandise & Marketing**

The Merchandise & Marketing Committee shall be responsible for all matters relative to the procurement for re-sale, and the sale of souvenir and historically-oriented materials and merchandise by the Society. The committee shall coordinate all "sales tables" where books, souvenirs, plates, and other similar items are sold. The committee shall make periodic recommendations and reports to the Board of Directors regarding its actions and recommended actions.

The Merchandise & Marketing Committee shall review, but not be limited to, the following:

- Controlling and maintaining the inventory of all products which are intended for sale by the Society
- Investigate and recommend the purchase of new products and materials for resale
- Plan, Coordinate, staff, furnish and manage all "sales tables" where Hudson Historical Society merchandise is available for sale o Develop and implement a plan which will allow for the society to accept orders for products via mail, telephone, or the Internet

### **House Tours**

The House Tours Committee shall be responsible for all tours of The Hills' House and related matters. The committee is responsible for coordinating and supervising all such efforts and shall make periodic recommendations and reports to the Board of Directors.

The House Tours Committee is responsible for, but is not be limited to, the following:

- Developing a standard tour of The Hills' House
- Recruiting, training, and supervising all tour guides e The adequate staffing of tour guides and assistants (such as money takers) for any open house or similar activity.
- Identifying the maximum amount of people that may be in a tour group, as well as the maximum number of tours that may be going on in the house at any one time • Develop activities to keep people entertained while waiting to take a tour during busy periods.

### **Maxwell**

The Maxwell Committee shall review all matters relative the Maxwell automobile that is owned by the Hudson Historical Society. The committee is responsible for coordinating and supervising all restoration efforts, associated fundraising, and documentation relative to the Maxwell. Additionally, the committee shall be responsible for the storage of the vehicle, its public appearances (such as parades, shows, or displays) upkeep, and motorized use. The committee shall make periodic recommendations and reports to the Board of Directors regarding the Maxwell, as well as any suggested actions

The Maxwell Committee shall be responsible for, but not be limited to, the following:

- Restoration of the vehicle e Fundraising for the vehicle's restoration and upkeep • Locating a proper location for the vehicle to be garaged e Developing a policy for use of, and public appearances by, the vehicle o Recruit and train individuals who will be allowed to drive the vehicle and/or offer historical background on the vehicle

- Maintain a log of all improvements and maintenance efforts performed on the vehicle
- Maintain and augment the collection of historical documents, photographs, and other materials associated with the Maxwell

## **Genealogy & Research**

The Genealogy & Research Committee shall assist in answering all inquiries regarding genealogical and historical matters which may be asked of the Society. The committee shall make periodic recommendations and reports to the Board of Directors regarding its activities and research efforts.

The Genealogy & Research Committee shall be responsible for, but not be limited to, the following:

- Attempting to answer questions which may be asked of the Society
- Develop a policy which would allow for the services of the committee to be provided for a fee

## **Programs & Special Events**

The Programs & Special Events Committee shall be responsible for planning, coordinating, supervising and promoting all programs and special events which may or may not take place at The Hills' House. The events may include guest speakers, slide presentations, group discussions, musical presentations, special exhibits, or any other similar program. The committee shall make periodic recommendations and reports to the Board of Directors regarding programming efforts and plans

The Programs & Special Events Committee shall be responsible for, but not be limited to, the following:

- Planning programs and special events for the Hudson Historical Society e Recruiting speakers, authors, interesting individuals, and others who would be able to share information and recollections of a historical or otherwise important nature with the society, and the community as a whole
- Suggest admission fees as appropriate e Coordinate all publicity surrounding the programs and special events
- Create cooperative programming by involving other town agencies or community organizations in its efforts

### **Clipping Keeping Committee**

The Clipping Keeping Committee shall endeavor to collect and collate as many news clippings as possible which contain news stories regarding Hudson, its government, businesses, organizations, or citizens. The shall make periodic recommendations and reports to the Board of Directors regarding its activities

### **Town-Wide Inventory**

The Town-Wide Inventory Committee shall concentrate its efforts on all monuments, public facilities, local place names, cemeteries, buildings, and properties of a historic nature which are located throughout the Town of Hudson. The committee shall create an inventory of historic places and structures throughout the community and shall report to the Board of Directors when such places are threatened or are planned to be developed. Insofar as may be practical, The committee may offer to local government agencies, such as the Hudson Planning Board, information and advice as to the historic nature of various properties, structures, and names, etc. Additionally, the committee shall create a photo inventory which will document changes as they occur throughout the town. The committee shall make periodic recommendations and reports to the Board of Directors regarding its activities and suggested actions.

The Town-Wide Inventory Committee shall be responsible for, but not be limited to, the following:

- o Maintaining a master list of all monuments, public facilities, local place names, cemeteries, buildings, and other properties of a historic nature which are located throughout the Town of Hudson. The listing should include location and ownership information
- o Creation of a photographic inventory of structures and places within the town. Emphasis should be placed on those places and structures that are undergoing change, or are slated for development or destruction.
- o Offering advice to the Hudson Planning Board when issues regarding historic properties arise.

### **3. House Rules**

(TO BE INSERTED)

#### 4.Caretaker Rules

(TO BE INSERTED)

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<sup>1</sup> Amended July 21, 2021 to eliminate the position of Chairman of the Board of Directors and incorporating those duties to the President or his/her designee.

<sup>2</sup> See note 1.

<sup>3</sup> See note 1.

<sup>4</sup> See note 1.

<sup>5</sup> See note 1