

Bylaws of The *Greater* Bristol
Historical Society A Connecticut Non-
stock Corporation
(As amended and approved _____)

Article I
NAME

Section 1. Name. The name of this organization is the "The *Greater* Bristol Historical Society, Inc." *In these bylaws, the organization will be referred to as the Bristol Historical Society or BHS.*

Section 2. Seal. The Board of Directors may adopt a corporate seal and may change the form of such seal or the inscription thereon at its pleasure.

Section 3. Office. The principal office of The Bristol Historical Society (BHS) shall be located within the State of Connecticut, at such place as the Board of Directors shall from time to time designate. BHS shall continuously maintain within the State of Connecticut a registered office at such place.

Article II
STATUS

The Bristol Historical Society is a non-profit, tax exempt, educational, membership society incorporated in the State of Connecticut, and designated by the U.S. tax code as a 501 (c) (3) organization.

Article III
PURPOSE

The mission of The Bristol Historical Society is to promote an interest in local history and encourage an appreciation for its importance. The Bristol Historical Society collects, preserves, and interprets significant historical resources to enhance the present community and provide a historical context for future growth.

Article IV
MEMBERSHIP

Section 1. Membership. BHS shall have various categories of membership, as the Board of Directors shall from time to time designate. Membership in BHS shall not be transferable unless otherwise provided in the BHS Certificate of Incorporation. Membership to BHS is open to any interested person who makes application in writing and pays the required dues. The Board of Directors shall determine and adjust the dues as needed.

Article V
BOARD OF DIRECTORS

Section 1. Composition and Term. The Board of Directors is the governing body of the Bristol Historical Society and shall have authority to act on behalf of BHS within the limits contained herein. The Board of Directors is composed of the BHS Officers and up to nine Directors. Each member of the Board of Directors shall be an active member in good standing of BHS. The Officers of BHS shall be a President, a First Vice-President, a Second Vice-President, a Secretary, and a Treasurer, and shall rank in that order.

The Directors shall serve for a term of three years and not more than two consecutive terms. Up to three Directors shall be elected annually by the voting membership so that rotation is possible and continuity is maintained. Directors shall be eligible for re-election to the Board of Directors after one year has elapsed since their last term of service. *Any nominee to the board must be a member in good standing for at least 1 year to be considered.*

Section 2. Powers. The Board of Directors shall have the powers provided in the Connecticut Non-Stock Corporation Act, the Certificate of Incorporation of BHS and these Bylaws. The Board of Directors will develop and implement the policies for the operation of BHS.

Section 3. Executive Director. The Board of Directors may hire an Executive Director and such other staff positions as may be required to operate BHS.

Section 4. Vacancies. The Board of Directors may appoint an active member to fill out the unexpired term of an Officer or Director should an office become vacant between annual meetings. A person appointed to fill an unexpired term may then be elected to his/her own term(s) without the one-year absence from office.

Section 5. Removal. The Board of Directors may remove an Officer of BHS, a member of the Board of Directors, or an active member of BHS for gross negligence or unethical behavior pertaining to BHS by a vote of two-thirds of the Board of Directors.

An Officer or Director who is absent for three or more consecutive Board of Directors meetings without requesting and receiving an approval from the President and/or First Vice-President for a leave of absence shall be considered by the Board for potential removal.

Section 6. Resignation. An Officer or Director may resign by presenting their resignation in writing to the President or Board of Directors

Section 7. Compensation. Officers or Directors shall not be compensated for performing the duties of an Officer or of a Director. However, the Board of Directors may reimburse any member for necessary and reasonable expenses incurred in the performance of the business of BHS. Upon approval of the Board of Directors, any Officer or Director may be compensated for services provided to BHS in a capacity other than that of an Officer or Director.

Article VI OFFICERS

Section 1. Election and Term. The Officers of BHS shall be a President, a First Vice- President, a Second Vice-President, a Secretary, and a Treasurer, and shall rank in that order. The Officers shall be elected by a majority vote of the general membership at the Annual Meeting for terms of two years. The President and First-Vice President shall be elected in the even numbered years and the Second Vice-President and Secretary and Treasurer shall be elected in the odd numbered years. Officers shall serve no longer than four consecutive years in the same position. They are eligible for re-election as an Officer or Director in the same position after at least one year has passed since their last term of service. *Any nominee to for an officer position must be a member in good standing for at least 1 year to be considered.*

Section 2. President. The President shall preside at all meetings of BHS, the Board of Directors, and the Executive Committee. The President shall appoint from the Board of Directors or active members a Chairperson for each Standing Committee. The President shall also appoint any ad hoc committee chairperson(s) that may be required. The President shall be an ex officio member of all committees.

Section 3. First Vice-President. The First Vice-President shall preside and act in any other presidential capacity in the absence of the President and shall assist the President in conducting the affairs of BHS. The First Vice-President shall assume the duties of the President in the event the President is unable to complete his or her term.

Section 4. Second Vice-President. The Second Vice-President shall assist committee chairpersons as needed with populating committees and overall volunteer management.

Section 5. Secretary. The Secretary shall send notices of meetings to the membership and the Board of Directors and shall keep minutes of all meetings. All records shall be maintained digitally with suitable and accessible digital backup and by hard copy in the BHS administrative office.

Section 6. Treasurer. The Treasurer shall supervise the receipt of all dues, monies, donations, and payment of all ordinary budgeted expenses and Board of Directors or Executive Committee approved un-budgeted expenses of \$500.00 or less. Board approved un-budgeted expenses above \$500.00 and budgeted expenses over \$1000.00 require approval by the Finance Committee before payment. All checks over \$5,000.00 require approval of the Finance Committee and the Board of Directors and two signatures, the Treasurer or the President or First Vice-President. The Treasurer shall supervise the maintenance of all financial records and shall be a member ex officio of the Finance Committee. The Treasurer shall create financial reports as requested by the Board of Directors.

Article VII

ADVISORY / EMERITUS POSITIONS

Section 1. The Immediate Past-President shall remain in a non-voting advisory capacity for a period of two years after completion of his or her normal term. The Immediate Past-President shall provide expertise and training to the Executive Committee and Board of Directors. He or she may serve as a regular member on any committee, such as the Governance Committee.

Section 2. Officers and Board members who have reached their term limits may be invited by the Board of Directors to continue to serve in a nonvoting emeritus advisory status, the term of which will be at the discretion of the Board.

Section 3. Any Officer or Board member who has reached their term limit for that position or whose position was eliminated through reorganization is eligible to be re-elected to Board after the appropriate hiatus as specified in Article V Section 1 and Article VI section 1.

Article VIII COMMITTEES

Section 1. BHS may act through any committees appointed by the President or established hereunder. Each committee shall have such powers and authorities as provided herein, in the resolution creating such committee, or in resolutions of the Board of Directors adopted from time to time at the suggestion of such committee.

Section 2. Executive Committee. There shall be an Executive Committee of the Board consisting of the Officers of the Society plus additional Board members as needed. This committee shall meet regularly between meetings of the Board of Directors to receive reports, conduct planning and make appropriate recommendations to the Board of Directors. The Executive Committee may authorize unbudgeted expenditures up to \$500.00. The Executive Committee will oversee consultants and will appoint individuals to supervise the consultants.

Section 3. Standing Committees. There shall be seven standing committees appointed by the President from the general membership. These committees are: the Building Committee, the Finance Committee, Program Committee, the Collections Committee, Governance Committee, Membership Committee and Marketing Committee. Each of these committees shall have a suggested maximum of five members, including its chair. The chair from the Building, Finance and Governance Committees shall be a member of the Board of Directors. Chairpersons of the Program, Collections, Membership, Marketing or ad hoc committees may either be Board members or from the general membership. The seven standing committees shall have the following functions and responsibilities:

a. Building Committee - This Committee shall be responsible for developing plans for the care, safety and maintenance of BHS properties. The Building Committee will supervise and oversee contractors, staff and volunteers in the maintenance and use of the property. The

Committee shall report, as needed, to the Board of Directors as to the current condition of the property and the status of any project in progress.

The Building Committee shall also be responsible to notify, or delegate the responsibility of notifying, the State Historic Preservation Office regarding any renovations or improvements to the building as required by our grant preservation easement on an annual or project basis as needed.

b. Finance Committee - This Committee shall prepare an annual budget to be submitted, at the last meeting of the fiscal year, to the Board of Directors for approval. The Finance Committee shall be responsible and supervise the investments of BHS, making recommendations for changes as it sees fit. The Committee shall oversee all restricted funds and grants and make recommendations to the Board of Directors for use of the unrestricted funds. The Finance Committee is also responsible for a long-term financial plan as well as making recommendations for yearly fundraising and development functions based on budgetary needs.

The Finance Committee is responsible for initiation and completion of an annual financial review by an independent accounting firm as necessary to meet state and federal requirements. The Committee shall make recommendations as to the selection of the firm.

The Finance Committee will make recommendations to the Board and Treasurer regarding bill payment of approved un-budgeted expenses above \$500.00 and budgeted expenses over \$1000.00

c. Program Committee - This Committee shall develop, and implement public activities, and events, conceive exhibits in conjunction with the Collections Committee and create publications to fulfill the purpose of BHS and enhance its public perception in the community. When necessary, an ad hoc committee shall oversee individual activities, functions or educational events approved by the Board.

d. Collections Committee - This Committee shall regularly review the BHS Collections Policy. In light of that Policy, it shall review conservation and storage practices to insure the long-term maintenance of the collection. It will periodically review gifts and recommended purchases and make determinations regarding acquisitions by the Society. The Collections Committee may implement exhibits/displays that fulfill the mission of BHS.

e. Governance Committee - This Committee is responsible for recruiting and the nomination of Officers and Directors. It is also responsible for Board training and ethics of the Board of Directors. As warranted, the Committee will evaluate the effectiveness the Board of Directors and its Officers and members.

f. Membership Committee - This Committee will be responsible to maintain an up-to-date database of all members. It maintains a mailing and email address list for the purpose of contact and correspondence. It will make efforts to maintain and expand membership roles.

g. Marketing Committee - This Committee will handle advertising for events, interviews with the press, email blasts and the BHS website.

Section 4. Ad Hoc/Standing Committees - The Board of Directors will approve chairpersons of Ad Hoc and Standing Committees. Ad Hoc Committees or Standing Committees will remain established until a vote to dissolve is taken by the Board of Directors.

Section 5. Limitation on Powers. Unless specified in these bylaws to the contrary, no Committee shall have any power to (a) fill vacancies on the Board of Directors or any of its Committees; (b) amend the Certificate of Incorporation of BHS; (c) adopt, amend or repeal the Bylaws; (d) approve a plan of merger, approve a sale, lease, exchange or other disposition of all, or substantially all, of the BHS property, other than in the usual and regular course of business; or (e) approve a proposal to dissolve BHS.

Article IX ELECTIONS

Section 1. Nominations. *The Governance Committee shall present a slate of candidates to fill any Officer and Director vacancies. Nominations from the general membership for those vacancies can be made in writing between 45 and 30 days prior to the Annual Meeting. After the closure of the nomination period, no further nominations will be accepted. The Governance committee will present their recommendations and the nominations from the membership no later than 21 days before the Annual Meeting.*

Section 2. Voting Rights. Any BHS member in good standing, *who has been a member for at least 90 days prior to the annual meeting, may vote.* A majority of votes cast shall elect. Individual memberships get one vote. In the case of a family membership, each adult member of that immediate household gets one vote each. *Lifetime members shall have all rights of membership, including voting.*

Section 3. Start of Term. Terms of office for the Officers and Directors shall begin at the start of the new fiscal year.

Article X MEMBERSHIP / ANNUAL MEETINGS

Section 1. Annual Membership Meeting, Notice and Quorum. The Annual Meeting of the general membership of BHS shall be held at the call of the President, approximately 30 days before the end of the fiscal year. Special meetings may be called by the President as deemed necessary. Notification of all membership meetings shall occur at least 21 days before said meeting. Fifteen members in good standing shall constitute a quorum.

If a quorum shall not be present at any meeting of the membership, the members present may adjourn the meeting without notice other than announcement at the meeting, until a quorum is present.

Section 2. Special Meetings. Any fifteen members in good standing of BHS wishing to call a

meeting of the entire membership may do so by requesting the President to issue such a call. The President shall schedule a meeting within 21 days.

Special meetings of the Board of Directors may be called by the President, at his or her own initiative at any time, by written request of at least three [3] Board of Directors members or by request of any fifteen members in good standing of BHS. At least seven days written or oral notice of the time and place of any special meeting shall be given to the members or the Board of Directors.

Section 3. Vote. Each member in good standing gets one vote. In the case of a Family Membership, each adult in the household gets one vote. *Lifetime memberships shall possess all rights of membership.*

Article XI BOARD OF DIRECTORS MEETINGS

Section 1. Meetings of Board of Directors and Quorum. The Board of Directors shall meet at least monthly, or as the President may direct. At least two Officers and a majority of Directors shall be considered a quorum for any meeting of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present may adjourn the meeting without notice other than announcement at the meeting, until a quorum is present.

Section 2. Emergency Meetings. The President or the highest ranking available officer, without notice, may call emergency meetings of the Board of Directors when safety, building, finance or any other critical situation is urgent, time sensitive and requires immediate action. A quorum as described in Article XI section 1 above is required.

ARTICLE XII BOARD OF DIRECTORS AND MEMBERSHIP MEETINGS

Section 1. Waiver of Notice. Whenever any notice is required to be given under the provisions of the statutes or of the Certificate of Incorporation or by these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. The attendance of any person at a meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by him or her of notice of such meeting.

Section 2. Conference by Electronic Means. A member or Director may participate in a meeting of the membership or Board of Directors of BHS by electronic means enabling all members participating in the meeting to communicate with one another. Participation in such a manner shall constitute presence at such meeting.

Article XIII INDEMNIFICATION AND EXCULPATION

Section 1. Indemnification. The Bristol Historical Society shall indemnify and may insure each person who may serve or has served at any time as a Director, Officer, agent and/or employee of BHS in the manner and to the fullest extent permitted by law against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of BHS. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this section shall be in addition to and not exclusive of all other rights to which any person may be entitled. No amendment or repeal of the provisions of this section which adversely affects the right of an indemnified person under this section shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal. This section constitutes a contract between BHS and the indemnified officers, directors, and employees.

Section 2. Limitation of Liability. The liability of Directors and Officers shall be limited to the fullest extent allowed by law.

Article XIV CONFLICTS OF INTEREST

Section 1. "Conflict of Interest". Conflicts of interests are those circumstances in which the personal or business interests of a Director, Officer, employee, or of one of their family members may actually or potentially conflict with the interests of BHS. The term "conflict of interest" includes, without limitation, (i) the reasonable possibility that the matter involves an arrangement to provide compensation or any financial or tangible benefit or payment, directly or indirectly, to a Director or any other "disqualified person" (as defined in section 4958(f)(1) of the Internal Revenue Code, including, without limitation, a person or entity related or controlled by the Director as defined in

Section 33-1127 of the Connecticut General Statutes), (ii) engaging or seeking to engage in, any transaction with BHS that involves the purchase, sale or leasing of property, the granting or lending of money, or the provision of services, (iii) using information relating to the operation of BHS for personal or business advantage, (iv) holding any ownership or management interest in any organization that provides property, goods or services to BHS, or otherwise does or seeks to do business with BHS, (v) disclosing confidential information of BHS without authorization of the Board of Directors, (vi) accepting a gift, entertainment or other favor of more than nominal value from any organization that has received or seeks to receive a benefit from BHS, does or seeks to transact business with BHS, or otherwise transacts or seeks to transact business with the BHS, except entertainment received in the ordinary course of performing services for BHS, (vii) exploiting any opportunity within the scope of BHS activities without first offering it to BHS and (viii) having any interest in any

organization with a mission in conflict with the mission of BHS. In the event that there is a question of whether a conflict exists, the issue shall be determined by a majority vote of the Board of Directors, other than the affected Director, present and voting.

Section 2. Compliance. The Board of Directors shall comply with the provisions of Sections 33-1127 through 33-1130 of the Connecticut General Statutes, as amended, regarding "conflicting interest" transactions. The Board of Directors may adopt appropriate policies and procedures to implement this Section, and such policies and procedures may only be amended by the same vote required to amend these By-laws.

Section 3. Disclosure. Any Director for whom there may exist a conflict of interest shall disclose such possible conflict of interest to the Board of Directors.

Section 4. Recusal of Interested Director. No Director shall discuss or vote on any matter that would involve a conflict of interest. Any Director for whom there may exist a conflict of interest shall refrain from discussion on any such matter and shall not be present in the room at the time of such vote.

Article XV PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall govern BHS in all cases in which it is not in conflict with these Bylaws.

Article XVI AMENDMENTS

Section 1. Amendment. These Bylaws may be amended at any meeting of the general membership by two-thirds vote of the members in good standing present, providing that notice of the proposed amendments shall have been given to the membership at least 21 days in advance. The Certificate of Incorporation may be amended by the vote of Officers and Directors constituting two-thirds of the Board of Directors. Changes to the Certificate of Incorporation or Bylaws adopted or amended by the Board of Directors shall be subject to amendment or repeal by the general membership in all cases.

Section 2. Proposal to Amend. Proposals to amend these Bylaws shall be prepared by a committee, appointed by the President for the purpose of drafting the necessary or desired changes, or may be submitted to the President by petition bearing the signature of at least 3 members of the Board of Directors or at least 5 members in good standing.

Article XVII FISCAL YEAR

Section 1. Fiscal Year. The fiscal year of BHS shall run from July 1 to the following June 30.

Article XVIII

TENANTS

Section 1. Definition of tenant. A long-term tenant shall be defined as an organization that has been granted regular or long-term use of the Society's facilities based on the terms of a rental agreement approved by the Executive Committee. Short-term renters shall be all those who rent facilities on a one-time or multiple- but limited-time basis.

Section 2. Tenant representation. Each tenant organization shall be allowed 1 representative to the BHS Board of Directors. This representative is not a BHS director, but shall be appointed by the tenant organization. Each representative shall receive 1 vote, and the combination of all tenant organization votes will not exceed 25% of the votes cast at BHS Board of Directors meetings.

Section 3. Board of Directors. No member of the Board of Directors of the BHS shall be an active board member, officer, or principal of any tenant organization. On a semi-annual basis (on January 1 and July 1), or as needed, all tenant organizations must provide the BHS Board of Directors with a list of their officers and board members and principals.

Section 4. Legal name and Certificate of Existence. Tenant organizations must provide their full legal name and a certificate of legal existence from a Secretary of State's office, including registered officers on an annual basis.

