

# **Gilboa Historical Society Bylaws**

[Adopted by the Membership October 18, 2023]

## **Article I: Name and Purpose**

1. The name of the organization is Gilboa Historical Society, Inc. (GHS). It is chartered by the New York State Board of Regents and is classified as a 501(c)(3) federal tax-exempt organization, with status as a 170(b)(1)(A)(vi) public charity.
2. The purposes of GHS are:
  - a. To collect, preserve, study and share historical traditions, records, sites and artifacts relating to the history of the Gilboa area.
  - b. To provide and encourage published and online communication services that expand the distribution of Gilboa's historical information.
  - c. To maintain historical collections for education and research.
  - d. To sponsor and promote programs and events to foster a greater appreciation and knowledge of the history and tradition of Gilboa.

## **Article II: Membership and Dues**

1. Membership is open to anyone having an interest in the history of the Town of Gilboa and the surrounding area. Applications for membership are available at [gilboahistoricalsociety.com](http://gilboahistoricalsociety.com), at all GHS events, and through the GHS newsletter.
2. Annual membership is based on a member's anniversary date as a member and is for the 12 months starting when the membership dues are processed. Renewals of annual memberships are added to the member's projected expiration date.
3. The Board of Directors sets the membership dues and classifications. Currently, member classifications are: Lifetime, Family, Couple, Individual, Senior/Student and Complimentary. Family and Couple memberships entitle the Family or Couple to a single vote and a single copy of any publications. All members receive a 10% Gift Shop discount.

## **Article III: Officers and Board of Directors**

1. The Board consists of the Immediate Past President and the Town Historian and nine elected Directors who are members of the Society. Each of the elected Directors serves a three-year term and has the right to vote on all issues of business brought before the Board of Directors.
2. A slate of nominees is presented by the Nominating Committee to the membership at the September meeting. Additional nominations may be taken from the floor at the October general meeting, and Directors are elected to the board by majority vote of the GHS membership present at that October general meeting. Director terms become effective at the close of that meeting.
3. The Board's Officers (President, Vice President, Secretary, and Treasurer) are elected by the board for a one-year term. Each Officer has a five-year term limit in that position, but a

Director may run for another Board position with no absence or may run again for the earlier position after at least a one-year absence.

4. In the event of a vacancy among the Officers or Directors, the remaining Directors will select a replacement from the Board or the general membership to serve the remainder of the vacated term.

#### **Article IV: Duties of the Officers of the Board of Directors**

1. The President has supervision over the activities of GHS within the scope of these Bylaws.
  - a. The President will preside as Chair at all Board, Special, and Program meetings.
  - b. The President will report monthly to the Board of Directors and present monthly and annual reports on the activities, health, and status of GHS.
  - c. The President will identify Standing Committees and Ad hoc Committees and appoint Committee Chairs to each named committee, subject to approval by the Board of Directors.
  - d. The President will be an ex-officio member of all committees.
2. The Vice President assumes the duties of the President in the event of absence, illness, or resignation of the President.
  - a. The Vice President may also be responsible for special projects as determined by the Board of Directors.
3. The Secretary will record and maintain paperwork related to the business of the Board of Directors (such as the minutes of the Board meetings, Special meetings, etc.). Draft copies allow for Board correction and approval by the Board at their following meeting.
  - a. The Secretary will maintain a permanent book of Board minutes and will supply minutes for posting to the GHS website or otherwise make them available on request. These minutes will include all motions made and votes cast.
  - b. The Secretary will also keep Officer and Committee reports submitted for Board approval.
4. The Treasurer is responsible for the safekeeping of GHS funds, for maintaining adequate financial records, and for depositing all monies with reliable financial institutions in the name of the Gilboa Historical Society.
  - a. The Treasurer will create annual budgets for approval by the Board of Directors, and will track profit-and-loss statements against the budget.
  - b. The Treasurer will provide monthly financial status reports and an annual report for each calendar year to the Board of Directors.
  - c. The Treasurer will file, or oversee the filing of, all required state and federal tax paperwork; and maintain records for internal and external audits.
  - d. The Treasurer will oversee that all monies paid out will be by numbered check, debit or credit card, or electronic funds transfer, and will be signed by the Treasurer or an authorized representative. The Treasurer will obtain approval for all unbudgeted invoices prior to paying except in the case of an emergency, for which the Treasurer is authorized to spend up to \$1,000 in advance of anticipated Board approval. The Treasurer will notify the Board of Directors of any payments requested that are not included in the approved annual budget.

- e. The Treasurer will collect and deposit membership dues and maintain membership details for the Society.

## **Article V: Meetings**

1. The Board of Directors meetings will be held at a time and location that is publicly stated in the museum and online at [GilboaHistoricalSociety.com](http://GilboaHistoricalSociety.com).
  - a. Most meetings are presided over by the President of GHS.
  - b. A quorum of five Directors is required to conduct any Gilboa Historical Society business or to pass any motion.
  - c. An agenda will be provided, which may include these items: Call to order; Attendance sheet; President's report; Approval of Minutes by members present at that meeting; Approval of Treasurer's report by members present at that meeting; Reports from Standing Committees; Other Committee reports; Old Business; New Business; Adjournment.
  - d. A Board member may designate another Board member to vote in a proxy capacity.
  - e. Any Board member can make a request for an Executive session during a meeting of the Board of Directors. Said session may be held immediately by suspending the current meeting or immediately following the adjournment of the current meeting. Results of any motion made during an Executive session must be recorded in the minutes of the meeting that included the request for an Executive session.
  - f. Minutes for meetings will be taken, approved, and kept available, in accordance with the law.
  - g. Special meetings of the Board of Directors may be called by the President by email or telephone, or by a majority of the Board of Directors. The purpose for the Special meetings will be identified at the time the meeting is scheduled.
2. Program meetings of Gilboa Historical Society may include reports on the business of GHS from the Board of Directors and from Committee representatives as well as an educational or planned Program.
  - a. Program meetings are held on the third Wednesday of each month except for January and February, when no meeting is held; or at another time deemed appropriate by the Board.
  - b. The quorum required to conduct any Gilboa Historical Society business or to pass any motion at a Program meeting is five members of the Board of Directors and at least three additional GHS members.
  - c. The agenda for the business portion of a Program meeting may include the following: Call to order; Attendance sheet; Approval of Minutes by members present at that meeting; President's report; Treasurer's report; Reports from Standing Committees; Other Committee reports; Old Business; New Business; Adjournment of Business report.
  - d. Prior to any issue requiring a vote of the membership, those present will be asked to vote only if they are current Society members. Business issues requiring a vote include: approval of program meeting minutes, changes to Bylaws, and election of Board members.

3. Committee meetings will be called by the specific Committee Chair or, if necessary, by an Officer of GHS. Committees must submit written reports and receive approval on their proposed actions from the Board of Directors. These reports will be incorporated into Board of Director's meeting minutes.

## **Article VI: Committees**

1. The workload and responsibilities of the Board of Directors will be distributed, shared and managed through its committee structure.
2. The Chair of a Standing Committee is a member of the Society appointed by the President, subject to approval by the Board of Directors. Standing Committee Chairs report to the Board of Directors and may serve indefinitely. Members of a Standing Committee must also be members of the Society. They may volunteer to serve or be invited upon recommendation by a Society member.
3. The Chair of an Ad hoc Committee is appointed by the President and is subject to approval by the Board of Directors. The Chair need not be a member of the Society and may serve only as long as the purpose for the Ad hoc Committee still serves the Society. Ad hoc Committee Chairs report to the Board of Directors. Ad hoc Committees may be appointed by the President and approved by the Board of Directors for any short-term purpose deemed necessary or useful by the President. Ad hoc Committees may include such committees as a Search committee to interview potential employees; a Bylaws committee to revise bylaws and recommend other policies for adoption; a Scholarship committee to promote, encourage and review annual applications from students who reside in Gilboa.

## **Standing Committees**

1. Program Committee: This committee is responsible for arranging suitable programs for GHS to present to its members coordinating educational activities with local schools and young people groups. The Vice President usually chairs this committee.
2. Finance Committee: This committee is responsible to oversee the financial policies of GHS; to plan and oversee the annual budget; to audit the corporation's books annually from material provided by the Treasurer; to submit all required IRS and other government forms. The Treasurer usually chairs this committee.
3. Membership Committee: This committee is responsible for membership drives, processing new applications, supplying up-to-date address lists [physical and email] for mailings and meeting notifications. The Treasurer usually chairs this committee.
4. Publications Committee: This committee is responsible for print and nonprint resources to reach out to GHS members and to the public; for publishing newsletters for members and overseeing the preparation of posters and publicity through print, electronic and social media.
5. Nominating Committee: This committee is responsible for nominating members for election by the membership to the Board of Directors; for recommending Directors of the Board of Directors for election as Officers; and for identifying replacements for any mid-term vacancies.

6. Collection Management Committee: This committee is responsible for establishing policy and procedures for collecting and maintaining GHS archives and artifacts based on the Society mission [to learn about, share, and preserve our local history].
7. Fundraising Committee: This committee is responsible for arranging activities to stimulate income by encouraging participation by GHS members and the local population. A subcommittee of the Fundraising Committee is:
  - a. Grant-writing Committee: This committee is responsible for researching and applying for appropriate funding to benefit the society.
8. Facilities Committee: This committee is responsible to oversee maintenance and physical concerns: buildings, landscaping, sheds, and kiosks; and to advise and arrange for maintenance and other improvements as needed and budgeted.
9. Museum Committee: This committee is chaired by the Museum Director and is responsible for the public use of the Gilboa Museum and Juried History Center, including permanent and temporary exhibits and staffing during hours open to visitors. The committee recommends renovations and expansions of the Museum, including financing options, to the Board of Directors and GHS membership. Subcommittees of the Museum Committee are:
  - b. Tour Guide Committee: This committee is responsible for training, scheduling and supervising paid and volunteer tour guides to lead visitors through the exhibits, to answer their questions, and to cultivate their interest in our local history. All appropriate paperwork, hourly payment invoices, reporting, and review will funnel through the Museum Director to the Board of Directors.
  - c. Gift Shop Committee: This committee is responsible for ordering, stocking, and running the gift shop; for submitting purchasing and sales receipts to the Treasurer; for maintaining inventory records, and for arranging for special sales and other inducements to encourage gift shop purchases.
10. Marketing Committee: This committee is responsible for developing and overseeing a cohesive and consistent marketing campaign to promote the Museum and the History Center year round with the goal of increasing attendance at the Museum and at special events. Internet, social media platforms, local publications are to be utilized.

### **Article VII: Parliamentary Authority**

1. The rules contained in Robert's Rules of Order will govern the proceedings of GHS meetings, except in such cases as governed by these Bylaws.

### **Article VIII: Amendment to the Bylaws**

1. Bylaws may be amended at any Program or Special meeting by a two-thirds vote of members present, provided that notice was given at the previous Program meeting.
2. All proposed amendments shall be submitted in writing, at least one month prior to the date of a vote.