

The Haddam Historical Society, Inc.
BYLAWS

Article 1 -- Name

The name of this Corporation shall be The Haddam Historical Society (herein after "the Society").

Article 2 -- Purpose

The mission of the Haddam Historical Society is to preserve, collect, interpret and promote the history and heritage of Haddam for present and future generations.

Article 3 -- Membership

Section 1: Any person interested in the history of Haddam is eligible for membership.

Section 2: The Society will designate categories of membership as determined by a majority vote of the Board of Directors.

Section 3: All classes of membership may vote and hold office.

Section 4: Annual dues shall be set by the Board of Directors. Dues are payable in advance on the first day of November in each year. The payment of dues shall be a condition of membership. Failure to pay dues for a period of one year after they become due shall be deemed a withdrawal from the Society.

Article 4 -- Membership Meetings

Section 1: The Annual Meeting of the Society shall be in May of each year.

Section 2: Ten (10) members present at any duly called meeting of the Society shall constitute a quorum for the transaction of business.

Section 3: Meetings may be held when called by the President and/or by the Board of Directors.

Section 4: A Special meeting may be called by written request to the Board of Directors signed by at least twenty (20) members in good standing. The meeting shall be held within thirty (30) days of receipt of the request.

Article 5 -- Board of Directors

Section 1: There shall be a Board of Directors composed of up to fifteen (15) Directors. All members of the Board of Directors must be members of the Society in good standing.

Section 2: The Board of Directors shall oversee all aspects of the Society including establishing policy for the Society, assuring its financial security, overseeing committees, and selecting staff. The day-to-day activities of the Society shall be managed by the Executive Director in accordance with the Bylaws. The Board of Directors is responsible for conformance to all adopted policies and guidelines, including the Statement of Ethics adopted June 29, 1998.

Section 3: At the first Annual Meeting, up to fifteen (15) Directors shall be elected; up to five (5) for three years, up to five (5) for two years, and up to five (5) for one year. At each Annual Meeting thereafter, no more than five (5) Directors shall be elected for three-year terms, and up to ten Directors may be elected for one- or two-year terms. Election will be by written ballot if there is more than one candidate for a given position.

Section 4: Directors are elected for up to a three (3) year term, beginning immediately after the election. No director shall serve more than six (6) years and eleven (11) months. A former director is eligible for re-election after one year off the Board.

Section 5: Vacancies occurring prior to the expiration of a term of office may be filled by the Board of Directors by appointment of a member of the Society in good standing.

Section 6: Any Director who fails to attend at least half of the meetings of the Board in any calendar year may be removed and may be replaced, except under special circumstances as approved by a two-thirds (2/3) vote by the Board.

Any Director may be removed from office with or without cause by the vote of two-thirds (2/3) of the Board of Directors at any meeting of the Board, provided the Board receives written notice of such action at least one (1) week before the meeting.

Section 7: The Board of Directors shall meet at least four (4) times annually, with at least two (2) days written notice. Special meetings of the Board may be called by the President, with oral or written notice, whenever he/she deems it necessary, or whenever he/she is requested to do so in writing by any two Directors.

Section 8: Five (5) members of the Board of Directors shall constitute a quorum for the transaction of business.

Article 6 -- Officers

Section 1: The general membership shall elect a President, a Vice-President, a Secretary, and a Treasurer at the Annual Meeting. These officers shall be Directors. They shall take office immediately following their election, and serve a term of one year. Mid-term vacancies in offices may be filled by a majority vote of the Board of Directors. Officers shall serve for no more than four (4) consecutive terms.

Section 2: The President shall preside at the meetings of the Society and of the Board of Directors. He/she shall supervise (or delegate such supervision of) any staff; appoint committee Chairmen (except the Nominating Committee); be a member of the Finance Committee and a member ex-officio of all committees (except the Nominating Committee); deliver a report at the Annual Meeting, and attend to such other duties as are usually delegated to a President

Section 3: The Vice-President shall assist the President, and in the absence or disability of the President shall have the authority and duties of the President as affirmed by the Board of Directors.

Section 4: The Secretary shall keep all minutes of the Board of Directors meetings and the general membership meetings, and send informal correspondence. These duties may be delegated.

Section 5: The Treasurer shall be permanent member of the Finance Committee, and along with the President and Vice-President, shall be authorized to sign payroll checks and supervise documented hours.

Article 7 -- Committees

- Section 1: The Board of Directors may establish or eliminate standing committees as necessary to fulfill the Society's objective and responsibilities. Unless otherwise noted, committees will consist of three (3) or more members, appointed by the Board.
- Section 2: The President may appoint ad-hoc committees as necessary for specific activities and functions.
- Section 3: Any member in good standing may join or be appointed to a committee.
- Section 4: The President shall appoint the Chairman of each committee, except the Nominating Committee. Annual appointments are made in July; Chairmen shall serve until replaced by the President.
- Section 5: The Finance Committee shall ensure that there is an adequate accounting and management reporting process in place, such that the financial condition of the society can be reported to the Board of Directors on a regular basis. The Committee may delegate day-to-day financial management, to a person approved by the Board of Directors, to keep a true and faithful account of all monies received and paid, and of the property and debts of the society, to ensure accurate, clear and timely financial statements may be prepared. These financial statements shall be audited by an accounting firm annually.
- The Finance Committee shall prepare a statement of the financial condition of the Society based on the previous year end and have it available at the Annual Meeting.
- The Finance Committee shall prepare annually, and submit to the Board of Directors for approval, an Operating Plan, estimating the receipts and expenditures of the Society for the coming year. The fiscal year will be January 1 through December 31.
- The Finance Committee shall establish a formal financial policy. The policy, which shall be approved by the Board of Directors, shall be reviewed on an annual basis or as deemed necessary by the Committee or the Board of Directors. Revisions shall be brought before the Board for review and approval.
- The Finance Committee shall have up to three members in addition to the President and Treasurer.
- Section 6: The Membership Committee shall inaugurate and carry out appropriate plans for the increase of the membership of the Society.
- Section 7: The Buildings & Properties Committee shall have the general oversight of any property owned by the Society.
- Section 8: The Collections Committee shall be responsible for accessions to, care of, and displays of the collections.
- Section 9: The Social Committee shall be responsible for planning and hosting social events for the Society.
- Section 10: The Programs Committee shall be responsible for planning and hosting educational programs for the Society.
- Section 11: The Gardens & Grounds Committee shall be responsible for exterior horticulture for the Society.
- Section 12: The *Development* Committee shall be responsible for planning fundraising for the Society.

Section 13: The Antiques Show Committee shall be responsible for the administration of the Connecticut Spring Antiques Show.

Section 14: The Nominating Committee shall prepare a slate of officers and Directors, approved by the Board, and place that slate into nomination at the Annual Meeting.

Section 15: The Education Committee shall be responsible for planning and hosting educational activities.

Article 8 -- Fiduciary Duty

Section 1: No part of the Society's income shall be distributable to any of the Directors, officers, employees, or members, with the following exceptions:

1. reasonable compensation for services rendered;
2. the granting of benefits to members in conformity with the Society's non-profit status; and
3. the distribution of assets upon dissolution or final liquidation, as provided by law.

Section 2: In all financial matters relating to the Society, each of the above classes of persons shall act in good faith and with fiduciary duty commensurate with their position.

Article 9 -- Parliamentary Authority

Section 1: The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Society in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws or Section 33-419 et seq of the Connecticut General Statutes, the Nonstock Corporation Act, as may be amended from time to time.

Article 10 -- Dissolution

Section 1: The Society may be dissolved voluntarily or involuntarily. Upon termination of the Society, any assets remaining after all debts have been satisfied shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code or future amendments thereof.

In making its determination regarding the distribution of assets, the Board of Directors shall give preference to a Haddam organization or organizations whose mission or stated purpose is historic preservation or study.

Article 11 -- Amendments

Section 1: These Bylaws may be amended by a two-thirds vote of members present at a meeting of the Society, provided that the proposed amendments shall have been presented in writing with the call of the meeting at least ten (10) days prior to the meeting.

Article 12 -- Saving Clause

If any part of these Bylaws are held invalid by a court of competent jurisdiction, such finding shall not affect the validity of the remaining Articles and Sections.

Adopted: October 18, 1955 Revised: April 27, 1963; February 24, 1964; May 23, 1996; May 20, 1997; May 7, 1998. May 20, 1999, October 23, 2003, May 20, 2010.