

# Bylaws of the Town of Newfane Historical Society, Inc.

PO BOX 115, Newfane, NY 14108

A corporation governed by the Not-For-Profit Corporation Law of New York State

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## ARTICLE ONE: Name and Purpose

**Section One:** The organization shall be known as the Town of Newfane Historical Society, Inc.

**Section Two:** The purpose of this Society shall be to collect, preserve, research, and interpret, for the broadest possible public, material relevant to the history of the Town of Newfane. Notwithstanding any provision of these Articles, this corporation is organized exclusively for charitable, educational, religious, educational, and scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## ARTICLE TWO: Membership

**Section One:** Membership consists of any person, family, business or organization interested in the history of the Town of Newfane, and who applies for membership and tenders the prescribed dues.

**Section Two:** Membership Classifications:

- **Individual:** Annual; available for persons, businesses, and organizations
- **Family:** Annual; eligible for those sharing one (1) residence
- **Lifetime:** Lifetime; eligible only for individuals

**Section Three:** Lifetime membership may be obtained by application and a one-time payment. Lifetime members are entitled to the same rights and privileges as annual members.

**Section Four:** Memberships are not transferable to other persons/ residences.

## ARTICLE THREE: Dues

**Section One:** The membership year shall be January 1 - December 31.

**Section Two:** Dues are due annually on January 1 - with the exception of Lifetime Membership - based on the corresponding membership classification fees. Dues not paid by February 1 will be delinquent, and any members in arrears for more than six months may be dropped from the membership by the Board.

## ARTICLE FOUR: Executive Board

**Section One:** The Officers and Trustees combined shall be known as the Executive Board. Anyone serving on the Board must be 18 years of age or older.

### **Section Two:** Trustees

- The Executive Board shall consist of no fewer than twelve (12) and no more than eighteen (18) Trustees, as determined by the Board. The number may increase or decrease at any time by a majority vote of the Board. Any resolution to decrease the number of Trustees shall not shorten the term of any Trustee currently serving a term.
- Terms
  - Trustees shall serve a term of three (3) years, which begins on January 1 of the year following their election, and ends on December 31 three (3) years after their election.
  - Terms are separated into three (3) sets, each containing an average number of trustees.

### **Section Three:** Officers

- The Officers of the Society shall consist of a President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer.
- The President and Treasurer of the Society shall be bonded.
- Officers shall be a member of the Society in good standing.
- The term of office for Officers shall be for one (1) year. The President shall not hold office for more than two (2) consecutive terms.

### **Section Four:** Elections

- A Nominating Committee shall present a slate of Officers and Trustees at the Executive Board Meeting held one (1) month prior to the Annual General Membership Meeting.
- Voting shall be held at the Annual General Membership Meeting by ballot. However, if there is only one (1) nominee for each position, the Secretary shall cast one (1) ballot for the slate of officers. Those elected will assume office beginning in January.

### **Section Five:** The Executive Board shall oversee all aspects of the Society, including governance, plus:

- be responsible to safeguard and protect property of the Society.
- be responsible for the purchase of supplies and materials as approved by the annual budget.
- keep a running inventory of property.
- be in direct charge of acquisition, construction, insurance, maintenance, and repair of all real property acquired by the Society.
- be responsible for making recommendations for insurance coverage for all museum properties and contents.

### **Section Six:** Board members are expected to attend at least nine (9) Executive Board Meetings annually.

- Board members who cannot attend a meeting should contact an Officer prior to the meeting. If the reason is acceptable to the Board, they will be granted an "Excused Absence" which does not count against attendance.
- An "Unexcused Absence" is the failure to attend a meeting without an excused absence. These count negatively towards attendance records.

**Section Seven:** No board member shall receive, directly or indirectly, salary, compensation or remuneration from the Society except reasonable compensation for services actually performed and reimbursement of expenses necessarily incurred in effecting one or more of the purposes of the Society.

**Section Eight:** A board member may resign at any time by submitting their resignation in writing to the President or a Secretary. Such resignation shall be effective upon receipt unless another date is specified therein.

**Section Nine:** All Board vacancies shall be filled at the next Executive Board Meeting, except for the Office of President which shall be succeeded by the Vice President. No vacancy shall continue for longer than six (6) months. It shall further be the duty of the Board to appoint successors to fill any Trustee or Committee vacancies for unexpired terms.

## ARTICLE FIVE: Duties of the Officers

**Section One:** Executive Board Officers and responsibilities:

- **President:** shall have executive supervision over the activities of the Society within the scope of these bylaws. They shall preside at all Board, General, and Special Meetings of the Society. They shall appoint the members of all Committees and delegates not otherwise provided for by the bylaws. They shall prepare an annual report of the activities of the Society to be filed with the Recording Secretary.
- **Vice President:** shall act as aide to the President in all Society matters, and assume duties of the President in their absence. They shall also assume the role of President due to incapacity or resignation for the remainder of the term.
- **Recording Secretary:** shall keep the minutes of the meetings and distribute them in a timely manner to the Board. They shall also ensure copies of the minutes (digital or paper) are filed in the mansion office.
- **Corresponding Secretary:** shall attend to all the correspondence of the Society.
- **Treasurer:** shall
  - keep full and accurate accounts of all monies received and paid on behalf of the Society.
  - disburse funds by check only; countersigned by the President, or any Officer or Trustee/s the Board designates the responsibility to.
  - prepare a monthly report for the Board.
  - prepare an annual financial statement at the close of the fiscal year together with any financial data required by Government agencies.
  - submit necessary information to a Certified Public Accountant at the close of the fiscal year for an annual audit and preparation of the 990-tax form. The 990-tax form should be received and reviewed by the Board or the President and Treasurer.
  - be responsible for issuing a form 1099 for every contractor which receives a payment over the designated amount by New York State unless they are incorporated. They shall also receive and file the signed documents and report to The Executive Board.
  - be responsible for filing all financial forms and reports with the County, State and Federal agencies and maintaining Society compliance with these agencies.

**Section Two:** In case of a temporary absence of an Officer, the Board may temporarily delegate their powers or duties to another Officer or a Trustee.

**Section Three:** At the close of their terms, all Officers shall turn over all funds, records and receipts to their successors.

## ARTICLE SIX: Committees

**Section One:** Any work completed by the Society may be separated into Committees, which are overseen by the Executive Board. All Committees shall secure the approval of the Board for creation and dissolution, in conjunction with their necessary timelines.

**Section Two:** All Committees are required to have a chairperson overseeing all work, who is required to give reports of action whenever the Board deems necessary. Committees can be made up of members and volunteers, any of whom can serve as a chairperson.

**Section Three:** The Board shall indicate, at any time, whether a Committee should take minutes of its meetings, which are to be submitted to the Board. The President reserves the right to attend Committee meetings, and so should be notified of meetings in advance.

**Section Four:** Committees needing funds must request approval from the Board before incurring expenses on behalf of the Society.

## ARTICLE SEVEN: Meetings

**Section One:** The Society holds the following types of meetings:

1. Executive Board Meetings: shall be held monthly and are open to the general membership.
2. General Membership Meetings: shall be held annually.
3. Committee Meetings: shall be held as needed, under the direction of the chairperson.
4. Special Meetings: may be called by one (1) Officer or any two (2) Trustees. No business other than that specified in the notice of meeting shall be transacted. The meeting must be preceded by at least 24 hours' notice to each board member of the date, time, and place, but not the purpose, of the meeting.

**Section Two:** Quorum is required to make the proceedings of a meeting valid.

1. Quorum for Executive Board and Special Meetings shall be a majority of board members.
2. Quorum for all other meetings shall consist of a majority of the members present.

**Section Three:** Any type of meeting should be in-person whenever possible. Alternative options for attendance are acceptable:

1. Meetings may be held by conference call or video if all participants can simultaneously hear one another.
2. One (1) or more board members may participate in an Executive Board or Special Meeting by means of a phone, or similar communications equipment which allow all persons to hear one another. Participation as such constitutes presence in-person at the meeting.

**Section Four:** Should an issue or urgent matter arise which requires immediate attention and action, it shall be acceptable to take a poll of the majority of the Board.

## ARTICLE EIGHT: Order of Business

1. Call to order and Pledge to the Flag
2. Registration of members present, record of excused absences, and establishment of quorum
3. Introduction of guests present
4. Presentation of minutes of previous meeting
5. Reports of Officers
6. Treasurer's Report
7. Committee Reports
8. Old Business
9. New Business
10. Nominations and elections
11. Adjournment

## ARTICLE NINE: Parliamentary Authority

**Section One:** Routine decision-making at Executive Board meetings shall follow a “consensus” model. *The model in detail:* Someone presents an idea or issue, and the group discusses (including pros and cons). The idea is modified based on input, and if a general consensus emerges, the latest version of the idea is stated to see if everyone agrees, in which case the idea is approved. If anyone dissents, discussion continues until a resolution can pass consensus. Ideas that cannot pass this protocol can be tabled for future discussion, or the Board can resort to following the rules contained in *Robert's Rules of Order*.

**Section Two:** For all complex issues, including but not limited to: disagreements, changes in the Executive Board, voting, finances, work on bylaws, and whenever the Board deems them necessary, the rules contained in *Robert's Rules of Order* shall govern proceedings.

## ARTICLE TEN: Voting

**Section One:** There shall be no absentee balloting or voting by proxy.

**Section Two:** When quorum is in place, the affirmative vote of a majority present is the act of the members, except as required by law or by the Society's articles of incorporation.

**Section Three:** On the occasion that members are unable to make a decision based on a tied number of votes, the President or Treasurer, in order of presence, shall have the power to swing the vote based on their discretion.

**Section Four:** When there is a conflict of interest, involved parties should not participate in voting or decision making.

## ARTICLE ELEVEN: Fiscal Year

The fiscal year shall begin on January 1 and end on December 31.

## ARTICLE TWELVE: Conflict of Interest Policy

The Executive Board adheres to a Conflict-of-Interest Policy, which is listed in the *Policies of the Town of Newfane Historical Society, Inc.*

## ARTICLE THIRTEEN: Indemnification

**Section One:** Board members shall not be personally liable for monetary damages for any actions or omissions authorized to be taken on behalf of the Society, provided the action or omission does not constitute self-dealing, willful misconduct, or recklessness.

**Section Two:** The Society shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, trustee, or employee of the Society, against all expenses and liabilities, including counsel fees, judgments, fines, excise taxes, penalties, and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending, or completed action, suit, or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of, or authorized by, the Society; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of the Board who are not at that time parties to the proceeding.

**Section Three:** Expenses incurred by a person entitled to indemnification may be paid by the Society in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such person to repay the amount advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Society.

**Section Four:** Unless ordered by a court, any indemnification shall be made by the Society only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the person seeking indemnification was conducting activity authorized by the Society or these Bylaws, or required by law. Such determination shall be made by a majority of the Executive Board who were not parties to the action or proceeding; or, if such a majority is not obtainable or, if a majority vote of the board members so directs, by independent legal counsel in a written opinion.

**Section Five:** The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be a board member of the Society and shall ensure to the benefit of the heirs, executors, and administrators of such person.

**Section Six:** This Article shall not be exclusive of any other right which the Society may have to indemnify any person as a matter of law.

**Section Seven:** Amendments. This Article constitutes a contract between the Society and the indemnified officers, trustees, or employees. No amendment or repeal of the provisions of this Article which adversely affects the rights of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

**Section Eight:** If this Article or any part thereof shall be held unenforceable in any respect by a court of law, it shall be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of this Article shall remain fully enforceable. Any payments made pursuant to this Article shall be made only out of funds legally available therefore.

## ARTICLE FOURTEEN: Board Member Reprimand & Removal

**Section One:** In the case of minor issues, an Officer shall have a private conversation with said board member about the Board's concerns, in order to achieve corrective action.

**Section Two:** For issues that cannot be resolved by corrective action, or are serious in nature, the Board can select an Officer to meet with said board member and ask for their resignation.

**Section Three:** Membership and/ or Officership may be terminated by a majority vote of the entire Board, for failure to meet the requirements of membership or for cause. "Cause" shall mean a willful breach of these bylaws; lack of fitness to serve or failure to perform duties; gross negligence; willful misconduct; undermining the purposes of the corporation or its activities; dishonesty in conducting the business of the Society; or conviction of a crime that may bring disrepute upon the Society and its members.

## ARTICLE FIFTEEN: Dissolution of the Society

Upon the dissolution, the assets of the Society will be distributed to one or more organizations exempt pursuant to Section 501(c)(3) of the Internal Revenue Code, or to the Federal Government, or to the state or local government for a public purpose, or would be distributed by a court to another organization, such as another local historical society, to be used in such a manner as the judgment of the court will best accomplish the general purposes for which the Society was organized.

## ARTICLE SIXTEEN: Bylaw Amendments

These Bylaws may be amended or updated at any Executive Board Meeting by a majority vote of the board members present, at a meeting held one (1) month after the amendment has been presented to the Executive Board.

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**Membership Adoption Date:** \_\_\_\_\_

President's Signature: \_\_\_\_\_

Recording Secretary's Signature: \_\_\_\_\_

*These approved Bylaws replace any previous bylaws as of the adoption date.*

Adoption Date: \_\_\_\_\_