

MASSACHUSETTS HISTORICAL SOCIETY

Amended and Restated By-laws (Adopted June 24, 2015)

ARTICLE I Act of Incorporation, Location and Fiscal Year

1. The name and purpose of the Massachusetts Historical Society (the “Society”) shall be as set forth in the Society’s Act of Incorporation (1793 Mass. Acts, c. 36, as amended). These by-laws, the powers of the Society and its Board of Trustees (hereinafter sometimes, the “Trustees” or the “Board”), and all matters concerning the conduct and regulation of the affairs of the Society shall be subject to such provisions applicable thereto, if any, as are set forth in the Society’s Act of Incorporation and in chapter 180 the Massachusetts General Laws, as the same may be amended from time to time. All references in these by-laws to the articles of organization shall be construed to mean the Act of Incorporation as from time to time interpreted, amended or restated in accordance with the provisions of said chapter 180.
2. The principal office of the Society shall be situated at 1154 Boylston Street, Boston, Massachusetts, or at such other place within the Commonwealth of Massachusetts as may be designated by the Trustees.
3. Except as from time to time otherwise determined by the Trustees, the fiscal year of the Society shall in each year end on June 30.

ARTICLE II Fellows and Members

1. Persons meeting criteria established by the Trustees may be elected voting members of the Society at any annual or special meeting of the Society, and such voting members, as defined by Massachusetts law, shall be known, and are referred to herein, as the “Fellows”. The total number of Fellows may periodically be fixed by the Trustees. Election as a Trustee or Overseer of the Society in accordance with the provisions of Articles III and VI, below, shall also constitute election as a Fellow, to serve for a term equal to the term for which such Trustee or Overseer was elected. Only Fellows (including Trustees and Overseers elected as Fellows) may vote at meetings of the Society.
2. Persons of good character, wherever residing, may become non-voting members of the Society in accordance with terms and conditions from time to time established by the Trustees. The non-voting members of the Society shall be known and are referred to herein as the “Members”. The Trustees may create and amend from time to time

categories of Members with such dues or giving responsibilities and privileges as they deem appropriate. However, Members may not vote at meetings of the Society.

3. The Trustees may periodically set dues for Fellows and Members and may provide for categories of membership dependent upon levels of dues or giving. Fellows shall pay membership dues on a timely basis and shall enjoy the same privileges as do Members in the dues or giving category to which the Fellow chooses to belong.
4. No person shall be excluded from becoming a Fellow or a Member in any category because of race, religion, nationality, gender, sexual orientation, or ethnicity. Any Fellow may, by written notice to the Secretary, or to the chair of the committee of the Board of Trustees responsible for nomination of Fellows (hereinafter, the "Fellows Committee"), recommend a suitable person for nomination as a Fellow. The Fellows Committee shall periodically select from the names of individuals so delivered to the Secretary or to the chair of such Committee, and from the names of any other suitable persons then known to the members of the Committee, one or more persons to be nominated as a Fellow and the names so selected shall be presented to the Trustees. The Trustees shall select from the names so presented the nominees to be reported at the next meeting of the Society. The Secretary shall include in the notice of the following meeting of the Society a written description of the qualifications of the person or persons nominated, and at that meeting, a vote of the Fellows shall be taken on the election of the nominees in such manner as the Trustees may from time to time determine. No election shall be effective unless at least twenty votes are cast and unless two-thirds of the votes cast are in the affirmative.
5. The Annual Meeting and any Special Meetings of the Society shall be held at such time and place, within the Commonwealth of Massachusetts, as may be fixed by the Trustees. Special Meetings of the Society may periodically be called by the Board of Trustees or the Chair of the Board of Trustees (hereinafter the "Chair"). A Special Meeting shall also be called by the Secretary upon the written request of at least three Fellows. Written notice of the time, place and purposes of any Annual or Special Meetings shall be sent or given by the Secretary or some other Officer to each Fellow either in person, or by first class mail, overnight mail, electronic mail or facsimile transmission at least fourteen (14) days before such meeting. Whenever notice of a meeting is required to be given to a Fellow under any provision of law, the articles of organization or these by-laws, a written waiver thereof, executed before or after the meeting by a Fellow, and filed with the records of the meeting, shall be deemed equivalent to such notice.
6. Only Fellows may vote to elect new Fellows, to elect Trustees or to amend the by-laws. Twenty-five Fellows shall constitute a quorum for all permissible purposes. Only Fellows present at any meeting may vote, except that Fellows may vote by proxy or absentee ballot on proposed amendments to the articles of organization. The Chair and President shall determine the matters to be considered at the Annual or Special Meetings, provided that any subject proposed by two Fellows present at a meeting shall at their request be

considered at the next meeting, and further provided that a candidate for any office to be filled at the Annual Meeting may also be nominated by a petition signed by not fewer than twenty Fellows and filed with the Secretary five weeks prior to the Annual Meeting.

7. Any Fellow may resign at any time by giving written notice of his or her resignation to the Secretary or the Chair. Such resignation shall become effective as of the date filed or at such later date as shall be specified in the resignation.
8. Any Fellow may be removed with or without assignment of cause by vote of two-thirds of the Trustees then in office and present at a regular or special meeting of the Trustees.
9. Honorary Fellows may be elected from time to time by the Fellows, under the nomination and election procedures for Fellows described in Sections 4, 5 and 6 above. Such Honorary Fellows shall have no voting power and shall not be required to pay dues. To be eligible for election, individuals must have produced works of widely recognized excellence based on research of exceptional importance in the field of history, or be distinguished individuals occupying positions of authority in either the public or private sectors that relate to the advancement of history or which lead to the making of significant history.

ARTICLE III Board of Trustees

1. The governing body of the Society shall be the Board of Trustees, which shall be composed of no fewer than six (6) nor more than twenty-five (25) Trustees, including any Trustees who may also be serving as Officers of the Society. The precise number of Trustees at various times shall be established by the Trustees when they submit candidates for election by the Fellows at the Annual Meeting of the Society. The individual Trustees shall be chosen by majority vote of the Fellows present and voting at an Annual Meeting at which a quorum is present. A Trustee's term shall start at the beginning of the fiscal year following the Annual Meeting at which she or he is elected and shall ordinarily terminate after four years at the end of the fourth fiscal year.
2. While an individual Trustee's term of office shall ordinarily be for four years, a Trustee may be elected by the Fellows for a shorter term upon the Trustees' recommendation. A shorter term may be chosen for any reasons the Board deems advantageous to the Society, such as to prevent excessive Board turnover in a given year.
3. No Trustee shall serve more than two consecutive terms, or if greater, eight consecutive years, as a Trustee; provided, however, that (a) any Trustee who would be prevented from being nominated and re-elected for an additional term under the foregoing rule may continue to serve as a Trustee for the period for which he or she is elected to serve as an Officer; (b) any Trustee currently serving as an Officer, but not nominated by the

Trustees for reelection as an Officer in the next fiscal year, shall be eligible for nomination and re-election to one additional four-year term as a Trustee; and (c) after one or more years off the Board, any former Trustee or Officer shall be eligible for nomination and re-election to the Board subject to the same term limits as new Trustees.

4. The Trustees shall exercise general oversight of the work of the Society, shall approve the annual budget and all major policies. The Trustees shall have and may exercise all the corporate powers of the Society provided for in these by-laws and in the laws of the Commonwealth of Massachusetts. The Trustees may by general resolution delegate to committees of their own number, to Officers of the Society, to the President or other staff members, or to Fellows or Members, such powers not inconsistent with the laws of the Commonwealth of Massachusetts, as they see fit.
5. Any Trustee may resign at any time by giving written notice of such resignation to the Secretary or Chair. Such resignation shall become effective as of the date filed or at such later date as shall be specified in the resignation.
6. Any Trustee may be removed with or without assignment of cause by vote of two-thirds of the Trustees then in office and present at a regular or special meeting of the Trustees.
7. Any vacancies on the Board of Trustees occurring during the year may be filled by the Trustees. Any Trustee so chosen shall hold office until the end of the fiscal year during which he or she was chosen, at which time the vacancy shall be filled by the normal elective process. Such partial years shall not count toward term limits. For purposes of this Section, vacancies in the office of Trustee shall be deemed to exist whenever, and to the extent that, the number of currently serving Trustees is fewer than the maximum permitted under Section 1 of this Article.
8. There shall be no fewer than four regular meetings of the Trustees during each fiscal year of the Society.
9. A special meeting of the Trustees shall be held at any time by order of the Chair, or by written request from the Treasurer or three or more Trustees filed with the Secretary. The order or request, as the case may be, shall specify the purpose of the special meeting.
10. Written notices of the time and place of all regular Trustee meetings for each fiscal year shall be sent to all Trustees prior to the last regular meeting of the prior fiscal year. Notice of any change in the schedule of regular meetings shall be sent to all Trustees at least fourteen (14) days prior to the new meeting date. It shall be reasonable and sufficient notice to a Trustee to provide notice in person or by telephone, first class mail, overnight mail, electronic mail or facsimile transmission. Whenever notice of a meeting is required to be given to a Trustee under any provision of law, the articles of organization or these by-laws, a written waiver thereof, executed before or after the

meeting by such Trustee and filed with the records of the meeting, shall be deemed equivalent to such notice.

11. Notices of a special meeting of the Trustees shall be sent by overnight mail, facsimile transmission or electronic mail or given by telephone to all Trustees at least forty-eight hours prior to the special meeting. The notices shall specify the time, place and purpose of the special meeting.
12. At any meeting of the Trustees, the presence of one half of all the then current Trustees shall constitute a quorum for the transaction of business, and the act of a majority of the Trustees present at a meeting at which there is a quorum shall be the act of the Trustees, except as may be otherwise specifically provided by statute or by these by-laws. Whether or not a quorum is present, any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, and the meeting may be held as adjourned without further notice. Under extenuating circumstances with approval of the Chair, Trustees may participate in a meeting of the Trustees by means of a conference telephone or similar communications equipment by means of which all Trustees participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at the meeting. In addition, any action required or permitted to be taken at any meeting of the Trustees may be taken without a meeting if all the Trustees consent to the action in writing (including by electronic mail) and the written consents are filed with the records of the meetings of the Trustees. Such written consent shall be treated for all purposes as a vote of the Trustees at a meeting.
13. The Trustees may elect as Trustee Emeritus/Emerita any former Trustee who has completed her or his term as Trustee and whose consistent service to the Board and the Society merits this title.
14. In truly exceptional cases, upon recommendation of the Trustees, the Fellows may elect as Life Trustee a former Trustee or other distinguished person, whose extraordinary service to the Society merits this distinction. There will normally be very few Life Trustees. Examples of likely candidates for this distinction include previous Chairs of the Board of Trustees or other Officers whose long and outstanding service to the Society should be rewarded by this title. A Life Trustee may, if he or she wishes, receive notices of and attend Trustee meetings, but may not vote and will not be counted in determining the maximum number of Trustees as set forth in Article II, section 1, nor for purposes of determining a quorum.

ARTICLE IV Officers

1. The Officers of the Society shall be a Chair, a President, one or more Vice Chairs, a Treasurer, a Secretary, a Chair of the Council of Overseers and such other Officers or

assistant Officers with such powers and duties not inconsistent with these by-laws as may be elected by the Trustees. The Chair, Vice Chair(s), Treasurer, Secretary and Chair of the Council of Overseers shall be elected from among the Trustees.

2. The Chair, Vice Chairs(s), Treasurer, and Secretary and any other Trustee elected as an Officer shall be elected annually by the Trustees for a one-year term at the last regular meeting of the Trustees during each fiscal year. The President shall be elected by the Trustees from time to time and shall serve on the terms of any employment contract approved by the Board and otherwise at the pleasure of the Board. The Chair, Vice-Chair(s), Treasurer, Secretary and any other Officer(s) elected by the Board shall not hold the same or any other office for more than a total of ten years.
3. Officer's terms, except for the term of the President, shall coincide with the fiscal year of the Society that follows the Trustees' meeting at which they are elected.
4. Officers may be removed with or without assignment of cause by vote of two-thirds of the Trustees then in office and present at a special or regular meeting of the Trustees. Any Officer may resign at any time by giving written notice of his or her resignation to the Secretary or the Chair. Such resignation shall become effective as of the date filed or at such later date as shall be specified in the resignation.
5. If the office of any Officer becomes vacant, the Trustees may elect a successor. Each successor to the Chair, Vice Chair(s), Treasurer or Secretary shall be elected from among the Trustees. Each successor shall hold office for the unexpired term of the successor's predecessor and until a successor shall be elected and qualified, or until the individual sooner dies, is removed or becomes disqualified.
6. The Chair shall oversee the work of the Society with the advice of the Trustees, and shall preside at all meetings of the Trustees and the Society. The Chair shall be an *ex officio* voting member of all committees of the Society. In the temporary absence of the Chair, the Vice Chair (or if there is more than one Vice Chair, the Vice Chair with the longest tenure in that office) shall assume his or her responsibilities. In the absence of the Vice Chair, the next most senior Vice Chair(s), if any, the Treasurer and the Secretary, in that order, shall assume the Chair's responsibilities.
7. The President shall be the chief executive officer of the Society and shall administer the policies of the Society as established by the Trustees and shall supervise the operations and fiscal management of the Society. The President shall have the power, subject to these by-laws, to hire and discharge all employees of the Society and shall be an *ex officio* voting member of the Board of Trustees and of all committees, except the committee with responsibility for the audit.

8. The Treasurer shall be the officer charged with oversight of the financial affairs of the Society and of its investments. With the approval of the Trustees, to be renewed annually, the Treasurer and other Officers of the Society or members of the staff may be given the authority to withdraw bank deposits, either jointly or singly, in such amounts as the Trustees may determine. The Treasurer shall have such other duties and powers as the Board of Trustees may determine.
9. The Secretary shall be the officer responsible for oversight of the issuance of notices of all Trustee meetings and of the Society, the maintenance of accurate digital and printed records, capable of being searched by word or topic, of the proceedings of the Board of Trustees and of the meetings of the Society, and custody, except as otherwise provided, of the corporate seal, all papers and reports that are ordered to be placed on file, and all documents and letters relating to the official business of these bodies. All proceedings, documents, and records, or copies thereof, shall be kept on file at the Society's principal office.
10. The Chair of the Council of Overseers shall oversee the work of the Council of Overseers (the "Overseers") with the advice of the Trustees, shall preside at all meetings of the Overseers and shall be responsible for the issuance of notices of all Overseers meetings.

ARTICLE V Committees

1. The Trustees shall establish and maintain such one or more Standing Committees as they may determine necessary to carry out their recurring responsibilities under these by-laws, including, without limitation, their responsibilities for collections, research, publications, programs, education, finances, investments, risk management, audits, facilities, information technology, governance, nominations and fundraising. In addition to the Fellows Committee described in Article II, the Standing Committees may include but need not be limited to committees with oversight over audits, development, facilities, finance, governance, investments, the collections, research, programs, and publications. The Trustees shall have authority to combine, eliminate, rename or reorganize such Standing Committees, and to create such additional Standing Committees, as they may determine necessary and appropriate from time to time. The membership of the Standing Committees described in these by-laws may include Trustees, Overseers, Fellows, and Members of the Society. The Chair shall appoint and may remove chairs, vice chairs, and members of all Standing Committees. Members of Standing Committees may serve no more than two consecutive four-year terms or, if greater, eight consecutive years, on the same committee.
2. Each Standing Committee shall have a charter describing its duties and responsibilities. These charters will be reviewed and revised periodically by the Governance Committee

to make sure they are currently appropriate and any revisions recommended by the Governance Committee shall be approved by the Trustees.

3. The Chair, with the approval of the Trustees, may from time to time appoint such ad hoc committees for such purposes and for such terms of office as may be specified. The membership of such committees may include Trustees, Overseers, Fellows, Members and non-members of the Society.
4. The Trustees may establish support groups such as Friends for such purposes and upon such terms (other than the right to vote as Fellows) as the Trustees may determine.
5. A quorum for all committee meetings shall be a majority of the committee's members.

ARTICLE VI Council of Overseers

1. The Council of Overseers shall be a non-governing body of the Society that provides assistance and advice to the Society and shall be composed of no fewer than ten (10) and no more than fifty (50) Overseers serving at any time. The precise number of Overseers at various times shall be established by the Trustees when they submit candidates for election by the Fellows at a Special or Annual Meeting of the Society. Upon nomination by the Trustees, individual Overseers shall be elected by majority vote of the Fellows present and voting at a Special or Annual Meeting at which a quorum is present. An Overseer's term shall start at the beginning of the fiscal year following the Special or Annual Meeting at which he or she is elected and shall ordinarily terminate after four (4) years at the end of the fourth fiscal year, provided, however, that an Overseer may be elected for a shorter term upon the Trustees' recommendation.
2. The Council of Overseers shall have a Chair, and in accordance with the provisions of Article IV, he or she shall be elected by the Trustees from among their number. The Chair of the Council shall be an *ex officio* Overseer during the term of his or her service as Chair. The Chair of the Council may, from time to time in consultation with the Board Chair, designate one or more vice-chairs of the Council from among the Overseers, establish one or more ad hoc committees, and appoint and remove chairs and members of such committee(s) from among the Trustees and Overseers.
3. No Overseer shall serve more than two consecutive terms or, if greater, eight consecutive years, as an Overseer; provided, however, that after one or more years off the Council, any former Overseer shall be eligible for nomination and re-election to the Council subject to the same term limits as new Overseers.

4. The Trustees may from time to time adopt additional policies and procedures for the Council of Overseers.
5. There shall annually be one or more meetings of the Overseers, at least one of which shall be held at the Society's principal office. The Chair of the Overseers shall be responsible for calling each meeting, and during those meetings, Overseers will be briefed on the current activities of and challenges facing the Society. Suggestions of the Overseers with respect to those activities and challenges, as well as other ideas or advice from the Overseers, shall be reflected in minutes that are recorded by a temporary secretary designated by the Chair of the Overseers at each meeting. Such minutes shall be distributed to the Overseers and to the Trustees.
6. Any Overseer may resign at any time by giving written notice of his or her resignation to the Secretary or the Chair of the Overseers. Such resignation shall become effective as of the date filed or at such later date as shall be specified in the resignation.
7. Any Overseer may be removed with or without assignment of cause by vote of two-thirds of the Trustees then in office and present at a regular or special meeting of the Trustees..
8. Any vacancies on the Council of Overseers occurring during the year may be filled by the Trustees. Any Overseers so chosen shall hold office until the end of the fiscal year during which he or she was chosen, at which time the vacancy shall be filled by the normal elective process. Such partial year shall not count toward an Overseer's term limits. For purposes of this Section, vacancies in the office of Overseer shall be deemed to exist whenever, and to the extent that, the number of currently serving Overseers is fewer than the maximum permitted under Section 1 of this Article.
9. Written notices of the time and place of all Overseers meetings shall be sent to all Overseers at least fourteen (14) days prior to such meetings. It shall be reasonable and sufficient notice to an Overseer to provide notice in person or by first class mail, overnight mail, electronic mail or facsimile transmission.

ARTICLE VII Indemnification and Personal Liability

1. The Society may, to the extent legally permissible, indemnify each of its Trustees, Members, Fellows, Overseers, committee members, Officers, agents and employees (hereinafter collectively referred to as "Officer") while in office and thereafter (and the heirs, executors and administrators of such Officer) against all expenses and liabilities which he or she has reasonably incurred in connection with or arising out of any action or threatened action, suit of proceeding in which he or she may be involved by reason of his or her being or having been an Officer of the Society. Such expenses and liabilities shall include, but not be limited to, judgments, court costs and attorney's fees and the cost of

reasonable settlements, provided that no such indemnification shall be made in relation to matters as to which such Officer shall be finally adjudged in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the Society. In the event that a settlement or compromise of such action, suit or proceeding is effected, indemnification may be had, but only if the Trustees shall have been furnished with an opinion of counsel for the Society to the effect that such a settlement or compromise is in the best interests of the Society and that such Officer appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Society, and if the Trustees shall have adopted a resolution approving such settlement or compromise. Indemnification hereunder may, in the discretion of the Trustees, include payment by the Society of costs and 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 person indemnified to repay such payment if he or she shall be adjudicated not to be entitled to indemnification hereunder.

2. The foregoing right of indemnification shall not be exclusive of other rights to which any such Officer may be entitled as a matter of law.
3. The Members, Overseers, Fellows, Trustees and Officers of the Society shall not be personally liable for any debt, liability or obligation to the Society. All persons, corporations or other entities extending credit to, or contracting with, or having any claim against, the Society, may look only to the funds and property of the Society for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Society.

ARTICLE VII Amendments

1. These by-laws may be amended by a two-thirds vote of all the Fellows present at any meeting of the Society at which a quorum is present, provided that notice of the proposed amendments, together with the positive recommendations of the Trustees in regard thereto, shall be set forth in the call for such meeting.