

BY-LAWS
Rome Historical Society
200 Church Street
Rome, New York 13440

Pursuant to the Provisional Charter issued on September 21, 1936, and to the Corporate Charter issued January 21, 1944 by the Board of Regents of the State of New York, the Rome Historical Society adopts the following BY-LAWS this day, January 31, 2017

ARTICLE I

NAME

This organization shall be known as the "Rome Historical Society", hereinafter referred to as the "Society".

ARTICLE II

PURPOSES AND OBJECTIVES

The purposes and objectives of this Society shall be to preserve a proper place in history for the momentous events which have taken place in this vicinity; to promote suitable memorials thereto; to maintain and operate one or more museums and sites in the interest of history, science, and art; to disseminate knowledge of local history; to conduct educational programs and encourage general participation therein; to record the growth and history of the city, and in general, to do all things usually done by historical societies.

ARTICLE III

MEMBERSHIP AND DUES

(a) Membership in the Society shall be open to any person regardless of sex, race, creed, color, or national origin who is interested in its purposes and objectives who shall subscribe to these BY-LAWS and pay the specified dues.

The Society shall provide applications for all wishing to become members and shall issue appropriate membership cards to those who pay the dues of the Society.

(b) Members shall pay to the Society such dues as the Board of Trustees shall establish.

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ARTICLE IV

TRUSTEES

(a) The management of the affairs of the Society shall be vested in a Board of Trustees with power and authority to promote the purposes and objectives for which it was organized.

The Board of Trustees shall consist of a minimum of five and a maximum of fifteen Trustees who shall serve for three year terms. Trustees shall be grouped in three classes of equal number, if possible, with the term of one class expiring at the end of each calendar year.

The Trustees shall be elected at an annual meeting as hereinafter provided, with terms to begin at the start of the calendar year.

To be eligible to serve as a Trustee, an individual must have been a member of the Society for at least one year.

Vacancies on the Board occurring other than by expiration of the term shall be filled by the Board of Trustees until the next annual meeting, at which time Trustees shall be elected to fill any unexpired terms.

Other than reimbursement for expenses, no Trustee shall receive any compensation for their services.

(b) The Board of Trustees shall enact such rules as may be expedient for the government of the Society and its properties, consistent with the law and these BY-LAWS.

The Trustees shall hold regular meetings in the month of January, and a minimum of at least four other meetings during the year, provided at least one regular meeting shall be held during each quarter of the calendar.

No less than fifty percent of the occupied Trustee seats shall constitute a Quorum at any such meeting.

Trustees shall not be eligible to vote on any matters in which they have any financial or other involvement.

Trustees have a legal responsibility, and so are expected to participate through attendance at meetings and work on committees.

When a Trustee has been inactive for a period of four months, a written inquiry shall be made to determine the individual's interest and willingness to continue to serve. If no satisfactory response is received within one month, the position shall be declared vacant by Board action.

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ARTICLE IV

TRUSTEES

(c) A special meeting of the Board of Trustees may be convened at any time at the request of the President or upon written request of ~~five~~ *three* members of the Board addressed to the Secretary, and upon such order being issued, or written request being made, it shall be the duty of the Secretary to call such a meeting, provided that a one day notice of the time, and the object of the meeting shall have been given to each member of said Board; and also provided that no business, except that designated in such a call or notice, shall be acted on.

(d) The Board of Trustees shall have the responsibility for the appointment of the Executive Director.

The Executive Director shall have the authority to appoint or dismiss full-time and part-time employees as the business of the Society shall warrant, subject to ratification by majority of the Board. Acting in the absence of the Executive Director the Board President shall assume such authority.

The President shall supervise the Executive Director or any Co-Directors. This function shall not be delegated below the level of Vice President.

(e) The Board of Trustees shall direct supervision of the Treasurer with the assistance of the Finance Committee, if necessary.

(f) A Trustee who has been elected to the Board for two consecutive terms shall not be nominated for another term until at least one year has elapsed between the end of their last term and the beginning of the term for which they are nominated.

ARTICLE V

OFFICERS

(a) The Officers of the Society shall consist of the President, Vice President, Treasurer, and a Secretary who shall be elected by the Board of Trustees.

To be eligible to serve as an Officer, an individual must have been a Trustee for a minimum of one year. Beginning on September 1, 2017, an individual must have been a Trustee for a minimum of two years.

All Officers shall hold office for a term of one year, or until their successors have been elected. Any Officer may be re-elected and serve for three consecutive terms. After serving for three consecutive years, one year must elapse before an Officer may be nominated for the same office.

(b) The official term of all elective Officers shall begin on the first day of January. In case of a vacancy occurring among the Officers due to death, resignation or any other reason, it shall be in the power of the Board of Trustees to fill such vacancy for the remainder of the official term.

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ARTICLE VI

DUTIES OF OFFICERS

PRESIDENT

(a) The President shall be responsible for the general affairs of the Society. The President shall preside at all meetings of the Society and the Board of Trustees and shall be a member ex-officio of all committees. The President shall have the power to vote at such meetings for the purpose of breaking a tie. The President shall at the Annual Meeting and such times as may be proper, report to the Society, or to the Board of Trustees, the affairs and condition of the Society, and make suggestions that may promote the welfare and increase the usefulness of the Society.

VICE PRESIDENT

(b) In the absence of the President, the Vice President shall have the power to perform all the duties of the President, and in case of absence of both the President and Vice President, the Board of Trustees shall designate one of their number President Pro Tem.

SECRETARY

(c) The Secretary shall act with the Executive Director and the President to be responsible for the minutes of the meetings of the Board of Trustees and of the membership; give and serve all notices of all meetings of the Society; be custodian of records and of the seal of the Society and affix the latter to such instruments and documents as may be authorized by the Board of Trustees, and committees of the Society; keep a complete list of names and addresses of all members of the Society, and do and perform all other duties incident to the Office of Secretary. The records in the custody of the Secretary shall be at all times open for examination by the Board of Trustees.

TREASURER

(d) The Treasurer shall act with the Executive Director and the President to maintain bank accounts and keep accurate records of income, capital gains, deposits, withdrawals and the source and uses of same; make deposits in institutions chosen by the Board of Trustees; keep books of account at the office for all business transactions; render periodic statements as required by the Board of Trustees and exhibit the books to any member or Trustee on demand, The Treasurer shall perform all other duties incident to the Office of Treasurer.

(e) No Officer shall receive any compensation, in money, or property, or other recompense for services. No Officer shall accept or do anything that has the appearance of a conflict of interest. See Appendix A Conflict of Interest Policy.

(f) Selected duties of the Secretary and the Treasurer may be performed by employees of the Society

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(g) under the supervision, direction, control and authority of the respective Officers. The Board of Trustees may also contract with private individuals or firms to assist in functions of the office of Treasurer.

ARTICLE VII

COMMITTEES

EXECUTIVE COMMITTEE

(a) The Executive Committee shall consist of the four Officers. A majority of the Executive Committee shall constitute a quorum. The Executive Committee shall meet as the President shall deem advisable. The chief purpose of meetings of the Executive Committee shall be to prepare and organize an agenda for the Board of Trustees meeting. The minutes of such meetings, and the agenda, shall be distributed to the Trustees at least three days before the Board meeting. Other items may be added to the agenda at the time of the meeting by any Trustee. The Executive Committee shall have the power to take emergency action the Board would reasonably take if a Board meeting could be held. Any such action taken by the Executive Committee shall be reported to the Board at its next regular meeting and shall be subject to ratification by the Board.

STANDING COMMITTEES

(b) No later than February 1, there shall be appointed each year by the President, such Standing Committees, as may be necessary to conduct the business of the Society. A majority of each Committee shall constitute a quorum.

Standing Committees shall include:

- Collections
- Facilities
- Governance & Board Development
- Finance
- Outreach & Fundraising.

Standing Committees shall be comprised of Trustees. With the exception of the Collections Committee and at the discretion of the President, other Society members may serve on Standing Committees.

The President shall also have the authority to appoint other Committees as shall be necessary to conduct Society business. Such Committees shall be chaired by Trustees and may include Society members.

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ARTICLE VII

COMMITTEES

COLLECTIONS COMMITTEE

(c) The Collections Committee shall consist of at least three Trustees and shall have the following responsibilities:

1. Annually review the Society's Collection Policy for the purpose of recommending needed policy adjustments to the Board.
2. Report, as necessary, collection accessions to the Board.
3. Review all requests for collection deaccessions and submit written recommendations to the Board.

FINANCE COMMITTEE

(d) The Finance Committee shall consist of at least three Trustees including the Treasurer, and have the following responsibilities:

1. Reporting directly to the Board of Trustees, oversee and recommend disciplines for all financial activities of the Society, including bookkeeping, accounting, investments, budget preparation, financial reporting and the hiring of financial consultants.
2. Monitor activities of the Treasurer on behalf of the Board of Trustees.
3. Set up proper controls for the security of Society financial assets and establish and maintain a routine for auditing the Society's books.
4. Establish and publish a calendar of required periodic reports and payments.
5. Provide quarterly statements of the condition of the Society's assets and other reports as required to the Board of Trustees.
6. Recommend to the Board of Trustees goals and strategies for investment of the Society's financial assets.

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COMMITTEE REPORTS

(e) When directed by the President, the actions or recommendations of the Committees shall be presented to the Board of Trustees. The actions of both Standing and any Special Committees shall be subject to ratification by the Board of Trustees.

COMMITTEE RESPONSIBILITIES

(f) It shall be the duty of all Committees to perform the tasks assigned them by the President and to report to the Board from time to time. No Committee shall have the power to bind the Society. Minutes, written reports and copies of correspondence shall be furnished to the President, Secretary and the Executive Director.

ARTICLE
VIII

ANNUAL MEETING AND
ELECTIONS

(a) The Annual Meeting of the Society shall be held at such time and particular date as may be fixed by the Board of Trustees. Notice of the time and place of the Annual Meeting shall be given in writing to each member of the Society at least seven days prior thereto.

(b) The purpose of the Annual Meeting of the Society shall be to

1. Report to Society membership such information as determined by the President and the Executive Director.
2. Elect Trustees to open or expiring seats on the Board of Trustees

(c) In addition to the Annual Meeting of the Society, other Membership Meetings shall be held whenever called by the President, or whenever requested in writing by any Twenty-five members of the Society. Notice of such meeting shall be given in the same manner as notice of the Annual Meeting if official business is to be transacted, and no official business is to be transacted unless the specific nature thereof is set forth in the notice.

(d) Prior to the Annual Meeting the President shall appoint a committee for the purpose of securing nominations to open or expiring seats on the Board of Trustees. At the Annual Meeting, any two members may make a nomination from the floor. From the nominees, Trustees shall be elected by majority vote of members in good standing, present in person at the time of the voting.

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ARTICLE IX

FISCAL YEAR

The Fiscal Year of the Society shall be the Calendar Year.

ARTICLE X

LIABILITY

No Officer, Committee or Member of the Society shall contract or incur any debt on behalf of the Society, or in any way render it liable, except in conformance with Board Purchasing Policies and Procedures. Sole power to bind the Society shall rest with the President, as authorized by the Board of Trustees.

ARTICLE XI

ORDER OF BUSINESS

(a) In all instances involving questions of Parliamentary Law not provided by the Constitution or BY-LAWS, Roberts Rules of Order, shall be accepted as guidance, and a Committee of the Whole shall be formed to resolve the issue

ARTICLE XII

AMENDMENTS

The BY-LAWS may be amended by affirmative vote of two-thirds of the Members voting at any meeting of the Society. Written notice of the amendment shall be given to each Member at least seven days before the meeting at which such amendment is to be considered.

ARTICLE XIII

DISSOLUTION

In the event of the dissolution of the Rome Historical Society, all assets will be used exclusively for exempt purposes.

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**Appendix A
Conflict of Interest**

Article I

Purpose

The purpose of the conflict of interest policy is to protect the Rome Historical Society's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or the director of the Society or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

(1) Interested Person

Any trustee, officer, or member of a committee with Board of Trustees delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

(2) Financial Interest

A person has financial interest if the person has, directly or indirectly, through business investment, or family:

- A. An ownership or investment interest in any entity with which the Rome Historical Society has a transaction or arrangement,
- B. A compensation arrangement with the Rome Historical Society or with any entity or individual with which the Rome Historical Society has a transaction or arrangement, or
- C. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Rome Historical Society is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the Board of Trustees or appropriate committee decided that a conflict of interest exists.

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Appendix A
Conflict of Interest

Article III

Procedures

(1) Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the trustees and members of the committees with board delegated powers considering the proposed transaction or arrangement.

(2) Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Trustees or committee meeting while the determination of a conflict is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(3) Procedures for Addressing the Conflict of Interest

A. An interested person may make a presentation at the Board of Trustees or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

B. The presiding officer of the Board of Trustees or chairman of the committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

C. After exercising due diligence, the Board of Trustees or committee shall determine whether the Rome Historical Society can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

D. If a more advantageous transaction or arrangement is not reasonably possible under the circumstances not producing a conflict of interest, the Board of Trustees shall determine by a majority vote of the disinterested trustees whether the transaction or arrangement is in the Rome Historical Society's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

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**Appendix A
Conflict of Interest**

Article III

Procedures

(4) Violations of the Conflicts of Interest Policy

- A.** If the Board of Trustees has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose
- B.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Trustees determines the member has failed to disclose an actual or possible conflict of interest; it shall take appropriate disciplinary and corrective action.

Article IV

Records of Proceedings

The minutes of the Board of Trustees and all committees with board delegated powers shall contain:

- A.** The names of the persons who disclosed or otherwise were found to have financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any actions taken to determine whether a conflict of interest was present, and the Board of Trustees' decision as to whether a conflict of interest in fact existed.
- B.** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternative to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

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**Appendix A
Conflict of Interest**

Article V

Compensation

- A.** A voting member of the Board of Trustees who receives compensation, directly or indirectly, from the Rome Historical Society for services is precluded from voting on matters pertaining to that member's compensation.

- B.** A voting member of any committee whose justification includes compensation matters and who receives compensation, directly or indirectly, from the Rome Historical Society for services is precluded from voting on matters pertaining to that member's compensation.

- C.** No voting member of the Board of Trustees or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Rome Historical Society, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI

Annual Statements

Each trustee, principal officer, and member of a committee with the Board of Trustees delegated powers shall annually sign a statement which affirms such person:

- A.** Has received a copy of the conflicts of interest policy,
- B.** Has read and understands the policy,
- C.** Has agreed to comply with the policy, and
- D.** Understands the Rome Historical Society is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

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**Appendix A
Conflict of Interest**

Article VII

Periodic Reviews

To ensure the Rome Historical Society operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- A.** Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.

- B.** Whether partnerships, joint ventures, and arrangements with management organization conform to the Rome Historical Society's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction

Article VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Rome Historical Society may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

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By a two-thirds majority vote of the Rome Historical Society, these By-Laws have been ratified on January 31, 2017.

Michael Colangelo, Sr, President: _____

Kathleen Perry, Secretary: _____

Sworn to me this day _____

Notary _____