



## *The North Smithfield Heritage Association*

### *CONSTITUTION And BY - LAWS*

Adopted June 26, 2020  
Originally adopted: April 1976  
Revised: April 1977 and April 26, 2019



NSHA headquarters  
Forestdale One-room Schoolhouse - 1877  
190 School St., Forestdale, RI  
(leased by NSHA from the Town)



Heritage Hall - 1896  
101 Greene St., Slatersville, RI  
(owned by NSHA)

Email address: [nsha@heritageassn.com](mailto:nsha@heritageassn.com)  
Facebook: [www.facebook.com/northsmithfieldheritage](https://www.facebook.com/northsmithfieldheritage)  
Website: [www.nsheritageassn.org](http://www.nsheritageassn.org)

THE NORTH SMITHFIELD  
HERITAGE ASSOCIATION

Constitution & By-Laws

ARTICLE I – NAME

The name of this association shall be The North Smithfield Heritage Association.

ARTICLE II – PURPOSE

The Association shall strive to preserve and promote North Smithfield’s heritage. At a minimum, members and committees shall endeavor to identify, acquire, maintain, and preserve historic buildings and historic locations, as well as open them to the public. Additionally, the Association shall endeavor to preserve for posterity historic references, relics, landmarks, historical cemeteries, **natural resources**, and objects of historical, educational, architectural, cultural, and aesthetic value related to the Town of North Smithfield, Rhode Island. The Association shall assist local property owners with their preservation efforts.

ARTICLE III – MEMBERSHIP AND DUES

Section 1. Membership.

Voting membership is available to any resident or non-resident, upon registration and payment of annual dues.

Section 2. Dues.

A. Annual dues shall be twenty dollars (\$20.00) per adult, payable by the date of the Annual April meeting.

B. The amount of the annual dues may be modified by a majority vote of the Executive Board of the Association, prior to the Annual Meeting.

C. Membership dues for individuals aged 85 and older and high school and college students are waived.

D. New members who join after October 1 of any year need not renew their dues until the April following their first full year of membership.

Section 3. Dues in Arrears.

Any member who is more than three months in arrears in payment of dues, may, after demand for payment by the Treasurer, be dropped from membership rolls of the Association.

ARTICLE IV – MEETING OF MEMBERS

Section 1. Annual Meeting.

Members shall conduct an Annual Meeting in April, at which time the President shall report on the Association’s past year’s activities, the Treasurer shall make a financial report, and the members shall elect the Officers and the two at-large Board members to the Executive Board.

Section 2. Members shall conduct a regular meeting in December that endeavors to minimize business but rather celebrates the holiday season.

Section 3. Notification of Meetings.

Members shall be notified of the date, time, and place of the Annual and regular meetings at least one week in advance.

Section 4. Special Meetings.

Special meetings of the Association may be called by the President or by a majority of the Executive Board. Notice of such meetings shall be made at least three days prior to the meetings and only such business shall be transacted as shall have been specified in the notice.

Section 5. Quorum.

Seven Voting Members of the Association, including a majority of the Executive Board, shall constitute a quorum for the transaction of business at any meeting of the members of the Association, but less than a quorum may adjourn such meetings from time to time without notice until a quorum is present.

Section 6. Voting.

Each Voting Member shall have one vote and only those members present at a meeting shall be entitled to cast a vote. Voting may be by secret ballot.

Section 7. Parliamentary Authority.

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the Association may adopt.

## ARTICLE V – ELECTIONS

Section 1. The Nominating Committee shall consist of the voting members of the Governance Committee as of the time of the Annual Meeting. They shall seek out members willing to fulfill the duties of each office and create a slate of Officers and at-large members of the Executive Board. Members may submit a candidacy in writing (including email) to the Nominating Committee not less than sixty (60) days prior to the Annual Meeting. The Nominating Committee shall submit its recommended slate to the members at least thirty (30) days prior to the Annual Meeting.

Section 2. The President shall conduct the Election of Board members in conjunction with the Annual Meeting. The Nominating Committee shall make its nominations. Members may make other nominations from the floor.

Section 3. The President may call for a voice vote of the members on uncontested nominations. The President shall conduct a secret ballot for contested positions, and the Nominating Committee shall count the ballots. A simple majority of the voting members present shall determine the result of the election.

## ARTICLE VI - EXECUTIVE BOARD

### Section 1. Executive Board

There shall be an Executive Board which shall consist of the Officers of the Association, chairpersons of the standing committees, the immediate past President of the Association, and two Association Members elected at-large.

### Section 2. Monthly Meetings.

The Executive Board shall hold monthly meetings on a regular basis on the second Tuesday of each month when possible. The meetings during the months of July and August may be waived. Meetings may be postponed and rescheduled by executive order of the President. At the next monthly meeting after the Annual Meeting, the Executive Board will set the schedule of monthly meetings for the ensuing fiscal year, at which time the Executive Board may select a different day for regular monthly meetings that year, without a change to the By-Laws, as long as the modified meeting schedule is emailed to a majority of the membership and posted on the Association's website. Board members shall be notified about monthly meetings by mail, telephone, email, or other electronic notification method at least forty-eight (48) hours before the scheduled meeting.

### Section 3. Special Meetings.

- A. Special meetings of the Executive Board shall be held at the call of the President or any three (3) members of the Executive Board by notifying each Executive Board member by mail, telephone, email or other electronic notification method at least forty-eight (48) hours in advance of the meeting or by such other means at least twenty-four (24) hours in advance and providing an agenda.
- B. The President may call for a teleconference or video conference meeting when health, safety, or expediency concerns preclude regular meetings.
- C. The President may call for a vote by email when timeliness is critical and there is no need for discussion.

### Section 4. Powers and Duties.

- A. In furtherance and not in limitation of the foregoing powers, the Board shall have the power (subject always to the specific provisions of these By-Laws) to enter into agreements, incur obligations, borrow money, and acquire, invest and dispose of property of the Association (both real and personal, tangible and intangible).
- B. The Board shall also have the power to adopt such rules and regulations for the proper management of the affairs of the Association and conduct of its meetings as the Board may deem proper.
- C. The Board shall also have the power to delegate to standing and special committees such of its powers and duties as the Board may deem necessary and/or desirable.
- D. The Board shall also have the power to appoint and discharge agents and employees, define their powers and duties, and fix and determine their compensation.
- E. The Board shall submit a complete report of its activities to the Association members at least once a year, at the Annual Meeting.
- F. The Board shall provide for an in-house audit of the Treasurer's records, prior to the Annual Meeting.

Section 5. Vacancies.

Vacancies on the Executive Board shall be filled by the President, to serve until successors are duly elected or appointed.

Section 6. Quorum.

Four (4) members of the Executive Board, including either the President or Vice President, shall constitute a quorum for the transaction of business at any meeting, but less than a quorum may adjourn such meeting from time to time without further notice until a quorum is present.

Section 7. Voting. Votes on select issues approved by the Executive Board may be held through teleconferencing, by email, or other electronic methods.

Section 8. Records.

All records shall be the property of the Association.

ARTICLE VII– OFFICERS

Section 1. Enumeration of Officers

The officers of the Association shall be President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, and Assistant Treasurer.

Section 2. Term of Office.

Officers and the two at-large Board members shall serve for a period of one year and are eligible for reelection. No officer shall serve for more than five (5) consecutive years in the same office.

Section 3. Duties of the President.

The President shall preside at all meetings of the Association and of the Executive Board at which he/she is present and shall act as coordinator and director of all Association activities. The President shall nominate standing and special committees and their chairs, subject to the approval of the Executive Board. The President shall be a non-voting *ex officio* member of each of the committees except the Nominating Committee and shall perform such duties as usually appertain to the office of President and such other duties as are required by the By-Laws. Upon vacating the office of President, that individual shall serve as an *ex officio* member of the Executive Board and shall serve as a member of the Governance Committee.

Section 4. Duties of the Vice-President.

- A. The Vice-President shall preside at all meetings of the Association and of the Executive Board when the President is unable to do so, shall assist the President as coordinator of Association activities, and shall act as official representative of the Association and Executive Board when the President is unable to do so.
- B. The Vice-President shall act as the Parliamentarian, to ensure that all meetings and decision-making by the Association and the Executive Board are conducted in accordance with these By-Laws.
- C. The Vice President shall be a member of the Governance Committee.

Section 5. Duties of the Treasurer.

The Treasurer shall have the care and custody of the funds and securities of the Association, subject to the control of the Executive Board, and shall keep accurate records thereof. The Treasurer shall be responsible for the collection of dues and notification of those in arrears. The Treasurer shall pay out no money without the approval of the Executive Board except for day-to-day operating expenses which shall then be reported to the Board at the next available meeting. Extraordinary expenses exceeding \$500 (five hundred dollars) must be authorized by the Board. The Treasurer shall also be responsible for timely filing of all State and Federal Tax forms as required.

Section 6. Duties of the Assistant Treasurer.

The Assistant Treasurer shall assist the Treasurer in all financial matters. The Assistant Treasurer shall together with the Treasurer possess financial signatory powers, have access to Association accounts for reconciliation of all financial matters, and any other duties as assigned by the Treasurer.

Section 7. Duties of the Recording Secretary.

The Recording Secretary shall keep accurate and complete minutes of all Association and Executive Board meetings, and shall, in general, perform all the duties pertaining to the office of Recording Secretary and such other duties as shall be requested by the Executive Board.

Section 8. Duties of the Corresponding Secretary.

The Corresponding Secretary shall perform those duties as required by the Executive Board, including receiving and distributing Association mail and correspondence; sending notice to the Members for regular or special meetings of the Members; sending notice to the Executive Board for monthly or special meetings; maintaining the Association post office box account; preparing and posting Association correspondence, including thank you notes; monitoring media outlets for notices of the passing of Association members or their immediate family members and responding to such notices by sending appropriate condolence cards.

ARTICLE VIII – COMMITTEES

Section 1. Creation of Standing Committees.

Standing Committees and their chairpersons shall be nominated annually by the President and be approved by the Executive Board as needed and limited to the Committees listed below. Committee chairs shall select their committee members and be responsible for keeping records of committee activities. In addition, the President may establish special committees as needed with the approval of the Executive Board.

Section 2. Enumeration of Standing Committees.

- A. Archives and Cataloguing Committee.
- B. Audit Committee.
- C. Budget Committee.
- D. Cemetery Committee.
- E. Development Committee.
- F. Education Committee.
- G. Governance Committee.

- H. Grants Committee.
- I. Information Technology Committee.
- J. Maintenance Committee.
- K. Marketing Committee.
- L. Membership Committee.
- M. Merchandise Committee.
- N. Preservation and Restoration Committee.
- O. Program and Hospitality Committee.
- P. Property Rental Committee.
- Q. Research Committee.

### Section 3. Duties of Standing Committees.

- A. Archives and Cataloguing Committee duties shall be to acquire, catalogue, store, and display historic documents, relics, and other relevant information in accordance with standard and accepted archival practices, to create and store a digital record of all Association collections and information, and to curate focused exhibits and digitize collection materials for remote access via the internet.
- B. Audit Committee shall be responsible for conducting a quarterly review of Association financial accounts and transactions; preparation of Annual Report for the Board; and hiring and overseeing certified professional accountants as necessary for an audit when directed by the Board.
- C. Budget Committee duties shall be to prepare and present at the Annual Meeting a budget for the coming year, including anticipated revenues and expenses; provide a quarterly report to the Board in July, October, January, and April of each year that includes the balances for each budget item; and review any other financial issues pertaining to the Association as requested by the Executive Board.
- D. Cemetery Committee duties shall be to oversee the restoration, clearing, re-landscaping, cataloguing, finding, repairing, and maintenance of all historic cemeteries in the town, including abandoned historic cemeteries; recruit volunteers and organize volunteer activities; procure and maintain equipment and supplies necessary to maintain cemetery landscapes and repair grave markers and gravestones; and coordinate with the Rhode Island Historic District Commission and Rhode Island Historical Cemetery Commission to update relevant databases.
- E. Development Committee duties shall be to oversee fund raising campaigns to augment the Association's operating budgets for the properties that it is charged with maintaining, and shall be responsible for, among other things, planning and executing an Annual Appeal and the Association's Annual Heritage Gala.
- F. Education Committee duties shall include communicating research and activities to and with the local schools, working with the Research Committee as the duties require.
- G. Governance Committee is an advisory committee that is responsible for reviewing the governance structures, documents, and practices of the Association and reporting its findings and recommendations to the Executive Board, with the goal of educating and assisting Board members and committee members in order to ensure effective decision-making and continuity within the Association; assisting with the review, preparation, and modification of governing documents of the Association in order to comply with existing laws and regulations, as well as Association goals in both the short term and long term; and developing recommended governance policies and documents as may be necessary for the efficient and effective operation of the Association. The Governance Committee shall consist of at least five members: a chairperson and two members nominated by the

President and voted on by the Board at the March Executive Board meeting; the immediate past President of the Association; and the Vice President. The President may nominate other members to the committee as the Board deems necessary for its proper function. The Governance Committee as it is constituted at the time of the Annual Meeting shall act as the Nominating Committee.

- H. Grant Committee duties shall be to seek out and prepare all applications for grants to support the Association's efforts to carry out its mission and accomplish its historical community goal and to timely file the necessary progress reports to the grantors of grant funded projects as required.
- I. Information Technology Committee duties shall be to procure and maintain all Association information technology equipment and software, as well as all media equipment; manage and maintain the technical aspects of all online accounts, including social media and websites, except those designated by the Executive Board for management by other committees; and maintain all Association information, security, and backup files for all digital information.
- J. Maintenance Committee duties shall be to maintain all buildings and grounds owned by or under the supervision of the Association, including preserving the integrity of exterior building envelopes and repairs, as needed; maintaining the operational efficiency of building systems through regular service and repair, as needed; coordinating with vendors for necessary deliveries and repairs; and coordinating ground maintenance and snow removal.
- K. Marketing Committee duties shall be to market and promote the Association, as well as its products, activities, and programs, by creating and distributing press releases, flyers, banners, advertisements, and social media posts, and to maintain and monitor the information and messages that are posted on the NSHA Facebook page and websites or any other social media outlets that the Executive Board may designate.
- L. Membership Committee duties shall be to promote and procure membership in the Association through various means, including social media, at public events, and Association activities, and to maintain the membership rolls of the Association, including working with members to procure the payment of Association dues, including dues in arrears.
- M. Merchandise Committee shall be responsible for creating, procuring, distributing, and selling Association merchandise, including the Annual Calendar.
- N. Preservation and Restoration Committee duties shall be to encourage preservation of architectural and other features of historical, cultural, or natural value; to plan and oversee interior and exterior work at Association headquarters and any other properties of historical value held by the Association; and such other duties as may be prescribed by the Executive Board from time to time.
- O. Program and Hospitality Committee duties shall be to plan, schedule, and execute programs for regular meetings, including monthly historic nights, historic tours, and outreach programs; to plan, schedule, and execute additional programs as requested by the Executive Board; to organize gatherings, including pot luck dinners; and to provide refreshments for Association events, including history nights.
- P. Property Rental Committee duties shall be to manage the rental of Association property, including promoting rental opportunities via all forms of advertisement, including signs, brochures, and social media; updating Association calendar with scheduled rentals; coordinating and meeting with renters to ensure adherence to rental rules; receiving all rental payments; ensuring the readiness and cleanliness of all Association rental property and equipment at all times; alerting Maintenance Committee as to any necessary repairs



to property in a timely manner; and purchasing supplies as needed to effectuate the successful rental of properties.

- Q. Research Committee duties shall include the research of biographies and genealogies of persons and families, the history of town civic organizations and institutions and significant historic events, buildings, and land features, as well as such other matters as the Executive Board shall request, and to make available through social media and other means the results of research pertaining to the North Smithfield area. The Research Committee shall work closely with the Education Committee to further their respective goals.

#### ARTICLE IX – NONDISCRIMINATION POLICY AND STATEMENT

The Association does not and shall not discriminate on the basis of race, color, religion or creed, gender, gender expression, age, national origin or ancestry, disability, marital status, sexual orientation, or military status, in any of its activities or operations, including selection of volunteers and vendors (including hiring and firing) and provision of services. The Association is committed to providing an inclusive and welcoming environment for all members, volunteers, subcontractors, vendors, program attendees, renters, and the community at large.

#### ARTICLE X – DISSOLUTION

In the event of the dissolution of the Association, all property, records and funds (unless otherwise provided for) shall be first offered to the following until a new permanent home is found for all of the aforementioned items: first, the Town of North Smithfield; second, a neighboring municipality's Historical Society; and finally, the Rhode Island Historical Society.

#### ARTICLE XI – AMENDMENTS

These By-Laws may be amended, added to, altered or repealed, and new By-Laws may be adopted by an affirmative vote of two-thirds of the members of the Association present and voting at any regular or special meeting of the Association, provided that notice of such proposed amendment shall have been included in the notice of the meeting at which such action is to be taken.