

**BYLAWS**  
**OF**  
**THE LANCASTER, NEW YORK HISTORICAL SOCIETY**

**ARTICLE I - CORPORATION**

The name of the Corporation is: The Lancaster, New York Historical Society, hereinafter referred to as the Corporation.

**ARTICLE II - PURPOSE**

To promote interest in and preservation of the history of the Town of Lancaster and recognition of its relationship to and role in the heritage of New York State and Western New York by engaging in such activities as, but not limited to:

- Discovery, collection, and display of the significant materials that illustrate or demonstrate Lancaster's heritage
- Cooperation with other agencies with similar goals
- Dissemination of historical information through programs, lectures, demonstrations, etc;
- Marking historical buildings, sites, trails, etc., and encouraging such activities by other appropriate entities.

**ARTICLE III - MEMBERSHIP AND DUES**

1. Membership in the society shall be open to any person interested in the purposes and principles of the Society.
2. Dues and categories of membership, if any, shall be stipulated by the Board of Directors.
3. Membership dues shall be due and payable by 1 January of each year. Members in arrears more than three months after payment is due shall be dropped from membership.

Any member in good standing shall have voting privileges and may be elected to the Board of Directors. A member in good standing is anyone participating in the Corporation's functions with current dues in order.

## **ARTICLE IV - RESPONSIBILITIES OF VOTING MEMBERS**

1. Support the purpose of the Corporation and the goals set by the Board of Directors
2. Election of a Board of Directors to whom they delegate responsibility for the direction of the Corporation
3. Election of a Nomination Committee
4. Action on matters submitted by the Board of Directors at membership meetings

## **ARTICLE V - MEETINGS OF MEMBERS**

1. Annual Meeting. A meeting of the members of the Corporation shall be held annually at the end of the calendar year to coincide with the Corporation Holiday Party, at a time and place determined by the Board of Directors, for the purpose of electing members of the Board of Directors, the Nominating Committee, receiving an Annual Report from the Board of Directors, and the transaction of other business.
2. Special Membership Meetings. Membership meetings, other than those provided for in #1 above, may be called by the President or Vice President upon direction of the Board of Directors or upon the written request to the President or Secretary of 25 percent of the voting members. Notice of such a meeting shall be given to the membership at least two (2) weeks in advance of the meeting and shall state matters to be considered, and no other business shall be transacted except that specifically designated in the notice.
3. Quorum. At all meetings of the members ten percent (10%) of the members in good standing of the Corporation shall constitute a quorum. The vote of a majority of the eligible voters present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members.
4. Notice of Annual Meeting. Written or printed notices stating the date, place and hour of the meeting shall be delivered at least three (3) weeks before the date of the meeting, either personally or by mail, by or at the direction of the President or the Secretary to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his/her address as it appears in the records of the Corporation, with postage thereon prepaid.

## **ARTICLE VI - NOMINATING COMMITTEE**

1. Number. The Nominating Committee shall consist of three (3) members elected by the Corporation membership; all committee members shall be Corporation members in good standing who are not otherwise members of the Board of

Directors. The President of the Board of Directors shall be an ex-officio member of the nominating committee without the right to vote. Nominating committee members cannot nominate themselves for any position on the Nominating Committee or Board of Directors.

2. Term of Office. The term of office shall be for three (3) years. No one shall be eligible for immediate re-election after the term of office ends. A minimum of one (1) year shall elapse between elected terms.
3. Election. One third of the nominating committee shall be elected annually according to the provisions of Article VII. The chairperson of the nominating committee shall be elected by the committee from its membership.
4. Initial Organization. In order to establish an initial committee, the entire body shall be elected after enactment of this provision as follows:
  - One (1) member for a three-year term.
  - One (1) member for a two-year term.
  - One (1) member for a one-year term.

Elections thereafter shall be in accordance with Article VI, Paragraphs 2 and 3.

5. Absence. If the chairperson determines that a member's absences interfere with the ability of the Committee to function, the chairperson has the authority to declare the position vacant and to notify the Board of Directors of such action.
6. Vacancies. A vacancy occurring on the Nominating Committee shall be filled by appointment by the President of the Board of Directors as approved by the Board of Directors. The appointee shall complete the unexpired term created by the vacancy. Appointment to fill a vacancy does not bar subsequent election to a full term.

## **ARTICLE VII - NOMINATION AND ELECTION PROCEDURES**

1. Nomination. By October 1 of each year, the Nominating Committee shall present to the Board of Directors a ballot including nominees to the Board of Directors and the Nominating Committee. The ballot will include individuals who are committed to the Corporation's purpose and are representative of the community. The Nominating Committee shall actively solicit nominations from the Corporation membership. A choice slate is encouraged, but not mandatory.
2. Election. At the Board of Director's discretion, elections may be conducted at the annual meeting or by mail with the results officially reported at the annual meeting. The Board of Directors shall be responsible for the establishment of balloting methods that shall safeguard the rights of the voting members to a secret ballot and shall provide

assurance that ballots are cast only by voting members. The Board of Directors shall also establish procedures for absentee voting if an election is not conducted by mail.

## **ARTICLE VII - BOARD OF DIRECTORS**

1. Powers and Duties. The board shall control and manage the affairs, funds, and property of the Corporation, and, shall set the policy of the Corporation.
2. Number. The number of directors shall be not less than ten (10) nor more than thirteen (13).
3. Qualifications. Each director shall be at least eighteen years of age, a member of the Corporation in good standing and committed to actively assisting the Corporation in carrying out its purpose and achieving its goals.
4. Election. Members of the Board of Directors shall be elected by the membership from candidates nominated by the Nominating Committee, as provided for in Article VII. One third of the Corporations Board shall be elected annually.
5. Term of Office. The term of office shall be three (3) years. No elected member of the Board of Directors shall serve more than three full terms in succession without a period of one year's absence from office. Term of office shall begin at the first board meeting following election.
6. Vacancies. Any vacancy occurring in the interim between annual elections may be filled by the Board of Directors from nominations made by the Nominating Committee. The persons elected to fill such a vacancy shall complete the unexpired term of said vacancy. She/he shall then be eligible for nomination and election for two succeeding full terms.
7. Removal. Any member of the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the organization will be served thereby. A two-thirds vote of those board members present and voting shall be required for such action.
8. Any duality of interest or possible conflict of interest on the part of any member of the board shall be disclosed to the other directors and made a matter of record.
  - a. Any director having a personal or professional duality of interest or possible conflict of interest on any matter shall not vote or use personal influence on the matter and shall not be counted in determining the quorum for the meeting even where permitted by law.
  - b. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the quorum situation.
  - c. The foregoing requirements shall not prevent the director from briefly stating a position in the matter, nor from answering pertinent questions of other directors.

- d. The term "conflict of interest" shall include any situation in which the director or any member of his/her immediate family has a financial interest in the transaction or a relationship with any other party to the transaction such that the relationship might reasonably be expected to affect his/her judgment in the particular matter in a manner adverse to the Corporation.
9. Contracts with Corporation. No member of the board shall be interested, directly or indirectly, in any contract relating to the operations of the Corporation, nor in any contract for furnishing supplies thereto, unless authorized by the concurring vote of a majority of the entire board not including the vote(s) of the interested board member(s).
10. Compensation. No director of the Corporation shall receive, directly or indirectly, salary, compensation or emolument from the Corporation, except reasonable compensation for services actually performed and reimbursement of expenses necessarily incurred in effecting one or more of the corporate purposes of the Corporation.

## **ARTICLE X - OFFICERS**

1. Designation. The officers of the Corporation shall be a President, a President-elect, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board of Directors may determine.
2. Election and Term of Office. Each officer shall be elected by the board to hold office for a term of one year, and may be re-elected to the same office for additional terms.
3. Compensation. The officers of the Corporation shall serve without compensation.
4. Removal. Any officer elected may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation will be served thereby. A two-thirds vote of those members present at a meeting where there is a quorum shall be required for such action.

## **ARTICLE XI - DUTIES OF OFFICERS**

1. President. The President shall have executive supervision of the Corporation within the scope provided by these bylaws, preside at all meetings, report annually to the membership on the activities and financial status of the Corporation, annually appoint the chairs of all standing and special committees, and represent the Corporation at public functions. The President shall serve as an ex-officio member on all standing and special board committees.
2. President-elect. The President-Elect shall assume the duties of the President in the event of absence, incapacity, or resignation of the President, or as delegated by the President.

3. Vice President. The Vice President shall assume the duties of the president as delegated by the President. The Vice President shall chair the Program Committee.
4. Secretary. The Secretary shall keep the minutes, including records of attendance, of meetings of the membership and of the Board of Directors, maintain a list of members, send notice of meetings and other notices as required by the Bylaws or Board of Directors.
5. Treasurer. The treasurer shall be responsible for the funds of the Corporation, and, maintain financial records. He/she shall make the financial records available to the Board upon request, and, shall promptly return all such records to the board upon leaving office. All monies received by the Treasurer shall be deposited in the name of the Lancaster, New York Historical society with a banking company(ies) designated by the Board of Directors. The Treasurer shall present a financial report at each regular Board meeting. At the close of each fiscal year the Treasurer shall see that the Corporation's financial books are submitted for audit to a qualified auditor chosen by Board of Directors. Also, Treasurer shall prepare a complete financial statement to be presented at the annual membership meetings.

## **ARTICLE XII - PROCEDURES**

1. The rules of Robert's Rules of Order shall govern the proceedings of the Corporation except in such cases as are governed by these bylaws.

## **ARTICLE XII - FISCAL YEAR**

1. The Corporation's fiscal year shall coincide with the calendar year.

## **ARTICLE XIV - COMMITTEES OF THE BOARD**

1. The Board of Directors may designate standing and special committees. Committees thus established shall be chaired by a director appointed by the President. Nonboard members serve on the committees at the discretion of the board.
2. Executive Committee. The Executive Committee shall consist of the officers of the Board of Directors. The President may invite other individuals, who shall serve without vote, as resources for special issues. The Executive Committee may hold meetings in the interim between regular meetings of the Board of Directors on time critical and/or emergency issues, and shall have all the powers of the Board, to address said time critical and/or issues emergency. A majority of the members of the committee shall constitute a quorum. Actions of the Executive Committee must be reported to the Board of Directors at the next regular meeting.

3. At a minimum, the following shall be standing Committees of the Board:
  - Program Committee
  - Membership Committee
  - Finance Committee
  - Fund Raising Committee
  - Scholarship Committee

## **ARTICLE XV - SUBSIDIARY GROUPS**

1. Formation and Operation. Members of the Corporation who have a desire to formally organize a group to focus on and pursue a particular interest within the purview of the Corporation's purpose (e.g., Quilters Guild; Genealogical Society; Antique Study Group, etc.) may petition the Board of Directors for authorization to operate as a subsidiary group of the Corporation. Any authorized subsidiary group shall operate at the discretion of the Board and shall be allowed to utilize Corporation property and other benefits of association with the Corporation (e.g., logo; tax exempt number; etc.) only with approval by the board. The President of the Board shall appoint a director to serve as liaison with a subsidiary group. Each subsidiary group shall elect a representative who shall report on the group's activities as required by the Board of Directors.
2. Finances. Any monies generated by a subsidiary group are finances of the Corporation and therefore subject to the control and direction of the Board of Directors, and to oversight and administration by the Corporation Treasurer. subsidiary groups shall submit budgets for board approval as directed by the board. As part of its budget approval, the board may grant group spending allocations it deems appropriate.
3. Property and Assets. All property and assets acquired or generated by, or otherwise within the possession and control of a subsidiary group is property of the Corporation and shall be turned over to the Board of Directors upon dissolution of the subsidiary group.

## **ARTICLE XVI - INDEMNIFICATION OF DIRECTORS AND OFFICERS**

1. Right of Indemnification. Each director, and officer of the Corporation, whether or not then in office, and any person whose testator or interstate was such a director of officer, shall be indemnified by the Corporation for the defense of, or in connection with, any threatened, pending or completed actions or proceedings and appeals therein, whether civil, criminal, administrative or investigative, in accordance with and to the fullest extent permitted by the Not-For-Profit Corporation Law and the State of New York or other applicable law, as such law now exists it may hereafter be adopted or amended; provided, however, that the Corporation shall provide indemnification in

connection with an action or proceeding (or part thereof) initiated by such a director or officer only if such action or proceeding (or part thereof) was authorized by the Board of Directors.

2. **Advancement of Expenses.** Expenses incurred by a director or officer in connection with any action or proceeding as to which indemnification may be given under Section 1 of this Article XV may be paid by the Corporation in advance of the final disposition of such action or proceeding upon (a) the receipt of an undertaking by or on behalf of such director or officer to repay such advancement in case such director or officer is ultimately found not to be entitled to indemnification as authorized by this Article XV and (b) approval by the Board of Directors acting by a quorum consisting of directors who are not parties to such action or proceeding or, if such a quorum is not obtainable, the approval by the members. To the extent permitted by law, the Board of Directors or, if applicable, the members, shall not be required to find that the director or officer has met the applicable standard of conduct provided by law for indemnification in connection with such action or proceeding before the Corporation makes any advance payment of expenses hereunder.
3. **Availability and Interpretation.** To the extent permitted under applicable laws, the rights of indemnification and to the advancement of expenses provided in this Article XV (a) shall be available with respect to events occurring prior to the adoption of this Article XV, (b) shall continue to exist after any rescission or restrictive amendment of this Article XV with respect to events occurring prior to such rescission or amendment, (c) shall be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding or, at the sole discretion of the director or officer (or, if applicable, at the sole of the testator or intestate of such director or office seeking such rights), on the basis of applicable law in effect at the time such rights are claimed, and (d) shall be in the nature of contract rights that may be enforced in any court of competent jurisdiction as if the Corporation and the director or officer for whom such rights are sought were parties to separate written agreement.
4. **Other Rights.** The rights of indemnification and to the advancement of expenses provided in this Article XV shall not be deemed exclusive of any other rights to which any director or officer of the Corporation or other person may now or hereafter be otherwise entitled, whether contained in the certificate of in Corporation, these bylaws, a resolution of the embers, a resolution of the Board of Directors or an agreement, providing for such indemnification, the creation of such other rights being hereby expressly authorized. Without limiting the generality of the foregoing, the rights of indemnification and to the advancement of expenses provided in this Article XV shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any director or officer of the Corporation or other person in any action or proceeding to have

assessed or allowed in his or her favor, against the Corporation or otherwise, his or her costs and expenses incurred therein or in connection therewith or any part thereof.

5. Severability. If this Article XV or any part hereof shall be held unenforceable in any respect by a court of competent jurisdiction, it shall be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of this Article XV shall remain fully enforceable.

## **ARTICLE XVII - AMENDMENTS**

These bylaws maybe amended by a two thirds affirmative vote of the members present at the annual meeting either in person or by proxy provided that the amendment has been recommended by the Board of Directors and notice of the proposed amendment is given to the members a minimum of four weeks before the annual meeting.

## **ARTICLE XVIII - DISSOLUTION OR REORGANIZATION**

1. Any action to dissolve this organization or to reorganize it in a form which will not qualify for continued membership must be based on a plan for the dissolution of the Corporation and the distribution of its assets, or, a plan for reorganization adopted by the Board of Directors and approved by a two thirds vote of the voting members present at an annual business meeting or special membership meeting after the following requirements have been met:
  - a. The proposal is recommended to the membership by the Board of Directors.
  - b. Written notices of the proposed action is sent to the voting members at least four weeks prior to the meeting at which such action is to be considered.
  - c. The notice of the meeting shall state that the proposed action would be on the agenda for consideration and vote.
2. All assets of the Corporation remaining at the time of dissolution shall be turned over to the Town of Lancaster for use in activities consistent with the Corporation purpose.