

By-Laws of: The Schenectady County Historical Society

Last amended June 25, 2014

ARTICLE I - MEMBERS

Members of the Society shall be of the categories enumerated in the Dues Schedule. All persons interested in history and in sympathy with the purposes of the Society shall be eligible for membership. Members shall have a voice in the affairs of the Society, the right to vote at Annual and Special meetings, to serve on committees of the Society, and to be elected Trustees of the Society, and shall have all the rights and privileges of membership. Membership in the categories of family through patron shall be deemed to include up to two adult members of a household in accord with the names supplied to the Society on the initial or annual membership renewal form.

Persons who have attained distinguished eminence may be made honorary members of the Society by the Board of Trustees. They shall be exempt from the payment of dues but shall have no voice in the management of the Society.

Dues Schedule

\$25 / yr. – shall become an individual member

\$50 / yr. – shall become family members

\$75 / yr. – shall become donors

\$100 / yr. – shall become sponsors

\$250 / yr. – shall become benefactors

\$500 / yr. – shall become patrons

\$1000 / yr. – shall become a life member

ARTICLE II - BOARD OF TRUSTEES

1. The Board of Trustees shall conduct the business of the Society in a manner consistent with its Constitution and By-Laws. Thirteen members of the Board shall constitute a quorum for the transaction of business. For adoption of resolutions that pertain to the borrowing of money from a source external to the Society or to the sale, purchase, lease, or acceptance of title to real property, or major construction or improvements thereon, those present and voting in the affirmative must constitute a two-thirds majority of the entire Board. All other resolutions require an affirmative vote of a majority of those present.
2. The Board of Trustees shall endeavor to hold monthly meetings and as many other meetings as may be necessary to conduct the affairs of the Society. The first meeting of each year shall be held within thirty (30) days of the annual meeting of the Society.
3. A Trustee who, without excuse conveyed in advance to the President or Secretary, has been absent for three consecutive Board meetings, or who has failed to attend at least half of the

meetings held over a prior span of at least eleven months of service, shall, upon affirmative vote of the Executive Committee, be considered to have resigned, and notice thereof shall be conveyed to the ex-Trustee by the President.

4. The Board of Trustees may appoint such personnel as are deemed necessary for the care, maintenance, and protection of the property of the Society, and the quarters where such property may be housed. The salaries and duties of such employees shall be determined by the Board of Trustees. No employee of the Society shall be a Trustee.

ARTICLE III - ENDOWMENT FUND

The Board of Trustees shall have the power to create endowments, the principal of which shall be invested. Dividends and interest generated by said endowment may be used for Society operations, or at the discretion of the Board, re-invested in the endowment. Capital gain distributions shall be reinvested in the endowment. For purposes of this Article, the endowment shall consist of income-producing financial investments, including stocks, bonds, loans, and managed investments such as mutual funds.

ARTICLE IV - OFFICERS

1. **PRESIDENT:** The President shall be the administrative officer of the Society, with all necessary powers and duties appertaining thereto; shall preside at meetings of the Society and of the Board of Trustees; shall appoint chairpersons and members of Committees of the Board of Trustees and Committees of the Society subject to ratification by the board of trustees within the constraints of later sections of these By-laws; shall be an ex-officio member of all committees to which not explicitly named, and, for all committees, shall name a chairperson who must be a Trustee. The President shall have such other powers as may be so delegated by the Board of Trustees or as may be provided in the Constitution or elsewhere in these By-Laws.
2. **VICE PRESIDENT:** The Vice President shall assume and perform the duties of the President in that officer's absence.
3. **TREASURER:** The Treasurer shall be responsible for all receipts, expenditures, and funds of the Society in accord with generally accepted accounting practices. Reports on the status of income and expense shall be given at each meeting of the Board of Trustees. The Treasurer shall present a full and comprehensive statement of the Society's financial condition including its receipts, expenditures, and assets at each annual meeting. The Treasurer shall expend funds only in accord with an adopted budget or with the approval of the Finance Committee or the Board of Trustees.
4. **ASSISTANT TREASURER:** The Assistant Treasurer shall assist the Treasurer in performing the duties listed above in Section 3, and in the absence of the Treasurer, shall attend meetings of the Board of Trustees and render such reports to the Board at that time as may be required.
5. **SECRETARY:** The Secretary shall preserve accurate minutes of the transactions of the

Society and of the Board of Trustees, such minutes to be filed at Society Headquarters; shall notify persons of their appointment by the Board of Trustees or election by the membership; express the condolences of the Society to members and others when circumstances so warrant; and perform such other duties as may be directed by the Board of Trustees. The Secretary shall assume the duties of the President in the absence of the President and the Vice President.

ARTICLE V – COMMITTEES OF THE BOARD OF TRUSTEES

1. The Finance Committee shall prepare the annual operating budget for presentation to the board of Trustees at the March meeting for their approval. The Committee shall prepare a capital budget thereafter for presentation to the Board of Trustees for their approval. The Committee shall consist of all officers of the Society and such other Trustees as are appointed by the President. When necessary, the Finance Committee may authorize the immediate expenditure of unbudgeted funds in an amount not to exceed \$2500. The Finance Committee shall serve as the Society's Executive Committee and shall be empowered to act on urgent matters that the President deems cannot be held over to the next scheduled meeting of the full Board of Trustees.
2. The Personnel Committee shall maintain a Personnel Handbook, recommend to the Board annual updates thereto, and shall recommend to the President or the Executive Committee or the full Board, as appropriate to the circumstance, actions intended to resolve grievances involving Society personnel. The members of the Personnel Committee shall be Trustees of the Society.
3. The Investment Committee shall consist of four members of the Finance Committee at least three of whom shall constitute a quorum for meetings. The Committee shall monitor the Society's Endowment funds and invest new bequests as received. It shall be responsible for development and updating of an Investment Policy Statement (IPS), which will be the guiding document in the investment decision-making process. When deemed necessary, the Committee shall submit recommendations for revisions to the IPS to the Finance Committee for comment, approval, and submission to the Board of Trustees for ratification. This committee shall also be responsible for execution and implementation of planned giving strategies.

ARTICLE VI – COMMITTEES OF THE SOCIETY

1. The Building and Grounds Committee shall have full charge of the buildings and grounds of Society Headquarters and of any other Society properties whose oversight has not been granted to a different committee of the Society. Such duties shall include the renting or sub-leasing of the whole or portions thereof, and shall arrange for the care and maintenance of the same.

2. The Membership Committee shall endeavor in all ways possible to secure and retain members for the Society.
3. The Program Committee shall arrange suitable programs for the annual and special meetings of the Society as they are held from time to time during the year.
4. The Museum Committee shall have charge of the collections and exhibits of the Society, with the exception of library materials, and shall arrange for their adequate care and display. It shall be responsible for the cataloguing of such collections and shall make recommendations to the Accessions Committee regarding the acceptance or rejection of gifts, loans, or purchase of artifacts.
5. The Accessions Committee shall grant advice and consent to the Curator regarding the acceptance or rejection of gifts, loans, or purchase of artifacts for display at all museums operated by the Society. In staffing the Committee, the President shall appoint at least two members of each committee that serves a Society museum.
6. The Library and Archives Committee shall have supervision of the Society's library and archives and grant advice and consent to the Librarian regarding the acceptance or rejection of any library or archival materials. It shall also supervise the care and acquisition of the Society's archives including maps and photographs, and shall be responsible for cataloguing all archives and photographs and making them available for historical study and research.
7. The Mabee Farm Committee shall be responsible for the planning and execution of all activities pertaining to the Mabee Farm Historic Site and for the care and preservation of its buildings and grounds.
8. The Historic Sites Committee shall authenticate all requests for historical markers, and shall take any necessary steps to encourage identification, marking, and preservation of historic sites and buildings in Schenectady County.
9. The Public Relations Committee shall promote the Society, its activities, and its objects in every way possible. It shall also promote the interests of the Society as an active civic organization and see that it is represented at community and civic functions.
10. The Fund Raising Committee shall be responsible for arranging events and functions to supplement the income of the Society, and to solicit funds to be dedicated to special projects.
11. The Nominating Committee shall present nominations for the slate of officers and Trustees at the annual meeting of the Society. The President shall appoint members to the Committee in accord with the following principles: (a) No officer shall be appointed a member. (b) The committee shall include three Trustees who are not officers, and two representatives of the general membership. (c) The President shall designate one of the three Trustees as chair of the committee. The concurrence of at least four committee members shall be necessary for nomination.

ARTICLE VII - ANNUAL MEETING

The following, except when otherwise ordered by the Society, shall constitute the order of business at the Annual Meeting of the Society:

1. Distribution of the Annual Report.
2. Call to Order
3. Privilege of the Floor
4. Reading of the minutes of the previous annual meeting, and acting thereon.
5. President's report
6. Nominating committee report
7. Call for nominations from the floor
8. Election of Trustees and Officers
9. New business, if any
10. Adjournment

All notices pertaining to the business of the Annual Meeting shall be distributed by hand, email, or by US mail to each member at the address of record in membership files. Notice of such meetings shall also be posted to the Society website.

ARTICLE VIII - MEETING PROCEDURE

Should these By-Laws prove insufficient guidance to address a contentious procedural matter that arises during a regular or special meeting of either the Board of Trustees or of the general membership, the presiding officer shall attempt to resolve the problem through application of Robert's Rules of Order, Revised.

ARTICLE IX - AMENDMENTS

These By-Laws may be amended at any duly constituted meeting of either the Society or its Board of Trustees by a two-thirds vote of the members or Trustees present, respectively. Notice of the proposed amendment must have been mailed to each member or Trustee at least ten days prior to the day upon which the action thereon is to be taken, and a copy thereof posted in the headquarters of the Society.