

ONEIDA COUNTY HISTORY CENTER

BY-LAWS

ONEIDA COUNTY HISTORY CENTER **MISSION**

To protect and preserve the past of Oneida County, as well as, Central New York, for present and future generations. The History Center seeks to make this rich heritage readily available to researchers, families, and students enhancing the community's knowledge and appreciation of its history.

FOUNDED IN 1876

Amended and adopted: December 2020

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ARTICLE I: MEMBERSHIP

Section 1.1 Eligibility for Membership

Any person, firm, corporation (public, private, or municipal), unincorporated association, or other organization or institution interested in the purposes of the Center shall be eligible for membership.

Section 1.2 Classifications

Membership shall be either annual or for lifetime.

Types of Membership include: Individual, Household, Corporate, Life and Student. Membership types and benefits may be changed based on recommendations to the Membership Committee of the Corporation.

Section 1.3 Membership Criteria

All members shall pay dues in amounts determined by the Board. Annual membership is renewable one year from payment of dues.

Section 1.4 Annual Report

An Annual Report will be available for review by the Membership upon request. A report from the Executive Director and Board President will be delivered at the Annual Meeting (and may be published in part in the first newsletter of the year).

Section 1.5 Special Meeting

A Special Meeting of the members may be called at any time by the President or Officers of the Board of Directors. Notice of a special meeting shall be given to each member of the History Center 7 days in advance. Notice can be given via US Post, email, social media (website, etc.), phone, etc.

All members may be allowed to vote if deemed required by extenuating circumstances. At such (virtual or on-site) a meeting, 2/3 of the membership shall constitute a quorum.

Article II: BOARD OF DIRECTORS

Section 2.1 Board Composition

The Board of Directors shall be composed of 13 members: four officers and a maximum of 9 at-large Directors.

Section 2.2 Tenure

Directors may be elected for a term of three years. Each Director may serve three, 3-year terms. If after three terms, a former director would like to serve on the Board again, a one-year absence is required and must follow the standard nomination process. However, during that one-year absence, he or she may remain and serve on a Board or Plan committee.

Section 2.3 Nomination, Election, Re-Election

The President shall request the Nominations Chair and committee to provide a process and schedule for the nominations of future Board Directors. Once nominations are submitted, the Nominations Committee Chair will present the candidates for discussion and approval at a Board meeting. Once approved, the slate of Directors shall be presented to the Membership for approval at the Annual Meeting.

Nominations may be made by any Board Director and shall follow the process provided by the Nomination Committee.

The Nomination Committee shall propose a new slate of Officers to the current Board of Directors. Voting for Officers will take place at the Annual Meeting with the newly elected Board immediately following the Annual Meeting.

Section 2.4 Board Director Duties and Responsibilities

Board Directors shall attend board meetings, be a chair or member of board or corporation committees, be a member in good standing of the OCHC, donate annually, attend events, be a resource to the staff and board, and be an ambassador to the community.

Note: Board Directors must sign an annual Conflict of Interest statement, and keep confidential all organizational information (Finances, personnel, etc.).

Section 2.5 Resignation

Any Board Director may resign by written notice to the Board of Directors. Such notice should be directed to the Board President or Vice President.

Section 2.6 Vacancies

A vacancy on the Board of Directors may or may not be filled for the unexpired term. If a nominee is advanced for the vacancy, a simple majority of the Board must approve the appointment.

Section 2.7 Honorary Board Directors

In an effort to maintain institutional memory and to honor long-serving Directors, the position of “Honorary Board Director” may be designated. The terms in which a director shall qualify: a) when a current board director reaches the age 80 years after consecutive service of three – three-year terms; b) or when a current board director reaches the age of 70 years after consecutive three – three-year terms; or c) or upon Board approval.

Honorary Board Directors have all the rights and duties of a Board Director, *except* for the ability to cast a vote for Board resolutions, motions, etc.

Section 2.8 Committees of the Board

Committees of the Board are: Executive Committee, Finance Committee, Audit Committee, and Nomination/Governance Committee. These committees are responsible for the: filling of vacancies on the Board or any committee, development of governance documents (policies, by-laws, etc.), oversight of and compliance with generally accepted financial and accounting practices, calling for and oversight of a financial review or audit and management of the Executive Director. These committees consist only of Board Directors, must have 3 members and have limited power to bind the Board.

Section 2.9 Committees of the Corporation

Committees of the Corporation may be established and eliminated as needed to support the operations of the History Center. Committees of the Corporation may include: Membership, Investments, Human Resources, Volunteers, Development, Strategic Planning, Exhibits, Collections, Programs, Facilities, Research, or others. Board Committees will be led by a Board Director, with a staff liaison, and other individuals. The work of the committee will be clearly outlined with projects, assignments and schedule. If appropriate, each Corporation Committee Chair will provide reports to the President for inclusion in the regular Board meetings. Committees of the Corporation have no power to bind the Board or the History Center.

ARTICLE III: BOARD OFFICERS

Section 3.1 Officer Position, Terms

Officer Positions: President, Vice President, Secretary and Treasurer

Officers will serve 1-year terms: January through December. Officers may be re-elected multiple times during their tenure of Board service.

Section 3.2 Officer Authority and Duties

President: The President shall be responsible for the general affairs of the organization. The President will preside at all Board, Annual, and special meetings. The President is an ex-officio member of every committee. The President is also the Chair of the Executive Committee of the Officers and Executive Director. The President shall have the power to vote to break a tie at a Board meeting. The President shall lead and preside over the Annual Meeting and other meetings to inform the Board or Membership on the affairs, conditions and suggestions to improve the condition of the OCHC.

Vice President: The Vice President shall have the power of the President, in the President's absence to perform the duties including but not limited to presiding over meetings, ex-officio membership in committees, voting to break a tie, etc.

If the President and the Vice President are absent, the Board of Directors shall appoint another Board member to serve as President Pro-Tem for the period needed.

Secretary: The Secretary shall be responsible for recording the minutes of the Board Meetings, Annual and Membership meetings. The Secretary shall serve all notices of meetings, shall be custodian of records and the OCHC seal (and responsible to affix the seal to OCHC documents as needed). The records of OCHC are in the "custody" of the Secretary. These records shall be stored as needed in the OCHC Safe Deposit Box (ADK Bank) and on the OCHC Board Portal.

If the Secretary is absent and unable to record the minutes, a board director will be asked to fulfill this role and follow the process for recording, submitting, etc.

Treasurer: The Treasurer will act with the Executive Director and the President to ensure the maintenance of bank accounts, investment accounts, budgets, income, deposits, transfers, withdrawals and fiscal condition of the OCHC. The Treasurer will make available financial reports as requested by the Board of Directors, initiate financial policies as needed, request and facilitate the annual audit or review, and chair the Finance Committee.

No Officer shall receive compensation in any form for services rendered.

3.3 Officer Resignation:

Any Officer may resign by written notice to the Board of Directors.

3.4 Vacancies

Any vacancy of an Officer position may be filled by the Board for the unexpired term.

ARTICLE IV: MEETINGS

Section 4.1 Regular Meetings

Regular meetings of the Board shall be held at the times and location specified by the Board in advance. (An annual calendar shall be distributed in January of each year). If the schedule should be changed, advance notice via email will be sent from the President or the Executive Director prior to the meeting. Board meetings are to be organized, run and documented by the Board President.

Section 4.2 Special Meetings

Special meetings of the Board may be called by the President at any time and shall be called on the written request of any Director or the Executive Director stating the purpose(s) of the proposed meeting.

Notice of any special meeting of the Board shall be communicated to all Board Directors either by email or phone.

Section 4.3 Quorum

At all meetings of the Board of Directors, a simple majority on the entire Board (which includes officers and at-large members) shall constitute a quorum for the transaction of business, approval of minutes, resolutions, etc. If a quorum is not present physically at the meeting, a quorum can still be considered if a Board Director is on-line or on the phone and can "hear" the discussion. The Secretary should note the Directors presence if off site, in the minutes.

Section 4.4 Action by the Board

The vote of the majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board, except as may be otherwise provided by law, the certificate of incorporation, or these by-laws.

Action by the board shall be made with a quorum (simple majority) in actual attendance at the meeting place, phone or on-line attendance and for the duration of the meeting. (If a Board Director is not present on-site, on phone or on-line, the Director shall be considered absent from the meeting and the vote). A majority vote of the Board is a simple majority (50%+ 1); a supermajority vote requires 2/3 (66%) with President vote breaking any tie.

Any action required or permitted to be taken by the Board may be taken without a meeting -- if **all** current members of the Board **consent** in writing by E-Mail for the adoption of a resolution (unanimous written consent). The written consents shall be recorded and filed with the minutes of the proceedings of the Board.

Section 4.5 Removal of a Board Director

Directors shall attend all regularly scheduled meetings. In the event any Director is absent for three meetings during the normal meeting year (January 1 through December 31), the remaining Directors may consider removing said Director.

After the second absence, excused or unexcused, the Board Secretary* shall send an email notifying the said Director that another absence may result in their removal from the Board.

Please note: phone and on-line access to meetings is available for all Board and Special Meetings.

* If the Board Secretary has missed 2 meetings, the Vice President will send an email noting a third absence may result in removal from the Board.

In addition, any Director not able to attend a meeting should notify the Executive Director or the Board President at least one day in advance.

After a Director's second term of office (6 years), a Board director will discuss the merit and effectiveness of the tenure before moving to a third term. This is not a punitive action, but one that ensures each Board Director retains a high level of commitment and enthusiasm for the OCHC.

4.6 Proxy Voting

Board Directors *may not* use Proxy voting on any Board Action (giving your vote to another Director to cast in your absence).

ARTICLE V: ANNUAL MEETING

Section 5.1 Purpose and Time

The purpose of the Annual Meeting is to update the Membership of the past year's activities, financial position, changes/amendments to By-Laws, and to approve the slate of new board directors. (This also includes the Previous Year's Minutes if available)

Purposes beyond the above can be added as necessary. The meeting may be held on-site at the History Center or held virtually. Notice of the meeting will be sent out no less than 7 days in advance of the date.

Two-thirds of the membership will be considered a quorum. To vote on By-Laws and Board Directors slate, a two-thirds majority of the *present* members will qualify including the proxy votes. A proxy vote for members shall be available. The Board Secretary will be the proxy agent. (A proxy vote submitted by members transfers the vote to the Board Secretary who will cast the member votes as he/she votes).

In the case of By-Law changes and/or amendments for membership approval, disclosure of the changes or amendments must be made available prior to the meeting and the vote.

The date and time of the Annual Meeting is to be determined by the Board of Directors with these limits: December on a weekday or evening.

Documents at the meeting will be available to the Membership upon request.

ARTICLE VI: FINANCIAL ADMINISTRATION

Section 6.1 Fiscal Year

The fiscal year of the OCHC shall be January 1 to December 31.

Section 6.2 Budget

The budget for the ensuing year shall be approved by the Board no later than the month of December.

Section 6.3 Dues

6.3(a) The amount of annual membership dues shall be approved by the Board.

6.3(b) Procedures for the collection of membership dues, shall be developed and managed by the Executive Director.

Section 6.4 Check Signatures

Two signatures from among the President, Treasurer, Executive Director, and a designated member of the Board shall be required for checks in excess of an amount designated by the Board. Checks for a lesser amount may be signed by any of the four persons named above.

6.5 Audit/Review

The Treasurer will call for an annual audit or review of the History Center finances. An outside accounting firm will be engaged to do the review. The Executive Director and Treasurer will work to supply the necessary information for the completion of the process. The Annual Review/Audit document will be shared with the Executive Committee, Finance Committee and Board upon completion. A copy will be filed and stored in the History Center office for reference.

6.6 Monthly Financial Reports

Operations and Investment reports detailing past month and Year-to-date financial activities and position will be developed, presented and maintained with Board reports. These reports are the Treasurer's responsibility and shared with the Executive Director for explanation and detail.

6.7 Significant Financial Transactions

Transactions involving the purchase, mortgage, lease (for 3 or more years), sale, exchange or other disposition of real property or assets that constitutes "all or substantially all" of the assets of the History Center requires approval by a two-thirds majority of the entire board.

In addition, a qualifying transaction (as stated above) must be presented to the Membership and requires approval by a two-thirds majority before proceeding with the transaction.

Article VII: GENERAL PROVISIONS

Section 7.1 Assumed Name Authority

Under the procedures specified in the General Business Law, the Center may conduct business under the name "The Oneida County Historical Society" and/or "The Oneida County History Center."

Section 7.2 Record Date

The Board may set a date (not more than 50 days in advance or less than 10 days) to determine the active members eligible to vote at an Annual or Special meeting.

Section 7.3 Seal

The corporate seal shall have inscribed the name of the History Center, the year of its organization (1876), and the words "Corporate Seal, New York." The seal shall be stored in the Executive Director's office.

Section 7.4 Corporate Acts

All instruments and contracts (checks as provided in Article 6.4), in which the History Center shall be involved in the normal course of operations, unless otherwise directed by the Board or required by law, shall be signed by the Executive Director. The Board may, however, require any such instrument to be countersigned by a Board Officer or other board director or employee of the History Center. All instruments and contracts of a specified value or work must be presented to the Executive Committee of the Board for approval.

Section 7.5 Operational Policies

The Board of Directors shall and may develop operational policies to guide the Executive Director in decision making and process for the implementation of the Mission.

Section 7.6 Rules of Order

The History Center will abide by these By-laws/policies/plan to govern the proceedings of the History Center at meetings of the Board and Membership.

Section 7.7 Indemnification of Board Directors and Officers

7.7(a) If any Director or Officer is made a party (or threatened to be made a party) in any civil or criminal action, suit or proceeding from the performance of his or her duties for or on behalf of the History Center, he or she will be indemnified. Compensation for any and all expenses incurred in connection with the defense of such actions, suit or proceeding, including any judgments, fines, and amounts incurred in the settlement. This will be done to the fullest extent permitted by law and reasonable expenses, including attorney's fees, or in connection with any appeals. Such amounts shall be advanced-subject only to an unsecured obligation to repay if a court subsequently determines the indemnification was not permitted.

7.7(b) The History Center shall also reimburse the Director or Officer or former Director or Officer for any expenses incurred in a claim against the organization.

7.7(c) Indemnification rights constitute a contract, intended to be retroactive to events prior to the adoption of these provisions and shall continue to exist after any modification of these provisions with respect to events occurring prior to the modification. In other words, the By-Laws in place at the time of the event will be invoked (even if changes occur before indemnification takes place).

Section 7.8 Executive Director

7.8(a) The Board of Directors is responsible for the recruitment and management of the Executive Director. Board responsibilities include compensation, evaluation, communication, direction and being a resource for the Executive Director towards the implementation of the Mission. The Executive Director is an Officer of the organization and a member of the Executive Committee of the Board of Directors. The Executive Director also is an ex-officio member of all board and plan committees. The Executive Director shall not have a vote as a Board Director. (As a member of the organization, the Executive Director can cast a member vote at the Annual or Special meetings of the membership).

7.8(b) The Executive Director is the key management leader of the History Center and is responsible for oversight of the administration, personnel, volunteers, programs, plans, fund-raising, marketing, community outreach, etc. The Executive Director reports directly to the Board of Directors. Through the provision of a job description, annual reviews, and regular communication, the Executive Director will manage the organization within the guidelines of the Board, policies, and procedures, and other governance, etc.

7.8(c) If there is a vacancy in the position of Executive Director, the Board will recruit an interim Executive Director until such time a permanent replacement is installed. Appointment of a new Executive Director requires a two-thirds approval vote of the Board of Directors.

Article VIII: BY-LAWS AMENDMENT

Section 8.1 Members

These by-laws may be amended at any annual or special meeting of the members by a 2/3 vote of the members present. The proposed amendment(s) or a summary shall be contained in the notice of such meeting called for this purpose. (Reference Article V.)

Section 8.2 Directors

These by-laws may also be amended by resolution adopted by a two-thirds (9) (supermajority) vote of the entire Board at any regular or special meeting. The proposed amendment or summary shall be contained in a written notice of such meeting given at least ten days before the meeting in the manner provided in Article IV.

However, any by-law or amendment to the by-laws adopted by the Board may be amended. If any by-law is amended by the Board, it may be reinstated by a vote of the Membership as provided in Article V, in which case the Board shall act as directed by the members.

Amended, March 24, 2011

Amended, July 26, 2012

Amended, December 8, 2016

Amended, December __, 2020