

BY-LAWS
Of the
Woodstock Historical Society, Inc.

Woodstock, Connecticut, 06281
Effective February, 2011

ARTICLE I. NAME and LOCATION

Section 1. Name

The name of the society shall be the Woodstock Historical Society, Inc. (hereinafter called the "Society").

Section 2. Location

The principal place of business of the Society shall be the Town of Woodstock, in the county of Windham, in the State of Connecticut.

ARTICLE II. PURPOSE and FUNCTION

Section 1. Purpose

The purpose of the Society shall be to acquire and preserve historical knowledge and materials of Woodstock, Connecticut. It shall promote this history by every feasible means to as wide an audience as possible.

Section 2. Functions

The major functions of the Society shall be to:

- a. Search for and collect any material which may help to establish or illustrate the history of the area;
- b. Provide for the preservation of such material; and for its availability, as far as may be feasible, to all who wish to examine or study it;
- c. Cooperate with officials, individuals and organizations in insuring the preservation and accessibility of historical records, public and private;
- d. Disseminate historical information and arouse interest in the past by publishing historical material in the newspapers or otherwise; by holding meetings with addresses, lectures, papers and discussions; and where feasible, by marking historic buildings, sites and trails;
- e. Acquire by purchase, grant, donation or otherwise one or more houses or other buildings and such land, in Woodstock, as the Society shall determine to be of historical interest, or otherwise necessary;

- f. Encourage the young people of Woodstock to join and participate in its activities; and
- g. Support other historical activities and maintain a relationship with town, state and national entities interested in similar objectives.

ARTICLE III. LEGAL POLICIES, PROCEDURES and ETHICS

Section 1. Legal Policies

- a. The Society is a non-stock, non profit corporation organized exclusively for historical purposes and for stimulating the activities of individuals and organizations interested in the acquisition, preservation and dissemination of historical knowledge, and materials especially of Woodstock, Connecticut; providing technical support to those engaged in such activities; and providing forums through which information and knowledge may be exchanged
- b. Notwithstanding any of the provisions of these articles, the Organization is organized exclusively for one or more purposes as specified in Section 501 ©(3) of the Internal Revenue Code of 1986, and shall not carry on any activity not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501 ©(3) of the Internal Revenue Code or corresponding provisions of any subsequent tax law.
- c. No part of the earnings of the Organization shall inure to the benefit of any member, trustee, director or officer of the Organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Organization); and no member, trustee or officer of the Organization, or any private individual shall be entitled to share in the distribution of any of the Organization's assets upon the dissolution of the Organization.
- d. No substantial part of the activities of the Organization shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501 (h) of the Code), or participating in or intervening in any political campaign on behalf or in opposition of any candidate for public office (including the publication or distribution of statements).
- e. In the event of dissolution, all of the remaining assets and property of the Organization shall, after payment of necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501 ©(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal Tax laws, or to the Federal Government, a State or local government for a public purpose, subject tot he approval of a court of competent jurisdiction within the State of Connecticut.
- f. In any taxable year in which the Organization is a private foundation as described in Section 509 (a) of the Internal Revenue Code, the Organization shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942. Further, the

Organization shall not (a) engage in any act of self-dealing as defined in Section 4941 (d); (b) retain any excess business holdings as defined Section 4943; (c) make any investments in such a manner as to subject the Organization under Section 4944; (d) make any taxable expenditures as defined in Section 4945, or corresponding provisions of any subsequent tax law.

- g. Any person interested in the objectives of the Society and willing to uphold its policies and subscribe to its bylaws will be accepted for membership. The Society will not unlawfully discriminate on the basis of religious belief, race, age, gender or national origin.

Section 2. Procedures

- a. Parliamentary Authority. The rules contained in *Robert's Rules of Order* shall govern the proceedings of the Society except in such cases as are specified by the By Laws.
- b. Amendment. These bylaws may be amended at any meeting of the Society by a vote of two-thirds of the voting members present, providing such amendment was published and presented in writing at the regular meeting immediately preceding.

Section 3. Ethics

The Society shall abide by the American Association for State and Local History (AASLH) Statement of Professional Ethics, dated August 23, 1992.

ARTICLE IV. MEMBERSHIP and DUES

Section 1. Classes of Membership

The Society shall be composed of such classes of membership as the Society shall from time to time designate and with such privileges as it may determine and under such rules and regulations, including payment of such annual dues as the Society shall from time to time adopt; provided, however, that nothing in these bylaws shall affect or change the status of life members or Honorary Life members existing at the date of the adoption thereof.

Section 2. Annual Dues

- a. The payment of annual dues shall constitute a condition for membership. Dues are payable in advance of attaining initial membership, and thereafter become due annually on the first of the year.
- b. Notice that the annual dues are due and payable shall be mailed to each annual member of the Society prior to the Due Date.

- c. If the dues of any member shall be unpaid on March 31st, a notice of delinquency shall be mailed to such member; and if such dues shall remain unpaid on June 30th, the membership of such member may be terminated, upon notice in writing, by reason of non-payment.

ARTICLE V. MEETING SCHEDULE, NOTIFICATION and QUORUM

Section 1. Meetings

- a. **Regular meetings** of the Society shall be held monthly.
- b. **Special meetings** may be called by the Board of Directors, or by the President upon written request of 5% of the members.
- c. The Society shall hold an **annual meeting** during the month of January, or as soon as possible after the end of the fiscal year.

Section 2. Notification

Written notification shall be made to all members 15 days in advance of any meeting involving Bylaws adoption, amendment or repeal; or election of officers and board members.

Section 3. Quorum

The members entitled to vote, present in any meeting of the Society, shall constitute a quorum for such meeting.

ARTICLE VI. OFFICERS and BOARD OF DIRECTORS

Section 1. Officers and Board of Directors

The officers shall be a President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, Assistant Treasurer and the Chairs of the Standing Committees (9). These individuals shall constitute the Board of Directors.

Section 2. Duties of the Board of Directors

- a. The Board of Directors shall have the legal, ethical, policy making and operational responsibility for the Society. As a body, the Board of Directors holds the Society's assets in trust as fiduciaries for the public, the members and the donors.
- b. Accordingly, the Board of Directors shall direct and provide for an annual review by a certified accountant of the financial records of the Society and shall render an annual report to the members, including the annual audit.

Section 3. Meetings and Quorum

- a. Meetings of the Board of Directors shall be monthly.
- b. Six (6) members shall be present for any meetings of the Board of Directors to constitute a quorum.

Section 4. Duties of Officers

- a. The President shall be the chief executive officer of the Society and shall act on behalf of the Board of Directors as necessary. He/she shall make an annual report to the society. He/she shall appoint committees, their chairmen and delegates not otherwise provided for in the Bylaws. The President is ex-officio on all committees.
- b. The Vice President shall have the authority to assume the President's duties in the event of absence, incapacity or resignation, and shall serve on a Standing Committee of his/her choice.
- c. The Recording Secretary shall keep the minutes of the Society and the Board of Directors meetings and shall make an annual report. The Recording Secretary is responsible for gathering and storing all committee minutes.
- d. The Corresponding Secretary shall attend to the correspondence of the Society under the direction of the President and the Board of Directors.
- e. The Treasurer shall be responsible for the safekeeping of the society funds and for the maintaining of accurate financial records. He/she shall deposit all monies received in the name of the Society with a reliable banking company; pay all bills on items approved in the annual budget or properly approved in meetings of the Society; develop the annual budget; and make prudent investments as approved by the Board of Directors. The Treasurer's signature alone will be sufficient on checks up to \$1,000, but larger disbursements require both the Treasurer's or Assistant Treasurer's signature and either the President's or Vice President's signatures. The Treasurer shall report on the financial condition of the Society at its monthly meetings, at such times that it is requested by the Board of Directors, and in an annual report to the Society.
- f. The Assistant Treasurer shall collect dues and maintain the official list of members for the Society, and make any changes to said list available to the Corresponding Secretary. He/she shall make an annual report to the Society about the state of membership. The Assistant Treasurer shall have the authority to assume the duties of the Treasurer in the event of absence, incapacity or resignation, and, therefore must know the accounting system.

Section 5. Elections

- a. All officers shall be elected by a plurality of votes cast at the annual meeting, and shall be installed immediately upon election.
- b. The nominating committee shall submit nominations for officers not less than one month before the annual meeting. Nominations may also be made by any member of the Society at any time prior to voting at the annual meeting. A candidate for election shall be a voting member.
- c. The officers shall be elected for a term of two (2) years, on a rotating basis as follows; President, Recording Secretary in even years; Vice President and Corresponding Secretary in odd years.
- d. The Treasurer and Assistant Treasurer shall be elected annually but for an indefinite term.
- e. The Chairs of Standing committees shall be elected annually for a term of one year.

ARTICLE VII. STANDING COMMITTEES.

Section 1. The Society shall have the following standing committees

- a. **Collections Committee** is responsible for collecting, cataloging, preserving and exhibiting library materials and historic objects within the purpose and functions of the Society and according to accepted curatorial standards. The Collections Committee will make such collections accessible to members and the public for research.
- b. **Finance Committee** is responsible for financial records, insurance, merchandising and legal matters, membership, audits and budgets. It will keep track of the Society's assets and investments. The Treasurer and Assistance Treasurer will be ex-officio members of this committee and neither may serve as chair.
- c. **Building & Grounds Committee** is responsible for the maintenance and improvement to any buildings and grounds rented or owned by the Society. It will oversee major alterations to such buildings and grounds.
- d. **Historic Advisor Committee** is responsible for identifying and locating historic and archeological sites, buildings, and/or trails within the community. It will act as contact for town Historic Properties Commission or any other town history committee or person, as well as any regional history groups such as ANECHS or MONC. It will also monitor town, state and national proceedings.
- e. **Program Committee** is responsible for programs, lectures, seminars, etc. sponsored by the Society for the members or general public.

- f. **Publications Committee** is responsible for planning, executing and printing documents pertaining to the Society's purpose and functions, such as newsletters, books and pamphlets.
- g. **Nominating Committee** is responsible for presenting a slate of officers and committee chairs (with recommendations from committees) at the regular meeting before the Annual Meeting when the slate is voted on. It may be composed of no more than one member of the present Board.
- h. **Fund Raising Committee** is responsible for all fund raising, grant applications and fund drives.
- i. **Exhibits Committee** will create and arrange exhibits as needed for special occasions and when approved as requested by other organizations.

Section 2. Additional Committees

Other committees may be appointed by the President, as directed by the society or Board of Directors.

Section 3. Committee Budgets

All committees will present budget requests to the Finance Committee at the end of each year.

Section 4. Committee Minutes

All committees will keep minutes and submit a copy of those minutes to the Recording Secretary on a regular basis. Each committee will report to the Board and the Society at monthly meetings of the same.

Section 5. Sub-Committees

All standing committees may have sub-committees, if deemed necessary. Sub-committees are authorized by and report to the standing committee.

ARTICLE VIII. EMPLOYEES

Section 1. Authority to Hire

Authority to hire shall be a responsibility of the Board of Directors.

Section 2. Job Descriptions

All paid staff, full or part time, shall have their positions defined in a job description, produced, periodically evaluated and updated by the Board of Directors.

Section 3. Personnel Policy

An appropriate personnel policy will be developed by the Board of Directors, showing compliance with all state and federal employee regulations. A copy of this policy will be given to all employees when they are hired.

Section 4. Restriction to Board of Directors

Paid staff, full or part time, may not be members of the Board of Directors.