



**BYLAWS  
OF  
THE FREEPORT HISTORICAL SOCIETY**

Adopted July 5, 1988 – amended May, 1994, May 20, 2003, December 3, 2009 August 14 2013, and February 11, 2015

ARTICLE I  
NAME, LOCATION AND SEAL

1. Name. The name of this corporation shall be the Freeport Historical Society.
2. Location. The corporation shall be located in the Town of Freeport, County of Cumberland, and State of Maine.
3. Seal. The corporate seal shall have inscribed thereon: “Freeport Historical Society, Freeport, Maine, 1969.”

ARTICLE II  
PURPOSE

The purpose of the corporation shall be to promote, develop interest in, collect, preserve, exhibit, research and teach the history of the Town of Freeport, within the scope and limitations set forth in the Certificate of Organization of the Corporation.

ARTICLE III  
MEMBERS

1. Composition. Any person, without regard to race, color, creed, national or ethnic origin, sex, religion or place of residence, may become a member upon payment of dues.
2. Categories. Categories of membership may be established upon recommendation by the Board of Trustees and approval by the membership.

3. Dues. Dues for categories of membership shall be recommended by the Board of Trustees and approved by the membership. Dues shall be payable annually on the anniversary date of membership or on such other date as may be fixed by the Trustees. Any member who after receiving a notification of renewal, fails to renew his membership within three months of the date for payment may be removed from the rolls of membership, but shall be removed after two years.

4. Vote. Each member shall be entitled to one on each matter submitted to a vote of the members at any meeting, except in the case of family memberships. In the case of family memberships, two members of the family shall each be entitled to one vote. Proxies shall not be recognized.

5. Privileges. All members shall be eligible to serve as members of the Board of Trustees. Any member may attend any meeting of the Board of Trustees or any committee meeting.

#### ARTICLE IV MEETINGS

1. Annual Meeting. There shall be an Annual Meeting of the Society held each year between January 1<sup>st</sup> and June 30<sup>th</sup> each year, on a date to be determined by the Trustees from time to time. The Annual Meeting shall be for the conduct of business; the presentation of annual reports; the election of officers and Trustees; and such other business as may properly come before it. The Annual Meeting may include a program relevant to the purpose of the corporation.

2. Special Meetings. Special meetings of the members may be called by the president, or upon the written request of a majority of the Board of Trustees, or upon the written request of at least ten members of the corporation, by giving to the Secretary signed notice of the time and place of such meeting and the purposes for which it is to be called. It shall be the duty of the Secretary, or their designee, when so notified, to see that notice of said special meeting is given to the members in the manner prescribed by these bylaws and is in accordance with applicable law. No business shall be transacted at a special meeting which is not specified in the notice of the meeting.

3. Notice. Notice of meetings shall be given by the Secretary, or their designee, at least ten days prior to such meeting specifying the time, place and purpose of the meeting. Notice shall be sent via United States mail and shall be directed to each member at the address appearing on the membership rolls. Any informality in the call and notice of the meeting shall not invalidate the proceedings of the meeting.

4. Quorum. Voting at any meeting shall be by majority vote except as may be required by law, the Certificate of Organization of the corporation or these by-laws.

ARTICLE V  
OFFICERS

1. Composition. The Officers of the corporation shall be a President, a Vice-President, a Secretary/Clerk and a Treasurer, and such other officers as the board of Trustees may from time to time appoint.

2. Election. A slate of Officers shall be presented by the Nominating Committee and shall be elected by the Trustees at the Annual Meeting of the Society.

3. Terms. Officers shall serve one year terms or until their successors are duly elected and qualified. No officer shall serve more than three consecutive terms in the same office; provided, however, that the Trustees may by vote of 75% of all Trustees extend an officer's tenure for one additional term of one year. For purposes of determining the number of consecutive terms permitted to any officer, the filling of a vacancy shall be considered a term only if the unexpired portion of the term is more than six months.

4. Vacancies. Should a vacancy occur in any office, whether by resignation, removal or otherwise, with the exception of the presidency, the Board of Trustees shall be authorized to fill that vacancy for the unexpired term.

5. Duties. The Officers shall have the powers and perform the duties customarily belonging to their respective offices, including the powers and duties listed below:

a. President. The President shall preside at all meetings of the members and of the Board of Trustees; shall appoint chairmen of all committees; shall prepare a written annual report; and shall perform such other duties as pertain to the office. The President shall be an ex-officio member of all committees. After the completion of President's last term he/she shall serve on the Executive Committee for one year.

b. Vice-President. The Vice-President shall assume the duties of the President in the event of absence, incapacity or resignation of the President. In the absence of both the President and Vice-President, a temporary chairman shall be selected by majority vote of those present at any meeting. The Vice-President shall be the chair of the Annual Fund Drive.

c. Secretary/Clerk. The Secretary/Clerk, or designee, as determined by the Board, shall keep written record of all meetings of the corporation, the Board of Trustees and the Executive Committee; shall give notice of all meetings of the corporation and of the Board of Trustees (unless regularly scheduled); and shall ensure a record of the members, including name, address and record of dues is maintained at the corporation headquarters.

d. Treasurer. The Treasurer, or their designee, shall collect, hold and pay out monies due or belonging to the corporation as directed by the Board of Trustees; shall ensure an accurate and complete books and records of account is maintained at the corporation headquarters, shall read a financial report at each regular meeting of the Board of Trustees and annual meeting.

e. Executive Director. The Board of Trustees may employ an Executive Director who will have such duties, responsibilities and authority including, without limitation, the authority, to collect and pay out monies, as may from time-to-time be prescribed by the board. The Executive Director shall ensure that financial records and reports will be at all times open to inspection by the Trustees and members and a compilation or other level of auditor's review, as directed by the Trustees, shall be completed at the close of each fiscal year by the Board or its appointee.

6. Resignation and Removal. Any officer may resign at any time by giving written notice of such resignation to the President. Any officer may be removed from the office either with or without cause, by the affirmative vote of a majority of all the Trustees at any meeting of the Board. Such removal shall be without prejudice to the contract rights, if any of the persons so removed. Election or appointment of an officer shall not itself create contract rights.

## ARTICLE VI BOARD OF TRUSTEES

1. Composition. The Board of Trustees shall include at least eleven but not more than seventeen Trustees, including the officers, all of whom shall be members of the corporation.

2. Election. The Trustees shall be elected by the members at the Annual Meeting of the Society.

3. Terms of Trustees. The terms of the Trustees shall be three years. So far as it is practicable, one-third of the Trustees shall be elected each year. No trustee shall serve more than three consecutive three-year terms. For purposes of determining the number of consecutive terms permitted to any trustee, the filling of a vacancy shall be considered a term if it is more than 18 months.

4. Vacancies. Should a vacancy occur on the Board of Trustees, whether by resignation, removal or otherwise, the President, with approval of the Executive Committee, shall be authorized to appoint a member to fill that vacancy for the unexpired term; said appointment to be confirmed by the Board of Trustees.

5. Meetings. Meetings of the Board of Trustees shall be held at least nine times annually to conduct business of the corporation, including a meeting immediately following the Annual Meeting of the Society. These meetings shall be called by the President or upon written request of five members of the Board. The Board of Trustees may establish a regular time and place for meetings of the Board, in which case notice of the meetings held in accordance with the schedule shall not be required; otherwise, notice of meetings shall be given to Board members by the Secretary, or their designee, by mail or by telephone at least three days prior to the meeting. One-third of the full membership of the Board shall constitute a quorum. When a quorum is present, voting at any meeting shall be by majority vote except as may be required by law, the Certificate of Organization of the corporation or these by-laws.

ARTICLE VII  
RESPONSIBILITIES OF THE BOARD OF TRUSTEES

1. General Description. The duties of the Board of Trustees shall be to manage and control the business and property of the corporation within the scope and limitations of the Certificate of Organization of the corporation and these bylaws, and subject to the provisions of law. Approval of the membership shall be necessary for acquisitions or divestitures of real estate.

2. Committee Service. Each member of the Board of Trustees shall serve as chairman or an active member of at least one Standing or Special committee.

3. Resignation. Any Trustee may resign at any time giving written notice of such resignation to the Board of Trustees. Such resignation shall be effective at the time specified therein, or, if no time is specified, upon receipt of the same by the Secretary or Clerk, as the case may be.

4. Removal. A Trustee may be removed or suspended for cause by an affirmative vote of the majority of the members at a special meeting called for that purpose, provided that such Trustee shall be given at least seven days notice of the proposed removal and the reasons therefore, an opportunity to be heard at the meeting, and the notice of the proposed removal shall be given in the notice of the meeting.

ARTICLE VIII  
COMMITTEES

1. Committees. The Board of Trustees may delegate such of their powers as they consider advisable, except those powers which by law, the Certificate of Organization of this corporation or these bylaws may not be so delegated, to such committees as the Board of Trustees or these bylaws may from time to time establish. All committees, unless these bylaws otherwise provide, shall serve at the pleasure of the Board of Trustees.

2. Executive Committee. The Executive Committee may act on behalf of the Board of Trustees between regular meetings of the Board. The Executive Committee shall consist of the President, Vice-President, Secretary, Chair of Finance Committee, immediate past president and one other member as appointed by the Board of Trustees.

It shall, by majority vote, act on behalf of the Board and shall report any actions to the Board at the next regular meeting. Two-thirds of the Executive Committee shall constitute a quorum.

3. Standing Committees. There may be the following Standing Committees with such duties as may from time to time be prescribed by the Board of Trustees:

- a. Building and Grounds Committee
- b. Collections Committee
- c. Finance Committee
- d. Development/Membership Committee
- e. Education

4. Nominating Committee. The Nominating Committee shall be a special Committee comprised of members of the corporation appointed by the Board of Trustees. It shall consist of a chairman and an even number of additional members. A majority of the full committee shall constitute a quorum.

The Nominating Committee shall convene three months prior to the Annual Meeting and shall present a slate of nominees to serve as Officers and/or members of the Board of Trustees, having obtained prior consent from the proposed nominees. Additional nominations, with prior consent of the proposed nominee, may be made from the floor before election. Election shall be by majority vote of those present unless there is but one nominee for an office.

ARTICLE IX  
INDEMNIFICATION OF OFFICERS, TRUSTEES AND  
EMPLOYEES

To the fullest extent now or hereafter permitted by law, the corporation shall hold harmless and indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, by reason of the fact that he/she is or was an officer, trustee or employee of the corporation, against expenses, including attorneys fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, provided that no indemnification shall be provided for any person with respect to any matter as to which he or she shall have been finally adjudicated in any action, suit or proceeding not to have acted in good faith or in the reasonable belief that his or her action was in the best interest of the corporation or with respect to any criminal action or proceeding had reasonable cause to believe that his or her conduct was unlawful. The termination of any action, suit or proceeding by a judgment, order of conviction adverse to such person or by settlement or a plea of nolo cotendere or its equivalent, shall not of itself create a presumption that such did not act in good faith and the reasonable belief that his or her action was in the best interest of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Any indemnification in accordance with the terms of this Article IX, unless ordered by a court, shall be made by the corporation only as authorized in specific case upon a determination

that indemnification of the trustee, officer, employer or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth above. Such determination shall be made by the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties of such action, suit or proceeding, or if such quorum is not obtainable, or even if obtainable if a quorum of disinterested Trustee so directs, by independent legal counsel in a written opinion, or by the members of the corporation.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as the same may be authorized by the Board of Trustees in the manner hereinbefore stated; provided that the corporation shall have received an undertaking by or on behalf of the Trustee, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in these bylaws.

The indemnification provided in these bylaws for any person shall not be deemed exclusive of any other rights to which such person may be entitled under any other agreement, vote of members or disinterested Trustees or applicable provisions under the Maine law, and shall continue as to any such person who has ceased to be a Trustee, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

The Board of Trustees may authorize the purchase and maintain at the expense of this corporation, insurance on behalf of any person who is or was a trustee, officer, employee or agent of this corporation against any liability asserted against him or incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under applicable provisions of law, these bylaws or otherwise.

If any word, clause or provision of the Article IX or any award made hereunder shall for any reason be determined to be invalid, the provisions hereof shall not otherwise be effected thereby but shall remain in full force and effect.

## ARTICLE X DISSOLUTION

Upon dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of Cumberland County exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI  
PARLIMENTARY AUTHORITY

The rules contained in the current edition of “Robert’s Rules of Order Newly Revised” shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the corporation may adopt.

ARTICLE XIII  
AMENDMENTS

These bylaws may be amended or revised by a two-thirds vote of the Trustees present at any meeting duly called and held, provided that notification of the proposed amendment or revision shall be sent to the Trustees three weeks prior to any such meeting.