



Bylaws of the Connecticut League of History Organizations, Inc.

Revised June 4, 2018



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ARTICLE 1 -- NAME *

The name of this organization is the Connecticut League of History Organizations, Inc.

ARTICLE 2 -- PURPOSE *

The Connecticut League of History Organizations serves to unite, support, and promote historical interests and activities statewide.

ARTICLE 3 -- MEMBERSHIP

Section 1: The core membership of CLHO is Connecticut organizations and individuals who directly or indirectly support the purposes of the CLHO. All members shall each have one vote. The Board of Directors may establish categories of membership, voting or non-voting, as deemed appropriate.

Section 2: Members shall pay annual dues, the amount of which shall be established by the Board of Directors. Members will be dropped if dues are in arrears.

ARTICLE 4 -- BOARD OF DIRECTORS

Section 1: The Board of Directors shall establish major policies and objectives of CLHO, nominate a slate of officers and directors to the members at the Annual Conference and shall assure the organization's financial security.

Section 2: The Board of Directors will consist of fifteen (15) to nineteen (19) Directors inclusive of the officers.

Section 3: Directors shall be elected by the membership at the Annual Conference for terms of two (2) years. Terms shall be staggered such that approximately half of the Directors are elected each year. Terms begin immediately after election.

Section 4: All Board members, including Officers other than the Treasurer, may serve no more than three consecutive two-year terms. The Treasurer may, if necessary, serve until a successor is found. Terms may, in extraordinary situations, be extended for up to two (2) years with the approval of the membership. Additionally, Directors may be re-elected or re-appointed to the Board after an absence one (1) year.

Section 5: The Governance Committee will recommend a nominee to fill a vacated unexpired term. Such appointments require approval by the Board. The vacated position will be filled by vote of the membership at the next Annual Meeting.

Section 6: Any Director who fails to attend at least half the Board meetings in any year, without prior notification to the President, may be removed and replaced. A Board member may be removed for other reasons by a three-fourths vote of the remaining members of the Board.



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ARTICLE 5 -- OFFICERS

Section 1: The officers of CLHO shall be President, Vice President, Secretary, and Treasurer.

Section 2: Officers shall be elected by the membership for two-year terms, beginning immediately after election, at the Annual Conference. In the event of a vacated unexpired term, the Governance Committee will recommend a replacement for Board approval.

Section 3: The President, Vice President and Secretary shall serve not more than two consecutive two-year terms in the same office. They may be re-elected to the Board following a lapse of one year. The Treasurer may serve two consecutive two-year terms or until a qualified successor is elected.

Section 4: The President shall be the Executive Officer of CLHO and shall preside at all meetings. The President shall be an ex-officio member of all committees.

Section 5: The Vice President shall serve as the President-Elect.

Section 6: The Secretary shall be present at all meetings of the Board of Directors and Executive Committee and shall keep minutes of each.

Section 7: The Treasurer shall be responsible for the safekeeping of CLHO funds and for maintaining financial records

Section 8: Any Officer may be removed for cause by the majority vote of the Board of Directors at a meeting called for that purpose. The Board may appoint a substitute officer for any open position to serve until the next Annual Conference.

ARTICLE 6 – MEETINGS

Section 1: The annual membership business meeting of the CLHO shall be held each year between March 1 and June 7, the exact date to be determined by the Board of Directors. Program meetings may be held as determined by the Board of Directors.

Section 2: The Board of Directors shall meet at least six times each year and at such other times, as the President or the Board of Directors shall determine.

Section 3: A notice for the Annual Business Meeting will be sent to all members thirty (30) days prior to the meeting. Quorum at the Annual Business Meeting shall be those present.

Section 4: Quorum at Board meetings or Executive Committee meetings shall be a simple majority.

Section 5: Board actions may be taken by unanimous written consent with abstentions allowed.



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Section 6:

- A. Board action is best addressed during a scheduled meeting, the following factors will be considered by the Executive Committee before determining whether to ask for an action by written consent:
- How soon a decision is required.
 - Whether the decision would be better made after further discussion and/or whether alternatives should be considered
 - Whether the action is a routine action that the Executive Committee can take in lieu of the Board at its regularly scheduled meeting
 - Whether a conference call meeting can be scheduled and held either just for discussion or, if a quorum is obtained, to take a vote
 - Whether all Board members have indicated that they are unanimously in favor of the action and will be available to sign and return a written consent.
- B. If, after considering these factors, the Executive Committee determines it would be best to take the action by unanimous written consent, the Executive Committee shall have the Secretary draft the proposed action and email as an attachment to all Board members.

Each Board member shall sign and return the written consent to the Secretary (by sending a scanned file via email or by fax). Each original signed consent will be forwarded to the Secretary by land mail.

- C. After the Secretary has verified that the vote is unanimous, the Secretary will notify the full Board of the results. The Secretary will also file the individual written consents in the corporate minute book.
- D. The Board will ratify any action taken by unanimous written agreement at the next regularly scheduled meeting. The minutes of this meeting will record the ratification

ARTICLE 7 -- COMMITTEES

Section 1: Committees of the CLHO serve to support the Executive Director in fulfilling the mission and goals identified by the Board of Directors and described in strategic and business plans.

Section 2: Committees will be determined annually as part of the budget planning process to reflect current organizational priorities and will be considered as one year appointments, except when the Board specifically decides to extend this time frame. Ad hoc committees may be established by the Board of Directors on an as-needed basis.

Section 3: Committees will be established within three broad categories: internal affairs, external affairs and governance. All committees will be chaired by a Board member and will include both Board members and non-Board members.



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Section 4: Internal affairs committees will address issues related to the CLHO corporate operations. These may include but are not limited to finance, personnel, audit, and (as appropriate) facilities.

Section 5: External affairs committees will address issues related to the CLHO's relationships with constituents and funders. These may include but are not limited to programs (including awards), membership, funding-raising, marketing and public relations.

Section 6: The Governance Committee will work to assure the smooth functioning of the Board of Directors by recruiting new members, conducting orientation, producing training materials and evaluating Board performance.

Section 7: An Executive Committee consisting of the officers, Governance Committee chair, a Board member-at-large and Executive Director will meet as needed between bimonthly Board meetings to address concerns raised by staff or committee chairs and set the agenda for Board meetings.

ARTICLE 8 -- AGENT FOR SERVICE *

An Agent-for-Service shall be appointed by the Executive Committee. This agent shall be responsible for maintaining the Corporate Status of CLHO.

ARTICLE 9 – FINANCE *

Section 1: The fiscal year will be July 1 to June 30.

Section 1.5: An annual budget will be prepared and approved by the Board of Directors within two months prior to the end of the fiscal year.

Section 2: CLHO expenditures of up to and including \$2,500 may be made with the approval of the President or the Treasurer. Expenditures over this amount require approval at a Board of Directors meeting and two signatures on each check. Contractual obligations shall be approved by the Board of Directors and signed by the President.

Section 3: The Treasurer's books are subject to an annual compilation or review. Audits will be carried out if required by funders.

ARTICLE 10 -- FIDUCIARY DUTY

Section 1: No part of CLHO's income shall be distributed to any Director, Officer, employee or member, with the following exceptions:

1. Reasonable compensation for services rendered, as determined by the Board of Directors
2. The granting of benefits to members in conformity with CLHO's non-profit status
3. The distribution of assets upon the dissolution or final liquidation, as provided by law

Section 2: In all financial matters relating to CLHO, all Directors, Officers and employees shall act in good faith and with fiduciary duty commensurate with their position.



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ARTICLE 11 – PARLIAMENTARY AUTHORITY *

Meetings shall be orderly, with an agenda and following accepted practices and standards

ARTICLE 12 -- AMENDMENTS

These bylaws may be amended by a majority of those members present at the Annual Conference or any special meeting of CLHO, provided notice has been given in the call for the meeting at least ten days in advance thereof. Changes become effective immediately.

ARTICLE 13 -- DISSOLUTION *

CLHO may be dissolved voluntarily or involuntarily. Upon termination of CLHO, any assets remaining after all debts have been satisfied shall be distributed, transferred, conveyed, delivered, paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code or future amendments thereof. In making its determination regarding the distribution of assets, the Board of Directors shall give preference to an organization with a similar mission.

ARTICLE 14 -- SAVING CLAUSE *

If any of these Bylaws are held invalid by a court of competent jurisdiction, such finding shall not affect the validity of the remaining Articles and Sections.

* *Required information*

Adopted: April 15, 1950

Revised: November 16, 1971; March 1988; June 1990; June 10, 1993; June 8, 1995; March 10, 1998; September 26, 2000, June 3, 2002; June 2, 2003; June 4, 2007; June 4, 2012; June 1, 2015; June 6, 2016; June 4, 2018