

BYLAWS
THE GREENWICH DECORATIVE ARTS SOCIETY
Formerly The Greenwich Antiques Society
Revised May 2020

ARTICLE I

NAME

The name of the corporation is The Greenwich Decorative Arts Society, Incorporated (Hereinafter referred to as “Society”). It is incorporated under the laws of the State of Connecticut.

ARTICLE II

PURPOSE

The purpose of the Society is to further the appreciation, knowledge and understanding of antiques and all of the decorative arts. In accomplishing this goal, the Society provides and promotes educational programs on antiques and the decorative arts, such as engaging scholars to lecture on topics of interest. It also provides educational opportunities to further the knowledge of antiques and the decorative arts with sponsored trips and tours.

ARTICLE III

FISCAL YEAR OF THE SOCIETY

The fiscal year of the Society shall begin on July 1st and end on June 30th.

ARTICLE IV

MEMBERSHIP

Section 1: Membership in the Society shall be open to any person upon payment of annual dues which are determined by the Board of Directors (hereinafter referred to as “the Board). Annual dues are due on July 1st.

Section 2: Members who are present at any Annual Meeting or Special Meeting of the Society are eligible to vote.

Section 3: Membership shall be terminated by resignation, non-payment of dues, or death.

Section 4: The Annual Meeting of the members will be held each year at a time and place to be determined, by the Board, for the purpose of electing the Directors and for the transaction of such other business as may properly come before the meeting. Notice of the Annual Meeting shall be sent by email or by mail to all members fourteen (14) days prior to the meeting. This

notice shall list the proposed slate of the Officers and Directors. The majority rules in the election of the Board of Directors and any other business brought before the membership requiring a vote.

Section 5: Special meetings of the members may be called by the President, the Board of Directors, or by upon written petition of 15 members. Fourteen (14) days written notice of the meeting shall be mailed or emailed to all members.

Section 6: At all meetings of members, the presence of twenty (20) percent of members shall constitute a quorum.

ARTICLE V

BOARD OF DIRECTORS

Section 1: The Officers of the Society, together with the Chairs of the Committees, shall constitute the Board of Directors. The Board of Directors of the Society shall manage the affairs of the Society. The Board shall consist of not fewer than 10 directors nor more than 20 directors. Directors must be members of the Society. Directors shall be elected to serve a term of two years.

Section 2: There shall be a minimum of three regular meetings of the Board, to be held at such time and place as shall be determined by the President. Special meetings of the Board may be called by the President or by not less than five Directors. Notice of the time and place of regular and special meetings shall be given by mail or email at least five days prior to the date of the meeting.

Section 3: The majority of all the Directors present shall constitute a quorum.

Each Director shall be entitled to one vote.

A majority vote of those present rules.

Section 4: The term of any Director shall be terminated by non-payment of dues, resignation from the Society, death or issues of non-participation.

ARTICLE VI

OFFICERS

The officers of the Society shall be the following: President, one or more Vice Presidents, Treasurer and Secretary, and such other officers as the Board may designate (“the Officers”).

ARTICLE VII

DUTIES OF OFFICERS

Section 1: The President shall be the principal executive officer of the Society and shall chair all meetings of the Board of Directors. The President shall be an ex-officio member of all committees. The President may not hold any other office in the Society.

Section 2: There shall be one or more Vice Presidents, as may from time to time be determined by the Board. 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, in addition, perform such other duties as may, from time to time, may be assigned by the President or the Board, may serve as Chair of a standing or special committee

Section 3: The Treasurer shall keep the fiscal accounts of the Society, shall have charge of and be responsible for all funds, receipts and disbursements of the Society and for filing all tax returns, shall provide regular financial reports to the Board. The Board may from time to time appoint one or more Assistant Treasurers.

Section 4: The Secretary shall keep the minutes of all Board meetings, shall give notice of meetings and shall be custodian of all corporate records of the Society.

ARTICLE VIII

COMMITTEES

Section 1: The Society's Standing Committees shall be Hospitality, Membership, Program and Nominating. Other Committees may be formed by the Board. The Chair of any of these Committees shall be elected for a two year term. The Chair of each Committee shall serve as a member of the Board of Directors.

Section 2: Special Committees – The President may appoint from time to time, one or more special committees and their respective chairs. Special Committee Chairs shall not be members of the Board.

ARTICLE IX

NOMINATING COMMITTEE

Section 1: The Nominating shall be a Standing Committee and shall consist of not less than four members. The Chair and the members shall be chosen by the Nominating Committee. Officers and Directors may serve on the Nominating Committee and may serve as Chair except the President.

Section 2: The Nominating Committee shall present to the Board no later than 40 days prior to the Annual Meeting its nominations for the candidates for election as Directors and Officers and Chairs of the Committees for the forthcoming year, consisting of one name or more for each position to be filled, for the Board's consideration and advice.

Section 3: In the event of a vacancy occurring in an elective office during the year, the Nominating Committee may be requested by the president to recommend candidates to fill the vacancy.

ARTICLE X

CONFLICT OF INTEREST

Section 1: As Directors of the Society, individuals may not use their position for personal gain or for benefit of friends and family members. To avoid conflict of interest, Directors should disclose any connections with corporations or individuals doing business with the Society. Board members who foresee any potential conflict should withdraw from voting on such matters.

Section 2: Members of the Board of Directors may become privy to confidential information concerning the Society's employees, financial or legal matters. Directors are expected to refrain from disclosing such information. Any information obtained through an individual's Board position should not be used for the purpose of furthering any personal interest or as a means of making any financial gain.

ARTICLE XI

NONDISCRIMINATION

The Society supports the nondiscrimination agreements and warranties required under Connecticut General Statutes 4a-60(a)(1) and 4a-60a(a)(1), as amended in the State of Connecticut Public Act 07-245 and sections 9(a)(1) and 10(a)(1) of public Act 07-142.

ARTICLE XII

AMENDMENTS

These Bylaws may be altered or amended by the affirmative vote of a majority vote of the Board of Directors at any meeting of the Board. The notice of such meeting shall include the proposed amendment to the Bylaws.

ARTICLE XIII

PARLIAMENTARY AUTHORITY

The current edition of the Modern Edition of “Robert’s Rules of Order” is the authority of the Society.

ARTICLE XIV

CORPORATE PROPERTY

Section 1: All property received by the Society, whether by gift, bequest, devise or otherwise, shall be used exclusively to promote, carry on and further the activities, objectives and purposes set forth in the Certificate of Incorporation.

Section 2: On dissolution, all remaining monies and property of the Society shall be distributed to organizations exempt from tax by virtue of Section 501C(3) of the Internal Revenue Code of 1954, or as it may be amended, as the Board of Directors shall determine.