

THE HISTORICAL SOCIETY OF SHAWANGUNK AND GARDINER

BY-LAWS

FIRST BY-LAWS JUNE 1, 1977

FIFTH REVISION MARCH 2016

Article 1 – Name and Purpose

Section 1 This Society shall be known as the Historical Society of Shawangunk and Gardiner and shall serve the Towns of Shawangunk and Gardiner.

Section 2 The Mission Statement of the Society: In one of the oldest settled townships in the U.S., The Historical Society of Shawangunk & Gardiner preserves historic buildings, stories, records and artifacts. We share them with the community through absorbing and inspiring programs, strengthening a shared understanding of local history.

Article II – Membership and Dues

Section 1 The membership of the Society shall consist of those persons who shall make timely payment of annual dues as provided in Section 5 of this Article and specifically all Terwilligers in America, Inc. members, which shall be deemed a subsidiary of the Society.

Section 2 Anyone is eligible for membership in the Society, but no member under the age of eighteen years shall be eligible to vote.

Section 3 Persons eligible for membership may be received into membership upon making application and upon payment of dues for the current year.

Section 4 A member may be expelled for any cause prejudicial to the best interest of the Society. Such expulsion must be affected by a two-thirds vote of the membership in attendance at a duly called meeting.

Section 5 The annual dues shall be determined at the Annual Meeting and payable in January of each year. The dues shall be \$10 for student membership, \$20 for individual membership, \$30 for family membership, \$50 for business and institutional membership, \$50 for Supporting membership, \$100 for Patron membership, and \$250 for Benefactor membership.

Article III – Government

Section 1 The Officers of the Society shall consist of:

President

Vice-President

Recording Secretary

Corresponding Secretary

Treasurer

Section 2 The general management of the affairs of the Society shall be vested in the Board which shall consist of eleven Trustees.

Section 3 Trustees are assigned to classes. The First Class shall consist of four Trustees; the Second Class shall consist of three Trustees; the Third Class shall consist of four Trustees. Trustees elected shall serve terms of three years.

Section 4 The Board shall meet at least four times per year at such time and place as it shall determine. A majority of the Board shall be necessary to constitute a quorum for transaction of business. Electronic participation may be permitted at the discretion of the Board. In the event of vacancies, a quorum shall consist of half the member-occupied seats plus one. An additional meeting may be called at any time at the request of two Board members on at least a two days' notice.

Article IV – Election of Officers and Trustees

Section 1 The Election Committee will be responsible for managing the election of Trustees. The Election Committee shall be responsible for naming a slate of candidates for the available Trustee Class positions in a regularly scheduled Board meeting. Additional names may be solicited in a timely newsletter or at Membership meetings.

Section 2 The Trustees of the Society shall be elected at the Annual Meeting. Absentee ballots will be available upon request. Each member in good standing will be entitled to one vote for each vacant position.

Section 3 The candidate receiving the majority of votes cast for each position shall be elected. Results of the election of Trustees will be announced at the Annual Meeting and published in the Society newsletter. Trustees shall assume their positions at the Annual Meeting, subsequent to the election.

Section 4 Trustees shall elect all Officers of the Society after the elections at the Annual Meeting, as long as there is a quorum. If not, the Trustees will elect Officers at the next regular Board meeting. Officers elected shall hold office for one year.

Section 5 If a vacancy occurs among the Trustees or Officers, such vacancy shall be appointed for the unexpired term by the Board.

Section 6 Any Trustee who misses three consecutive Board meetings in one year may be removed from the Board.

Section 7 Any Trustee may be removed from office for misrepresentation of the Society, for conduct which impairs the welfare or reputation of the Society, or its members, for violation of these By-Laws, or for violation of any rules or regulations of the Society. Such removal shall be effective upon the approval of a majority of the Board. If the Board plans to vote upon a removal of a Trustee, such Trustee shall be notified in writing and will be provided an opportunity to meet with the Board before a vote is taken.

Article V – Duties of Officers

Section 1 The President shall preside at all meeting of the Board and the membership at large. The President shall not vote in Board meetings except in the case of a tie. The President also shall be designated to cosign all contracts. The President shall appoint chairs of all committees and shall be a member ex-officio of all committees and shall have general powers and duties of supervision and management usually vested in the office of President. The President shall provide an annual report for the membership and the New York State Education Department.

Section 2 The Vice-President, in the absence of the President, shall perform his or her duties and shall perform such other duties as the Board may assign. Additionally, the Vice-President may be designated to co-sign checks.

Section 3 The Recording Secretary shall keep the minutes of all meetings of the Society, and hold all original documents and records of the Society. In the absence of the Recording Secretary at any meeting, the President shall appoint another member to serve as Secretary.

Section 4 The Corresponding Secretary shall handle all correspondence on behalf of the Society. Both the Corresponding Secretary and the Recording Secretary shall perform such other duties as may be required.

Section 5 The Treasurer shall collect membership dues and have charge of all receipts and monies of the Society, deposit same in the name of the Society, and disburse funds as ordered and authorized. He or she shall keep regular accounts of all receipts and disbursements, submit said record when requested, and give an itemized statement of same at regular meeting of the Society. He or she shall co-sign checks with the President or other approved Trustee.

Article VI – Committees

Section 1 The Chair of each Standing Committee shall be appointed annually by the President. Committee members may be Board members or members-at-large. The number of members shall be determined by the Committee Chair, being at least three including the Chair.

Section 2 Elections Committee: During the month of September of each year, the President shall appoint an Elections Committee of three members, whose duty shall be to manage the election of Trustees. The Committee shall be responsible for naming a slate of candidates for the open Trustee positions. See Article 4, Section 1 and 2.

Section 3 Standing Committees: The President shall appoint, within a month after the Annual Meeting, a Chair for the following Standing Committees:

- a. Program/Education and Special Events
- b. Audit and Finance
- c. Membership
- d. Publicity and Communication
- e. Restoration and Maintenance
- f. Publications and Newsletter
- g. Collections and Research
- h. Safety and Security
- i. Election Committee
- j. Terwilliger Family Alliance
- k. Fundraising

Section 4 Ad-Hoc Committees: The President shall have the power to establish any new Committees as deemed necessary.

Section 5 Committee Vacancies: The President shall have the power to fill vacancies in the membership of any committee.

Section 6 Committee Chairs shall be responsible for providing a report to the Board.

Article VII – Meetings

Section 1 Annual Meeting: There shall be an Annual Meeting of the Society during the month of December in each year for the election of Trustees, for receiving annual reports of Officers and Committee Chairs, and for the transaction of other business.

Section 2 Board Meetings: The Board shall meet at least four times each year at such time and place as it shall determine. A majority of the Board shall be necessary to constitute a quorum for the transaction of business. In the event of vacancies, a quorum shall consist of half the member-occupied seats plus one. An Executive Committee, consisting of Officers of the Society, may meet in the interim months, but no fewer than four times each year.

Section 3 Membership Meetings: Membership Meetings shall take place on the first Wednesday of March, April, May, June, September, October, November and December.

Section 4 Special Meetings: Special Meetings of the membership may be called by the President of the Society at any time. Special Meetings also may be called by the President upon written request of a majority of the Trustees, or upon receipt by the President of a written request from 10% of the members in good standing. Written notice of such Special Meeting shall be distributed to the membership one month before the Special Meeting. In the event amendment of these By-Laws is proposed for such Special Meeting, such notice of the Special Meeting shall include the full text of the proposed amendments.

Section 5 Quorum: For meetings of the Board, a quorum shall consist of 6 members. In the event of vacancies, a quorum shall consist of half the member-occupied seats plus one.

Section 6 Notice of Meeting: Trustees shall receive notice of Board Meetings by mail or electronic means at least one week prior to scheduled meetings.

Section 7 Voting: Each member shall be entitled to one vote. Except as otherwise provided by law, all actions, shall be decided by majority vote of the members present.

Section 8 Order of Business: The Order of Business shall be as follows at all meetings of the Society and the Board:

- a. Pledge of Allegiance
- b. Reading of the Minutes by the Recording Secretary
- c. Corresponding Secretary's Report
- d. President's Report
- e. Treasurer's Report
- f. Reports of Committees
- g. Election of Trustees Results (from Annual Meeting-one time only)
- h. Election of Officers Results (from Annual Meeting-one time only)
- i. Old Business
- j. New Business
- k. Adjournment
- l. Program

Article VIII – Conflict of Interest and Contracts

Section 1 Subject to the provisions of the Nonprofit Revitalization Act of 2013, as amended in 2014: No Trustee, Officer, Director or Key Employee, or relative thereof, individually or by virtue of interest in any corporation or other business entity, may have a financial interest, directly or indirectly, in any contract, agreement, transaction or arrangement, awarded by the Society, whether or not a financial interest is at stake. Any potential conflict of interest must be disclosed in writing to the Board of Directors, which shall have discretion in its determination of the existence of a conflict of interest as defined in N-PLC 715-a. The deliberations by the Board must be documented in the minutes of the relevant meetings, and free from coercion by the subject of the inquiry, as defined in N-PCL 715-a(b)(4). Goods and services obtained by contract shall be procured in a manner so as to assure the prudent and economical use of Historical Society monies, so as to facilitate the acquisitions of goods and services of maximum quality at the lowest possible cost under the circumstances, and to guard against favoritism, improvidence, extravagance, fraud and corruption. All contracts signed for work on behalf of the Historical Society shall be subject to the laws of the State of New York and the requirements of the New York State Office of Parks, Recreation and Historic Preservation.

Section 2 Any expenditure or contract for work in excess of \$250 must be approved by the Board.

Section 3 For any expenditure of \$1000 to \$5000 or more, a written Request for Proposal must be issued by the Board for solicitation of bids for the contract. At least three bids, together with resumes, must be submitted by the prospective contractors for review and vote by the Board. In the event that three bids cannot be obtained in good faith, the Board shall document its efforts for the record. The Board shall select the lowest responsible bidder.

Article IX – Amendments

Section 1 These By-Laws may be amended only by a two-thirds vote of the members present at a Membership meeting of the Society, provided the amendments have been presented in writing at the previous membership meeting. No By-Law amendment may be adopted deviating substantially from the language presented in writing at the previous meeting or, in the case of Special Meetings, from the language furnished in the written notice of such meeting. However, minor changes may be made in the text of such amendments and voted on at the same meeting.