

**Lawrence History Center  
Bylaws**

*Approved by the LHC Governance Committee and Board of Directors, 9/6/2023  
Presented for approval to the LHC Membership, 9/23/2023*

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**ARTICLE 1 - General Provisions**

Section 1.1 - Name of Corporation

The name of this corporation shall be the Immigrant City Archives, Inc., d.b.a. Lawrence History Center, and shall herein be referred to as "the corporation."

Section 1.2 - Offices

The principal business office of the corporation shall be at 6 Essex Street, Lawrence, Massachusetts. The corporation may also have offices at such other places as the corporation may require.

Section 1.3 - Fiscal Year

The fiscal year of the corporation shall begin May 1 and end the following April 30 of each year.

Section 1.4 - Corporate Seal

The Board of Directors, as described in Article 4, may if it so chooses, adopt and alter the seal of the corporation.

**ARTICLE 2 - Statement of Purposes**

The mission of the corporation is to collect, preserve, share, and animate the history and heritage of Lawrence and its people.

The corporation may undertake any and all activities in furtherance of or related to these purposes which may lawfully be carried on by a corporation formed under Chapter 180 of the General Laws of Massachusetts and which are not inconsistent with the corporation's qualifications as an organization described in Massachusetts General Law Chapter 78, Section 19, and Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code.

**ARTICLE 3 – Membership and Dues**

Section 3.1 – Qualifications

Any person, 16 years and older, interested in the purposes of the organization who applies for membership in an appropriate classification of membership and who tenders the necessary dues shall thereby become a member.

### Section 3.2 – Dues

Annual membership dues are to be set by the Board of Directors. Membership is offered in the following classifications:

- Senior/Student (undergraduate)
- Individual/Graduate Student
- Family
- Contributor (e.g., elementary, middle schools, higher level individual supporters)
- Sponsor (e.g., secondary schools, not-for-profits, higher level individual supporters)
- Patron (e.g., post-secondary institutions, corporations, higher level individual supporters, access to Essex Company collection)

Annual dues shall be payable in advance, and only members in good standing may access the research room.

### Section 3.3 - Composition of Membership

There shall be a membership which shall be comprised of all members of the corporation, who are in good standing and are least 16 years old. In addition, the Executive Director of the corporation, as described in Article 6, shall serve *ex officio* without vote.

### Section 3.4 - Powers and Rights

The membership, by majority vote except where noted, shall have the right to elect board members and officers of the corporation as provided in Articles 4.2 and 5.2 below. The membership shall have such other powers and rights as are vested in "members" by Massachusetts laws.

### Section 3.5 - Meetings

The membership shall hold annual meetings each year and may elect the time and place for annual and other meetings. Meetings of the membership may be called by the president of the Board of Directors of the corporation, or by a majority of the board members then in office, by giving written notice of the date, time, place, and purpose of such meeting to the membership at least thirty (30) days in advance of such meeting.

### Section 3.6 - Quorum and Action at Meetings

At any meeting of the members, the vote of a majority of those present shall decide any matter, unless a different vote is specified by law.

## **ARTICLE 4 - Board of Directors**

### Section 4.1 - Definition

Those individuals serving on the Board of Directors shall throughout these bylaws hereafter be referred to as board members.

### Section 4.2 - Authority of Board of Directors

The business and affairs of the corporation shall be controlled and governed by the Board of Directors, which shall have the right to exercise all powers of the corporation that are not expressly reserved to the membership of the corporation by law, the Articles of Organization, or these bylaws. The Board of Directors shall hire an Executive Director, as described in Article 6, and shall have sole authority to remove the Executive Director.

### Section 4.3 - Composition

The Board of Directors shall consist of no less than fourteen (14) and no more than eighteen (18) voting members, all of whom shall be elected by and from the membership at its annual meeting. All five officers, as defined in Section 5.1, shall serve as five of the voting members of the total fourteen (14) - eighteen (18) member board. In addition, the Executive Director of the corporation shall serve *ex officio* without vote on the Board of Directors.

#### Section 4.4 - Terms of Office

The first Board of Directors shall consist of those persons named in the Articles of Incorporation. Thereafter, election of Board members shall occur at each annual meeting of the membership. The terms of board members shall be staggered. Thereafter, Board members shall serve three-year terms with approximately one-fourth third of the Board members elected at each annual meeting. Term length may be changed to one-year or two-year terms for new or renewing board members if more than a third of the board terms are set to expire in the same year. Each board member shall hold office until the annual meeting when his/her term expires and/or until his/her successor has been elected and qualified. Board members may serve a maximum of four (4) consecutive terms.

#### Section 4.5 - Meetings of the Board of Directors

The Board of Directors meets bi-monthly, alternating with the annual meeting and committee meetings. Other meetings of the Board of Directors may be called by the president of the board or by a majority of the board members then in office by delivering notice in writing, electronically or otherwise, of the date, time, place, and purpose of such meeting, to all board members at least three (3) days in advance of such meeting.

#### Section 4.6 - Quorum and Voting

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board. At any meeting of the Board of Directors at which a quorum is present, a majority of those board members present shall decide any matter, unless a different vote is specified by law, the Articles of Organization, or these bylaws. No board member shall vote on a matter in which he or she has a personal financial interest.

#### Section 4.7 - Meetings by Electronic Means

Meetings by means of conference telephone or similar communications equipment by which all persons participating in the meeting are able to hear each other at the same time may be considered. Such participation shall constitute presence in person at such meeting.

#### Section 4.8 - Action without a Meeting

Any action required or permitted to be taken at any board meeting may be taken without a meeting if a consent in writing, electronically or otherwise, setting forth the action as taken, shall be signed by a quorum of the board members with respect to such subject matter. Such consent, which may be signed in counterparts, shall have the same force and effect as a vote of the Board of Directors.

#### Section 4.9 - Committees

The Board of Directors may create such standing and special committees as it determines to be in the best interest of the corporation possible. Chairpersons of committees shall be appointed by the President and may or may not be members of the Board of Directors. If the committee chairperson is not on the Board of Directors, then a Board of Directors member shall be represented on said committee. The Board of Directors shall determine the duties, powers, and composition of such committees, except that the board shall not delegate to such committees those powers, which by law may not be delegated. Each such committee shall submit to the Board of Directors at such meetings as the board may designate a report of the actions and recommendations of such committees for consideration and approval by the Board of Directors. Any committee may be terminated at any time by the Board of Directors. The President and the Executive Director shall serve as *ex officio* members of all committees.

##### Section 4.10.1 – Standing Committees

Executive Committee shall consist of all officers of the Board of Directors and shall be empowered to hold meetings in the interim between regular meetings of the Board of Directors. The Executive Committee shall have all of the powers of the Board of Directors; however, may not reverse any action of the Board or approve any expenditure not previously authorized by the Board. The Executive Committee will have overall responsibility for the finances. A majority of the members shall constitute a quorum. Actions of the Executive Committee must be ratified at the next regular meeting of the Board of Directors.

Other possible Standing Committees shall be: Nominating (or Board Development), Governance, Personnel, Collections, Finance & Development, Facilities, Outreach/Publicity

Section 4.11 - Compensation

Board members, other than those serving *ex officio* without vote, shall not receive any salaries from the Corporation for their services on the board but shall not be precluded from receiving compensation for services rendered to the corporation in any other capacity.

Section 4.12 - Resignation

Any director may resign by delivering a written resignation, electronically or otherwise, to the corporation at its principal office or to the president or clerk. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time.

Section 4.13 - Removal

Any director may be removed for failure to attend three (3) consecutive Board of Directors meetings without first notifying the clerk of the corporation. A director may be removed, with or without assignment of cause, by vote of a majority of the entire membership or by a vote of three-fourths of the entire Board of Directors. No director shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the director whose removal is sought.

Section 4.14 - Vacancies

Any vacancy occurring in the Board of Directors shall be filled by the President. A board member elected to fill a vacancy shall be elected at the next annual meeting of the corporation.

Section 4.15 – Board Member Emeritus

There shall be a category of Board member known as a *Board Member Emeritus* who is nominated and elected by the Board of Directors. Board members emeritus shall be selected from those board members who have served on the Board of Directors with distinction and excellence. Emeritus members shall serve for as long as they remain active in the work of the Lawrence History Center, and may end their term at any time. Emeritus member candidates will have served the board with distinction and considered deserving of same for outstanding service. A Board member emeritus shall not be subject to any attendance policy, counted in determining if a quorum is present at a meeting, entitled to hold office, or entitled to vote at any board meeting.

**ARTICLE 5 - Officers**

Section 5.1 - Officers

The five officers of the corporation shall be a President, a First and Second Vice President, a Secretary and a Treasurer. Officers shall be members of the Board of Directors. The officers shall serve a term of three years and may not hold the same office for more than three (3) consecutive terms. Each officer shall hold office until the annual meeting when his/her term expires and/or until his/her successor has been elected and qualified. The Immediate Past President (see Section 5.9) will also serve as ex-officio member of the Executive Committee.

Section 5.2 - Election

The officers of the corporation shall be elected annually from the Board of Directors by the membership at the annual meeting. Each officer shall hold office until a successor shall have been elected and qualified.

Section 5.3 - Vacancies

A vacancy in any office because of death, resignation, disqualification, or otherwise may be filled by a current member of Board of Directors until the next annual meeting.

Section 5.4 - Removal

Any officer may be removed, with or without assignment of cause, by a vote of the majority of the entire Board of Directors at any meeting of the Board of Directors. No officer shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the officer whose removal is sought.

Section 5.5 - President

The president shall preside at all meetings of the Board of Directors. The president, or other proper officer or agent of the corporation authorized by the Board of Directors, may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed. The president shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time. The president shall, with the assistance of the other officers of the corporation, prepare an annual report detailing the fiscal status, business activities, accomplishments of the corporation, and any other information deemed relevant by the president, to be presented to the membership at the annual membership meeting. The annual report is to be kept on file at the business office of the corporation.

Section 5.6 – First and Second Vice President

There shall be a first and second vice president who shall have such powers and perform such duties as shall be designated by the Board of Directors. In the absence or disability of the president, the vice president shall assume all powers and perform all the duties of the president until such time as the Board of Directors shall otherwise direct.

Section 5.7 - Treasurer

The treasurer, or other proper officer or agent of the corporation authorized by the Board of Directors, shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipt for money due and payable to the corporation from any source whatsoever, and deposit all such money in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and in general perform all of the duties incident to the office of treasurer and such others as may from time to time be assigned by the Board of Directors.

Section 5.8 - Secretary

The clerk, or other proper officer or agent of the corporation authorized by the Board of Directors, shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; ensure that all notices are given in accordance with the provisions of these bylaws; be custodian of the corporate records; and in general perform all such duties as may from time to time be assigned by the Board of Directors.

Section 5.9 – Immediate Past President

The Immediate Past President shall serve as an ex-officio member of the Board of Directors and the Executive Committee for one year. The Immediate Past President role shall be that of special consultant to the President, drawing upon his or her knowledge as a past president for advice and guidance.

**ARTICLE 6 – Executive Director**

As prescribed by Section 4.2, the Board of Directors shall hire an Executive Director and shall have sole authority to remove the Executive Director. The Executive Director will carry on the business of the corporation including the power to hire and fire employees of the corporation.

**ARTICLE 7 - Corporate Transactions**

Section 7.1 - Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the corporation in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and behalf of the corporation, and such authority may be general or confined by specific instances.

Section 7.2 - Indebtedness

All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or agent of the corporation as from time to time may be determined by the Board of Directors. In the absence of such determination of the board, such instruments shall be signed by the treasurer of the corporation.

Section 7.3 - Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors shall select.

Section 7.4 - Contributions

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purpose of the corporation.

**ARTICLE 8 - Books and Records**

The corporation shall keep at the principal office of the corporation correct and complete books and records of account; minutes of the proceedings of the Board of Directors; and a register of the names and addresses of the board members of the corporation. All books and records of the corporation may be inspected by any director, or agent or attorney thereof, for any proper purpose at any reasonable time.

**ARTICLE 9 - Restrictions on Activities**

Notwithstanding any other provisions of these bylaws, no director, officer, employee, agent, or any other representative of the corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken by an organization exempt under section 501(c)(3) of the Internal Revenue Code, as it now exists or may hereafter be amended, or any corresponding section of any future tax code.

**ARTICLE 10 - Dissolution of the Corporation**

In the event of dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation to the extent assets of the corporation permit, dispose of all the assets of the corporation exclusively for the purposes of the corporation, as the Board of Directors shall determine, in such manner as required by section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue law) and in accordance with the statutes of the Commonwealth of Massachusetts.

**ARTICLE 11 - Personal Liability**

No member, nor officer or director of the corporation shall be personally liable to the corporation for monetary damages for or arising out of a breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by applicable law (1) for a breach of the director's duty of loyalty to the corporation, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (3) for any transaction from which the officer or director derived an improper personal benefit.

**ARTICLE 12 - Indemnification**

Section 12.1 - Right to Indemnification

The corporation shall indemnify and reimburse out of the corporate funds to the fullest extent permitted by Massachusetts General Law Chapter 180 any person (or the personal representative of any person) who at any time serves or shall have served as a member, or as an officer, director, employee, or other agent of the corporation, or who serves or shall have served at its request as a member representative, officer, director, employee, or other agent of another organization in which it has an interest, whether or not in office at the time, against and for any and all claims and liabilities to which he or she may be or become subject by reason of such service, and against and for any and all expenses necessarily incurred in connection with the defense or reasonable settlement of any legal or administrative proceedings to which he or she is made a party by reason of such service except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation. In effecting such indemnity and reimbursement, the corporation may enter into such agreements and direct the officers of the corporation to make such payment or payments and take such other action (including employment of counsel) to defend against such claims and liabilities as may in their judgment be reasonable necessary or desirable. Such indemnification or reimbursement shall not be deemed to exclude any other rights or privileges to which such person may be entitled. This Article constitutes a

contract between the corporation and the indemnified persons. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such indemnified person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Section 12.2 - Insurance

The corporation shall have the right to power to purchase and maintain insurance on behalf of any person who is a member, serves as a director, officer, employee, or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or other agent of another organization in which it has an interest, against any liability 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.

**ARTICLE 13 - Amendments to Bylaws**

These bylaws may be amended by a majority vote of the membership at the annual meeting provided that the text of the proposed amendment is received by said members no less than ten (10) days prior to the respective vote.