January 10, 2016 with Revisions to January 26, 2019

BY-LAWS
FRIENDS OF THE SPRINGFIELD ARMORY NATIONAL HISTORIC SITE, INC.

ARTICLE I - NAME, PURPOSE

Section 1: The name of the organization shall be Friends of the Springfield Armory National Historic Site, Inc.

Section 2: Friends of the Springfield Armory National Historic Site, Inc. is organized exclusively for charitable, historic, educational, cultural, and archival purposes as specified in Section 501© (3) of the Internal Revenue Code.

The Friends of the Springfield Armory National Historic Site, Inc. works to protect, promote, advocate, and/or assist in activities which preserve and highlight the heritage and significance of Springfield Armory National Historic Site, Springfield, MA.

ARTICLE II – MEMBERSHIP

Section 1: Membership shall consist of those who express an interest in the Springfield Armory National Historic Site, Springfield, MA.

Membership categories and fees shall be determined by the Board of Directors.

Section 2: Members are entitled to attend the Annual Meeting, serve on committees, and participate in activities created by the Board.

ARTICLE III - BOARD OF DIRECTORS

Section 1: There shall be a Board of Directors elected by the membership, not to exceed seventeen (17) members. Only members of Friends of the Springfield Armory National Historic Site, Inc. may be nominated to stand for election to the Board of Directors.

Directors shall serve a term of three (3) years, and may be re-elected for additional terms. Board member terms shall be staggered so that one-third of the members are up for renewal at time.

The Board is responsible for overall policy, direction and operations of the Friends of the Springfield Armory National Historic Site, Inc. It may delegate, or assign specific responsibilities to committees.

Section 2: The Board shall meet quarterly or more often as needed, according to a schedule created by the Board.

Board meetings shall be at the Springfield Armory National Historic Site unless otherwise agreed to by the Board.

Section 3: A quorum is required to conduct any business before the Board of Directors. A quorum shall consist of a majority of the Board.

The Superintendent of the Springfield Armory National Historic Site and/or his/her designee is an ex-officio member (s) of the Board and/or committees without the voting privileges and can not be an officer.

Section 4: Vacancies on the Board or any office shall be filled by a majority vote of the Board of Directors.

Resignation from the Board must be in writing and received by the Secretary. A Board member shall be removed from the Board by a majority vote of the Board, for cause. Cause shall include three (3) un-excused absences within one (1) year.

Section 5: It is the responsibility of the Directors, including officers, to disclose at a meeting any financial, personal, or official interest in a matter before the Board in order to avoid a conflict of interest or appearance of conflict of interest. Said director or officer shall refrain from any discussion or vote on said matter.

Section 6: No Director shall receive compensation.

Directors shall not receive compensation except for Board approved reimbursements for direct expenses incurred in connection with Corporation business.

The Directors may hire and set compensation of any employees determined necessary to conduct the Corporation's business.

Section 7: Each Board member shall receive notice by electronic means or in writing of all regularly scheduled Board meetings one (1) week in advance of such meeting.

Special meetings of the Board shall be called by the President or a majority of the Board. No less than twenty-four (24) hours notice is required.

Section 8: There shall be an Executive Committee, comprising the Officers and any Board member named by the President. This committee is empowered to act in behalf the board in

matters that do not allow for the normal board process. All matters acted upon by said committee shall be reported at the next regular board meeting.

ARTICLE IV – BOARD OFFICERS

Section 1: Officers of the Board of Directors shall consist of a President, Vice President, Treasurer, and Secretary/Clerk.

Officers shall be elected annually, with no one serving more than four (4) years in an office.

Section 2: The duties of the President are to convene and preside at all Board meetings, appoint committee members, sign checks in absence of the Treasurer and perform other duties associated with the office.

Section 3: The Vice President shall assume the duties of the President in the President's absence and succeed the President if that person is no longer able to fulfill the duties of the office.

In the absence of the President or Vice President, the Board shall appoint a President pro-tem from the Board to conduct that meeting, with no other powers transferred.

Section 4: The Treasurer shall provide a financial report of the Corporation at each Board meeting, prepare the annual budget, develop fund raising plans, provide financial information to the Board and sign checks. The Treasurer will provide information to the public, with Board approval. The Treasurer will prepare financial documents required by government agencies, financial institutions, and granting agencies.

Section 5: The Secretary/Clerk shall record Board actions, i.e. minutes of Board meetings, send out meting notices, distribute minutes and agendas and maintain corporate records. It is the responsibility of the Secretary/Clerk to file on behalf of the Corporation required documents with governmental agencies.

Section 6: Members not able to attend regular, special, or annual meeting, may submit to the Secretary/Clerk or President before a scheduled meeting, a proxy vote allowing a designated Board member to vote on their behalf at said meeting. The proxy vote may be submitted by electronic means or in writing. The Secretary/Clerk will advise the President and board of proxy votes received before the meeting starts. Proxy votes may be used in determining quorums.

ARTICLE V - ANNUAL MEETING

Section 1: The date, place, and time of the regular annual meeting shall be set by the Board of Directors.

Section 2: Notice of the annual meeting shall be given to each member of the Corporation no less than three (3) weeks before the meeting.

ARTICLE VI - COMMITTEES

Section 1: The Board may create committees as needed, such as fund-raising, programming, promotions, etc. The President appoints all committee chairs.

Section 2: The Board may create a finance committee, chaired by the Treasure. The finance committee shall assist the Treasurer.

The Superintendent of the Springfield Armory National Historic Site shall be invited to attend any committee meetings.

ARTICLE VII – FISCAL YEAR

The fiscal year of the Friends of the Springfield Armory National Historic Site, Inc. shall commence October 1.

ARTICLE VIII – DEBT AND LIABILITY

No member, officer, or Director of this Corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers, or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE IX - AMENDMENTS

Section 1: These By-Laws may be amended by a vote of the Board of the Friends of the Springfield Armory National Historic Site, Inc., at a regularly scheduled meeting

Section 2: The Board of the Friends of the Springfield Armory National Historic Site, Inc. shall receive notice of any proposed amendments to the By-Laws no less than three (3) weeks prior to the meeting voting on them.

These By-Laws were approved at a meeting of the Board of Directors of Friends of the Springfield Armory National Historic Site , Inc. on January 10, 2016. Need date of approval