

## **Avery Memorial Association Bylaws**

**As of July 2024**

### **Article I PURPOSES AND GENERAL PROVISIONS**

Section 1. NAME. The name of the Association is The Avery Memorial Association.

Section 2. PURPOSES. The Association is organized, and shall be operated, strictly for charitable, historic preservation, cultural, and educational purposes, of which the Mission Statement shall be to undertake the following:

The objectives of this Association shall be the collection and preservation of objects, documents, memorabilia, buildings, and places which have been connected with members of the family of Captain James Avery of Groton, CT, particularly to maintain the site of the home built about 1656 at Poquonock Plains, which was occupied by descendants of Captain James Avery until destroyed by fire on the twentieth of July 1894, and the memorial monument thereon; also, to provide and preserve such further monumental or other memorials or buildings as may fitly commemorate the distinguished services rendered by the said Captain James Avery or his descendants to the Colony or the State of Connecticut, including the Ebenezer Avery House now located on the grounds of Fort Griswold in Groton; also, to explore the historical background of Connecticut, particularly New London County, and to publish or otherwise make available to the public, including schools, such findings as in any way will further enhance public appreciation and knowledge of the local historical heritage and, finally, to do any and all things which relate directly or indirectly to any of the above exclusive purposes which will advance such purposes.

Section 3. GENERAL.

A.Said Association is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding section of any future Federal tax code).

B.No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes.

C. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall not participate in or intervene in (including the publishing or distribution of statements) any

political campaign on behalf of, or in opposition to, any candidate for public office.

D. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on by an association or corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding section of any future Federal tax code).

E. Upon dissolution of this Association, assets shall be distributed as provided hereafter for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding section of any future Federal tax code, hereinafter "tax-qualified") or shall be distributed to the Federal, State or Local Government for a public purpose.

F. Upon dissolution of the Association, the Directors shall, after paying or making provision for the payment of all liabilities of the Association, dispose of all of the net assets of the Association exclusively to the following in the order of listed precedence, provided the organizations shall be tax-qualified and willing to accept and administer said assets of the Association:

- Groton Bank Historical Association
- New London County Historical Society
- Connecticut Trust for Historical Preservation, a Connecticut state entity

However, such remaining assets may, at the discretion of the Board of Directors, be turned over to the Town of Groton to establish a fund for the care of the Avery Memorial plot and monument and the Avery Morgan Cemetery in that town.

If the assets cannot be disposed to any of the above organizations, the said assets shall be disposed of by a court of competent jurisdiction in the State of Connecticut, exclusively to such organization or organizations selected by said court, which shall thereby then be tax-qualified.

## **Article II MEMBERSHIP**

Section 1. MEMBERSHIP CLASSES. Any interested person shall be eligible for membership. There shall be the following categories of membership:

- Avery Descendant
- Friends of the Association
- Honorary Section

2. AVERY DESCENDANT CLASS. The following shall apply to applications for Avery Descendant membership:

Persons applying for membership in this class shall be descendants or spouses of descendants of the said Captain James Avery who have applied for that class of membership. All applicants for this class of membership shall submit an acceptable statement showing their line of descent, or that of their spouses, from James Avery. Each such application shall be transmitted to the Membership Secretary with the applicable dues. Following review and acceptance of the line of descent statement by the Association Genealogist, the Membership Secretary shall enter the said person on the membership roll of the Association as an Avery Descendant member. Section

3. FRIENDS OF THE ASSOCIATION CLASS. The following shall apply to applications for Friends of the Association membership:

Persons applying for membership in this class shall submit an application to the Membership Secretary in the prescribed form with the applicable dues, containing a statement as to the basis for their interest in becoming an Association member. For purposes of this Section, "persons" may include corporations and educational organizations. The Membership Secretary shall enter the said person on the membership roll of the Association as a "Friends of the Association" member. Section

4. HONORARY CLASS. The following shall apply to the Honorary membership class:

Upon the signed recommendation of one member, seconded by another member, and ratified by a majority vote of the Directors, at a duly authorized regular meeting of the Board, an honorary annual membership can be conferred upon any individual, not a member of the Association, who shall have rendered notable service to the Association or to its purposes as stated in Article I, Section 2. An honorary annual member is entitled to all the privileges of the Association, except those of making motions, voting or holding office.

Section 5. MEMBERSHIP TERM AND STATUS. The term of membership shall be from July 1 through June 30, of each year. The Board shall provide for the notification of the members whose dues are not paid within one year of the expiration date of their membership. Said unpaid members shall be dropped from the Association roster after thirty days from date of written notice. Ninety-Plus Class Upon written request from a member of this Association any member who is at least the age of 90 years and has been a member for at least 5 years will be granted Life Membership in the Avery Memorial Association upon confirmation of age by the Membership Secretary.

Section 6. PRIVILEGES AND VOTING OF MEMBERS. Subject to the provisions and limitations of these by-laws, each member who is in good standing and has dues paid up before the meeting shall be entitled to have access to the Ebenezer Avery House in accordance with the rules and

policies of the Directors, to receive a newsletter to be published at intervals to be determined by the Directors, to participate in the activities and functions of the Association and to cast one (1) vote upon each matter properly coming before any duly held membership meeting of the Association.

Section 7. TERMINATION OF MEMBERSHIP IN GENERAL. The membership in this Association of any member shall terminate and all of his/her rights and privileges as a member shall cease upon: (a) his/ her death; (b) the effective date of his/her resignation; (c) the effective date that any other provision of these By-laws shall cause a membership to be terminated; (d) failure to pay dues in accordance with the By-laws. The obligation of a member to pay any dues, assessments or fines which became payable by him/her prior to the termination of his/her membership shall survive such termination.

### **Article III DUES**

Section 1. DUES. The Association dues currently are as follows:

(a) Avery Descendant Members and Friends of the Association Members shall pay annual dues of \$25 for individuals or an additional \$10 for family households.

(b) Avery Descendant Members and Friends of the Association Members have the option of paying life membership dues of \$500. If such option is exercised, the payment of such dues shall be noted on the membership rolls and such Members shall be designated as lifetime Members and annual dues are not payable.

(c) There shall be no dues for honorary members.

(d) Annual dues and lifetime membership dues (for those members who have not previously qualified for that status) may be modified prospectively for the next membership term by the Board of Directors and announced at the Annual Meeting. The annual dues for each such term shall be paid to the Treasurer of the Association not later than the date of the Association Annual Meeting.

### **Article IV MEETINGS**

Section 1. ANNUAL MEETING. The annual meeting of the Association shall be held in July of each year, at such time and place as the Board of Directors may prescribe, at which time officers shall be elected as necessary and any other business transacted.

Section 2. SPECIAL MEETINGS. Special meetings may be called by the Secretary on the order of the Board of Directors, or upon the written request of any five members.

Section 3. NOTICE. Notice of all meetings shall be mailed to all members at least ten days before such meeting. Notices of special meetings shall include the purpose for which such meeting is called.

Section 4. QUORUM. Nine members of the Association present at any meeting shall constitute a quorum.

Section 5. RATIFICATION. At any meeting of the Association, any action of the Board of Directors, or of any special committee, may be ratified and accepted as the act of the Association by majority vote of the members.

Section 6. VOTING. At all membership meetings, each Member shall be entitled to one (1) vote. Each matter submitted to a vote shall be determined by a majority of the votes cast by the members present in person, unless a greater number of votes is otherwise expressly required by these By-laws or by law. Voting may be viva voce, except that any member may demand a vote by ballot.

#### **Article V DIRECTORS**

Section 1. NUMBER. There shall be nine (9) Directors.

Section 2. BOARD OF DIRECTORS. Each duly elected President, Vice-President, Secretary, Treasurer, Membership Secretary, and four other duly elected qualified persons holding a Directorship shall be a Director and all of such Directors at any given time shall collectively constitute the Board of Directors.

Section 3. QUALIFICATION. No person other than an Active Member of this Association over 18 years of age shall be eligible to serve as a Director.

Section 4. ELECTION OF DIRECTORS OTHER THAN OFFICERS, STAGGERED TERMS. Except as otherwise provided in Section 10 of this Article V, the four Directors elected as such rather than as officers shall be elected in the following manner: at the annual membership meeting at which these by-laws are adopted, there shall be elected by a majority vote of the members present two to serve for a term of three (3) years, one to serve for a term of two years and one to serve for a term of one year, or, in each instance, until his successor has been elected and has qualified. Thereafter, one member shall be elected at each Annual Meeting by a majority vote of the members present to serve for a term of three years.

Section 5. POWER OF BOARD OF DIRECTORS. The real estate and other property, activities and affairs of this Association shall be under the exclusive control of the Board of Directors. The Directors shall in all cases act as a board regularly convened, except if all the Directors severally or collectively consent in writing or electronically or by telephone to any action to be taken by them, such

action shall be as valid a corporate action, as though it had been authorized at a meeting of the Board regularly convened.

Section 6. DIRECTORS' MEETINGS. The Board of Directors shall hold an annual directors' meeting on the same date and at a time determined by the President of the Association. Other meetings of the Board of Directors may be called by the President at any time and shall be called by the President or the Secretary upon the written request of three (3) Directors within five (5) days of receipt of such written request. The notice of any other meeting shall state in general terms the purpose or purposes for which it is called. No business other than that specified in the notice of such other meeting shall be transacted thereat. Any meeting may be held in person at a designated time and place or by electronic or other means of communication as agreed upon by a majority of the Board.

Section 7. NOTICE OF MEETINGS. At least five (5) days oral or written notice of any Directors' meeting shall be given to each Director. At any meeting at which every member of the Board shall be present, or of which all Directors not present have, whether before or after such meeting, waived notice in writing, although held without notice, the giving of notice as above required may be dispensed with and any business may be transacted.

Section 8. QUORUM. At all meetings of the Board of Directors, the presence of a majority of the number of Directors holding office at the time of the meeting shall be necessary to constitute a quorum for the transaction of any business.

Section 9. VOTING. At all meetings of the Board of Directors, each Director shall be entitled to one (1) vote. Each matter submitted to a vote shall be determined by a majority of the votes cast by the Directors present in person, unless a greater number of votes is otherwise required by these By-laws and by law. Voting may be viva voce, except that, any Director present in person may demand a vote by ballot.

Section 10. VACANCIES. Any vacancy in the Board of Directors, caused otherwise than by an increase in the number of Directors, shall be filled for the unexpired portion of the term by the vote of a majority of all the remaining Directors holding office at the time of such vote. Vacancies in the Board caused by an increase in the number of Directorships shall be filled by the vote of the members of this Association at any annual or special membership meeting. Any Director or Directors so elected shall hold office until the next annual membership meeting and thereafter until his successor has been elected and has qualified. The failure of any person, elected to serve as a Director, to accept or assume the duties of such office shall constitute a vacancy.

Section 11. REMOVAL. Any one (1) or more of the Directors may be removed from office for cause by the affirmative vote of two-thirds (2/3) of the members of this Association present at any membership meeting held in accordance with Article IV of these By-laws. Any officer or director may be excused from attendance at a scheduled Board meeting by a majority vote of the members present. Any officer or director who accumulated three unexcused absences from consecutive scheduled Board meetings will be deemed to have resigned from the Board.

#### **Article VI OFFICERS**

Section 1. DESIGNATION. The officers of the Association shall be a President, a Vice-President, a Secretary, a Treasurer, and a Membership Secretary. At the request of the Secretary and/or the Treasurer, the Board of Directors may designate an Assistant Secretary or Assistant Treasurer, respectively to serve for such portion of the requesting officer's term as the Board of Directors shall designate. In addition, as indicated below, the Board of Directors may also appoint a Genealogist and a Historian.

2. ELECTION. All officers shall be elected at the Annual Meeting by a majority vote of the members present and shall serve for two years or until their successors are elected.

Section 3. GENEALOGIST AND HISTORIAN. The Genealogist and the Historian shall be appointed by a majority vote of the Board of Directors at the first meeting of the Board of Directors after the first Annual Meeting following the adoption of these bylaws, and shall serve until a successor is appointed. Nothing in these bylaws precludes an officer or non-officer director from serving simultaneously as genealogist or historian, or both.

#### **Article VII DUTIES OF THE OFFICERS AND OF THE GENEALOGIST AND HISTORIAN**

Section 1. PRESIDENT. The President shall be the executive officer of the Association and shall preside at all meetings of the members and of the Board of Directors. The President shall see that the orders and by-laws of the Association, the Board of Directors and all special committees are fulfilled. The President shall sign, when authorized by the Board of Directors, all mortgages, deeds, bonds and other contracts in the name of the Association, except that the Board of Directors may by resolution designate some other Officer or Director to execute such contracts and agreements. The President shall cause to be called annual and special membership meetings and meetings of the Board of Directors in accordance with these Bylaws.

Section 2. VICE-PRESIDENT. The Vice-President shall assume all duties and exercise the powers of the President during absence or disability of the President. When so acting for or on behalf of the President,

the Vice-President shall have all the powers and be subject to all the responsibilities given to or imposed upon the President by these By-laws. The Vice-President shall also assume such responsibilities of the Office of the Presidency as directed by the President.

Section 3. SECRETARY. The Secretary shall give notice of meetings, shall attend all meetings of the Board of Directors and the Annual Meeting of the Association, and preserve in books of the Association true minutes of the proceedings of all such meetings. The Secretary shall attend to all general correspondence of this Association and such other matters as directed by the President. The Secretary shall present to the Board of Directors all communications addressed to him in his official capacity by any member of this Association. During the absence of the Secretary or his inability to perform his duties or exercise his powers, the same shall be performed and exercised by an Assistant Secretary, if any, otherwise by the Membership Secretary, and when so acting shall have all the powers and be subject to all the responsibilities given to or imposed upon the Secretary by these By-laws or by law.

Section 4. TREASURER. The Treasurer shall have custody of the Association's funds and securities and shall keep full and accurate accounts of receipts and disbursements. The Treasurer shall make payments of all just bills against the Association. The Treasurer shall deposit all moneys and all other valuable effects of the Association in such depositories as may be designated by the Board of Directors. The Treasurer shall, under the direction of the President, sign for the Association any note, check, draft or bill of exchange, warrant or other order for payment of money and pay out and dispose of same and acquire receipt therefor. The Board of Directors may confer such power upon some other Officer or Board of Directors member. The Treasurer shall render an account of all the transactions as Treasurer and of the financial condition of the Association at the request of the Board of Directors and at the Annual Meeting. The Treasurer shall have custody of the seal of the Association and shall affix the same to all instruments as required. He shall maintain correct books of accounts for all transactions and such other books of accounts as the Board of Directors may require. He shall exhibit such books and accounts to the president upon request.

Section 5. MEMBERSHIP SECRETARY. The Membership Secretary shall be responsible for maintaining a complete record of all Active Members (including Members who have paid lifetime dues) of the Association. He shall maintain a complete record of any other class of membership designated by these By-laws or by the Board of Directors. When so requested, he shall report to the annual meeting, as of the last day of each fiscal year, the totals of Active Members of each class, new members, and terminated members. He shall have exclusive authority for establishing, modifying and terminating mailing lists and shall

determine jointly with the President the location and custody of membership lists and of addressograph or computer records thereof.

Section 6. GENEALOGIST. The Genealogist shall assist members or applicants for membership in tracing their lineage from Captain James Avery, and shall certify the accuracy of the information as to their descent from Captain James Avery.

Section 7. HISTORIAN. The Historian shall undertake such research and writing assignments on history of the Avery family as he identifies, in consultation with the President and the Genealogist, as useful contributions to the purposes of the Association described in Article I, Section 2 above.

Section 8. VACANCIES, HOW FILLED. A vacancy in any office shall be filled for the unexpired portion of the term thereof by the Board of Directors, without undue delay, at any meeting of the Board. The failure of any person, elected to serve as an Officer, to accept or assume the duties of such office shall constitute a vacancy.

Section 9. REMOVAL. Any one (1) or more of the Officers may be removed with or without cause by the affirmative vote of two-thirds (2/3) of the number of Directors holding office at the time of such removal.

#### **Article VIII COMMITTEES**

Section 1. APPOINTMENT. The President may appoint a special committee or committees for transaction of any business of the Association, and shall designate the scope of the business assigned to it such committee to serve until that particular business assigned to it by the President shall be effected. Each such Committee shall have and may exercise all the authority provided by the President's action creating each such Committee. The Chairman of each such Committee shall be appointed by the President, and the President and the Chairman shall choose its members. Section

2. NOMINATING COMMITTEE. The President may appoint, prior to each annual membership meeting of the Association, a Nominating Committee consisting of three (3) members of the Association who shall submit at such annual membership meeting the names of candidates decided upon by the Committee for each post as officer and each directorship to be filled at such meeting. Nevertheless, any member entitled to vote at such meeting may make additional nominations from the floor.

Section 3. INVESTMENT COMMITTEE.

(a) There shall be an Investment Committee composed of not less than two (2) and not more than three (3) active members of this Association. The Investment Committee Chairman shall be a member of the Board of Directors. The members of the Committee shall be elected by the Board of Directors and each such member shall serve at the pleasure of the Board of Directors.

(b) The Investment Committee shall have and may exercise all of the powers of the Board of Directors which pertain to the investment of the funds of the Association including, but not limited to, the power and authority to subscribe for, purchase or otherwise acquire, sell, exchange, and otherwise dispose of stocks, bonds, debentures and other securities and to do everything necessary, proper, advisable or convenient for instituting and implementing a program for the investment of funds of the Association. The Investment Committee is specially authorized and empowered to cause funds of the Association and such investments as it may make to be held in bearer form or in the name of a nominee without any indication of corporate ownership. The Investment Committee is also specially authorized and empowered to invest the funds of the Association in shares of any investment trust or common trust funds.

(c) The Chairman of the Investment Committee shall be elected by the Board of Directors and shall have and may exercise, without any other Officer of the Association joining with him, all such powers and authority as may be necessary for carrying out the decisions and recommendations of the Investment Committee, including the power to contract for and consummate, on behalf of the Association, the investment, liquidation and reinvestment of the funds of the Association. The Treasurer shall, upon the instruction of the Chairman of the Investment Committee, draw upon the funds of the Association for the payment of investments approved by the Investment Committee.

Section 4. EXECUTIVE COMMITTEE. The Board of Directors may, by resolution adopted by affirmative vote of Directors holding a majority of the Directorships, elect two or more Directors to constitute an Executive Committee to act when the Board is not in regular session, which shall have the full authority of the Board of Directors except to dispose of real estate or the buildings thereon.

#### **Article IX MISCELLANEOUS**

Section 1. FISCAL YEAR. The fiscal year of the Association shall be from the first day of July of any calendar year to the thirtieth day of June of the following calendar year.

Section 2. RULES OF ORDER. Except as otherwise provided in these By-laws, Roberts Rules of Order shall govern the proceedings of all meetings of this Association and of its constituent parts. Section

3. GENDER AND NUMBER. The masculine singular has been used in these By-laws for convenience but, of course, this usage should be read to include the feminine gender and plural number whenever the circumstances naturally require.

Section 4. CONTRIBUTION DEFINED. The term "contribution" and its derivatives as used in these By-laws shall mean a voluntary donation

of cash or property to the Association and shall not include the payment of any prescribed initiation fees, annual dues or assessment.

Section 5. AUDITS. The Board of Directors may designate a certified public accountant or accountancy firm who shall make an annual examination or audit of all accounts, general and special, of the Association and shall certify to the correctness thereof.

#### **Article X AMENDMENTS**

Section 1. AMENDMENT PROCESS. These bylaws may be altered or repealed, at an Annual Meeting of the members at which a quorum is present by the affirmative vote of a majority of the members present, provided notice of the proposed alteration or repeal is contained in the notice of such meeting.

#### **Article XI RESTRICTION ON ACTIVITIES AND USE OF FUNDS**

Section 1. DISTRIBUTION OF EARNINGS. No part of the net earnings of the Association shall be distributable to its members, Board of Directors, Officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purpose set forth in Article I thereof.

*Revised July 2007 changed 3 places where Corporation should be Association.*

*Revised July 2008 Annual dues \$25 and Life Membership \$500.*

*Revised References to Avery-Morgan Cemetery removed.*

*Revised July 2015 - Number of Board of Directors Revised July 2016 - Ninety-Plus Class 4*

*Revised July 2024 re Officer and Director Definitions, Board attendance Policy, Meeting by Electronic or Other Means*