

# Falmouth Historical Society Annual Meeting

Online via Zoom Meetings—January 18, 2022

## Proposed Actions Involving Society Bylaws

Two administrative issues require action to prevent disruption to regular operation of the Society. The Society President is seeking the membership's assent to the proposed actions.

### Background

*Forestalling loss of officers and directors.* The Society is fortunate to have a cohesive and competent body of officers and directors. Thanks to technology, the Society has sustained an operational tempo at close to pre-pandemic levels. Some activities, however, are best conducted in person and this includes recruitment of volunteers. Active volunteers become directors, and experienced directors become officers. This process has been interrupted by the pandemic and hopes for a rapid return to normalcy have been dashed. The members now serving as officers reach their term limits with this Annual Meeting. The Society has a succession plan, but with recruitment of fresh volunteers stalled, and our current volunteers wearing multiple hats, the least disruptive solution is to have the incumbents continue in their current roles until recruitment of volunteers can be restarted. The proposed action: Temporary suspension of term limits.

*Ensuring good financial administration.* The Society's financial affairs are in good order. We are making timely and accurate filings required by federal and state authorities necessary to preserve our status as a public charity and (for sales of merchandise) a "bookstore." Those government filings require meticulous bookkeeping which is possible only by using computer applications designed to handle the special reporting requirements of nonprofits. The scope and complexity of the Society's financial administration has grown substantially (as is reflected in the Treasurer's Report). The job of Society Treasurer is now more than a one-person job. The Treasurer needs one or more Assistant Treasurers to

share the workload and ensure continuity. The Bylaws provide for an Assistant Treasurer but do not specify roles and responsibilities. Financial institutions can be finicky about such details. Some have actually gone to the Society website and examined the Bylaws and minutes of Board meetings. The proposed action: Amend the Society Bylaws to clarify the role of Assistant Treasurers.

## **Proposed Actions**

At its December monthly meeting, the Board adopted two resolutions to be brought to Annual Meeting on January 18, 2022, for a vote by the members present in accordance with Article XIV, Section A of the Bylaws.

### Temporary Suspension of Term Limits

*Whereas the ongoing pandemic has impeded normal activities for recruitment of officers and directors, the Board of Directors of The Falmouth Historical Society resolves that, subject to approval by the membership, the provisions of Article IV, Section C of the Society Bylaws establishing term limits for officers and directors be suspended until such time that the Board of Directors determines conditions allow a return to the status quo ante. This resolution will be presented to the membership for approval at the Annual Meeting of the Society.*

### Ensuring Compliance with Federal and State Law

*Whereas timely and accurate financial reporting to government authorities is necessary to retain the Society's status as a public charity, and compliance depends upon competence and continuity in the office of the Society Treasurer, the Board of Directors of The Falmouth Historical Society resolves that, subject to approval by the membership, Article III, Section I of the Society Bylaws be amended to clarify the role of Assistant Treasurer:*

#### **Section I. Assistant Treasurer**

The Board itself may elect an one or more Assistant Treasurers ~~if the~~

~~need arises.~~ Assistant Treasurers shall perform any or all functions specified in Article III, Section H as directed by the Treasurer or President. An Assistant Treasurer shall serve as Acting Treasurer in the absence of the Treasurer. Assistant Treasurers shall be *ex officio* members of the Board except when acting as Treasurer. The provisions of Article IV, Section C pertaining to term limits shall not apply to Assistant Treasurers.

*This resolution will be presented to the membership for approval at the Annual Meeting of the Society.*