

**CONSTITUTION
POCUMTUCK VALLEY MEMORIAL ASSOCIATION**

Article 1. NAME

The name of this Association is the Pocumtuck Valley Memorial Association.

Article 2. GOALS AND OBJECTIVES

The Pocumtuck Valley Memorial Association is concerned with the history and historical development of the Connecticut and Deerfield valleys, with primary emphasis on Deerfield, Franklin County, Massachusetts. The collections, the museum and the library are to be considered as tools for research and scholarship by those wishing to have access to information in this area.

To carry out its mission the Association has specific Goals: 1) to develop programs and activities of an educational nature, using the collections of the Association and the experience of its staff; 2) to promote an interest in the history of the area; and 3) to collect and preserve artifacts and information concerning the Association's areas of interest that will provide future generations with knowledge of the past; 4) to continue the commitment to publishing as initiated by the founder, George Sheldon; 5) to continue to collect local handcrafted articles of former and present times, and to promote, when appropriate, contemporary artisans and craft workers, as well as craft related programs.

To achieve its goals, the Council of the Association will develop specific Objectives, in keeping with the traditions of the Association as established by George Sheldon and his contemporaries. These objectives may change as necessary while retaining the unique qualities of one of the earliest museums established in America.

Article 3. MEMBERS

Any person may become a Member of this Association by payment of annual dues and by vote of the Council. Any person may become a Life Member of the Association by payment of established life membership dues and vote of the Council. Any member or life member may terminate membership by filing a written resignation with the Secretary. Members in good standing, as defined by having paid their current annual dues or life membership dues at least fourteen (14) days prior to the Annual Meeting of 2018 and thereafter thirty (30) days prior to any vote, may vote by ballot received or at the Annual Meeting or at such other times as votes are cast.

Article 4. OFFICERS

4.1

The Officers of this Association shall be a President, a Vice-President, a Treasurer and a Secretary, each to serve for one year and to be elected pursuant to the provisions of Section 5.3 below. The Secretary shall be in each instance a resident of the Commonwealth of Massachusetts. Officers must be members in good standing of the Association.

4.2

The President shall preside at all meetings of the Association and of the Council. If the President is absent or the office is vacant, the Vice President shall perform the duties of the President.

4.3

The Secretary shall be responsible for keeping a true record of the minutes of the Association and of the Council, and shall, with the assistance of the Association office staff, maintain all membership records, including dates of admission. An office staff member may be appointed by the President to be a recording secretary to take Council meeting minutes, such minutes to be authenticated by the Secretary. If the Secretary is absent from the meeting, the President shall appoint a secretary.

4.4

The Treasurer shall receive and pay out moneys in accordance with policy guidelines laid down by the Finance Committee, and shall report at regular meetings of the Council and annually to the membership on the organization's finances. He or she shall coordinate with the staff and establish clear communications on matters of finance. The Treasurer shall be bonded; shall see to the security of the association's investments; shall see that adequate insurance coverage is maintained; and shall act as liaison with the accounting firm, banks and insurance agents concerned with association matters.

4.5

If any officer shall be unable to perform his or her duties the Council may appoint some member of the Association to perform such duties until a new officer is elected. If any Councillor is unable to perform his or her duties, the President shall appoint a replacement to serve the unexpired term.

Article 5. COUNCIL

5.1

The Council shall establish policies for this Association. The Council shall appoint the Director, Librarian, and Curator to administer the policies and operations of the Association. All other paid and unpaid positions shall be filled by the Director.

5.2

The Council shall consist of not less than twelve or more than eighteen persons – exclusive of the Officers provided for in Article 5.3 below and the Indian House Memorial Council position filled by a member of the Abercrombie family as stipulated in the 1992 merger agreement-- elected by the Members of the Association at the Annual Meeting to three year terms which shall be staggered so as to result in the election of as close to one-third of the Councillors each year as possible.

Councillors must be Association members in good standing.

5.3

The Members of the Association in good standing shall elect each year at the Annual Meeting a President, a Vice President, a Treasurer, and a Secretary, whose duties are set out in Section 4 above, each of whom shall be a Member of the Association in good standing but need not necessarily be an existing Councillor. In any event, however, during his or her one-year term each Officer so elected shall also serve as a voting Councillor.

5.4

Notwithstanding the number of persons on the Council at any given time, six Councillors, including Officers, shall constitute a quorum.

5.5

The President, who shall vote at Council meetings only in case of a tie, shall appoint annually and be considered as an ex-officio member of all committees. The standing committees are as follows:

5.5.1

An Executive Committee, whose membership shall be the President, Vice President, Treasurer, Secretary, and one other Councillor, in this case elected by the Council.

5.5.2

Finance Committee of three persons including the Treasurer.

5.5.3

The Nominating Committee shall prepare the slate of officers and councilors for the vote at the Annual Meeting, however that vote shall occur.

5.5.4

Such Other Committees as may be necessary shall be appointed by the President.

5.6

Simultaneous representation on the Council by more than one member of a family is discouraged.

5.7

The Executive Committee, prior to each Annual Meeting, shall review the attendance of Councillors. Those who without valid reason have not attended at least half of the meetings during the fiscal year may be asked to resign.

Article 6. GIFTS, BEQUESTS AND FUNDS

Gifts or Bequests held by the Association shall be invested and managed in exact accordance with the terms of the particular trust, but if not otherwise provided it shall be invested in the name of Pocumtuck Valley Memorial Association.

6.1

The income of the George Sheldon Memorial Fund shall be for the maintenance, care and exhibits of the Sheldon Collection, and in conducting the affairs of the Association.

6.2

The Sheldon Publishing Fund shall use the income "in publishing original matter only, and in accordance with the legal votes passed at any legal meeting of the Council". There will be three trustees of the FUND. At each annual meeting of the Association a trustee shall be elected to a three-year term. The trustees annually should report to the Council, recommending the expenditure or distribution of income from invested principal.

Article 7. MEETINGS

7.1

The Annual Meeting of the Association shall be held on the last Tuesday of February in each year. The annual Meeting may be adjourned to another date at that time. At the Annual Meeting, Councilors and Officers each shall be chosen by receiving the most votes for their position by ballots, signed, dated and received prior to the Annual Meeting and by ballots signed, dated and cast at the Annual Meeting of Members in good standing. Ballots for the election of Councilors and Officers shall be mailed to all members presumed to be in good standing at least fourteen (14) days prior to the Annual Meeting. Ballots must be received by USPS mail by the last business day prior to the Annual Meeting to be counted as a mailed-in ballot. Members in good standing who have not cast mailed-in ballots may vote by ballot at the meeting.

7.2

Regular Meetings of the Council shall be held at a time and date established by the Council but not less often than quarterly. Notice of the time and place of all regular meetings shall be sent to each Councillor at least seven days before the meeting.

7.3

Special Meetings of the Association shall be held upon notice by the President, or upon notice by the secretary after receiving a written request signed by six Councillors. Notice of the time, place and general purpose of all special meetings shall be sent to each member at least seven days before the meeting except in the event of an emergency.

Article 8. FISCAL YEAR

The fiscal year of the Association shall as established by the Council from time to time.

Article 9. AMENDMENTS

This constitution may be Amended at any meeting of the Association or by printed ballot mailed to the last known address of Members, providing the proposed amendment is made available to the members and notification of such meeting is made as noted for the annual meeting in Article 7.1, above.

Amendments must pass by a two-thirds vote of the members present and voting or by two-thirds of the signed printed ballots returned.

Article 10. RULES

In the conduct of any meeting of the members, councillors or committee members of this Association, and whenever any question involving parliamentary procedure is involved, Robert's Rules of Order, Revised shall control.

Article 11. INDEMNIFICATION

The Association shall, to the extent legally permissible and only to the extent that the status of the Association as an organization exempt under Section 501(C)(3) of the Internal Revenue Code is not affected thereby, indemnify each of its councillors, officers, members, employees or other agents (including persons who serve at its request as councillors, officers, members, employees or other agents of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been such a councillor, officer, member, employee or agent, except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the Association, provided, however, that as to any matter disposed of by a compromise payment by such councillor, officer, member, employee, or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the Association, after notice that it involved such indemnification: (a) by a disinterested majority of the councillors then in office; or (b) by a majority of the disinterested councillors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such councillor, officer, member, employee, or agent appears to have acted in good faith in the reasonable belief that his action was in the best interest of the Association; (c) by a majority of the disinterested members entitled to vote, voting as a single class.

Expenses, including counsel fees, reasonably incurred by any such councillor, officer, member, trustee, employee, or agent, in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the Association in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the Association if he shall be adjudicated to be not entitled to indemnification under Massachusetts General Laws, Chapter 180, Section 6. The right of indemnification here provided shall not be exclusive of or affect any other rights to which any councillor, officer, member, employer or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this paragraph, the terms "councillor", "officer", "member", "employee", and "agent" include their respective heirs, executors and administrators, and an "interested" councillor is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.

Ratified at the Annual Meeting, April 16, 1985.

Amended at the Annual Meeting, May 17, 1990.

Amended at the Annual Meeting, May 15, 1991.

Amended at a Special Meeting, October 3, 1993.

Amended at the Annual Meeting, May 14, 1998.

Amended by mail ballot, October 12, 2018.