

**Bylaws of**

**The Portland Historical Society, Inc.**

**Portland, Connecticut**

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



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## **Article I Name**

The name of this Society shall be THE PORTLAND HISTORICAL SOCIETY, INC.

## **Article II Purpose**

The purpose of this Society shall be to bring together those people interested in history, and especially in the history of the area east of the Connecticut River, north and west of East Hampton, and south of Glastonbury now known as Portland, Connecticut. Understanding the history of our community is basic to preserving our democratic way of life, because a better understanding of our state and nation promotes a better appreciation of our American heritage.

The Society shall discover and collect information and artifacts which help to establish or illustrate the history of the area defined above.

The Society shall provide for the preservation of such material and for its accessibility, as far as may be feasible, to all who wish to examine or study it. It will foster the preservation of historic buildings, monuments, and markers.

The Society shall disseminate information to arouse interest in, and awareness of, the town's history. The society will encourage, assist and support efforts by other groups collecting, preserving and sharing similar information and artifacts.

The mission of the Portland Historical Society shall be to function as custodian of the legacy of said area in perpetuity.

## **Article III Membership**

**Section 1.** Membership shall be open to all who apply for membership. Anyone who tenders the necessary dues shall thereby become a voting member.

**Section 2.** The amount of annual dues for members shall be proposed by the Executive Board and voted on by the membership at a meeting immediately following the meeting at which the proposal was made.

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

**Section 4.** Dues for Life Membership shall be set by the Executive Board and approved by the membership at the Annual Meeting.

**Section 5.** Honorary Membership may be conferred upon any person whose activities have contributed to the objectives of the Society. Honorary members shall be elected by a three-fourths (3/4) vote of members present at an Annual Meeting, upon nomination by the Executive Board.

**Section 6.** Annual dues shall be payable in advance. The membership year shall run from January 1 through December 31.

**Section 7.** Membership may be revoked by the Executive Board for due cause.

## **Article IV**

### **Officers and Executive Board**

**Section 1.** The officers shall be a President, a First Vice-President, a Second Vice-President, a Recording Secretary, a Corresponding Secretary and a Treasurer who shall be elected for a term of one (1) year. In addition three (3) directors shall be elected for a term of three (3) years, one (1) to be elected per year.

**Section 2.** The officers and directors shall constitute the Executive Board.

**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 keep the minutes of meetings of the Society and of the Executive Board. The Recording Secretary will provide the minutes of all meetings to the Corresponding Secretary for distribution.

**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, meeting minutes and records.

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

All monies to be paid out shall be by numbered checks and signed by the President and the Treasurer except only the signature of the Treasurer will be required on payments of up to one hundred fifty dollars (\$150.00).

The Treasurer shall render a monthly report, and provide an annual report and provide these to the Corresponding Secretary for distribution and file maintenance

**Section 9.** The directors shall be representatives of the membership.

**Section 10.** The Executive Board shall compile an annual report of the Society, to be provided to the Recording Secretary at the Annual Meeting for filing and distribution.

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

**Section 11.** Executive Board members having more than three (3) unexcused absences in a row from Executive Board meetings shall be removed from office.

## **Article V**

### **Board of Trustees**

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



**Section 2.** The Board of Trustees shall generally oversee Society activities and provide advisory recommendations to the Executive Board.

The Board of Trustees shall create a rolling five (5) year long-range plan to be presented to the Executive Board for approval and to be enacted.

The Board of Trustees shall oversee the activities of the Society to ensure that no activity is inconsistent with its tax-exempt purpose.

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

**Section 3.** 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 4.** 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 5.** Trustees will 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 Board of Trustees.

**Section 6.** Acts of the Board of Trustees shall be decided by a majority vote of the Trustees present and voting at a meeting.

**Section 7.** Trustees may not serve in any Executive Board position concurrently with a Board of Trustees position.

## **Article VI**

### **Finance and Budget Board**

**Section 1.** The Finance and Budget Board shall have three (3) fiscally prudent members, and the Treasurer shall be an ex-officio member.

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

The Finance and Budget Board shall:

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

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

**Section 3.** Members of the Finance and Budget Board shall be nominated by the President, and be confirmed by the Executive Board and Board of Trustees.

**Section 4.** Members of the Finance and Budget Board will 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 and a two-thirds (2/3) majority of the Board of Trustees.

## **Article VII**

### **Collections Board**

**Section 1.** The Collections Board shall have three (3) historically prudent members 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.

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

**Section 3.** Members of the Collections Board shall be nominated by the President, and be confirmed by the Executive Board and the Board of Trustees.

**Section 4.** Members of the Collections Board will 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 and a two-thirds (2/3) majority of the Board of Trustees.

## **Article VIII**

### **Meetings**

**Section 1.** Membership Meetings shall be scheduled nine (9) months of the year.

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

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

**Section 4.** The regular 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.

**Section 5.** The Executive Board shall schedule Executive Board meetings ten (10) months per year unless otherwise ordered. Special meetings of the Executive Board may be called by the President. At any Executive Board meeting, a simple majority of the board shall constitute a quorum.

## **Article IX**

### **Election of the Executive Board**

**Section 1.** Not less than one (1) month prior to the Annual Meeting, the President shall appoint a Nominating Committee to prepare a slate of officers.

**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 they are being nominated.

**Section 4.** All Executive Board members shall be elected by a plurality of votes cast by secret ballot at the Annual Meeting. In the event of an uncontested election, the Recording Secretary may be directed to cast a single ballot.

**Section 5.** Executive Board members 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 or incapacity of any director or any officer, except the President, the vacancy may be filled by a vote of the Executive Board for the unexpired term of office.

## **Article X**

### **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 - meeting management

Membership Committee - records and outreach

Ruth Callander House Committee - physical operations

Ways and Means Committee - fund raising

**Section 2.** Ad-hoc committees may be established by the president as needed.

**Section 3.** The President shall appoint the chair of each standing committee.

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

## **Article XI**

### **Parliamentary Authority**

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

## **Article XII**

### **Amendment to the Bylaws**

These Bylaws may be amended at any regular or adjourned meeting by a two-thirds vote (2/3) of those voting, provided notice was given at the previous meeting; or they may be amended at a special meeting called for that purpose, with previous notice and a two-thirds (2/3) vote. All proposed amendments shall be submitted in writing.

## ***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:

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Marion Wannerstrom

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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

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Robert W. McDougall

October 28, 2009

