

# By-Laws of the Branford Historical Society (2019)

## Article I. Name

The name of this organization shall be The Branford Historical Society, located at the Harrison House, 124 Main Street, P.O. Box 124, Branford, Connecticut 06405. (www.branfordhistoricalsociety.org)

## Article II. Purpose

- A. Identify and collect all types of memorabilia, encourage the preservation of buildings and landmarks that may be connected with, or illustrate, the history of the Town of Branford and areas related to it, and record oral history, traditions, and events that will provide future historical resources.
- B. Foster and develop in the residents of Branford an interest in and a knowledge of the history and antiquities of the town.
- C. Maintain the Harrison House and its grounds in accordance with the 2016 easement in the purchase of the property from Historic New England, formerly known as SPNEA.
- D. Maintain a library, archives, and museum in which to preserve and exhibit historical materials pertaining to Branford heritage.
- E. Conduct activities which are exclusively charitable and educational within the meaning of the Internal Revenue Code, Section 501(c)(3), or the corresponding provision of any future United States Internal Revenue code.

## Article III. Officers

Section 1. Officers shall be: President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, and Assistant Treasurer.

Section 2. Officers shall be elected at the annual meeting to serve one term. A term shall be defined as two years. All Officers are limited to three consecutive terms. If after diligent effort, through its Nominating Committee, the Society is unable to find a suitable replacement for an office, the Officer may remain in office another term. A vacancy among the Officers may be filled by a majority vote of the remaining Directors until the next annual meeting.

Section 3. Duties of the Officers shall be as follows:

The President shall preside at all meetings, appoint Special Committees when needed and report to the Society on the activities of the Board of Directors. The President shall appoint, with the approval of the Board, two members as auditors to review the Society's books in the month following the end of the fiscal year, and shall also perform such other duties as are set forth elsewhere in these By-Laws and as are usual to this office.

The Vice President shall perform the duties of the President in the absence of the President.

The Recording Secretary shall maintain a record of all meetings of the Society, the Board of Directors and the Executive Committee and give all notices in accordance with the provisions of these By-Laws or as required by law. The Secretary shall be custodian of the Society's meeting records and shall perform all duties as from time to time may be assigned by the President or by the Board of Directors.

The Secretary shall distribute the minutes of each meeting to the Board of Directors before the next month's meeting.

The Corresponding Secretary shall conduct the correspondence of the Society as directed by the President and/or the Board of Directors.

The Treasurer shall have custody of the Society's funds and shall keep correct and complete books and records of account, including full and accurate accounts of receipts and disbursements, in books belonging to the Society. The Treasurer shall complete and file annually the required Internal Revenue Service forms, shall prepare an annual budget, and shall perform all duties as from time to time may be assigned by the President or Board of Directors and as are usual to the office.

The Assistant Treasurer shall assist the Treasurer and perform the duties of the Treasurer in the absence of the Treasurer.

## **Article IV. Committees**

### **Section 1. Standing Committees**

There shall be eight Standing Committees as follows: Membership, Programs, House & Grounds, Guide & Tour Management, Publicity, Preservation, Accessions, and Hospitality. The Chairman of each Standing Committee shall be appointed by the President subject to the approval of the Board of Directors. Each Standing Committee Chairman shall serve a two-year term with no limit on consecutive terms. A vacancy among the Chairmen may be filled by appointment made by the President, subject to the approval of the Board of Directors. Committee members shall be appointed by the Committee Chairman, and each must be a member of the Society. The President shall be an ex-officio member of each of the eight Standing Committees. Each Officer, other than the President and the immediate Past President, shall serve as a member of at least one Standing Committee. Each Standing Committee shall have such duties and powers (except the power to fill vacancies in the Board of Directors, to amend these By-Laws, or to authorize any action inconsistent with these By-Laws), as the Board of Directors may determine. Each Standing Committee shall be responsible to the Board of Directors.

### **Section 2. Executive Committee**

The Executive Committee shall consist of the six Officers. In addition, the immediate Past President shall be an ex-officio member for the year following the end of his or her term as President. The Executive Committee shall have and may exercise all of the powers of the Board of Directors between meetings of the Board of Directors, but shall not have power to fill vacancies on the Board of Directors, to amend these By-Laws, or to authorize any action inconsistent with these By-Laws. A meeting of the Executive Committee may be called by the President or Vice President. A quorum shall consist of a majority of the Executive Committee members.

### **Section 3. Nominating Committee**

The Nominating Committee shall consist of not less than three members, at least one of whom is not a Board member. These members shall be appointed in January of each year ending in an odd number. The Chairman of the Nominating Committee shall be appointed by the President, subject to the approval of the Board of Directors. The Chairman, after consulting with the Board of Directors, shall appoint the other members of the Nominating Committee, each of whom shall be a member of the Society. The Nominating Committee shall submit its report of its nominees to serve as the Officers of the Society to the Board of Directors at its meeting in April, and shall nominate the individuals for election by the members at the Annual Meeting in the year concerned.

### **Section 4. Other Committees**

There shall be such other Committees which shall have such powers (except the power to fill vacancies on the Board of Directors, to amend these By-Laws or to authorize any action inconsistent with these By-Laws) as the Board of Directors may from time to time determine. The President shall appoint the Chairman of each such other Committee as he or she may from time to time deem advisable, and the Chairman shall appoint the other members of the Committee of which he or she is Chairman. The President shall be an ex-officio member of all such other Committees.

## **Article V. Board of Directors**

### **Section 1. Composition**

The Board of Directors shall consist of the six Officers of the Society, the immediate Past President, the Chairmen of the eight Standing Committees, and other members of the Board, approved by the Board as "At-Large Board Members", not to exceed five.

### **Section 2. Duties**

The Board of Directors shall manage the property, affairs, and business of the Society. The Board of Directors shall, in general, exercise all of the powers of the Society except as are by law or by the By-Laws conferred upon or reserved to the members. The Society shall affiliate itself with the Connecticut League of History Organizations, and a delegate shall be designated by the Board to serve as liaison.

### **Section 3. Regular Meetings**

Regular meetings of the Board of Directors shall be held at such times and places as the Board of Directors shall decide. No notice need be given of regular meetings of the Board of Directors held at the time and on the day or date as the Board of Directors may have chosen. Any member of the Board of Directors who has failed to attend three consecutive regular meetings of the Board of Directors, and has not notified the President prior to each such meeting that he or she would not be present, may be removed as an Officer, as a Chairman of a Standing Committee, or as an "At-Large Board Member", as the case may be, by vote of the Board of Directors at any meeting of the Board of Directors.

### **Section 4. Special Meetings**

Special meetings of the Board of Directors may be called by the President, upon the written request of six Directors stating the purpose of such meeting. Reasonable notice of each such meeting shall be given to each Director by mail, email, telephone or in person.

### **Section 5. Quorum and Voting**

A majority of the current number of active Directors, including at least one Officer, shall constitute a quorum and the act of a majority of the Directors present at any meeting shall be the act of the whole Board of Directors.

### **Section 6. Procedure**

The rules contained in Robert's Rules of Order shall govern the proceedings of all meetings of the Society except in such cases as are governed by these By-Laws.

### **Section 7. Compensation**

Directors shall not receive any compensation for their services in such capacity, but may be reimbursed by the Society for their reasonable expenses and disbursements on behalf of the Society.

### **Section 8. Liability**

No Director shall be held personally liable in connection with Board activities for any mistake of judgment, negligence, or otherwise, except for his or her own individual willful misconduct or bad faith. The Society shall indemnify and hold harmless each Director against any claim arising by virtue of his or her being or having been a Director or Officer of the Society except for instances of willful misconduct or bad faith.

## **Article VI. Members**

### **Section 1. Membership**

Any person interested in the Society, its objectives and its purposes shall become a member of the Society by paying the dues for the current fiscal year for the membership classification desired, for which he or she is eligible. The classes of membership shall be: Student, Individual, Family, Patron, and Lifetime. The classes of membership for businesses shall be: Business Sponsor and Business Gold Sponsor. Each person who is a member of the Society, irrespective of his or her membership classification, shall be entitled to vote at any meeting of the Society (except in the case of the Family and Patron classifications, where each Membership shall be entitled to no more than two votes), and the Board of Directors shall determine from time to time any and all other benefits to which those included within each membership classification shall be entitled.

### **Section 2. Honorary Members**

In addition to the classes of membership herein before described, there shall be a class of members known as Honorary Members. Candidates for Honorary Membership shall be nominated from time to time by the Board of Directors for distinguished and important public service to the Society and if approved by a majority of the members present and constituting a quorum at any meeting of the members shall be so enrolled. Honorary Members shall be entitled to all the rights and privileges of Individual members of the Society but shall not be required to pay dues or any other membership fee for as long as they are an Honorary Member.

### **Section 3. Membership Year**

The fiscal year of the Society shall coincide with the calendar year, and the amount of the membership dues for each membership classification for each fiscal year shall be determined from time to time by the Board of Directors.

### **Section 4. Annual Membership Dues**

Notice that the annual membership dues are due and payable shall be mailed to each member of the Society in the Fall prior to each membership year. If the dues of any member shall be unpaid, a second notice shall be given to such member by mail, email, or telephone, and if dues shall remain unpaid on January 1<sup>st</sup> the membership may be terminated.

### **Section 5. Rights and Duties of Members**

The members shall elect the Officers of the Society at the Annual Meeting and vote on matters properly brought before each meeting of the members.

### **Section 6. Resignation of Members**

Any member of the Society may resign at any time by giving written or oral notice of his or her intention to do so, to the Chairman of the Membership Committee. No refund of all, or any part of a member's dues shall be made upon his or her resignation.

### **Section 7. Meetings**

The membership shall meet annually each Spring at such specific time and place as determined by the Board of Directors. The President shall preside and the meeting shall be run according to Robert's Rules of Order. Members may vote on any matter properly brought before the membership.

## **Article VII. Contributions, Restrictions, Investments and Indemnification**

### **Section 1. Contributions**

Contributions, bequests, and gifts to the Society shall be accepted only upon the authorization of the Board of Directors.

## Section 2. Restrictions

These By-Laws shall not be altered or amended in such manner as to permit any member, Officer, agent or employee of the Society ever to receive compensation or any pecuniary profit from the operations of the Society (except reasonable compensation for services rendered to the Society in effecting one or more of its purposes) or to receive any part of the property or assets of the Society upon its dissolution or termination or otherwise, or to permit any substantial part of the activities of the Society to consist of carrying on propaganda or otherwise attempting to influence legislation, or of engaging in any political campaign for or against a candidate for public office.

## Section 3. Investments

The property, assets and funds of the society may be invested in support of the purposes of the Society as set forth in the foregoing Article II of these By-Laws in such shares of stock, whether common or preferred, bonds, notes, mortgages or other securities, personal property or real estate as the Board of Directors may from time to time authorize and approve without restriction or limitation by reason of any statute or rule of law.

## Section 4. Indemnifications

The Society, regardless of the adverse interest of any or all of the Directors, shall indemnify and save harmless each Director or employee of the society, and his or her heirs, executors or administrators against, and make reimbursement to him, her or them for all reasonable loss, cost, expense and liability, incurred by him or her or his or her heirs, executors or administrators, in connection with the defense or reasonable settlement in any action, suit or proceeding in which he or she is, or they are, made a party by reason of his or her being or having been a Director or employee of the Society, except in instances where the Board of Directors shall find that [1] such Director or employee acted in bad faith or was guilty of willful misconduct in the performance of his or her duties on behalf of the Society, or [2] such indemnification and reimbursement would be contrary to public policy of the laws of the State of Connecticut.

## **Article VIII. Amendments**

These By-Laws may be amended, repealed or added to, and new By-Laws not inconsistent with the purposes described in the foregoing Article II of these By-Laws or any new law may be adopted, at any annual or special meeting of the members by the affirmative vote of a majority of the members present, except as provided in Section 2 of Article VII. Any notice of a meeting of the members at which these By-Laws are to be amended, repealed or added to, or new By-Laws are to be adopted, shall include notice of such proposed action.

## **Article IX. Dissolution**

All members of the Society shall be deemed to have expressly consented and agreed that upon dissolution of the Society, whether voluntary or involuntary, the assets of the Society 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 an organization whose purpose is similar to that of the Branford Historical Society, which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue code and its regulations as they now exist or as they may hereafter be amended.

Amended Draft to be Adopted May 2019