

BYLAWS
of
THE HEBRON HISTORICAL SOCIETY, INC.

ARTICLE I. NAME

- Section 1. The name of this corporation shall be The Hebron Historical Society, Incorporated (hereinafter called "The Society").
- Section 2. The principal place of business of The Society shall be in the Town of Hebron, County of Tolland, and State of Connecticut.

ARTICLE II. PURPOSE

- Section 1. The purposes of The Society shall be as follows:
To discover, collect, and preserve whatever pertains to the history of the Town of Hebron and the surrounding areas;
To promote and encourage historical research in all its aspects, and to make available to the members of The Society and to the public the results of this research;
To hold meetings, present, and discuss such matters as are of interest to the members of The Society and the public;
And, in general to carry on any or all activities appropriate for a historical society.

ARTICLE III. MEMBERSHIP AND DUES

- Section 1. Any person interested in supporting the activities of The Society may become a member by application to The Society and payment of dues. Dues for individual, family, student [NEW] and life members will be recommended by the Board of Directors and approved by the members.
- Section 2. The Society shall be composed of the following classes of membership:
- A. Individual Membership shall be open to all individuals over 18 years of age interested in the purposes of The Society. Individual members shall have the privilege of voting upon all matters of The Society.
 - B. Family Membership shall include a domestic household of one or two adults and dependent children. The adults will have the privilege of voting upon all matters coming before The Society
 - C. Student Membership [NEW] shall be open to all individuals under 18 years of age. Student members shall have all the privileges and voting rights except those pertaining to financial matters.
 - D. Life Membership shall be open to all individuals over 18 years of age. Life members shall have the same privileges and voting rights as individual members.
 - E. To recognize an individual's outstanding service to The Society, a recommendation for Honorary Life Membership may be made by any member of The Society. The Board of Directors shall approve the recommendation prior to a vote by The Society.

Nothing in this Bylaw shall affect nor change the status of Life Members or Honorary Life Members.

ARTICLE IV. MEETINGS OF MEMBERS

- Section 1. There shall be an annual meeting of The Society in the month of September, or at such time as the President shall appoint, for the election of directors and officers to succeed those whose terms expire, and for the transaction of business that may come before the meeting. Regular meetings of the members of The Society shall be held at such times as the Board of Directors may designate.

- Section 2. Special meetings of the members of The Society may be called by the President or by the Board of Directors, or by the membership if 5% of the members sign such written request.
- Section 3. A notice in writing of the place, day, and hour of each meeting of members shall be given by or at the direction of the President or Secretary to each member entitled to vote at such meeting by contacting them, not less than seven nor more than thirty days before such meeting. Any matter relating to affairs of The Society may be brought up for action at any regular or annual meeting of the members,. Unless stated in the written notice of the meeting, (i) no ByLaws may be brought up for adoption, amendment, or repeal and (ii) no matter, other than election of directors and officers at an annual meeting, may be brought up which expressly requires the vote of a specified proportion of members.
- Section 4. At any duly announced meeting of the members, the members present in person or by proxy shall constitute a quorum for such meeting.
- Section 5. Each member, regardless of type, shall be entitled to one vote on each matter submitted to the members for action either in person or by proxy.
- Section 6. The Board of Directors shall meet at least four times a year. At all meetings of Directors, one-third of the Directors then in office shall constitute a quorum. Electronic vote by means of telephone or timely e-mail correspondence shall be recognized in extraordinary circumstances when on-site meetings cannot be conducted.

ARTICLE V. OFFICERS AND BOARD OF DIRECTORS

- Section 1. The officers shall be President, Vice-President, Secretary, and Treasurer.
- Section 2. The Board of Directors shall include the officers, and a total of three to eight elected Directors, and both the immediate Past President and the Historian. It shall have general charge of the affairs of The Society except that decisions on major expenditures shall be referred to the whole Society.
- Section 3. Duties of Officers:
- A. The President shall preside over all meetings of The Society and of the Board of Directors.
 - B. The Vice President shall fulfill the duties of the President in the case of the President's absence or if a vacancy exists in that office.
 - C. The Secretary shall keep minutes of meetings and all other records of The Society, send out notice of membership meetings, and conduct any other correspondence of The Society not otherwise assigned.
 - D. The Treasurer shall have charge of the funds and any securities of The Society, deposit moneys in the bank or banks designated by the Board of Directors to the credit of The Hebron Historical Society, Inc., pay all bills as approved by the Board of Directors, submit an audited report at the annual meeting, and oversee the acknowledgement to members on payment of dues. The Treasurer shall be bonded in an amount to be determined by the Board of Directors. The Treasurer shall be a member ex officio of the Finance Committee.
- Section 4. The officers shall be nominated by the Nominating Committee, and shall be elected by The Society members at the annual meeting. Officers, other than the Treasurer, shall be elected for a term of one year or until their successors have been appointed. The Treasurer shall be elected for a term of two years or until his or her successor has been appointed. All officers shall be ineligible for reelection after serving two terms until they have been out-of-office for one term..
- Section 5. Any vacancy in any office shall be filled by the Board of Directors for the un-expired term. The President may temporarily appoint a person to serve as Secretary or Treasurer in the event of a vacancy in either of those offices. That person shall serve only until the vacancy is filled by the Board of Directors.
- Section 6. The Society shall operate in a manner consistent with the laws of the State of Connecticut and successive IRS letter rulings as a section 501(c)3 tax-exempt organization.

ARTICLE VI. PERMANENT COMMITTEES

- Section 1. Finance Committee. There shall be a Finance Committee appointed annually by the Board of Directors from members of The Society. The Finance Committee shall oversee the management of all permanent income-producing funds and investments of The Society, and it shall be its duty, on behalf of The Society and in the light of its financial needs and commitments, to receive, invest, reinvest, and supervise such funds and investments, and all additions thereto, however they may be acquired. The Finance Committee shall also function as an audit committee and shall prepare for the Board of Directors approval an annual budget, in time for review and adoption at the first membership meeting following the election. The President shall authorize expenditures for budgeted items up to and including \$500. The Board of Directors shall authorize expenditures greater than \$500. Expenditures in excess of budgeted line items beyond contingency coverage must be approved by simple majority vote of the members present at a regular meeting. The Finance Committee shall recommend to the Board of Directors, following The Society's classes of membership, the annual dues for each. The fiscal year of The Society shall run from September 1 to August 30.
- Section 2. Development and Membership Committee. There shall be a Development and Membership Committee appointed annually by the Board of Directors from the members of The Society. The Development and Membership Committee shall be responsible for raising funds to enable The Society to fulfill its purpose. The committee shall recommend to the Board of Directors programs and procedures to promote and strengthen The Society, and shall have overall responsibility for recommending to the Board of Directors ways and means to attract new members to The Society. Membership shall follow the calendar year.
- Section 3. Nominating Committee. There shall be a Nominating Committee, of no fewer than three persons, appointed annually by the Board of Directors from the members of The Society. The Nominating Committee shall nominate persons from the membership of The Society for election as officers and directors, and to fill vacancies in any positions. Any member of The Society may make nominations for the Board of Directors or officers of The Society in addition to those made by the Nominating Committee, provided the same are made in writing and signed by at least **five** members of The Society at least ten days before the Annual Meeting of The Society.
- Section 4. Newsletter, Website and Publicity Committee. There shall be a Newsletter, Website & Publicity Committee appointed annually by the Board of Directors.
- Section 5. Program Committee. There shall be a Program Committee appointed annually by the Board of Directors. The responsibility of this committee is to select and arrange for special programs to be presented for the benefit of the membership.
- Section 6. Each Permanent Committee shall determine the manner and form of its proceedings and the time, place, and notice to be given of its regular and special meetings. The chairman of each permanent committee shall be appointed by the Board of Directors on the recommendation of the President.

ARTICLE VII. OPERATING AND SPECIAL PURPOSE COMMITTEES

- Section 1. The Board of Directors may provide for any operating or special purpose committees it sees as necessary for carrying out the purposes of The Society, including the establishment and maintenance of a museum, the development and preservation of The Society's collections, and educational programs. Each Operating or Special Purpose Committee shall have such powers and perform such duties as may be assigned to it by the Board of Directors.

ARTICLE VIII. FUNDS AND OTHER ASSETS

- Section 1. The Society may receive, hold, or dispose of gifts or legacies as it devises for its purposes unless stated differently by and negotiated with the donor.

Section 2. The Society may own, acquire, buy, sell, or mortgage real estate and any interest of any kind whatsoever therein, and may purchase, lease, or otherwise acquire or dispose of all kinds of real and personal property which The Society may deem necessary or convenient for the purposes of The Society.

Section 3. All funds of The Society shall be used exclusively for the purposes of The Society or the operations thereof, and no officer, member, agent or employee of The Society shall receive any pecuniary profit or benefit from the earnings or funds of The Society except reasonable compensation for services in effecting one or more of The Society's purposes.

Section 4. In the event of the dissolution of The Society, at any time after the payment of all liabilities of The Society, all assets, funds, collections, or property remaining shall be conveyed to a Connecticut not for profit organization whose mission is consistent with that of The Society. First consideration would be given to groups and societies in the area surrounding Hebron. These groups might include, but not be limited to, historical societies, non-profit restoration groups, non-profit groups who restore & repair significant artifacts for the purpose of presentation of the items, materials, and methods of creation; e.g., Old Sturbridge Village, Historical Society of Early American Decoration (HSEAD), Connecticut Historical Society. Proposals and decisions as to the distribution of funds and assets of The Society shall be made by the members of The Society.

ARTICLE IX. AMENDMENTS

Section 1. These By-Laws may be amended by a two-thirds vote of the members present at any regular or special meeting of The Society, provided a copy of the proposed amendment shall have been furnished with a notice of the meeting.