

# **BYLAWS OF THE AMITY AND WOODBRIDGE HISTORICAL SOCIETY**

## **DEFINITIONS**

The following definitions shall apply to the terms used in these Bylaws:

Act: The Connecticut Revised Nonstock Corporation Act, as the same may hereafter be amended and restated.

Board (Board of Directors): the directors in office at the time, acting together as a governing body of the corporation.

Bylaws: The Bylaws of the Corporation, as the same may hereafter be amended and restated.

Certificate: The Articles of Association of the Corporation, as the same may hereafter be amended and restated.

Code: § 501(c)(3) of the United States Internal Revenue Code, as the same may hereafter be amended and restated.

Corporation: The Amity and Woodbridge Historical Society, Incorporated, a Connecticut nonstock corporation incorporated under the laws of the state of Connecticut.

Fundamental Matters: Any of the following: (i) the adoption, amendment, repeal or restatement of the Certificate or Bylaws, (ii) the dissolution and liquidation of the Corporation, (iii) the merger, consolidation, amalgamation or other combination of the Corporation with or into another entity, (iv) the sale or conveyance of all or substantially all of the assets of the Corporation, in a single transaction or series of related transactions.

Notice: Legally required Notice given in writing (by mail or electronic communication) to authorized participants of any meeting of the members or Board. Each Notice must indicate the date, time and place of the meeting and announce matters to be considered.

## **ARTICLE I – NAME AND PURPOSE**

The name of the Corporation is the Amity and Woodbridge Historical Society. The nature of the Corporation's activities and its purposes are to engage in any lawful act or activity permitted under the Act that is charitable, educational and/or scientific in nature, entitling the Corporation to exemption from taxation under the Code, including, more particularly, those purposes set forth in the Corporation's Articles of Association and its Mission Statement.

## **ARTICLE II – OFFICES**

The principal office of the Corporation shall be at such place in the Town of Woodbridge in the State of Connecticut as the Board shall from time to time designate. The Corporation may have such other offices within or without the State of Connecticut as the Board may from time to time determine.

## **ARTICLE III – MEMBERSHIP**

1. Members. The Corporation shall have a single class of members consisting of all those persons who pay a yearly or lifetime membership fee and support the purposes of the Society. Members need not be residents of Woodbridge. Each individual member shall have one vote on matters which come before the members for action. Family memberships shall have a maximum of two votes. A membership may not be transferred or assigned.
2. Termination of Membership. The Board, by a majority vote of those present at any regularly constituted meeting, and after notice to the member in question and an opportunity to be heard, may expel a member with cause.
3. Place of Meetings. All meetings of the members shall be held at such other place within or without the State of Connecticut as from time to time may be designated by resolution of the Board or the members.
4. Annual Meeting. The annual meeting of the members shall be held on the date, and at such time and place as shall be designated by the Board. At the annual meeting, directors shall be elected and such other business as may properly come before such meeting shall be transacted. If the annual meeting of members is not held as herein prescribed, the election of directors may be held at any meeting of the members thereafter called pursuant to these Bylaws.
5. Special Meeting. Special meetings of the members shall be called by the president if such meetings shall be deemed necessary, or by the president or another officer on the written request of at least three directors or of at least one-third of the members of the Corporation filed with the secretary, which request shall state the intended purpose of the special meeting. If the president or another officer does not call such a special meeting within 15 days after the filing of such a request, the directors or members who filed the request may call the special meeting.
6. Notice of Member Meetings. Notice of meetings of the membership, whether annual or special, shall be sent to each member by or at the direction of the president or the secretary or the directors or members calling the meeting. Each member shall receive the Notice, stating the business to be conducted, not less than ten days and not more than 60 days before the date of the meeting.
7. Business Conducted at Member Meetings. At each meeting of members, a chairperson, who shall be the president unless otherwise designated by the Board, shall preside. At the annual meeting, in addition to the election of directors, any matter relating to the affairs of the Corporation may be brought up for action. However, there can be no consideration of Fundamental Matters or the removal of a director unless stated in the meeting Notice. At special meetings of the members, no business other than that stated in the Notice thereof shall be transacted.
8. Quorum and Voting Requirements. Members present at any meeting of members shall constitute a quorum for the transaction of business. The affirmative vote of a majority of the members present at a meeting shall be required for action on any matter, including those related to the Bylaws and the removal of a director. The affirmative vote of at least two-thirds (2/3) of the members present shall be required for changes to any of the other Fundamental Matters.
9. Waiver of Notice. A member may waive any Notice required by these Bylaws, the Certificate, or the Act before or after the date and time stated in the Notice, provided that the waiver is in

writing, signed by the member entitled to Notice and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. A member's attendance at a meeting shall (a) waive objection to lack of Notice or defective Notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and (b) waive objection to consideration of a particular matter at the meeting that is not within the matters described in the meeting Notice, unless the member objects to considering the matter when it is presented.

10. Action Without Meeting. Any action which may be taken at a meeting of members may be taken without a meeting by one or more consents in writing, setting forth the action so taken or to be taken, signed by all of the persons who would be entitled to vote upon such action at a meeting, or by their duly authorized attorneys. The secretary shall file such consent or consents, certify the tabulation of such consents, and file such certificate with the minutes of the meetings of the members. Any consent or consents which become effective as provided herein shall have the same force and effect as a vote of members at a meeting duly held and may be described as such in any certificate or document as permitted by applicable law.

#### **ARTICLE IV – BOARD OF DIRECTORS**

1. General Powers and Duties. All corporate powers shall be exercised by or under the authority of, and the activities, property, and affairs of the Corporation shall be managed by, or under the direction of, the Board.
2. Size of Board. There shall be no fewer than 5 nor more than 15 directors on the Board. The prescribed number of directors within this range shall be that number fixed by resolution of the Board, or, if the Board does not fix the number, then the prescribed number shall be the number of directors elected by the members.
3. Director Qualifications and Term of Office. A director need not be a resident of Woodbridge. Except as otherwise provided in Section 4 below, each director shall hold office for the term of three years and may stand for election a maximum of three consecutive terms for a total of nine consecutive years. A director may again stand for election after a period of one year out of the position.

If necessary to fulfill other requirements in these Bylaws, a director may continue to serve for an additional year by request of the Board.

4. Removal of a Director. Anything in these Bylaws to the contrary notwithstanding, a director may be removed as a director at any time, with cause, by the affirmative vote of a majority of members present at a meeting, the Notice for which provides that the purpose or a purpose of the meeting is removal of the director. Directors also may be removed by judicial proceedings to the extent provided by the Act.
5. Vacancies. Any vacant position among the directors (including a vacancy caused by removal or resignation) may be filled until the next member meeting by vote of the Board. If the directors remaining in office constitute fewer than a quorum, the vacancy may be filled by the affirmative vote of a majority of all the remaining directors. The term of a director so elected to fill a vacancy shall expire at the next annual meeting of members or other member meeting where directors are elected.

6. Regular Meetings. Regular meetings of the Board shall be held at least four times a year at the time and place specified from time to time by resolution of the Board.
7. Special Meeting. Special meetings of the Board may be called by the president and shall be called by the president upon the written request of directors constituting 25% or more of the directors then serving. If the president does not call the meeting within seven days after receipt of the written request, the directors making the request may call the meeting. Notice may be given by the person calling the meeting.
8. Notice of Board Meetings. All meetings of the Board require Notice that specifies the purpose or purposes of the meeting. The Notice must be sent to each director at least two days in advance, and at least 10 days before the meeting if Fundamental Matters are to be considered.
9. Business Conducted at Board Meetings. Except for matters transacted pursuant to Section 14 of this Article, all actions of the Board, including the election and removal of officers, shall be taken up and decided only at meetings of the Board. At special meetings of the Board, only matters announced in a meeting Notice sent to each director may be brought up for action. Fundamental matters may be considered at any meeting if previously announced in the meeting Notice.
10. Quorum and Voting Requirements. A majority of the directors then serving shall constitute a quorum for the transaction of business at any meeting of the Board. The affirmative vote of a majority of the directors present at a meeting at which there is a quorum shall be required for action by the Board on any matter, except for those matters for which the vote of a greater proportion of the directors is required by the Act, the Certificate, or these Bylaws.
11. Waiver of Notice. A director may waive notice of any meeting required under these Bylaws by a written instrument executed and filed with the secretary either before or after the date and time specified in the Notice. The Secretary shall cause any such waiver to be filed with the minutes or corporate records. A director attending or participating in a meeting shall be deemed to have waived any required notice of the meeting unless the director, at the beginning of the meeting or promptly upon arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.
12. No Proxies for Directors. Each director must exercise authority as a director individually and may not grant a proxy or a power of attorney for such authority to any person.
13. Participation in Meeting by Teleconference or Similar Means. A director may participate in a meeting of the Board by, or conduct the meeting through the use of, any means of communication by which all directors participating can simultaneously communicate with one another during the meeting. A director participating by this means shall be deemed to be present at the meeting.
14. Transaction of Business by Unanimous Written Consent. Any corporate action required or permitted to be taken by the Board (or a committee of the Board, as applicable) under the Act may be taken without a meeting if each director on the Board (or committee, as applicable) signs a written consent describing the action taken or to be taken and delivers it to the Corporation for inclusion within the Corporation's records. Action taken under this section shall be effective when the last director signs their consent, unless such consent specifies another time at which the action taken thereunder is to be effective.

15. Compensation of Directors. Directors shall not receive a salary for their services as directors on the Board. By affirmative vote of the Board, the directors may be allowed reasonable reimbursement for expenses and fees incurred on behalf of the Corporation. Nothing in this section shall be construed to preclude any director from serving the Corporation in any other capacity and receiving reasonable compensation for services as such.
16. Committees. The Board may create such *ad hoc* or standing committees as it, in its discretion, deems necessary or proper for the prudent governance of the Corporation. Any committee shall have only those powers and responsibilities conferred upon it by the resolution creating the committee. Each committee shall have one or more directors and any other persons approved by and serving at the pleasure of the Board. In no event shall any committee have the power to (i) approve any of the Fundamental Matters, (ii) exercise any powers which, under the Act, may not be conferred upon a committee of the Board, or (iii) fill vacancies on the Board or its committees.

#### **ARTICLE V – OFFICERS**

1. General. The directors shall elect a president, one or more vice presidents, a treasurer and one or more secretaries, and may from time to time elect such other officers as they deem expedient. Any two or more offices may be held by the same person.

Each officer other than the Treasurer shall be elected for the term of one year and may stand for re-election as long as the officer is a director or until a successor is properly elected.

Each elected officer shall serve in a volunteer capacity and shall not receive a salary for that service. An officer need not be a resident of Woodbridge.

2. President. The President shall be a director of the Corporation. The president shall be the chief executive and administrative officer of the Corporation and shall have general control and management of its affairs, subject to control and direction by the Board, and shall direct and coordinate the implementation of the Board's initiatives. The president shall preside at all meetings of the Board and the members, unless another individual is designated by the Board or president to preside and shall perform such other duties as may be delegated by the Board. The president shall perform all duties incident to the office of President. Subject to the approval of the Board, the president may appoint such clerks and other employees and agents of the Corporation and, in the transaction of the Corporation's business, may execute, sign, countersign, and endorse such notes, bills, certificates, leases and documents as authorized by the Board.
3. Vice President. A vice president shall be a director of the Corporation. Except as specially limited by vote of the Board, the vice president or, if there be more than one vice president, one of them selected by the Board shall perform the duties and have the powers of the president during the latter's absence or disability. Vice president(s) shall also perform such other duties as may be delegated by the president or the Board from time to time. In the event of a vacancy in the office of president, the vice-president, or, if there be more than one vice president, one of them selected by the Board, shall succeed to the presidency until a new president is elected.
4. Treasurer. The Treasurer shall be a director of the Corporation at the time they are first elected to the position, after which this position is exempt from term limits as both officer and director.

Subject to the control and direction of the Board, the treasurer shall (i) have charge and custody of and be responsible for all funds and securities of the Corporation, (ii) keep full and accurate accounts of receipts and disbursements and books belonging to the Corporation, (iii) deposit all monies and valuable effects in the name and to the credit of the Corporation in depositories designated by the Board, (iv) endorse checks, notes, and other obligations for and on behalf of the Corporation, (v) prepare or cause to be prepared the financial reports described in these Bylaws, (vi) oversee the activities of any employees or agents of the Corporation tasked with responsibilities related to the Corporation's fiscal affairs and (vii) discharge all other duties that are incident to the office of Treasurer or are required by the Board from time to time.

5. Secretary. The Secretary shall be a director of the Corporation. Subject to control and direction of the Board, the secretary shall (i) prepare and keep a record of the minutes of the proceedings of all meetings of the Board and of the members, (ii) authenticate records of the Corporation, and (iii) take the custody of such books, records and papers of the Corporation except as may be in the charge of the treasurer or of some other person authorized to have custody and possession thereof by a resolution of the Board, and (iv) discharge all other duties that are incident to the office of Secretary or are required of such officer by law or delegated from time to time by the Board.
6. Removal of Officers. Any officer may be removed by a majority vote of the directors in office at any time, with or without cause. The Board shall have the authority to fill vacancies for any officer position.

#### **ARTICLE VI – DISTRIBUTION OF ASSETS**

1. General. As a nonprofit institution, the Corporation shall not authorize or issue shares of stock or pay dividends. The Corporation's earnings, income or assets may be distributed in furtherance of its purposes and mission but shall not be distributed to or inure to the benefit of any director, officer, or to any private individual. The Corporation may, however, reasonably compensate its officers, directors, and any other person, for services performed for the Corporation in compliance with applicable law and applicable corporate policies concerning conflicts of interest.
2. Voluntary Dissolution and Liquidation. The Corporation may be dissolved and liquidated if i) the directors propose such dissolution and liquidation of the Corporation and ii) the members at a member's meeting approve the proposal by an affirmative vote of at least two-thirds (2/3) of those entitled to vote thereon. Upon dissolution, the Corporation's assets remaining after payment of all liabilities shall be distributed pursuant to the Act, subject to and consistent with the Code and any donor-imposed restrictions thereon to the use of charitable, educational, religious and/or scientific organizations selected by the Board, the purposes of which are substantially the same as those of the Corporation.

#### **ARTICLE VII – OTHER PROVISIONS**

1. Indemnification and Advances; Insurance. The Corporation shall indemnify its directors, officers, and employees to the fullest extent permitted by law and at the sole discretion of the Board it may (but shall not be required to), indemnify agents of the Corporation and advance fees or reimburse expenses to its directors, officers, employees, or agents. The Corporation may also purchase and maintain insurance to provide greater indemnification than that permitted by the Act, to any individual who is or was a director, officer, employee, agent, or other representative

of the Corporation.

2. Financial Reports; Fiscal Year. The Corporation shall prepare or have prepared each fiscal year a financial report that includes a balance sheet as of the end of each fiscal quarter and at the fiscal year end, and a revenue and disbursement statement for the year ending on that date. These reports are to be distributed to the Board at the end of each fiscal quarter, and the report for each fiscal year shall be made available to the members at the end of the year. The Corporation shall also prepare and file such informational and tax returns with applicable federal and state agencies as are required under law. The fiscal year of the Corporation shall be the calendar year unless otherwise determined by the Board.
3. Conflict of Interest Policy. The Corporation shall adopt and at all times maintain a conflict-of-interest policy, which shall be adopted, maintained, and revised from time to time by the Board. A copy of the conflict-of-interest policy shall be kept in the permanent records of the Corporation.
4. Amendment of Bylaws. A Bylaw may be altered, amended or repealed only by a majority vote of the members present at a meeting of the members. The meeting Notice shall state that the meeting is to take up the matter. No amendment shall be effective which shall cause the Corporation to lose exempt status under Section 501(c)(3) of the Code.
5. Amendment of the Certificate of Incorporation. The Certificate may be amended at any time by the affirmative vote of at least two-thirds (2/3) of the members at a meeting, provided that the meeting Notice states that the meeting is to take up the matter and provided that no change is made in the Certificate which will revoke or otherwise negatively affect the exempt status of the Corporation under § 501(c)(3) of the Code.
6. Inconsistencies with the Certificate. In the event of any inconsistency between the Certificate and these Bylaws, the terms of the Certificate shall prevail.
7. Procedure. Unless otherwise voted by a majority of those persons present at any meeting and entitled to vote thereof, the rules and procedures specified by Robert's Rules of Order Revised, as published and in effect at the time of any meeting, shall be followed during any meeting.
8. Revocation of Former Bylaws and Constitution. The Bylaws and Constitution of the Corporation in existence at the date of the adoption of these Bylaws are hereby revoked, null and void.

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Certified by the Secretary of the Amity and Woodbridge Historical Society as the Bylaws adopted by majority vote of the members effective as of November 14, 2021.

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Martha German, Secretary