AMENDED AND RESTATED BY-LAWS

OF

SARATOGA COUNTY ~~HISTORICAL~~ ~~SOCIETY~~ HISTORY CENTER

Promoted ~~Dated~~ ~~December 15, 2020~~ January 17, 2023

ARTICLE I

NAME

1.1 Name. This corporation is and shall be known as the “Saratoga County ~~Historical Society.”~~ History Center”

ARTICLE II

PURPOSES

2.1 Non-Profit Policy. The Saratoga County ~~Historical Society [Society]~~ History Center [Center] is designated as a 501(c)(3) organization under the Internal Revenue Code. It shall not be operated for individual profit, and its entire properties, assets, and facilities shall be devoted to the purposes for which it is organized, as set forth in its absolute charter, as the same may be amended from time to time.

2.2 Purposes. The purposes of the ~~Society~~ Center, as set forth in its absolute charter, are exclusively educational in nature, to wit:

i. To promote and encourage historical research;

ii. To acquire by purchase, gift, or otherwise the title to or the custody and control of historic documents photographs, books and other objects relating to the history of the Saratoga County region for display and research;

iii. To educate the general public about the history of the Saratoga County region through education programs, exhibits, publications, and an online presence;

iv. To cooperate with other organizations for the purposes set forth above.

2.3 Effect of By-Laws. These by-laws supersede any previously approved by-laws.

ARTICLE III

MEMBERSHIP

3.1 Definition. Members of the ~~Historical Society~~ History Center shall be

a. Individuals or Families who have donated an amount which meets the criterion for various classes of membership, as set by the Board of Trustees, from time to time.

b. Businesses or other Organizations which pay dues according to a dues schedule set by the Board of Trustees, from time to time.

3.2 Term. Each membership shall be for a year period, commencing on the first day of the month after the member first paid for membership, regardless of additional gifts made in the membership year.

3.3 Termination. A membership shall terminate 30 days after a second request for renewal.

3.4 Meetings. Membership meetings shall be held as follows:

a. An annual membership meeting shall be called by the Board of Trustees each year between the first and twenty-second of November, at which time there shall be an election of trustees to the board, a presentation of the budget for the coming year, and approval by 2/3 of the members present on changes to the by-laws, if proposed to the meeting. The budget is to be published on-line immediately after the meeting. Candidates for Trustee may be offered by the Nominating Committee of the Board of Trustees or from the floor. All meetings of the membership shall be open to the public.

b. Special meetings of the members may be called by the President of the Board of Trustees, a majority of elected members of the Board of Trustees, or a petition to the board of at least 20% of members. The purpose of a special meeting is to provide advice and assistance to the Board of Trustees, and, if called by the President, to elect new trustees to the board or amend the by-laws.

c. Members present and voting shall constitute a quorum for all membership meetings. Membership meetings shall be presided over by the President of the Board of Trustees.

d. Each membership, regardless of category, shall have one vote.

e. Notice of a membership meeting shall be issued at least 10 days prior to the meeting, through the press, by electronic means, and/or newsletters, in ways determined to be effective and efficient.

ARTICLE IV

BOARD OF TRUSTEES

4.1 Powers and Duties. The Board of Trustees, as fiduciaries for the membership and the People of the State of New York, shall be members of the ~~society~~ Center and have responsibility for the:

a. Ways and means of the ~~Historical Society~~ History Center,

b. Control and management of the affairs and property of the ~~Society~~ Center

c. Adaptation of rules and regulations, upon consultation with staff and others with expertise and in keeping with best practices, to

i. Encourage an engaged staff and volunteers

ii. Proper collections practices

iii. Provide safe buildings and grounds

iv. Follow acceptable accounting practices

v. Ensure ethical behavior of board and staff

d. Distribution and payment of money received by the ~~Society~~ Center, provided no part of net earnings or capital of the ~~Society~~ Center shall inure to the benefit of any private individual.

e. Development of a formal job description for the position of Executive Director and carrying out an annual job performance review of the Executive Director.

4.2 Number and Selection. There shall be at least nine, but not more than 20 members of the Board of Trustees, of which there shall be two classes.

a. Up to 15 trustees are to be elected by the membership to serve a three-year term. No such trustee may serve more than two consecutive terms. A trustee who serves a partial term of one year or less shall not be considered to have served a term. Each three-year term will begin on the next January 1 after election. To as great a degree as possible, terms of trustees are to be staggered.

b. Up to 5 trustees may be selected by the Board of Trustees to serve terms of three years. No board-selected trustee may serve more than two consecutive terms. Terms of the first five board-selected trustees may be made less than three years to encourage staggered terms.

c. All trustees must be members of the ~~Society~~ Center. No trustee may also be a member of the staff.

4.3 Quorum. A quorum for a meeting of the Board of Trustees shall be one-half the number of sitting membership-elected trustees at any given time. All trustees in attendance are to be counted to make a quorum. A trustee may be counted as present by means of a conference telephone or similar equipment allowing all persons participating to hear each other, so long as all trustees physically attending the meeting consent.

4.4 Annual Meeting. The annual meeting of the Board of Trustees shall occur as soon as practical after the annual meeting of the membership, at which time, officers are to be elected for the ensuing year.

4.5 Regular and Special Meetings. The Board of Trustees shall set times for regular monthly meeting at its first regular meeting of the year. Special meetings of the Board of Trustees shall be held at any time on call by the President, solely, or by the Secretary, on request in writing of 3 trustees.

4.7 Notice of Meetings. Notice of the time and place of every meeting of the board shall be provided not less than 5 days nor more than 10 days before the meeting to each trustee through his or her contact information, as set forth in the ~~Society’s~~ Center’s records. Notice may be delivered via email, telephone, facsimile or USPS. Notice may be waived, in writing, before or after a meeting or by appearance at the meeting without protest. Notice of board meetings shall be posted on-line for the membership.

4.8 Action Without a Meeting. Any action of the Board of Trustees may be taken without a meeting if all board members consent in writing to the adaption of a resolution authorizing the action. Such resolution and written consents shall be filed with minutes of the proceedings of the Board of Trustees.

4.9 Voting. Unless otherwise provided, a vote of a majority of trustees present at a meeting shall be required for passage of a motion. The presiding officer shall not vote unless there is a tie. All voting and discussions shall be governed by the Conflicts of Interest Policy contained in Appendices A, B and C. Roberts Rules of Order shall be consulted for questions of procedure.

4.10 Termination. A trustee may leave the Board of Trustees prior to termination of his or her term for the following reasons:

a. By resignation at any time by giving written notice to the president, or other officer of the board.

b. By failing to attend 3 consecutive regular meetings of the board, without satisfactory cause, as determined by the board.

c. At a meeting of the Board of Trustees, to which the trustee shall be invited to present a defense, by 2/3 vote of the entire Board of Trustees to terminate for cause.

d. Death or debilitating illness, for which no special accommodation will make it possible for the trustee to act.

4.11 Vacancies. A vacancy in a term of an elected trustee shall be filled by the Board of Trustees until the next annual membership meeting, at which time the remainder of the term is to be filled by election. Termination of a board-appointed trustee shall act to terminate the trustee’s term. Each succeeding board-appointed trustee shall be appointed to a three-year term.

4.12 Transition. Members of the Board of Trustees sitting at the time of adoption of these amended by-laws shall, among themselves, set their own terms to result in as staggered a series of terms as possible.

4.13 Open Meetings. All meetings of the Board of Trustees and its committees shall be open to the public, except for executive sessions, during which personnel or personal issues, contract or other negotiations, litigation, anonymous donors and sponsors, and/or attorney consultation is to be discussed. Financial reports of the ~~Society~~ Center shall be public information and posted in an easily understood format on the ~~Society’s~~ Center’s website.

4.14 Committees. The President of the Board of Trustees shall appoint, in consultation of the other trustees, special committees, from time to time, composed of trustees and non-trustees, for any specific purposes and durations. There shall be ~~five~~ three standing committees.

a. The Executive Committee shall consist of the Officers of the Board of Trustees and the Executive Director, and it shall be responsible for preparing agenda for the board. It may pursue any other task assigned by the Board of Trustees.

b. The Nominating Committee shall annually assess the overall composition and functioning of the board, recruit and nominate officers and trustees, coordinate orientation of new trustees, assure continued development and training of the board, and periodically review the by-laws for appropriateness and functionality, and make suggestions for amendment. The committee shall be of at least three people, one of whom is to be a past board member.

~~c. The Fundraising and Advancement Committee shall be chaired by the First Vice President and shall plan and ensure fundraising and marketing efforts are being developed and carried out by the board, staff, and volunteers.~~

~~d. The Membership and Community Engagement Committee shall be chaired by the second vice president and shall work to increase membership and promote the Society’s image as an invaluable resource for Saratoga County residents.~~

~~e.~~ c. The Facilities Committee shall maintain a prioritized list of building improvements and, within budget constraints, each year, endeavor to keep and preserve the ~~Society’s~~ Center’s land and buildings in good order, and ensure staff, volunteers, and visitors will be in a safe, healthy, and welcoming environment.

4.15 Power to Amend By-Laws. The Board of Trustees, after posting on-line a proposed amendment to these by-laws and 30 days after promulgated at a Board of Trustees meeting, may so amend these by-laws upon 2/3 vote of the full Board of Trustees, or the Board of Trustees may opt to present the amendment to the membership in conformity with Article III, above.

ARTICLE V

OFFICERS

SECTION 5.1 Election of Officers. The Board of Trustees shall elect a President, First Vice President, Second Vice President, Secretary, and Treasurer. Each officer shall be elected from among the trustees at the annual meeting of the board for a term of one year, except for the President, who shall be elected for two years. Terms will commence on January 1 of the ensuing year. A vacancy in office shall be filled by the Board of Trustees as soon as practical. The President shall not succeed himself or herself and shall be succeeded by the First Vice-President, who is President-elect.

SECTION 5.2 Removal/Resignation. At any meeting of the Board of Trustees, duly called, any officer may, by vote of 2/3 of the entire board, be removed from office, after the subject of the vote is given an opportunity for defense. Any officer may resign at any time by giving written notice to the Board of Trustees, the President, or Secretary. Any such resignation shall take effect at the time specified therein, or if no time is specified, then upon delivery.

SECTION 5.3 President. The President shall be the presiding officer of the Board of Trustees, Executive Committee, and at any membership meeting, with the power and duty to exercise general supervision over the affairs and operations of the ~~Society~~ Center. The President shall prepare an annual report to the membership to be posted on-line by March 31 of the next ensuing year. In addition to reporting on the board’s past activities, the report will include the board’s vision for the coming year. The President shall have such other powers and duties as may be designated by the Board of Trustees. Upon an affirmative vote of a majority of the full board, the outgoing President may continue to serve one additional year on the board and Executive Committee, as an ex-officio member, to provide continuity, institutional memory and guidance.

SECTION 5.4 First Vice-President. At the request of the President or in his or her absence or disability, the First Vice President shall perform the duties and exercise the functions of the President. ~~The First Vice-President shall be the chair of the Fundraising and Advancement Committee.~~ The First Vice-President shall have such other powers and duties as designated by the board. The First Vice-President also has the position of President-elect.

SECTION 5.4a Second Vice-President. The Second Vice-President shall ~~chair the Membership and Community Engagement Committee and~~ act as the presiding officer in the absence of the President and First Vice-President. The Second Vice-President shall have such other powers and duties as designated by the board.

SECTION 5.5 Secretary. The Secretary shall be responsible for keeping of minutes of all meetings of the Board of Trustees and membership and see that all notices are duly given in accordance with the provisions of these by-laws or as required by law. The Secretary shall be responsible for ensuring the records of the  Center are safely and accurately kept. The Secretary shall have such other powers and duties as may be designated by the board.

SECTION 5.6 Treasurer. The Treasurer shall have supervision over the financial records of the ~~Society~~ Center. The Treasurer shall provide the Board of Trustees at each of its regular meetings with a cash-basis reconciliation of monthly and year-to-date income and expense of each budget line as well as any other statement of financial condition of the ~~Society~~ Center he or she may deem important for the board to exercise its functions. The Treasurer shall have such other powers and duties as may be designated by the board.

ARTICLE VI

EXECUTIVE DIRECTOR

6.1 Director. The Board of Trustees may appoint and employ a chief administrator of the ~~Society~~ Center designated as, “Executive Director.” The Executive Director shall serve at the pleasure of the board.

6.2 Duties. The Executive Director shall be responsible for carrying out the policies of the Board of Trustee and the efficient and effect operation of the ~~Society~~ Center and its museum, and as follows:

A. Hiring, guiding, supervising, and dismissal (in consultation with the board, except in egregious cases) of all staff.

B. Reporting monthly to and consulting with the Board of Directors

C. Maintaining a master file of all policies and job descriptions promulgated by the Board of Trustees

D. Ultimate supervision of volunteers, including trustees when acting as volunteers and not as members of the board. Identifying volunteers as potential board members for the Nominating Committee.

E. Being the public face of the ~~Society~~ Center and its museum.

F. Preparing an Annual Report to the membership by March 31 of the following year to be posted on-line.

G. Determining, with advice from the Board of Trustees, the priorities of other functions, given availability of funds and staff, including, but not limited to:

i. Education

ii. Curatorial

iii. Marketing the  Center and Museum as a county-wide

institution.

iv. Exhibits and programs

v. Maintaining data bases of membership

vi. Grant Writing

vii. Human Resource Management

viii Facilities Maintenance

ix. Reception Services

x. Bookkeeping, and maintaining financials

in conjunction with the Treasurer

xi. Preparation of policy statement drafts for board review.

xii. Oversee execution of the board’s development plans.

ARTICLE VII

DISSOLUTION

7.1 Distribution of Assets: In the event of dissolution, all of the remaining assets and property of the ~~Society~~ Center shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or to a governmental organization to be used in such manner as in the judgment of a Justice of the Supreme Court of the State of New York will best accomplish the general purposes for which the  Center was formed. Organizations to which such assets and property are distributed, if such assets of property are in the nature of scientific or cultural material, shall have collections management policies similar to the ~~Society~~ Center.

7.2 Act of Dissolution, Distribution, or Merger. The ~~Society~~ Center shall not dissolve, merge with another institution or ~~society~~ Center, or seek distribution of its assets, including collections, without ¾ of the Board of Trustees electing to propose such dissolution, distribution of assets, or merger to the membership at a special or annual meeting, at which a 2/3 vote of the members present must vote for such dissolution, distribution of assets, or merger.

ARTICLE VII

CONTRACTS AND FINANCIAL TRANSACTIONS

7.1 Execution of Contracts. The Board of Trustees, except as in these by-laws otherwise provide, may authorize an officer or officers, agent or agents, in the name of and on behalf of the ~~Society~~ Center to enter into any contract or to execute and deliver any instrument, and such authority may be general or confined to specific instances; but, unless so authorized by the Board of Trustees, or expressly authorized by these by-laws, no officers, agents or employees shall have the power or authority to bind the ~~Society~~ Center by any contract or engagement or to pledge its credit or to render it liable pecuniary in any amount for any purpose.

7.2 Loans. No loans shall be contracted on behalf of the ~~Society~~ Center, unless specifically authorized by the Board of Trustees. Any changes in terms during the course of the loan (e.g. interest rate if fixed, adjustment terms if variable rate, amount of loan or line of credit, maturity, repayment terms, etc.) shall be presented to the board of Trustees for approval. Any line of credit, whether for operating/cash flow purposes, credit card for expense management, or overdraft line, shall be approved by the board at a time prior to acceptance and contracting. Advances under such lines will be administered and authorized in accordance with the financial policy/internal controls as documented and amended and so approved by the Board of Trustees.

7.3 Financial Transactions. All checks, drafts, and other orders for the payment of money out of the funds of the ~~Society~~ Center, and all notes or other evidences of indebtedness of the ~~Society~~ Center shall be signed on behalf of the ~~Society~~ Center in such manner as shall from time to time be determined by resolution of the Board of Trustees. All funds of the ~~Society~~ Center, not otherwise employed, shall be deposited to the credit of the ~~Society~~ Center in such banks, trust companies, or other depositories as the Board of Trustees may select.

7.4 Internal Controls. The Board of Trustees is responsible for ensuring proper internal controls are in place and applied for all transactions.

ARTICLE VII

INDEMNIFICATION AND INSURANCE

8.1 Indemnification. As part of its group of the ~~Society’s~~ Center’s insurance policies, the Board of Trustees may acquire Officers and Directors Insurance to cover its officers, trustees, and staff.

ARTICLE IX

CONFLICTS OF INTEREST

9.1 A conflict of interest shall occur if a trustee, officer, or key employee of this corporation, as an individual, partner, or member, officer, director, or person with a substantial financial interest in a firm, association, or other entity in which such person shall have a substantial financial interest enters into or contemplates entering into a contract with this not-for-profit entity, as described in Section 715 of the NY Not-for-profit law.

9.2 As soon as a potential conflict of interest should become apparent, the trustee, officer, or key employee shall immediately inform the presiding officer of the Board of Trustees, who shall thereafter pass the concern to the full board.

9.3 Once a potential conflict is identified, the board member, officer, or key employee shall thenceforth be excused from the meeting during deliberations concerning the subject matter of the conflict and shall not take part in voting on any resolution or motion thereon. The board member or officer may continue to be counted as present for purposes of a quorum, if otherwise present at a meeting.

9.4 it is impermissible for an officer, trustee, or key employee to influence improperly the deliberation or voting on the matter giving rise to a conflict.

9.5 Prior to the initial appointment or election, each new officer and member of the board, and, annually, at or prior to the annual meeting, each board member, officer, and key employee shall complete, sign, and submit to the secretary a written statement

9.6 The existence and resolution (if any) of each conflict of interest is to be documented by being included in the board minutes. The minutes shall further reflect, from time to time, when a conflict of interest was disclosed, discussed, or voted on.

9.7 Contracts approved by the board where a member of the board, officer, or key employee violates this Article or Section 715 of the New York Not-for-Profit Law shall be voidable for that reason alone.