

**BY-LAWS OF THE MIDDLESEX COUNTY HISTORICAL SOCIETY**

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## **PREAMBLE**

The Middlesex County Historical Society (the Society) was incorporated by Special Act of the Connecticut General Assembly on April 18, 1901, for the purpose of promoting the study of historical and genealogical subjects in general, and especially in relation to Middlesex County, Connecticut, and for the collection and preservation of objects illustrative of history. The Society is empowered by the same Special Act to make and adopt a constitution and such By-Laws as it may from time to time deem best, regulating thereby all matters concerning the objects, membership, and government of the corporation, and has such other powers as belong to a corporation under the laws of the State of Connecticut.

## **ARTICLE I: MEMBERS AND ASSOCIATES**

### **1.1 Creation of Membership**

- (a) *Members*. The Society shall have one class of members.
- (b) *Qualification for Membership*. Membership shall be open to individuals who support the activities and purposes of the Society. Members shall qualify on a year to year basis and be admitted to membership upon payment of annual dues or contributions to the Society in such amounts as determined according to these By-Laws.
- (c) *Special Membership*. The Board may from time to time designate other persons as members of the Society upon the basis of their support of the Society, and any special ability and resources which they may be able to contribute in aid of the purposes and operations of the Society.

### **1.2 Termination and Transfer of Membership**

- (a) *Resignation*. Any member may resign by filing a written resignation with the Secretary.
- (b) *Transfer*. Membership in the Society is not transferable or assignable.

### **1.3 Financial Obligations of Members**

- (a) *Dues*. Dues or membership contributions shall be in such amounts as fixed by the Board of Directors or by the membership in a meeting called for that purpose. For purposes of establishing a schedule of dues, members may be grouped by characteristics such as, but not limited to, age or length of service. Different dues may be set for different groups so established.
- (b) *Liability for Society Obligations*. Members shall not be liable for any debts or obligations of the Society and shall not be subject to any assessment.

- 1.4 **Membership – Minimum Number**. The Society shall make all reasonable efforts to maintain a broad community-wide membership of not less than twenty-five members.

## **ARTICLE II: MEMBERS - MEETINGS AND VOTING.**

- 2.1 **Voting.** Each member shall be entitled to one vote on each matter properly brought before a meeting of the membership.
- 2.2 **Place of Meetings.** Every meeting of members of the Society shall be held at the principal office of the Society, or at such other place within or without the County of Middlesex as shall be specified in the notice of such meeting given as hereinafter provided.
- 2.3 **Annual Meeting.** An annual meeting of the members of the Society for the election of Directors and Officers or the filling of vacancies of Directors, for the presentation of annual reports by Officers and Committees, including an annual report by the President, and for the transaction of such other business as may properly come before the meeting, shall be held in Middletown during the month of April on such a day as the Board shall direct, at such hour as shall be specified in the notice of the meeting.
- 2.4 **Special Meetings.** Special meetings of the members of the Society may be called at any time by the Board of Directors of the Society, or by the President. A Special meeting shall be called upon the written request of 10 percent of the members, which shall specify the purpose for such meeting. Business transacted at any special meeting of the members shall be limited to the purposes stated in the notice thereof.
- 2.5 **Notice of Meetings.** A notice in writing of each meeting of the members shall be given by or at the direction of the President or the Secretary of the Society to each member of record entitled to vote at the meeting, by mailing a copy thereof addressed to the member as shown on the records of the Society not less than ten or more than fifty days before the date of the meeting. Such notice shall state the date, place and hour of the meeting, and, if a Special Meeting, the purpose of the meeting.
- 2.6 **Postponement, Quorum, and Manner of Acting.**
- a. **Postponement.** Any date set for any meeting of the members of the Society may be postponed at any time prior to the time set for the meeting by the Executive Committee, if circumstances so require, and notice of the postponement, and the date, place and hour for the rescheduled meeting shall be given at the place and time of the postponed meeting.
  - b. **Quorum.** A quorum consists of eleven or more members of the Society present at a meeting of the membership.
  - c. **Required Vote.** If a quorum is present, the affirmative vote of a majority of those present shall be the act of the members, unless the vote of a greater number is required by law.

### **ARTICLE III: BOARD OF DIRECTORS.**

3.1 **Number and Election.** The Board of Directors (the Board) shall consist of the fifteen Directors. The Directors shall be elected for two year terms, at the Annual Meeting of the Society. The paid Executive Director shall be an ex officio member of the Board without vote.

3.2 **Qualifications.** Directors shall hold office from the time of their election until the election of their successors, or until their death or resignation. Directors shall be members of the Society.

3.3 **Duties.**

(a) **General Duties.** The Board shall have the control and general management of the activities, property and affairs of the Society and shall determine the manner in which the funds, both principal and income, shall be applied within the limitations of the laws of the State of Connecticut. It shall have the power to employ an Executive Director and other paid staff as necessary. When the Board member has accumulated a total of three (3) absences during his/her two-year term, his/her membership may be terminated at the discretion of the majority of the Board.

(b) **Adoption of Rules.** Except as herein provided, the Board may adopt such rules and regulations for the conduct of its meetings and the management of the Society as it deems proper and as shall not be inconsistent with these By-Laws and the laws of the State of Connecticut.

3.4 **Meetings.**

(a) **Regular Meetings.** The Board shall meet at least six times a year and more often if the Board shall so determine.

(b) **Special Meetings.** Special meetings of the Board may be called at any time by the President or by any three members of the Board.

(c) **Quorum.** A majority of the Directorships shall constitute a quorum of the Board at any meeting.

3.5 **Vacancy in Office.**

(a) **Resignation.** Any Director may resign at any time by giving written notice of resignation of the President or Secretary of the Society. Such resignation shall take effect at the time of its receipt, and acceptance of the resignation shall not be necessary to make it effective.

(b) **Filling Vacancies.** If the office of any of the Directors shall be become vacant, the Board shall elect a successor to serve until the next Annual Meeting of the Society.

3.6 **Voting.** Except as otherwise provided herein, a plurality vote of the Directors constituting a quorum shall be required to decide any questions submitted to the Board.

## **ARTICLE IV: COMMITTEES.**

### **4.1 Executive Committee.**

- (a) *Members.* The Executive Committee shall consist of the four Officers plus the immediate Past President of the Board.
- (b) *Duties and Powers.* The Executive Committee shall have all the duties and powers of the Board between meetings of the Board, unless such duties and powers shall be limited by Board resolution. The President of the Society shall serve as Chairperson of the Executive Committee.
- (c) *Meetings.* The Executive Committee shall conduct its meetings at such times and places and with such notice as its Chairperson may provide.
- (d) *Reports.* The Executive Committee shall report on any action it has taken to the Board at its next meeting, and shall request the full Board to ratify its actions.

### **4.2 Standing and Special Committees.**

- (a) *Committees.* The Board may create standing and special/taskforce committees as they are deemed advisable.
- (b) *Appointment of Chairpersons.* The Board shall appoint the Chairpersons of the committees, at its first meeting after the Annual Meeting in even-numbered years. The Chairpersons of standing committees shall serve for terms of two years each; the Chairpersons of special/taskforce committees shall serve a term determined by the Board.
- (c) *Members.* The Chairperson of each committee shall select no fewer than two members to serve on said committee.

## **ARTICLE V: OFFICERS.**

5.1 **Name and Number.** The Officers of the Society shall be a President, a Vice-President, a Secretary and a Treasurer. The Board may create other Officers as it deems advisable.

5.2 **Duties and Powers.** The Officers shall have the powers and duties which customarily appertain to or are incident to their respective Offices, including, but not limited to, those hereinafter provided, and, in addition, such powers and duties as the Board may from time to time confer.

- (a) *President.* The President shall be the Chief Executive Officer of the Society and shall:
  - i) preside at all meetings of the Society and of the Board;
  - ii) have general charge and supervision of the affairs of the Society;
  - iii) present a report on the state and condition of the affairs of the Society at each Annual Meeting

- iv) call special meetings of the Society or of the Board when deemed necessary or when requested in writing as provided in these By-Laws;
- v) have direct oversight of any Executive Director employed by the Society.

(b) Vice President. The Vice President, in the absence or inability of the President to act, shall have all the duties and may exercise all the powers of the President, subject to the Board of Directors. The Vice President shall have such other powers and perform such other duties as may from time to time be assigned by the Board, the President, or these By-Laws.

(c) Secretary. The Secretary shall act as Secretary of all meetings of the Board and the Society and shall keep minutes of such meetings in appropriate minute books and shall:

- i) give and serve all notices of meetings pursuant to these By-Laws;
- ii) maintain at all times an accurate list of members of the society;
- iii) be the custodian of the records and seal of the Society and affix the seal or cause it to be affixed to all documents, the execution of which on behalf of the Society under its seal shall have been specifically or generally authorized by the Board;
- iv) have charge of the books, records and papers of the Society relating to its legal organization, and shall see that the reports, statements and other documents required by law are properly kept on file;
- v) in general, perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned by the Board or by the President; and
- vi) present a written report to the Annual Meeting of the Society of all items of interest which have occurred throughout the year as shall appear in the minutes of the Society or of the Board.

(d) Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all the funds and securities of the society, subject to the Finance Committee, of which the Treasurer shall be Chairperson, and to the Board, and shall:

- i) keep full and accurate account of assets, liabilities, receipts and disbursements and other transactions of the Society in books belonging to the Society;
- ii) issue dues notices annually to the members;
- iii) cause regular audits of such books to be made;
- iv) disburse the funds of the Society as may be ordered by the Board, taking proper vouchers for such disbursements;
- v) render to the Board and to the Society at their meetings or to the President whenever it may be required, a statement of all

- transactions made as Treasurer and an account of the financial condition of the Society; and
- vi) in general, perform all the duties incident to the office of Treasurer and such other duties as may from time to time be assigned by the Board or by the President.
- 5.3 **Election, Qualification, Term.** The Officers of the Society shall be elected by the members at the Annual Meeting in even-numbered years, and they shall serve for a term of two years or until their successors shall have been duly elected. All Officers shall be members of the Society. No Officer shall hold the same office for more than two successive terms, except for the Secretary, and, with the approval of the Board, the Treasurer.
- 5.4 **Resignation.** Any Officer may resign at any time by giving written notice to the Board or to the President or to the Secretary of the Society. Any such notice shall take effect at the date of the receipt of such notice or at any later time specified therein. The acceptance of such resignation shall not be necessary to make it effective.
- 5.5 **Vacancies.** In the event of resignation, retirement, death, disqualification, disability or removal from office from any cause whatsoever, pursuant to these By-Laws or to the laws of the State of Connecticut, of an Officer of the Society, the vacancy so created shall promptly be filled by the Board.

## **ARTICLE VI: GENERAL PROVISIONS.**

- 6.1 **Execution of Instruments.** All checks, drafts and other instruments for the payment of money and all instruments of transfer of securities shall be signed in the name and on behalf of the Society by the President or Treasurer or by such other Officers, or agents or employees of the Society as may from time to time be designated by the Board. All instruments of transfer of personal property and all contracts and agreements shall be signed by such Officers or agents as the Board shall direct.
- 6.2 **Offices of the Corporation.** The principal office of the Society shall be located within the Town of Middletown, Connecticut. The Society may have other offices within the State of Connecticut as the Board may from time to time determine.
- 6.3 **Fiscal Year.** The fiscal year of the Society shall end on the last day of March in each year unless otherwise determined by the Board.
- 6.4 **Parliamentary Authority.** In matters not covered by these By-Laws, Robert's Rules of Order shall govern.

- 6.5 **Indemnification.** Indemnification of Officers and Directors shall be as provided in the Connecticut General Statutes, as amended from time to time.
- 6.6 **Existing Resolutions and Procedures.** All resolutions and procedures of the Society shall continue in full force and effect, except as they may be inconsistent with the provisions of these By-Laws.
- 6.7 **Saving Clause.** If any section of these By-Laws shall be held invalid by a Court of competent jurisdiction, such holding shall not affect the remainder of these By-Laws nor the context on which such section so held may appear, except to the extent that an entire section or part of a section may be inseparably connected in meaning and effect with the section or part thereof to which such holding shall directly apply.
- 6.8 **Transfer of Powers and Continuation of Offices.** The powers which are conferred and the duties which are imposed upon any Officer of the Society under the General Statutes of Connecticut, resolutions of the membership or the governing body of the Society, or duly executed contracts thereof, in force at the time these By-Laws shall take effect, thereafter may be exercised and discharged by the Officers upon which are conferred such powers and imposed such duties under the provisions of these By-Laws.

All persons holding Society Offices, whether elected or appointed, all persons holding positions of employment, and all persons who are members of existing Committees of the Society at the time of the effective date of these By-Laws, shall continue in their respective positions. Those holding elective or appointive terms of office or memberships on Committees shall continue to serve in that capacity for the duration of said terms.

- 6.9 **Effective Date.** These By-Laws shall become effective thirty-one days after they shall be adopted.

## **ARTICLE VII: AMENDMENTS.**

- 7.1 **Process.** These By-Laws may be altered, amended or repealed or new By-Laws may be adopted at any regular or special meeting of the members, at which a quorum is present, by the affirmative vote of a majority present and entitled to vote, provided that, in such instance notice of the proposed alteration, amendment or repeal be set forth in the notice of such meeting.
- 7.2 **Recording.** Whenever any By-Law is amended or repealed or a new By-Law is adopted, such action and date on which it was taken shall be noted on the original By-Laws in the appropriate place or a new set of By-Laws shall be prepared incorporating such change.