




Big Springs Historical Society

**CONSTITUTION
and
BYLAWS**



*Approved: August 8, 2000
Updated: May 9, 2006*

Article I: Name

The name of this not-for-profit corporation is the Big Springs Historical Society. Authorization for the use of this name in sponsorship or in conjunction with any other organization or project must be given in advance by the society's board of trustees.

Article II: Vision and Mission

Section 1. *Vision:* The Big Springs Historical Society is a dynamic, community responsive, educational organization that links history and heritage with contemporary life.

Section 2. *Mission:* The Big Springs Historical Society shall promote an appreciation of local history, heritage and culture. Through the discovery, collection, interpretation and preservation of relevant materials, this society shall seek to convey an understanding of the identity of the Caledonia-Mumford community and its connection to the surrounding area, state, nation and world.

In doing so, the society shall own, operate, and control a museum, which shall function as the headquarters for its activities. The Society shall cooperate and collaborate with other organizations of a similar nature to advance its vision and mission.

Article III: Membership

Section 1. *Members:* Membership in the Big Springs Historical Society shall be open to all persons interested in the history, heritage, and culture of the Caledonia-Mumford community and who wish to support and participate in the activities of the society.

Section 2. *Dues:* Individuals, families, organizations, and businesses paying annual dues in amounts determined by the board of trustees shall become annual members of the society. Annual members may exercise voting privileges at the society's annual meeting or special meetings called for purposes requiring a vote of the membership. Voting privileges are defined as eligibility to vote for officers, trustees, and such other matters provided by statute that are not specifically draft constitution and bylaws relegated to the board by the constitution or bylaws.

Section 3. *Members in Arrears:* Any member in arrears of membership dues may be dropped from the membership of the society. Members in arrears will be notified annually.

Section 4. *Honorary Members:* At the discretion of the board of trustees, persons who have rendered distinguished and valuable services to the society may be made honorary members. Honorary members will not be required to pay dues, but may vote.

Section 5. *Other Categories:* The board in its discretion may create additional categories of membership.

Article IV: Membership Meetings

Section 1. *Annual Meeting:* The annual meeting of the members of the Society shall be held in January, with the President presiding, for the purpose of electing trustees, presenting annual reports, and for transacting such other business as may come before the meeting. Notice thereof shall be sent to each member at least fifteen (15) days prior thereto.

Section 2. *Special Meetings:* Special meetings of the membership may be called by the board of trustees on at least fifteen (15) days' notice. No business may be transacted at a special meeting which is not specified in the notice for the meeting.

Section 3. *Quorum:* Ten percent (10%) of the total number of members entitled to vote or twenty (20) members entitled to vote, whichever is less, shall constitute a quorum.

Article V: Board of Trustees

Section 1. *Number:* The property of the society shall be vested in, and the affairs of the society shall be managed, by the board of trustees consisting of not less than five (5) nor more than twenty-five (25) persons, each of whom shall be a member of the society.

Section 2. *Classes:* The board of trustees shall be divided into three classes having staggered terms of office of three years each.

Section 3. *Term of Office:* At each annual meeting of the members of the society, trustees shall be elected for a term of three (3) years to succeed those trustees whose terms have expired. Each trustee shall be elected to not more than two (2) successive full terms. The term of office of newly-elected trustees shall commence immediately following the meeting at which they were elected.

Section 4: *Reelection:* Trustees who have served terms as set forth above shall not be eligible for reelection for one year after completion of their terms unless a variance by the board has been granted. A variance in regard to term limit may be granted by a consensus vote of the board. Said variance may be granted for a single seat for one year on no more than two occasions. Upon vacancy, the newly elected member will fulfill the remainder of a three year term.

Section 5. *Removal:* A trustee may be removed from the board for cause(s) as defined by the board and by a two-thirds majority vote of the full board.

Section 6. *Vacancy:* In case of any vacancy in the board of trustees, a trustee to fill such a vacancy may be elected at any trustee's meeting by a majority of the board of trustees then in office. Any trustee so elected shall hold office until the annual meeting.

Section 7: *Compensation:* No trustee shall receive compensation in his/her capacity as trustee, but may be reimbursed for travel or other actual expenses necessarily incurred in performing other duties on behalf of the society at the direction of the Board.

Section 8. *Executive Committee:* The executive committee shall consist of the elected officers and such other members of the board as the president may appoint. This committee shall adopt its own rules with respect to procedure and shall meet at such times and places as may be deemed advisable. When the board of trustees is not in session, the executive committee shall have the power and authority of the board, and particularly shall have charge of the activities of the society and shall have direct supervision over its affairs and operations, provided, however, it shall not have any authority the delegation of which is prohibited in Section 712 of the Not-for-Profit Corporation Law and it shall be subject always to supervision and control by the board of trustees.

Section 9. *Honorary Trustees:* The board may recognize lengthy and distinguished service of retiring trustees by electing them to the non-voting position of honorary trustee for life.

Article VI: Board Meetings

Section 1. *Meetings:* The board of trustees shall meet a minimum of four (4) times each year.

Section 2. *Special Meetings:* Special meetings of the board of trustees shall be held at any time fixed by the board of trustees on their own adjournment and as often as they shall be summoned by their president, or in his or her absence, by the next senior officer upon written request of three (3) trustees.

Section 3. *Meeting Notification:* Notice of the regular time and place of every board meeting shall be made known at each meeting. If a board member is absent, notice will be mailed and/or emailed not less than five (5) days before the meeting to the usual address of every Trustee provided that no written waiver of notice has been received.

Section 4. *Quorum:* At all meetings of the trustees, the quorum necessary for the transaction of business shall be the majority of all duly qualified trustees. Unless otherwise expressly specified by law, the charter or these bylaws, the vote of a majority of the trustees at any meeting at which a quorum is present shall constitute the act of the board of trustees.

Article VII: Officers

Section 1. *Enumeration and Election:* The officers of the society shall be a president, a vice-president, a secretary; and a treasurer, all of whom shall be elected from the board of trustees by the society's membership at the annual meeting.

Section 2. *Term of Office:* The officers shall be elected for three-year terms.

Section 3. *Other Offices:* From time to time the trustees may create such other offices as they deem necessary or advisable to conduct the business of the society.

Section 4. *Duties:* The duties of the officers are as follows:

- a. ***President:*** The president shall be the chief executive officer of the society and shall preside at all meetings of the board of trustees and its executive committee. He or she shall appoint all committee chairmen and oversee the appointment of committee members. He or she shall perform other such duties as directed by the board of trustees or required by law. The president shall be an ex-officio member of all committees, except the nominating committee.
- b. ***Vice-President:*** The vice-president shall be vested, with all powers and shall perform all duties of the president in the case of the absence or disability of the president. The vice-president may be asked by the president to take on special assignments to facilitate a special project or the general work of the board. The vice-president shall also serve on the executive committee.
- c. ***Secretary:*** The secretary shall keep a record of the proceedings of the meetings of the board and of the meetings of the membership. He or she shall attend to the issuing of all notices of meetings of the board, and conduct all correspondence of the board, except where otherwise provided. All minutes or copies thereof shall be made available to the officers and trustees within a reasonable time. He or she shall serve on the executive committee. If the secretary is absent from a meeting, a secretary pro tem shall be chosen.

d. *Treasurer*: The treasurer shall oversee the preparation of the annual operating budget with the audit/finance committee and the keeping of accurate records of all monies received and disbursed by the society. He or she shall present a written statement of the society's financial condition, its receipts, expenses and investments, at each meeting of the board of trustees, executive committee, and at the annual meeting of the society. The treasurer shall make disbursements on the approval of the majority of the executive committee, or on resolution of the board of trustees, except for those items approved in the budget.

Section 5. *Vacancy*: If any office shall become vacant by reason of death, resignation or otherwise, a majority of the board of trustees shall elect a successor. Any officer so elected shall hold office until the annual meeting.

Section 6. *Delegation of Duties*: In the event of the absence or disability of any officer of the society, the board of trustees may delegate his or her powers and duties until the next annual meeting to another officer or officers.

Article VIII: Committees

Section 1. *Number and Scope*: The board shall determine the number and scope of standing committees, task forces, and work groups as necessary and useful for the governance of the society and to assure ongoing attention to the timely and appropriate development of the society's policies and programs. The president shall appoint all chairmen and group leaders. The term of each such committee, and all appointments thereto, shall cease with the term of the appointing president.

Section 2. *Reporting*: Committees, task forces, and work groups shall report their proceedings and make recommendations to the board when required.

Section 3. *Standing Committees*: The standing committees of the society shall include, but not be limited to, the following:

- a. Executive Committee: See Article V, Section 7.
- b. Nominating Committee: The nominating committee shall consist of three (3) members of the society, two (2) of whom shall be trustees. The nominating committee members shall be elected each year for a term of one (1) year at the annual meeting of members. At least one (1) new person must be elected to the nominating committee each year. The nominating committee shall submit to the annual meeting of members nominations for vacancies on the board of trustees, and nominations for officers, honorary trustees, and for members of the nominating committee. Names of the nominees and the positions for which each is nominated shall be included in the the notice of the annual meeting. In selecting nominees to the board of trustees, the nominating committee shall give due consideration to the vision and mission of the society and to the annual plan of work before it.
- c. Audit/Finance Committee: The Audit/finance committee shall recommend to the board all policies relating to the handling and disposition of the society's receipts, expenditures, and investments; coordinate the development of the society's annual operating budget along with any special project budgets in conjunction with appropriate committees and the curator; examine and report on all accounts and claims against the society; and review the status of all funds at the close of the fiscal year.
- d. Publicity Committee
- e. Program Committee
- f. Hospitality Committee
- g. Volunteers Committee
- h. Maintenance/Buildings and Grounds Committee
- i. Membership Committee
- j. Strategic Thinking and Planning Committee
- k. Collections Development Committee (formerly the Acquisitions Committee)

Section 4. *Committee Representation*: All committee chairmen shall be members of the board (unless otherwise stipulated above). committee chairmen shall appoint other committee members from the board, the membership of the society, or from the community, as needed.

Article IX: Museum Curator

Section 1. *Curator:* A curator shall be chosen by the board of trustees and shall serve at the direction of the board. Acting upon the authority and control of the president and the board of trustees, the curator shall provide direction for and oversee all aspects of the management of the society's permanent collections, including appropriate record keeping, storage, research, exhibition, and interpretation of the collections within accepted professional standards; the recommendation to the board of acquisitions and deaccessions to and from the permanent collection; all record keeping related to loans (as stipulated in the collections policy) in and out of the museum; and assistance with policy development related to collections.

Section 2. *Attendance at Meetings:* The curator shall be present at all meetings of the board and of the executive committee to report on activities and to offer plans, suggestions and opinions except when his or her personal relations with the board may be under discussion.

Section 3. *Committee Affiliation:* In addition to working closely with the collection development committee, the curator is an ex-officio member of all committees and task forces having impact on the care, preservation, and public access to the society's collections.

Section 4. *Annual Report:* The curator will submit at the annual meeting a report reviewing the collection management activities for the previous year.

Article X: Conflict of Interest

Any possible conflict of interest on the part of a trustee shall be disclosed to the board. When any such interest becomes a matter of board action, such trustee shall not vote or use personal influence on the matter, and shall not be counted in the quorum for a meeting at which board action is to be taken on the interest. The trustee may, however, briefly state a position on the matter, and answer pertinent questions of board members. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met. Each trustee shall file a conflict of interest disclosure statement annually.

Article XI: Financial Matters

Section 1. *Authorization:* No funds of the society shall be invested or expended without authorization of the board of trustees.

Section 2. *Fiscal Year and Audit:* The board shall designate the Society's fiscal year. The board shall direct an annual audit by the audit committee to be made at the close of the fiscal year. The audit report shall be delivered to the board within 90 days of the close of the fiscal year.

Section 3. *Check Signing and Bonding:* The board shall authorize officers to sign checks and shall determine the necessity for bonding of same in appropriate amounts.

Article XII: Corporate Seal

The seal of the Corporation shall have inscribed thereon the name of the corporation and the year of its incorporation and shall be in such form and contain such other words and figures as the board shall determine. The secretary shall be the custodian of the seal.

Article XIII: Amendment to the Constitution and Bylaws

Section 1. *Amendments by Members:* This constitution and bylaws may be amended or repealed in whole or in part by the affirmative vote of a majority of members present and voting at an annual meeting of the members or at any special meeting of the members provided that notice of such meeting contains a statement that amendment of the constitution and bylaws will be proposed thereat.

Section 2. *Amendments by Trustees:* This constitution and bylaws may be amended, altered or repealed, in whole or in part, by the affirmative vote of a majority of the entire board of trustees where such proposed action has been incorporated in the notice of the meeting. Any such amendment of change affecting the mission of the society or the term, number, or powers of the trustees shall be subject to ratification at the next annual meeting of the members of the society, or at a special meeting thereof with notice of such proposed action.

Article XIV: Dissolution

In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501 (c) (3) of the Internal Revenue Code of 1954, or corresponding provision of any future United States Internal Revenue Code, subject to the approval of a Justice of the Supreme Court of the State of New York.