

Sodus Bay Historical Society
Bylaws
(Amended 12/15/10)

Article I - Name and Type

Section 1. The name of the corporation is Sodus Bay Historical Society ("the Society"), with its office located in the Village of Sodus Point, Wayne County, New York.

Section 2. The Society was incorporated as a not-for-profit educational corporation by the Board of Regents of the State of New York and it was granted an Absolute Charter by the New York State Education Department on July 27, 1979.

Article II - Purposes

The purposes of the Society are to collect, preserve and exhibit records, writings, historical items and artifacts; to preserve and disseminate information in the field of history connected with the Sodus Bay area; to serve the educational and cultural needs of the Sodus Bay area; to support the preservation of historic structures, sites and monuments and to maintain a museum in the historic lighthouse, with an emphasis on local maritime history.

Article III – Board of Trustees

Section 1. The management of the Society shall be vested in the Board of Trustees ("the Board"), which shall consist of the officers of the Society, who shall serve as Trustees during their terms of office, and not less than nine or more than eleven additional members. At least one-third of the latter shall be elected each year at the Annual Meeting for a term of three years, or if the election is for the purpose of filling a vacancy, then the term shall be for the unexpired term of that vacancy. In addition, the board shall include as ex officio members, Supervisor, Town of Sodus; Mayor, Village of Sodus Point; who are not otherwise Board members. Participation as an ex officio member is the choice of the holders of those offices. Ex officio Board members have full rights and privileges of Board membership, including right to vote, if they are also members of the Society. If the ex officio member is not a member of the Society, s/he shall not be counted towards a quorum. If the proposed ex officio member declines, in writing, to sit on the board s/he shall not be counted towards the quorum requirement (is not a recognized member of the Board).

Section 2. No member who has served as a Trustee for two full consecutive terms shall be eligible for re-election until at least one year has elapsed after the expiration of his or her second consecutive full term.

Section 3. If a vacancy occurs on the Board, the vacancy shall be filled by the Board until the next Annual Meeting, at which the vacancy shall be filled for the unexpired term.

Article IV-Meetings

Section 1. The Annual Meeting of the members shall be held during the month of August of each year during which the officers and the Trustees shall be elected, and such other business as may properly come before the meeting shall be transacted. Those present shall constitute a quorum sufficient to conduct Society business.

Section 2. Written notice of all meetings of the members shall be sent to all members in good standing at least seven days prior to the meeting, which notice shall state the date, time and place of the meeting, and if the meeting is to be other than the Annual Meeting, a general statement as to the purpose of the meeting shall be included.

Section 3. A majority of the Board of Trustees shall constitute a quorum. The “Board” is defined as the total of the (then current) Officers, Trustees and Ex Officio members of that Board. (E.g., in the 2003-2004 membership year, the Board consists of 4 officers, 11 trustees and 2 ex officio members for a total of seventeen.) Any act of the Board requires the approval of a majority of the Board and not a majority of those present at any particular meeting of said Board. The Board may act by voting via e mail when it is inadvisable to delay action until the next regularly scheduled Board meeting.

Section 4. The Board shall meet within thirty days after the Annual Meeting to determine the dates and times of its regular meetings.

Section 5. A Trustee who is absent for three consecutive meetings of the Board, unless his or her absence is excused by an officer, shall be deemed to have resigned his or her office without further notice.

Section 6. The meetings of the Board shall operate under Robert’s Rules of Order.

Article V - Membership

Section 1. The membership shall consist of such classifications as are determined by the Board. Each member, regardless of classification, shall have one vote at all membership meetings, which vote may be cast in person or by proxy. Only members in good standing and whose dues have been fully paid shall be entitled to vote.

Section 2. The membership shall be open to any individual, business or organized group interested in the purposes of the Society upon payment of the appropriate amount of dues in the classification requested.

Section 3. The amount of dues for each classification of membership shall be determined from time to time by the Board. Any changes in the amount of dues for the ensuing calendar year shall be announced at the Annual Meeting, and shall become effective on the following January 1.

Section 4. Each member, regardless of classification, shall be entitled to attend and participate in all general meetings and activities of the Society; receive copies of the Society's newsletter and notices of interest to the membership; receive notices of the annual meeting and special activities; view exhibits at the maritime museum; have access to the D. Russell Chamberlain Maritime Library at the museum; and have an opportunity to participate in the preservation of the heritage of the Sodus Bay area.

Section 5. No member shall have any rights or interests in or to the property or assets of the Society. In the event that the Society is liquidated or dissolved or ceases to actively carry on its function, all the remaining property and assets of the Society after necessary expenses thereof shall be distributed to such organizations as are determined by a Justice of the Supreme Court of the State of New York to best accomplish the general purposes for which the Society was formed.

Article VI - Election of Officers and Trustees

Section 1. A slate of officers and trustees for the ensuing year shall be prepared by the Nominating Committee.

Section 2. Additional nominations for any of the positions may be made by any member at the Annual Meeting.

Section 3. The officers and trustees shall be elected by majority vote of the members present at the Annual Meeting and they shall assume office on the day following Labor Day.

Article VII - Officers

Section 1. The officers of the society shall consist of a President, a Vice-President, a Secretary and a Treasurer.

Section 2. The officers shall be elected for a term of one year. Each officer shall be eligible for reelection to the same office as follows: The President, and Vice President may serve no more than three years in a particular office; the Treasurer and Secretary may serve additional one year terms at the discretion of the Board.

Section 3. If a vacancy occurs in any office, the vacancy shall be filled for the unexpired term by a majority vote of the Board.

Section 4. Any officer or trustee may be removed at any time without cause by the affirmative majority vote of the members of the Society present at an Annual Meeting or at a special membership meeting called for that purpose. In the event the officer or trustee is removed, a successor officer or trustee shall be elected for the unexpired term at the same or adjourned meeting of the membership.

Article VIII - Duties of Officers

Section 1. The President shall serve as the chief executive officer of the Society; shall preside at all general meetings of the Society, the Board, and the Executive Committee; shall be entitled to vote on all matters; shall appoint such committees as deemed necessary, and shall be an ex officio member of all such committees; shall insure that all books, reports, and other data are maintained in proper order, may sign Society checks; shall maintain order and enforce all rules and regulations of the Society; and shall execute such legal documents as the Board, these bylaws or statute may require.

Section 2. The Vice-President shall, in the absence of the President, assume the duties of the President; shall assist the President in the performance of his or her duties; and shall assume the office of President in the event the President is unable to fulfill his or her term.

Section 3. The Secretary shall record the minutes of the Board, the Executive Committee and the Annual Meeting; shall provide the Board and the Executive Committee with minutes of such meetings; shall notify the general membership of the Annual Meetings and other meetings of the membership; shall maintain a list of the general membership and of the membership on the Board and committees; and shall be responsible for the general correspondence required by the Society.

Section 4. The Treasurer shall be responsible for the receipt and disbursement of the funds of the Society; shall keep an accurate record of receipts and expenditures; may sign Society checks; shall have the custody of the Society funds and securities; shall keep full and accurate accounts of receipts and disbursements; shall deposit all monies and other documents in the name of and to the credit of the Society in such depositories as may be designated by the Board; shall disburse such funds of the Society as may be ordered by the Board, taking proper vouchers for such disbursements; shall account for his or her fiscal activities and of the financial condition of the Society to the Board at the regular meetings of the Board, to the members at the Annual Meeting, and at other times whenever it may be required; and shall prepare and present an annual budget to the Board for acceptance.

Article IX - Committees

Section 1. The President, with the approval of the Board, shall appoint an Executive Committee which shall consist of the officers of the Society and two other Board members. The committee shall have authority to make

administrative decisions affecting the daily operation of the Society during the period between board meetings at such times when it is deemed unnecessary by the President, in his or her sole judgment, to call a special meeting of the Board.

Section 2. There shall be a Nominating Committee which shall consist of seven members who are members in good standing of the Society, three of whom shall be elected each year by the members of the Society at the Annual Meeting, and one who shall be appointed annually by the President. At least two of the members of the Committee shall be previous or current Board members. Except the member selected by the President, who shall serve for one year, each member of the Committee shall serve for two years and may not be reelected to the Committee until the expiration of one year after that member's term. No officer shall serve on the Nominating Committee or a current board member up for re-election. (The President shall annually appoint the chairperson from the Committee members.) The Committee shall prepare the slate of officers, trustees and Nominating Committee members to present to the membership at the Annual Meeting; and it shall assist the President in finding people to serve on the various committees. **(Art IX.Sect 2. Amendment Submitted 12/10/2010...SBHS Board approved 12/15/2010)**

Section 3. The President, with the approval of the Board, shall appoint a Finance Committee, which shall meet at least twice each year, who shall act as consultants to the Treasurer, and assist him or her as required in preparation of an annual budget, review the year-end financial statement, and guide the fiscal operations of the Society. The committee shall recommend financial policies and procedures to the Board of Trustees when such are required and shall determine policy regarding gifts, grants, investments, and special fund raising where such changes are required or proposed by the Board of Trustees. The Treasurer shall be a member of this Committee and may be its chairman.

Section 4. The President, with the approval of the Board, shall appoint an Advisory Committee which may include the Historians of the Towns of Huron and Sodus, and other residents of the area who have a special interest in the Society and its stated purposes, or whose expertise is valuable in promoting those purposes. Members of the Advisory Committee may be called on to share their knowledge and expertise when required, and they shall be invited to attend the Annual Meeting.

Section 5. The President, with the approval of the Board, shall appoint such other committees, and their chairpersons, as he or she shall determine are appropriate for the proper functioning of the Society. All such committee members shall serve for terms not to exceed one year, except that they may be appointed in subsequent years to succeed themselves.

Section 6. Committee members, other than those who are members of the Executive Committee and the Nominating Committee, may either be members or nonmembers of the Society, however, all committee chairpersons shall be members.

Article X - Fiscal Year

The fiscal year of the Society shall be from January 1 to December 31 of the same year.

Article XI – Indemnification

To the extent permitted and in the manner prescribed by law, the Society shall indemnify any person made, or threatened to be made, a party to any action, suit or proceeding, civil or criminal, b reason of the fact that he or she, his or her testator or intestate is or was a trustee, officer or committee member of the Society or of any other corporation of any type or kind, domestic or foreign, which he or she served in any capacity at the request of the Society, against judgments, fines, amounts paid in settlements and reasonable expenses (which the Society may advance), including attorney's fees actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein. The foregoing right of indemnification shall not be exclusive of any other right to which any such person may be entitled.

The Board, in its discretion, may authorize the Society to indemnify any person other than a trustee, officer or committee member, for expenses incurred or other amounts paid in any civil or criminal action, suit or proceeding to which such person was, or was threatened to be, made a party by reason of the fact that he or she, his or her testator or intestate, is or was an agent of the Society.

Article XII – Amendments

Section 1. These bylaws may be amended by the vote of the Board at any regular meeting, or at special meeting of the Board called for that purpose, provided a quorum of the Board as provided by these bylaws are present; or they may be amended by the majority vote of the members of the Society at any Annual, or special meeting of the members called for that purpose.

Section 2. Any amendment to these bylaws shall become effective on the date as stated in the resolution adopting such amendment.