

# Constitution and Bylaws

## CONSTITUTION AND BYLAWS OF THE CENTURY HOUSE HISTORICAL SOCIETY

### ARTICLE I NAME

#### 1.1. Name.

The name of this corporation shall be The Century House Historical Society ("the Society"), located in Rosendale, county of Ulster, state of New York. The Society is incorporated by virtue of an absolute charter ("the Charter") granted by the State of New York Education Department.

### ARTICLE II PURPOSES

#### 2.1. The purposes of this society shall be:

- a. To promote and encourage original historical research;
- b. To disseminate and encourage a greater knowledge of the history of the State of New York and particularly the area in New York State designated geographically, geologically and industrially as the Rosendale Natural Cement District. This District being situated between and including East Kingston, New York to and including High Falls, New York and including the communities now and once established within this region;
- c. To disseminate and encourage a greater knowledge of the relationship of the District to the development of the Nation emphasizing contributions of an industrial nature;
- d. To examine and analyze the lives of industrialists, the role of labor and dominant lifestyle of the District;
- e. To gather, preserve, display and make available for study artifacts, relics, books, manuscripts, papers, photographs, and other records and materials relating to the history of the State of New York and particularly of the Rosendale Natural Cement District businesses and industries
- f. To encourage the suitable marking of places of historic interest relating to the District; and
- g. To acquire by purchase, gift, devise or otherwise the title to or the custody and control of historic sites and structures, and preserve and maintain such sites and structures.

### ARTICLE III MEMBERSHIP

3.1. Members. Any person who subscribes to the purposes of The Century House Historical Society as stated in the Charter shall be eligible for membership in the Society.

3.2. Class. Membership classes, and dues for each, shall be established by the Board of Trustees.

3.3. Term. Membership shall begin on the first day of the month following payment of the applicable dues. Dues shall be annual. Membership shall be renewed by the payment of the applicable dues during the first quarter of each new year. Persons who join during the months of October, November, or December will be considered members in good standing in the year of joining as well as the following year.

3.4. Vote. No class of membership shall be entitled to more than one vote.

3.5. Honorary. Honorary membership may be granted by unanimous vote of the Trustees. Such honorary members shall have all membership rights except the right to vote. Honorary memberships shall be a lifetime term.

### ARTICLE IV TRUSTEES

4.1. Number of Trustees. There shall be at least 5 but not more than twenty-five Trustees, collectively known as the Board of Trustees ("the Board").

4.2 Nominations, Elections, and Term of Office. A candidate for election to the Board shall be a member in good standing of the Society. Trustees shall be elected by a majority of votes cast at the Annual Meeting. The Secretary or other Board member designated by the Secretary in his or her absence shall deliver all votes cast by proxy to the Annual Meeting. Trustees shall hold office for a period of two years or until their successors are elected. Any vacancy occurring in the Board shall be filled by appointment by a majority of the Board. Such appointment shall be in effect until the next annual meeting at which time an election shall be held to fill the remainder of the original term. If any Trustee shall fail to attend three

consecutive meetings without excuse accepted as satisfactory by the Trustees, he or she shall be deemed to have resigned and the vacancy shall be filled in the manner described above.

4.3. Powers and Duties. The Board shall have the power to conduct all affairs of the Society.

4.4. Meetings. The Board shall hold at least four regular quarterly seasonal meetings at a time and place to be determined by the Board. Board meetings shall be open to all members of the Society. The Board may go into executive session by a vote of two-thirds of the Trustees present. Notice of all Board meetings shall be provided to all Trustees no less than thirty days prior to the date of the meeting.

4.5. Special Meetings. Special meetings of the Board may be called by the chair or if requested by a majority of the Trustees. Thirty days notice shall be required except in the case of matters considered by the chair or a majority of the Board to be those of an emergency matter. The specific purpose for which a Special Meeting is to be held shall be given in the Notice.

4.5. Board Meeting Quorum. At any meeting of the Board, a majority of the Trustees shall constitute a quorum.

#### ARTICLE V OFFICERS

5.1. Officers. The officers shall be a president, a vice-president, a secretary, and a treasurer, who shall hold office for a period of one year or until their successors are elected. The officers shall be members of the Board. Only the offices of secretary and treasurer may be held by the same person. Officers shall be elected by the Board following the election of Board members at the annual meeting and the results shall be announced at, and included in the minutes of, that meeting.

5.2. President Duties. The President shall have executive supervision over the activities of the Society within the scope provided by these bylaws and shall preside at all meetings. The President shall report annually on the activities of the Society and shall appoint the members of committees and delegates not otherwise provided for. The President shall also serve as the chair of the Board.

5.3. Vice-President Duties. The Vice-President shall assume the duties of the president in the event of incapacity, resignation, or removal of the President.

5.4. Secretary Duties. The Secretary shall keep the minutes of meetings of the Society and the Board, maintain a list of members, and tender an annual report. The Secretary shall give notice to members whose dues are payable. The Secretary shall also serve as the secretary to the Board.

5.5. Treasurer Duties. The Treasurer shall be responsible for the safekeeping of Society funds, for maintaining adequate financial records, and for depositing all monies with a reliable banking company in the name of The Century House Historical Society. Monies shall be paid out by numbered checks signed by the Treasurer and the President. The Treasurer shall collect dues, and shall render an annual report at the annual meeting. The Treasurer shall render an annual report based on the Society's fiscal year, which shall be the calendar year beginning on the first day of January and ending on the last day of December, and quarterly reports at Board meetings.

#### ARTICLE VI MEETINGS

6.1 Annual Meeting. The annual meeting of the Society shall be held in December at a time and place to be determined by the Board. Notice of the time and location shall be provided to the membership at least thirty days prior to the date of the annual meeting.

6.2 Quorum. The quorum shall be one-tenth of the total number of votes entitled to be cast. For the purpose of the quorum, members submitting a proxy certificate will be considered present.

6.3. Voting. Due to the geographic diversity of the membership of the Society, voting by proxy shall be permitted. Ballots shall be provided with notification of the Annual Meeting.

6.4. Special Meetings. Special meetings shall be called by the President if requested by ten percent of the members in the form of a signed and dated petition. Such meetings shall be held within sixty days of the submission of the petition. Thirty days notice, including the specific purpose of the special meeting, shall be given to all members. The cost of printing the notice and postage for mailing the notice shall be born by petitioners.

6.5. Electronic Meetings. The Board of Trustees, standing committees, and special committees are authorized to meet by telephone conference or through other electronic communications media so long as all participating members can interact simultaneously.

#### ARTICLE VII COMMITTEES

7.1. Committees. The Society shall have the following standing committees, and if desired, special committees. Committee

members shall be members of the Society.

7.2. Nominating Committee. The Nominating Committee shall be appointed at least 90 days before the annual meeting and shall submit nominees for Trustee at least 30 days before the annual meeting. Said list shall not preclude nominations from the floor or write-in votes. The Nominating Committee shall be discharged upon presentation of its list of nominees.

7.3. Bylaws Committee. The Bylaws Committee shall review all proposed bylaws for consistency with applicable Federal and State law, the Charter, and the existing bylaws.

7.4. Collections Committee. The Collections Committee shall be responsible for collecting, cataloging, cleaning, repairing, and storing historic objects; for arranging exhibits, and the correct historic interpretation of these exhibits; for the care and upkeep of the collections quarters and collecting, cataloging, caring for, arranging, and repairing books, manuscripts, newspapers, and other historical source material.

7.5. Publications Committee. The Publications Committee is responsible for finding ways and means for publishing joint or individual research studies, newsletters to members, a quarterly bulletin, or books.

7.6. Membership Committee. The Membership Committee is responsible for membership drives.

#### ARTICLE VIII AMENDMENTS

8.1. Amendments. The Constitution and Bylaws of the Society may be amended by a vote of a majority of those present in person or proxy at the annual meeting or special meeting called for such purpose. All proposed amendments shall be submitted in writing to the Bylaws Committee. The Bylaws Committee shall report on the proposed amendment to the Board.

#### ARTICLE IX PARLIAMENTARY AUTHORITY

9.1. Standing Rules. Any rules or procedures not covered by applicable Federal or State law, the Charter, the Constitution and Bylaws, or the adopted parliamentary authority shall be considered Standing Rules of the Society and shall be recorded as such by the Secretary.

9.2. Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with this Constitution and Bylaws or any special rules of order the Society may adopt.

#### ARTICLE X DISTRIBUTION OF ASSETS UPON DISSOLUTION

10.1 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 a 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 of property are in the nature of scientific or cultural material, shall have collections management policies similar to the Society.

Adopted December 2, 2001