



## Old Lyme Historical Society, Inc.

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### BYLAWS

#### 1. **ARTICLE I Name and Nonprofit Policy**

##### *Section 1. Name*

This Corporation is and shall be known as Old Lyme Historical Society, Inc., hereinafter referred to as the "Society."

##### *Section 2. Nonprofit Policy*

The Society shall not be operated for profit, and its entire properties, assets, and facilities shall be devoted to the purposes for which it is organized as set forth in these bylaws, as the same may from time to time be amended.

#### 2. **ARTICLE II Purposes**

##### *Section 1. Purposes*

The purposes of the Society are educational in nature, to wit: a.) The mission of the Old Lyme Historical Society, Inc. is to collect, preserve, and interpret the rich history of Old Lyme, Connecticut, and its environs, for the benefit of its residents and visitors. b.) Cultural, economic, social, and architectural aspects of life in Old Lyme and its environs, from the earliest settlements to the present, will be shared with the public through the internet, exhibits, walking tours, and original publications. The town that is presently known as Old Lyme is a part of a region of Connecticut historically known as Lyme, which once incorporated the present towns of East Lyme, Hadlyme, Lyme, Old Lyme, and South Lyme. c.) The Corporation is organized exclusively for charitable, educational, and/or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. d.) The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be formed under the law, so long as such powers are consistent with its charitable purposes.

#### 3. **ARTICLE III Board of Trustees**

##### *Section 1. Election and Powers*

The Board of Trustees shall have custody, control and direction of the Society, its collections, property and other assets. Trustees shall be elected at each Annual Meeting of the Board, and each Trustee shall serve until his or her successor is elected and qualified, unless his or her Trusteeship be theretofore vacated by resignation, death, removal, or otherwise.

### *Section 2. Number*

The number of Trustees constituting the entire Board of Trustees shall be not less than five (5) nor more than twenty-five (25), and shall be fixed by resolution of the Board of Trustees. The Board of Trustees, by a two-thirds (2/3) vote of all members of the Board, may resolve to increase or decrease the number of Trustees, provided that no decrease shall shorten the term of any incumbent Trustee.

### *Section 3. Classes*

Each Trustee shall serve a term of three (3) years, except as provided hereafter in this Article. Trustees may stand for re-election for two additional three year terms. **A fourth three year term may be approved by the Board to accommodate special circumstances.** For the purpose of staggering their terms of office, the Trustees shall be divided into three (3) classes, as nearly equal in numbers as may be, and the term of office of one class shall expire each year in regular rotation. In case the number of Trustees in any class becomes unequal to the other classes, the Board of Trustees may elect one or more Trustees to terms of one or two years, as may be deemed most practical.

### *Section 4. Vacancies*

In case of any vacancy in the Board of Trustees, a majority of the remaining Trustees may elect a successor to fill the unexpired term, and to serve until his or her successor shall have been duly elected and qualified. In the event of increase in the number of Trustees, additional Trustees may be elected to terms of one, two, or three years as may be necessary to maintain equality in numbers among the classes of Trustees. Additional Trustees so elected shall serve until their successors shall have been duly elected and qualified.

### *Section 5. Absences*

If any Trustee shall fail to attend three (3) consecutive meetings of the Board of Trustees without excuse accepted as satisfactory by the Board, such Trustee shall be deemed to have resigned and the vacancy shall be filled.

### *Section 6. Removal*

At any meeting of the Board of Trustees duly called, any Trustee may, by vote of two-thirds (2/3) of the entire Board, be removed from office and another may be elected by the Board to fill the unexpired term of the Trustee so removed.

### *Section 7. Meetings*

The Annual Meeting of the Board of Trustees shall be held in June of each year on such date and at such time and place as may be fixed by the Board of Trustees and named in the notice.

Regular Meetings of the Board of Trustees shall be held at such times as the board may, from time to time, determine. Special Meetings of the Board of Trustees shall be held at any time, on call by the Chairman of the Board, the Executive Director, or by the Secretary on the request in writing of any three (3) members of the Board.

### *Section 8. Agenda for Regular Meetings*

The agenda or order of business for each Regular meeting shall be determined by the Chairman.

### *Section 9. Notice of Meetings*

Notice of the time and place of every meeting of the Board shall be mailed not less than ten (10) nor more than twenty (20) days before the meeting, to each Trustee at his or her address as set forth in the records of the Society.

*Section 10. Waiver of Notice*

Notice of a meeting need not be given to any Trustee who submits a signed written waiver thereof, whether before or after the meeting, nor to any Trustee who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him.

*Section 11. Quorum*

A majority of the entire Board of Trustees shall constitute a quorum at any meeting of the Board, and except as otherwise provided by law or herein, a majority in number of such quorum shall decide any question that may come before the meeting. A majority of the Trustees present at any regular or special meeting, although less than a quorum, may adjourn the same from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

*Section 12. Action Without a Meeting*

Any action required or permitted to be taken by the Board of Trustees or any committee thereof at a duly held meeting may be taken without a meeting if all members of the Board of Trustees or the committee consent in writing to the adoption of a resolution authorizing the action. Such resolution and the written consents thereto by the members of the Board of Trustees or committee shall be filed with the minutes of the proceedings of the Board of Trustees or the committee.

*Section 13. Personal Attendance by Conference Communication Equipment*

Any one or more members of the Board of Trustees or any committee thereof may participate in a meeting of such Board or committee, with the consent of all the members of such Board or committee present in person at such meeting, by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

*Section 14. Executive Committee*

The Board of Trustees may, by an affirmative vote of a majority of the entire Board, appoint an Executive Committee, to consist of at least four (4) Trustees, including the Chairman, Vice-Chairman, Secretary, Treasurer, and other members of the Board as the Board shall determine upon recommendation by the Chairman. The Chairman of the Board shall be the Chairman of the Executive Committee. The Executive Committee shall have and may exercise between the meetings of the Board of Trustees all the authority of the Board of Trustees, except that the Executive Committee shall have no authority as to those matters proscribed under any provision of applicable law. The Executive Committee shall report all its actions to the next meeting of the Board. Any reference in these Bylaws to the Board of Trustees shall include the Executive Committee unless the context or express provision otherwise provides.

*Section 15. Regular Committees*

As soon as practicable each year following the Annual Meeting of the Board of Trustees and upon the recommendation of the Chairman, the Board shall appoint the Regular Committees, each of which shall consist of at least one (1) Trustee and shall have the authority to carry out its purposes as set forth in this Section 15. In making these appointments, the Board shall designate the Chairman of each committee other than the Finance Committee.

*Section 16. Ad Hoc Committees*

The Chairman, with the approval of the Board of Trustees, may designate additional committees, each of which shall consist of at least one (1) Trustee. Each such committee shall have such authority and shall serve for such time as provided in the resolution designating the committee, except that such authority shall not exceed the authority conferred to the Board of Trustees or any regular Committee by Section 15 of this Article.

**4. ARTICLE IV Officers**

*Section 1. Election of Officers.*

The Board of Trustees shall elect a Chairman, a Vice-Chairman, a Secretary, and a Treasurer of the Society. The Board may or may not choose to elect a Co-Chairman, in which case the Vice-Chairman position may or may not be filled. If elected, the Co-Chairman shall have such powers and duties as may be designated by the Board of Trustees or the Chairman. Each such officer shall be elected from among the Trustees at the Annual Meeting of the Board for a term of one year. Any vacancy in the above offices shall be filled by the Board of Trustees as soon as practicable.

*Section 2. Removal.*

At any meeting of the Board of Trustees duly called, any Officer of the Society may, by a vote of two-thirds (2/3) of the entire Board, be removed from office and another may be elected by the board in the place of the Officer so removed, to serve until the next Annual Meeting of the Board.

*Section 3. Chairman.*

The Chairman shall be the presiding officer of the Board of Trustees, and shall preside at all meetings of the Board and of the Executive Committee. He or she may serve on all Regular and other committees, including the Nominating Committee, in addition to the appointed members.

*Section 4. Vice-Chairman.*

At the request of the Chairman or in his or her absence or during his or her disability, the Vice-Chairman shall perform the duties and exercise the functions of the Chairman. The Vice-Chairman shall have such other powers and duties as may be designated by the Board of Trustees or the Chairman.

*Section 5. Secretary.*

The Secretary shall be responsible for the keeping of Minutes of all meetings of the society and of the board of Trustees. He or she shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law. The Secretary shall be responsible for the custody of the records and of the seal or seals of the Society. The Secretary shall have such other powers and duties as may be designated by the Board. The secretary shall maintain a list of donors, and render an annual report.

*Section 6. Treasurer.*

The Treasurer shall have supervision over the financial records of the Society. The treasurer shall be responsible for the safekeeping of society funds, for maintaining adequate financial records, and for depositing all monies with a reliable banking company in the name of the society. Monies shall be paid out by numbered checks signed by the Treasurer and the Executive Director. The Treasurer shall provide the Board of Trustees at each of its regular meetings with a statement of

the financial condition of the Society. He or she shall serve as Chairman of the Finance Committee and shall have such other powers and duties as may be designated by the Board. The treasurer shall render an annual report based on the fiscal year.

## 5. **ARTICLE V Membership**

### *Section 1. Purpose and Authorization.*

Voting members of the institution shall be the trustees. Other classes of members, who shall be non-voting, may be established by the trustees.

## 6. **ARTICLE VI Executive Director**

### *Section 1. Executive Director*

The Board of Trustees may appoint and employ an executive officer of the Society, designated as Executive Director. The Executive Director shall serve at the pleasure of the Board.

### *Section 2. Duties of Executive Director*

The Board of Trustees will delegate to the Executive Director the responsibility and authority for carrying out the policies and purposes that have been adopted and approved by the Board. The Executive Director shall be the chief officer of the staff of the Society, and shall appoint, supervise and, when necessary, discharge individuals who occupy staff positions authorized by the Board. The Executive Director shall have such powers and duties as will be designated by the Board.

### *Section 3. Assignment*

The Vice-Chairman shall assume the title, responsibilities and duties of the Executive Director in the event that no other person has been appointed, or employed, in this position by the Board of Trustees.

## 7. **ARTICLE VII Amendments and Other Provisions**

### *Section 1. Amendments*

These Bylaws may be adopted, amended or repealed in whole or in part by the affirmative vote of a majority in number of the entire Board of Trustees, provided that at least 30 days before the meeting at which any amendment shall be voted upon, written notice of the proposed amendment shall be mailed to each member of the Board, together with a concise statement of the changes proposed to be made.

### *Section 2. Conduct of Meetings*

Except as otherwise provided in these bylaws, by applicable law or by resolution of the Board of Trustees, all meetings of the Board or of any committee designated by the Board shall be conducted in conformity with Robert's Rules of Order, Revised, as amended from time to time.

### *Section 3. Financial Reporting*

For financial reporting purposes the Society shall report from July 1 to June 30 of each year.

### *Section 4. Indemnification*

The Society shall indemnify (a) any person made or threatened to be made a party to any action or proceeding by reason of the fact that such a person, or such person's testator or intestate, is or was a Trustee or Officer of the Society and (b) any Trustee or Officer of the Society who served

any other corporation of any type or kind, or any partnership, joint venture, trust, employee benefit plan, or other enterprise, association, or entity in any capacity at the request of the Society, in the manner and to the maximum extent permitted by law, as amended from time to time; and the Society may, in the discretion of the Board of Trustees, purchase and maintain insurance pursuant to such indemnification and indemnify all other corporate personnel to the extent permitted by law.

*Section 5. Interested Trustees and Officers*

Each Trustee and Officer of the Society shall disclose in writing to the Board of Trustees any conflict of interest which he believes may arise in connection with his service as a Trustee or an Officer of the Society. No contract or other transaction between the Society and any other corporation, firm, association, or other entity in which one or more of its Trustees or Officers are directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Trustee or Trustees or Officer or Officers are present at the meeting of the Board or of a committee thereof, which authorizes such contract or transaction, or that their votes are counted for such purposes if the material facts as to such common directorship, officership, financial or other interest are disclosed in good faith or known to the Board or committee, and if the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Trustee or Officer.

*Section 6. Inurement of Income*

No part of the net earnings of the corporation shall inure to the benefit or be distributable to its members, trustees, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

*Section 7. Distribution of Assets Upon Dissolution*

Upon dissolution of the corporation, the Board of Trustees, after paying or making provisions for the payment of all liabilities of the corporation, will dispose of all assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such an organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine.

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**Incorporation Application Information**

*Name of the Corporation:* Old Lyme Historical Society, Incorporated

The Corporation is organized exclusively for charitable, educational, or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be formed under the law, so long as such powers are consistent with its charitable purposes.

The mission of the Old Lyme Historical Society, Incorporated is to collect, preserve, and interpret the rich history of Old Lyme, Connecticut, and its environs, for the benefit of its residents and visitors. Cultural, economic, social, and architectural aspects of life in Old Lyme, from the earliest settlements to the present, will be shared through the internet, exhibits, walking tours, and original publications. The Old Lyme Historical Society, Inc. is a non-profit corporation in the State of Connecticut with IRS 501(c)3 status.