



**FRIENDS OF SPRINGFIELD ARMORY
NATIONAL HISTORIC SITE**

2021 BY-LAWS

**APPROVED BY THE BOARD
NOVEMBER 17, 2021**

APPROVED BY BOARD 11-17-2021

2021 BY-LAWS

FRIENDS OF SPRINGFIELD ARMORY NATIONAL HISTORIC SITE, INC

ARTICLE I - NAME, VISION, MISSION

Section 1: Name

The name of the organization shall be **Friends of Springfield Armory National Historic Site, Inc. (The Friends)**. The address shall be: 1 Armory Square, Springfield, Massachusetts 01105. The Internet URL shall be www.friendsofthearmory.org. The primary email shall be info@friendsofthearmory.org.

Section 2: Vision

To ensure Springfield Armory National Historic Site remains a place of historic significance and architectural beauty for this and future generations.

Section 3: Mission

To support National Park Service programs at Springfield Armory through public outreach and collaboration.

ARTICLE II – MEMBERSHIP

Section 1: Membership shall consist of individuals who support the Vision and Mission of the Friends and maintain good standing by paying annual dues. 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. Members will be notified of the annual meeting by email. Only the Board of Directors are voting members.

Section 3: Honorary membership shall be offered to distinguished individuals as determined by the Board of Directors.

ARTICLE III - BOARD OF DIRECTORS

Section 1: There shall be a Board of Directors elected from the membership, not to exceed seventeen (17) members. Only members of Friends of 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, such as a Strategic Plan, direction and operations of the Friends of Springfield Armory National Historic Site, Inc. It may delegate, or assign specific responsibilities to committees.

Section 2: The Board shall meet quarterly or more as needed, according to a schedule created by the Board. Board meetings shall be at Springfield Armory National Historic Site, 1 Armory Square, Springfield, Massachusetts 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 cannot 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 of all regularly scheduled Board meetings at least 21 calendar days in advance of such meeting. If 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.

ARTICLE IV – BOARD OFFICERS

Section 1: An Executive Committee shall consist of a President, Vice President, Treasurer, and Secretary. Officers shall be elected annually, with no one serving more than three terms 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-tempore* 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 shall record Board actions, i.e. minutes of Board meetings, send out meeting notices, distribute minutes and agendas and maintain corporate records. It is the responsibility of the Secretary 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 annual meeting shall be set by the Board of Directors.

Section 2: Notice of the annual meeting shall be given to each member no less than 21 calendar days before the meeting.

ARTICLE VI - COMMITTEES

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

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

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

Section 3: All committees shall be appointed ad-hoc and meet at their own convenience to accomplish their specific goals.

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 Friends of the Springfield Armory National Historic Site, Inc., at a regularly scheduled meeting

Section 2: The Board of Friends of the Springfield Armory National Historic Site, Inc. shall receive notice of any proposed amendments to the By-Laws no less than 21 calendar days prior to voting on them.

These By-Laws supersede the 2016 and 2019 By-Laws and were approved by the Executive Committee, of Friends of Springfield Armory National Historic Site, Inc. on November 17, 2021 at Springfield Armory, Springfield, Massachusetts.

Neil A. Daboul, President
John Diffley, Vice President
Roger Johnson, Treasurer
Joshua Clark, Secretary