

BYLAWS
The Oxford Historical Society, Inc.

ARTICLE I

NAME: The name of the organization is "The Oxford Historical Society, Inc.", hereinafter referred to as the "Society".

ARTICLE II

OFFICE: The principal office of the Society shall be located in the Town of Oxford, County of New Haven, State of Connecticut.

ARTICLE III

PURPOSE: The Oxford Historical Society, Inc. is dedicated to preserving and encouraging community interest in the history of Oxford, Connecticut. We seek to ensure that present and future generations can share in and understand their rich heritage.

To meet these objectives our goals include:

- Expanding interest in local history by presenting programs of interest to the public.
- Serving as a resource for local history education for both adults and children.
- Encouraging the dissemination of local history information through the news media, publications on local history, and use of the internet.
- Educating the public on the importance of the preservation and protection of buildings and sites of historic interest.

To accomplish these goals:

- We will collect and preserve documents, images, and artifacts representative of Oxford's history.
- We will establish and maintain a museum, library and educational center to house the growing collections.
- We will present local history exhibitions and public programs.
- We may acquire and hold real property.
- We may borrow funds as needed and approved by the membership. Membership may also authorize the use of real property as collateral.

ARTICLE IV

The Society shall have the following classes of membership:

1. **Individual membership** shall be open to anyone age 18 and over. Each such member shall have a voting right.
2. **Family membership** shall be open to a husband and wife of the ages of 18 and over. Each such membership shall have 2 voting rights.
3. **Senior Membership** shall to open to persons over age 65.
4. **Junior Associate membership** shall be open to anyone under the age of 18. Said membership shall carry no voting rights
5. **Business Sponsorship** shall be available to provide an avenue for business interests to support the work and mission of the Historical Society. Said membership shall carry no voting rights
6. **Lifetime Individual membership** shall also be available. Each such membership shall have a voting right.

ARTICLE V

1. The annual membership dues for the classes of membership shall be set by the Society at their first meeting in January for the ensuing year.

ARTICLE VI

BOARD OF DIRECTORS

1. The Board of Directors, hereinafter referred to as "The Board", shall consist of the President, First Vice-President, Second Vice President, Recording Secretary, Corresponding Secretary, Treasurer, Assistant Treasurer, Historian, and two (2) Board Member-at-Large. Each shall be entitled to one vote at Board meetings. All past presidents shall be ex-officio members of the Board.
2. The President of the Society shall serve as chairman of the Board.
3. Meetings of the Board shall be at the call of the President, or upon the call of 3 members of the Board.
4. The attendance of five (5) members of the Board shall constitute a quorum necessary to transact business. A majority vote of those voting shall determine all issues voted upon by the Board.
5. The Board shall be responsible for the general direction and operation of the Society, including the management of its funds and custody of its property, and to that end is authorized to exercise all the rights and powers of the Society, except those specifically reserved to the Society.

ARTICLE VII

OFFICERS:

SECTION A

- 1 The officers of the Society shall be the President, First Vice-President, Second Vice President, Recording Secretary, Corresponding Secretary, Treasurer, Assistant Treasurer, Historian, and two (2) Members-at-Large. The Board may appoint a Legal Counsellor to assist the Society in the handling of legal matters.
- 2 All such officers with the exception of the Legal Counsellor, who may be appointed by the Board, shall be elected by a majority of those members voting at the November meeting. The terms of those elected shall commence on January 1 of the ensuing year. Special elections may be called by the President to fill any vacancies in the offices.
3. The term of elected office is one year, and all officers may serve only four consecutive terms. This provision may be over-ridden by a two-thirds vote of voting members present at the election.

POWERS & DUTIES

Section B

1. President - shall be the chief executive officer of the Society and shall preside at all meetings of the Board and the Society and shall perform all duties ordinarily incident to the office and shall recommend such action as deemed proper.
2. First Vice-President - shall, in the absence or disability of the President, discharge the powers and duties of the President and shall maintain the membership rolls..
3. Second Vice President -shall direct the restoration, preservation and maintenance of the Twitchell-Rowland Homestead, as chairman of the Preservation Committee.
4. Recording Secretary
 - a) shall keep minutes of all meetings of the Society and the Board.
 - b) shall have custody of all records, excepting those specifically pertaining to finance.
5. Corresponding Secretary
 - a) shall send out notices of the Society and Board meeting as required.
 - b) shall send out thank you notes and acknowledgements for gifts and donations.

6. Treasurer

- a) shall be custodian of the funds of the Society and of the records pertaining to its financial affairs and shall maintain accurate and adequate books of accounts of the Society's receipts and expenditures.
- b) shall arrange with a bank the handling of the Society's funds, and shall arrange for the recording of the President's, Vice-President's and Treasurer's and Assistant Treasurer's signatures at said bank, in order that funds may be disbursed in the absence of the Treasurer.
- c) shall disburse the funds of the Society as authorized.
- d) shall be responsible for the collection of all monies for the Society and shall report all arrearages to the Board for appropriate action.
- e) may be bonded in an amount to be set by the Board.

7. Assistant Treasurer - shall, in the absence or disability of the Treasurer, discharge the powers and duties of the Treasurer.

8. Historian

- a) shall act as compiler of all historical material and as custodian of all relics, articles and pictures owned by the Society.
- b) shall be in charge of the acquisition and acknowledgment of all gifts received.

9 Board Members at Large, Two (2) - shall attend Board meetings and broaden the perspective of the Board deliberations.

10 Legal Counsellor — may be appointed by the Board to assist the Society in the handling of legal matters.

ARTICLE VIII

MEETINGS

1. The Society shall hold at least nine regular business meetings each year, at a date, time and place to be set by the membership or by the president.
2. Special meetings may be called by the President or by three (3) or more Board members. Five day's notice shall be given unless due cause is shown.
3. At all such meetings seven (7) voting members shall constitute a quorum for the transaction of business, and except as otherwise stated herein, a majority vote of those voting shall determine all issues voted upon by the society.
4. The rules contained in "Roberts' Rules of Order" revised shall govern all proceedings as long as they are not inconsistent with the By-Laws of the Society.

ARTICLE IX

STANDING AND SPECIAL COMMITTEES

1. The President may appoint, with the approval of the board, standing committees from the membership of the Society. The chairpersons shall be appointed by the President, with one year terms of office, but consecutive terms may be served. All chairpersons shall present reports at each regular meeting of the Society.
2. The President may appoint, with the approval of the Board, special committees from the membership of the Society, for purposes not covered by standing committees. The chairpersons shall be appointed by the President and the terms of office for such chairpersons and special committees shall be for the period required to complete the committee assignment.

ARTICLE X.

NON-PROFIT CHARACTER, DISSOLUTION

1. The business of the Society shall not be conducted for profits, and no member, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Society, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to and for the Society in effecting any of its purposes as shall be fixed by the Board, and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Society.
2. Upon the dissolution of the corporation, the Board of directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 401 (c) (3) if the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Preference should be given to qualifying area organizations involved in historic preservation. Any of such assets not so disposed of shall be disposed of by the Superior Court of Connecticut, exclusively for such purposes and to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI

Amendments

1. Amendments to these By-Laws may be proposed by any voting member by presentation in writing to the Secretary for referral to the Board for consideration.
2. The Board, prior to the next scheduled meeting, shall meet to consider the proposed amendment and shall report it with their recommendations to the Society at the next scheduled meeting.
3. The proposed amendment shall be voted on at the next scheduled meeting and must be approved by a two-thirds vote of the voting membership present, and if approved shall be effective immediately.

ARTICLE XII

Conflict of Interest Policy

Section 1: Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

- A. **Interested Person**: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- B. **Financial Interest**: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
 - b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3: Procedures

1. **Duty to Disclose:** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. **Determining Whether a Conflict of Interest Exists:** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. **Procedures for Addressing the Conflict of Interest:**
 - a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
4. **Violations of the Conflicts of Interest Policy**
 - a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4: Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5: Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compen-

sation.

- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6: Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7: Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8: Use of Outside Experts

When conducting the periodic reviews as provided for in Section 7, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

BYLAWS

The Oxford Historical Society, Inc.

**These are complete and accurate copies of the
original documents as revised and amended
by vote of general membership meeting,
held January 8, 2008.**

**Nancy Farnum, Recording Secretary, Pro Temp
Oxford Historical Society, Inc.
Revised, January 8, 2008**

Original Bylaws Adopted: July 28, 1975

Previous Revisions:

February 1, 2005

August 8, 2005

June 26, 2006