

AMENDED AND RESTATED CONSTITUTION OF  
THE RHODE ISLAND HISTORICAL SOCIETY

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AMENDED AND RESTATED CONSTITUTION OF  
THE RHODE ISLAND HISTORICAL SOCIETY

ARTICLE I - NAME

Section 1-1. The name of this Society shall be The Rhode Island Historical Society.

ARTICLE II - OBJECT AND PURPOSE

Section 2-1. The object and purpose of this Society shall be to procure and preserve whatever relates to the history of the State of Rhode Island. To accomplish the aforesaid object and purpose of the Society, its activities shall include the following, to which, however, it is in no way limited: To collect and preserve books, pamphlets, maps, manuscripts, prints, papers, paintings, furniture, furnishings, decorative objects and materials, manufactured items and other historical material and properties relating to the history of the State; to maintain a library or libraries, museum or museums for the purpose of exhibiting and illustrating the antiquities and the past and present conditions and resources of Rhode Island; to encourage and promote the study of history by lectures, exhibits and other means, and to publish and diffuse information relative to the description and history of the State.

ARTICLE III - MEMBERSHIP AND DUES

Section 3-1. The Rhode Island Historical Society shall be composed of such classes of membership as the Board of Trustees

shall from time to time designate, with such privileges as it may determine and under such rules and regulations, including procedures for admission to membership and amount of dues and time of payment of same, as the Board of Trustees shall from time to time adopt.

Section 3-2. Any member who neglects to pay the annual dues for the period of one year may, after a demand for payment made by the Treasurer in writing, be dropped by the Board of Trustees from the membership roll of the Society.

#### ARTICLE IV - FISCAL YEAR

Section 4-1. The fiscal year of the Society shall be July 1 to June 30 in each year.

#### ARTICLE V - BOARD OF TRUSTEES

Section 5-1. The Society shall have a Board of Trustees whose membership, duties and powers shall be as hereinafter set forth.

Section 5-2. The Board of Trustees shall consist of the officers of the Society, the chairman of each standing committee, the State Librarian, ex officio, and members at large. There shall be such number of members at large, not more than seven, as the Board of Trustees shall from time to time determine. Except in the first election held after the adoption of this Constitution, all Trustees are to be elected for three (3) year staggered terms, to the end that approximately one-third of the Board will be elected annually. In the first election held after the adoption of this Constitution, approximately one-third of the Trustees shall be

elected for a one year term, one-third for a two year term and the remainder for a three year term. Except in the case of the State Librarian, who serves ex officio, a member of the Board of Trustees who has completed six (6) years of continuous service on the Board shall not be eligible for re-election until the expiration of twelve (12) months following the expiration or termination of his or her last term of service; provided, however, that no period of service as President shall be included in computing the number of years of continuous service on the Board, and provided further that, in the case of nominations to the Board of Trustees for the first election after the adoption of this Constitution, no period of service as Trustee in excess of three (3) years shall be included in computing the number of years of the nominee's continuous service on the Board.

Section 5-3. The Board of Trustees shall have general responsibility for governance of the Society, establishing policy for the collections, finances, programs and property of the Society. The Board of Trustees shall control the accession and the disposition of any objects of the collections of the Society, whether by purchase, gift, sale or trade, or in the case of important objects, loans, after the appropriate standing committee shall have referred its recommendations to the Board.

Section 5-4. No license of court shall be requisite to the validity of any transaction entered into by the Board of Trustees and the Trustees shall have full power and absolute discretion to

authorize one or more officers of the Society to execute, acknowledge, seal and deliver any and all deeds, leases, contracts, promissory notes, mortgages, agreements or any other instruments necessary or proper in the judgment of the Trustees to carry such transactions into effect. No purchaser or other party dealing with the Trustees shall be under any obligation to see to the application of purchase moneys or of any money or property delivered to the Trustees or to the officer so authorized, or to see that the terms and conditions of this Constitution have been complied with. Every instrument executed and delivered by a person who according to the records of the Society appears to be authorized hereunder shall be conclusive evidence in favor of every person relying thereon that at the time of the delivery thereof such person was duly authorized by the Board of Trustees to execute and deliver same. Any person dealing with the Board of Trustees may conclusively rely upon a certificate signed by the Secretary of the Society setting forth the existence or non-existence of any fact or facts which are a condition precedent or otherwise germane to any action taken.

Section 5-5. Any vacancy occurring in the Board of Trustees may be filled by vote of the remaining Trustees. A member of the Board of Trustees elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 5-6. The Board of Trustees shall annually adopt a budget and appropriate from the income of the Society the amounts

to be expended by the Director pursuant thereto, and no liabilities in excess thereof nor any transfer between budget categories shall be incurred or effected without the authorization of the Board of Trustees.

ARTICLE VI - MEETINGS OF BOARD OF TRUSTEES

Section 6-1. The Board of Trustees shall meet not less than five (5) times a year at the call of the President. Each such meeting shall be held at such place within the State of Rhode Island as shall be stated in the notice of the meeting.

Section 6-2. A special meeting of the Board of Trustees for any purpose or purposes may be called by the President or by any five (5) members of the Board of Trustees. Any such call shall state the purpose or purposes of such special meeting.

Section 6-3. Written notice of each meeting stating the place, day and hour of the meeting (and the purpose or purposes of any special meeting), shall be given by or at the direction of the President, the Secretary or the persons calling the meeting, to each Trustee not less than five (5) days before the meeting. Business transacted at a special meeting shall be limited to the purposes stated in the notice of meeting.

Section 6-4. Six (6) Trustees holding office at the time shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees. If, however, such quorum shall not be present at any such meeting, the presiding officer shall

have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified. If the adjournment is for more than seven (7) days, a notice of the adjourned meeting shall be given to each Trustee. When a quorum is present at any meeting, the vote of a majority of those present (but not less than 5) shall decide any question brought before such meeting, unless the vote of a greater number is required hereunder.

Section 6-5. Whenever for any reason notice is required to be given to any person, such notice may be given by mail, addressed to such person at his address as it appears in the records of the Society with postage thereon prepaid, and such notice shall be deemed to be delivered and mailed at the time when the same shall be deposited in the United States mails in the State of Rhode Island. In addition, like notice of meetings of the Board of Trustees may be given personally or by telephone or by telegram.

Section 6-6. Whenever any notice is required to be given for any reason, a waiver thereof in writing, signed by the person or persons entitled to such notice, shall be deemed equivalent to the receipt of such notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends such meeting for the express purpose of object-

ing to the transaction of any business thereat because such meeting is not lawfully called or convened.

#### ARTICLE VII - OFFICERS

Section 7-1. The officers of the Society shall be a President, a First Vice President, a Second Vice President, a Secretary, an Assistant Secretary, a Treasurer and an Assistant Treasurer. Said officers shall be elected annually by the membership at the annual meeting in each year to serve until the next annual meeting or until their successors are elected. The Board of Trustees may from time to time appoint such other officers and delegate and assign to them such duties and powers as it may deem advisable.

#### ARTICLE VIII - EXECUTIVE COMMITTEE

Section 8-1. The Executive Committee shall consist of the President, the First Vice President, the Second Vice President, the Secretary and the Treasurer. The President may, in his discretion, from time to time appoint not more than two other members of the Board of Trustees to be a member of the Executive Committee for such period as the President shall determine. The Executive Committee shall meet at the call of the President or of any 3 of its members. Written notice of each meeting of the Executive Committee, stating the place, day and the hour of the meeting shall be given by or at the direction of the President, the Secretary or other persons calling the meeting, to each member of the Executive Committee, not less than 1 day before the meeting. A copy of the notice of such meeting of the Executive Committee and of

the Agenda of such meeting, if there be such an Agenda, shall also be given to each member of the Board of Trustees not less than one day before the meeting, but failure to give such notice or furnish such copy shall not prevent the holding of such meeting or invalidate any action taken thereat.

Section 8-2. During the intervals between meetings of the Board of Trustees, the Executive Committee shall have and may exercise all of the powers of the Board of Trustees in the management and direction of the affairs of the Society, except that it shall have no power to sell or dispose of any substantial part of the physical assets of the Society. The presence of that number of members of the Executive Committee which is equal to the full membership less two shall constitute a quorum for the transaction of all business at any meeting of the Executive Committee and the vote of a majority of the members so present shall decide any question or matter brought before such meeting. All actions of the Executive Committee shall be reported to the Board of Trustees at its next regular or special meeting and shall, except as to completed transactions, be subject to the approval of the Board of Trustees. It shall be the responsibility of the Executive Committee to monitor progress in the implementation of the Society's Long Range Plan and, at intervals of not less than three nor more than five years to recommend to the Board of Trustees that an ad hoc committee be appointed for the purpose of reviewing and amending the Long Range Plan.

ARTICLE IX - DIRECTOR

Section 9-1. There shall be a Director who shall be appointed by and whose term of office and compensation shall be fixed by the Board of Trustees. Subject to the direction and approval of the Board of Trustees, the Director shall have general supervision of the affairs of the Society and shall employ all necessary employees of the Society. He shall be or shall designate a member or members of the staff to be Secretary to each of the standing committees and shall keep their records.

ARTICLE X - POWERS AND DUTIES OF OFFICERS

Section 10-1. The President shall preside at all meetings of the Society and at all meetings of the Board of Trustees at which he is present. He shall be, ex officio, a member of the Board of Trustees, of each of the standing committees and Chairman of the Executive Committee, and shall exercise general supervision of the affairs of the Society and shall perform such other duties as usually appertain to the office of President or which are specifically assigned to him by the Board of Trustees. In the absence of the President, the First Vice President or, in his absence, the Second Vice President shall preside.

Section 10-2. The Secretary shall attend and keep records of the meetings of the Society. He shall give notice of all meetings of the Society and of the Board of Trustees. He shall perform all of the duties usually pertaining to the office of Secretary and such other duties as the President or the Board of Trustees shall prescribe.

Section 10-5. The Treasurer, or such agent as is designated by the Treasurer in writing, shall collect and receive all monies that may be due the Society and shall, on behalf of the Society, endorse for collection, transfer or deposit to the credit of the Society, in such bank or depository as the President or the Board of Trustees may designate, all notes, bills of exchange, drafts, checks and other obligations for the payment of money which may be received by the Society. Subject to such regulations as the Board of Trustees may from time to time prescribe, the Treasurer shall have custody of all funds and securities belonging to the Society. All checks, drafts, or other orders for the payment of money, notes, or other indebtedness issued in the name of the Society shall be signed by the Treasurer or two of such agents as the Treasurer shall designate in writing. The Treasurer shall render to the Board of Trustees at least quarterly and at other times when requested, in such form as the Board shall require an accounting of the transactions of the Treasurer and of the financial condition of the Society. He shall, in general, perform all duties and possess all of the authority usually incident to the office of Treasurer and shall have all such other duties and possess such other authority as may from time to time be assigned to him by the Board of Trustees. The Treasurer shall be a member, ex officio, of the Finance and Investment Committee.

When authorized by the Finance and Investment Committee, the Treasurer or such agent as is designated by the Treasurer in writing shall execute any and all assignments, transfers, endorsements or other instruments including proxies necessary or desirable to carry out the decisions of the Finance and Investment Committee.

Section 10.4. The Assistant Secretary, in the absence of the Secretary, shall perform all of the duties of the Secretary and shall also perform such other duties as the Secretary shall prescribe.

Section 10.5. The Assistant Treasurer, in the absence of the Treasurer, shall perform the duties of Treasurer and shall also perform such other duties as the Treasurer shall prescribe.

#### ARTICLE XI - COMMITTEES

Section 11-1. The standing committees of the Society shall be the following, whose functions shall in all cases be subject to the advice, approval and control of the Board of Trustees: -

Audit

Buildings and Grounds

Community Relations and Development

Education

Finance and Investment

Library

Museum

Publications

The Board of Trustees shall have the power at any time and from time to time to appoint such other committees as it shall deem necessary or desirable.

Section 11-2. The Chair of each standing committee shall be elected by the membership of the Society. Vacancies in the Chair shall be filled by the Board of Trustees.

Section 11-3. Each standing committee shall consist of at least five members at large, but no more than nine, with the exception of the Audit Committee which shall consist of not less than three but not more than five members. The members of the standing committees shall be chosen at the Annual Meeting of the Society in each year to serve until the next Annual Meeting or until their successors are chosen. Vacancies on any of the standing committees may be filled by the Board of Trustees or by the Executive Committee. Each standing committee shall have the power to create one or more subcommittees to carry out any of its responsibilities. The members of such subcommittees shall be appointed by the Chair of the standing committee. At least one member of each subcommittee shall be a member of the standing committee by which it was established.

Section 11-4. The Audit Committee shall, before the Annual Meeting, review the Treasurer's accounts and the report of the independent certified public accountant, and render a written report of its findings to such Meeting.

Section 11-5. The Buildings and Grounds Committee shall have charge of the real property of the Society and see that it is kept in proper condition and repair.

Section 11-6. The Community Relations and Development Committee is charged with responsibility to make the implementation of the Long Range Plan possible by identifying and cultivating funding sources. It shall also recommend priorities for special

projects and capital improvements to the Board of Trustees. It shall assist in the planning and conduct of public events and membership activities so as to carry out and support the mission and purposes of the Society and to disseminate information thereof to the largest possible audience. It shall also be responsible for the membership of the Society and shall make such recommendations to the Board and take such action in concert with staff as it deems best to attract members to the Society and to assure their continuing interest and support for the Society's purposes and programs.

Section 11-7. The Education Committee shall have responsibility for arranging and supervising lectures and other educational programs and activities of the Society.

Section 11-8. The Finance and Investment Committee shall have the control and management of the permanent funds of the Society with full power of sale, investment, reinvestment and change of investment of all or any part of said funds, and also to take any and all necessary or advisable action in connection with a reorganization of any company in which any portion of said funds may be invested. The Finance and Investment Committee shall advise and direct the Treasurer, who shall be a member of said committee ex officio, regarding the custody of said funds and the above matters. The Finance and Investment Committee may authorize the Treasurer to place part or all of the funds of the Society in an agency or custodian or similar account with some suitable bank or trust company and to execute all necessary instruments to effect

the same. This committee shall also be responsible for the preparation of the budget of the Society for each fiscal year and in connection therewith shall receive from the Director, and from the other standing committees, when appropriate, recommendations for the allocation of the disposable funds of the Society available for operations. The Committee will then recommend a budget to be considered and adopted by the Board of Trustees for the ensuing fiscal year.

Section 11-9. The Library Committee shall have charge of the acquisition, custody, care and disposition of books and other printed material, manuscripts and graphic possessions of the Society, and shall recommend to the Board of Trustees from time to time needful rules and regulations for the use and protection of the same. The Library Committee shall delegate to two of its members responsibility for advising the committee as to the condition of the genealogical collections at the Society's library and such action as would improve their use.

Section 11-10. The Museum Committee shall have responsibility for the acquisition, custody, care and disposition purchase of all the museum collections of the Society, other than books and other printed material, manuscript and graphic possessions of the Society and shall recommend to the Board of Trustees from time to time needful rules and regulations for the use and protection of the same, and shall have general supervision and control of the exhibit program of the Society. The Museum Committee shall also

have responsibility for and control of all permanent alterations to the museums of the Society, exterior and interior, and to the grounds thereof. The Museum Committee shall also arrange for and supervise the reproduction and sale of items from the Museum's collections.

Section 11-11. The Publications Committee shall have charge of the preparation, printing and distribution of all the publications of the Society. The Publications Committee shall also be responsible for recommending to the Board of Trustees, from time to time, the names of persons whom it believes should be elected Fellows of the Society.

#### ARTICLE XII - NOMINATING COMMITTEE

Section 12-1. There shall be a Nominating Committee of five persons who shall be named by the Executive Committee but no one of whom shall be a member of the Executive Committee, which Nominating Committee shall furnish to the Secretary in writing not less than three weeks before the date of the next Annual Meeting a list of nominations for officers and for chair and members of the standing committees. Counter nominations may be made from the floor.

#### ARTICLE XIII - INDEMNIFICATION

Section 13-1. Any person who at any time serves or shall have served as a member of the Board of Trustees or as an officer or Director of the Society, whether or not in office at the time, shall be indemnified and reimbursed against and for any and all

claims and liabilities to which he may be or become subject by reason of such service and against and for any and all expenses necessarily incurred or amounts paid in connection with the defense or reasonable settlement of any legal or administrative proceedings to which he is made a party by reason of such service, except in relation to matters as to which he shall be finally adjudged to be liable for negligence or misconduct in the performance of his official duties. Such right of indemnification and reimbursement shall also extend to the personal representatives of any such person. Such rights shall not be deemed exclusive of any other rights to which any person or his personal representatives may be entitled under any other agreement or vote of the Board of Trustees.

#### ARTICLE XIV - ENDOWMENT FUNDS AND PROPERTY OF THE SOCIETY

Section 14-1. All monies received by the Society by gift or bequest in which the donor designates that the principal be held intact and only the income used for the general uses and purposes of the Society or for a special designated use, shall constitute the Restricted Endowment Fund. The Restricted Endowment Fund shall be kept invested by the Finance and Investment Committee and no part of it, except the income, shall be expended for any purpose except for investment or reinvestment and for such purposes as are authorized by the terms of such gift or bequest.

Section 14-2. All monies received by the Society by gift or bequest, when so designated by the donor, and such other sums as the Board of Trustees may direct, shall constitute the John Brown

House Fund. The John Brown House Fund shall be kept invested by the Finance and Investment Committee, the principal shall be preserved intact, and the income only shall be used for the care, preservation, maintenance and restoration of the John Brown House, the upkeep of its grounds and trees and the payment of premiums for insurance on the John Brown House and its contents, and, when excess income is available for the purpose, then for such aspects of the operation of the John Brown House, of the programs carried on at the John Brown House and the collections maintained in the John Brown House as the Board of Trustees shall from time to time determine, and for no other purpose.

Section 14-3. All other monies received by the Society by gift or bequest, unless otherwise designated by the donor, and such other sums as the Board of Trustees shall from time to time direct, shall constitute the Permanent Endowment Fund. The Permanent Endowment Fund shall be kept invested by the Finance and Investment Committee and no part of it, except the income, shall be expended for any purpose except investment or reinvestment, without the approval of the Board of Trustees as to sums aggregating less than Twenty-five Thousand Dollars (\$25,000) in any one fiscal year, and, for sums in excess thereof, without the approval of two-thirds of the members present and voting at a regular or special meeting of the Society, the call for which shall state the substance of the matter upon which action is to be taken. The "Aldrich House Fund", so-called, shall be deemed a part of

the Permanent Endowment Fund, for which a separate account shall be maintained.

Section 14-4. The sale, transfer, exchange or other conveyance of any real estate or tangible personal property having in any one case a sale price or value of less than Fifty Thousand (\$50,000) Dollars, and capital expenditures for the remodelling, rehabilitation, improvement or any other construction work with respect to any buildings or other real property of the Society in an amount aggregating less than Twenty-five Thousand (\$25,000) Dollars in any one fiscal year shall require approval by majority vote of the members of the Board of Trustees present at any regular or special meeting called for that purpose. The call for any such meeting shall contain a description of the substance of the matter upon which such action is to be taken. The transfer, sale, exchange or conveyance of real estate having a sale price or value of more than Fifty Thousand (\$50,000) Dollars and capital expenditures for remodelling, rehabilitation, restoration, improvement or any other construction work with respect to any buildings or other real property of the Society requiring capital expenditures aggregating more than Twenty-five Thousand (\$25,000) Dollars in any one fiscal year shall require approval by a two-thirds vote of the members of the Society present and voting at the annual meeting or at a special meeting called for that purpose, the call for which meeting describes the substance of the matter upon which such action is to be taken; provided, however, that grants and

other funding by outside sources available to finance such capital expenditures, in whole or in part, shall not be included in the computation of said Twenty-five Thousand Dollar (\$25,000) aggregate sum.

#### ARTICLE XV - MEETINGS OF THE SOCIETY

Section 15-1. There shall be an annual meeting of the members of the Society in each year for the transaction of business, which meeting shall be held at 4:00 p.m. on the last Sunday in the month of September or on such other day in the month of September or in the month of October as the Board shall select.

Section 15-2. A special meeting of the Society shall be called by the Secretary on the written request of the President or of any five members of the Society. The call for a special meeting shall specify the purpose for which the meeting is called and no other business shall be transacted at that meeting.

Section 15-3. Written notice of each annual meeting of the Society shall be mailed to each member at least two weeks before, and of each special meeting of the Society at least seventy-two hours before the time set for the meeting.

Section 15-4. Nineteen (19) members shall constitute a quorum for the transaction of business at a meeting of the Society.

Section 15-5. The order of business at the Annual Meeting shall be:

1. The reading of the minutes of the last Annual and any intervening meetings, the minutes of which have not been approved.

2. The reports of the Secretary, Treasurer, Director, Standing and Special Committees.
3. The President's annual report.
4. Unfinished business.
5. Report of the Nominating Committee.
6. Election of officers, Trustees and Committee members.
7. New business.
8. Adjournment.

#### ARTICLE XVI - ACTIONS WITHOUT MEETING

Section 16-1. Any action required or permitted by this Constitution to be taken at a meeting of the Board of Trustees, the Executive Committee or of a committee may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed before or after such action by all of the members of the Board of Trustees, the Executive Committee or all of the members of such committee, as the case may be. Such consent shall have the same effect as a unanimous vote for all purposes.

#### ARTICLE XVII - AMENDMENTS

Section 17-1. This Constitution may be amended by vote of two-thirds of the members present and voting at any meeting of the Society, provided that notice of the substance of such proposed amendment shall have been presented to the members in writing at least four (4) weeks before such meeting.

ARTICLE XVIII - EFFECTIVE DATES

Section 18-1. The provisions of the following Articles of this Constitution shall take effect at the commencement of the annual meeting of the Society to be held in the fall of 1984 or any adjournment thereof:

ARTICLE V

ARTICLE VII

ARTICLE VIII

ARTICLE X

ARTICLE XI

Section 18-2. The provisions of all other Articles shall take effect upon adoption of this Constitution.