



## **The Sand Lake Historical Society Constitution and Bylaws**

**ADOPTED April 12, 1994. Amended May 8, 2007; March 10, 2009; May 13, 2017.**

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## **Article I. Name**

Section 1.01 THE NAME OF THIS ORGANIZATION shall be The Sand Lake Historical Society, located in the Town of Sand Lake, Rensselaer County, New York.

## **Article II. Purposes**

Section 2.01 THE PURPOSES OF THE SOCIETY shall be:

- a) To promote the appreciation and preservation of the history and culture of the Town of Sand Lake.
- b) To gather, preserve, display and make available for study artifacts, relics, books and manuscripts, papers, photographs, and other records and materials relating to the history of the State of New York and particularly of the Town of Sand Lake and the surrounding areas.
- c) To encourage the suitable marking of places of historic interest; and
- d) To acquire by purchase, gift, devise, or otherwise the title to or the custody and control of historic sites and structures, and to preserve and maintain such sites and structures.

## **Article III. Membership and Dues**

Section 3.01 THERE SHALL BE EIGHT (8) MEMBERSHIP CLASSIFICATIONS. Those who are interested in the history of the town of Sand Lake and who apply for membership in an appropriate classification as outlined below and who tender the necessary dues may therefore become a member:

- (a) Individual Active Membership. Any shall be eligible.
- (b) Family Membership. Any family or group, all of whose members reside at a single address, shall be eligible.
- (c) Student Membership. A person between the ages of thirteen (13) and twenty-two (22) enrolled in a recognized educational institution shall be eligible.
- (d) Contributing and Sustaining Membership. A person, group, or firm offering special support to the objectives of the Society shall be eligible.
- (e) Complimentary Membership. Such membership may be awarded at the discretion of the Board of Trustees, and shall be limited to a term of twelve (12) months from date of issue.
- (f) Lifetime Membership. Such membership may be awarded to an individual upon payment of a one-time fee.
- (g) Honorary Lifetime Membership. Such an honor may be conferred upon any person whose activities exemplify the purposes of the Society and who have made an outstanding contribution. Honorary Lifetime Members may be elected by a

- two-thirds (2/3) vote of those members present at the Annual Meeting, upon nomination by the Board of Trustees.
- (h) Honorary Membership. Such membership shall be conferred upon the positions of Superintendent of the Averill Park School District, Supervisor of the Town of Sand Lake, Sand Lake Town Historian, and Director of the Sand Lake Town Library.

Section 3.02 DUES FOR EACH CATEGORY OF MEMBERSHIP and the schedule of payment shall be established by the Board of Trustees and shall be announced in writing prior to the Annual Meeting.

- (a) Members in good standing are members whose dues are paid to date, complimentary members designated for the current year, honorary, and honorary lifetime members.
- (b) Any member whose dues are in arrears more than four (4) months shall be dropped from membership.
- (c) Any new member accepted on or after January 1 in any fiscal year shall be considered in good standing through the end of the following fiscal year.
- (d) Any member in good standing, who is in attendance, shall be entitled to one vote in Society elections and polls. Up to three persons under a Family Membership shall be entitled to one vote each.

## **Article IV. Meetings of the Society**

Section 4.01 THE FOLLOWING UNDERSTANDINGS SHALL APPLY in scheduling meetings of the membership:

- (a) Regular meetings of the Society shall be held on the second Tuesday of each month (except July and August), at a time, and location to be determined by the Board of Trustees.
- (b) Special meetings of the membership may be called by the President, provided adequate notice has been given to the membership.
- (c) The Annual Meeting shall be held in the month of May, at a time and place set by the Board of Trustees and announced to the membership in writing at least thirty (30) days in advance. It shall include: the presentation of annual reports from the President and Treasurer, and from such other officers and committees as may be appropriate; the election of Trustees.

## **Article V. Fiscal Year**

Section 5.01 THE FISCAL YEAR of the Society shall be from June 1 to May 31.

## Article VI. Elected Positions

Section 6.01 THE BOARD OF TRUSTEES shall be composed, elected, and otherwise provided for as follows:

- (a) Number of Trustees. The Board of Trustees of the Society shall consist of no fewer than eleven (11) and no more than fifteen (15) members of the Society, which number shall be determined by a two-thirds ( $2/3$ ) vote of the Board of Trustees.
- (b) Terms of office. The term of office for a Trustee shall be three (3) years. Trustees are elected to hold office until the expiration of their terms or until their successors have been duly elected, or until their resignation. Any Trustee who has served two (2) consecutive terms shall be ineligible for re-election as a Trustee until one (1) year has elapsed following the date of expiration of the second term of office.
- (c) Election of Trustees. The Trustees of the Society shall be elected at the Annual Meeting. The Nominating Committee shall submit a slate of Trustees, from members in good standing, and nominations shall be accepted from the floor to supplement those proposed. Election shall be decided by a majority of the members in good standing in attendance.
- (d) Vacancies. In the event of an early vacancy on the Board of Trustees, the remaining Trustees, by a majority vote, may elect a qualified person to fill such vacancy until the next Annual Meeting, when such vacancy shall be filled by election for the unexpired term. Election to a vacancy of over one and one half ( $1\frac{1}{2}$ ) years or one half ( $1/2$ ) term shall be considered a full term.
- (e) Compensation. No compensation shall be paid to members of the Board of Trustees for their services as members of the Board.
- (f) Removal. Any Trustee may be removed from office for cause by a vote of two-thirds ( $2/3$ ) of the entire Board. Said Trustee shall be informed of the pending action prior to the meeting when the vote will be taken. Any Trustee who fails to attend three (3) consecutive meetings of the Trustees shall be deemed to have resigned his trusteeship, unless the Board shall specifically excuse him from attendance.

Section 6.02 THE POWERS AND RESPONSIBILITIES OF THE TRUSTEES are as follows:

- (a) The Board of Trustees shall have the power to conduct all the affairs of the Society. The Board shall meet prior to each regular meeting of the Society. Additional meetings of the Board may be called by the President or may be called by any three (3) Board members other than the President.
- (b) A quorum. A quorum shall consist of a majority of the members of the Board of Trustees. No definitive action can be taken by the Board in the absence of a quorum, which quorum shall be ascertained by the Recording Secretary.
- (c) Election of Officers. The Board of Trustees shall elect the officers of the Society and fill vacancies as provided for under ARTICLE VI Elected Positions.

- (d) Appointments. The Board of Trustees shall appoint the Nominating Committee, comprised of one (1) Trustee, one (1) officer, and one (1) non-trustee.
- (e) The Board of Trustees approves the appointments of chairs of standing and ad hoc committees, which appointments are made by the President.
- (f) The Board shall appoint: (1) an Archivist/Curator, (2) a Librarian, and (3) an Editor to serve at the discretion of the Board, to serve without remuneration, and to report to the Board at each of its meetings.
- (g) Orientation. The Board of Trustees shall provide an annual orientation for elected and appointed positions.
- (h) Annual Report to the New York State Commissioner of Education. An annual report shall be filed by the Trustees and outgoing officers with the Commissioner of Education. The report shall record the educational and cultural activities of the Society and present an accurate financial statement of its operations. It shall be made in the time period and form prescribed by the Commissioner of Education.
- (i) Redress of concerns. The Board of Trustees shall develop a procedure whereby member complaints can be handled expeditiously and fairly, shall inform the membership of steps to be taken in registering a complaint or dissatisfaction, and shall encourage the membership to make use of the opportunity to have a complaint or dissatisfaction resolved.
- (j) Conflict of Interest. The Board of Trustees shall adopt a conflict of interest policy that governs the independence of Trustees as well as transactions in which Trustees have a financial interest. This policy must cover definition, disclosure procedures, and rules that a person with a conflict may not be present for, nor improperly influence deliberation or vote on the matter for which the conflict exists. The existence of a conflict and process for dealing with it must be documented in the minutes of any meeting where it is discussed or acted on. Each Trustee must annually sign a disclosure statement collected by the Recording Secretary and provided to the chair of the Audit Committee.
- (k) Records management. The Board of Trustees shall adopt a records management policy and procedures to ensure the business records of the society are created, maintained, and made accessible according to professional standards.

Section 6.03 THE ELECTION OF OFFICERS AND THEIR TERMS OF OFFICE shall be regulated by the following provisions:

- (a) All officers shall be Trustees of the Society and members in good standing. There shall be a President, Vice-President, Corresponding Secretary, Recording Secretary, Treasurer, and such other officers as the Board of Trustees may, from time to time, deem necessary.
- (b) Election of officers. The officers of the Society shall be elected from and by the Board of Trustees within two (2) weeks after the Annual Meeting. The Nominating Committee shall present a slate of officers for election from among currently serving Trustees. Nominations shall be accepted from the Trustees to supplement those proposed. Election shall be decided by a majority of the Trustees.

- (c) Term of office. The term of office for an officer shall be one (1) year. An officer shall hold office until the expiration of his term, or until a successor has been duly elected, or until his resignation. No officer shall serve more than three (3) consecutive one-year terms in an office.
- (d) Vacancy. In the event of a vacancy in the office of President, the Vice-President shall fill such office for the unexpired term, and the Trustees shall then elect a new Vice-President for the unexpired term. The Board of Trustees shall elect a qualified Trustee to fill any other vacancy occurring in any other elective office for the unexpired term.
- (e) Removal. Any officer may be removed from office for cause by a vote of two-thirds (2/3) of the entire Board. Said officer shall be informed of the pending action prior to the meeting when the vote will be taken. Any officer who fails to attend three (3) consecutive meetings shall be deemed to have resigned his position and trusteeship, unless the Board shall specifically excuse him from attendance.

Section 6.04 THE POWERS AND RESPONSIBILITIES OF THE OFFICERS shall be distributed as follows:

- (a) The President shall have executive supervision over the activities of the Society within the scope provided by this Constitution and Bylaws, shall preside at all meetings of the Society, shall appoint chairs of committees with the approval of the Board of Trustees, and shall make a report on the state of the Society at the Annual Meeting.
- (b) The Vice-President shall assume the executive duties of the President in the absence of the President, shall serve in a consulting capacity with the President in appointing the committee chairs, and shall coordinate the activities of the committees.
- (c) The Recording Secretary shall be responsible for recording the minutes of all the meetings of the Society, shall be responsible for the safekeeping of the minutes of the current and preceding year, for transmission of minutes and reports to the Archivist, and for ascertaining whether a quorum is present at the meetings of the Board of Trustees.
- (d) The Corresponding Secretary shall, at the direction of the officers and Trustees, carry out all Society correspondence, maintain file copies of such correspondence for the current year, and shall transmit the copies to the Archivist at the end of the year. The Corresponding Secretary shall be responsible for notifying all members of the Board of Trustees of Trustee meetings and for the publication to the membership of all notices required by the Constitution and Bylaws.
- (e) The Treasurer shall be responsible for the receipt and safekeeping of the dues and other Society funds and securities. The Treasurer shall deposit or cause to be deposited the same in such banks or depositories as the Board may designate, in the name of the Sand Lake Historical Society. The Treasurer shall keep full and accurate records of all financial transactions for transmission of reports to the Archivist and shall render a report to the Board at each of its meetings and to the

members at the Annual Meeting. The Treasurer shall be Chair of the Finance Committee.

## **Article VII. Appointed Positions**

Section 7.01 THE FOLLOWING POSITIONS SHALL BE APPOINTED by the Board of Trustees to serve at the discretion of the Board, without remuneration, and to submit a report to the Board at each of its meetings:

- (a) The Archivist/Curator shall be responsible for cataloging the archives and collections of the Society according to archival standards, and for maintaining them in an area designated by the Board of Trustees; shall acknowledge receipt of all materials and properly accession all acquisitions. The Archivist/Curator shall serve as Chair of the Acquisitions and Collections Management Committee and as a member of the Library Committee.
- (b) The Librarian shall be responsible for cataloging the circulating book and non-book collections of the Society according to library standards, and for maintaining them in a designated area in the Sand Lake Town Library; shall acknowledge receipt of all materials and properly accession all acquisitions, and make them available to Society members; shall be responsible for bringing pertinent information to the attention of Society members. The Librarian shall serve as Chair of the Library Committee and as a member of the Acquisitions and Collections Management Committee.
- (c) The Editor shall be responsible for the periodic publication of the Society's newsletter and for editing other publications selected by the Publications Committee. The Editor shall be Chair of the Publications Committee and shall serve as a member of the Publicity Committee.

## **Article VIII. Definitions and Duties of Standing Committees**

Section 8.01 THE ROLES AND COMPOSITION OF THE STANDING COMMITTEES shall be determined in the following manner:

- (a) The chairs of all standing committees shall be appointed by the President with the approval of the Board of Trustees. The term of office of standing committee chairs shall expire at the Annual Meeting, following the election of Trustees.
- (b) The Finance Committee shall be chaired by the Treasurer and shall include the Chair of the Ways and Means Committee and one Trustee. It shall establish Society fund-handling policy and prepare an annual budget.
- (c) The Audit Committee shall annually review the society's financial transactions and reports and present a report of its findings to the Board. The committee shall consist of a minimum of three Trustees, excluding the President and Treasurer.



- (d) The Membership Committee shall be responsible for membership drives, processing memberships, keeping membership lists updated, and turning dues over to the Treasurer. All changes in membership shall be reported to the Recording Secretary, the Corresponding Secretary and to the Editor.
- (e) The Ways and Means Committee shall develop policies and strategies for increasing revenues and shall promote and coordinate general fund-raising activities.
- (f) The Acquisitions and Collections Management Committee shall be comprised of two (2) Trustees, the Chair of the Finance Committee, the Archivist/Curator, the Librarian, and one (1) member-at-large. It shall oversee the acquisition, lending, maintenance, and deaccession of objects and books in the collections in accordance with the Society's acquisitions policy.
- (g) The Library Committee shall assist the Librarian in maintaining the circulating book and nonbook collection and shall be chaired by the Librarian.
- (h) The Publications Committee shall be comprised of an appointed Editor as chair, two (2) Trustees, the Librarian and one (1) other member. It shall be responsible for the printing and distribution of a newsletter one (1) month prior to the Annual Meeting and at least two (2) other times a year. It shall also be responsible for soliciting and overseeing the publication of other materials pertinent to the aims of the Society.
- (i) The Publicity Committee shall be responsible for publicizing the activities of the Society in the press, radio, television and other media, and shall accumulate a file of media notices for transmission to the Society archives after the Annual Meeting.
- (j) The Program Committee shall be responsible for arranging programs for the meetings of the Society relating to its historical and cultural concerns and for other activities serving member interests.

## **Article IX. Provision for Ad Hoc Committees**

Section 9.01 SUCH AD HOC COMMITTEES AS ARE REQUIRED to carry out the programs and activities of the Society shall be established by the Board of Trustees, which shall give each committee a charge appropriate to the purpose for which it is established. The chairs of such committees shall be appointed by the President.

Section 9.02 THE NOMINATING COMMITTEE shall be comprised of one (1) officer as chair, one (1) other Trustee, and one (1) member-at-large. The Nominating Committee shall be appointed by the Board of Trustees not less than sixty (60) days prior to the Annual Meeting. A slate of nominees shall be presented to the membership not less than thirty (30) days prior to the Annual Meeting. Following the Annual Meeting, the Nominating Committee shall present to the Board of Trustees a slate of officer nominees for election according to Article VI.

## **Article X. Amendment**

Section 10.01 THIS CONSTITUTION AND BYLAWS MAY BE AMENDED at a regular meeting of the Society by two-thirds (2/3) of those qualified voters in attendance, provided the text of the proposed amendment has been published thirty (30) days in advance.

## **Article XI. Parliamentary Authority**

Section 11.01 THE RULES CONTAINED IN ROBERT'S RULES OF ORDER shall govern the proceedings of the Society, except in those instances in which such rules are inconsistent with the Constitution and Bylaws.

## **Article XII. Annual Report**

Section 12.01 AN ANNUAL REPORT SHALL BE FILED by the Board of Trustees with the New York State Commissioner of Education, recording the educational and cultural activities of the Society and presenting an accurate financial statement of its operations. The report shall be filed by June 1, by the outgoing officers and the Board of Trustees in the form prescribed by the New York State Commissioner of Education.

## **Article XIII. Distribution of Assets Upon Dissolution**

Section 13.01 IN THE EVENT OF DISSOLUTION, all of the remaining assets and property of the Society 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 another organization to be used in such manner as in judgment of a Justice of the Supreme Court of the State of New York will best accomplish the general purposes for which the Society was formed. Organizations to which such assets and property are distributed, if such assets or property are in the nature of scientific or cultural material, shall have collections management policies similar to the Sand Lake Historical Society.