LOCUST VALLEY HISTORICAL SOCIETY

By-Laws

Article I
Name & Non-Profit Policy

Section 1. Name

This association shall be known as the "Locust Valley Historical Society", hereinafter referred to as the "Society" in this document.

Section 2. Non-Profit Organization

The Society shall be a not-for-profit association, and shall take steps to be granted and maintain official tax exempt status by the Internal Revenue Service pursuant to Section 501c3 of the Internal Revenue Code.

Section 3. Dissolution

In the event of dissolution of the Society, all property and/or funds of the Society of whatever kind, after payment of all indebtedness, shall be donated to another historical society or museum as determined by a majority vote of the Board of Trustees. In no event shall any of the Society's assets be distributed to the officers, members, or employees of the association.

Article II
Purpose or Mission

Section 1. Purpose

The purpose of the Society shall be as follows:

- To collect and study the history of the Locust valley area including the unincorporated Village of Locust Valley and the Villages of Lattingtown, Matinecock, and those portions of Mill Neck, and the Brookvilles as shall be an integral part of the history of Locust Valley.
- To collect, preserve, conserve and maintain books, maps, artefacts, memorabilia, photographs, articles, tangible and intangible cultural heritage and any and all other studies that may enhance the study and exposition of Locust Valley history.
- To organize and sponsor committees of the Society to foster the above including, but not limited to: the study of oral history, archeology, genealogy, the study of official records, gravestones, buildings, deeds, and such other information as shall prove useful in the collection and promotion of the history of Locust Valley.

- To do other acts and things incidental to, connected with, related to, or otherwise promoting the interest of the Society, including cooperation with the Locust Valley Central School District, and other historical societies and museums in furtherance of such purposes.

Article III
Officers

Section 1. Officers

The Society shall be governed by officers including a President, Vice President, Treasurer, Secretary, and such other Vice Presidents and/or Secretaries, and other officers as shall be determined from time to time are desirable. A person may serve in more than one such capacity except that the President and Secretary shall not be the same person.

Officers shall be elected to terms beginning the 1st of January and ending the 31st December, namely:

President – 2 years; Vice-President – 2 years; Treasurer – 2 years; Secretary – 2 years.

Section 2. President

The President shall be the presiding officer of the Board of Trustees with the power and duty to exercise general supervision over the affairs and operations of the Society. He/she shall act as Chair of and preside at all meetings of the Board, and at the annual membership meeting of the Society. He/she may serve on all Standing and other Committees, except the Nominating Committee. The President shall have other powers and duties as may be designated by the Board. The President shall execute any contracts negotiated with and on behalf of the Society.

Section 3. Vice President

At the request of the President or, in his/her absence and/or disability, the Vice President shall perform the duties and exercise the functions of the President. He/she shall have such other duties as may be designated by the President or by the Board.

Section 4. Treasurer

The Treasurer shall have supervision over the financial records of the Society. The Treasurer shall provide the Board of Trustees at each of its regular meetings with a statement of the financial condition of the Society. He/she shall serve as Chair of the Finance Committee and shall have such other powers and duties as may be designated by the Board.

Section 5. Secretary

The Secretary shall be responsible for the keeping of Minutes of all meetings of the Board of Trustees. He/she shall see that all meeting notices (Board of Trustee

meetings and annual membership meeting) are duly given in accordance with the provisions of these By-Laws or as required by law. The Secretary shall be responsible for the custody of the records and of the seal or seals of the Society.

The Secretary shall have such other powers and duties as may be designated by the Board or by the President.

Article IV
Board of Trustees

Section 1. Board of Trustees

The Board of Trustees shall have custody, control and direction of the Society, its collections, property and other assets. The Board shall consist of the officers of the Society, and other Board members who are elected to serve as trustees. The number of officers and trustees constituting the entire Board of Trustees shall be within the range of seven (7) to fifteen (15) members.

The Board is authorized to establish dues, and to accept contributions, donations, books, photographs, and documents, and/or other records and artefacts as it shall deem appropriate.

The Board has the right to loan any such assets to any other non-profit or for-profit organization, or to otherwise use such assets as the Board determines appropriate.

The Board shall have the authority to open a bank account and to designate signators thereof which shall include the President, and such other officer or officers as the Board shall designate.

The Board shall have the authority to do all things not prohibited by law.

Section 2. Election of Officers

The officers of the Society shall be elected at an annual meeting of the membership. Members of the Society in good standing at the time of the meeting may vote for the slate of officer candidates presented at the annual meeting. Any person may be put forward as a candidate for any officer position, and may serve if elected, regardless of whether that person is a member in good standing of the Society. Each officer shall serve until his/her successor is elected, unless his/her position be vacated by resignation, death, removal, or otherwise.

Section 3. Election of Trustees

The trustees of the Society shall be elected by a vote of the entire Board of Trustees present at a regular Board meeting for which notice of such election has been given to the Board members. Any person may be put forward as a candidate for trustee on the Board of Trustees, and may serve if elected, regardless of whether that person is a member in good standing of the Society. Each trustee shall serve until his/her successor is elected, unless his/her position be vacated by resignation, death, removal, or otherwise.

Section 4. Vacancies

In the case of any vacancy in any officer or trustee position on the Board, at any meeting of the Board duly called, a majority of the entire Board present may elect a successor to fill the remainder of the unexpired term.

As directed in Section 1 of Article III, a person may serve in more than one such capacity except that the President and Secretary shall not be the same person.

Section 5. Removal

At any meeting of the Board duly called, any officer or trustee of the Society may, by a vote of two-thirds (2/3) of the entire Board present, be removed from office for cause. The vacancy may be filled as directed in Section 4 above.

Article V
Voting

Section 1. Absentee/In-Person Voting

All votes on any issue undertaken at a Board of Trustees meeting must be by in-person voting, where a quorum exists. Absentee voting is not permitted, except where the Board of Trustees agrees to take action on an issue without a meeting, in accordance with Article VII, Section 5.

Section 2. Vote by Proxy

At the annual membership meeting, voting by proxy will be permitted for the election of officers, and on issues to be decided by the membership, per Article VII, Section 3.

Article VI
Officers & Board Members – Responsibilities

Section 1. Conflicts of Interest

Each officer and trustee of the Society shall disclose in writing to the Board of Trustees any conflict of interest which he/she believes may arise in connection with his/her service as an officer or a trustee of the Society, in accordance with the current Conflict of Interest and Compensation Policy of the Society.

Section 2. Absences/Attendance

If any trustee shall fail to attend three (3) consecutive regular meetings of the Board of Trustees within a calendar year, the Secretary shall notify the officers, who shall meet and review and consider the reasons for the absences as well as the participation of said trustee. The trustee in question shall be notified of said meeting and shall be afforded the opportunity to address the officers.

Section 3. Leave of Absence

If at any time a Board member finds that he/she will be unable to meet the meeting attendance requirements outlined in Section 2 of this Article, due to extenuating

circumstances, said member (officer or trustee) may notify the Board and request a leave of absence for a period not to exceed six (6) months. The President or Vice President shall, at the next regularly scheduled Board meeting, present said request, which may be approved or denied by 2/3 vote of the remaining members of the entire Board.

A Board member who has been granted a leave of absence is not entitled to vote on any issues that come before the Board during such leave of absence. Prior to, or at the end of the six (6) months leave of absence, the member may request reinstatement to his/her position on the Board with full voting rights, or may tender his/her resignation to the Board of Trustees. If the Board member who has been granted a leave of absence fails to contact the Board by the last day of his/her leave of absence period, the member shall be deemed to have resigned from the Board. Any vacancy on the Board of Trustees created as a result of actions described in this section shall be filled in accordance with Section 4 of Article IV above.

Section 4. Indemnification of Officers & Trustees

The Society shall indemnify any person made or threatened to be made a part to any action or proceeding by reason of the fact that such a person, or such person's testator or intestate, is or was a trustee or officer of the Society who served any other corporation of any type or kind, or any partnership, joint venture, trust, employee benefit plan, or other enterprise, association, or entity in any capacity at the request of the Society, in the manner and to the maximum extent permitted by the Not-for-Profit Corporation Law of New York, as amended from time to time, and the Society may, at the discretion of the Board of Trustees, purchase and maintain insurance pursuant to such indemnification and indemnify all other corporate personnel to the extent permitted by law.

Section 5. Financial Reporting

For financial reporting purposes, the Society shall report from January 1 through December 31 of each year.

Receipts and revenues shall be deposited in a bank account opened pursuant to a duly authorized resolution of the Board of the Society. Disbursements shall be made only upon receipt of a duly approved invoice or voucher. All checks shall require the signature of two persons as provided in a duly authorized bank resolution adopted by the Board of the Society. Any two officers of the Society shall be authorized to sign for all accounts. No officer shall be permitted to authorize his/her reimbursement.

Article VII
Meetings & Agenda

Section 1. Board Meetings

Regular Meetings of the Board shall be held at such time as the Board may determine. Special Meetings of the Board shall be held at any time, on call by the

Secretary at the written request of any three (3) members of the Board, or by the President of the Society.

Section 2. Annual Membership Meetings

The Society shall hold an open meeting for all members annually for the purpose of election of officers of the Society whose terms have expired, or have been vacated, approving the annual budget, income statement and other financial matters of the Society, and for any other issues that may require action by the membership. The President, or the Vice President in the President's absence, shall preside at the annual membership meeting.

Section 3. Quorum

At any meeting of the Board a majority of the entire Board of Trustees, not including any member who is on a leave of absence, shall constitute a quorum. Except as otherwise provided by the law or herein, a majority in number of such quorum shall decide any question that may come before the Board. A majority of the Board members present at any regular or special meeting of the Board, although less than a quorum, may adjourn, without notice other than announcement at the meeting. Until a quorum shall be present, any business as proposed shall be held over until the following meeting.

A quorum for the conduct of business at the annual membership meeting shall constitute twenty-five (25) percent of the members in good standing, as defined in Article X, Section 1. Proxies shall be accepted to achieve a quorum at the annual membership meeting.

Section 4. Notice of Meeting

Board Members shall be notified of the time and place of all Board Meetings by email to the extent practicable, and by regular mail on request.

The Society's membership shall be notified of the time and place of the annual membership meeting by email to the extent practicable, and by regular mail on request, at least fourteen (14) days prior to such meeting. The slate of candidates proposed by the Nominating Committee for officers to be elected at the meeting, and any other business requiring the action of the membership, shall be included in the notice.

Section 5. Action Without a Meeting

Any action required or permitted to be taken by the Board of Trustees at a duly held meeting may be taken without a meeting if two-thirds (2/3) of the entire Board of Trustees consent in writing. Upon consent the action may be proposed by email and subsequently adopted by email, so long as a majority of the entire Board has responded in the affirmative. Both the written consent and the written response to the action shall be filed with the minutes of the proceedings of the next meeting of the Board of Trustees.

Section 6. Conduct of Meetings

The agenda or order of business for a meeting of the Board or an open membership meeting shall include the following:

a) Call to Order
b) Roll Call
c) Approval of Minutes
d) Financial Report
e) Reports of Standing Committees
f) Reports of any other Committees
g) Old Business
h) New Business
i) Adjournment

Article VIII
Dues & Donations

Section 1. Dues

The Board of Trustees will determine from time to time an appropriate amount for the annual dues per membership year to meet the obligations and objectives of the Society. The Board may authorize different levels of membership and corresponding dues amounts by resolution. Such dues amount(s) will be noticed to the membership prior to the start of the new membership year. No more than one dues schedule shall be promulgated by the Board for any membership year.

Section 2. Donations

Upon notice to the Society of an incoming donation of any kind (including but not limited to: funds, artefacts, books, maps, etc.) the Treasurer and the Secretary shall prepare the requisite paperwork either accepting or refusing the donation and stipulating, in writing, the reasons for acceptance or refusal to report to the Board and to the donor.

When funds are donated to the Society, they may be established in a separate account from the general account according to the wishes of the donor when practicable or required.

Section 3. Fundraising

The Society may fundraise for general operating expenses as well as for special projects and initiatives. The fundraising activities may be in whatever form or type the Board shall determine from time to time.

Article IX
Standing Committees

Section 1. Audit Committee

There shall be an Audit Committee which shall oversee the accounting and financial reporting process of the Society, and the audit of the Society's financial statements. The Board, with the advice of the Audit Committee, shall retain an independent auditor to conduct the audit as required.

Upon completion of the independent audit, the Audit Committee shall review the audit results and any related reports with the independent auditor. The report of the independent auditor shall be submitted to the Board for approval, and the report shall be filed with the records of the Society.

Section 2. Nominating Committee

There shall be a Nominating Committee which shall recommend persons for election as officers of the Society. The Nominating Committee shall propose a slate of candidates for the officer positions to be elected at the annual membership meeting. The President shall not serve on the Nominating Committee. The Nominating Committee shall transmit the slate of candidates by the approved method (mail and/or email) to the Secretary at least twenty-one (21) days prior to the annual membership meeting.

Alternate nominations for any officer position may be submitted to the Secretary in writing by any three (3) members of the Society in good standing. Alternate candidate nominations must be received not less than twenty-one (21) days prior to the annual membership meeting to allow for the inclusion of the alternate candidates on the ballot.

The Nominating Committee may recommend to the Board of Trustees candidates for any trustee position.

Section 3. Membership Committee

There shall be a Membership Committee whose responsibilities shall include maintaining accurate membership records for the Society, acknowledging receipt of membership dues, and sending renewal notices and other mass mailings. The Committee shall also encourage and promote new membership in the Society.

Section 4. Archive Committee

There shall be an Archive Committee which shall recommend policy for acquisitions to the collections, either by purchase or gift, and shall carry out a continuing review of all acquisition programs. The Committee shall also be responsible to the Board for policies relating to preservation, de-accessioning, and other disposition of the collections.

The Committee shall be responsible for cataloguing all documents, artifacts and collections of the Society, issuing temporary and permanent deeds for donations, and for borrowing artifacts or lending Society possessions and artifacts.

Section 5. Ad Hoc Committees

The President, with the approval of the Board of Trustees, may designate additional committees, each of which shall consist of at least one trustee and may include other persons, who need not be trustees. Each such committee shall have such authority and shall serve for such time as provided in the resolution designating the committee, except that such authority shall not exceed the authority conferred on the Standing Committee by this Article.

Article X
Membership

Section 1. Membership

Membership in the Society is defined to mean all members who have paid in full the dues amount for the current membership year, or who are honorary members specifically exempt from payment; such are therefore considered to be "members in good standing".

Section 2. Membership Year

Society memberships shall run from January 1 through December 31 of each year.

Article XI
Incorporation

By a majority vote of the membership at the annual meeting held in 2019, it was decided to incorporate the Society by charter when practicable; when the Society has done so this Article shall be amended as needed.

Article XII
Amendments

Section 1. Amending the By-Laws

These By-Laws may be adopted, amended, or repealed in whole or in part by the affirmative vote of two-thirds (2/3) of the entire Board of Trustees, provided that at least ten (10) days prior to voting, written notice of the proposed amendment shall be sent to each member of the Board, together with a concise statement of the changes proposed to be made.

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By-Laws recorded:

Adopted 5 May 1983, ***Amended*** **13 December 1984, *Amended* 10 March 1985, *Amended* 8 June 2011, *Amended* 17 August 2011, *Amended* 26 June 2023**