

CONSTITUTION AND BY-LAWS, DAVENPORT HISTORICAL SOCIETY

DAVENPORT, NEW YORK

BY-LAWS

ARTICLE I – MEMBERSHIPS AND MEMBERSHIP CONTRIBUTIONS

Section 1. Any person interested in the objectives of the association who applies for membership in any classification of membership and who tends contribution shall become a member.

Section 2. Regular members – annual contribution \$3.00

Section 3. Family members – annual contribution \$5.00

Section 4. Student – free

Section 5. Sustaining – annual contribution \$25.00. Also known as “Sponsor.”

Section 6. Patron – annual contribution \$100.00 or more. Also known as “Angel.”

Section 7. Honorary – by vote of the membership.

Section 8. Memberships shall be for the calendar year in which the membership was paid. Except that, due to the pandemic having stopped most activities of the association until August 2022, any membership paid for in 2022 shall have that membership continued through 2023.

ARTICLE II – SCHEDULE, NOTICE AND QUORUM FOR MEETINGS

Section 1. Regular meetings of the Board of Trustees shall be held twice per year, in September and March, on either the second or fourth Wednesday of the month. At the March meeting, the Board shall plan the annual meeting in May.

Section 2. Special meetings shall be called by the president.

Section 3. Written notice of the place and time of the annual meeting, stating the purpose(s), place and time shall be (a) given to each member entitled to vote at the meeting, personally, by mail, or by facsimile telecommunications or by electronic mail, within the time frames and as specified in Not For Profit Corporation Law §605(a), as amended; and (b) the written notice shall be posted on the bulletin board at the Davenport Town Hall, the bulletin board located inside the Town of Davenport Post Office Lobbies (West Davenport, Davenport

Center, and Davenport), and on the Davenport Historical Society webpage, at least thirty (30) days prior to the meeting.

Notice of a special meeting shall be given to each member entitled to vote at that meeting, which notice shall indicate the purpose for which it is called and the person or persons calling such meeting, by email to each member entitled to vote at that meeting who has provided the Davenport Historical Society with his/her email address, in addition to all other notice requirements for the annual meeting. Such notice shall be given not less than ten (10) days prior to the meeting unless circumstances require a shorter notice period, and in such case the notice shall be given as soon as is practicable from the time the meeting date is scheduled. Notice need not be given to any member who submits a signed waiver of notice whether before or after the meeting or who attends the meeting without protesting prior to the conclusion of the meeting the lack of notice.

Section 4. One-third of the Board members shall constitute a quorum at Board meetings, and one-third of the active members of the Society shall constitute a quorum at the annual meeting.

In the absence of a quorum, a majority of the members present in person or by proxy may adjourn the meeting. If the time and place for the adjourned meeting are announced at the original meeting, notice of the adjourned meeting shall be at the discretion of the Board of Trustees. At the adjourned meeting, any business may be transacted which might have been transacted at the meeting as originally called.

Section 5. Any type of meeting should be held in-person whenever possible. The Board may elect to hold its regular and special meetings by conference call or video if all participants can simultaneously hear one another. Alternate arrangements may be made by the Board for annual meetings whenever circumstances, particularly health concerns, warrant such.

Section 6. The members may take action without a meeting by unanimously signing a written consent setting forth the action taken.

Section 7. Should an issue or urgent matter arise which requires immediate attention and action, it shall be acceptable to take a poll of the majority of the Board.

ARTICLE III – DUTIES OF OFFICERS AND THE BOARD

Section 1. The president shall have executive supervision over the activities of the Society within the scope provided by these by-laws. The president shall preside at all meetings and report annually on the activities of the Society. The president shall appoint the members of the committees and delegates not otherwise provided for.

Section 2. The vice-president shall assume the duties of the president in the event of absence, incapacity or resignation not otherwise provided for.

Section 3. The secretary shall keep the minutes of all meetings of the board of Trustees in books to be kept for that purpose; keep the minutes of the annual meeting; serve or cause to be served all notices of the corporation; and perform all duties incident to the office of secretary and any other duties assigned by the board.

Section 4. The treasurer shall keep or supervise the keeping of complete and accurate accounts of receipts and disbursements of the corporation and shall deposit all funds of the Society in the name and to the credit of the Society in the banks or other depositories chosen by the Board. When requested by the Board, the treasurer shall at all reasonable times exhibit the books and accounts to any officer or director of the Society, and shall perform any other duties assigned by the board. The treasurer may also sign Society checks.

At the annual meeting of the members, the treasurer shall present a report showing: the assets and liabilities of the Society as of the close of the prior calendar year; the principal changes in assets and liabilities during that fiscal period; the receipts of the Society; both unrestricted and restricted to particular purposes, for that fiscal period; the expenses or disbursements of the Society, for both general and restricted purposes, during that fiscal period; and the number of members of the Society and a statement of the increase or decrease during that fiscal period. The report shall be verified by the president and treasurer or by a majority of the Trustees, or certified by a public or certified accountant and filed with the minutes of the annual meeting. The report to the Board may consist of a verified or certified copy of any report by the corporation to the Internal Revenue Service or the Attorney General of the State of New York which includes the information specified above.

Section 5. The Board of Trustees shall have the power to conduct all affairs of the Society. The Board shall enact a written, board-approved code of ethics applicable to Trustees, administrators, staff, and volunteers that addresses issues of public trust and conflict of interest. Said code of ethics shall be reviewed each year. The Board shall enact emergency action and disaster preparedness plans appropriate for the Society's facilities. The Board shall ensure that the physical plant is adequately maintained and adequately insured. The Board shall decide questions of policy that for any reason cannot be acted upon at a meeting of the Society, and perform such other functions as designated in the by-laws or otherwise assigned to it.

Section 6. In case of a temporary absence of an Officer, the Board may temporarily delegate their powers or duties to another Trustee.

ARTICLE IV – COMMITTEES

Section 1. The Society shall have the following standing committees with at least one member:

- A. Program Committee: responsible for arranging suitable programs.
- B. Membership Committee: responsible for membership drives and proposing new candidates for membership.

C. Historic Sites Committee: responsible for establishing the historic validity for sites proposed for marking and for marking historical sites.

D. Nominating Committee: responsible for making nominations for officers and members of the Board of Trustees.

E. Accessions Committee: responsible for identifying and cataloguing all documents that are Society property and to maintain a reference file. The Accessions Committee shall also be responsible for developing and publishing the criteria and process (including levels of permission) used for determining what items are to be removed from the collections, and ensuring that proceeds derived from the deaccessioning of any property from the Society's collection be restricted in a separate fund to be used only for the acquisition, preservation, protection or care of collections. In no event shall proceeds derived from the deaccessioning of any property from the collection be used for operating expenses or for any purposes other than the acquisition, preservation, protection or care of collections.

F. Museum Committee: responsible for collecting, cleaning, repairing and storage of historic objects; for arranging Society exhibits and the correct historic interpretations of those exhibits.

G. Photographic Resources Committee: responsible for collection and preservation of pertinent photographs.

H. Finance Committee: responsible for planning for the financial needs of the Society and conducting an annual audit.

Section 2. The president shall appoint members and chairpersons of the standing committees.

Section 3. Other committees, standing or special, may be appointed by the president as directed by the Society or the Board of Trustees.

ARTICLE V – PARLIAMENTARY AUTHORITY

Section 1. Standing Rules. Any rules or procedures not covered by applicable federal or state law, the Charter, the Constitution and By-laws, or the adopted parliamentary authority shall be considered Standing Rules of the Society and shall be recorded as such by the secretary.

Section 2. Parliamentary Authority. The rules contained in Roberts Rules of Order, as amended, shall govern the proceedings of 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 VI – INDEMNIFICATION

Section 1. The Society may, to the fullest extent now or hereafter permitted by §§721-726 of the Not-for-Profit Corporation Law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he/she was a Trustee, employee, or agent of the Society, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

ARTICLE VII – AMENDMENTS TO THE BY-LAWS

Section 1. These by-laws may be amended at any regular or adjourned meeting by two-thirds of those present and voting, provided notice was given at the previous meeting. These may also be amended at a special meeting called for that purpose, with previous notice and a two-thirds vote. All proposed amendments shall be in writing.

Section 2. Once an amendment is approved, these by-laws shall be revised by the secretary to incorporate the amendment.

ARTICLE VIII – SUBSIDIARIES

Section 1. The Daylily Society (The Davenport Garden Club) is an independent subsidiary of the Davenport Historical Society and is authorized to use the tax identification number of the Davenport Historical Society.

Revisions adopted October 26, 2022: These approved By-laws replace the previous By-laws as of the adoption date.