

# Coggeshall Farm Museum

## By-Laws

## Committee Descriptions

## Policies

Review performed by Board of Directors (2007-2008)

President Linda Rhynard, V.P Patricia Frye

Treasurer- Steve Lake, Secretary Coy Bethune

Directors

Ernie Greco, Carl Becker, Cynthia Barber, Justin Squirizzo

Farm Managers: George Pare, Shannah

Update completed June 2008

Procedures under separate document

10/27/2014

Coggeshall Farm Museum, Inc. By-laws Adopted June 1993

Revised June 2008

## Mission Statement

The Mission of the Coggeshall Farm Museum is to preserve this 1790s Rhode Island salt-marsh farm. We serve the local community and beyond as a living museum and vital educational resource through demonstration of daily farm activity and honest interpretation that reflects its historical, multicultural influence.

### COGGESHALL FARM MUSEUM, INC BY-LAWS

10/27/2014

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ARTICLE 1  
THE CORPORATION

Section 1. Name

The name of this corporation is Coggeshall Farm museum, Inc

Section 2. Offices

The principal office of the corporation shall be in the Town of Bristol, County of Bristol, and State of Rhode Island. The corporation may also have offices at such other places as the Board of Trustees may from time to time appoint. The registered office of the corporation shall be at 1 Colt Drive, PO Box 562, Bristol RI 02809.

Section 3. Agent

The register agent shall be Coggeshall Farm museum, Inc at the same location as the registered office.

ARTICLE II  
PURPOSE

Section 1. Purpose

To preserve this 1790s Rhode Island salt-marsh farm. We serve the local community and beyond as a living museum and vital educational resource through demonstration of daily farm activity and honest interpretation that reflects its historical, multicultural influence.

ARTICLE 111  
Membership

Section 1. Membership

The members of the corporation shall consist of such personas as subscribe to the purpose of this corporation and who pay annual dues.

Section 2. Rights of Members.

The right of a member and all of his/her right, title, and interest in or to the corporation shall cease on the termination of membership. No member shall be entitled to share in the distribution of the corporate assets upon the dissolution of the corporation.

Section 3. Classifications of Membership.

Classifications of members shall be Individual, Family, Supporter, Sustainer and Life, based on the schedule of dues as set from time to time by the Board of Directors.

Section 4. Dues

The annual dues shall be reviewed annually at the beginning of each fiscal Year and set by the Board.

Section 5. Membership Year

The annual membership year will expire on the last day of the month preceding the anniversary of membership.

#### Section 6. Attendance of Board Meetings

Board meetings are working sessions for the Board of Director and The Executive Committee. Members may be invited at the discretion of the board for a specific purpose.

#### Section 7 Voting Rights

Each member, regardless of class of membership, shall be entitled to one vote on any matter which may be submitted to the membership for vote.

### ARTICLE IV MEETINGS OF THE CORPORAION

#### Section 1. Annual Meetings

The annual meeting of the corporation shall be held at the palace to be determined by the Board on a date that falls during the third week of June each year for the purpose of electing new member of the board and acceptance of proposed slate of Officers of the Executive Committee...

#### Section 2. Special Meetings

Special meetings of the corporation may be called at any time by the President, Board of Directors, or one- twentieth (1/20) of the membership

#### Section 3. Notice of Meetings.

Notice of the time, purpose and purposes of the meeting shall be served personally or by mail not less then 10 days no more then 20 days before the meeting upon each person who appears upon the books of the corporation as a member. If mailed, the notice shall be deemed to be deliverer when deposited in the US mail assessed to the member at his/her address as it appears on the records of the corporation.

#### Section 4. Quorum

At any meeting of the corporation, the presence of two (2) percent of the members in person or by proxy shall be necessary to constitute a quorum for all purposes except as otherwise provide by the law, and the act of a majority of the members resent at any meeting at which there is quorum shall be the act of the full membership except as may be otherwise specifically provided by statue or by these By-laws. In the absence of a quorum, or when a quorum is present, a meeting may e adjourned from to time by vote of a majority of the members present in person or by proxy, without notice other then by announcement a the meeting and without further notice to any absent member. At any adjourned meeting at which a quorum shall be present, ay business may be transacted which might have been transacted the meeting as originally notified.

#### Section 5 Voting

At every meeting of the corporation each member shall be entitled to one vote in person, or by proxy, regardless of class of membership. The vote for trustees and, upon the demand of any member, the vote upon any question before the meeting, shall be by

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acclamation; however, upon demand by a member present, said vote shall be by written ballot. All elections shall be held and all questions decided by a majority vote of the persons present in person or by proxy.

## Article V Directors

### Section 1. General Powers.

The Board of Directors shall have the power to control and oversee all of the affairs and property of the organization, to exercise, in addition to the powers and the authorities expressly conferred upon it by these By-laws or by the Articles of the Association, but subject to all restrictions on such powers expressly provided therein, all powers that may be lawfully exercised, and to cause the corporation to do all things that may lawfully be done by it. Without limiting the generality of the foregoing, the Board of Directors may restrict, enlarge, or corporate powers, except such as are otherwise provided for in these Bylaws and in the laws of the State of Rhode island shall be and are hereby vested in and shall be exercised by the Board of Directors (The Board). The Board may, by resolution, delegate to committees or to officers of the corporation, such powers as they may see fit.

### Section 2 Duties

The duties of The Board shall include but not be limited to: hiring of Museum staff [Executive Director, Farm Manager, Support Staff]; policy approval including personnel, program, and fiscal policies; fiscal oversight and fundraising.

### Section 3. Discharge of Duties.

A Board member shall discharge his/her duties including his/her duties as a member of a committee in good faith, with the care and ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner s/he believes to be in the best interest of the corporation

In discharging his/her duties, a Board Member is entitled to rely on information, opinions, reports or statements, including financial statement and other financial data, if prepared or presented by: one or more officers or employees of the corporation whom the trustee reasonably believes to be reliable and competent in the matter presented: legal counsel, public accountants or other persons as to the matters the Board member reasonably believes are within the person's professional or expert competence; or a committee of the Board of which s/he is not a member if the Board member reasonably believes that the committee merits confidence.

A Board Member is not acting in good faith if s/he has knowledge concerning the matter in question that makes such reliance unwarranted.

A board member is not liable for any action taken as a board member, or any failure to take any actions, if s/he performed the duties of his/her office in compliance with this section.

#### Section 4 Composition of the Board Members.

The composition of the Board of Directors shall include a cross-section of the community. No person may be excluded from Board membership on the basis of age, race, sex national origin, ethnicity, creed, religious affiliation, handicap or sexual preference.

#### Section 5. Number

The number of the Board members shall be at least three but not more than twenty-one as determined from time to time by resolution of the Board of Directors

#### Section 6 Tenure

Board members shall be divided into three classes as nearly equal in number as possible with the terms of office expiring in one, two or three years. At each annual meeting, trustees chosen to succeed those whose terms then expired shall be elected for a full three year term. Any membership to the board to be filled by reason of an increase in the number of Directors may be filled by the Board for a term of office continuing only until the next election of Board members. No decrease in the number constituting the Board of Directors shall shorten the term of any incumbent Directors; terms of the Board members expire at the annual meeting of the corporation.

#### Section 7 Vacancies

Any vacancy occurring in the Board and any positions to be filled by reason of an increase in the number of positions may be filled upon recommendation of a qualified candidate by the Nominating committee, by the affirmative vote of the majority of the remaining Board members, but in no event less than a quorum of the Board of Directors. A Director elected to fill the vacancy shall be elected for the unexpired term of his/her predecessor in the office.

#### Section 8 Quorum

One-third (1/3) of the number of Directors service at that time, but not less than three (3), shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Board of directors.

#### Section 9 Nomination and Elections.

The Nominating committee shall prepare an annual slate for nominations for the Board of Directors. Directors shall be elected for terms by class. Election will occur at the annual meeting of the corporation from a slate prepared by the Nominating committee, Nominees for the Board membership are to be informed by the Nominating Committee as to the nominee's responsibilities should election occur.

#### Section 10 Removal

A vacancy on the Board of Directors shall be deemed to automatically occur when a member has missed three consecutive Board meetings without satisfactory excuse to the

President. A Director may be removed from office, with or without cause, by an affirmative vote of two thirds (2/3) of the total number of trustees then serving and another may be appointed by the Board of Directors, upon recommendation of a qualified candidate by the nominating Committee, in the place of the person so removed, to serve for the remainder of their term.

#### Section 11 Resignations

Any Director may resign at any time by notifying the President in writing. Any such resignation shall take effect at the time specified therein.

#### Section 12 Meetings

Meetings of the Board of Directors will be conducted on the regular basis, but not less than 6 times per year, at the discretion of the Board. Special meetings may be called by the President, by the Executive committee (President, VP, Treasurer, Secretary), or by request of not less than one-third (1/3) of the Board of Directors.

#### Section 13 Meeting chair

At all meetings of the Board of Directors, the President shall preside. In his/her absence, the Vice President shall preside; in the absence of the VP the Secretary shall preside.

#### Section 14 Executive Session

The Board of Directors may convene an executive session outside of the presence of the Executive Director, other staff or the general membership, upon request of any Trustee present, which session shall be limited to the consideration of the matter for which it was convened.

#### Section 15 Notice

An annual calendar of regular meetings for the Board of Directors shall be determined at the beginning of each year. Notice of any meeting of the Board of Directors shall be given at least