

Manchester Historical Society,
Incorporated

Bylaws

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MANCHESTER HISTORICAL SOCIETY, INCOPORATED
BYLAWS

ARTICLE I — NAME

The name of the corporation shall be The Manchester Historical Society, Incorporated, herein after referred to in these Bylaws as the “Society”.

ARTICLE II — OBJECTIVES

Section 1 Purposes

The nature of the activities to be conducted or the purposes of the Society are to engage in any lawful act or activity permitted under the Connecticut Revised Nonstock Corporation Act, Title 33, Chapter 602, of the General Statutes of Connecticut including any amendments thereto or the corresponding provisions of the nonstock corporation laws of the State of Connecticut in force from time to time (the “Act”), which is charitable, educational and/or scientific in nature entitling the Society to exemption from taxation under § 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended and in force from time to time (the “Code”) *and more particularly* to create interest and activity in the history of Manchester, Connecticut through:

- A. conducting a program of meetings on subjects of local history or historical interest.
- B. providing educational programs as a Society and in cooperation with other organizations, including exhibits, publications, and talks relating to Manchester.
- C. acquiring and maintaining for preservation and research a collection of records, artifacts, objects, and other materials, past and present, relating to the history and citizens of Manchester.
- D. identifying, encouraging and facilitating the preservation of, and marking buildings and locations of historic interest.
- E. owning, acquiring, buying, selling, leasing, exchanging, or mortgaging real estate, and any interest of any kind whatsoever therein.
- F. purchasing, leasing or otherwise acquiring or disposing of all kinds of personal property which the Society may deem necessary or convenient for the furtherance of its purposes.
- G. conducting any and all other activities appropriate for an historical society.

Section 2. Nonprofit

The Society is nonprofit. It

- A. shall not authorize or issue shares of stock or pay dividends;
- B. shall not distribute all or any part of the Society’s earnings, income or assets to or for the benefit of its directors, officers, employees or any private individual;
- C. may reasonably compensate employees, agents, and independent contractors for services performed for the Society in compliance with applicable law and the Society’s Conflict of Interest Policy;
- D. may make expenditures in furtherance of the purposes set forth in this Article II.

MANCHESTER HISTORICAL SOCIETY, INCOPORATED
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ARTICLE III — MEMBERSHIP

Section 1 Application

Any person interested in the objectives of the Society may become a member by making application and paying to the Society such dues as may be payable for the class of membership selected by the applicant, except that Honorary Membership shall be gained only by election as provided in this Article. Members shall receive such rights and privileges (not inconsistent with the Certificate of Incorporation of the Society) as shall be determined from time to time by the Board of Directors.

Section 2 Classes of Membership.

The Society shall consist of the following classes of membership:

- A. Individual
- B. Family: group of two or more persons in the same household
- C. Business: a company or organization
- D. Honorary: any person who has rendered important service to advance the objectives of the Society may be elected an Honorary Member of the Society by the Board of Directors. Honorary members are exempt from paying dues, but are entitled to all privileges except making motions, voting and holding office.

Each class of membership, except Honorary, shall entitle the member to one vote.

Subclasses may be added or deleted from time to time as deemed necessary by the Board of Directors.

Section 3 Annual Dues

Upon recommendation of the Board of Directors, the Membership shall, from time to time, set and change the annual dues for each class of membership.

- A. Annual dues are due and payable upon application for membership and thereafter on the anniversary of receipt of the original application
- B. Members shall be notified of delinquency
- C. A member dropped from membership has no voting rights.
- D. Delinquent members may be notified electronically if they have so noted in their membership application.

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ARTICLE IV — OFFICERS

Section 1 Officers

The officers of the Society, all of whom shall be Directors, shall be a President, a Vice President, a Secretary, and a Treasurer. The same individual may simultaneously hold more than one office.

Section 2 President

The President shall be the chief executive officer of the Society, and shall exercise general supervision and control over all activities.

The President shall

- A. preside over all meetings of the Membership of the Society, the Board of Directors, and the Executive Committee.
- B. keep the Board of Directors fully informed of the operations of the Society.
- C. perform all other duties generally incident to the office of President and such other duties as may be prescribed from time to time by the Board of Directors.

Section 3 Vice President

In the absence of the President or in the event of the President's inability to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of the President.

The Vice President shall perform such additional duties as may from time to time be assigned by the President or by the Board of Directors.

Section 4 Secretary

The Secretary shall

- A. keep the minutes of the meetings of the Membership of the Society, the Board of Directors and the Executive Committee
- B. see that all notices of meetings of the Membership of the Society and the Board of Directors are duly given in accordance with these Bylaws or as required by law;
- C. maintain and authenticate the records of the Society;
- D. be custodian of the corporate records and of the seal of the Society, if any;
- E. exhibit to any Director of the Society, or to any person or agency for a proper purpose as authorized by law to inspect them, at all reasonable times, these Bylaws, the Certificate of Incorporation of the Society, the membership list, the minutes of any meeting, and the other records of the Society; and
- F. perform such additional duties as may from time to time be assigned by the President or by the Board of Directors.

MANCHESTER HISTORICAL SOCIETY, INCOPORATED
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ARTICLE IV — OFFICERS - continued

Section 5 Treasurer

The Treasurer shall

- A. be bonded at the Society's expense
- B. supervise the receipt and disbursement of all funds of the Society under the direction and control of the Board of Directors
- C. supervise the deposit of all such moneys in the name of the Society in such banks, trust companies, custodians, or other depositories as shall be selected by the Board of Directors
- D. preside over the meetings of the Finance Committee
- E. report to the Board of Directors at each regular meeting and to the Membership at the annual meeting
- F. perform all duties generally incidental to the office of Treasurer and such other duties as may from time to time be assigned by the President or by the Board of Directors

Section 6 Election

The officers shall be members of the Board of Directors and shall be elected by the Board at its first meeting after the Annual Meeting of Membership.

Officers may serve not more than six consecutive years, unless this term limit is waived by a two-thirds vote of the Membership.

Section 7 Removal

Officers may be removed from office, with or without cause, by a simple majority vote of all the Board of Directors at any duly called meeting.

Section 8 Vacancy

If an officer resigns or is otherwise unable to fulfill the duties of the office, the Board of Directors, by a majority vote at any duly called meeting of the Board at which a quorum is present, shall appoint another Member of the Board to complete the unexpired term.

MANCHESTER HISTORICAL SOCIETY, INCORPORATED
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ARTICLE V — BOARD OF DIRECTORS

Section 1 Authority

All corporate powers of the Society shall be exercised by or under the authority of, and the activities, property, and affairs of the Society shall be managed by a Board of Directors, other than those corporate powers exclusively reserved for the Membership as set forth in the Certificate of Incorporation of the Society or these Bylaws.

Section 2 Number

The Board of Directors shall, from time to time, fix the number of Directors, which shall be not less than seven nor more than fifteen members of the Society.

Section 3 Election

The Board of Directors shall be elected by the Membership of the Society at the annual meeting of the Society.

Directors shall be elected for a term of two years. Approximately one-half of the Directors will be elected annually.

Directors may serve not more than three consecutive, full two-year terms, unless this term limit is waived by a two-thirds vote of the membership.

Section 4 Vacancies

Vacancies in the Board of Directors, by reason of death, resignation, incapacity, or by any other reason, may be filled by a majority vote of the remaining Directors for the unexpired term of the departing Director.

Section 5 Reporting

The Board of Directors shall report to the Membership from time to time through the Society's newsletter and at any meeting of the Membership.

Section 6 Employees and Agents

The Board of Directors may employ on behalf of the Society such paid staff, agents and independent contractors as it shall from time to time deem necessary or appropriate. It may also delegate certain of its powers to such agents as the Board may from time to time designate provided that no such delegation shall be in contradiction of the Act or these Bylaws.

MANCHESTER HISTORICAL SOCIETY, INCOPORATED
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ARTICLE V — BOARD OF DIRECTORS - continued

Section 7 Removal

Any Director may be removed from the Board of Directors by a majority vote of the Membership at any duly called meeting at which a Membership quorum is present. Such action may be taken at any annual meeting or any special meeting at which due notice of the proposed removal shall have been duly given. Such removal may be accomplished with or without cause, but the Director involved shall be given an opportunity to be present and to be heard at the meeting at which his or her removal is considered.

Section 8 Meetings

Meetings of the Board of Directors, regular or special, may be held either within or without the Town of Manchester, Connecticut.

Regular meetings of the Board of Directors shall be held at least quarterly on the call of the President.

Special meetings of the Board of Directors may be called at any time by the President, or by the Vice President in the absence of the President or by any two Directors.

At least five days written notice of all regular meetings and at least two days written notice of all special meetings of the Board of Directors shall be provided to each Director.

Section 9 Quorum

At all meetings of Directors, a majority of the sitting number of Directors shall constitute a quorum, and any action to come before a meeting of the Board of Directors shall require, unless otherwise provided by the Act or these Bylaws, a majority vote of the Directors present at a duly held meeting at which a quorum is present.

Section 10 Participation

A Director may participate in a meeting by way of conference telephone or similar equipment enabling all participants in the meeting to simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 11 Action without Meeting

Any corporate action which can be authorized at a meeting of the Board of Directors may be taken without a meeting if all Directors consent in writing to the action before or after the action is taken.

This corporate action shall be evidenced by one or more written consents describing the action taken, signed by each Director (whether on one instrument or in multiple counterparts), and the Secretary shall file these consents with the minutes of the meetings of the Board.

Corporate action taken by written consent is effective when the last Director signs the consent, unless the consent specifies a different effective date.

Section 12 Emeritus Director

The Board of Directors may designate any former Director an "Emeritus Director." Emeritus Directors shall not be entitled to vote.

MANCHESTER HISTORICAL SOCIETY, INCOPORATED
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ARTICLE VI — COMMITTEES

Section 1 Committees

With the approval of the Board of Directors, the President shall appoint annually the following standing committees of the Board of Directors:

- A. Executive
- B. Nomination and Governance
- C. Finance
- D. Facilities and Historic Properties
- E. Collections
- F. Cheney Homestead/Keeney Schoolhouse
- G. Woodbridge Farmstead
- H. Programs, Exhibits and Events
- I. Volunteers, Membership and Recruitment
- J. Communications and Outreach
- K. Fundraising and Grants
- L. Audit

A majority of the members shall constitute a quorum for any committee meeting.

Each Committee may determine its rules of procedure and the notice to be given of its meetings.

Each committee must take minutes, a draft or final version of which must be submitted to the Secretary within two weeks of the meeting.

Section 2 Executive Committee

There shall be an Executive Committee of the Board of Directors consisting of the President, the Vice-President, the Secretary, and the Treasurer.

Except as otherwise prohibited by law and as provided below, the Executive Committee shall have all authority vested in the Board of Directors with regard to the general oversight and management of the affairs of the Society when the Board of Directors is not in session, except that the Executive Committee **shall not have the power to:**

- A. appoint any staff
- B. merge the Society with any other organization or body, whether public or private
- C. acquire all or substantially all the assets or business of any other organization or body, whether public or private
- D. sell or lease the whole or any substantial part of the Society's buildings or real estate
- E. authorize expenditures of the principal balance of either the Cheney Homestead Endowment Fund or the Woodbridge Farmstead Endowment Fund or the Permanent Endowment Fund
- F. amend the Society's Certificate of Incorporation
- G. amend these Bylaws
- H. purchase real estate or artifacts

The Executive Committee shall keep minutes of its meetings, which shall be distributed within two weeks of an Executive Committee meeting, to the Board of Directors.

The Executive Committee may meet from time to time as determined by the President, but must meet at least quarterly.

MANCHESTER HISTORICAL SOCIETY, INCOPORATED
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ARTICLE VI – COMMITTEES – continued

Section 3 Nomination and Governance Committee

There shall be a Nomination and Governance Committee consisting of at least two Directors and two or more non-Directors who shall be appointed annually by the President, subject to confirmation by the Board of Directors.

The Nomination Committee shall

- A. identify prospective Board members to ensure the proper makeup of the Board.
- B. prepare a slate of Directors for nomination to the Society at the annual meeting.
- C. suggest candidates for vacancies on the Board of Directors.

Not less than 120 days before the annual meeting of Membership, the Committee shall send notification to all Members of the Society of the date (“Nomination Deadline Date”) by which nominations must be received by the Committee Chair.

A Member of the Society may propose himself, herself or another Society Member to the Nomination Committee for consideration to any position to be filled at the annual meeting of Membership by sending the name and qualifications to the Nomination Committee Chair by the Nomination Deadline Date.

Not less than sixty days before the annual meeting of Members, the Nomination Committee shall submit to the Board of Directors a list of candidates for Directors, who shall each be Members of the Society. The committee’s report shall include a brief statement of the qualifications of each candidate.

The Board of Directors shall approve the final slate of nominees for consideration at the annual meeting of the Membership.

The Governance Committee shall be responsible for ongoing processes to evaluate performance with reference to established objectives for the

- A. Board of Directors, as a whole
- B. Directors, individually
- C. Board Committees
- D. Staff

MANCHESTER HISTORICAL SOCIETY, INCOPORATED
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ARTICLE VI – COMMITTEES - continued

Section 4 Finance Committee

There shall be a Finance Committee consisting of the Treasurer, not less than two other Directors or non-Directors who shall be appointed annually by the President, subject to confirmation by the Board of Directors.

The fiscal year of the Society shall be October 1 through September 30.

The Finance Committee, in consultation with the President and appropriate staff, shall

- A. annually prepare a proposed budget of the Society for the ensuing fiscal year, showing estimated operating income and expense, proposed capital outlays and the proposed funding thereof, and shall submit the same to the Board of Directors for its approval
- B. oversee and monitor the Society's finances
- C. perform such other functions as a resolution of the Board of Directors may provide
- D. report to the Board of Directors at each meeting of the Board, and annually to the members of the Society
- E. oversee the management of all permanent income-producing funds and investments of the Society, and in this connection may recommend to the Board the engagement of one or more consultants or professional investment managers, and it shall be its duty, on behalf of the Society and in light of its financial needs and commitments, to receive, invest, reinvest, and supervise such funds and investments, and all additions thereto, in whatsoever form they may be received or however they may be acquired, whether by gift, bequest, inheritance or otherwise

The Finance Committee may establish, with the advice of the President and the approval of the Board of Directors, one or more advisory subcommittees (which may include non-Directors as members) for funds management or investment purposes.

The Finance Committee shall prepare a balance sheet showing its financial condition and a profit and loss statement for the previous fiscal year. The balance sheet and profit and loss statement shall be audited annually by a Certified Public Accountant and kept at the principal office of the Society for at least ten years.

MANCHESTER HISTORICAL SOCIETY, INCOPORATED
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ARTICLE VI – COMMITTEES - continued

Section 5 Facilities and Historical Properties Committee

There shall be a Facilities and Historical Properties Committee consisting of no less than two Directors and other non-Directors who shall be appointed annually by the President, subject to confirmation by the Board of Directors.

The Facilities and Historical Properties Committee shall oversee and manage the Society's historic buildings and grounds, museums and other real property and buildings.

The Facilities and Historical Properties Committee shall meet at least quarterly.

Section 6 Collections Committee

There shall be a Collections Committee consisting of one or more Director(s) and other non-Directors who shall be appointed annually by the President, subject to the approval of the Board of Directors.

The Collections Committee shall oversee and manage the acquisition, cataloging, preservation, and maintenance of all artifacts and collections.

The Collections Committee shall meet at least quarterly.

Section 7 Cheney Homestead/Keeney Schoolhouse Committee

There shall be a Cheney Homestead/Keeney Schoolhouse Committee consisting of not less than five members, including one or more Director(s) and other non-Directors who shall be appointed annually by the President, subject to the approval of the Board of Directors.

The Cheney Homestead/Keeney Schoolhouse Committee shall

- A. oversee the upkeep of the Cheney Homestead/Keeney Schoolhouse properties in coordination with the Facilities and Historical Properties Committee
- B. oversee events and programing in cooperation with the Program, Exhibits and Events Committee
- C. oversee the acquisition of artifacts in coordination with the Collections Committee
- D. oversee the budget for the Cheney Homestead/Keeney Schoolhouse Committee in coordination with the Finance and Audit Committees
- E. coordinate with other committees as appropriate

MANCHESTER HISTORICAL SOCIETY, INCOPORATED
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ARTICLE VI – COMMITTEES - continued

Section 8 Woodbridge Farmstead Committee

There shall be a Woodbridge Farmstead Committee consisting of not less than five members, including one or more Director(s) and other non-Directors who shall be appointed annually by the President, subject to confirmation by the Board of Directors.

The Woodbridge Farmstead Committee shall

- A. oversee the upkeep of the Woodbridge Farmstead in coordination with the Facilities and Historic Properties Committee
- B. oversee events and programming for Woodbridge Farmstead.in coordination with the Programs, Exhibits and Events Committee
- C. oversee the acquisition of artifacts for the Woodbridge Farmstead in coordination with the Collections Committee
- D. oversee the budget for the Farmstead in coordination with the Finance and Audit Committees
- E. coordinate with other committees as appropriate

Section 9 Programs, Exhibits and Events Committee

There shall be a Programs, Exhibits and Events Committee consisting of one or more Director(s) and other non-Directors who shall be appointed annually by the President, subject to confirmation by the Board of Directors

The Programs Exhibits and Events Committee shall

- A. oversee all of the programs and exhibits of the Society.
- B. ensure that the exhibits in the History Center and Old Manchester Museum are maintained and that new exhibits are developed and installed for display regularly
- C. work in coordination with the Cheney Homestead and Woodbridge Farmstead Committees as well as other committees as appropriate

Section 10 Volunteers, Membership, and Recruitment Committee

There shall be a Volunteers, Membership, and Recruitment Committee consisting of one or more Director(s) and other non-Directors who shall be appointed annually by the President, subject to confirmation by the Board of Directors

The Volunteers, Membership, and Recruitment Committee shall

- A. oversee the recruitment, training and activities of Society volunteers
- B. oversee recruitment of members of the Society
- C. maintain a list of members and volunteers
- D. send out membership renewal reminders
- E. provide volunteer recognition

MANCHESTER HISTORICAL SOCIETY, INCOPORATED
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ARTICLE VI – COMMITTEES - continued

Section 11 Communications and Outreach Committee

There shall be a Communications and Outreach Committee consisting of one or more Director(s) and other non-Directors who shall be appointed annually by the President, subject to confirmation by the Board of Directors.

The Communications and Outreach Committee shall

- A. oversee all relevant communications from and about the Society both in print and digitally
- B. develop and maintain the Society's website
- C. create content and posts for the Society's social media accounts
- D. ensure that the Society's social media accounts are kept active and updated regularly
- E. ensure that the E-Blasts are sent out weekly
- F. solicit articles for and oversee the layout, printing and distribution of the Society's newsletter entitled "The Courier"

Section 12 Fundraising and Grants Committee

There shall be a Fundraising and Grants Committee consisting of one or more Director(s) and other non-Directors who shall be appointed annually by the President, subject to confirmation by the Board of Directors.

The Fundraising and Grants Committee shall

- A. oversee the fundraising efforts of the Society
- B. research and write grant applications
- C. work in coordination with other committees as appropriate

Section 13. Audit Committee

There shall be an Audit Committee consisting of not less than two Directors who shall be appointed annually by the President, subject to confirmation by the Board of Directors.

The Audit Committee shall

- A. assist the Board in oversight of the integrity of financial statements, the efficacy of financial controls and policies, and adherence to policies related to ethics and conflicts of interest.
- B. be responsible to select and nominate for appointment by the Board of Directors any independent public accountant engaged to review the preparation of and render reports on the financial statements of the Society, and notwithstanding any resolution, review, oversee, evaluate and advise the Board of Directors with respect to: (a) the proposed engagement and any succeeding engagement of such accountant or any successor, and (b) the functions performed by such accountant pursuant to the terms of such accountant's engagement.
- C. oversee the Society's insurance needs and risk-management activities in a manner that ensures liability exposures are adequately protected and insured against.

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ARTICLE VI – COMMITTEES - continued

Section 14 Special Committees and Task Forces

Special committees, advisory committees, or task forces of the Board of Directors may be established and dissolved from time to time by the Board of Directors, and may include non-Directors.

The powers and responsibilities of these committees or task forces shall be determined from time to time by the Board of Directors.

Section 15 Conduct of Proceedings

Each committee shall determine the manner and form of its proceedings and the time, place, and notice to be given of its regular and special meetings.

Section 16 Composition

Except as otherwise specifically provided above, all committees of the Board of Directors shall consist solely of members of the Board of Directors.

Section 17 Committee Chairs

The President shall appoint the chairs and, except as otherwise provided herein, members of all Board committees to a term of one year which appointments shall be subject to ratification by the Board of Directors.

MANCHESTER HISTORICAL SOCIETY, INCOPORATED
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ARTICLE VII— MEETINGS OF MEMBERSHIP

Section 1 Annual Meetings

There shall be an annual meeting of the Membership of the Society, on such date within the month of September as the President or the Board of Directors shall determine, for the election of Directors to succeed those whose terms expire and for the transaction of such other business as may properly come before the meeting

The Board of Directors shall report at the annual meeting on its activities for the previous year, the financial condition of the Society and plans for the future.

Section 2 Special Meetings

Special meetings of the Members of the Society may be called by the President or by the Board of Directors.

Upon written request of Members having the signatures of no less than ten percent of the votes entitled to be cast on any issue proposed to be considered at the meeting, the President shall call a special Membership meeting for the purposes specified in such request and cause written notice thereof to be provided.

If the President shall not, within fifteen days after receipt of such Members' request, call such meeting, such Members may call the same and cause written notice thereof to be provided.

Section 3 Notice

A notice in writing of each annual and special meeting of the Membership at which any business is to be transacted shall be provided by or at the direction of the President or Secretary to each Member entitled to vote at such meeting by

- A. depositing a copy thereof in the United States mail addressed to such Member to the address shown in the Society's current record of Members, postage prepaid or
- B. electronic transmission to such Member in a manner authorized by such Member

In each case noted above, such notice must be provided not less than ten days nor more than fifty days before the date of any meeting.

Each notice of a meeting of the Membership shall state the place, day and hour of the meeting.

The general purpose or purposes for which a special meeting is called shall be stated in the notice thereof, and no other business shall be transacted at such meeting.

Any matter relating to the affairs of the Society may be brought up for action at any annual meeting of Membership, except no action may be taken on the following, unless specifically included in the notice of the meeting:

- A. Adoption, amendment or repeal of any Bylaw
- B. Any matter which, by law or these Bylaws requires a vote greater than a majority

MANCHESTER HISTORICAL SOCIETY, INCORPORATED
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ARTICLE VII— MEETINGS OF MEMBERSHIP - continued

Section 4 Quorum

The Membership present in person or by proxy and constituting at least ten percent of those entitled to vote on the matter presented at any duly noticed meeting of the Membership shall constitute a quorum for such matter.

Section 5 Voting

Each Member shall be entitled to cast one vote on each matter submitted to the Membership for action either in person or by one or more agents authorized by a written proxy executed by such Member; provided, however, in the event there are designated categories of membership for families or other groups, only one vote may be cast by or on behalf of each such membership on each matter submitted to the Membership for action.

Approval of an action requires a simple majority of the votes cast, unless another proportion is required by law or these Bylaws.

ARTICLE VIII — ENDOWMENT AND OTHER FUNDS

Section 1 THE CHENEY HOMESTEAD ENDOWMENT FUND

The Society recognizes the gift of the Cheney Homestead and all of the subsequent gifts to enhance this significant property. The Society recognizes that it holds a special duty to these gifts, and respects their significance to the Town of Manchester and United States history. The Society shall take every step reasonably necessary and prudent to build upon and protect these gifts including, without limitation, the Cheney Endowment Fund.

The Cheney Endowment Fund shall constitute a permanent endowment and the principal balance thereof shall not be expended unless authorized by a two-thirds vote of all members of the Cheney Homestead Subcommittee together with a concurring two-thirds vote of all members of the Board of Directors.

Section 2 THE WOODBRIDGE FARMSTEAD FUND

The Society recognizes the gift of the Woodbridge Farmstead and all of the subsequent gifts to enhance this significant property. The Society recognizes that it holds a special duty to this gift, and respects its significance to the Town of Manchester and United States history. The Society shall take every step reasonably necessary and prudent to build upon and protect this gift, and any subsequent gifts connected thereto, including, without limitation, the Woodbridge Farmstead Endowment Fund.

The Woodbridge Farmstead Fund shall constitute a permanent fund and the principal balance thereof shall not be expended unless authorized by a two-thirds vote of all members of the Woodbridge Farmstead Subcommittee together with a concurring two-thirds vote of all members of the Board of Directors.

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ARTICLE VIII – ENDOWMENT FUNDS - continued

Section 3 THE PERMANENT ENDOWMENT FUND

The Permanent Endowment Fund of the Manchester Historical Society, Inc. of Manchester, Connecticut (“the Permanent Endowment Fund”) shall constitute a permanent endowment and the principal balance thereof shall not be expended unless authorized by a two-thirds vote of all members of the Finance Committee together with a concurring two-thirds vote of all members of the Board of Directors.

ARTICLE IX — INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

Section 1 Indemnification; Reimbursement

The Society shall be bound by and comply with the provisions of § 33-1117 of the Act pertaining to mandatory indemnification of directors, and § 33-1122 of the Act pertaining to mandatory indemnification of officers, employees and agents.

The Society shall indemnify the Directors, Officers, its employees, and agents to the fullest extent permitted by law.

In this regard, the Board of Directors may advance funds for the purpose of paying legal expenses in the defense of any claim for which indemnification may be available to the fullest extent permitted by law.

Section 2 Insurance

The Board of Directors shall purchase and maintain insurance on behalf of any individual who is or was a Director, Officer, employee or agent of the Society against any liability asserted against or incurred by such individual in such capacity or arising out of the individual’s status as such, whether or not such degree of indemnification is greater than that permitted by the Act, subject to any restrictions otherwise imposed provided by law.

ARTICLE X — CONFLICT OF INTEREST POLICY

The Society shall adopt and at all times maintain a Conflict of Interest policy.

The Conflict of Interest policy shall be adopted, maintained, and revised from time to time by the Board of Directors.

A copy of the Conflict of Interest policy shall be kept in the permanent records of the Society.

ARTICLE XI– DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Society, its net assets, after payment of all just debts and obligations, shall be distributed to the Town of Manchester, to be used for purposes which most nearly approximate the Society’s objectives

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BYLAWS

ARTICLE XII — PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order Newly Revised shall govern all meetings of the Membership, insofar as not inconsistent with these Bylaws and any special rules of order the Society may adopt.

ARTICLE XIII — AMENDMENTS

These Bylaws may be amended by the affirmative vote of two-thirds of the prescribed number of Directors at any regular meeting of the Board of Directors, provided that a copy of the proposed amendment shall have been furnished with a notice of the meeting.

The Members of the Society may also amend these Bylaws at the annual meeting provided that a copy of the proposed amendment shall have been furnished with a notice of the meeting.

No action shall be taken to alter or amend these Bylaws in a manner that would affect the exempt status of the Society under § 501(c)(3) of the Code