

# WOLCOTT HISTORICAL SOCIETY, INC.

## BY-LAWS

### ARTICLE I

1. The objects and purposes of the Wolcott Historical Society, Incorporated, shall be the objects and purposes stated in the Certificate of Incorporation.

### ARTICLE II

1. The name of the corporation shall be "The Wolcott Historical Society, Incorporated." Here-in-after referred to as the "Society".
2. The principal office of the corporation shall be located in the Town of Wolcott, County of New Haven, and State of Connecticut.

### ARTICLE III

1. The governing body of the Society shall be the elected officers and directors; here-in-after referred to as the "Board".
2. A legal quorum of the Board shall be at least six (6) in number, not less than three (3) officers and three (3) directors.
3. The members of the Society in good standing shall elect from their membership, for a period of one year, a President, Vice-President, Treasurer, Curator, and Secretary of the Society. They also shall elect six (6) directors in the following manner, in order to set up a rotating directorship. Two (2) to be elected each year for a three (3) year term. Any director once elected to a three (3) year term may succeed themselves only once for an additional three (3) year term.
4. Nominations may be made by a Society member in good standing in attendance at the Annual Meeting of the Society. All nominations selected preferably with respect to their knowledge of the needs of the community with regard to a Historical Society, and they shall serve without compensation.

### ARTICLE IV

1. The annual meeting of the Society shall be on the call of the President; a quorum of the Board during the month of September of each year and the fiscal year of the Corporation shall run from October 1st to September 30 of the following year.
2. Membership in this corporation is personal and not a property right.

3. In the event that any officer or director absents himself or herself from two consecutive annual meetings without notice or acceptable reason or cause, he or she may be removed from the Board by two-thirds vote of the remaining members of the Board.
4. Any officer may be removed from the Board by two thirds vote of the remaining members of the Board at any annual meeting or special meeting called for such purpose, for conduct deemed prejudicial to this corporation, provided that such member shall have first been served with written notice of accusations against him or her, and shall have been given opportunity to produce his or her witnesses, if any, and to be heard at the meeting at which such vote is taken.
5. Any member of the Board may resign by submitting a written resignation at any meeting of the board, or by certified mail, the resignation to the corporation; and thereupon such resignation to the corporation, without necessity of any acceptance, shall become effective forthwith.
6. The Board officers shall serve without compensation. They may also fill any vacancies in their Board until the next annual meeting of the Society.
7. The Board may appoint for a period of one year, but not to exceed the beginning of the next fiscal year, a Historian, a Librarian, Webmaster, and Auditor; all who shall serve without pay.
8. The Board shall in no event be held responsible for any neglect, omission or wrong-doing of their agents or attorneys, provided reasonable care shall have been exercised in their selection, and save for their own gross negligence or willful default, shall not be liable for any loss or damage.

## ARTICLE V

1. Without prejudice to the general powers conferred upon the officers and directors by the Certificate of Incorporation, by statute and/or by these By-laws, the Board shall have the management, care, supervision and control of the property of the corporation and the investment and disbursement of all funds of the corporation. In administering the property and funds of the corporation, the Board shall have power in its discretion to retain any property which may be given or bequeathed to the corporation, or sell, lease, transfer or exchange all or any part of such property, at such price, upon such terms and conditions, and in such manner as it may deem best; to invest and reinvest the principal of any gift or devise in such loans, securities, or real estate as it may deem suitable; to select and employ in and about the execution of the business and affairs of the corporation suitable agents and attorneys; and to pay their reasonable compensation and expenses; and generally to do and perform each and every act and thing proper to carry out the purposes expressed in the Certificate of Incorporation aforesaid.

## ARTICLE VI

### Officers and Directors

1. The officers of the Society shall consist of the officers and directors who shall be referred to as the Board.
2. A legal quorum of the Board shall be at least six (6) in number as set forth in Article III, paragraph two (2).

## ARTICLE VII

1. The Board shall meet monthly or at such other times and at such place as the President of the Board may designate. All members in good standing may attend any meeting of the Society.
2. Special meetings of the Board shall be called by the Secretary at the request of the President or at the written request of six (6) member quorum of the Board.
- ~~3.~~ A notice of every meeting of the Board or general membership, stating the day, hour and place thereof, shall be posted publicly.
4. Any Board member who absents himself from two consecutive regular meetings without notice or acceptable reason or cause, may be removed from the Board by a two-thirds vote of the remaining members of the Board, providing a quorum is present.

## ARTICLE VIII

### Duties of Officers

1. The President shall preside at all meetings of the Wolcott Historical Society and the Board, and perform all duties incident to this office. He shall, subject to the disapproval of the Board appoint all committees and assignments thereto. He shall be *ex officio* member of all committees. He shall at the annual meeting of the Wolcott Historical Society and at such other times as he may deem proper, commend to their membership and to the Board such matters and suggestions as may tend to promote the purpose and increase the usefulness of the Wolcott Historical Society. He shall cause all orders and resolutions of the Board to be executed. He shall execute all bonds, deeds, mortgages and contracts as approved by the Board, and shall keep in safe custody the seal of the Corporation, and where authorized by the Board affix it to any instrument requiring the same, and the seal when so affixed shall be attested by the Secretary or the Treasurer. He shall conduct all meetings in accordance with Robert's Rules of Order. He shall assign, delegate duties and maintain general supervision of all members of the

Wolcott Historical Society subject to approval of the Board and he shall be responsible to the Board of Directors for, proper conduct of all members.

2. The Vice-President, in the absence of the President, or in case of his inability to act, shall perform the duties and exercise the powers of the President, and shall perform such other duties as shall be imposed upon him by the Board.
3. The Treasurer shall be the custodian of all the funds of the Wolcott Historical Society, and under the direction of the Board of Directors shall deposit and pay such bills as are approved by the President and a quorum of the directorate members. He shall keep a true account of his receipts and disbursements and render written reports monthly to the Board of Directors and submit statement at the annual meetings, itemizing receipts and disbursements, subject to such of said duties as may be delegated to a bank by the Board of Directors as authorized by the Board of Corporators. A copy of all reports shall be given to the Secretary. All disbursements shall be made by duly signed checks. In the absence of the Treasurer, the President may sign checks, drafts, and other orders. The Treasurer shall at all reasonable times, exhibit his books and accounts to the Board at any legal meeting of the Board or Society.
4. The Secretary shall conduct all of the official correspondence and preserve all books, membership records, documents and maintain an accurate record of the proceedings of the Wolcott Historical Society, the Board and all Committees. He shall at the direction of the Board manage the affairs of the Wolcott Historical Society to promote the purposes for which the Wolcott Historical Society was organized. The Secretary shall maintain an accurate record of the proceedings of the Board of Directors, and act as clerk thereof, shall record all votes and minutes, copies of which are to be archived and given to the President and the Board of Directors.
5. The Curator shall have custody of all relics, articles, pictures, etc. owned by the Society and accept only those relics, articles, pictures, etc. offered to the Society, which have been approved by the Board of Directors. In the event of any question of the acceptance of any relics, articles, pictures, etc., such item may be submitted to two qualified appraisers, to be appointed by the Board of Directors, for their recommendations of approval or disapproval.
6. The Auditor shall examine the accounts of the Treasurer and certify the annual report of the Treasurer of the Society.
7. The term of office of each officer shall be until the next annual meeting or until his or her successor has been elected and qualified.
8. Whenever in these By-Laws, the word "he" or "she" is used, it is not meant that the particular officer shall be male or female. The pronoun may be used to refer to either sex.

## ARTICLE IX

1. No article, picture or relic owned by the Society shall be removed from its quarters except upon permission of a quorum of the Board.
2. If the Board should accept any loaned article, said loaned articles must be appraised by two qualified appraisers, to be appointed by the Board to determine their value, subject to the approval of the loaner. The Wolcott Historical Society shall issue a receipt for such articles loaned, subject to the following: The loaner is to insure such loaned articles for such value as he feels is proper compensation in the event of loss from any cause. The Wolcott Historical Society is not liable, except for negligence, in the event for the loss of any such articles. In case of death of the loaner, unless otherwise specified in loan agreement, such articles as loaned shall become the full property of the Wolcott Historical Society.

## ARTICLE X

There shall be the following classes of members admitted upon vote of the Board.

1. Individual Membership – An individual shall pay annual dues in an amount as set by the membership. They may have residence in or outside of the Town of Wolcott.
2. Family Membership – A family shall pay annual dues as set by the membership
3. Life Members - Any member may become a Life Member by making a single payment of One Hundred and Fifty Dollars (\$150.00) in lieu of annual dues.
4. Patrons is a donor of funds, securities and outstanding library or museum items, either by gift or bequest, after appraisal by two qualified appraisers, or whose achievements have brought credit to the Town of Wolcott, or who have rendered unusual service to the Society, may be elected by the Directors as a Patron. The names of Patrons, living and deceased will be printed in the membership list of the Society. A Patron can attend meetings without vote.
5. Honorary Members may be elected by the Board in recognition of special services to the Society.
6. The membership, of any member who after reasonable notice has not paid his or her dues within three months after the first day of any fiscal year, may be terminated by a majority vote of the Board.
7. Any member may be removed from membership by a majority vote of the Board, at any regular meeting or special meeting called for such purpose for conduct deemed prejudicial to this corporation, provided that such member shall have

first been served with written notice of accusations against him or her, and shall have been given opportunity to produce his or her witnesses, if any, and to be heard at the meeting at which such vote is taken.

#### ARTICLE XI

1. These By-laws were adopted by the Board of Directors, dated at Wolcott, Connecticut, this 4th day of December 1961.
2. These By-Laws were adopted by the Board of Corporators, dated at Wolcott, Connecticut, this 25th day of January 1962.
3. These By-Laws were revised by the Board of Corporators, dated at Wolcott, Connecticut this.27th day of February 1986.
4. These By-Laws as revised by a committee of the Board of Directors were adopted by the general membership of the Wolcott Historical Society dated at Wolcott, Connecticut, this 2 day of August 2007.