

The Thompson Historical Society, Inc.

Constitution and By-laws

As amended September 9, 1999

BE IT KNOWN THAT WE, the subscribers and such other persons as may hereafter be associated with us in accordance with the by-laws of this society, do hereby associate ourselves as a body politic and corporate pursuant to the statute laws of the State of Connecticut, regulating the formation and organization of corporations without capital stock, and the following are articles of association:

Article I. The name of said corporation shall be **The Thompson Historical Society, Incorporated.**

Article II.

Section 1. The purpose of the corporation is to perpetuate the memory of the founders or original settlers of the Town of Thompson, Connecticut, and of other national or ethnic groups who have made their residence here; to record the history of agriculture, industry, and commerce in the town; to record the ecclesiastical history in order to enrich our lives with the knowledge of the spiritual traditions which have existed among us; to encourage the publication and study of the historical traditions of said town; to acquire, hold and preserve documents, and relics, pertaining to the Town of Thompson; records of all kinds relating to that history; to mark by suitable monuments, inscription, and other designations, historic places within the limits of the original Town of Thompson; and to encourage and participate in ceremonies observing events in the history of Thompson, Connecticut.

Section 2. No article, picture or relic owned by the society shall be removed from its quarters except as provided by the collection management policy.

Article III. - MEMBERSHIP

Section 1. Membership in The Thompson Historical Society shall be open to all persons interested in the town. Membership shall be classified as follows: individual, family, honorary, junior, and life.

Section 2. Dues for membership shall be determined from time to time by the board of directors.

Section 3. Membership shall run on the basis of the fiscal year, July first thru June thirtieth in each year.

Section 4. Each member of the society shall have the right to one vote at the annual meeting or any regularly called meeting of the society.

Article IV. - BOARD OF DIRECTORS

Section 1. The business and affairs of the society shall be managed and conducted by the board of directors.

Section 2. The board of directors shall consist of fifteen members of the

society, preferably with at least one director from each of the ten villages: East Thompson, Fabyan, Grosvenordale, Mechanicsville, North Grosvenordale, Quadric, Quinebaug, Thompson Hill, West Thompson, and Wilsonville.

Section 3. Directors shall be elected for a term of five years, three directors to be elected each year.

Section 4. There shall be no limit to the number of terms a director may serve. A majority vote of the directors shall be required to remove or replace a director for just cause as defined by the policies.

Section 5. **Eight** members of the board of directors shall constitute a quorum to conduct business at any meeting of the board. In the event that an even number of directors is attending, the president, or in his absence, the vice-president shall cast two votes.

Section 6. The board of directors shall meet **at least four times** in each year, and notice of such meetings shall be given by the president or secretary to each board member by mail, telephone, or e-mail, **not less than five days** before the date of said meeting. Special meetings of the board of directors may be called by the president or any four members of the board.

Article V. - OFFICERS

Section 1. The officers of the society shall consist of a president, vice-president; secretary; and treasurer.

Section 2. The officers of the society shall be members of the board of directors and elected for a term of one year.

Section 3. DUTIES AND POWERS:

The **PRESIDENT** shall be the chief executive officer of the society. The president shall preside at all meetings of the membership and of the board of directors. The president shall be an ex-officio member of all committees except the nominating committee and shall render a report on the activities of the society at its annual meeting.

The **VICE-PRESIDENT** shall perform all duties and exercise all powers of the president in his absence.

The **SECRETARY** shall attend and keep the minutes of all meetings of the society and the board of directors; minutes to be read and approved at next scheduled meeting. The secretary shall issue notices of all meetings of the society membership and of the board of directors.

The **TREASURER** shall have custody of all funds and pay such bills as are approved by the president and shall keep a true account of all receipts and disbursements and render an annual statement. All disbursements shall be paid by check signed by the treasurer. **Any single expenditure exceeding five hundred dollars** must be approved by the board of directors. The accounts shall be open at all times to any member of the board of directors or to an appointed auditor.

Article VI. - ADMINISTRATIVE STAFF

Section 1. The **PRESIDENT** shall appoint, with the approval of the board of directors, a curator and such other staff needed for the proper administration of

the affairs of the society.

Section 2. The **CURATOR** shall sit with the board with the privilege of the floor but without vote, unless he is a director.

Article VII. - COMMITTEES

Section 1. There shall be such committees as deemed necessary by the president with the approval of the board of directors.

Section 2. At a meeting prior to the annual meeting, the nominating committee, which will consist of three members, shall be chosen from the membership.

Section 3. The **NOMINATING COMMITTEE** shall prepare a slate of nominees for the board of directors and officers.

Article VIII. - MEETINGS OF THE SOCIETY

Section 1. The annual meeting of the society shall be held on the call of the president, preferably, during the months of May or June unless voted otherwise by the board of directors. This meeting may not be adjourned until the vacancies on the board of directors and officers have been filled.

Section 2. The president or the majority (8) of the board of directors may call a special meeting of the society.

Section 3. The time and place of meetings may be designated by the president. Notification of meetings should be given to membership **at least one week** before said meetings.

Section 4. The rules contained in Robert's Rules of Order Revised, shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these by-laws, unless voted otherwise by the board of directors.

Article IX. - FINANCIAL ADMINISTRATION

Section 1. Said corporation may receive and hold gifts, legacies or devices for its purposes and may appoint any bank to act as its fiscal agent, to care for its funds and fiscal affairs under such rules and regulations as may be determined by the directors of said corporation.

Section 2. All funds of the corporation shall be used exclusively for the purposes of the corporation, and no officer or member shall receive any pecuniary profit or benefit from the earnings or funds of the corporation, except for reasonable compensation for services rendered, as voted by the board of directors.

Section 3. In the event of the dissolution of said corporation, at any time after the payment of all liabilities of said corporation, all assets, funds, or property remaining shall be placed in trust with the board of selectmen of the Town of Thompson or, if they decline to act, with the Historical Commission of the State of Connecticut, the same to be considered a perpetual trust to carry out one or more of the purposes of the corporation.

Section 4. The board of directors shall provide for an annual independent audit, a report of which shall be presented at the annual meeting.

Section 5. The fiscal year of the society shall run from July first thru June

thirtieth in each year.

Article X. - AMENDMENTS

These by-laws may be altered or amended by a majority vote of the members present at the annual meeting of the society. The annual meeting will serve as the vehicle of the official notification of proposed alterations or amendments to the by-laws.

#