

**Chosen Vale, Inc.**  
**dba Enfield Shaker Museum**  
**By-Laws**

The Board of Trustees and members of CHOSEN VALE, INC., a 501(c)3 not-for-profit corporation organized under the laws of the State of New Hampshire, do hereby adopt these By-Laws to govern the operation of the corporation.

**ARTICLE I: IDENTIFICATION**

Section 1. Name. The name of this organization shall be CHOSE VALE, INC., (hereinafter THE MUSEUM).

Section 2. Purpose. The purpose of THE MUSEUM is as stated in the Articles of Agreement for THE MUSEUM on file with the Secretary of State of New Hampshire.

Section 3. Location. The offices of THE MUSEUM shall be located at the Enfield Shaker Museum at 24 Caleb Dyer Lane, Enfield, New Hampshire, 03748.

**ARTICLE II: MEMBERSHIP**

Section 1. Qualification. Membership shall be open to anyone who supports the purpose and the goals of THE MUSEUM and pays annual membership dues as set by the Board of Trustees.

Section 2. Voting. Each member who is eighteen years of age or older shall be entitled to one vote on a question at any meeting of the membership. There shall be no proxy votes.

**ARTICLE III: BOARD OF TRUSTEES**

Section 1. Responsibilities. The Board of Trustees, acting as a Board, shall have full authority and responsibility for the operation, functions, business and government of THE MUSEUM, and shall have the powers and authority to do and perform, or cause to have performed, all acts within the law not inconsistent with these By-Laws. The authority of the Board shall be exercised only through Board actions as hereinafter set forth.

Section 2. Membership. The Board of Trustees shall be made up of not fewer than **six** nor more than twenty-four members, who shall serve staggered three year terms. The Nominating Committee shall present a slate of nominees for the positions to be filled at the Annual Meetings. Election to the Board of Trustees shall be by majority vote of members present at the Annual Meeting. Any vacancy on the Board of Trustees occurring between Annual Meetings shall be filled by action of the Board of Trustees upon nomination by the Nominating Committee at any meeting of the Board. Trustees elected to fill a vacancy shall serve for the unexpired term of the vacant position. All members of the Board of Trustees shall be members of THE MUSEUM. No Board member shall serve on the Board of Trustees for more than two consecutive terms without a break of at least one year. Except that a Trustee who is an officer at the expiration of the second successive term may be re-elected for an additional one year of service. Other than this limitation on consecutive terms, there shall be no limit on the amount of time a given member of the Board may serve as a member. The Board shall have the power to co-opt a limited number of members as the needs and opportunities arise.

## Enfield Shaker Museum By Laws

---

Section 3. Compensation. Trustees shall serve THE MUSEUM without compensation except for reimbursement for reasonable expenses, unless a Trustee has been hired to carry out a professional or operating function by specific action of the Board.

Section 4. Conflict of Interest. Any laws of the State of New Hampshire relating to conflict of interest for voluntary corporations shall apply with regard to any contract or other transaction between THE MUSEUM and one or more of its Trustees or between THE MUSEUM and any other corporation, firm, organization, association or other entity in which one or more of its Trustees serves as director, officer, or has a substantial financial interest. In the event that a Trustee or member of THE MUSEUM should be aware of any actual or potential conflict of interest he/she should notify, in writing, the President and Secretary of the Board as soon as practicable. Trustees and/or members of THE MUSEUM with any actual or potential conflict of interest shall abstain from related discussions and votes, unless called on for information.

Section 5. Removal of a Trustee. Removal of a Trustee for cause shall be the right and obligation of the Board through formal action taken at any properly called meeting. A two-thirds vote of the entire Board shall be required to remove a Trustee. By a two-thirds vote, the membership may, for cause, remove a Trustee at any meeting of the membership, provided notice of such pending action is specified in the agenda for the meeting and said Trustee, upon his or her request is granted a hearing before the membership. Unexcused absence from a majority of Board meetings in a year shall constitute cause for removal.

### ARTICLE IV. OFFICERS OF THE BOARD OF TRUSTEES

Section 1. Officers. The Officers of the Board of Trustees shall be a President, Vice-President, Secretary, and Treasurer.

Section 2. Election. The Officers of the Board of Trustees shall be elected annually. The Nominating Committee shall present a slate of names for the positions to be filled at the Annual Meeting. Nominations may also be presented from the floor of the Annual Meeting. Election of Officers shall be by majority vote of members present at the Annual Meeting. A vacancy in any office shall be filled by action of the Board of Trustees upon nomination by the Nominating Committee at any meeting of the Board.

Section 3. Responsibilities of Officers. All Officers shall be responsible for duties as may be set forth by the Board of Trustees from time to time. In addition, each officer shall have certain specific responsibilities.

- A. President. The President shall be responsible for:
  - 1) presiding at all meetings of the Board of Trustees and the membership;
  - 2) appointing all committees constituted by these By-Laws and ensuring their continuing operation;
  - 3) execution, in the name of THE MUSEUM, all **actions** directed by the Board, unless otherwise specified by the Board;
  - 4) reporting to the Board all known matters that should be brought to the Board's attention.
- B. Vice-President. The Vice-President shall have the responsibilities of the President whenever the President is unable to act, and at other times when specifically directed by the Board.
- C. Secretary. The Secretary shall be responsible for:
  - 1) recording formal actions of the Board and recording minutes at all meetings of the Board and membership;

## **Enfield Shaker Museum By Laws**

---

- 2) serving notice of the Board as required by law or these By-Laws;
  - 3) attending to such correspondence and making such reports as may be directed by the Board or the membership.
- D. Treasurer. The Treasurer shall be responsible for:
- 1) overseeing all financial activities of THE MUSEUM;
  - 2) co-signing all checks for all non-budgeted items that exceed an amount of \$500.00.

### **ARTICLE V: MEETINGS OF MEMBERS**

Section 1: Annual Meeting. The Annual Meeting of THE MUSEUM shall be held between October 1st and November 15th of each year at a time and place specified by the Board of Trustees. The agenda for the Annual Meeting shall include: reports of the Officers and Executive Director; report of the Nominating Committee and election of Officers and Trustees, and the transaction of any other business to come before the meeting. The President shall conduct the meeting using Robert's Rules of Order.

Section 2. Special Meetings. Special meetings of the membership may be held at the request of the Board of Trustees or upon written request of twenty members. The date, time, and place of such meetings shall be determined by the Board of Trustees and any such meeting shall be held as soon as is practicable. The agenda for a special meeting shall be clearly specified in the notice of any such meeting.

Section 3. Notice of Meeting. Notice of the Annual Meeting shall be given by mail or by publication of the date, time, and place in a newspaper of general circulation in the Upper Valley area, such notice to be given not less than ten nor more than twenty-one days prior to the meeting. Notice of Special Meetings shall be given by the same means not less than seven nor more than fourteen days before the meeting.

Section 4. Quorum. Twenty active members present and voting shall constitute a quorum at any membership meeting. In the absence of a quorum, a majority of those members present and voting may adjourn the meeting to a later date. When a quorum is present, a majority of members present shall be sufficient to take any action unless otherwise required by law or these By-Laws.

### **ARTICLE VI: MEETINGS OF THE BOARD**

Section 1. Regular Meetings. Regular meetings of the Board of Trustees shall be held four or more times per year at such time and place as the Board may determine. The Board may provide by resolution for a change in the schedule of regular meetings. The meetings shall be chaired by the President using Robert's Rules of Order.

Section 2. Special Meetings. Special meetings of the Board may be called by the President or at the request of any three Trustees, and shall be held as soon as may be practicable at such time and place as the President may determine.

Section 3. Notice of meetings. Written notice of Regular and Special meetings shall be given to members of the Board of Trustees not less than five days before said meeting and shall include the date, time, and place that the meeting is to be held. In addition, notice of Special Meetings shall include the specific reason for which the meeting was called. At a Special Meeting, the Board shall not take any action for any purpose other than that set forth in the call of the meeting.

Section 4. Quorum. A majority of the total membership of the Board of Trustees shall constitute a quorum for the transaction of all business. If a quorum is not available, those Trustees present may adjourn the

## **Enfield Shaker Museum By Laws**

---

meeting. A quorum is a majority, more than half, of the current members of the Board. A vote can be taken other than at a meeting if all Board members are offered the opportunity to vote and a quorum responds.

Section 5. Minutes. Upon their approval by the Board, all minutes of meetings of the Board of Trustees shall be kept at the offices of THE MUSEUM.

### **ARTICLE VII: COMMITTEES OF THE BOARD**

Section 1. Selection and Composition. All committee chairs (with the exception of the Executive Committee) shall be appointed by the President unless otherwise directed by the Board. The Chair of each committee shall be a Board member, and each committee chair shall appoint the members of his/her committee, which can include both Board members, and members from outside the Board.

Section 2. Reporting Requirements. All committees shall file written reports as requested by the President, outlining the activities of the committee.

Section 3. Standing Committees.

A. Executive Committee. The Executive Committee shall be comprised of the Officers of the Board of Trustees and up to two at-large members, appointed by the President. This committee shall have full power to transact any and all business, which may arise between meetings of the Board when it is necessary to transact such business in a timely manner. Minutes of all meetings shall be recorded, and actions taken shall be presented to the Board for ratification at its next meeting. These meetings shall be conducted by the President using Robert's Rules of Order.

B: Nominating Committee: This Committee is appointed by the President to prepare a slate of nominations for the Annual Meeting according to a schedule laid out by the President.

### **ARTICLE VIII: EXECUTIVE DIRECTOR**

The Executive Director of THE MUSEUM shall serve at the pleasure of the Board of Trustees, and shall be responsible for the administration of THE MUSEUM as set forth in his/her contract.

### **ARTICLE IX: FISCAL YEAR**

The fiscal year of THE MUSEUM shall be October 1 through September 30.

### **ARTICLE X: INDEMNIFICATION**

As of the date of adoption of these By-Laws, and subject to limitations of law, THE MUSEUM shall indemnify each current and future Trustee, Officer, or Employee from and against all loss, liability, and expense imposed upon or incurred by such person in connection with any action, claim, or proceeding of any nature whatsoever, in which such person may be involved or with which he or she may be threatened, by reason of any alleged act, omission or otherwise while acting in good faith. Indemnification shall be provided although the person no longer serves in such capacity and shall include protection for the person's heirs and legal representatives.

Indemnities hereunder shall include, but not be limited to, all costs and reasonable counsel fees, fines, penalties, judgments, or awards of any kind, and the amount of reasonable settlements, whether or not payable to THE MUSEUM.

## **Enfield Shaker Museum By Laws**

---

### **ARTICLE XI: AMENDMENTS**

These By-Laws may be amended, repealed, or new By-Laws adopted by a two-thirds vote of the members present and voting and constituting a quorum at any meeting of the membership, providing that written notice stating that By-Law amendments will be considered is given at least ten working days in advance of said meeting and that the text of any such amendments shall be available to all members for at least five working days before the date of the meeting at which they will be considered.

The foregoing By-Laws were adopted as amended by the membership of Chose Vale, Inc., on November 17, 2001.

---

Secretary  
Chosen Vale, Inc.