

Oyster Bay Historical Society

20 Summit Street • Oyster Bay, NY 11771 • (516) 922-5032

BY-LAWS

As amended and adopted in June of 2000

ARTICLE I NAME

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

ARTICLE II PURPOSE

The purpose of the Society is expressed in its Mission Statement, which charges the Society to:

- A. Encourage interest in the historical significance of the Town of Oyster Bay by recording, investigating and promoting an awareness of its past and present;
- B. Respond quickly and flexibly to Oyster Bay’s changing needs and aspirations with regard to its historical heritage;
- C. Collect and preserve books, original manuscripts, artifacts, and other tangible materials connected with Oyster Bay history;
- D. Help persons throughout the world to find answers to their questions about the history of the town and of individual families in the town.

In order to carry out its mission, the Society will, among other means,

1. Maintain the Earle-Wightman House as a museum open to the public at specified times;
2. Maintain 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 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 III 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. For cause deemed sufficient by the Board of Trustees, a member may be suspended or expelled by the Board by affirmative vote of a majority of said Board, provided such member shall have had previous notice in writing of the charge(s) and an opportunity to be heard concerning them before the Board of Trustees.

- C. Arrears: Any member who fails to pay dues within 60 days from the time a second notice is mailed advising that dues are payable, shall be reported to the Board of Trustees by the Treasurer, and if so ordered by the Board, shall be dropped from membership.
- D. Annual dues and classes of membership shall be fixed from time to time by the Board of Trustees.

ARTICLE IV BOARD OF TRUSTEES

- A. The Board of Trustees [hereinafter referred to as “Trustees”] shall consist of six (6) officers and nineteen (19) additional members of the Society. This conforms to the Charter from the New York State Board of Regents dated August 26, 1996.
- 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 as designated by the President. Special meetings may be called by the President or by the [Recording] Secretary upon written request of five (5) members of the Board of Trustees.
- D. At all meetings of the Trustees, nine (9) members 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 either the Director or President of the Society. Upon the absence of any Trustee from several successive meetings, the President or any member of the Board may recommend removal of such Trustee from the Board, taking into consideration whether such Trustee had provided advance notification of absences and any other relevant circumstance. Removal may be effected only by vote of at least two-thirds of the members of the Board then in good standing. If the number of Trustees present and voting for removal at any meeting should be insufficient to constitute a two-thirds majority, then the necessary additional votes may be submitted by written ballot within 30 days after such meeting.
- 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 from 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.
- H. Trustees may nominate any member of the community 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.

ARTICLE V OFFICERS

- A. The officers of the Society shall consist of the:
 - President
 - 1st Vice President
 - 2nd Vice President
 - Treasurer
 - Recording Secretary
 - Corresponding Secretary

- B. Term of Office

Each officer shall be elected for a term of one (1) year or until a successor is elected, except that no person shall be eligible for re-election to the same office for more than three (3) successive years.

- 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 to fill vacancies in them;
Compile with the Treasurer and other persons as may be designated, an Annual Budget to be presented to the Board to be adopted by the Board at the beginning of the Society's fiscal year;
Serve as Ex-Officio, non-voting member of all committees except that the President shall not be a member of the Nominating Committee.

1st Vice President. The 1st Vice President shall:
Act in the absence or disability of the President with the same powers as the President.

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.

Treasurer. The Treasurer shall:
Receive all monies due the Society and to deposit the funds of the Society in one or more accounts in the name of The Oyster Bay Historical Society maintained in a bank or bank designated, from time to time, by the Board of Trustees.
Withdraw funds from such accounts upon the signature of the Treasurer, or as the Board may designate from time to time, the signature of such other officer(s) of the Society. Only those sums included in the budget approved by the Board and which are specifically ordered by the Board shall be disbursed. The Treasurer shall make such investments on account of the Society as the Board may direct.
Keep an account of the Society's receipts and payments and shall render an annual report at each Annual Meeting.
Inform the Corresponding Secretary of all dues received and request issuance of membership cards to all paid-up members.

Recording Secretary. The Recording Secretary shall:
Keep minutes of the meetings of the Society and the Board of Trustees;
Have custody of the corporate seal and records of the Society; and
Sign documents of the Society in the capacity of Secretary, where required.

Corresponding Secretary. The Corresponding Secretary shall:
Issue notices of all meetings of the Board and of the Society;
Answer such correspondence of the Board and Society as directed by the President
or the Board of Trustees; and
Mail membership cards upon payment of dues.

ARTICLE VI 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 members of any committee shall constitute a quorum;
- C. There shall be the following Standing Committees:
 - 1. Nominating Committee. 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 place on the Board of Trustees. Three (3) members of the Board *who are not officers* shall comprise this committee. The list of the Committee's nominees shall be presented to the President and the Board, and the corresponding secretary shall mail the list of nominees to members no fewer than fifteen (15) days prior to the Annual Meeting.
 - 2. Program Committee. The Program Committee shall be responsible for developing programs for the Society, arranging for speakers and for such trips and the Board of Trustees may direct other activities of the Society as may be directed by the Board of Trustees.

ARTICLE VII 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 Corresponding 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 VIII 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 IX VACANCIES

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

ARTICLE X. CODE OF ETHICS

The Board of Trustees as well as all paid and volunteer staff will adhere to the moral standards and principles contained the Society's "Code of Ethics," adopted in 1999 and attached to these By-Laws as an Addendum.

ARTICLE XI. 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 XII. 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.