

Fracesttown Heritage Commission

BY-LAWS & RULES OF PROCEDURE

TOWN OF FRACESTTOWN, NEW HAMPSHIRE

Adopted by Fracesttown Heritage Commission August 5, 2017

- I. Authority:** The Fracesttown Heritage Commission (the Commission) was established by the voters of the Town of Fracesttown in March 2005 (Town Meeting Warrant Article 25)
- To see if the Town will vote to establish a Heritage Commission, according to the provisions of RSA 673:4-a, composed of five (5) members and two (2) alternate members to be appointed by the Selectmen, such commission to serve as an advisory body to local agencies and boards, to identify and protect historic and cultural resources of community significance, and to exercise such other authority as granted under RSA 674:44-b, or take any other action relating thereto.
- II. Title:** The Commission is hereby designated as the “Fracesttown Heritage Commission”.
- III. Purpose:** The Fracesttown Heritage Commission is established in accordance with RSA 673 for the proper recognition, use, and protection of resources, tangible or intangible, primarily man-made, that are valued for their historic, cultural, aesthetic, or community significance within their natural, built or cultural contexts.
- IV. Powers:** Pursuant to RSA 674:44-b the Commission shall have advisory and review authority, including but not limited to:
1. Survey and inventory all cultural resources.
 2. Assist the Planning Board, as requested, in the development and review of those sections of the Master Plan which address cultural and historic resources.
 3. Advise, upon request, local agencies and other local boards in their review of requests on matters affecting or potentially affecting cultural and historic resources.
 4. Coordinate activities with appropriate service organizations and nonprofit groups.
 5. Publicize its activities.
 6. Hire consultants and contractors as needed.
 7. Receive gifts of money and property, both real and personal, in the name of the Town, subject to the approval of the Board of Selectmen such gifts to be managed and controlled by the Commission for its proper purpose.
 8. Hold meetings and hearings necessary to carry out its duties.

- V. Appropriations and expenditures:** Pursuant to RSA 674:44-d upon establishment of the Francestown Heritage Commission, the Town may appropriate money as deemed necessary to carry out its purposes. The whole or any part of any gifts of money received pursuant to RSA 674:44-b shall be placed in a Heritage Fund and allowed to accumulate from year to year. Money may be expended from such fund by the Heritage Commission for its purposes without further approval of the town meeting.

The Town Treasurer, pursuant to RSA 41:29 shall have custody of all monies in the Heritage Fund and shall pay out the same only upon order of the Heritage Commission. The disbursement of Heritage Funds shall be authorized by a majority of the Heritage Commission. Prior to the use of such funds for the purchase of any interest in real property, the Heritage Commission shall hold a public hearing with notice in accordance with RSA 675:7.

Property: Pursuant to RSA 674:44-b, the Commission may acquire, in the name of the Town and subject to the approval of the Board of Selectmen, by gift, purchase, grant, bequest, devise, lease or otherwise a fee or lesser interest, development rights, covenant, or other contractual right, including conveyances with conditions, limitation or reversions, as may be necessary to acquire, maintain, improve, protect, limit the future use of, or otherwise conserve and properly use the cultural resources of the town, and shall manage and control the same; provided, however, that the Town or Commission shall not have the right to condemn property for these purposes. A public hearing will be held as required.

- VI. Membership: Regular Members:** The Selectmen shall appoint a Francestown Heritage Commission comprised of five members. Membership on the Commission shall be as follows:

- a. Each member or alternate member shall be a resident of Francestown.
- b. One member shall include a selectman to act as an ex-officio member with the power to vote.
- c. Not more than one member may be a member of the Planning Board.

The appointment of members shall conform to the terms and requirements of RSA 673:4-a and RSA 673:5.

Alternate Members: The Board of Selectmen may appoint, in addition to regular members, not more than two alternate members who may serve whenever a regular member is either absent or disqualifies himself or herself. The chair shall designate an alternate to vote in his or her place; except that only the alternate designated by the Board of Selectmen for its ex-officio member shall serve in place of that member. When designated to vote, the alternate shall continue as a voting member until the end of the meeting unless the regular member for whom the

alternate is voting subsequently joins the meeting, in which case the alternate shall continue as a voting member only until the immediate issue under consideration is decided. All voting and non-voting members may participate in all discussions.

Appointment: The ex-officio member from the Board of Selectmen and any member from any town board or commission shall be appointed by vote of their respective boards. All other regular members and alternates shall be appointed by the Board of Selectmen with recommendations from the Commission.

Qualifications: In determining each member's qualifications the Board of Selectmen shall take into consideration the appointee's demonstrated interest and ability to understand, appreciate and promote the purpose of the Heritage Commission.

Terms: Except as provided for in RSA 673:5 I (b), the term of the ex-officio member shall coincide with the term for that other office. The term of all other regular and alternate members shall be three years in accordance with RSA 673:5 II.

Removal: Members may be removed for cause in a manner provided by RSA 673:13. Pursuant to RSA 673:13 I, after a public hearing, appointed members and alternate members of an appointed local land use board may be removed by the appointing authority upon written findings of inefficiency, neglect of duty, or malfeasance in office.

VII. Officers: Election of Officers: The Commission shall elect, by a majority vote at its annual meeting (the first regular meeting after the town meeting or within 30 days thereof) 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. Neither an ex-officio nor an alternate member shall serve as Chair.

Chair: The Chair shall preside at all meetings of the Commission and shall have the duties normally conferred on such officers. The Chair shall appoint such Committees as directed by the Commission, including one member of the Committee who shall act as Chair of such Committee. As directed by the Commission, the Chair may affix his/her signature in the name of the Commission to all correspondence of documents from the Commission. The Chair shall approve the agenda for all regular meetings and special meetings of the Commission. The Chair or the Commission's designee shall act as the official spokesperson for the Commission and/or prepare an annual report. In the absence of administrative staff, the Chair or his/her designee shall be responsible for the records of the meeting.

Heritage Commission Treasurer: The H.C. Treasurer shall maintain records of the Heritage Fund including all donations and expenses and reconcile said account with the records of the Town Treasurer.

Secretary: the Secretary shall act as Chair in the absence of the Chair, or may appoint a designee to act as Chairman with permission of the Commission. In the absence of the Secretary, the Commission may appoint another member to act as Secretary. The

Secretary shall record the minutes of the meetings of the Commission and shall uphold the requirements of RSA 91-A.

- VIII. **Members and their duties:** Members: Members are expected to attend all regular, special, annual meetings and joint meetings and hearings involving the Commission. If a member cannot be present at any meeting they shall notify the Chair or acting Chair prior to the meeting of his/her inability to attend. After three consecutive unexcused absences, the Commission may notify the Board of Selectmen and request that appropriate action be taken.

The following general rules of procedure shall govern the conduct of the meeting.

Quorum Required: A majority of the membership of the Commission (3) shall constitute the quorum necessary in order to transact business as any meeting.

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 holidays, prior to the meeting.

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 or recommendations from the Commission to boards or respective parties. All records must meet the requirements of RSA 91-A.

Order of Business: The general order of business shall be in accordance with the agenda unless modified by a majority of the Commission. The agenda shall include but is not limited to:

- a. Call to order by Chair
- b. Attendance
- c. Resolution of conflicts of interest and designation of voting if applicable
- d. Approval of minutes
- e. H.C. Treasurer's Report
- f. Fundraising/Stewardship
- g. Old Business
- h. New Business
- i. Adjourn

Voting: A motion duly seconded, shall be passed by a majority of the members present, voting in the affirmative, once a quorum has been established. After all discussion of the motion by Commission members has been completed, the Chairman will call for a vote on the motion by the Commission.

Work or Work Sessions: Work or work sessions may be convened as a whole or as a committee of the whole in the same manner as special meetings, provided that no quorum shall be required and that no official action shall be taken.

Special Meetings: Special meetings of the Commission shall take place at the call of the Chairman or as the Commission deems necessary. All special meetings shall be open to the public, unless otherwise noticed and conducted in strict accordance with RSA 91-A: 3.

Joint Meetings and Hearings may be held pursuant to RSA 676:2.

Non-Public Sessions: In accordance with RSA 91-A:3, the Commission shall not meet in non-public session, except for the purposes set forth in (a) through (c) below. No session in which evidence, information or testimony in any form is received shall be closed to the public, except for the purposes set forth in (a) through (c) below. The Commission may not enter non-public session, except pursuant to a motion properly made and seconded. Minutes of non-public session shall be kept, recorded and made available for public inspection in accordance with RSA 91-A:3, III.

- a. Matters which, if discussed in public, would likely affect adversely the reputation of any person, other than a member of the Heritage Commission itself, unless such person requests an open meeting.
- b. Consideration of the acquisition, sale or lease of real or personal property which, if discussed in public, would likely benefit a party or parties whose interests are adverse to those of the general community.
- c. Consideration or negotiation of pending claims or litigation which has been threatened in writing or filed against the Heritage Commission or any member thereof, or against any member thereof because of his or her membership in the Heritage Commission, until the claim or litigation has been fully adjudicated or otherwise settled.

Site Review (site walk): At its option, the Commission may table final consideration of an issue pending a site review. The purpose of the site review is to validate information that could materially affect the consideration of the issue at hand. A site review shall be required in all circumstances where the Commission is considering the acquisition of a full or partial interest in real property pursuant to Section VI or expenditure of public funds for the treatment of historic structures. A site review shall be considered a potential meeting and shall be posted and open to the public (minutes are only necessary if a quorum exists).

IX. Administration:

Forms: All forms and revisions thereof shall be adopted by vote of the Commission.

Due Diligence: The Commission may table final consideration of an issue for the purposes of seeking advice, recommendations, or reports from professional, educational, cultural, civic or other groups or persons as may be deemed necessary for the determination of a reasonable decision.

Records: Records of the Commission shall be kept in the Town Offices and be available to the public in accordance with RSA 91-A.

X. Code of Conduct:

1. Commission members shall not use their position for a purpose that is, or gives the appearance of being, motivated by a desire for personal benefit or private gain for themselves or others, particularly those with whom they have family, business, organizational, or other ties.
2. Commission members who have a financial interest in a property shall not participate in any discussion, hearing, or other Commission consideration of that property, whether as a part of local review procedures pursuant to RSA 674 and RSA 676, or as part of actions (such as National Register nomination review procedures) pursuant to the responsibilities of a "Certified Local Government" under the National Historic Preservation Act, or under the associated requirements established by the National Park Service and the State of New Hampshire for participation in the Certified Local Government program.
3. Commission members and staff shall not participate in the preparation of, administration, monitoring, approval or payments of grants or contracts made to the Commission if a real or apparent conflict of interest would be involved.
4. In conformance with RSA 673:14, no member of the Commission shall sit upon the hearing of any questions which the Commission is to decide if that member has a direct, personal or pecuniary interest in the outcome which differs from the interest of other citizens or would be disqualified for any cause to act as a juror upon the trial of the same matter in an action of law.
5. When uncertainty arises as to the application of these provisions to a Commission member in particular circumstances, the Commission shall, upon the request of that member or another member of the Commission, vote on the question of whether that member should be disqualified. Any such request and vote shall be made prior to or at the commencement of any required public hearing. Such a vote shall be advisory and non-binding, and may not be requested by persons other than Commission members, except as provided by local ordinance or by these Rules of Procedure.
6. If a member of the Commission is disqualified or unable to act in any particular case before the Commission, the Chair shall designate an alternate to act in place of the disqualified member as specified in RSA 673:11.
7. Any member of the Commission who may have an apparent, potential or actual conflict of interest with respect to any deliberations or matters before the Commission shall absent himself or herself from the Commission's meeting while such matters are being considered or acted upon.
8. Commission members and staff who are in office or employed at the time these code of conduct provisions are adopted shall be exempted for a period not to exceed one year from the date of adoption, pursuant to RSA 31:39-a.

XI. Amendments:

Amendments: These by-laws and rules of procedure may be amended at any regular meeting session of the Commission by a majority of the Commission, provided that

Commission members have been notified of the meeting to amend two weeks in advance of said meeting by mail or email.

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 be attached to the minutes of the Commission meeting in which they were amended and finalized.

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.

Severability: If any section, subsection, sentence, clause, phrase other part of these Rules of Procedure is for any reason held by a court of competent jurisdiction to be invalid, such decision shall not affect the validity of the remaining portions of these Rules of Procedure.