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**The
CONSTITUTION and BYLAWS
of the
YATES COUNTY GENEALOGICAL and HISTORICAL Society
Adopted on July 12, 2011
Revised on -----, 2017**

ARTICLE I

Name

The name of this corporation shall be Yates County Genealogical and Historical Society.

ARTICLE II

Purposes

The purposes of this Society shall be:

- A. To disseminate and encourage a greater knowledge of the history of Yates County, New York and its surrounding area.
- B. To gather, collect, own, hold, preserve, display and make available for study appropriate historical artifacts, books, manuscripts, papers, photographs, and other records and materials having to do with Yates County, New York and with the genealogy of persons and families who live in and around Yates County.
- C. To bring together those people interested in history, encourage public interest in history, sponsor historical meetings, programs and events, sponsor exhibits, and issue publications in any format.
- D. To promote history and original historical research.
- E. To cooperate with state, county and local officials and historical organizations to collect and preserve materials relevant to Yates County and New York State.

ARTICLE III

Membership

Section 1 – Categories of Society membership shall be determined periodically by the Board of Trustees.

Section 2 – Dues for each category of membership shall be determined by the Board of Trustees.

Section 3 – All members in good standing shall be eligible to vote at the meetings of the Society. **A member may be either an “individual member,” comprised of one person, or a “group member,” comprised of an organization or of more than one person. A member, whether an individual member or a group member, shall cast only one vote. A group member shall determine who shall cast its vote; in case of an irreconcilable**

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prepared by the Executive Committee, May 30, 2017
edited by the Board, August 8, 2017*

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disagreement within the group, the members of the Society present shall decide the question. Members may vote in person or by proxy as permitted by law. All officers and trustees shall be elected by a plurality of votes cast ~~by secret ballot~~ at the annual meeting.

Section 4 – The annual meeting of the Society shall be held ~~between November 1 and December 15 of each year~~ **during the last quarter of the calendar year**. Special meetings may be held at the call of the Board. A quorum shall consist of ~~ten~~ **five** percent of the members in good standing or 100 members, whichever is less. Except as provided by law, the Charter, or these Articles, all meetings and business of the Society shall be conducted in accordance with Robert’s Rules of Order.

ARTICLE IV

Board of Trustees

Section 1 – The Board of Trustees shall be elected at the annual meeting and shall be comprised of sixteen persons, who shall be members of the Society, ~~and of whom~~; **they shall include the two ex officio trustees provided for in Section 5 below**. The term of service shall be three years commencing January 1st, following the election. **The officers of the Society shall be chosen from among the Trustees.**

Section 2 – The Board of Trustees shall formulate policies of the Society and the ~~two~~ Museums which it operates; coordinate and oversee the management of the Museums and the Society’s off-site properties; determine the allocation of space for the physical operation of the Museums and the Society; and maintain communication with local government officials and the general public.

Section 3 – The Board will meet monthly on a mutually agreed date or upon call of the President. ~~[Nine members present]~~ **A majority of the whole number of trustees in office** shall constitute a quorum. The President of the Society will be Chairman at all such meetings.

Section 4 – In case a Trustee fails to complete his or her term, the Board shall appoint a successor who shall serve to the end of the vacated term.

Section 5 – The Village of Penn Yan and the **L. Caroline Underwood Historical Museum Trust (hereinafter the “Underwood Trust”)** each shall have an *ex-officio* member on the Board with voting rights.

ARTICLE V

Standing Committees

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Section 1 – All standing committees, except the Executive Committee, shall consist of at least five members of the Society, at least two of whom shall be Trustees. The Executive Director shall be a non-voting *ex-officio* member of all committees, except the Personnel Committee. **Additional committees may be formed by the Board to fill specific functions.**

Section 2 – Buildings and Grounds Committee

The Buildings and Grounds Committee shall oversee and coordinate maintenance of the Society's physical facilities and grounds, in conjunction with the Village of Penn Yan and the ~~L. Caroline~~ Underwood Trust ~~Executive Trustee~~, as owners of ~~the Oliver House Museum and the Underwood Museum~~ **property respectively** ~~their respective properties~~. Responsibilities include the identification of maintenance and improvement issues, the preparation and recommendation to the Board of short and long-term maintenance and property improvement plans and budget, and assisting the Underwood Trust Executive Trustee in plan implementation and the resolution of maintenance issues.

Section 3- Collections and Exhibits Management Committee

The Collections and Exhibits Management Committee, which shall include the Curator as an *ex-officio* member, shall develop and recommend to the Board policies, plans and budget regarding the accession and de-accession of items, oversight of storage facilities, assisting the Curator in the planning and implementation of exhibits and oversight of the collections database. The committee oversees the implementation of the Collection Management Policy.

Section 4 – Education and Programming Committee

The Education and Programming Committee, ~~which shall include the Executive Director as an ex-officio member~~, shall develop, recommend to the Board, and oversee the implementation of a plan and budget for the creation of programs and services that inspire community memory and promote a better understanding of Yates County history. Responsibilities include but are not limited to the development and maintenance of an Interpretive Plan for **both each** museum, sustaining a viable facility for historical and genealogical research, establishing liaisons and joint ventures with schools and other community groups, and assisting the Education Coordinator in the implementation of education programs.

Section 5 – Executive Committee

The Executive Committee shall consist of the four Officers of the Society. This committee shall be chaired by the President and is empowered to act for the Board when time constraints prevent action by the full Board. Minutes of the committee shall be maintained when the committee acts on behalf of the Board, which actions shall be

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reported to the full Board at its next meeting for comment, approval and, if necessary, modification. The Executive Committee shall also undertake such matters as may be referred by the President and/or the Board, recommends program and funding priorities, and recommends amendments to the Society's Bylaws and Strategic Plan. **Unless previously authorized by the Board, the Executive Committee may not authorize the expenditure of more than five thousand dollars (\$5000) until the next meeting of the Board.**

Section 6 – Finance and Development Committee

The Finance and Development Committee, which shall include the Treasurer as an ex-officio member, shall develop and recommend to the Board a "Financial Plan" consisting of financial policies and related procedures; strategies for endowment development, major fund-raising and investments; annual capital and operating budgets for restricted and non-restricted accounts; major modifications to an adopted budget or insurance policies; and designation of banking, investment, insurance and audit providers.

The financial plan shall include a provision for conducting an annual review of Society financial controls and accounting systems according to NYS requirements. It will define the relationship of a staff bookkeeper to the Treasurer and the Executive Director. It will include a provision that all disbursements under \$10,000 drawn against Society funds shall require the signature of the Treasurer, or another officer, and that all disbursements of \$10,000 or more shall require the signature of two officers.

Financial Audit

An annual "internal financial audit" of the organization is required to safeguard the organizations financial resources. An additional, professionally performed financial audit of financial review may also be required.

Section I. ~~Annually the Finance Committee shall annually~~ Board of Trustees shall appoint a committee to perform an internal financial audit of the books and report the findings to the Board of Directors and **to such of the members of the Society as shall so request.** Guidance for the internal financial audit is outlined in the organization's Financial Procedures Manual.

Section II. An additional professionally performed annual financial review, or a full financial audit, may also be required according to the applicable laws of New York State. The New York State Education Law stipulates the requirement based on the organization's current fiscal situation.

Section 7 – Fund-raising Committee

The Fund-raising Committee shall develop, recommend to the Board, and implement a plan and budget for raising funds through special events. Responsibilities include but are

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not limited to research into new and innovative fund-raising projects, coordination of volunteers and others involved in the fund-raising efforts, and the creation of an annual report on the cost effectiveness of individual fund-raisers.

Section 8 – Nominating and Leadership Committee

A. The committee shall nominate, for vote at the annual membership meeting of the Society, a slate of officers for the following year, and Trustees to replace or re-nominate Trustees whose terms have expired, and shall recommend nominees to the Board for their consideration in appointing a successor to a Trustee who fails to complete their term as consistent with ~~Article II Section 5. Article IV Section 4.~~

B. The Committee shall also develop, recommend to the Board, and implement a plan for the recruitment of persons to fill leadership positions in the Society, including committee and Board membership. Responsibilities include but are not limited to adding potential leaders to the Society database and developing a program of orientation and training for Board members through receptions, tours & workshops.

~~Section 9 – Membership, Marketing and Leadership~~ **Membership and Marketing Committee**

The ~~Membership, Marketing and Leadership~~ **Membership and Marketing** Committee is responsible to develop and implement a plan and budget which provides for sustaining and expanding current Society memberships and promoting greater participation in Society programs. Responsibilities include, but are not limited to, planning and implementation of membership drives, identifying and **attracting new customers audiences for the Society's programs and visitors to its museums**, assisting with the design and production of a variety of promotional materials, oversight of the Society's newsletter and web site, promoting Society programs and services through a variety of media outlets, and assuring the maintenance of current and prospective membership records.

Section 10 – The Personnel Committee

The Personnel Committee is responsible for the development, review and implementation of policies related to the hiring, managing, evaluating and dismissing of personnel, including paid staff. Responsibilities include making recommendations to the Board for the periodic update of the "Personnel Policies and Procedures Manual" and the creation or revision of staff job titles, job descriptions, and salary/wage levels. The committee shall also undertake the Board-adopted responsibilities laid out for it in the Manual, conduct annual reviews of employee performance, and recommend salary and cost of living increases as it deems appropriate.

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ARTICLE VI

Officers

Section 1 – The Society shall have a President, Vice President, Treasurer, and Secretary, who shall be members and Trustees of the Society.

Section 2- All officers of the Society shall be elected for a term of one year at the annual meeting of the Society. The term shall commence January 1st following the election and shall end the following Dec 31st, or at such later time as a successor has been elected and qualified.

Section 3 – The President shall preside at all meetings of the Society, serve as an *ex-officio* member of all standing committees, coordinate policy with the Executive Director of the Society, and serve as chairman of the Board of Trustees. With the advice and the consent of the Trustees, the President will appoint members of the standing and ad hoc committees.

Section 4 – The Vice-President shall assume the duties of the President in the absence or incapacity of the President.

Section 5 – The Secretary shall insure the safekeeping of the records of the Society, keep minutes of all meetings, and insure that notices of all meetings are sent, and conduct Board-related correspondence.

Section 6 – The Treasurer shall be the chief fiscal officer of the Society and be bonded. The **responsibility** of the Treasurer ~~are~~ **is** to **insure that the following duties are correctly performed:**

1. Keep detailed accounts of the Society's assets, liabilities, insurances, receipts and disbursements, reconcile monthly financial statements, and oversee the Society's bookkeeping system, in cooperation with the Society's Executive Director.
2. Receive all funds and financial resources paid to the Society and cause such resources to be deposited in the name of the Society in such banks and investments that the Board of Trustees shall designate;
3. Cause all bills and financial liabilities to be paid after such liabilities have been certified and approved for payment by the Executive Director.
4. File required monthly, quarterly and annual federal and state payroll and non-for-profit financial reports; and
5. Prepare and submit monthly budget status reports and detailed quarterly reports to the Board of Trustees, and an annual financial report to the Membership, the Underwood Trust, and others as may be appropriate.

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ARTICLE VII

Distribution of Assets Upon Dissolution

Upon dissolution of the Society, the Trustees shall, after paying or making provision for the payment of all the Society's liabilities, dispose of all the Society's remaining assets to one or more organizations in Yates County qualified under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or to the Federal government, or to a State or local government for a public purpose.

ARTICLE VIII

Amendments

Section 1 – These Articles may be amended by a majority vote of the members in good standing at the annual meeting, or at a special meeting called for that purpose, provided that due notice for the proposed amendment be given in writing to all such members at least ~~four~~ **two** weeks previously.

~~**Section 2** – One or more of these Articles may be suspended by a two-thirds vote of the members present at a meeting provided a quorum is present in person or by proxy.~~

~~**Section 3**~~ **Section 2** – Article V, relating to Standing Committees, may also be amended by a majority vote of the entire Board of Trustees.

~~**Section 4**~~ **Section 3** – All proposed amendments shall be submitted in writing.