

Middlesex County Historical Society, Middletown, Connecticut

Policies

1/16/11; rev. 3/27/11

Membership Meetings. Regular meetings of the members of the Society for such business as may properly come before such meetings, shall be held in October, February, and May in each year, on such day as the Board shall direct, at such hour as shall be specified in the notice of each such meeting.

Notice: Members shall be notified of the annual meeting not less than 10 or more than 50 days beforehand, via the Society's newsletter, with an email reminder to members whose email addresses are on file.

Board Committees

Nominating Committee.

- (a) **Appointment.** A Nominating Committee of three members shall be nominated by the President and elected by the members at the Annual Meeting of the Society in odd numbered years.
- (b) **Duties.** The Nominating Committee shall nominate a slate of candidates for the Officers, Directors at Large, and Chairpersons of the Building and Grounds and Museum Committees to be elected at the Annual Meeting of the Society in even-numbered years. Its report shall be available to the Annual Meeting in even-numbered years.
- (c) **Additional Nominations.** Nothing in this section shall prevent nominations of individuals from the floor at the time of the election at the said Annual Meeting.

Finance Committee.

- (a) **Members.** The Finance Committee shall consist of the Treasurer and three other members who shall be appointed by the Board.
- (b) **Duties and Powers.** The Finance Committee shall have charge of the financial transactions of the Society and of the custody and investment of its funds. At each Annual Meeting of the Society, the Finance Committee shall present a budget for the ensuing year. Purchases, sales and transfers of investments shall be made only on written approval of three members of the Finance Committee, but for this purpose the President may vote as ex officio member of the committee.

Building and Grounds Committee.

- (a) **Election of Chairperson.** The Chairperson of the Building and Grounds Committee shall be elected by the members of the Society at the Annual Meeting in even-numbered years and shall serve for a term of two years.
- (b) **Members.** The Board of Directors shall appoint nine members to serve on the Building and Grounds Committee.
- (c) **Duties and Powers.** Subject to the general authority of the Board and the Executive Director, the Building and Grounds Committee shall have care and supervision of the Society's house and grounds, including such matters as the physical plant, maintenance, repairs, security, and custodians.

Museum Committee.

- (a) *Election of Chairperson.* The chairperson of the Museum Committee shall be elected by the members of the Society at the Annual Meeting in even-numbered years and shall serve for a term of two years.
- (b) *Members.* The Board of Directors shall appoint nine members to serve on the Museum Committee.
- (c) *Duties and Powers.* Subject to the general authority of the Board and the Executive Director, the Museum Committee shall have care and supervision of the Society's collections, including the library and genealogical material, and may make reasonable and appropriate rules governing the use of the collection and loans and gifts thereto, subject to such conditions as may be attached to the Society's custody of its collection.

Standing Committees.

- (a) *Appointment of Chairpersons.* The Board shall appoint the Chairpersons of the Standing Committees, at its first meeting after the Annual Meeting in even-numbered years, and the Chairpersons shall serve for terms of two years each.
- (b) *Members.* The Chairperson of each Standing Committee shall select no fewer than two members to serve on said committee.
- (c) *Designation.* The Standing Committees of the Society shall be as follows:
 - i) Ways and Means Committee
 - ii) Membership Committee
 - iii) Publicity and Newsletter Committee
 - iv) Program Committee
 - v) Personnel Committee
 - vi) Hostess Committee

Board Meeting Order of Business. The order of business at any regular or special meeting of the members or the Board shall be:

- (a) Reading and approval of any unapproved minutes.
- (b) Reports of Officers and Committees.
- (c) Unfinished business.
- (d) New business.
- (e) Adjournment.

Bonds. Every Officer, agent or employee of the Society who may receive, handle or disburse money for its account or who may have custody of any of the Society's property or be responsible for its safety or preservation, may be required, in the discretion of the Board, to give bond, in such sum and with such sureties and in such form as shall be satisfactory to the Board, for the faithful performance of the duties of such Officer, agent or employee, and for the restoration to the Society, in the event of such person's death, resignation or removal from office, of all books,

papers, vouchers, moneys and other properties of whatsoever kind belonging to the Society and in the custody of such person. Such bonds shall be at the expense of the Society.

Conflict of Interest Policy and Annual Statement For Directors, Staff, and Committee Members

Article I: Purpose

The purpose of the conflict of interest policy is to protect the Middlesex County Historical Society's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of directors, staff, or committee members of the Middlesex County Historical Society 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.

Article II: Definitions

1. Interested Person

Any director, staff, 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.

2. 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 Middlesex County Historical Society has a transaction or arrangement,
- b. A compensation arrangement with the Middlesex County Historical Society or with any entity or individual with which the Middlesex County Historical Society 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 Middlesex County Historical Society 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. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the Board of Directors or committee decides that a conflict of interest exists.

Article III: 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, s/he shall leave the Board of Directors 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 Board of Directors or committee meeting, but after the presentation, s/he shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The President of the Board of Directors or committee chair shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Board of Directors or committee shall determine whether the Middlesex County Historical Society 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 Board of Directors or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Middlesex County Historical Society'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 Board of Directors 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 Board of Directors or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV: Records of Proceedings

The minutes of the Board of Directors' meetings 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 Board of Directors' 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.

Article V: Compensation

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

Article VI: 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 Middlesex County Historical Society 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.

Article VII: Periodic Reviews

To ensure the Middlesex County Historical Society 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 Middlesex County Historical Society'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.

Article VIII: Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Middlesex County Historical Society may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

Revision History by the Middlesex County Historical Society Board of Directors
Initial Conflict of Interest policy adopted: March 24, 2011

Middlesex County Historical Society (MCHS)
Director and Staff Annual Conflict of Interest Statement

1. Name: _____ Date: _____

2. Position: _____

Are you a voting Director? Yes No

Are you an Officer? Yes No

If you are an Officer, which Officer position do you hold: _____

3. I affirm the following (initial each):

- I have received a copy of the MCHS Conflict of Interest Policy. _____
- I have read and understand the policy. _____
- I agree to comply with the policy. _____
- I understand that MCHS is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of tax-exempt purposes. _____

4. Disclosures:

a. Do you have a financial interest (current or potential), including a compensation arrangement, as defined in the Conflict of Interest policy with MCHS? Yes No

i. If yes, please describe it: _____

ii. If yes, has the financial interest been disclosed, as provided in the Conflict of Interest policy? Yes No

b. In the past, have you had a financial interest, including a compensation arrangement, as defined in the Conflict of Interest policy with MCHS? Yes No

i. If yes, please describe it, including when (approximately):

ii. If yes, has the financial interest been disclosed, as provided in the Conflict of Interest policy? Yes No

5. Are you an independent director, as defined in the Conflict of Interest policy? Yes No

a. If you are not independent, why? _____

Date: _____

Signature of Director or Staff Member

Date of Review by Executive Committee: _____

Whistleblower Protection Policy

Middlesex County Historical Society requires directors, officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the Middlesex County Historical Society, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

Reporting Responsibility

This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns internally so that Middlesex County Historical Society can address and correct inappropriate conduct and actions. It is the responsibility of all board members, officers, employees and volunteers to report concerns about violations of Middlesex County Historical Society's code of ethics or suspected violations of law or regulations that govern Middlesex County Historical Society's operations.

No Retaliation

It is contrary to the values of Middlesex County Historical Society for anyone to retaliate against any officer, board member, employee or volunteer who in good faith reports an ethics violation, or a suspected violation of law, such as a complaint of discrimination, or suspected fraud, or suspected violation of any regulation governing the operations of the Middlesex County Historical Society. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment.

Reporting Procedure

The Middlesex County Historical Society has an open door policy and suggests that officers, board members, employees and volunteers share their questions, concerns, suggestions or complaints with the Executive Director. If you are not comfortable speaking with the Executive Director or you are not satisfied with their response, you are encouraged to speak with the Board President. The Executive Director and members of the Board are required to report complaints or concerns about suspected ethical and legal violations in writing to the Middlesex County Historical Society's Compliance Officer, who has the responsibility to investigate all reported complaints. Employees with concerns or complaints may also submit their concerns in writing directly to the Executive Director, the Board President or the Compliance Officer. The Compliance Officer for the Middlesex County Historical Society is the immediate past President of the Board of Directors.

The Middlesex County Historical Society's Compliance Officer is responsible for ensuring that all complaints about unethical or illegal conduct are investigated and resolved. The Compliance Officer will advise the Board of Directors of all complaints and their resolution and will report at least annually to the Board on compliance activity relating to accounting or alleged financial improprieties.

Accounting and Auditing Matters

The Middlesex County Historical Society's Compliance Officer shall immediately notify the Board President of any concerns or complaint regarding accounting practices, internal controls or auditing and work with the Board until the matter is resolved.

Acting in Good Faith

Anyone filing a written complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Handling of Reported Violations

The Middlesex County Historical Society's Compliance Officer will notify the person who submitted a complaint and acknowledge receipt of the reported violation or suspected violation. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

Compliance Officer as of March 24, 2011:

William Ryczek

Immediate Past President of the Board of Directors

Middlesex County Historical Society

Policy approved by the Board of Directors on March 24, 2011.

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