

# **CONSTITUTION**

## **POCUMTUCK VALLEY MEMORIAL ASSOCIATION**

### **Article I. 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 craftworkers, 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, as set by the Council. Any member may terminate membership by filing a written resignation with the Secretary. Members in good standing, is defined by having paid their current annual dues 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 position becomes vacant between annual meetings, 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 make the rules and regulations guiding the operation of the Council, including a Code of Loyalty-Expectations and Disclosures. 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 fourteen (14) persons elected by the Members of the Association at the Annual Meeting (as set out in Article 7.1 below) to three year terms which shall be staggered so as to result in the election of approximately one third of the Councillors each year. The number shall be inclusive 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. Councillors must be Association members in good standing.

### **5.3**

The members of the Association 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 as defined in Article 3.

### **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 elected annually by the Council. The Executive Committee, with the Executive Director, shall have the combined authority to act in the interest of the full Council on matters needing immediate action in accordance with established policies. The full Council shall be informed of any decisions made by the Executive Committee and shall ratify such actions at the next Council meeting.

### **5.5.2**

A Finance Committee which consists of three persons including the Treasurer shall oversee the financial affairs of the Association and develop budgets and financial policies for approval by the Council.

### **5.5.3**

The Nominating Committee shall prepare the slate of officers and councilors for the vote at the Annual Meeting and by mail-in ballot.

### **5.5.4**

A Personnel Committee charged with overseeing the PVMA Personnel Policy; handling the succession process for the positions of Executive Director, Librarian of joint libraries and Curator; and addressing other personnel matters as directed by the Council or the Personnel Policies Handbook.

### **5.5.5**

A Buildings and Grounds Committee to advise on building repairs; aid in locating appropriate vendors; and oversee building repairs, improvements, and renovations.

### **5.5.6**

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.

## **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 first Sunday of November in each year unless postponed by the Council by August 31 of that year. The Annual Meeting may be adjourned to another date at that time. At the Annual Meeting, Councillors 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 as defined in Article 3. Fourteen (14) days prior to the Annual Meeting, ballots for the election of Councillors and Officers shall be mailed to all members presumed to be in good standing, as defined in Article 3. 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**

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.

A Special Meeting of the Association may be requested by a petition signed by 20% of the PVMA membership in good standing, as defined by Article 3, when a request to the President, Executive Committee, and PVMA Council shall all have been exhausted.

### **7.3**

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.

### **7.4**

Special meetings of the Council shall be held upon notice by the President after receiving a written request signed by six Councillors. Notice of the time and place of the special meeting shall be sent to each Councillor at least seven days before the meeting.

## **Article 8. FISCAL YEAR**

The fiscal year of the Association shall begin on the first day of July.

## **Article 9. MERGER**

Any proposed merger of PVMA with another corporation must be approved by a vote of two thirds of its members entitled to vote thereon in accordance with M.G.L. Chap. 180, Section 10. In addition, any formal consideration of merger by the Council requires that the membership shall be notified before any action is taken.

## **Article 10. AMENDMENTS**

The Council is responsible for periodically reviewing the Constitution and recommending amendments.

This Constitution may be amended only by printed ballot. Ballots will be mailed to the last known address of Members in good standing at *least two weeks prior to the designated ballot return date.*

*Mailed in ballots to be counted must be received by the designated ballot return date.*

Amendments must pass by two thirds of the signed printed ballots cast.

## **Article 11. RULES**

In the conduct of any meeting of the members, councilors or committee members of this Association, and whenever any question involving parliamentary procedure is involved, *unless otherwise specified in this document, Robert's Rules of Order, Revised* shall control.

## **Article 12. 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 on October 3, 1993.

Amended at the Annual Meeting, May 14, 1998.

Amended by mail ballot, October 12, 2018.

Amended by mail ballot, November 3, 2019.

Amended by mail ballot, August 18, 2021.