

ARTICLE IV

MEMBERSHIP

Section 1 – Qualifications

A member shall be any person or organization devoted to the purposes set forth in Article III and upon payment of the annual dues which, for the various classes of membership, shall be fixed by the Board of Directors, with appropriate notice to the membership.

Section 2 – Dues

Dues are payable January 1st for the calendar year; but those new members who join after October 1st shall be considered as paid-up members for the subsequent calendar year.

Section 3 – Categories of Membership

The categories of membership are as follows, but may be amended from time to time by the Board of Directors:

**Individual Membership
Family Membership
Youth/Student Membership – under age 18
Patron
Corporate Membership
Life Membership
Honorary Membership**

Honorary membership may be conferred upon any person by the Board of The Society at a meeting duly noticed for that purpose by the unanimous vote of all those present. An Honorary member shall hold such membership for life and shall not be obligated to pay annual dues.

The rights and privileges of all classes of membership shall be the same.

Section 4 – Removal

Any member may be removed for non-payment of dues after two consecutive years, with notice to the member.

ARTICLE V

BOARD OF DIRECTORS

Section 1 – Membership

The Board of Directors, hereinafter referred to as the Board, shall consist of the Officers of The Society, the Chair of the Standing Committees, and up to five (5) Members at Large with the immediate Past President sitting for one year as a voting

member. A Board member may be removed for failure to attend three consecutive meetings without adequate cause.

Section 2 – Conduct of Business

A. Board Meetings

The Board shall transact the business of The Society at duly noticed monthly meetings.

B. General Membership Meetings

The Society shall hold an Annual Meeting in the spring of each year, at which time Directors and Officers shall be elected and other appropriate business shall be transacted.

C. Special Meetings

A special meeting of the Board may be called by the President for the purpose of transacting urgent business.

A special meeting of the general membership may be scheduled by the President upon the written request of ten or more members of The Society. Such requests, however, shall be made at least two weeks in advance of the desired date of the meeting.

D. Quorum

A quorum for the official meeting of the Board shall be a majority of the members of the Board.

A quorum for the official meetings of The Society shall be a majority of the members of The Society present and voting.

E. Vacancies

The Board shall have the right to fill any vacancies in elective offices and board membership until the next Annual Meeting of The Society.

F. Special Committee

The Board shall appoint Chairs of Special Committees as necessary to carry out the activities of The Society.

G. Insurance

The Board shall set policy as to the amount and type of insurance coverage to be carried on property for which The Society is responsible, as well as insurance coverage needed to counter any liability claims made against Officers, Directors, and/or assets of The Society.

H. Reports

At least once a year members of the Board shall report to the membership on the status and achievements of programs for which they are responsible.

ARTICLE VI

OFFICERS

Section 1 – Designation and Tenure

The officers of The Society shall be President, Vice President, Secretary, Treasurer and Administrator, each elected by the members of The Society at its annual meeting for a period of two years beginning May 1st. No individual shall

simultaneously fill more than one elective office; but an officer may concurrently serve as chair or member of a committee.

Section 2 – President

The President shall call and preside at all meetings of The Society and of the Board. He shall call all special meetings at his discretion or at the request of three Board Members. He shall perform such duties as may be called for by virtue of his office, and shall be an ex-officio member of all committees except the Nominating Committee. At the end of his term of office, he shall be a voting member of the Board for one year.

Section 3 – Vice President

In the absence or incapacity of the President, the Vice President shall discharge the duties of the President. In the event of a prolonged absence or incapacity of the Treasurer, the Vice President shall discharge the duties of the Treasurer until such time as the Treasurer is capable of resuming his duties, or until the next election, whichever comes first.

Section 4 – Secretary

The Secretary shall make and keep safely the proceedings of all meetings and the records of all votes of all meetings of The Society and of the Board of Directors. The Secretary shall be the custodian of all corporation minutes, agreements, records, reports and other official papers.

Section 5 - Treasurer

The Treasurer shall be the chief financial officer of The Society, the custodian of its capital and operating funds and of working records and papers pertaining to its financial affairs. He shall be responsible for the collection of all monies due The Society. The Treasurer shall pay all authorized obligations of The Society, including the filing and payment of tax returns as applicable. All disbursements shall require prior approval by the president and disbursements over \$500.00 or more shall require prior approval by the Board. The Treasurer shall render a detailed financial statement to the Board at its monthly meeting; and shall give a financial overview to the members of The Society at least once a year at the annual meeting. Memo accounts shall be kept separately for the various major sectors of The Society's activities. The Treasurer shall submit The Society's accounts for an annual independent audit by a Certified Public Accountant selected by the Board. The Treasurer shall keep the working funds of The Society in an account at an FDIC insured bank in the community which may be added to or withdrawn from as needed. The Treasurer shall be bonded in an amount determined by the Board and at the expense of The Society. The President, Vice President, Secretary and Treasurer shall be the signatories on the bank accounts maintained by The Society. The Vice President of The Society shall be designated as the backup to the Treasurer in case of absence or incapacity, and shall be empowered to sign

necessary financial documents. The Treasurer, in conjunction with the financial advisory committee, shall manage the capital resources of The Society in a conservative, diversified manner; shall analyze and review the investment portfolio at least quarterly.

Section 6 – Administrator

The Administrator shall be responsible for the supervision of The Society’s library, archives, and exhibit collections and shall serve as the coordinator of the standing Library and Archives Committee. The Administrator shall determine, with the approval of the Board, the appropriate balance between security and accessibility of The Society’s property. The Administrator shall be responsible for approving any ad hoc committee exhibits.

ARTICLE VII

COMMITTEES

Section 1 – Definition and Scope

There shall be two classes of committees: Standing and Ad Hoc. A Standing Committee shall be responsible for a particular function which is ongoing; an Ad Hoc Committee shall be responsible for a particular event or function which occurs periodically or is a one-time event. Additional committees may be created and current committees may be eliminated, as determined by the Board.

Section 2 – Standing Committees

A. Standing Committees shall be:

- Barn Committee**
- Financial Advisory Committee**
- Grant Committee**
- Library and Archives Committee, coordinated by the Administrator**
- Membership Committee**
- Preservation Committee**
- Program Committee**
- Publicity Committee**
- School Committee**
- South Britain Library Committee**

B. The Chair of the Standing Committees shall be appointed annually by the President from among the members of the Board or members of The Society with the approval of the Officers of The Society. Each Standing Committee will include at least one Board Member. Consecutive terms may be served. The Chair shall select their respective Committee members.

Section 3 – Ad Hoc Committees

A. Ad Hoc Committees shall be:

**Bylaws Review Committee
Development Committee
Gift Shop Operation
Hospitality Committee
Nominating Committee**

- B. The Chair of the Ad Hoc Committees shall be appointed by the President from the membership of The Society or the Board and shall serve as needed to complete the work of the committee. The Chair shall select their respective committee members with the exception of the Nominating Committee and Bylaws Review Committee, whose Chair and members shall be appointed by the President.**

Section 4 – Duties of Committees

A. Barn Committee

The barn committee is responsible for overseeing all restoration work on the Ludorf barn. They are also responsible for creating a venue for an historic agricultural learning center and museum.

B. Bylaws Review Committee

Every two years the President shall appoint a Bylaws Review Committee from among members of the Board and members of The Society.

C. Financial Advisory Committee

The Financial Advisory Committee, under the direction of the Treasurer, shall review and analyze The Society's investment portfolio at least annually and report to the Board.

D. Gift Shop Committee

The Gift Shop Committee is responsible for managing the design, acquisition, stocking, inventorying, and marketing of items in The Society's shop.

E. Grant Committee

The Grant Committee is responsible for the timely response to available grants; providing a timeline for Grant(s) activities, obtaining Board of Directors approval of possible grant(s) prior to any grant writing, working with the Finance Committee Chair to develop budget and financial reports necessary for grant(s) activities, both writing grants and grant reports, presenting grant(s) and grant reports to Board of Directors for approval, and maintaining files (print and digital) on grants, grants possibilities. Files should contain copies of any grants written and any grant reports generated.

F. Hospitality Committee

The Hospitality Committee shall be responsible for arranging and serving refreshments at meetings and events as directed by the Board of Directors.

G. Library and Archives Committee

As coordinated by the Administrator, this committee shall be responsible for managing The Society's accessions, de-accessions, cataloguing, inventory, property loans, purchases and trades, all subject to policy guidance by the Board. The Committee shall also develop and carry out standardized procedures for acknowledging, recording and cataloguing accessions.

H. Membership Committee

The Membership Committee shall update and maintain the membership roster; notify Society members when dues are payable; notify Society members when payment of dues is delinquent; conduct regular campaigns to increase membership; and report to the Board.

I. Nominating Committee

The President shall appoint a Nominating Committee annually from among members of the Board. The President shall not serve as a member of this committee and any other officer who is eligible for re-election is not qualified to serve on this committee.

J. Program Committee

The Program Committee shall take the lead in developing for the Board the Society's annual program events.

K. Publicity Committee

The Publicity Committee shall be responsible for publicizing The Society's activities and programs through press releases. It shall be responsible for preparing and mailing or electronically mailing a newsletter to members of the Society as directed by the Board. And it shall be responsible for keeping a "scrapbook" record of The Society's activities.

L. School Committee

The School Committee shall develop and manage structured programs integrated with the curricula of the Region 15 Regional School District.

M. South Britain Library Committee

The South Britain Library Committee is responsible for maintenance and circulation of the collection housed at SBL; opens SBL to the public on a regular basis; provides research assistance as needed or requested.

ARTICLE VIII - Budgetary and Financial Control

Section 1 - Responsibility

The Treasurer shall have the responsibility for bringing the appropriate budget and financial reports and recommendations to the Board. The annual budget for the calendar year shall be presented to the Board for approval each January and updated in June.

Section 2 - Operating Budget Philosophy

The Society shall utilize an operating budget as the primary structure for purposes of both planning and control. The approved operating budget is authority for the Officers to place the plan into operation and to spend within the structure of the budget.

Section 3 - Capital Budget

A capital budget (for major acquisitions of \$500.00 or more) shall be considered each year with the operating budget. Capital budget spending requests can originate with the Board, any Director, or Committee and shall require Board approval prior to expenditure of funds.

Section 4 - Beneficial Assets

The Board of Directors may establish policies for the Agency Endowment Fund and the three Non-Profit Advised Funds held as beneficial assets by the Connecticut Community Foundation, or such other beneficial assets as may be acquired by The Society and designated as such by the Board.

A. Southbury Historical Society Endowment Fund

The Southbury Historical Society Inc. Endowment Fund is an Agency Endowment Fund made up of gifts and bequests designated either by the donor or the Society's Board of Directors as being subject to a requirement that the principal be maintained intact and invested to create a source of income for the Society.

B. Non-Profit Advised Funds

The Board shall designate a Fund Administrator for each of the following Non-Profit Advised Funds. All policy decisions must be in compliance with the agreements in force at the time the decisions are made.

a. The Ludorf Barn - Museum and Agricultural Learning Center Fund

The Ludorf Barn Museum and Learning Center Fund is a Non-Profit Advised Fund. The purpose of the fund is to support the growth of the Center and the participation of schools, students, and teachers in their efforts to develop an understanding and insights about Southbury's first settlers and its agricultural heritage.

b. Southbury Historical Society Revitalization Fund

The Southbury Historical Society Inc. Revitalization Fund is a Non-Profit Advised Fund. The purpose of the Fund is to provide support initiatives to build enthusiasm in the community for programs offered by the Society and reactivate past members and donors

c. Judith A Grandahl Family Foundation Fund

The Judith A Grandahl Family Foundation Fund is a Non-Profit Advised. The fund gives recognition to the generosity of Grandahl Family Foundation. The fund's

purpose is t to create a greater awareness of Southbury’s unique history among the residents of Southbury and those in the surrounding communities.

Section 5 - Distribution of Funds

The Board of Directors shall have the power to:

- a. Modify any restriction or condition on the distribution of funds for any specified purposes or to any specified organizations, if in the sole judgment of the Board of Directors such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the purposes of the Society**

- b. Remove any participating custodian or agent.**

- c. Upon the exercise of the powers set forth above, to select a successor custodian or agent to whose custody the fund or funds held by the former custodian, or agent shall be transferred.**

- d. Establish special funds in which donations to The Society for specific purposes are accounted for. Such expenditures from these funds may be made only with a recommendation from the designated Fund Administrator or with the approval of the Board of Directors.**

- e. Directors or members who incur non-budgeted expenses in the furtherance of the Society’s business are allowed to be reimbursed with documentation and prior approval of the President.**

Article IX - Fiscal Year

The fiscal year of the corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.

Article X - Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation and Bylaws and any special rules of order the Society may adopt.

ARTICLE XI BYLAWS REVIEW

The Bylaws shall be reviewed every two years by a Bylaws Committee duly appointed by the President. Proposed amendments to the Bylaws must be approved by The Society's Board of Directors and by a two-thirds vote of the members of The Society present and voting, providing written notice of the proposed changes has been given to the members at least ten days prior to the meeting at which such amendments are to be acted upon. Proposed changes provided on The Society's website or copies available by request.

Adopted: 13 November 1986

Amended: 17 January 1987

Amended: 14 January 1989

Amended: 17 March 2007

Amended: 4 April 2009

Amended: 9 April 2011

Amended: 10 April 2013