

WARNER HOUSE ASSOCIATION BYLAWS

- The mission of the Warner House Association is to preserve and interpret for the benefit of the public, the 1716-18 brick structure and surrounding urban landscape. The emphasis of the interpretative program is on the stories of those who occupied the house from 1718 to 1930, with the expectation that our efforts will contribute to a greater understanding of the people of Portsmouth, the Piscataqua region, and America.

The mission shall be carried out by the following means:

** Preserving and maintaining the 1716-18 brick house, a National Historic Landmark, with its original architecture, paneling, murals and collections, according to guidelines established by the Secretary of the Interior.*

** Providing accurate interpretation of more than 200 years of family occupancy based on documentary and archaeological evidence and using original and period furnishings to tell the story.*

** Inspiring a diverse audience through guided tours, programs, exhibitions and publications grounded in current scholarly research.*

ARTICLE I **MEMBERSHIP**

Section 1. **ELIGIBILITY.** Membership in the Warner House Association ("Association") shall be open to any person, firm or institution that applies for membership.

Section 2. **GOOD STANDING.** A member of the Association is in good standing upon paying dues for the current year.

ARTICLE II **OFFICERS and GOVERNORS**

Section 1. **QUALIFICATIONS FOR MEMBERSHIP.** Only members of the Association in good standing may serve on the Board of Governors ("Board"). The Board shall not exceed a maximum of thirty-six (36) at any one time.

Section 2. **GOVERNORS.** At each Annual Meeting of the Association ("Annual Meeting") there shall be elected by majority *vote of those members present and voting* members who may serve as Governors upon the Board *for a three (3) year term, after which they may be re-elected as Governors.*

(Note deletion of 12 Governor limit each year.)

Section 3. **OFFICERS.** At each Annual Meeting the membership by *majority vote of those members present and voting shall elect officers for one, two or three year terms as follows:*

Chair of Board, Vice Chair, Treasurer, Recording Secretary.

All elected Officers are to be considered voting members of the Board. Terms of Officers may be extended by majority vote of those Board members present and voting at a Board meeting.

(The question of limiting the Board membership to below 36 will be addressed in 2020.)

Section 4. **QUALIFICATIONS FOR CHAIR.** Prior to being eligible to serve as Chair a member must have served on the Board. *The Chair shall not serve consecutive terms. Immediately upon stepping down as Chair, the member shall serve on the Board as an ex-officio voting member of the Board and of the Executive Committee for three (3) years, unless re-elected as Chair.*

Section 5. **HONORARY GOVERNORS.** At each Annual Meeting there may be elected by majority vote *of those members present and voting* Honorary Governors who have rendered outstanding service or given aid and valuable assistance to the Association. Such Honorary Governors may *participate at all Board meetings as non-voting members or as voting members if elected as Officers or members of the Board.* The designation of Honorary Governor shall be lifetime.

Section 6. **VACANCIES.** *The Board shall have the power to fill any vacancy among the Officers or on the Board to serve temporarily until the next Annual Meeting. Such vacancies can be filled based on a majority vote of those Board members present and voting at a Board meeting. All Board members shall receive prior notice that such an election is pending. Temporary Officers and Governors may be elected at the Annual Meeting to full terms.*

Section 7. **REMOVAL FOR CAUSE.** *Should an Officer or Board member be unable or unwilling to carry out their designated duties the Board shall have the power to replace that individual by a 2/3 vote of those Board members present and voting at a Board meeting. Such action shall only be carried out after the Chair, or a designee, has made an unsuccessful effort to come to an accommodation with the individual involved.*

Should an Officer or Board member be deemed to have acted in a manner detrimental to the best interests of the Association he/she may be removed as Officer or Board member by 2/3 vote of those Board members present and voting at a Board meeting, but only after due notice has been given. Such a vote should only be taken after a committee of at least 3 Board members appointed by the Board carries out an investigation into any such allegations and unanimously recommends the matter come to a vote by the Board.

Section 8. **SUCCESSION OF OFFICERS.** In the absence or incapacity of the Chair of the Board the succession of Officers who shall temporarily assume the Chair's responsibilities shall be in the following order: *Vice Chair, then Recording Secretary. Election to fill vacancies shall take place after succession of the Officers takes place. Temporary Officers may be elected to vacant offices.*

ARTICLE III **COMMITTEES**

Section 1. **EXECUTIVE COMMITTEE.** Voting members of the Executive Committee shall consist of the Officers of the Association and *such other Governors, or members in good standing of the Association as by majority vote the members of the Executive Committee may designate.* During intervals between the meetings of the Board, *but only where time is of the essence,* the Executive Committee shall possess, and may exercise, in all cases in which special directions have not been given by the Board, all the powers of the Board with respect to management and direction of the Association consistent with its best interests, but may not fill any vacancy upon the Board, or among its Officers. All actions taken by the Executive Committee shall be reported to all Board members prior to the next meeting of the Board.

(The question of the use of email votes in the case of time constraints is deferred to 2020.)

Section 2. **FORMATION OF *STANDING COMMITTEES***. On an annual basis the Chair of the Board shall appoint, subject to the approval of the Board, the chairs of all standing committees, including, but not limited to, the Governance Committee, *Finance Committee*, Marketing Committee, Curatorial Committee, Building and Grounds Committee and *Development Committee*. There shall be appointed by the Executive Committee any special committees deemed necessary to conduct the business of the Association.

Section 2.1. **GOVERNANCE COMMITTEE**. The Governance Committee shall maintain current bylaws and shall provide guidance to the Board and all committees and subcommittees regarding Association policies and bylaws. *When deemed appropriate it shall propose bylaw revisions for consideration by the membership at the Annual Meeting and shall present proposed changes to the membership no less than forty-five (45) days prior to the Annual Meeting. The Nominating Committee shall be a subcommittee of the Governance Committee, chaired by a Governor, and shall consist of no less than three (3) members of the Association appointed by the chair of the Governance Committee. Prior to submission to the membership, proposed nominations shall be submitted to the Board for review, possible revision by 2/3 vote and final approval by majority vote of the Governors present and voting. No less than forty-five (45) days prior to the Annual Meeting the Nominating Committee shall submit the finalised proposed Officer slate and a maximum of twelve (12) proposed Governors to members for their consideration.*

Section 2.2. **FINANCE COMMITTEE**. *The Treasurer shall be a member of the Finance Committee. The Committee shall be responsible for the financial affairs of the Association; and shall act, delegate or contract to (i) process and account for all Association receipts and expenses; (ii) report the status of the Association's finances to the Executive Committee, Board, and membership as required; (iii) develop a budget and long range financial plan; (iv) invest any funds of the Association; (v) file all tax and other governmental reports; (vi) coordinate the development and preparation of grant proposals; and (viii) address other financial activities, as appropriate.*

Section 2.3. **BUILDING AND GROUNDS COMMITTEE**. The Building and Grounds Committee shall be responsible for the maintenance of the Warner House and the grounds on which the Warner House is situated, including the gardens. The Garden Committee shall be a subcommittee of the Building and Grounds Committee. At least one member of the Building and Grounds Committee shall serve as a member of the Curatorial Committee.

Section 2.4. **CURATORIAL COMMITTEE**. The Curatorial Committee shall:

- *be responsible for interpretation of the House and implementation thereof.*
- *preserve, conserve, interpret, care for and properly record the Association's collection of objects.*
- *provide guidance to the Board on the collection objects within the Warner House, including, but not limited to, the acquisition of objects by purchase or gift, the deaccession of objects or documents, on loans in and out of the House and removal of objects by other means.*

The Archaeology Committee is a subcommittee of the Curatorial Committee and shall have at least one member from the Building and Grounds Committee.

The Curatorial Committee shall have at least one representative on the Building and Grounds Committee.

Section 2.5. **MARKETING COMMITTEE.** *The Marketing Committee shall be responsible for overseeing all publicity releases to the following: newspapers/magazines, media such as TV, radio, and public service announcements; supplying information and overseeing and coordinating the release of information to all social media such as the Warner House website, Facebook, and Instagram. The chair may designate individuals or a committee to assist with these responsibilities. Committees, such as Curatorial, Building & Grounds and Finance, should supply the Marketing chair in a timely manner with current information which they would like publicized. A calendar of events shall be published on all social media and sent out by email to the Board monthly. Rather than meet on a regularly scheduled basis, the Committee may meet as needed and the membership may fluctuate, as there will be more or less demand at different times of the year.*

Section 2.6. **DEVELOPMENT COMMITTEE.** *The Development Committee shall be responsible for the management of membership, outreach and, in coordination with the Finance Committee, grants.*

Section 3. **QUALIFICATIONS FOR SERVING ON A STANDING COMMITTEE.** All committee chairs must, during the time at which they chair such committees, also be serving as Governors in good standing. Subcommittee chairs need not be members of the Board. Members of the Association in good standing, but not serving as Governors, may serve on committees and subcommittees and may be appointed by the committee chair or Chair. Such members shall have a full vote in committee and subcommittee meetings.

ARTICLE IV **ANNUAL MEETING**

Section 1. **SCHEDULING OF THE ANNUAL MEETING.** The Annual Meeting shall occur within three (3) months of the close of the fiscal year. All members of the Association are invited to attend this meeting. The Secretary is responsible for notifying the members of the time and location of this Meeting.

Section 2. **VOTING.** *Each member in good standing in attendance at the Annual Meeting shall be entitled to one vote on each matter submitted to a vote of the members at the Annual Meeting. Bylaws revisions require a two thirds (2/3) vote of of those members present and voting. All other votes require a majority of those members present and voting.*

Section 3. **NOMINATIONS.** *At the Annual Meeting nominations received from the Nominating Committee and any nominations received from the floor shall be chosen by majority vote of those members present and voting. Should there be more than two (2) nominees for a given Officer position the preliminary vote shall eliminate the lowest vote receiver, as shall subsequent votes, if necessary, until two (2) nominees remain and a subsequent vote decides between them.*

ARTICLE V **MEETINGS**

Section 1. **BOARD MEETINGS.** *Full Board Meetings shall take place at least bi-monthly. Meetings shall be open without attendance restrictions, unless the Board goes into a closed executive session to deal with sensitive issues such as, but not exclusively, disciplinary actions.*

Section 2. **EXECUTIVE COMMITTEE MEETINGS.** *The Executive Committee shall meet at least bi-monthly. All members of the Board are welcome to attend Executive Committee meetings, except for executive session meetings of the Executive Committee which shall be closed. The Secretary shall notify all Officers and Governors of the time and place of all Executive Committee Meetings. When deemed appropriate by the Chair, the Executive Committee may go into a closed executive session to consider matters of a sensitive nature.*

Section 3. **COMMITTEE MEETINGS.** *Each standing committee shall meet at least bi-monthly and shall determine its meeting schedule within a month of the Annual Meeting. Subcommittees shall meet on an as needed basis determined by the committee chair. The chair of each committee shall notify the full Board and the Executive Committee of that committee's meeting schedule.*

*Section 4. **MINUTES.** Minutes of all Board Meetings shall be recorded by the Recording Secretary and shall be subject to review and revision by the Executive Committee by majority vote to assure compliance with guidelines for minutes set forth in Robert's Rules of Order 11th Edition. Subsequently they shall be distributed by the Secretary to all Governors prior to the next Board Meeting where they shall be presented and subject to further correction/revision and final approval by majority vote. Minutes of all committee and subcommittee meetings shall be recorded and promptly forwarded to the Chair, as well as to all members of the particular committees. Such minutes may be used as committee reports at Board meetings. All such minutes should conform to guidelines set forth in Robert's Rules of Order 11th Edition, and be subject to review and revision, if necessary, so to conform.*

*Section 5. **AGENDAS.** All Board, Executive Committee, committee and subcommittee meetings shall be run according to a written agenda which shall be sent to the relative committee members and to the Chair at least one week prior to the next scheduled meeting.*

ARTICLE VI **QUORUM**

*Section 1. **ANNUAL MEETING.** A minimum of 10 members in good standing and present at the Annual Meeting shall constitute a quorum.*

Section 2. BOARD MEETINGS. One third (1/3) of the Governors presently in office shall constitute a quorum.

Section 3. EXECUTIVE COMMITTEE. Two-thirds (2/3) of the members of the Executive Committee shall constitute a quorum.

ARTICLE VII
PARLIAMENTARY AUTHORITY

Unless otherwise superseded by these bylaws, refer to Robert's Rules of Order 11th Edition as the written authority governing the Association's rules of order.

ARTICLE VIII
TRANSACTIONS INVOLVING GOVERNORS, OFFICERS AND TRUSTEES

Section 1. **CONFLICTS OF INTEREST.** In accordance with New Hampshire RSA 7:19 (II) and 7:19-a, directors, officers, and trustees of the Warner House Association shall serve on the governing board only for the charitable purposes of the organization. Under no circumstances is the Association to lend money or property to any Board member or to sell or lease land to or from a Board member without court approval or do business with any director, officer or trustee that is unfair to the Association or impairs the Association's ability to perform its mission. Transactions between the Association and its trustees for less than \$500.00 in any fiscal year are permissible only if they are in the Association's best interest. In the event that the total of all transactions between the Association and the trustee exceeds \$500.00 in any fiscal year, goods or services purchased by the Association from a trustee must be in the ordinary course of the Association's business and the charge must be the actual, reasonable, or discounted cost, and the trustee in question must disclose the details of the transaction to the Board and must not participate in the discussion or vote on the transaction. A two thirds (2/3) majority of the Board of Trustees (who have not themselves sold goods or services to the Association in the last fiscal year) must find that the transaction is in the Association's best interest and the Board must keep written minutes regarding its action and must keep a list of all such directors with whom the Association does business. If the total amount of the transaction between the Board member and the Association exceeds \$5,000.00 in one fiscal year, the Association must comply with the above requirements and must also publish a notice in the newspaper of general circulation in Portsmouth, New Hampshire, and just give notice to the Attorney General before consummating such transaction.

Section 2. **RESTRICTIONS.** The Board of the Warner House Association shall have at least five voting members who are not of the same immediate family or related by blood or marriage.

ARTICLE IX
AMENDMENTS

These bylaws may be altered, amended or repealed and others may be adopted by a *two thirds (2/3) vote* of the members of the Association present and voting at any Annual Meeting, and also at a special meeting of the Association, provided notice of the meeting and of any proposed alteration, amendment or repeal of the bylaws must be given to the Membership at least forty-five (45) days prior to such a meeting

ARTICLE X
FISCAL YEAR

The Association's fiscal year shall be November 1st through October 31st

ARTICLE XI
BUDGET

The Association's proposed annual budget shall be prepared by the Finance Committee and presented to the Executive Committee for approval by a *majority vote*. Upon approval by the Executive Committee, the proposed budget must be presented to the Board for a *majority vote by those Board members present and voting at the next Board meeting* prior to the end of the fiscal year.

ARTICLE XII
STAFF

Section 1. **COMMITTEES.** Staff of the Warner House may serve as ex-officio, *voting (except on considerations of staff remuneration)* members of standing committees and subcommittees.

Section 2. **BOARD.** Paid employees, *with the exception of guides*, are not eligible for election to the Board and shall attend Board meetings as the Chair deems appropriate. They may attend any open Board meeting.

ARTICLE XIII
DISSOLUTION

The provisions for disposition of the corporate assets of the charity (Warner House Association) in the event of dissolution of the corporation are ;

Upon the dissolution of the corporation, assets shall be distributed to one or more exempt organisations as voted upon chosen by the membership within the meaning of Section 501(c3) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.