

**NANTUCKET HISTORICAL ASSOCIATION
BY-LAWS
Adopted at the Annual Meeting on July 9, 2021**

**ARTICLE ONE
ORGANIZATION**

1.1. Mission.

The Nantucket Historical Association (the “Association”) preserves and interprets the history of Nantucket through its programs, collections, and properties, in order to promote the island’s significance and foster an appreciation of it among all audiences.

1.2. Purpose.

The purpose of the Nantucket Historical Association is to encourage the appreciation of Nantucket’s unique history by collecting, preserving, presenting, and interpreting to the public relevant artifacts, documents, and real property.

1.3. Name.

The name of the Association is The Nantucket Historical Association. The Association is a duly organized Massachusetts corporation, recognized under §501(c)(3) of the Internal Revenue Code.

1.4. Principal Office.

The Association’s principal office shall be in the Town of and County of Nantucket in the Commonwealth of Massachusetts.

1.5. Seal.

The seal of the Association shall be inscribed, “The Nantucket Historical Association, Incorporated 1894.”

1.6. Fiscal Year.

The Association’s fiscal year shall close annually with the twelve (12) months ending the thirty-first day of December.

1.7. Nondiscrimination.

The Association shall not discriminate on the basis of race, color, religion, national origin, ancestry, sex, sexual orientation, genetics, age, or disability with respect to selection of Trustees or volunteers, employment of staff, or in connection with any other activity. The Association shall ensure that all of its staff, volunteers, members, and visitors are treated with dignity and respect.

ARTICLE TWO
MEMBERS

2.1. Membership.

Members shall be those persons and businesses who have paid membership dues during the current fiscal year and Life Members. Membership categories and dues shall be determined from time to time by the Association Board of Trustees (the "Trustees").

2.2. Voting Rights.

Each member in good standing shall be entitled to one (1) vote at any regular or special meeting of the Association, which must be cast in person. Voting by proxy shall not be allowed. There shall be only one (1) vote per membership, and memberships other than individual memberships, including, but not limited to, business and family memberships, shall designate in writing one (1) natural person, who will be entitled to vote on behalf of the business or family.

2.3. Powers of Members.

Members may nominate and elect Trustees, amend the By-laws, and take such other actions as are lawful and appropriate at the Annual Meeting or any Special Meeting of the Association.

ARTICLE THREE
ASSOCIATION MEETINGS

3.1. Annual Meeting.

The Annual Meeting of the Association for the reception of reports, conduct of business, and the election of Trustees shall be held at Nantucket, at such place and time and on such day in the month of either July or August as may be fixed by the Trustees. If the Trustees should fail to fix such date, time, and place, the meeting shall be called by the President or any Officer of the Association, and if the President or any Officer of the Association should fail to fix such date, time, and place, the meeting may be called by twenty (20) members of the Association.

3.2. Special Meetings.

Special Meetings of the Association may be called by the President or a quorum of the Trustees or upon the written request of twenty (20) members of the Association stating the nature of the business proposed to be transacted thereat.

3.3. Notice.

Notice of the date, time, and place of any Annual or Special Meeting of the Association shall be given at least fourteen (14) days before such meeting. No action to authorize the acquisition or disposition of any real property interest which requires a vote of the membership, nor to amend the By-laws, shall be taken unless reference to the nature of the proposed action was contained in the notice of such meeting.

3.4. Quorum.

Fifteen members entitled to vote shall constitute a quorum for the transaction of business at any meeting of the Association, except that a quorum of twenty (20) members shall be required to amend the By-laws.

3.5. Nomination of Trustees.

At the Annual Meeting, the Committee on Trustees and Governance shall nominate the slate of candidates for election as Trustees by the members. The slate of candidates shall have been approved by the Trustees by majority vote of a quorum at a duly called and held meeting of the Trustees and their names posted at the Association's principal office and notice given to all members of the Association at least fourteen (14) days prior to the Annual Meeting. Additional nominations may be made by any member of the Association, in writing delivered to the principal office of the Association at least thirty (30) days prior to the Annual Meeting, accompanied by the written consent of the proposed nominee. No other nominations shall be accepted except as set forth in this section.

3.6. Method of Meeting.

Unless otherwise provided by law, the Articles of Organization, or these By-laws, the Members may participate in any regular or special meeting of the Association by, and any such meeting may be conducted through the use of, any means of communication by which all Members participating may simultaneously hear each other during the meeting. A Member participating in any such meeting by such means shall be considered to be present in person at such meeting and shall be counted toward any required quorum.

ARTICLE FOUR **TRUSTEES**

4.1. Election of Trustees.

The Trustees of the Association shall consist of a minimum of fifteen (15) and a maximum of thirty (30) Trustees (a maximum of twenty-eight (28) elected by the members, a maximum of two (2) nominated by the Friends of the Nantucket Historical Association (the "Friends") and elected by the Trustees, and exclusive of any Trustees Emeriti elected pursuant to Section 6.6 of these By-laws). Up to eight (8) Trustees shall be elected each year at the Annual Meeting of the Association for a term of four (4) years, totaling a maximum of twenty-eight (28) Trustees so elected. All Trustees must be members of the Association. The Trustees may fill vacancies among their number, however occurring, by election by majority vote of a quorum at a duly called and held meeting of the Trustees. Each Trustee so elected shall serve until the next Annual Meeting of the members of the Association, at which time a successor shall be elected to fill the balance of the unexpired term, if any. No Trustee who shall have served eight (8) consecutive years shall be eligible to be elected or to serve as a Trustee until the expiration of one (1) year following the expiration of such eight (8) years; provided, however, that a term can be extended for successive periods of one (1) year, under extraordinary circumstances, by a two-thirds vote of a quorum at a duly called and held meeting of the Trustees. In the event of extension any such Trustee shall not be counted in calculating the maximum number of Trustees. Furthermore, each year at the Annual Meeting of the Friends, the Friends may nominate up to two (2) members of the Friends for election by the Trustees at the next meeting of the Trustees for a term of one (1) year.

4.2. Powers of Trustees.

The Trustees shall have charge, control, and management of the funds, property, and affairs of the Association. They shall have the power and authority to do and perform all acts and functions consistent with the By-laws or any action taken by the Association. They shall have the authority to delegate any of their powers to such officers, committees, staff, or agents as they may see fit. Each Trustee shall disclose any conflict of interest which he or she may have regarding any of the Association's activities or business and shall refrain from participating in any matter relating thereto.

4.3. Meetings.

Meetings of the Trustees may be called by the President or by any two Officers. There shall be at least four (4) meetings of the Trustees in each calendar year. Notice of the date, time, and place of any meeting of the Trustees shall be given at least three (3) days prior to the scheduled meeting date. Any Trustee who misses more than fifty percent (50%) of the regularly scheduled Trustee meetings during any one (1) year period may be removed at the discretion of the President. Unless otherwise provided by law, the Articles of Organization, or these By-laws, the Trustees may participate in any regular or special meeting by, and any such meeting may be conducted through the use of, any means of communication by which all Trustees participating may simultaneously hear each other during the meeting. A Trustee participating in any such meeting by such means shall be considered to be present in person at such meeting and shall be counted toward any required quorum.

4.4. Quorum.

Forty-five percent (45%) of all elected Trustees shall constitute a quorum for the transaction of business at any meeting of the Trustees; provided, however, that a quorum shall never be less than nine (9) Trustees. Trustees shall vote in person. Voting by proxy shall not be allowed.

4.5. Consent Actions.

Any action taken by written unanimous consent of all duly elected and qualified Trustees in office at the time of such action (excepting any Trustees who have disclosed conflict of interest with regard thereto or who have otherwise abstained) shall have the same validity and effect as if taken by majority vote of a quorum at a duly called and held meeting of the Trustees.

ARTICLE FIVE **ADVISORS**

Advisors of the Association shall be available to offer advice to the Trustees and staff on matters of policy, assist the Association in the advancement of its strategic plans, and act as advocates for and supporters of the mission of the Association and its programs and collections. Advisors shall be Members appointed by the Trustees for one (1) year terms.

ARTICLE SIX
OFFICERS

6.1. Election.

The Officers of the Association shall consist of a President, two Vice Presidents, a Treasurer, a Clerk (who shall be a resident of Massachusetts), and such other officers as the Trustees may from time to time determine. The Officers shall be elected for terms of one (1) year by the Trustees from among their number at the first Trustees meeting following the Annual Meeting of the Association in July or August and shall serve until their successors are duly elected and qualified. The Trustees may fill vacancies of any of the above Officers to serve for the remaining unexpired term by majority vote of a quorum at a duly called and held meeting of the Trustees.

6.2. President.

The President shall preside at all meetings of the Association and Trustees. The President shall be an ex-officio member of all committees.

6.3. Vice Presidents.

In the absence of the President, either of the two Vice Presidents shall act in the place of the President and exercise the powers of that office.

6.4. Clerk.

The Clerk, the Assistant Clerk, if any, or someone delegated by the Clerk, shall keep a true record of the proceedings of meetings of the Association and the Trustees. The Clerk shall perform such other duties as are customary to that office, established by law, or designated by the Trustees.

6.5. Treasurer.

The Treasurer shall be responsible for maintaining the financial records of the Association and shall perform such other duties as are customary to that office, established by law, or designated by the Trustees.

6.6. Trustees Emeriti.

The Trustees may establish and elect Trustees Emeriti, Honorary Trustees, and Honorary Officers of the Association, who shall be entitled to attend and participate, but not vote at all meetings of the Trustees. Such Trustees and Officers shall be nominated by the Committee on Trustees and Governance, approved by majority vote of a quorum at a duly called and held meeting of the Trustees, and shall not count against the maximum number of thirty (30) Trustees allowed pursuant to Section 4.1 of these By-laws.

ARTICLE SEVEN
COMMITTEES

7.1. Standing Committees.

There shall be the following standing committees: Executive Committee, Finance Committee, Investment Committee, Audit and Risk Management Committee, Development Committee, Committee on Trustees and Governance, Collections and Exhibitions Committee, Communications and Marketing Committee, Housing and Properties Committee, Education and Interpretation Committee, and Library Committee. The President shall appoint the chair of each committee and may from time to time establish ad hoc committees. The Chair of each standing committee shall be a Trustee and, subject to the approval of the President, shall appoint the membership of his or her committee. All committee members shall be members of the Association. The President and the Executive Director shall be ex-officio members of each committee. Each committee shall, in addition to the powers and duties herein specified, have such powers and duties as shall, from time to time, be delegated to it by the Trustees. A majority of committee members present in person shall be required for a quorum, and any action of a committee shall be taken by majority vote of a quorum at a duly called and held meeting of the committee. Unless otherwise provided by law, the Articles of Organization, or these By-laws, committee members may participate in any committee meeting by, and any such meeting may be conducted through the use of, any means of communication by which all committee members participating may simultaneously hear each other during the meeting. A committee member participating in any such meeting by such means shall be considered to be present in person at such meeting and shall be counted toward any required quorum.

7.2 Executive Committee.

The Executive Committee shall consist of the President (who shall be its chair), the Vice-President(s), the Treasurer, and the Clerk, and may include up to two other members of the Trustees at the discretion of the President. The Executive Committee shall have the power to transact all business of the Association between meetings of the Trustees to the extent permitted by law. Minutes from all Executive Committee meetings shall be distributed to the Trustees. The Executive Committee shall review the Association's personnel policies and staffing requirements, including without limitation, evaluating the performance of the Executive Director.

7.3. Finance Committee.

The Finance Committee shall consist of at least five (5) persons, including the Treasurer (who shall be its chair). The Finance Committee shall recommend an annual budget to the Trustees for the Trustees' approval, report regularly to the Trustees on the financial condition of the Association, and oversee the Association's investments. The Investment Committee shall be a subcommittee of the Finance Committee and shall be responsible for oversight of the Association's investment portfolio.

7.4. Audit and Risk Management Committee.

The Audit and Risk Management Committee shall assist the Trustees in fulfilling their oversight responsibility with respect to the financial reporting process, the system of internal controls, the audit process, the Association's process for monitoring compliance with laws and regulations, and the identification and monitoring of risks. The Committee shall recommend to the Trustees the appointment of an outside independent auditor and shall manage the outside independent auditor upon appointment. At least fifty-one percent (51%) of the members of the Audit and Risk Management Committee shall not be

members of the Finance or Investment Committees.

7.5 Committee on Trustees and Governance.

The Committee on Trustees and Governance shall make recommendations to the Trustees as to nominations for officers and new Trustees, shall nominate the approved slate of candidates for election as Trustees by the members at the Annual Meeting, shall periodically review and evaluate the effectiveness of the Trustees and the Bylaws, and shall oversee orientation for new Trustees. Members of the Committee on Trustees and Governance shall be present or past Trustees.

7.6. Development Committee.

The Development Committee shall make recommendations to the Trustees with respect to fundraising activities and priorities and monitor and implement fundraising efforts. The Development Committee shall work with ad hoc committees established to oversee special fundraising events conducted by or for the benefit of the Association.

7.7. Collections and Exhibitions Committee.

The Collections, Exhibitions, and Programs Committee shall work with the curatorial staff to review and ensure compliance with policies on acquiring and de-accessioning of all collections, excluding properties, and to monitor all exhibition and program plans for the NHA to ensure that institutional efforts are consistent with the Association's mission and strategic plan. It will keep apprised of best practice in the field and ensure that the Association's collections and exhibitions are also of the highest quality. The collections policy for the acquisition and disposition of archival materials and artifacts shall be developed by the Collections and Exhibitions and Committee and adopted by the Trustees from time to time.

7.8 Communication and Marketing Committee.

The Communications and Marketing Committee shall monitor local, regional, and national external communications and marketing activities by the Association. The Committee's areas of focus will include marketing, advertising, public relations, community outreach, membership, and related areas of communication.

7.9. Housing and Properties Committee.

The Housing and Properties Committee shall make recommendations to the Trustees regarding staff housing needs and solutions, the institutional priorities of the Association's properties, preservation programs for properties, policies on the use of the Association's properties, and policies for accessioning and de-accessioning properties.

7.10. Education and Interpretation Committee.

The Education and Interpretation Committee shall make recommendations to the Trustees regarding educational programming at the Association and its relation to the Association's mission and strategic objectives. The Committee will evaluate the success of educational programs and advise on future educational and other special and/or collaborative initiatives. The Library Committee shall be a subcommittee of the Education and Interpretation Committee and shall make recommendations to the

Trustees with respect to library activities, collections-focused digital initiatives, and scholarly publications.

ARTICLE EIGHT
EXECUTIVE DIRECTOR

The Trustees shall appoint an Executive Director to serve as the Chief Executive Officer of the Association. The Director shall report to the Trustees and attend all meetings of the Trustees, except executive sessions unless invited, and shall be a non-voting member of all committees. The Director is expected to hire and represent the staff, maintain the principles and practices of the museum profession, carry out the policies of the Trustees, oversee the daily operations, implement approved budgets of the Association, and provide the Trustees with timely reports on finances and other substantial matters or intended actions affecting the institution.

ARTICLE NINE
FRIENDS OF THE NANTUCKET HISTORICAL ASSOCIATION

The Friends shall raise funds annually for the exclusive purpose of enhancing the collection of the Association and shall use these funds to acquire objects for the collection of the Association that relate to Nantucket. The Friends shall work closely with the curator(s) of the Association seeking such objects. The funds raised by the Friends shall be kept in a segregated, restricted bank account and expended by the Friends for the above-stated purposes. Checks drawn on said account shall be signed by the Friends' Chairman and an additional Friends' member. The Friends will elect its Chairman and other Officers and Committee Chairmen annually from among its members. The Friends will accept new dues paying members from time to time.

ARTICLE TEN
REAL PROPERTY

Any transaction involving buying, selling, exchanging, making or receiving a gift, mortgaging, leasing, or the placing of an encumbrance of any kind, affecting real property interests owned or to be owned by the Association, requires the affirmative vote of A.) a two-thirds majority OF THOSE PRESENT AND VOTING (with the votes of at least fifty-one percent (51%) of all elected Trustees being cast in favor) at a duly called and held meeting of the Trustees and B.) a majority of a quorum at a duly called and held meeting of the membership; provided, however, that no action of the membership shall be required for the making of leases for terms not to exceed three years, giving, receiving, or modifying an easement or restriction, entering into a boundary line agreement, or the acquisition of preservation restrictions by gift.

ARTICLE ELEVEN
INDEMNIFICATION

11.1. General.

To the extent legally permissible, the Association shall indemnify each of its Officers and Trustees, and such of its employees as the Trustees shall determine against all liabilities including expenses imposed upon or reasonably incurred by them, in connection with any action, suit, or other proceeding in which they may be involved or with which Officer, Trustee, or employee except in any such proceeding in which they shall be finally adjudged liable by reason of willful dereliction in the performance of their duties as such Officer, Trustee, or employee; provided, however, that such indemnification shall not cover liabilities in connection

with any matter which shall be disposed of by voluntary compromise or settlement, unless such compromise or settlement shall be approved as in the best interest of the Association, after notice that it involves such indemnification, by majority vote of a quorum at a duly called and held meeting of the Trustees in which no interested Trustee participates.

11.2. Non-Exclusivity.

The rights of indemnification hereby provided shall not be exclusive of or affect any other rights to which any Officer, Trustee, or employee may be entitled.

ARTICLE TWELVE
AMENDMENTS

These By-laws may be altered or amended by the Association at any duly called and held Annual or Special Meeting of the membership, by two-thirds vote of the members present, provided, however, that notice of the proposed action was contained in the notice of such meeting, and at least twenty (20) members of the Association are present.