

Oyster Bay Historical Society

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BY-LAWS

As amended and adopted in April of 2007

ARTICLE I: NAME

The name of this organization is "**The Oyster Bay Historical Society**" (hereinafter referred to as "Society").

ARTICLE II: MISSION

The Oyster Bay Historical Society was founded to fulfill a previously unmet need in the community; namely, to create a public interest in and awareness of the rich and unique history of the town of Oyster Bay, and to capitalize on that history in order to further current and future dreams and goals.

With the above in mind, the Society's sworn duty is to collect, conserve and preserve documents, genealogical records, artifacts, books and photographs pertinent to the history and development of Oyster Bay.

Further, the Society is charged with stimulating and educating the community through exhibitions, lectures, and publications designed to draw on our past and reflect on our future, with the object of bringing history to life, and creating a sense of local pride and excitement for our generation and generations to come.

ARTICLE III: RESPONSIBILITIES

In order to carry out its mission, the Society's functions will include, but not be limited to the following:

1. Maintain the Earle-Wightman House as a museum open to the public at specified times;
2. Maintain regularly updated websites, a library of books on Town of Oyster Bay history, with special emphasis on genealogy, and provide storage for documents and artifacts of various kinds, all to be accessible by appointment to the public;
3. Publish "The Freeholder" - a quarterly journal devoted to Long Island history;
4. Conduct public programs on historical subjects and develop educational programs for youth, adults, students and family audiences;
5. Support and assist local government and other individuals and organizations in promoting the preservation and, where necessary, the restoration of Oyster Bay's unique historical and architectural heritage, including buildings, records, markers and monuments.

ARTICLE IV: MEMBERSHIP

- A. Any person interested in the history of Oyster Bay who applies for membership and who has paid all current dues may become a member.
- B. Arrears: Any member who fails to pay dues within 60 days from the time a Second notice is mailed may have his or her membership revoked by the Board.
- C. Annual dues and classes of membership shall be fixed from time to time by the Board of Trustees.

ARTICLE V: BOARD OF TRUSTEES

- A. The Board of Trustees (hereinafter referred to as "Trustees") shall consist of six (6) officers and up to nineteen (19) additional members of the Society. This conforms to the Charter from the New York State Board of Regents dated August 26, 1966.
- B. The Trustees shall exercise all of the corporate powers of the Society and shall manage the property and business of the Society. The Trustees shall authorize the expenditure of funds, as may be required in advancement of the Society's purposes.
- C. Regular meetings of the Trustees shall be held on seven (7) days notice or as designated by the President. Special meetings may be called by the President or by the Secretary upon written request of five (5) members of the Board of Trustees.
- D. At all meetings of the Trustees, one third of the total membership of the Board shall constitute a quorum.
- E. Any Trustee who expects to be absent from a Board meeting should provide advance notification of such absence by telephone or other means to the Society's office. Upon the unexcused absence of any Trustee from several successive meetings, said Trustee may be removed from the Board.
- F. Trustees may also elect Honorary Trustees who shall have all the rights and privileges of Trustees except the right to vote. Honorary Trustees are elected for an indefinite term with no concomitant duties. Nominations for the status of Honorary Trustee may be made by any Board member including officers, and shall be based on outstanding records of service or significant contributions to the Society.
- G. Each Trustee who is not an Officer shall serve on at least one committee, and/or provide in-kind service or financial support.
- H. Trustees may nominate individuals to serve on the Advisory Board of the Board of Trustees and they shall serve at the pleasure of the Board. Advisory Board members may be involved in any current or ongoing Society project without the status or duties of Trustee including the requirement to attend Board meetings. Advisory Board members may retain advisory status for an indefinite term while remaining eligible for nomination to the Board of Trustees. An updated list of Advisory Board members will be maintained.

ARTICLE VI: OFFICERS

A. The officers of the Society shall consist of the:

President
1st Vice President
2nd Vice President
Treasurer Secretary
Membership Coordinator

NOTE: The Position of President and Secretary cannot be shared.

B. Term of Office

Each officer shall be elected for a term of one (1) year or until a successor is elected. No person should be eligible for reelection to the same office for more than three contiguous years except when there is no one available to fill a role requiring specific skills or duties, or if and when an ongoing project requires a continued presence.

C. Duties of Officers

President

The President shall:

Preside over all meetings of the Board of Trustees and of the Society; appoint all committees and fill vacancies in them; compile with the 1st Vice President and the Treasurer, Agency Director and other persons as designated, an Annual Budget to be presented to the Board to be adopted at the beginning of the Society's fiscal year, (such budget may be modified by the Board during the fiscal year as circumstances dictate) serve Ex-officio on all committees. Has the overall responsibility for maintenance of the organization's functions.

1st Vice President.

The 1st Vice President shall:

Act in the absence or disability of the President with the same powers as the President. Oversee financial responsibilities of the organization, including investment of the Society's cash resources, and oversee preparation of an annual capital budget with appropriate officers.

2nd Vice President

The 2nd Vice President shall:

Act in the absence or disability of the President and 1st Vice President with the same powers as the President, and oversee public relations functions of the organization.

Treasurer

The Treasurer shall:

Receive all monies due the Society and deposit the funds of the Society in one or more accounts, in banks designated by the Board of Trustees in the name of the Oyster Bay Historical Society (or other specified fund e.g. building, endowment). Withdraw funds from such accounts as designated by the Board or other duly designated Officer and only sums approved in the annual budget; pay bills authorized by the Director in a timely manner; present an accounting of the Society's receipts and payments at each board meeting or as requested by an appropriate officer or committee head; prepare an annual report for presentation at the annual meeting of the Society; complete any official forms, reports, etc. required of the organization using standard practices for presentation.

Secretary

The Secretary shall:

Keep minutes of meetings in a central folder on a monthly basis and be responsible for adding them to the corporate records annually. Mail minutes and notices of meetings to all trustees and others as designated; answer correspondence as directed by the Board or Officers; have access to the corporate seal for official documents; maintain a copy of the complete set of records of organizational business of the Society; sign correspondence as secretary when indicated.

Membership Coordinator

The Membership Coordinator shall:

Maintain and update all mailing lists used by the organization; track membership renewals, inform Treasurer of dues paid specifically by forwarding funds received; issue annual appeal letters (after having been written by President and Agency Director) and acknowledge gifts received; coordinate annual membership drive and/or events associated with membership; issue Membership Cards.

ARTICLE VII: COMMITTEES

- A. The President may, at any time, appoint such committees as may be necessary to further the purposes of the Society;
- B. A majority of the members of any committee shall constitute a quorum;
- C. There shall be the following Standing Committees:
 1. Executive Committee - Shall be composed of the President, 1st and 2nd Vice Presidents, the Director of the Agency and the Curator, with other persons as needed. This joint committee of the Board and the Agency will oversee the regular business of the Society such as finance, fund-raising events, public relations, education, exhibitions, and other matters which may arise in the normal course of business. Meetings will be called on a regular basis in between Board Meetings. Decisions regarding the ongoing programs will be implemented as required. Changes in policy will be presented to the Board for approval.

2. Nominating Committee - Using the organizations list of expectations for members of the Board, interview prospective trustees, review applications for membership on the Board, and make appropriate recommendations to the President and the Board. The Nominating Committee shall be responsible for presenting, at the Annual Meeting of the Society, the name of one (1) candidate for each office and open places on the Board of Trustees. Three (3) members of the Board *who are not officers* and/or one (1) volunteer from the Membership at large may comprise this committee. The list of the Committee's nominees shall be presented to the President and the Board, and the Secretary shall mail the list of nominees to members no fewer than fifteen (15) days prior to the Annual Meeting.
3. Program Committee - In conjunction with appropriate agency staff, develop, implement and evaluate programs for the community, especially involving fundraising, public awareness, education, historic preservation and others as directed by the Board.

ARTICLE VIII: MEETINGS OF THE SOCIETY

- A. The Annual Meeting of the Society shall be held in the month of June of each year.
- B. Regular meetings of the membership will be held from time to time at the direction of the President and the Board.
- C. Special meetings of the membership may be called by the Board and/or by petition signed by one-third of members in good standing.
- D. The Secretary shall give not fewer than seven (7) days written notice of all membership meetings and in the case of special meetings shall specify the business to be transacted.
- E. Twenty (20) members in good standing shall constitute a quorum at all meetings of the Society.
- F. The order of business may be altered or suspended at any meeting by a majority of the members present.
- G. *Roberts Rules of Order (Revised)* shall govern all meetings except when they conflict with the Charter or the By-Laws of the Society.

ARTICLE IX: ELECTIONS

- A. The right to vote shall be vested in each member in good standing except that honorary members shall not be entitled to vote.
- B. All members in good standing are entitled to hold office upon election to such office.
- C. Elections to the Board shall take place at the Annual Meeting of the Society.
- D. The elections shall be by a plurality of the votes cast in person or by proxy.

ARTICLE X VACANCIES

The Board of Trustees shall fill vacancies occurring on the Board for the unexpired term.

ARTICLE XI CODE OF ETHICS

Among those responsible for OBHS mission and operations are paid professional staff, volunteer personnel, and members of the Board of Trustees. These individuals are committed to utilizing their knowledge and skills in support of the OBHS and its goals. They recognize their stewardship responsibility to ensure that needed resources are vigorously and ethically sought and that the intent of the donor is honestly fulfilled. Such individuals practice their profession or activity with integrity, honesty, truthfulness and adherence to the absolute obligation to safeguard the public trust. The OBHS Code of Ethics involves, but is not limited to, a commitment to the following standards of professional practice:

- To serve the ideals of philanthropy and volunteerism
- To put charitable mission above personal gain, only accepting compensation by approval of Trustees and in accordance with bylaws
- To recognize their individual boundaries of competence and be forthcoming about their professional qualifications and credentials
- To value the privacy, freedom of choice and interests of all those affected by their actions
- To disclose all relationships that might constitute, or appear to constitute, conflicts of interest
- To avoid disclosing privileged information to unauthorized parties
- To ensure that all solicitation materials are accurate and correctly reflect the organization's mission and use of solicited funds
- To utilize monies from the sale of any artifacts or materials for new acquisition or preservation of the collection, and not for the general fund
- To utilize accurate and consistent accounting methods in stating fund-raising results in accordance with AICPA guidelines
- To respond quickly and flexibly to Oyster Bay's changing needs and aspirations with regard to its historic heritage
- To actively encourage all their colleagues to embrace and practice these ethical principles

ARTICLE X11: GIFT ACCEPTANCE POLICY

This guideline provides for a standard approach for all gift-giving to the Society. In order to protect its assets, reputation, integrity, and above all, its donors, the Society follows these guidelines governing its solicitation and acceptance of charitable gifts. These guidelines enable the Society Board and Administration to deal with prospective donors in an atmosphere of mutual understanding and respect. A copy of this Policy is to be provided to all prospective donors so as to assure complete understanding of the Society's gift acceptance policy.

Basic Assumptions

- The Society Board of Trustees, or selected members, will serve as the Gift Acceptance Committee.
- There are two types of gifts, current and planned.
- Gifts should be unrestricted I undesignated, in which case the Board Of Trustees may

use them as it deems best for the Society. Such gifts are of the greatest value to the Society.

- Gifts may be designated, in which case donors state the use to which they would prefer the gift to be put but do not and will not, hold The Society responsible for absolute, legal, restricted use.
- Restricted gifts will be accepted only under extraordinary circumstances.
- The Society reserves the right to refuse any gift.
- Society employees, Board members, and, occasionally, its agents, may receive gifts on behalf of the institution, but only the Board of Trustees acting as a body, may accept gifts.
- No individual or organization may solicit funds in the name of, or on behalf of, The Society unless authorized to do so by the Board of Trustees.
- No individual in the employ of, or under contract to, The Society shall verify in writing the value of a gift for tax deduction purposes, other than cash, checks, credit cards, or payroll deductions. Gifts of tangible personal property and gifts-in-kind may be acknowledged by accurately describing the gift in such detail that it is recognizable. Determining a value for such gifts is the sole responsibility of the donor.
- Non-financial gifts, such as artifacts, ephemera, and photographs donated will be documented by issuance by The Society, signed by the donor, of an Accession Record and Certificate of Gift.

ARTICLE XIII: DISSOLUTION AND DISTRIBUTION OF ASSETS

In the event of the dissolution of the Society, after paying all outstanding liabilities, all remaining assets will be distributed in accordance with the purposes recited in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

ARTICLE XIV: AMENDMENTS

The By-Laws may be amended, repealed or altered in whole or in part by the members after consideration by the Board of Trustees by a two-thirds vote of the members present at any Annual or special meeting of the Society, provided that the change and a statement of the action or recommendation of the Board of Trustees with respect thereto, shall have been mailed to each member at least ten (10) days before the meeting.

Revised through April 19, 2007

APPENDIX II

Oyster Bay Historical Society

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