

Falmouth Historical Society Special Meeting

Falmouth Heritage Museum—October 29, 2019

The President of the Falmouth Historical Society called a Special Meeting of the Society for 7:00 p.m. Tuesday, October 29, 2019, at the Falmouth Heritage Museum in accordance with Article V, Section C, of the Bylaws. The meeting was called to deal with an urgent matter involving the Society's status as a tax-exempt nonprofit.

Background

The Society was notified by the Internal Revenue Service on October 18th that the Society's Articles of Incorporation (as accepted by the Maine Secretary of State on August 24, 1981) did not contain the specific language now required for a tax-exempt nonprofit under Section 501(c)(3) of the Internal Revenue Code. The IRS helpfully provided the wording for two clauses that need to be incorporated in the Society's Articles of Incorporation.

- The first clause limits the Society's purpose in compliance with the tax code. There is no such language in the existing Articles. The Bylaws refer to the appropriate provision of the tax code but do not contain the specific language.
- The second clause deals with disposition of assets in the event of dissolution. The seventh of the existing Articles addresses dissolution but lacks the specific language provided by the IRS.

In order to restore its tax-exempt status, the Society was required to amend its Articles of Incorporation. Maine Revised Statutes Title 13 B §802 specifies the process for making an amendment. The amended Articles must be approved by the membership at an annual or special meeting.

The President of the Society proposed, upon approval by the membership, to immediately submit the following documents to the Maine Secretary of State to amend the Society's Articles of Incorporation thereby bringing the Articles into compliance with the Internal Revenue Code.

1. Filer Contact Cover Letter
2. Form MNPCA-3-NCRA (Noncommercial Registered Agent—Statement of Appointment or Change).
3. Form MNPCA-6A (Restated Articles of Incorporation).
4. Form MNPCA-6-1 (Articles of Incorporation), Exhibit A to Part 3
5. (Articles of Incorporation—Additional Provisions), Exhibit B to Part 4.

The Board adopted a resolution to bring the proposed changes to the Articles for a vote by the members present at the special meeting called by the President in accordance with Article VII, Section C of the Bylaws.

The Board of Directors of The Falmouth Historical Society resolves that, subject to approval by the membership, the President of the Society is authorized to amend the Society's Articles of Incorporation as proposed. Moreover, the President, during the next sixty days, is authorized by the members of the Society to make such additional amendments, including changes, additions and deletions, as the Board of Directors deems necessary to bring said Articles into compliance with all applicable federal and state laws, regulations, policies and common practice for a tax-exempt nonprofit such as the Society. This resolution will be presented to the membership for approval at the Special Meeting of the Society called by the President.

Minutes

David Farnham, president, called the meeting to order at 7:00 p.m. A quorum of the membership was present in person or by proxy.

The president called for a vote on the resolution by the Board of Directors to authorize the president of the Society to amend the Articles of Incorporation.

The membership voted unanimously to approve the proposed changes to the Articles of Incorporation.

There being no new business, the special meeting was adjourned at 7:30 p.m.

Respectfully submitted,
Suzanne Howe Farnham
Secretary