

**BY-LAWS. 3.1.22. v.7**  
**Of**  
**CLINTON HISTORICAL SOCIETY, INC.**

(Board members: Note addition of *italicized* text; these points may warrant discussion)

**ARTICLE I**

**NAME**

The corporation shall be known as the Clinton Historical Society, Inc.

**MISSION**

The Clinton Historical Society is committed to preserving the history of Clinton, the Town of Kirkland and its component communities for the future. Our commitment includes the development of educational programs, events, publications and other opportunities for our membership and the public designed to add to the appreciation and understanding of *the rich history of* Clinton and the Town of Kirkland.

**ARTICLE II**

**MEMBERS**

**Section 2.01. Qualifications of members.** Any person who applies for membership and who pays annual dues shall become a member of the Corporation.

**Section 2.02 Terms of membership.** The term of membership shall be for one year beginning April 1 and ending March 31 and may be renewed on an annual basis. Annual dues and membership categories for individual members shall be determined by the Board of Directors, with changes being made by them as deemed necessary. Dues shall be payable in advance, and members in arrears more than three months shall be dropped from membership.

**Section 2.03. Annual Meeting.** The annual meeting of members for the election of Directors and for the transaction of such other proper business as may come before the meeting shall be held at such place within the State of New York and on such date and at such time in each year as shall be fixed from time to time by the Board of Directors and designated in the notice or waiver of notice of the meeting. Written notice of the date, time, and place of the annual meeting shall be sent to each member by personally delivered letter, by first class mail, by facsimile, or by electronic means, *not less than ten nor more than fifty days before the date of the meeting.*

**Section 2.04. Special Meetings.** Special meetings of the members, for any purpose or purposes, may be called at any time by the President, the Secretary, by any five members of the Board, or by a majority of qualified members at the time. Special meetings of members shall be held at such place within the State of New York and on such date and at such time as shall be fixed by the person or persons calling the meeting.

**Section 2.05. Notice of Meetings of Members.** Whenever members are required or permitted to take any action at a meeting, the written notice of the meeting shall state the place, date and hour of the meeting. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called. A copy of the notice of any meeting shall be given to each member, by personally delivered letter, by first class mail, by facsimile, or by electronic means, *not less than ten nor more than fifty days before the date of the meeting*. If mailed, such notice shall be deemed to have been given for such purpose when deposited in the United States mail, with postage thereon prepaid, directed to the member at the member's address as it appears on the Corporation's record of members or at such other address as the member may have filed with the Secretary for such purpose.

When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and at the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting.

**Section 2.06. Waivers of Notice.** Notice of a meeting need not be given to any member who submits a signed waiver of notice of the meeting, in person or by proxy, whether before or after the meeting. Waiver of Notice may be written or electronic. The attendance of any member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by said member.

**Section 2.07. Record date.** The Board of Directors shall fix in advance a record date for the purpose of determining the members entitled to notice of any meeting of members. Such record date shall not be more than fifty nor less than ten days before the date of the meeting

**Section 2.08. Record of Members at Meetings.** A list or record of members entitled to vote, certified by the corporate officer responsible for its preparation, shall be produced at any meeting of members. All persons who appear from such list or record to be members may vote at such meeting.

**Section 2.09. Quorum.** Ten percent of the qualified members at the time, present or represented by proxy at any meeting, shall constitute a quorum for the transaction of any business. When a quorum is initially present, it may not be broken by the subsequent withdrawal of any members.

The members present may adjourn any meeting despite the absence of a quorum.

**Section 2.10. Voting Rights.** Every member shall be entitled at every meeting of members to cast one vote. *Family memberships shall be entitled at every meeting of members to cast two votes.*

**Section 2.11. Proxies.** Every member may authorize another person or persons to act for said member by proxy. Every proxy must be signed by the member or such member's attorney-in-fact. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it.

**Section 2.12. Vote of Members.** Directors shall be elected by a *plurality* of the votes cast at a meeting of members. Whenever any corporate action, other than the election of Directors, is to be taken by vote of the members, it shall, except as otherwise required by the Not-for-Profit Corporation Law, the Certificate of Incorporation or these by-laws, be authorized by a *majority* of the votes cast at a meeting of members.

**Section 2.13. Action Without a Meeting.** Any action required or permitted to be taken at any meeting of members may be taken without a meeting if a written consent thereto setting forth the action so taken is signed by *all of the members*, and such written consent shall be filed with the minutes of the members.

### Article III

#### Board of Directors

**Section 3.01. Management.** The property and affairs of the Corporation shall be managed by its Board of Directors. Each Director shall be at least eighteen years of age, shall be a member of the Corporation, and must be able to participate in activities of the Corporation and attend meetings of the Board.

**Section 3.02. Number of Directors.** The Board of Directors of the Corporation shall have up to twelve (12) directors, each of whom shall be a member of the corporation, four elected each year for terms of three years.

**Section 3.03. Election and Term.** At each annual meeting of members, the members shall elect three directors each to serve for a term of three years or until their successors are elected in place of the three directors whose terms of office then expire. At the same time, members may also elect a director or directors to fill the term of any vacancy or vacancies then existing in the Board of Directors.

**Section 3.04. Vacancies.** Vacancies occurring in the Board for any reason may be filled by vote of a majority of the directors then in office. A director elected to fill a vacancy shall hold office until the next annual meeting, at which the election of directors is in the regular order of business, and until a successor shall have been elected and qualified.

**Section 3.05. Resignation.** Any director may resign from office at any time by delivering a resignation in writing to an officer of the corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified, no acceptance of such resignation shall be necessary to make it effective.

**Section 3.06. Removal of Directors.** Any one or more of the directors may be removed for cause, by vote of two-thirds of the entire Board of Directors.

**Section 3.07. Meetings of the Board.** Meetings of the Board of Directors, annual, regular or special, may be held at any place within the State of New York as may be fixed by the Board from time to time or as shall be specified in the respective notice or waivers of notice thereof. The Board may fix times and places for regular meetings of the Board and no notice of such meetings need be given.

Special meetings of the Board may be called at any time by the President.

Notice of a meeting need not be given to any director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice. A notice or waiver of notice need not specify the purpose of any regular or special meeting of the Board.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment of a meeting of the Board to another time or place shall be given to the directors who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

**Section 3.08. Quorum and Voting.** Unless a greater proportion is required by law, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business or of any specified item of business. Except as otherwise provided by law or by these By-Laws, the vote of a majority of the directors present at a meeting at the time of the vote, if a quorum is present at such time, shall be the act of the Board.

Any one or more members of the Board of Directors or of any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar means allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

**Section 3.09 Written Consent of Directors:** Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting *if all members of the Board* or such committee consent in writing, electronically or by facsimile, to the adoption of a resolution authorizing such action. Each resolution so adopted and the consents thereto by members of the Board or such committee shall be filed with the minutes of the proceedings of the Board or such committee.

**Section 3.10 Committees of the Board.** The Board of Directors, by resolution adopted by a majority of the entire Board, may designate from among its members, and only its members, an Executive Committee and other Committees of the Board, each consisting of *three or more directors* and each of which, to the extent provided in the resolution, shall have all the authority of the Board, except that no such committee shall have authority as to the following matters:

- (1) The submission to members of any action requiring members' approval under the Not-for-Profit Corporation Law.
- (2) The filling of vacancies in the board of directors or any committee;

- (3) The fixing of compensation of the directors for serving on the board or on any committee;
- (4) The amendment or repeal of the by-laws or the adoption of new by-laws;
- (5) The amendment or repeal of any resolution of the board which by its terms shall not be so amendable or repealable;
- (6) The election or removal of officers and directors;
- (7) The approval of a merger or a plan of dissolution;
- (8) The adoption of a resolution recommending to the members action on the sale, lease, exchange or other disposition of all or substantially all the assets of a corporation, and
- (9) The approval of amendments to the certificate of incorporation.

The Board may designate one or more directors as alternate members of the Executive Committee and any other committee of the Board, who may replace any absent member or members at any meeting of such committee. Each committee of the Board shall serve at the pleasure of the Board. The designation of any such committee and the delegation thereto of authority shall not alone relieve any director of the director's duty under law to the Corporation.

*Note: Don't have to have a Finance Committee as a second Committee of the Board, but we are advised to do so given our resources.*

**Section 3.11. Committees of the Corporation.** Committees other than Committees of the Board shall be Committees of the Corporation. Committees of the Corporation are advisory and do not have authority to bind the Board. Members of Committees of the Corporation may be persons who are not directors, shall be appointed by the President with the consent of the Board, and shall report to the Board.

**Section 3.12 Compensation of Directors.** Directors shall not receive compensation for services rendered to the Corporation.

**Section 3.13. Annual Report of Directors.** The Board shall present at the annual meeting of members a report verified by the President and Treasurer or by a majority of the directors, or certified by an independent public or certified public accountant or a firm of such accountants selected by the Board, showing in appropriate detail the following:

- (1) The assets and liabilities, including the trust funds, of the corporation as of the end of a twelve month fiscal period terminating not more than six months prior to said meeting;
- (2) The principal changes in assets and liabilities, including trust funds, during said fiscal period;
- (3) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes during said fiscal period;
- (4) The expenses or disbursements of the corporation, both for general and restricted purposes, during said fiscal period;

(5) The number of members of the corporation as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period, and a statement of the place where the names and places of residence of the current members may be found.

The annual report of directors shall be filed with the records of the corporation and either a copy or an abstract thereof entered in the minutes of the proceedings of the annual meeting of members.

## ARTICLE IV

### OFFICERS, AGENTS, AND EMPLOYEES

**Section 4.01 General Provisions.** The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer, and may include one or more Vice Presidents, one or more Assistant Secretaries and one or more Assistant Treasurers.

**Section 4.02 Term of Office, Vacancies and Removal.** The officers shall be elected by the Board of Directors. The Board may appoint other officers, who shall have such authority and perform such duties as may be prescribed by the Board. Each officer shall hold office until the annual meeting after appointment and until a successor has been elected by the Board.

If an office becomes vacant for any reason, the Board may fill such vacancy. Any officer so appointed or elected shall serve only until such time as the unexpired term of a predecessor shall have expired unless re-elected by the Board. Any officer may be removed by the Board with or without cause. Such removal without cause shall be without prejudice to such person's contract rights, if any, but the appointment of any person as an officer, agent or employee of the Corporation shall not of itself create contract rights.

#### **Section 4.03. Power and Duties of Officers.**

**A. President.** The President shall serve as the chief executive officer of the Corporation. The President shall preside at all meetings of the Board of Directors and, subject to the supervision of the Board, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with policies and directives approved by the Board.

**B. Vice-President.** In the absence of the President or in the event of the incumbent's inability or refusal to act, the Vice-President shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe by standing or special resolution, or as the President may from time to time provide, subject to powers and supervision of the Board.

**C. Secretary.** The Secretary shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board of Directors, shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and, in general, shall perform all duties customary to the office of Secretary.

**D. Treasurer.** The Treasurer shall have the custody of, and be responsible for, all funds and securities of the Corporation. The Treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation and shall deposit all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board, the Treasurer shall render a statement of accounts, shall at all reasonable times exhibit the books and accounts to any officer or director of the Corporation, and shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board, and such other duties as shall from time to time be assigned by the Board. The Treasurer shall, if required by the Board, give such bond or security for the faithful performance of the duties of the office of Treasurer as the Board may require.

**Section 4.04. Agents and Employees.** The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

**Section 4.05. Compensation of Officers, Directors, Agents and Employees.** The Corporation shall not pay any compensation for services rendered to the Corporation, except reimbursement for expenses incurred in the performance of duties to the Corporation, in reasonable amounts as approved by a majority of the entire Board.

The compensation of agents and employees appointed by the Board shall be fixed by the Board, but this power may be delegated to any officer, agent or employee as to persons under that person's direction or control.

## ARTICLE V

### DUTIES AND POWERS OF THE BOARD OF DIRECTORS

**Section 5.01.** The Board of Directors shall have general charge of and management of the affairs, funds, and property of the Corporation. They shall have full power and it shall be their duty to carry out the purposes of the Corporation according to its Certificate of Incorporation and By-Laws; to determine the policy of the Corporation; to vote the expenditure of money as they deem necessary or advisable; to contract for, lease or purchase in the name of the Corporation real or personal property to further its purposes; and to determine where the funds of the Corporation may be invested.

## ARTICLE VI

### MISCELLANEOUS

**Section 6.01 Fiscal Year.** The fiscal year of the Corporation shall begin on April 1 of each year.

**Section 6.02 Checks, Notes, Contracts.** The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, notes, drafts, acceptances, bills of exchange and other orders or obligations for the payment of money; to enter into contracts; or to execute and deliver other documents and instruments.

**Section 6.03 Books and Records.** The Corporation shall keep available (1) correct and complete books and records of accounts, financial statements and audits, (2) minutes of the proceedings of its Board and any committee of the Board, and (3) a current list or record containing the names and addresses of all directors and officers of the Corporation. Any of the books, records and minutes of the Corporation may be retained in written or electronic form.

**Section 6.04 Rules of Order.** During meetings of the Board of Directors and member meetings, all matters of procedure not specified by these Rules shall be governed by the latest edition of Roberts Rules of Order, insofar as such rules of order may be appropriately applied.

**Section 6.05 Amendments of By-Laws.** These By-Laws may be amended by *a majority of* the Board of Directors at any regular or special meeting of the Board or by the members at the time they are entitled to vote on the election of directors.

Current: These By-Laws may be amended only by a two-thirds vote of the members present at a regular, adjourned or special meeting of the corporation provided notice of the purport of the proposed amendment has been stated in the call of the meeting.

On petition of ten percent of the members, the President shall call a special meeting of the members for any purpose and if the purpose of said special meeting is to amend the By-Laws, the notice of the purport of the proposed amendment shall be stated in the call of the meeting. On petition of ten percent of the members, presented at least thirty days before the annual meeting proposing amendment of the By-Laws, the President shall direct the Secretary to include in the call for the annual meeting the purport of petitions' proposed amendment to the By-Laws.

Date of adoption of earlier version: Annual Meeting, April 4, 2011

Revision 2022: