

Bylaws of Sackets Harbor Historical Society, Inc.

ARTICLE I PURPOSE

The Sackets Harbor Historical Society, Inc. shall be a non-profit 501C-3 Corporation whose mission is to celebrate and preserve the heritage of the greater Sackets Harbor area.

ARTICLE II THE MEMBERSHIP

1. MEMBERSHIP

The membership consists of individuals, groups and businesses who support the purpose of the Corporation and who are in compliance with a schedule of annual dues, as established by the Board of Directors.

2. RIGHTS AND BENEFITS

Membership entitles Members to participate actively in the affairs of the Corporation, to volunteer on a Committee or the Board if so elected, to attend meetings of the Members and the Board, and to receive newsletters and other membership information. Each member shall also have one vote at the Annual or Special Meetings, entitling them to elect Directors, approve the Corporation's annual report, and its annual financial report.

3. REMOVAL

Members whose actions and/or statements clearly demonstrate positions contrary to the goals and purposes of the Corporation may be removed from the membership rolls by majority vote of the Board.

ARTICLE III MEMBERSHIP MEETINGS

1. The Annual Membership meeting shall be held in December or on a date to be set by the Board of Directors.
2. Notice of the Annual Meeting and Notice of Proposed Agenda shall be given at least ten (10) days prior to the meeting to all members in good standing in the form of a mailing, e-mailing or news media or any combination thereof.
3. A membership roll showing the list of members as of the record date, certified by the Secretary of the corporation, shall be produced at any meeting of members upon the request of any member who has given written notice to the Corporation at least ten (10) days prior to such meeting. All persons appearing on such membership shall be entitled to vote at the meeting.
4. A duly constituted quorum is defined as all members in good standing who attend the Annual Meeting.
5. Voting at the Annual Meeting is by one member-one vote principle. Proxy voting is available upon request of the President or Secretary.

6. At the Annual Meeting the Nominating Committee shall present to the Board of Directors and the Membership present, a slate of candidates recommended as Directors for the coming year. Additional candidates may be nominated and seconded from the floor providing the consent of the candidates has previously been obtained.

7. A Special Meeting of the Membership may be called any time by the Board of Directors upon ten (10) days' notice to the Members by the Executive Committee or at the written request to the Board of Directors of any five (5) of the membership.

ARTICLE IV BOARD OF DIRECTORS

The Board of Directors shall consist of not fewer than six (6) and not more than twelve (12) directors who are in good standing. Directors shall be elected for terms of three (3) years, staggered to maintain a one-third turnover of the Board each year. An elected director may serve two consecutive terms and may be nominated again after at least one year has passed from the end of their last term.

The Board has the right to elect directors to replace those who may have resigned, died, or been removed for cause. All resignations from the Board must be submitted in writing. The Board may also of its own accord decide to add additional directors by amendment to the bylaws.

ARTICLE V ELECTION OF OFFICERS

1. At the first meeting of the Board of directors following the Annual Meeting the Nominating committee shall present its recommended slate of officers. Nominations may be made from the floor providing the consent of such nominees has been obtained. Only members of the current board of directors in good standing are eligible for office. Election of officers shall proceed with each newly elected director present having one vote.

2. Term of Office.

Officers shall be elected at the Annual Meeting and shall not serve more than two (2) successive one (1) year terms.

3. Duties of Officers

President. The President is responsible for the conduct of the affairs of the organization and represents the organization to the public. The President chairs all meetings of the organization, appoints committees, and is an ex-officio member of all Board committees except the Nominating committee.

The President shall chair all executive committee meetings. The President is an official signatory on all documents.

Vice President. The vice President carries out the duties of the President in the absence of the President.

Secretary. The Secretary records the minutes or appoints someone to do so. The Secretary, with the authority of the President, is an official signatory on all documents.

Treasurer. The Treasurer receives all monies of the organization; keeps accurate records of all receipts and disbursements and presents a written report at each Board meeting. The Treasurer oversees the fiscal operation and procedures of the organization and prepares the budget. The Treasurer shall be a member of the Finance Committee.

ARTICLE VI BOARD OF DIRECTOR MEETINGS

1. Regular meetings of the Board shall take place no fewer than eight times per year.
2. In order to transact the business of the corporation a quorum must be present at board meetings. A majority of the Directors shall constitute a quorum.
3. All meetings shall be in accordance with parliamentary procedure as defined by Roberts Rules of Order Newly Revised.
4. A vote of the majority present shall be considered as a vote of the entire Board.
5. An absent Director may vote by writing, e-mailing or faxing his or her intention to the President.
6. From time to time, the President may convene a workgroup of the whole Board or as many members that may be available to discuss and deliberate items of concern to the organization. No formal Board action may be taken at workgroup meetings.
7. Unexcused absences from three consecutive regularly scheduled Board meetings may be deemed a resignation from the Board.

ARTICLE VII STANDING COMMITTEES

1. Executive Committee. The Officers plus the Immediate Past President, elected by the board constitute the Executive Committee. The committee exists to consult with the President in between Board meetings. The Committee can act in emergency situations as if it were the Board. Three (3) of five (5) members will constitute a quorum at such meetings and a majority of the Committee must vote to approve any motions at such meetings.
2. Finance Committee. Oversees all financial aspects of the organization and supervises all fund raising activities.
3. Membership. The committee shall work to increase membership and foster involvement in the organization. Periodically the committee shall review the membership list.

4. Nominating Committee. The President shall appoint three (3) members to a Nominating Committee no later than three months before the Annual Meeting. The committee shall consist of a Director who shall be the Chair, and two members-at-large. The committee will present nominees at the annual Meeting and shall recommend nominees during the year when a vacancy occurs on the Board. In addition the committee will propose nominees for Officers at the first Board meeting following the annual meeting.

5. All standing committees shall have at least one member from the membership-at-large.

6. The President shall appoint such other ad hoc committees as are necessary to carry out the goals of the organization. All ad hoc committees are encouraged to have at least one member from the membership-at-large.

ARTICLE VIII AMENDMENTS

Any amendment to adopt, amend or repeal the Bylaws shall be submitted in writing to all members of the Board of directors at least 25 days before the meeting of the board of directors at which the said proposed amendment(s) shall be voted.

A two-thirds vote of Board of Directors is required to adopt, amend or repeal any Bylaw at a regularly scheduled meeting.

Adopted by the Board of Directors - November 17, 2015.
Effective - January 1, 2016