

By-Laws

The Litchfield Historical Society

Article 1 **Name**

The name of this corporation is the Litchfield Historical Society, hereinafter called the Society

Article II **Object**

Mission

The Litchfield Historical Society illuminates the rich and nationally-significant history of Litchfield, enabling each of us to construct meaning from the past for the present and future.

Article III **Membership**

Members shall be persons who pay annual dues to the Society. The Board of Trustees may establish classes of membership and the amount of annual dues for each class and may change classes or dues from time to time. Each member shall be entitled to one vote at meetings of the membership, regardless of class.

Article IV **Meetings of the Membership**

- a) The Society shall hold an annual meeting of the membership in April in each year on a date and at a time determined by the Board of Trustees, at which an election of Officers and Trustees for the coming year shall take place. Election shall be determined by a majority of members attending such meeting.
- b) Special meetings of the membership may be called at any time by the President, or any Vice President, or upon written request of five members.

- c) Notice of each meeting of the membership shall be sent by **U.S. mail or e-mail** to all members at least two weeks before the day appointed for the meeting; such notices shall state the purpose of the meeting. A quorum at any meeting shall consist of not fewer than fifteen members.

Article V Board of Trustees

Section 1 – Management

The Board of Trustees, hereinafter called the Board, shall be vested with sole power and authority, except as hereinafter expressly provided, over the management and operation of the property and activities of the Society.

Section 2 – Number, election, tenure

- a) The trustees will consist of the following officers of the Society: President, two Vice-Presidents, the Secretary and the Treasurer; twelve persons elected to serve as trustees, four shall be elected each year to serve for a three-year term or until their successors are elected. No such elected trustee who has served two consecutive three-year terms shall be eligible for re-election until one year has elapsed from the expiration of his second three-year term. All elected trustees must be members of the Society.
- b) Vacancies on the Board of Trustees occurring between annual meetings may be filled by election by the remaining trustees. Trustees so elected shall hold office until the next annual meeting, at which time they shall be eligible for re-election

Section 3 – Meetings

The Board may meet on the same day as and immediately following the annual meeting of the membership and, in any event, shall meet at least six times during the year after such annual meeting. Meetings of the Board may be called and held at any time as determined by the Board or at the discretion of the President or upon written request of not fewer than three members of the Board. Five trustees, including the President or a vice president, shall constitute a quorum at any Board meeting and all actions taken by the Board in any meeting so constituted shall be by majority vote. Notice of the agenda of any board meeting shall not be required but no meeting of the Board shall be held except upon at least a one-week written notice, **delivered by U.S. mail or e-mail**, or a twenty-four hour notice by telephone of its time and place.

Section 4 – Powers and Duties

- a) The Board shall exercise power and authority as provided for in section 1 of Article V including the establishment of policy.
- b) It shall consider and act upon budgets for the operations of the Society.
- c) It shall approve, or disapprove, the President's appointments of committee chairmen and committee members.

- d) It shall appoint the Director and fix terms of his compensation, tenure and responsibilities, except as hereinafter expressly provided.
- e) It shall fix the time and place of the annual meeting of the membership.
- f) It shall recommend to the membership amendments to the bylaws approved by it.
- g) It may appoint an Assistant Secretary and an Assistant Treasurer and other officers as it may deem necessary; such officers need not be members of the Board.
- h) It may appoint honorary officers and honorary trustees; such officers and trustees shall not be members of the Board.
- i) It shall appoint a certified public accountant to annually audit the books of the Society.
- j) It shall, with advice of legal counsel when it deems such advice is desirable or necessary, have the power to determine procedural and substantive questions, first, by reference to these by-laws and, second, to the General Statutes of the State of Connecticut. Questions which cannot be resolved by the Board in the light of these authorities shall be referred to a meeting of the membership for final decision, which decision shall not, however, be inconsistent with such authorities.

Article VI **Officers**

Section 1 – Elected Officers

- a) The elected officers of the Society shall be the President, two Vice-Presidents, the Secretary and the Treasurer as provided in Article V, Section 2 of these by-laws.
- b) Any vacancy among the officers shall be filled by election by the Board for the remainder of the unexpired term and until the successor is duly elected by the membership

Section 2 – Duties of Elected Officers

- a) The President shall be the chief executive officer of the Society and, when present shall preside at all meetings of the membership, the Board and the Executive Committee, if any. He shall perform all duties commonly incident to the office and shall perform such other duties as the Board may designate.
- b) The President may appoint an Executive Committee with full power to act between meetings of the Board, subject to ratification of its actions at the next board meeting. Such committee shall include the President, one Vice President, the Treasurer and at least two other members of the Board.
- c) A Vice President shall perform the duties and have the powers of the President during the absence or disability of the President except as specifically limited by the

Board. The assumption of such duties and powers by a Vice President shall be in the order of his initial election as Vice President, subject to willingness to do so.

- d) The Secretary shall keep accurate minutes of all meetings of the membership and the Board and shall perform all duties commonly incident to the office and shall perform all duties as the Board may designate. In the absence of the Secretary and the Assistant Secretary, if any, the President shall appoint a secretary pro tempore.
- e) The Treasurer shall be responsible for the custody of all funds and securities of the Society and shall have and exercise, under the supervision of the Board all powers and duties commonly incident to the office. He shall cause accurate books of account to be kept and shall make the financial records of the Society available to auditors appointed by the Board. He shall invest the funds of the Society with prior approval of the Finance Committee. He shall cause all debts or obligations of the Society to be paid but shall be under no obligation to do so unless the Board has previously appropriated and made funds available therefor. The Board may require any officers, appointees, employees or agents of the Society to be bonded in such amount as may be determined by the Board, at the Society's expense.

Section 3 – Staff Officers

The Staff Officers of the Society shall be the Director and other persons of professional stature as the Board may authorize. The Board shall appoint the Director as provided in Article V, Section 4d of these by-laws and, in consultation with the Director, may appoint persons to fill other offices which have been authorized. Terms of compensation of such other appointed persons shall be determined by the Board. The Director shall be the chief administrative officer of the Society. S/he shall be responsible for the administration and supervision of the operations of the Society, shall appoint general employees, fix their terms of compensation, and control expenses in relation to approved budgets. The Director shall be responsible to the Board and to the President as the Board's representative.

Article VII

Section 1 – Standing Committees

The following shall be standing committees of the Board: Collections, Governance and Finance. The Chairman of each such committee shall be appointed by the President, the members of each such committee may be appointed by the President or the Chairman at the discretion of the President and all appointments of Chairmen and members shall be the subject of ratification of the Board. The duties and responsibilities of each committee shall be reviewed by the Director and referred to the Board for approval.”

Section 2 – Special and Ad Hoc Committees

Special and ad hoc committees may be appointed by the President for specific purposes. The Board shall be advised of the duties and responsibilities of such committees. At the discretion of the President or the Board such duties and responsibilities may be reviewed by

the Director. The chairman of each committee shall be appointed by the President, the members may be appointed by the President or chairman at the discretion of the President.

Article VIII **Removals**

The members of the Society, at any meeting called for this purpose, may remove from office any member of the Board, including officers, and elect his successor. The Board may remove from office any officer or other person elected or appointed by it and elect or appoint his successor.

Article IX **Disposition of Property**

In the event of the dissolution, termination or reorganization of the Society, all of its property, including all items in its collection, its investments, receivables, cash and unexpended income, together with its liabilities, shall be conveyed to a corporation devoted exclusively to a charitable or educational purpose as then defined by or pursuant to the U.S. Internal Revenue Code. No property of the Society shall be disposed of by sale or exchange except by the unanimous vote of the members of the Board present at the meeting at which the matter is acted upon, and then only when the proceeds of such sale or exchange shall inure exclusively to the benefit of the Society or its successor or assignee corporation above described.

Article X **Indemnification of Officers and Trustees**

Section 1

The Board of Trustees, regardless of the adverse interest of any or all the trustees, is authorized to indemnify and reimburse any person made party to any action, suit or proceeding by reason of the fact that he, or a person whose legal representative or successor he is, is or was, a trustee, officer or employee of the Society for expenses, including reasonable attorneys' fees, and such amount of any judgment, money decree, fine, penalty or settlement for which he may have become liable as the Board of Trustees deems reasonable, actually incurred by him in connection with the defense or reasonable settlement of any such action, suit or proceeding, or any appeal therein, except in relation to matters as to which he, or such person whose legal representative or successor he is, is finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duties.

Section 2

No payment shall be made to any person as provided in the foregoing section in respect to any action, suit or proceeding seeking to establish his liability to the Society, or to any members thereof in their capacity as such, arising out of the alleged negligence or misconduct by him, or the person whose legal representative or successor he is, in the performance of duties as a trustee, officer or employee of the Society, unless either 1) he is

successful in his defense on the merits or 2) the court in which such action, suit or proceeding was instituted, on motion for such indemnification and reimbursement, finds such payment not unreasonable or inequitable after such hearing and notice thereof as it deems proper.

Section 3

The Society may indemnify or reimburse any person made party to any action, suit or proceeding by reason of the fact that he, or a person whose legal representative or successor he is, served at its request as a director or trustee, officer or employee of another corporation for expenses, including a reasonable attorneys' fees, and such amount of any judgment or money decree, fine, penalty or settlement for which he may have become liable as the Board of Trustees deems reasonable, actually incurred by him in connection with the defense or reasonable settlement of any such action, suit or proceeding, or any appeal therein, except in relation to matters as to which he, or such person whose legal representative or successor he is, is finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duties as director or trustee, officer or employee of such other corporation.

Article XI Amendments

These bylaws may be amended by a two-thirds affirmative vote of members present at any meeting of the members of the Society; provided that a quorum is present, that written notice of the meeting, including specific references to the proposed amendment, shall have been given by **U.S. mail or e-mail** to all members at least 15 days (counting the day of mailing as the first day) prior to such meeting and that the amendment in full is available for inspection in the Society building during such period prior to the meeting.

Certified a true, correct and complete copy of the bylaws of the Litchfield Historical Society as amended to date.

September 13, 1991
Amended September 29, 2005