

**Final Version adopted 4/3/2002**

**BY-LAWS**

**MERRIMACK HERITAGE COMMISSION**

**I. PURPOSE AND AUTHORIZATION**

The Merrimack Heritage Commission (hereinafter, the Commission) duly established by the Merrimack Town Meeting on March 14, 2000 in accordance with **RSA 673:1** hereby establishes the following rules of procedure for the conduct of its business.

**II. NAME**

The name of the Commission shall be the "Merrimack Heritage Commission".

**III. MEMBERSHIP AND TERMS OF OFFICE**

A. Appointment of Members: The Commission shall consist of five members to be appointed by the Board of Selectmen, and shall include one Selectman to act as an ex-officio member with power to vote. The appointment of members shall conform to terms and requirements of **RSA 673:4a** and **RSA:673:5**.

B. Alternates: The Board of Selectmen may appoint, in addition to regular members, not more than three alternate members who may serve, upon designation by the Chairperson, in place of a regular member in the event of absence or disqualification. The terms and multiple membership requirements for alternates shall be the same as for regular members per **RSA 673:6**.

**IV. OFFICERS AND THEIR DUTIES**

A. Election of Officers:

B. The Commission shall elect, by a majority vote at its annual meeting, the following officers from among its membership. The term of each officer shall be limited to one year, however, any officer shall be eligible for re-election.

1. Chairperson: The Chairperson shall preside at all meetings and hearings of the Commission and shall have the duties normally conferred on such officers.
2. Chairperson: The Chairperson shall appoint such Committees as directed by the Commission including one member of the Commission, who shall act as Chairperson of such Committees. As directed by the Commission, the Chairperson shall affix his signature in the name of the Commission on all correspondence from the Commission. The Chairperson shall approve the agenda, all regular and special meetings of the Commission. In the absence of administrative staff, the Chairperson or his designee shall be responsible for the records of the meeting.

3. Vice Chairperson: The Vice Chairperson shall act for the Chairperson in his absence.

V. MEMBERS AND THEIR DUTIES:

- A. Members: The members are expected to attend all Regular, Special and Annual Meetings. If a Member cannot be present at any meeting, he shall notify the Chairperson prior to the meeting of his inability to attend. In the absence of a regular member, other than the Selectmen's Representative, the Chairperson shall appoint an alternate from among those Alternate Members present, to act in the place of the absent member. If a Member is late to arrive for a meeting, the Chairperson shall appoint an Alternate Member from among those Alternate members present to act in the place of the absent Member until the hearing and Commission action is completed on the agenda item being heard. Upon the start of a new agenda item, the regular Member may take his seat on the Commission, replacing the Alternate Member.

If a Member chooses to step down from the Commission for a particular agenda item, the Chairperson shall appoint an alternate from among those Alternate Members present to act in the place of the Member for that agenda item. Upon start of a new agenda item, the Member may take his seat on the Commission replacing the Alternate.

If the Selectmen's Representative to the Commission is absent, an Alternate Member will not be appointed to fill his place in accordance with **RSA 673:11**.

- B. Alternate Members: Alternate Members are expected to attend all Regular, Special and Annual Meetings. If an Alternate Member cannot be present at any meeting he shall notify the Chairperson prior to the meeting of his inability to attend.

The selection of Alternate Members to act as Members of the Commission shall be made by the Chairperson to fill the place of an absent Regular Member, at the start of the Heritage Commission Meetings. Alternates shall be chosen on a rotational basis in so far as is practical to give each alternate an approximately equal number of agenda items heard on a monthly or quarterly basis. The Chairperson, through the Commission staff, shall maintain a record of appointments made to act as Members. In all cases, however, the decision of the Chairperson to appoint an alternate to act as a Member shall be final.

- C. Members and Alternate Members shall adhere to the oath taken at the time and place of their respective appointments to the Commission and conduct their duties in keeping with said oath and these By-Laws.

## VI. MEETINGS

A. Regular Meetings: Regular meetings of the Commission shall be held monthly and at such other times as the Commission may determine and shall be open to the public. The time and place of the meetings shall be selected by a majority vote of the Commission taken at the annual meeting. Regular meetings shall not be held on Sundays or legal holidays. The following general rules of procedure shall govern the conduct of such meetings:

1. Quorum Required: A majority of the members and/or alternate members of the Commission shall constitute the quorum necessary in order to transact business at any meeting.
2. Notice of Meetings: Notice of the time, date and place of any public meeting of the Commission shall be posted in two public places at least 24 hours, excluding Sundays and legal holidays, prior to the meeting.
3. Records Required: Minutes of the events of the meeting shall be taken and shall include the names of members in attendance, persons appearing before the Commission, a brief description of the topics discussed, and a record of any actions taken. Such minutes shall be available for public inspection within 144 hours of the meeting. The meeting shall also be recorded by a sound recording device and such recording shall be kept on file as part of the public record. Minutes of Executive Session shall conform to the requirements of **RSA 91-A: 3**.
4. Order of Business: The general order of business shall be in accordance with the posted agenda unless modified by a majority vote of the Commission.
5. Voting: A motion, duly seconded and following discussion, shall be passed by a majority of Members present, once a quorum has been established, voting in the affirmative. The Chairperson will not make a motion while chairing a meeting of the Commission. After all discussion of the motion by Commission members has been completed, the Chairperson will call for a vote on the motion by the Commission. If the vote is not unanimous, the minutes of the meeting shall indicate members in favor, opposed, or abstaining by name.

B. Special Meetings: Special meetings may be called by the Chairperson, or in the absence of the Chairperson, Vice-Chairperson, or designee. Notice to the public shall be in the same manner as for a regular meeting. No business shall be acted upon at a special meeting unless a quorum of the members is present. The notice of the meeting shall specify the purpose of the meeting and no other business may be considered except by majority vote of Commission members present once a quorum has been established.

- C. Annual Meeting: An annual organizational meeting shall be held at the first Meeting following the close of Town Meeting, but not later than thirty days following the close of Town Meeting. The purpose of the annual meeting will be to elect officers and to review the by-laws and which shall be made a part of the minutes of the meeting. Members unable to be present for the election of officers may vote by proxy for the officers of the Commission at this meeting.

#### VII. FINANCES

Within the limits of funding made available for its use by the Town Meeting, and in accordance with **RSA 673:16** and **674:44-b**, the Commission may employ consultants as may be required to assist the Commission in its work. The Chairperson may be authorized to sign contracts for consulting services as approved by the Commission. The Chairperson may authorize expenditure of funds as approved by a majority vote of the Commission. The Chairperson shall approve invoices prior to their payment by the Town.

#### VIII. PUBLIC RELATIONS

The Chairperson or a duly appointed Commission member may be authorized by majority vote of the Commission to act as the principal public relations contact for the Commission. Duties shall be as prescribed by the Commission.

#### IX. COMMITTEES

The Chairperson may appoint special committees for purposes and terms approved by majority vote of the Commission.

#### X. ADMENDMENTS

- A. Amendments: These by-laws may be amended as follows:

1. At any regular meeting of the Commission, by a majority vote of the membership of the Commission.
2. At any regular meeting of the Commission by a majority vote of the Commission, provided that the proposed change has been read and discussed at a previous regular meeting of the Commission.

- B. Filing with the Town Clerk: These by-laws and any amendments thereto shall be placed on file with the Town Clerk for public inspection. A complete set of by-laws, as amended, shall also be attached to the minutes of the Commission's annual organizational meeting and kept on file.

- C. Effective Date: These by-laws, and any subsequent amendments, shall become effective immediately upon passage by the Commission as recorded in the minutes of the meeting at which such action occurs.