

# ROME HISTORICAL SOCIETY



## BY-LAWS

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Pursuant to the Provisional Charter issued on September 21, 1936, and to the Corporate Charter issued January 21, 1944 by the Board of Regents of the State of New York, the Rome Historical Society adopts the following By-Laws on this day April 20, 2024.

### ARTICLE I

#### Name

This organization shall be known as the “Rome Historical Society,” hereinafter referred to as the “Society.”

### ARTICLE II

#### Chartered Mission

The purposes and objectives of this Society shall be to preserve a proper place in history for the momentous events which have taken place in this vicinity; to promote suitable memorials thereto; to maintain and operate one or more museums and sites in the interest of history, science, and art; to disseminate knowledge of local history; to conduct educational programs and encourage general participation therein; to record the growth and history of the city, and in general, to do all things usually done by historical societies.

### ARTICLE III

#### Membership and Dues

Membership in the Society shall be open to any person regardless of sex, race, creed, color, or national origin who is interested in its purposes and objectives who shall subscribe to these By-Laws and pay the specified annual dues as established by the Board of Trustees.

The Society shall provide applications for all wishing to become members and shall issue appropriate membership cards to those who pay the dues of the Society.

### ARTICLE IV

#### Trustees

The management of the affairs of the Society shall be vested in a Board of Trustees with power and authority to promote the purposes and objectives for which it was organized.

The Board of Trustees shall consist of a minimum of five and a maximum of 15 Trustees.

The Trustees shall be elected at a General Membership Meeting and serve for a three-year term beginning immediately after ratification of their nomination by the general membership. To be eligible to serve as a Trustee, an individual must be a member of the Society.

Vacancies on the Board which occur may be filled provisionally by the Board of Trustees until the next General Membership Meeting, at which time nominated Trustees shall be elected to a three-year term. Persons nominated to serve as Trustees shall serve provisionally, with no voting privileges, until officially elected to the Board of Trustees by a vote of the general membership of the Society.

Other than reimbursement for expenses, no Trustee shall receive any compensation for their services.

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The Board of Trustees shall enact such rules as may be expedient for the government of the Society and its properties, consistent with the law and these By-Laws.

The Trustees shall hold one regular Board meeting per month throughout the calendar year.

No less than fifty percent of the occupied (non-provisional) Trustee seats shall constitute a quorum at any such meeting.

Trustees shall not be eligible to vote on any matters in which they have any financial or other involvement pursuant to these By-Laws and in accordance with the Conflict of Interest Policy, attached.

Trustees have legal responsibility for the maintenance and oversight, financial and otherwise, of the Society, and so are expected to participate through attendance at meetings and work on committees.

In the event of absence beyond two consecutive monthly meetings without notice, or other egregious transgression as recognized by the Board of Trustees, a Trustee shall be removed from their position by a two-thirds vote of the Board of Trustees.

A special meeting of the Board of Trustees may be convened at any time at the request of the President or upon written request of three members of the Board addressed to the Secretary, and upon such order being issued, or written request being made, it shall be the duty of the Secretary to call such a meeting, provided that a one day notice of the time, and the object of the meeting shall have been given to each member of said Board; and also provided that no business, except that designated in such a call or notice, shall be acted on.

The Board of Trustees shall have the responsibility for the appointment of the Museum **Director Manager**.

The Board President shall have the authority to appoint or dismiss full-time and part-time employees as the business of the Society shall warrant, subject to consultation with the Board of Trustees.

The President shall supervise the Museum **Director Manager**. This function shall not be delegated below the level of Vice President.

## ARTICLE V

### Officers

The Officers of the Society shall consist of the President, Vice President, Treasurer, and a Secretary who shall be elected by two-thirds majority vote of Board of Trustees.

To be eligible to serve as an Officer, an individual must have been an elected, non-provisional Trustee for a minimum of one year.

All Officers shall hold office for a term of one year, or until their successors have been elected. Any Officer may be re-elected and serve for three consecutive terms. Following their third term, an officer may be re-elected only by unanimous vote of the Board of Trustees. Officers shall in no event serve more than five total terms. In the event of dereliction of duty, or other egregious transgression as recognized by the Board of Trustees, an officer may be removed from their position by a two-thirds vote of the Board of Trustees.

The nomination and election of Officers shall occur during the December Board of Trustees meeting. The official term of all elective Officers shall begin on the first day of January. In case of a

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vacancy occurring among the Officers due to death, resignation, or any other reason, it shall be in the power of the Board of Trustees to fill such vacancy for the remainder of the official term.

### ARTICLE VI

#### Duties of Officers

##### President

The President shall be responsible for the general affairs of the Society. The President shall preside at all meetings of the Society and the Board of Trustees and shall be a member ex-officio of all committees. The President shall have the power to vote at such meetings only for the purpose of breaking a tie. The President shall at the Annual Meeting and such times as may be proper, report to the Society, or to the Board of Trustees, the affairs and condition of the Society, and make suggestions that may promote the welfare and increase the usefulness of the Society.

##### Vice President

In the absence of the President, the Vice President shall have the power to perform all the duties of the President. In case of the absence of both the President and Vice President, the Board of Trustees shall designate first the Secretary as president pro tempore and if necessary designate the Treasurer to act in that position.

##### Secretary

The Secretary shall act with the President to be responsible for the minutes of the meetings of the Board of Trustees and of the General Membership meetings. The Secretary shall also give and serve all notices of all meetings of the Society; be custodian of records and of the seal of the Society and affix the latter to such instruments and documents as may be authorized by the Board of Trustees, and committees of the Society, and perform all other duties incident to the Office of Secretary. The records in the custody of the Secretary shall be housed in the Administrative vault and shall be, at all times, open for examination by the Board of Trustees.

##### Treasurer

The Treasurer and/or an appointed fiduciary agent, shall act with the Museum **Director** **Manager** and the President to ensure the maintenance of bank accounts and keep accurate records of income, capital gains, deposits, withdrawals and the source and uses of same; make deposits in institutions chosen by the Board of Trustees; keep account record books in the office for all business transactions; render periodic statements as required by the Board of Trustees and exhibit the books to any member or Trustee on demand. The Treasurer shall perform all other duties incident to the Office of Treasurer.

No Officer shall receive any compensation, in money, or property, or other recompense for services. No Officer shall accept or do anything that has the appearance of a conflict of interest. See Appendix A – Conflict of Interest Policy.

The Board of Trustees may also contract with private individuals or firms to assist in functions of the office of Treasurer.

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### ARTICLE VII

#### Committees

##### **Executive Committee**

The Executive Committee shall consist of the four Officers. A majority of the Executive Committee shall constitute a quorum. The Executive Committee shall meet as the President shall deem advisable. The chief purpose of meetings of the Executive Committee shall be to prepare and organize an agenda for the Board of Trustees meeting. The minutes of such meetings, and the agenda, shall be distributed to the Trustees at least three days before the Board meeting. Other items may be added to the agenda at the time of the meeting by any Trustee. The Executive Committee shall have the power to take emergency action the Board would reasonably take if a Board meeting could be held. Any such action taken by the Executive Committee shall be reported to the Board at its next regular meeting and shall be subject to ratification by the Board.

##### **Committees**

The following committees have been deemed necessary to conduct the Society's business. A majority of each Committee shall constitute a quorum.

- Standing Committees are:
- Collections
- Facilities
- Governance & Board Development
- Finance
- Outreach & Fundraising

The board shall appoint the members of such standing committees, except in the case of the Executive Committee, annually at the first full board meeting of the year. The appointments shall be made by a majority of the entire board. Committees shall select a trustee to serve as chairperson amongst themselves and indicate that selection in their first report of the year. Trustees, with the exception of the President of the board, shall serve on no more than three of these standing committees at the same time. There shall not be a participation cap on sub-committees or special committees. With the exception of the Collections Committee, and at the discretion of the President, other Society members may serve on committees.

The President shall also have the authority to appoint other committees as shall be necessary to conduct Society business. Such committees shall be chaired by Trustees and may include Society members.

##### **Collections Committee**

The Collections Committee shall consist of at least three Trustees and shall have the following responsibilities:

Annually review the Society's Collection Policy for the purpose of recommending needed policy adjustments to the Board.

Review all requests for collection deaccessions and submit written recommendations to the Board.

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### Finance Committee

The Finance Committee shall consist of at least three Trustees including and chaired by the Treasurer, and have the following responsibilities:

- Reporting directly to the Board of Trustees, oversee and recommend disciplines for all financial activities of the Society including investments, and the hiring of financial consultants.
- Monitor activities of the Society's fiduciary agents on behalf of the Board of Trustees.
- Set up proper controls for the security of Society financial assets, review draft budget, review and provide Trustees with annual 990 filing, and CHAR 500 report. Establish and maintain a routine for auditing the Society's books as required by law. Ensure all are submitted on time and in accordance with regulations.
- Provide quarterly statements, i.e., April, July, October, and January, on the condition of the Society's assets and other reports, as required, to the Board of Trustees.
- Recommend to the Board of Trustees goals and strategies for investment of the Society's financial assets. Review annually the Investment Management Policy.
- Ensure the Society's accounts have up-to-date signatories.

### Committee Chairpersons

The chairperson of each committee shall set the agenda and direction of each meeting and preside over the meetings of said committee. Committee chairs shall produce monthly reports of the actions taken by their committee. Before binding the Society to any new project, event, or any other such course of action, the committee chair shall present the committee's plan or request to the full Board of Trustees at the monthly meeting and receive the approval or ratification of the proposal by a majority vote.

### Committee Reports

After any committee meeting, a written report/minutes shall be submitted for review at the monthly full board meeting and subsequently filed by the Secretary. The actions of all committees shall be subject to ratification by the Board of Trustees.

### Committee Responsibilities

It shall be the duty of all committees to perform the tasks assigned them by the President and to report to the Board. No committee shall have the power to bind the Society beyond or outside a scope of work or action plan previously approved by a majority of the Board of Trustees. Copies of correspondence including e-mails (printed and/or electronically transmitted) shall be furnished to the President upon request. If requested, a copy shall also be provided to the Secretary.

## ARTICLE VIII

### Annual Meeting and Elections

The Annual Meeting of the Society shall be held at such time and date as may be fixed by the Board of Trustees. Notice of the time and place of the Annual Meeting shall be given in writing to each member of the Society at least seven days prior thereto.

The purpose of the Annual Meeting of the Society shall be to:

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- Report to Society membership such information as determined by the President.
- Elect Trustees to open or expiring seats on the Board of Trustees.

In addition to the Annual Meeting of the Society, other Membership Meetings shall be held whenever called by the President, or whenever requested in writing by any 25 members of the Society. Notice of such meeting shall be given in the same manner as notice of the Annual Meeting if official business is to be transacted, and no official business is to be transacted unless the specific nature thereof is set forth in the notice.

Prior to the Annual Meeting the President may appoint a committee for the purpose of securing nominations to open or expiring seats on the Board of Trustees. At the Annual Meeting, any two members may make a nomination from the floor. From the nominees, Trustees shall be elected by majority vote of members in good standing, present in person at the time of the voting.

### ARTICLE IX

#### Fiscal Year

The Fiscal Year of the Society shall be the Calendar Year.

### ARTICLE X

#### Liability

No officer, committee or member of the Society shall contract or incur any debt on behalf of the Society, or in any way render it liable. Sole power to bind the Society shall rest with the President as authorized by the Board of Trustees.

### ARTICLE XI

#### Order of Business

In all instances involving questions of Parliamentary Law not provided by the Constitution or By-Laws, Roberts Rules of Order, shall be accepted as guidance, and a Committee of the Whole shall be formed to resolve the issue.

### ARTICLE XII

#### Amendments

The By-Laws may be amended by affirmative vote of two-thirds of the membership present and voting at any meeting of the Society. Written notice of the intention to amend the By-Laws shall be given to each Member at least seven days before the meeting at which time such amendment is to be considered.

### ARTICLE XIII

#### Dissolution

In the event of the dissolution of the Society, all assets will be used exclusively for exempt purposes at the discretion of New York State law.

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### APPENDIX A - CONFLICT OF INTEREST

#### ARTICLE I – Purpose

The purpose of the conflict of interest policy is to protect the Society's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, trustee, member, or the employee of the Society or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

#### ARTICLE II – Definitions

##### Interested Person

Any trustee, officer, or member of a committee with Board of Trustees delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

##### Financial Interest

- A. A person has financial interest if the person has, directly or indirectly, through business investment, or family:
- B. An ownership or investment interest in any entity with which the Society has a transaction or arrangement,
- C. A compensation arrangement with the Society or with any entity or individual with which the Society has a transaction or arrangement, or
- D. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Society is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the Board of Trustees or appropriate committee decided that a conflict of interest exists.

#### ARTICLE III – Procedures

##### Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence, as soon as they are aware of it, of the financial interest and be given the opportunity to disclose all material facts to the trustees and members of the committees with board delegated powers considering the proposed transaction or arrangement.

##### Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Trustees or committee meeting while the determination of a conflict is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

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### Procedures for Addressing the Conflict of Interest

An interested person may make a presentation at the Board of Trustees or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The presiding officer of the Board of Trustees or chairman of the committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the Board of Trustees or committee shall determine whether the Society can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under the circumstances not producing a conflict of interest, the Board of Trustees shall determine by a majority vote of the disinterested trustees whether the transaction or arrangement is in the Society's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

### Violations of the Conflicts of Interest Policy

If the Board of Trustees has reasonable cause to believe a member has failed to disclose actual or possible conflict(s) of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Trustees determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## ARTICLE IV – Records of Proceedings

The minutes of the Board of Trustees and all committees with board delegated powers shall contain:

- A. The names of the persons and/or entities who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any actions taken to determine whether a conflict of interest was present, and the Board of Trustees' decision as to whether a conflict of interest in fact existed.
- B. The names of the persons and/or entities who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternative to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

## ARTICLE V – Compensation

A voting member of the Society who receives compensation, directly or indirectly, from the Society for services or goods is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose justification includes compensation matters and who receives compensation, directly or indirectly, from the Society for goods and/or services is precluded from voting on matters pertaining to that member's compensation.

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### ARTICLE VI - Annual Statements

Each trustee, principal officer, and member of a committee with Board of Trustees delegated powers shall annually sign a statement which affirms such person:

- A. Has received a copy of the conflicts of interest policy,
- B. Has read and understands the policy,
- C. Has agreed to comply with the policy, and
- D. Understands the Society is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

### ARTICLE VII - Periodic Review of Potential Conflict to Non-Profit Status

To ensure the Society operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- B. Whether partnerships, joint ventures, and arrangements with management organization conform to the Society's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

### ARTICLE VIII - Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Society may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

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By a two-thirds majority vote of the Rome Historical Society members present, these revised By-Laws of the Society were ratified on October 26, 2023.

President	<u>Jacob Fleming</u>	<u>Jacob Fleming</u>	<u>04/21/2024</u>
	Printed Name	Signature	Date

Secretary	<u>Bobbie OBrien</u>	<u>Bobbie OBrien</u>	<u>4/21/2024</u>
	Printed Name	Signature	Date