

THE WELLESLEY HISTORICAL SOCIETY, INC.

RESTATED AND AMENDED BY-LAWS

ARTICLE I

GENERAL PROVISIONS

Section 1. Name. The name of the corporation shall be The Wellesley Historical Society, Inc.

Section 2. Location. The principal office of the corporation shall be located at 229 Washington Street, Wellesley, MA 02481. The Board of Directors may establish other offices and places of business in Massachusetts or elsewhere.

Section 3. Fiscal Year. Except as from time to time otherwise determined by the Board of Directors, the fiscal year of the corporation shall commence on July 1 of each year and shall end on the 30th day of June of each year.

ARTICLE II

MEMBERS

Section 1. Members. The Members of the corporation shall be any person, who is interested in the history of Wellesley, and who applies for membership and pays the annual membership dues (each a "Member"). The Board of Directors shall establish annually the membership dues. Any Member may resign as such at any time by written notice to the secretary of the corporation. Any Member may be removed with or without cause as a Member by vote of two thirds of the Directors present at any meeting of the Board of Directors.

Section 2. Meetings of Members - The annual meeting of the Members of the corporation shall be held at such date, time and place as the directors may determine. If the annual meeting is not held on such date, a special meeting in lieu of an annual meeting may be held with all the force and effect of an annual meeting. Special meetings of the Members may be called at any time by the president or the Board of Directors, and shall be called by the secretary, or in the case of the death, absence, incapacity or refusal of the secretary, by any other officer, upon the written request of Members representing at least ten percent of the smallest quorum of Members required for a vote upon any matter at the annual meeting. Notice of the annual meeting setting forth the date, time and place of any such meeting shall be sent by such means as the secretary shall determine to all Members not less than seven (7) days prior to the date thereof. Notice of any special meeting may be given in person, by telephone or in writing (electronically, or by fax), at least twenty-four (24) hours in advance of the meeting, or if by mail, addressed to such Member's business or home address and postmarked at least forty-eight (48) hours in advance of the meeting; provided, however, if the president determines, in good faith, that the Members must convene a special meeting due to the urgency of a special situation, then the twenty-four and forty-eight hour notice requirements, as applicable, may be waived by the president.

Section 3. Action at Meetings; Proxy Voting. At all meetings of the Members the vote of each Member must be cast in person or by proxy. Proxies shall be filed with the secretary of the meeting, or of any resumed meeting, before being voted. Proxies may be provided in writing, by email, or by such other means as is approved by the secretary. Except as otherwise limited therein, proxies shall entitle the Member named therein to vote at any resumed meeting but shall not be valid after final adjournment of such meeting. A proxy purporting to be executed by or on behalf of a Member shall be deemed valid unless challenged at or prior to its exercise, in which event the burden of proving invalidity shall rest on the challenger. Twenty-five (25) Members present in person or represented by proxy shall constitute a quorum at any meeting of the Members, but a lesser number may without further notice adjourn the meeting to any other time. At any meeting of the Members at which a quorum is present, the vote of a majority of those present or represented by proxy shall decide any matter unless a different vote is specified by law, the Articles of Organization, or these By-laws.

Section 4. Action by Consent. Any action by the Members may be taken without a meeting if a written consent thereto is signed by all the Members and filed with the records of the meetings of the Members. Such consent shall be treated for all purposes as a vote at a meeting.

ARTICLE III

DIRECTORS

Section 1. Powers. The business and property of the corporation shall be overseen by a Board of Directors (the “Board” or the “Directors”, and each individually a “Director”) who may exercise all the powers of the corporation which are not expressly reserved to the Members by law, the Articles of Organization, or these By-laws.

Section 2. Election and Number. The Board shall be of such number no less than six (6) nor more than twenty-five (25), as the Members shall determine from time to time. The Members shall elect the Board (or such number of the Directors whose terms are expiring or to fill vacancies on the Board) at the annual meeting of the Members or at a special meeting in lieu of an annual meeting. Directors shall be elected to a three-year term (staggered so that the term of approximately one-third of the Directors shall terminate in a given year). A Director may serve two consecutive terms, after which there must be a one-year hiatus before being re-elected as a Director. All Directors shall hold office until the next annual meeting or special meeting in lieu of an annual meeting or until their respective successors are chosen and qualified, or, if later, until their respective terms shall expire. Any vacancy in the Board may be filled by the Directors.

Section 3. Resignation and Removal. Any Director may resign by delivering a written resignation to the corporation at its principal office or to the president or the secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time. Any Director may be removed from office, with or without cause, by the affirmative vote of a majority of the Members present at any meeting of the Members at which a quorum of the Members entitled to vote is present.

Section 4. Annual Meeting. The annual meeting of the Directors of the corporation shall be held at such time and place as the Directors may determine. If the annual meeting is not held on such date, a special meeting in lieu of an annual meeting may be held with all the force and effect of an annual meeting. Notice of the annual meeting setting forth the date, time, and place of any such meeting shall be given to all Directors not less than seven days prior to the date of the annual meeting. Notice of any special meeting shall be given as directed under Section 6 of Article III of these By-laws.

Section 5. Regular Meetings. Regular meetings of the Directors may be held without call or notice at such places and times as the Directors may from time to time determine, provided that any Director who is absent when such determination is made shall be given notice thereof. A regular meeting of the Directors may be held at the same place as the annual meeting of the Members or the special meeting held in lieu thereof, following or as a part of such meeting of the Members.

Section 6. Special Meetings. Special meetings of the Directors may be held at any time and place designated in a call by the president, the treasurer, or two or more Directors. Notice of all special meetings of the Directors shall be given to each Director by the secretary or, in case of the death, absence, incapacity, or refusal of the secretary, by the officer or one of the Directors calling the meeting. Such notice may be given to each Director in person, by telephone, or in writing (electronically or by fax), at least twenty-four hours in advance of the meeting, or if by mail, addressed to such Director's business or home address and postmarked at least forty-eight hours in advance of the meeting; provided, however, if the president determines, in good faith, that the Board must convene a special meeting due to the urgency of a special situation, then the twenty-four and forty-eight hour notice requirements, as applicable, may be waived by the president. A notice of the special meeting shall be sent to the Directors prior to the meeting. Except as required by law, notice of a special meeting need not be given: (i) to any Director who, either before or after the meeting, delivers a waiver of notice, executed by the Director, which is filed with the records of the meeting; or (ii) to any Director who attends the meeting and who, either prior to the meeting or at its commencement, fails to protest the lack of such notice. A notice or waiver of notice need not specify the purpose of any special meeting unless such purpose is the removal of an officer.

Section 7. Telephonic Meetings. Any persons participating in any meeting of the Board or any meeting of a committee designated by the Board may participate in such meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at such meeting.

Section 8. Action at Meetings. The lesser of ten (10) Directors or fifty percent (50%) of the Directors then in office shall constitute a quorum, but a lesser number may without further notice adjourn the meeting to any other time. At any meeting at which a quorum is present, the vote of a majority of those present shall decide any matter unless the Articles of Organization, these By-laws, or any applicable law requires a different vote.

Section 9. Action by Consent. Any action by the Directors or any committee may be taken without a meeting if a written consent thereto is signed by all the Directors or all the members of the applicable committees and filed with the records of the meetings of the Directors. Such consent shall be treated for all purposes as a vote at a meeting.

Section 10. Non-Voting Directors. The Directors may create classes of non-voting directors and members, such as honorary directors, honorary members, associate directors, regional directors, friends, alumni and the like, and may elect persons to those classes for such terms and on such conditions as the Directors may determine and may assign to such persons such responsibilities, duties and privileges as the Directors determine. Persons elected as non-voting directors and/or non-voting members shall not be Directors or Members for the purposes of these By-laws, the Articles of Organization, or any applicable law, and shall have no votes at any meetings of the Directors or the Members, as applicable.

Section 11. Committees. The Directors may elect from their own number such committees as they may from time to time determine necessary or advisable, and may delegate such powers and duties thereto as the Directors may deem advisable to the extent permitted by law. The Directors may also appoint persons other than Directors as non-voting members of such committees. At any meeting of a committee a quorum for the transaction of all business properly before the meeting shall consist of a majority of the elected members of such committee, who are Directors.

There shall be an Executive Committee of the Board, consisting of all of the officers (the president, vice presidents, if any, treasurer and secretary, and, if approved by the Board, the assistant treasurer and assistant secretary, if any), who are Directors, and such additional members of the Board as may be elected from time to time by the Board to serve on the Executive Committee. The Executive Committee shall have the power to act for the Board at all times when the holding of a regular or special meeting of the Board is impractical, in the sole discretion of the president, or, in the absence of the president, a vice president.

ARTICLE IV

OFFICERS

Section 1. Officers. The officers of the corporation shall consist of a president, one or more vice presidents, a treasurer, and a secretary. In addition, the corporation may also have such other officers as the Directors may determine from time to time, including without limitation an assistant treasurer or an assistant secretary. Officers need not be Directors of the corporation.

Section 2. Election. The president, vice presidents, treasurer, and secretary shall be elected by the Directors. Any other officers determined necessary or desirable by the Directors may be elected by the Directors. Any two or more offices may be held by the same person. The secretary shall be a resident of the Commonwealth of Massachusetts unless the corporation shall appoint a resident agent for the service of process appointed in the manner prescribed by law. The president, vice-president(s) and the secretary shall be elected to a two-year term. The treasurer shall be elected to a three-year term. Officers may serve two consecutive two or three-year terms, as applicable, in the same position, and may be elected for another two or three-year term, as applicable, in that same

position after a one-year hiatus from such office; provided, however, the Executive Committee may grant a waiver of the one-year hiatus if it determines such a waiver is in the best interest of the corporation. Except as otherwise provided by law, the Articles of Organization, or these By-laws, all officers shall hold office until the next annual meeting of the Directors or until their respective successors are chosen and qualified, or, if later, until their respective terms shall expire.

Section 3. Resignation and Removal. Any officer may resign by delivering a written resignation to the corporation at its principal office or to the president or the secretary, and such resignation shall be effective upon receipt unless it is specified to be effective at some later time. The Directors may remove any officer, with or without cause, by a vote of a majority of the Directors then in office.

Section 4. President. The president shall (a) be the chief executive officer of the corporation, (b) preside over all meetings of the corporation, (c) make an annual report to the Members, and (d) have such other powers and duties as the Directors shall so decide or that are usually incident to that office.

Section 5. Vice President(s). The vice president(s) shall perform the duties of the president when the president is unable to serve.

Section 6. Treasurer. The treasurer shall oversee the financial affairs of the corporation. The treasurer shall have custody of all funds of the corporation, shall receive, record and disburse funds in accordance with Article VI of these By-Laws, and shall keep a record of all real property and investments owned or leased by the corporation, shall procure insurance as directed by the Board, shall provide the Board with financial statements when requested, and shall deliver an annual financial report to the Members. The treasurer shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these By-laws or by the Directors.

Section 7. Secretary. The secretary shall (a) give such notices of meetings of Directors or Members as are required by these By-laws, and (b) record and keep the minutes of all the meetings of Directors and Members. The secretary shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these By-laws or by the Directors. In the absence of the secretary from any meeting of Directors or Members, a temporary secretary designated by the person presiding at the meeting shall perform the duties of the secretary. The secretary shall also serve as the clerk of the corporation.

Section 8. Executive Director. The Directors may engage the services of a person to serve as the Executive Director of the corporation, who will serve as the chief administrator of the corporation and shall, subject to the direction and supervision of the Board, have charge of the day to day operations of the corporation. At the request of the Board, the Executive Director shall attend and participate in, but not vote at, all meetings of the Board, the Executive Committee of the Board, and all other committees of the Board.

ARTICLE V

INDEMNIFICATION OF DIRECTORS AND OFFICERS

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a Director, president, vice president, treasurer, assistant treasurer, secretary, assistant secretary, or other officer of the corporation (collectively, “Indemnified Officers” or individually, “Indemnified Officer”), against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties, and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (a “proceeding”) in which an Indemnified Officer may become involved by reason of serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless a majority of the full Board authorized the proceeding); provided that no indemnification shall be provided for any such Indemnified Officer with respect to any matter as to which the Indemnified Officer shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such Indemnified Officer’s action was in the best interests of the corporation, and further provided that any compromise or settlement payment shall be approved by the corporation in the same manner as provided below for the authorization of indemnification.

Such indemnification may, to the extent authorized by the Board of the corporation, include payment by the corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the Indemnified Officer to repay such payment if not entitled to indemnification under this Article V, which undertaking may be accepted without regard to the financial ability of such Indemnified Officer to make repayment.

The payment of any indemnification or advance shall be conclusively deemed authorized by the corporation under this Article V, and each director and officer of the corporation approving such payment shall be wholly protected, if:

(a) the payment has been approved or ratified (i) by a majority vote of either (A) the Members who are not at that time parties to the proceeding, or (B) the Directors who are not at that time parties to the proceeding, or (ii) by a majority vote of a committee of two or more Directors who are not at that time parties to the proceeding and are selected for this purpose by the full Board (in which selection Directors who are parties may participate); or

(b) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the corporation) appointed for the purpose by vote of the Directors in the manner specified in clauses (i)(B) or (ii) of subparagraph (a) or, if that manner is not possible, appointed by a majority of the full Board then in office; or

(c) the Directors have otherwise acted in accordance with the standard of conduct applied to Directors under Chapter 180 of the Massachusetts General Laws, as amended; or

(d) a court having jurisdiction shall have approved the payment.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of any Indemnified Officer entitled to indemnification hereunder.

The right of indemnification under this Article V shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this Article V shall affect any rights to indemnification to which corporation employees, agents, Directors, officers, and other persons may be entitled by contract or otherwise under law.

No amendment or repeal of the provisions of this Article V which adversely affects the right of an Indemnified Officer under this Article V shall apply to that Indemnified Officer with respect to the acts or omissions of such Indemnified Officer that occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted for by or was made with the written consent of such Indemnified Officer.

ARTICLE VI

FINANCIAL MATTERS

The funds of the corporation shall be invested in such manner as shall be determined by the Board. The Finance Committee shall make recommendations to the Board regarding an annual budget, the investment of funds, the immediate and long-term needs of the corporation, and any other recommendations in the best financial interest of the corporation.

Funds may be withdrawn or investments sold by check or written order signed by any of the following officers: the president or the treasurer. For any amount over \$2,500, the president or treasurer will obtain the approval of the Executive Committee.

The accounts of the corporation shall be formally reviewed annually by a qualified individual or firm selected by the Board, which shall be a certified public accountant.

The corporation shall respect the intent of financial donors regarding the use of donated funds to the extent possible within the corporation's stated Mission.

The funds of the corporation shall be used only for the purposes specified in these By-Laws, and no part thereof shall be used directly or indirectly for the benefit of any officer or Director. Upon dissolution of the corporation, any funds or assets remaining shall be distributed by order of the Board to one or more regularly organized and qualified charitable or educational institutions or corporations operating with the Town of Wellesley, which is able and willing to carry out the purposes of the corporation. Each officer and Director of the corporation shall be authorized and directed to perform such acts and execute such documents as may be necessary to carry out the purposes of this provision.

ARTICLE VII

MISCELLANEOUS PROVISIONS

Section 1. Execution of Instruments. All contracts, deeds, leases, bonds, notes, checks, and other instruments authorized to be executed by an officer of the corporation on its behalf shall be signed by the president or the treasurer except as the Directors may generally or in particular cases otherwise determine.

Section 2. Voting of Securities. Except as the Board may otherwise designate, the president or treasurer may waive notice of, and appoint any person or persons (with or without power of substitution) to act as proxy or attorney in fact for this corporation at any meeting of stockholders of any other corporation, the securities of which may be held by this corporation.

Section 3. Corporate Records. The original or attested copies of the Articles of Organization, By-laws, and records of all meetings of incorporators, Directors, and Members shall be kept in Massachusetts at the principal office of the corporation or of the secretary, but such corporate records need not all be kept in the same office.

Section 4. Definitions. All references in these By-laws to the Articles of Organization and to these By-laws shall be deemed to refer, respectively, to the Articles of Organization and the By-laws of the corporation as amended and in effect from time to time.

Section 5. Notice, Consent, or Writing. Any notice, consent, or other action to be provided or taken in “writing” may be communicated in person; by telephone, voice mail, or other electronic means; by mail; by electronic transmission; or by messenger or delivery service and shall be deemed “signed” by the person providing same for purposes of these By-laws. If these forms of personal notice are impracticable with respect to the Members, notice to the Members may be communicated by a newspaper of general circulation in the area where published, or by radio, television, internet, or other form of public broadcast communication.

ARTICLE VIII

AMENDMENT OF BY-LAWS

Section 1. Amendment - These By-laws may at any time be amended or repealed, in whole or in part, by vote of two-thirds of the Members attending the meeting at which there is a quorum, provided that the substance of any proposed change must be stated in the notice of the meeting at which such action is to be taken. A majority of the Directors in office may also amend or repeal these By-laws, except that no amendment or repeal may be made by the Directors which changes the date of the annual meeting of Members, or which alters the provisions of these By-laws with respect to removal of Directors, indemnification of Directors and officers, or amendment of these By-laws, or which by law or the Articles of Organization requires action by the Members. Not later than the time for giving notice of the meeting of Members next following the making, amending or repealing by the Directors of any By-law, notice thereof stating the substance of such change shall be given to all Members entitled to vote, and any By-law adopted by the Directors may be amended or repealed by the Members.

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