



**Portland Historical Society
Bylaws Committee Meeting
February 15, 2024
Via Zoom**

Members present on Zoom: George Gilbert, Chairman, Christine Sullivan, Lynn Fountain, Susan Bransfield

George called the meeting to order at 7:05 pm. George asked if any member had any comments/changes/additions/deletions, etc. to the (amended) bylaws as proposed at the last joint meeting held on January 23, 2024. There were none. George made a motion to recommend adoption of the proposed Amended Bylaws of February 15, 2024. The motion was seconded by Lynn Fountain. The motion passed unanimously.

The Committee recommends the following next steps for adoption of the proposed Amended Bylaws of February 15, 2024:

1. The Bylaws Committee will report their recommendations at the next regularly scheduled Executive Board meeting on March 5, 2024.
2. The proposed Amended Bylaws of February 15, 2024, will be posted on the Portland Historical Society's website on or before March 19, 2024.
3. The membership will be notified at the regular membership meeting on April 23, 2024 (in accordance with our current bylaws) about the proposed Amended Bylaws of February 15, 2024, and that they will be voted on at the next regular membership meeting on May 28, 2024.
4. The proposed Amended Bylaws of February 15, 2024, will be voted on at the regular membership meeting on May 28, 2024. In accordance with Article XII of our current bylaws, 2/3 of those voting must be in favor of the amended bylaws for such bylaws to be adopted.

George thanked all the members of the Bylaws Committee for their long and hard work.

The motion was made by George, seconded by Christine, to adjourn the meeting. The motion passed unanimously. The meeting ended at 7:25 pm.

Note: The proposed Amended Bylaws of February 15, 2024, follow on the next page.

Respectfully submitted,
Susan S. Bransfield

Bylaws of
The Portland Historical Society, Inc.
Portland, Connecticut

Ratified: December 3, 1973
Re-organized: October 26, 1993
Revised: October 28, 2008
Revised:

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Article I Name

The name of the corporation shall be THE PORTLAND HISTORICAL SOCIETY, INC. (the "Society").

Article II Purpose

The purpose of the Society is to bring together those people interested in the history of the town that was first known as East Middletown and became incorporated as Chatham in 1767. Portland, a town in Middlesex County, Connecticut, and part of the Lower Connecticut River Valley, was incorporated in 1841.

The Society, founded in 1973, remains dedicated to preserving, collecting, researching and interpreting historical information and items as a way to help current and future generations understand the importance of this rich local heritage which includes quarrying, farming, mining, and shipbuilding.

The Society will foster the preservation of historical buildings, land, monuments and markers. It will disseminate information and offer programs and events to rouse interest in, and awareness of, the town's history. The Society will also encourage, assist and support efforts of other groups by partnering to collect, preserve and share similar information and artifacts.

Maintenance of the Ruth Callander House Museum of Portland History, located at 492 Main Street, is another way in which the Society showcases its collections, research, and field of study for educational purposes and heritage tourism.

The nature of the Society's activities and its purposes is to engage in any lawful act or activity permitted under the Connecticut Revised Nonstock Corporation Act, that is charitable, educational, and/or scientific in nature, entitling the Society to exemption from taxation under the United States Internal Revenue Code, Sec. 501 (c)(3), including those purposes set forth in the Society's certificate of incorporation and its mission statement.

The mission of the Society shall be to function as custodian of the legacy of Portland's history in perpetuity.

Article III Membership and Dues

Section 1. The Society shall have two classes of members consisting of those persons who pay a yearly or lifetime membership fee. Each individual member shall have one vote on matters which come before the members for action. Membership in the Society shall not be transferable unless otherwise provided in the Society's certificate of incorporation.

Section 2. The amount of annual and lifetime dues for members shall be proposed by the Executive Board and voted on by the membership at an annual meeting.

Section 3. Membership categories shall be as designated by the Executive Board.

Section 4. Annual dues shall be payable in advance. The membership year shall run from January 1 through December 31.

Section 5. Membership may be terminated by death, voluntary withdrawal, or expulsion by the Executive Board for due cause.

Article IV

Officers

Section 1. The officers of the Society shall be a President, a First Vice-President, a Second Vice-President, a Recording Secretary, a Corresponding Secretary, and a Treasurer.

Section 2. The officers shall be elected at the Annual Meeting, pursuant to Article X, for a term of one (1) year. In the event of resignation, death or incapacity of any officer, except the President, the vacancy may be filled by a vote of the Executive Board for the unexpired term of office.

Section 3. The President shall have executive supervision over the activities of the Society within the scope provided by these Bylaws. The President shall preside at all meetings, shall report annually on the activities of the Society and shall appoint members of committees and delegates for which there is no other provision. The President shall be liaison between the Board of Trustees and the Executive Board. The President shall be bonded.

Section 4. The First Vice-President shall assume the duties of the President in the event of absence, incapacity, or resignation and immediately following the end of the President's term of office shall become the next President. The First Vice-President shall perform such duties as delegated by the President.

Section 5. The Second Vice President shall assume the duties of the First Vice-President any time that person is unable to perform those duties. The Second Vice-President shall perform such duties as delegated by the President.

Section 6. The Recording Secretary shall record, retain, and distribute the minutes of meetings of the Society and of the Executive Board.

Section 7. The Corresponding Secretary shall receive and distribute all Society mail, handle any appropriate correspondence as assigned by the President, and shall maintain files of all correspondence.

Section 8. The Treasurer shall be responsible for the safe keeping of Society funds and for maintaining adequate financial records to be audited periodically. The Treasurer shall deposit all monies received with a reliable banking company or as directed by the Finance Board in the name of THE PORTLAND HISTORICAL SOCIETY INC. The

Treasurer shall be bonded. Any single expenditure of monies to be paid out in excess of \$500 shall require written authorization by the President. The Treasurer shall prepare monthly and annual reports and provide each to the Recording Secretary.

Article V

Executive Board

Section 1. All corporate powers shall be exercised by or under the authority of, and the activities, property and affairs of the Society shall be managed by, or under the direction of, the Executive Board.

Section 2. In addition to the officers, the Executive Board shall consist of up to six (6) Directors elected for a term of three (3) years, two (2) to be elected per year. Directors elected to the Executive Board for two (2) consecutive terms shall not be nominated to the same office unless one (1) year elapses between the end of the last term and the beginning of the term for which they are being nominated. The Officers and Directors shall constitute the Executive Board.

Section 3. The Executive Board shall be elected at the Annual Meeting, pursuant to Article X. Executive Board shall be installed at the close of the Annual Meeting at which they are elected and shall serve until their successors have been duly elected and installed. In the event of resignation, removal, death, or incapacity of any Director, the vacancy may be filled by a vote of the remaining members of the Executive Board for the unexpired term of office.

Section 4. The Executive Board shall schedule ten (10) monthly meetings per year, unless otherwise determined by the Executive Board. Special meetings of the Executive Board may be called by the President.

Section 5. At any Executive Board meeting, a simple majority of the Executive Board shall constitute a quorum.

Section 6. A member of the Executive Board may participate in a meeting of the Executive Board by, or conduct the meeting through, the use of any means of communication by which all members participating can simultaneously communicate with one another during the meeting. A member of the Executive Board participating by this means shall be deemed to be present at the meeting.

Section 7. The members of the Executive Board shall be current members of the Society, and be representatives of the membership.

Section 8. A member of the Executive Board may be removed at any time, with cause, by the affirmative vote of a majority of members present at a meeting of the Executive Board, the notice for which provides that the purpose, or a purpose, of the meeting is removal of a member of the Executive Board.

Section 9. The Executive Board shall compile an annual report of the Society, to be provided to the Recording Secretary at or after the Annual Meeting for filing and distribution.

Section 10. The Executive Board shall present the annual budget to the membership at the Annual Meeting.

Section 11. A member of the Executive Board having more than three (3) unexcused absences in a row from Executive Board meetings shall be removed from office.

Article VI

Board of Trustees

Section 1. There shall be a minimum of five (5) trustees.

Section 2. The Board of Trustees shall provide advisory recommendations to the Executive Board.

Section 3. The Board of Trustees other duties shall include: creation of a rolling five (5) year long-range plan to be presented to the Executive Board for approval and enactment; creation of the annual awards recognition program; and oversight of the activities of the Society to ensure that no activity is inconsistent with its tax-exempt purpose.

Section 4. The Board of Trustees shall record minutes of its meetings and provide those minutes to the Corresponding Secretary for filing.

Section 5. Eligibility for the office of Trustee shall be as follows:

Service on the Executive Board for at least six (6) terms (6 years); or

Service on the Executive Board for four (4) years, and on a Committee or other Board of the Society for at least five (5) years; or

Service on a Committee or other Board of the Society for at least ten (10) years.

In any of the above cases, the years need not be consecutive.

Section 6. Two (2) new members may be added to the Board of Trustees every five (5) years. Nominations shall be made by the President or Board of Trustees and confirmed by a two-thirds (2/3) majority of the Executive Board. This nomination shall be approved at the next Annual Meeting by a two-thirds (2/3) majority of the voting members present.

Section 7. Trustees shall serve without limitation as to term, but may be removed from office for cause by a two-thirds (2/3) majority of the Executive Board or the unanimous vote of the remaining Trustees.

Section 8. Acts of the Board of Trustees shall be decided by a majority vote of the Trustees present and voting at a meeting.

Section 9. Trustees may not serve in any Executive Board position concurrently with a Board of Trustees position.

Article VII

Finance Board

Section 1. The Finance Board shall be composed of two (2) members of the Executive Board and the Treasurer.

Section 2. The Finance Board shall advise the Executive Board on the management of the Society's investments at the discretion of the Executive Board.

Section 3. The Finance Board shall:

- collect budget requests from committees;
- compile an annual budget; and
- present the proposed budget to the Executive Board.

Section 4. The Finance Board shall record the minutes of its meetings and provide those minutes to the Corresponding Secretary for filing.

Section 5. Members of the Finance Board shall be nominated by the President and be confirmed by the Executive Board and the Board of Trustees.

Section 6. Members of the Finance Board may be removed from office for cause by a two-thirds (2/3) majority of the Executive Board and a two-thirds (2/3) majority of the Board of Trustees.

Article VIII

Collections Board

Section 1. The Collections Board shall have three (3) members of the Executive Board with the Chair of the Museum Committee as an ex-officio member.

Section 2. The Collections Board shall make decisions regarding the acquisition, de-acquisition and preservation of the Museum's collection or artifacts.

Section 3. The Collections Board shall record the minutes of its meetings and its decisions on the disposition of materials and provide those minutes to the Corresponding Secretary for filing.

Section 4. Members of the Collections Board shall be nominated by the President and be confirmed by the Executive Board and the Board of Trustees.

Section 5. Members of the Collections Board may be removed from office for cause by a two-thirds (2/3) majority of the Executive Board and a two-thirds (2/3) majority of the Board of Trustees.

Article IX

Membership Meetings; Annual Meeting

Section 1. Regular membership meetings shall be held, in accordance with the Articles of Incorporation, nine (9) times a year, which shall include the Annual Meeting, and shall be open to the public.

Section 2. Special membership meetings may be called by the President.

Section 3. Upon proper notification of a meeting, those present will constitute a quorum.

Section 4. The January meeting shall be known as the Annual Meeting and shall be for the purpose of electing officers, receiving reports of officers, boards, and committees, setting the annual budget and any other business that may arise.

Article X

Election of the Officers and Executive Board

Section 1. Not less than two (2) months prior to the Annual Meeting, the President shall appoint a Nominating Committee to prepare a slate of Officers and Directors.

Section 2. Nominations may also be made by any member of the Society at any time prior to balloting at the Annual Meeting.

Section 3. Directors elected to the Executive Board for two (2) consecutive terms, or a President, First or Second Vice-President elected for three (3) consecutive terms, shall not be nominated to the same office unless one (1) year elapses between the end of the last term and the beginning of the term for which for which they are being nominated.

Section 4. All Directors and Officers shall be elected by a plurality of votes cast by checklist and paper ballot at the Annual Meeting. In the event of an uncontested election, the Recording Secretary may be directed to cast a single ballot.

Article XI

Committees

Section 1. The Society shall have the following standing committees with the designated responsibilities:

Museum Committee - collection, display and education

Publicity Committee - newsletter and publicity

Historic Sites and Buildings Committee - oversight and protection

Programs Committee - speakers and refreshments

Membership Committee - records and outreach
Facilities Committee - physical operations
Ways and Means Committee - products, sales and events

Section 2. Ad-hoc committees may be established by, and the appointment of members to such committees shall be approved by, a majority of all members of the Executive Board in office when such action is taken.

Section 3. The President shall annually appoint the Chair of each standing committee.

Section 4. The Chair of the Museum Committee shall serve as Museum Director.

Article XII Parliamentary Authority

The rules contained in "Robert's Rules of Order" shall govern the proceedings of the Society except in such cases as are governed by these Bylaws.

Article XIII Conflict of Interest

The Society 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 Executive Board. Annually, as part of the Annual Meeting, Officers and Directors of the Society shall review and affirm, individually, the conflict of interest policy, which shall be signed, dated and retained in the Society records.

Article XIV Indemnification; Insurance

The Society shall indemnify its Directors, Officers and employees to the fullest extent permitted by law and, at the sole discretion of the Executive Board it may (but shall not be required to), indemnify agents of the Society and advance fees or reimburse expenses to its Directors, Officers, employees or agents. The Society 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 Society.

Article XV Amendment to the Bylaws

These Bylaws may be amended by the Membership of the Society, at any meeting by a two-thirds vote (2/3) of the, membership present and voting, provided notice was given at the previous meeting. All proposed amendments shall be submitted to the membership in writing at the meeting previous to the vote for adoption.

Credits

Credit for basic concept and phraseology of the original Constitution and Bylaws is due: Silvestro, Clement M., Organizing a Local Historical Society. American Association for State and Local Historical Societies. Nashville, Tennessee, 1968.

Those who adapted Silvestro's plans were:

- Raymond Hedges, Chr.
- Marion Wannerstrom
- Ruth Hale
- John Dillon
- James Gildersleeve
- Herbert Ellsworth

December 3, 1973

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The basic re-organization of this document was derived from The Scott Foresman, Robert's Rules of Order, Newly Revised.

These Bylaws were revised by:

- Robert W. McDougall, Chr.
- Eleanor O. Crowther
- Pauline P. Csere
- Phyllis B. Frisbie

October 26, 1993

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Major revisions were made to these bylaws to address concerns of the Executive Committee by:

- Joan Guilmette, Chr.
- Linda Cunningham
- Claire Frisbie
- Martha Lutecki
- Robert W. McDougall

October 28, 2009

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Major revisions were made to these bylaws to address concerns of the Executive Board by:

- George Gilbert, Chr.
- Susan Bransfield
- Lynn Fountain
- Christine Sullivan
- Julie Macksoud, *ex officio*

[REDACTED], 2024