



## *The North Smithfield Heritage Association*

### *CONSTITUTION And BY - LAWS*

Originally adopted: April 1976  
Revised: April 1977, April 26, 2019, June 26, 2020, April 14, 2023.

### *OUR HERITAGE BUILDINGS:*



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

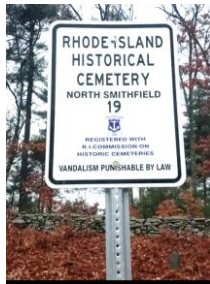


**NSHA Headquarters  
Memorial Town Building - 1921**  
1 Main St., Slatersville, RI  
(leased by NSHA from the Town)



**Slatersville Rental Hall  
Heritage Hall - 1897**  
101 Greene St., Slatersville, RI  
(owned by NSHA)

### *OUR WORK:*



“Preservation of relics, landmarks, historical cemeteries, natural resources, and objects .... related to the Town of North Smithfield....”

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)

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# THE NORTH SMITHFIELD HERITAGE ASSOCIATION

## 2023 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 for the calendar year shall be twenty dollars (\$20.00) per adult, payable during the month of January.

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 75 and older and high school and full-time college students are waived.

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

E. The Membership Committee may waive annual dues for persons who declare themselves financially unable to pay their dues.

#### 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 – MEETINGS OF MEMBERS**

### **Section 1. Annual Meeting.**

Members shall conduct an Annual Meeting in December, 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 three at-large Board members to the Executive Board. Terms take effect at the start of the calendar year.

**Section 2.** Members shall conduct three social events each year on or before each equinox or solstice (March, June, and September) that endeavor to promote camaraderie and organizational cohesion.

### **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 but then only those physically present will be able to vote.

### **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**

- A. 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.

- B. The Nominating Committee shall report its recommended slate to the members at least thirty (30) days prior to the Annual Meeting.

#### Section 2. Election Procedure

- A. The President shall conduct the Election of Executive Board members in conjunction with the Annual Meeting.
- B. The Nominating Committee shall make its nominations. Members may make other nominations from the floor.
- C. The President may call for a voice vote of the members on uncontested nominations.
- D. The President shall conduct a secret ballot for contested positions, and the Nominating Committee shall count the ballots but with a secret ballot, only those physically present will be able to vote.
- E. A simple majority of the voting members present shall determine the result of the election.

### **ARTICLE VI - BOARD of DIRECTORS**

#### Section 1. Executive Board.

The Executive Board shall consist of the Officers of the Association, the immediate past President of the Association, and three Association Members elected at-large.

#### Section 2. Board of Directors.

The Board of Directors shall consist of the Executive Board and chairpersons of the standing committees approved by the Executive Board.

#### Section 3. Monthly Meetings.

- A. The Board of Directors shall hold monthly meetings on a day and time most convenient for a majority of the Board. The President may waive the meetings during the months of July and August as well as postpone and reschedule meetings by executive order.
- B. Each January, the Board of Directors will set the schedule of monthly meetings for the ensuing year.
- C. The Corresponding Secretary shall notify all association members about Board meetings by mail, telephone, email, or other electronic notification methods at least forty-eight (48) hours before the scheduled meeting.
- D. Members in good standing may attend any Board meeting except they may not vote.

#### Section 4. 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. At such times, the Corresponding Secretary shall notify each Executive Board member by mail, telephone, email or other electronic notification method at least forty-eight (48) hours in advance of the meeting and provide an agenda.

- B. Special Meetings of the Board of Directors shall be held at the call of the President or any three (3) members of the Executive Board. At such times, the Corresponding Secretary shall notify each Director 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 provide an agenda.
- C. The President may call for a teleconference or video conference meeting when health, safety, or expediency concerns preclude regular meetings.
- D. The President may call for a vote by email when timeliness is critical and there is no need for discussion.

#### Section 5. 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 may remove any officer or director, at any time, for cause by a majority vote of the Board of Directors or without cause by a 2/3 vote of the Board of Directors.

#### Section 6. Vacancies.

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

#### Section 7. Quorum.

Six (6) members of the Board of Directors, 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 8. Voting.

Votes on select issues approved by the Board of Directors may be held through teleconferencing, by email, or other electronic methods.

#### Section 9. 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, Assistant Corresponding Secretary, Treasurer, and Assistant Treasurer.

### **Section 2. Term of Office.**

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

### **Section 3. Duties of the President.**

- A. The President shall preside at all meetings of the Association, the Executive Board, and of the Board of Directors at which he/she is present and shall act as coordinator and director of all Association activities.
- B. The President shall nominate standing and special committees and their chairs, subject to the approval of the Executive Board.
- C. The President shall be a non-voting ex officio member of each of the committees and shall perform such duties as usually appertain to the office of President and such other duties as are required by the By-Laws.
- D. 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 the 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.**

- A. The Treasurer shall have the care and custody of the funds and securities of the Association, subject to the control of the Board of Directors, and shall keep accurate records thereof.
- B. The Treasurer shall be responsible for the collection of dues and notification of those in arrears.
- C. The Treasurer shall not pay out any money without the approval of the Board of Directors except for day-to-day operating expenses which shall then be reported to the Board at the next available meeting.
- D. Extraordinary expenses exceeding \$500 (five hundred dollars) must be authorized by the Board.
- E. 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.

- A. The Assistant Treasurer shall assist the Treasurer in all financial matters.
- B. 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 Board of Directors 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:

- A. Receive and distribute Association mail and correspondence;
- B. Monitor the Association email account;
- C. Update the Association's digital contacts database;
- D. Monitor the Association's telephone;
- E. Send notice to the Members for regular or special meetings of the Members and Board of Directors;
- F. Sending notice to the Board of Directors for monthly or special meetings;
- G. Maintain the Association post office box account;
- H. Prepare, post, and track Association correspondence, including thank you letters for all donations and dues payments;
- I. Send welcome packets to new members; and,
- J. Maintain copies of all relevant correspondence for a period of at least one year.

Section 9. Duties of the Assistant Corresponding Secretary.

- A. The Assistant Corresponding Secretary shall assist the Corresponding Secretary in all assigned duties.
- B. The Assistant Corresponding Secretary shall have access to Association email accounts and shall perform any other duties as assigned by the Corresponding Secretary.

**ARTICLE VIII – COMMITTEES**

Section 1. Creation of Standing Committees.

- A. 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.
- B. 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. Genealogy Committee.
- H. Governance Committee.
- I. Grants Committee.
- J. Housekeeping Committee.
- K. Information Technology Committee.
- L. Maintenance Committee.
- M. Membership Committee.
- N. Merchandise Committee.
- O. Newsletter Committee.
- P. Preservation and Restoration Committee.
- Q. Program and Hospitality Committee.
- R. Property Rental Committee.
- S. Publicity and Marketing Committee.
- T. Research Committee
- U. Sunshine Committee.

Section 3. Duties of Standing Committees.

- A. The Archives and Cataloguing Committee shall acquire, catalogue, store, and display historic documents, relics, and other relevant information in accordance with standard and accepted archival practices, create and store a digital record of all Association collections and information, and curate focused exhibits and digitize collection materials for remote access via the internet.
- B. The Audit Committee shall conduct an in-house quarterly review of Association financial accounts and transactions. The Committee will ensure all withdrawals and payments are properly made in accordance with the budget or other votes made by the Board.
- C. The Budget Committee shall 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. The Cemetery Committee shall restore, clear, re-landscape, catalog, locate, repair, and maintain 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. The Development Committee shall oversee fundraising campaigns to augment the Association's operating budgets and shall, among other things, plan and execute the Annual Appeal and the Annual Heritage Gala.

F. The Education Committee shall conduct an Outreach Program and coordinate with other committees as required.

G. The Genealogy Committee shall encourage and promote the creation of genealogies that contribute to our local heritage.

H. 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 Board of Directors, 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 approved by the Executive Board at the January 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 shall act as the Nominating Committee and the By-laws Committee.

I. The Grant Committee shall 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.

J. The Housekeeping Committee shall ensure all association buildings are kept clean and seasonally decorated.

K. The Information Technology Committee shall 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.

L. The Maintenance Committee shall 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.

M. The Membership Committee shall promote membership in the Association through various means, including social media, at public events, and Association activities, and maintain the digital database of current members. The committee shall work with the Treasurer and Corresponding Secretary to attempt to secure dues in arrears.

N. The Merchandise Committee shall create, procure, distribute, and sell Association merchandise, including the Annual Calendar.

O. The Newsletter Committee shall write, edit, and publish a periodic digital newsletter that provides an update of pertinent association activities and events as well as select historical features to subscribers.

P. The Preservation and Restoration Committee shall encourage the preservation of local architectural and other features of historical, cultural, or natural value; to plan and oversee preservation and restoration of all properties held or controlled by the Association; and such other duties as may be prescribed by the Board of Directors from time to time.

Q. The Program and Hospitality Committee shall plan, schedule, and execute programs for regular Member meetings, monthly Heritage Nights, historic tours, and special events like Heritage Fairs approved by the Board of Directors.

R. The Property Rental Committee shall manage the rental of Association property, including promoting rental opportunities via all forms of advertisement, including signs, brochures, and social media; update the Association calendar with scheduled rentals; coordinate and meet with renters to ensure adherence to rental rules; receive all rental payments; coordinate with the Maintenance and Housekeeping Committees to ensure the readiness and cleanliness of all Association rental property and equipment at all times; and purchase supplies as needed.

S. The Publicity and Marketing Committee shall market and promote the Association, to include its products, activities, and programs, by creating and distributing press releases, flyers, banners, and advertisements. The committee shall also monitor, update, and make posts to the NSHA Facebook page, website, and other social media platforms.

T. The Research Committee shall research, discover and document the town's history to include but not limited to people and officials, civic organizations and institutions, native culture, significant historic events, buildings, and land features. The Committee shall promote its work through social media and other means. The Research Committee shall work closely with other committees and organizations to further respective goals.

U. The Sunshine Committee shall monitor media outlets for the obituaries of Association members or their immediate family members and send appropriate condolence cards. The committee shall also coordinate food for potluck dinners, programs, meetings, and activities.

#### Section 4. Special Committees.

The President may establish temporary special committees as required. Special Committees are generally advisory and may not commit the NSHA or its funds without prior approval from the Board of Directors.

### **ARTICLE IX – Fiscal Provisions**

#### Section 1. Fiscal Year.

The fiscal year shall run concurrently with the calendar year.

#### Section 2. Expenditures.

- A. Only the Officers and Committee Chairpersons are authorized to make expenditures within the limits approved by the Board of Directors in the Annual Budget or by a specific vote.
- B. No one shall make an expenditure that benefits themselves personally without prior approval of the Board of Directors.

Section 3. Fiscal Reports.

- A. The monthly Treasurer’s Report shall consist of the following reports: a Balance Sheet, a Profit and Loss Report, a detailed Profit and Loss Report, and an Accounts Payable Report.
- B. The Corresponding Secretary will provide all monthly fiscal reports, except the detailed Profit and Loss Report, to members prior to monthly meetings.

**ARTICLE X– 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 XI– 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 XII – 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.