

Essex Historical Society, Inc.

By-Laws

Article I - Membership

Section 1. Qualifications. All persons who support the purposes of the Essex Historical Society, Inc. (hereinafter "EHS") may become members of the EHS upon payment of dues, unless otherwise exempted as determined by the Board of Directors. The membership of any member shall terminate at the end of the fiscal year for which such member has paid dues.

Section 2. Categories of members. The EHS shall have one class of members, called "members", but within such one class the Board of Directors may establish different levels of membership, at its discretion. Membership shall commence upon payment of dues. Members may attend all meetings of the members of the EHS and shall have the right to vote for the election of Directors of the EHS.

Section 3. Dues. The Board of Directors may establish different levels of dues for each of the categories of membership established by the Board, and may change the dues from time to time, at its discretion. Dues shall be paid annually at the outset of the calendar year.

Article II - Meeting of Members

Section 1. Annual Meeting. The annual meeting of the members of the EHS shall be held in Essex, Connecticut, at such place and on such day in the month of June as the Board of Directors (or the President in the absence of action by the Board of Directors) may determine, for the purpose of electing Directors and the transacting of any business which may legally come before the meeting.

Section 2. Special Meetings. Special meetings of the members of the EHS may be called at any time by the President, by the Board of Directors, or upon a petition in writing signed by fifteen members of the EHS.

Section 3. Quorum, No Proxies. At any meeting of members a quorum for transacting business shall consist of those members present. All members must be present in person; there shall be no attendance by proxy or voting by proxy at any meeting of members.

Section 4. Notice. Not less than ten days prior to all annual and special meetings of the members, the Secretary shall give written notice thereof to all members. The notice shall set for the time, date and place of such meeting and the business to be transacted, and may be sent by U.S. Mail or Electronic Mail to those members for which the EHS has such an address.

Article III - Directors

Section 1. Number and General Powers. The property, affairs and activities of the EHS shall be managed by a Board of Directors consisting of not fewer than seven and not more than fifteen Director positions, with the actual number of Director positions within such minimum and maximum to be determined from time to time by the Board of Directors. A person must be a member of the EHS to be eligible for election to the Board of Directors. The Board of Directors may and shall exercise all of the powers of the EHS except such as by law, by the Certificate of Incorporation, or by these By-Laws expressly conferred upon or reserved to the members.

Section 2. Election of the Board of Directors. Directors shall be elected by the members of the EHS at the Annual Meeting. The term of office of each director shall be for one year.

Section 3. Vacancies. If a vacancy occurs among the Directors, including a vacancy resulting from an increase in the number of Directors, the remaining Directors may fill the vacancy by the affirmative vote of a majority of all the Directors remaining in office. The term of a Director elected to fill a vacancy expires at the next meeting of the members of the EHS at which Directors are elected.

Section 4. Annual Meeting of the Board. An Annual Meeting of the Board of Directors (herein called the “Annual Board Meeting”) for the election of officers and other appropriate business shall be held each year as soon as practical following the annual meeting of the members at a date, time and place designated by the Board of Directors. The Annual Board Meeting shall be considered one of the regular meetings of the Board of Directors.

Section 5. Regular Meetings of the Board. In addition to the Annual Board Meeting, Regular Meetings of the Board of Directors shall be held in accordance with a schedule established for the year by the Board of Directors at each Annual Board Meeting, which may be revised thereafter at any duly called and convened meeting of the Board of Directors.

Section 6. Special Meetings of the Board. Special meetings of the Board of Directors may be held at any time. Special meetings may be called by the President whenever he or she deems it appropriate, and shall be called by the Secretary at the request of three or more Directors.

Section 7. Method of Notice: When Notice is Effective: Contents of Notice: Written notice of the date, time and place of each Annual Board Meeting shall be given to each Director either by U.S. Postal Service or electronic mail (“e-mail”). Regular meetings of the Board of Directors other than the Annual Board Meeting may be held without notice of the date, time, place or purpose of the meeting, except that, unless stated in a written notice of the meeting, no By-Law may be brought up for adoption, amendment or repeal at any regular meeting. Written notice of the date, time and place of each special meeting of the Board of Directors shall be given to each Director by U.S. Postal Service, facsimile or e-mail not less than five (5) nor more than thirty (30) days before the meeting. Notice of any meeting of the Board of Directors need not specify the business to be transacted at the meeting unless required by a provision of the Certificate of Incorporation or the By-Laws of the EHS; provided, however that no By-Law may be brought up for adoption, amendment or repeal at

any meeting, whether annual, regular or special, unless stated in a written notice of the meeting.

Section 8. Place of Meetings. The Board of Directors may hold its meetings at such place or places within the State of Connecticut as the Board may from time to time determine.

Section 9. Waiver of Notice. A Director may waive any notice required by the Nonstock Act, the Certificate of Incorporation or the By-Laws before or after the date and time stated in the notice. Except as provided in the following sentence, the waiver shall be in writing, signed by the Director entitled to the notice, and filed with the minutes or corporate records. A Director's attendance at or participation in a meeting waives any required notice to the Director of the meeting unless the Director at the beginning of the meeting or promptly upon the arrival of the Director, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 10. Quorum. A quorum for the transaction of business at any meeting of the Board of Directors shall be a majority of the Directors.

Section 11. Action By the Board. The act of a majority of the Directors present at a meeting at which a quorum is present at the time of the act shall be the act of the Board of Directors, except as may otherwise be required by law or by the Certificate of Incorporation or the By-Laws. Each Director must act personally; there shall be no voting by proxy, power of attorney or other delegation method.

Section 12. Action Without Meeting. Any action required or permitted by the Nonstock Act to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all Directors. The action shall be evidenced by one (1) or more written consents describing the action taken, signed by each Director and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under with section is effective when the last Director signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

Section 13. Telephonic Meeting. The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication, such as conference telephone communication, by which all Directors participating may 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 14. Resignation of Directors. A Director may resign at any time by delivering written notice to the Board of Directors, the President or the EHS. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Section 15. Removal of Directors. A majority of the Directors of the EHS may remove one or more of the Directors with or without cause at any time. A Director may be removed by the members only at a meeting called for the purpose of removing the Director and the meeting notice must state that the purpose, or one the purposes, of the meeting is removal of the Director.

Section 16. Advisory Committee. The Board of Directors may, in its discretion, designate an Advisory Committee to aid the Directors and the officers of the EHS in the administration of corporate affairs. The Advisory Committee may investigate, report to the Board of Directors and advise the Board of Directors as to such matters as the Board of Directors may determine, but the Advisory Committee shall not have or exercise the powers of the Board of Directors.

Article IV - Officers

Section 1. Titles, Election. The officers of the EHS shall be a President, a Vice President, a Secretary, and a Treasurer, all of whom shall be chosen from among those individual persons who are members of the EHS. They shall be elected by the Board of Directors at the Annual Board Meeting. Officers shall serve until the next Annual Board Meeting and their successors are elected, except that any officer may be removed at any time, with or without cause, by action of a majority of the Board of Directors. If any officer ceases to be a member of the EHS, his or her term as such officer shall immediately terminate.

Section 2. President. The President shall be the Chief Executive Officer of the EHS, and shall also perform such other duties as shall be assigned to him or her by the Board from time to time.

Section 3. Vice President. Subject to any restrictions imposed by the Board, the Vice President shall perform the duties and have the power of the President during the absence or disability of the President. The Vice President shall also perform such other duties as may be assigned to him or her by the Board from time to time.

Section 4. Secretary. The Secretary shall be responsible for preparing and keeping a record of the proceedings of all meetings of the Board of Directors and for authenticating records of the EHS. He or she shall have custody of the seal of the EHS and all books, records and papers of the EHS, except as shall be in charge of the Treasurer or of some other person authorized to have custody and possession thereof by a resolution of the Board of Directors, and shall discharge all other duties assigned to him or her from time to time by the Board. The Secretary shall issue all notices required by law or by these By-Laws. He or she shall present to the Board of Directors all communications addressed to the Secretary in his or her official capacity, and shall discharge all other duties assigned to him or her from time to time by the Board.

Section 5. Treasurer. The Treasurer shall oversee the custody of all funds and securities of the EHS, shall supervise the keeping of full and accurate accounts of receipts and disbursements of all funds of the EHS, shall oversee the maintenance of the accounting books and records of the EHS, and shall supervise the deposit of all monies and valuable effects in the name and to the credit of the EHS in depositories designated by the Board of Directors. The Treasurer shall prepare or cause to be prepared an annual budget for the EHS and shall submit to the Board of Directors prior to the beginning of each fiscal year of the EHS. The Treasurer shall prepare or cause to be prepared annual financial statements for the EHS in form and substance satisfactory to the Board of Directors and shall submit such financial statements to the Board of Directors prior to each Annual Board Meeting. The Treasurer shall report to the Board of Directors periodically on the financial condition of the EHS in such detail as the Board of Directors may request from time to time, and shall discharge all

other duties assigned to him or her from time to time by the Board of Directors.

Section 6. Vacancies, Removal. In case of any vacancy among the officers by death, resignation, removal, disqualification, or any other cause, the Board of Directors may elect a successor to hold office until the next annual meeting.

Section 7. Additional Officers. In addition to the President, Vice President, Secretary and Treasurer, the Board of Directors may elect from time to time such other officers as in its judgment may be necessary, to hold office until the next annual meeting, and to have such duties as may be assigned to any such officer by the Board of Directors, or the Secretary (in the case of an Assistant Secretary) or the Treasurer (in the case of an Assistant Treasurer).

Article V - Committees

Section 1. Executive Committee. The Executive Committee shall consist of the officers of the EHS. It shall have the responsibility for determining policy and decision-making when it is impractical for the entire Board of Directors to meet to do so. Meeting of this committee may be called by the President or by two (2) of the members of the Executive Committee. Any business transacted by the Executive Committee shall be presented for ratification at the next following meeting of the Board of Directors.

Section 2. Governance Committee. A Governance Committee shall be selected by the Board of Directors and shall consist of three members or Directors. The Governance Committee shall be responsible for (a) presenting to the Board of Directors the names of individuals to be elected to the Board of Directors or to fill other positions; (b) at the direction of the Board of Directors, reviewing the bylaws and make recommendations for amendment of same; and (c) perform such other duties as the Board of Directors shall request.

Section 3. Standing Committees. Such other committees as the Board of Directors may determine.

Section 4. Special Committees. The Board shall have the power to appoint special committees as the need arises.

Article VI - Fiscal Year

Section 1. The fiscal year of the EHS shall be from January 1 to December 31.

Article VII - Seal and Address

Section 1. Seal. The seal of the EHS shall be circular in form and shall bear the words “Essex Historical Society, Inc., Connecticut”. It shall be kept at the Curatorial offices at Hills Academy or other such location as may be designated by the Board of Directors from time to time.

Article VIII - Amendments

Section 1. These By-Laws may be amended by the Board of Directors by the affirmative vote of at least a majority of the Directors at any meeting of the Board of Directors, provided that written notice of such meeting was given to all Directors and such notice included notice of and the text of the proposed amendment.

As amended and approved
By the Membership on
