



**NATIONAL SOCIETY FOR THE PRESERVATION
OF COVERED BRIDGES. INC.
BY-LAWS - REVISED, July 2017**

ARTICLE I — NAME

The name of this Society shall be THE NATIONAL SOCIETY FOR THE PRESERVATION OF COVERED BRIDGES, INC. (NSPCB) hereinafter called the Society.

ARTICLE II — PURPOSE

The purpose of the Society is: To preserve covered bridges, to gather and record knowledge of their history. To collect and preserve pictures, engravings, photos, documents, printed or manuscript materials, artifacts, and other items of historical or antiquarian interest pertaining to covered bridges. To perform historical research regarding covered bridges and publish from time to time, the results.

To do all things, alone or in cooperation with, other persons, corporations or societies necessary or advisable to carry out any or all of the foregoing purposes.

ARTICLE III — MEMBERSHIP

- Section 1. Any person wishing to become a member may do so by paying the annual dues. The payment of dues shall be collected by the Membership Chairperson, receipt of dues to be recorded and acknowledged. .
- Section 2. Any member may become a Life Member by paying the life membership fee. The Executive Board shall set the fee, with majority vote of the members present at any regular meeting. Life members are exempt from paying the annual dues.
- Section 3. Honorary members: By majority vote of members present at any regular meeting, the Executive Board may grant Honorary Membership in the Society to an individual showing exemplary service to the cause of preserving covered bridges and the Societies purposes. Honorary Members may vote and may be eligible to hold office in the Society.

ARTICLE IV — DUES

The Society's annual dues shall be set by the Executive Board and approved by a majority vote at any regular meeting. The membership year shall begin July 1 of any given year, and end June 30 of the next. Members, whose dues are not received by July 30th, shall become a non member.

ARTICLE V — OFFICERS

- Section 1. The officers of the Society, to be elected annually, shall be: President, no less than one Vice-President, a Recording Secretary, Corresponding Secretary, Financial Secretary, and Treasurer. The Financial Secretary and Treasurer may be the same individual.
- Section 2. There shall be three Directors of the Society, with a maximum of one Director being elected for a full term at the annual meeting in any given year. The Director's term shall be three years, consecutive.
- Section 3. In the event of a vacancy in an elected office, the vacancy shall be filled by an appointment by the President, after close consultation with the Executive Board. The appointee's term shall expire at the next annual meeting. Any unfulfilled term on the Board of Directors at the time of the annual meeting shall be filled by a duly elected individual.

ARTICLE VI — DUTIES OF OFFICERS

- Section 1. The President shall:
- a. Preside at all business meetings of the Society, regular, Board, or business.
 - b. Appoint special committees and special positions/individuals, subject to the approval of the Executive Board.
 - c. Be an ex-officio member of all committees, except for the Nominating Committee.
 - d. Perform all other functions usually attributed to this office.
- Section 2. In case of the absence or resignation of the President, the senior Vice President shall assume the duties of the President. In the absence or resignation of all the Vice President's, the Corresponding Secretary shall assume the duties of the President.
- Section 3. The Recording Secretary shall:
- a. Keep a complete and accurate record of all business meetings of the Society and of the Executive Board.
 - b. Report to the membership any recommendations of the Executive Board.
 - c. Keep any other records which may be submitted by the Officers or the Executive Board.
 - d. Submit a report at the Annual Meeting for the permanent records of the Society
 - e. Pass over all records and materials, without delay, to the new Recording Secretary upon completion of term of office.
- Section 4. The Corresponding Secretary shall carry on all correspondence of the Society not otherwise provided for, and file and preserve important letters and documents received.

- Section 5. The Financial Secretary shall receive, post, and remit to the Treasurer all money for the Society.
- Section 6. The Treasurer shall:
- a. Act as Business Manager for the Society and shall receive all money for the Society from the Financial Secretary, deposit all funds in the name of the Society and pay all bills, except as provided under Article XI. Any unusual expense shall be paid under written order from the President.
 - b. Provide a report for each monthly meeting.
 - c. Be bonded by a bonding company selected by the Executive Board.
 - d. Maintain a current list of the members of the Society.
 - e. Submit a report at the Annual Meeting for the permanent records of the Society.
 - f. Use all means necessary to comply with all federal and state, financial and tax requirements.
 - g. Pass over all records and materials, without delay, to the new Treasurer, upon completion of term of office.
- Section 7. Make available to the Executive Board upon demand all books and account information required for an external audit, financial review, or for tax preparation.
- Section 8. The Directors shall be responsible in seeing that the policies for all activities are in accordance with the charter of the Society and are executed by the President and officers with specific duties. Directors may have additional duties on Committees or appointments for purposes not included in the duties of officers.

ARTICLE VII — THE EXECUTIVE BOARD

- Section 1. The Executive Board shall:
- a. Consist of the Officers of the Society, the immediate Past President, the Directors, all appointees to special positions, and the Chairpersons of the Society's Committees,
 - b. Have full power to manage and control the affairs and property of the Society and it shall be the duty of the Board to carry into effect its purposes.
 - c. Meet at the call of the President, or of any other three Board members. Five Board members shall constitute a quorum, but the affirmative vote of five shall be required for any decision. The Board may also create ad hoc Committees.
 - d. Approve and contract with an independent accounting firm qualified to perform audits, reviews, and prepare tax returns for the Society, as required.

ARTICLE VIII — STANDING COMMITTEES

Standing Committees shall consist of; Hospitality, Mailing, Ways and Means, Membership and Nominating. The Chairpersons of these Committees shall be appointed by the President with the approval of the Executive Board and shall serve until the next Annual Meeting.

ARTICLE IX — NOMINATIONS AND ELECTIONS

- Section 1. A Nominating Committee of at least three members, appointed by the Executive Board shall be announced at the Annual Meeting of the Society, with one member being appointed each year for a term of three years.
- Section 2. The Nominating Committee shall present its report at the Annual Meeting of the Society.
- Section 3. The election of Officers and Directors shall be held at the Annual Meeting, a majority vote of members present and voting being necessary to elect.
- Section 4. If there is only one nominee for any office, by vote of the Society, the Recording Secretary shall cast one ballot for the nominee, or for the entire slate.
- Section 5. The Officers shall serve for one year and are eligible for re-election. Directors shall serve for three years and be eligible for re-election.

ARTICLE X — MEETINGS

- Section 1. Regular meetings of the Society shall be held in March, April, June, July, August, and September. The Annual Executive Board meeting shall be held in May. The Executive Board or the President acting on behalf of the Executive Board may cancel a meeting in an emergency.
- Section 2. Special meetings of the Society may be called by the President or by vote of the Executive Board.
- Section 3.
- a. The Annual Meeting shall be held in October and shall be for the purpose of electing Officers and Directors, receiving reports, and transacting any other business that may arise.
 - b. The Annual Meeting must be held in Massachusetts.
- Section 4. The fiscal year for the Society shall be from January 1 through December 31.
- Section 5. All members of the Society shall be sent written notice of all regular, special and Annual Meetings at least thirty days prior to the meeting. Notice of special Meetings must state the purpose of the meeting.
- Section 6. All business matters brought before the membership, unless otherwise specified in these By-Laws, shall require a majority vote of the members present.
- Section 7. A quorum shall consist of five members.

ARTICLE XI — SPECIAL FUNDS

Section 1.

- a. The Society may, upon majority vote of the members present at a regular or special meeting, establish Special Funds for appropriate purposes,
- b. All Special Funds shall be in the custody of the Treasurer or a qualified custodian approved by the Executive Board, and accounted for separate of the general funds of the Society.
- c. Control of these funds is vested in the Executive Board, but expenditures from them must be approved by a majority vote of the members present at a regular or special meeting of the Society.

Section 2.

The *EASTMAN – THOMAS - MERRITT MEMORIAL FUND*, named for Harold F. Eastman, Evelyn H. Thomas, and Norman Merritt, major contributors all, was established to assist with the preservation, building, repairing and restoration of wooden trussed bridges. The fund shall be maintained by donations.

Section 3.

The *PHILIPPE H. BONNÉT MEMORIAL GUIDE FUND* was created to provide funds with which to publish new editions of the” *WORLD GUIDE TO COVERED BRIDGES.*” Money received from sales of the Guide shall be deposited and maintained in this special account sufficient to;

- d. Publish additional copies of the current Guide, and
- e. Publish new additions of the Guide.
- f. All expenses related to the Guide shall be paid for from this special fund.

Section 4.

The *EDWARD D. THOMAS MEMORIAL ARCHIVES FUND* was created to accept donations to provide for the proper preservation of materials and artifacts collected by the Society for its archives.

ARTICLE XII — PUBLICATIONS

Section 1.

The Society, upon the recommendation of the Executive Board and a majority vote of the members present at a regular or special meeting, may sponsor various publications, including the *WORLD GUIDE TO COVERED BRIDGES.*

Section 2.

The *NEWSLETTER* shall be issued at least quarterly and mailed to each member of the Society. The purpose of the *NEWSLETTER* is to keep the membership informed of the Society's activities, meetings, etc., with news of members and of covered bridges.

Section 3. *COVERED BRIDGE TOPICS* shall be issued quarterly and mailed to each member of the Society. It shall consist of matters of historical or current interest related to covered bridges. It will not advocate anything that is illegal and will only publish items that are in good taste. Advertising rates shall be determined by the Executive Board with the approval of the majority of the members present at a regular or special meeting of the Society. Complimentary subscriptions may be conferred by the Executive Board with the approval of a majority of the members present at a regular or special meeting of the Society, for outstanding service to the purposes of the Society, or as exchanges with other similar Societies.

ARTICLE XIII – CONFLICT OF INTEREST

No director, officer, trustee, or employee of the National Society for the Preservation of Covered Bridges, Inc., shall engage in a pecuniary benefit transaction with the Society unless the requirements of the Society's current Conflict of Interest Policy have been met.

ARTICLE XIV – PROVISION FOR DISSOLUTION

Dissolution of the National Society for the Preservation of Covered Bridges, Inc., shall be in compliance with applicable Massachusetts law and the Internal Revenue Code and regulations as then in effect. Assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax law. Society funds on hand, or deposited in a bank, or invested, shall be used to pay all outstanding obligations. Any remaining funds along with the Society's archival collection shall be distributed for exempt purposes to one or more 501(c)(3) covered bridge societies having a mission statement compatible with that of the National Society, or to one or more 501(c)(3) historical societies, libraries or museums willing to maintain the collection and make it accessible to the public. If no suitable organizations can be found, the assets of the Society shall be distributed to one or more public agencies for the express purpose of maintaining their historical covered wood-truss bridges, or shall be distributed as determined by the National Society to best serve the purposes of the National Society in compliance with applicable law.

ARTICLE XV —AMENDMENTS

Section 1. All proposed amendments shall be presented to the Executive Board for its consideration and recommendation for action.

Section 2. These By-Laws may be revised or amended at any regular or special Meeting of the Society by a two-thirds vote of the members present, provided notice thereof has been given at a prior meeting or by mail to all members.

Section 3. Notice of the change of By-Laws must be given in the call for the meeting, in writing, at which such action is contemplated.

ARTICLE XVI — PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, Newly Revised, shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these By-Laws.