

**AMENDED AND RESTATED
BY-LAWS OF
OSWEGO COUNTY HISTORICAL SOCIETY, INC.**

**ARTICLE I.
PURPOSE AND MISSION**

Section 1. Name & Purpose.

The Oswego County Historical Society, Inc. (hereafter referred to as the OCHS) is a non-profit corporation organized with a purpose to discover, to collect, to preserve and to interpret materials and objects related to the history of Oswego County, to sponsor writings, publications, and to promote public interest in Oswego County's historical resources. In addition, the OCHS is dedicated to the preservation and interpretation of the Richardson-Bates House Museum and its historic contents, a landmark listed on the National Register of Historic Places. The OCHS is in compliance with and qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The OCHS was established in 1896 and officially incorporated by an act of the New York State Legislature and is subject to the guidelines of New York State Board of Regents under the New York State Education Law.

Section 2. Mission Statement.

The Oswego County Historical Society seeks to interpret its collections to connect the community to past, present and future topics relevant to local history, and to promote a public interest in Oswego County's historical resources.

**ARTICLE II.
HEADQUARTERS**

Section 1. Principal & Registered Office.

The principal headquarters and offices of the OCHS shall be located in Oswego County. The OCHS may have meetings at the Richardson-Bates House Museum or at other places as the Board of Trustees may from time to time determine, or as the affairs of the organization may require.

**ARTICLE III.
MEMBERS**

Section 1. Membership.

Membership in the OCHS shall be open to any persons, organized group of persons, or commercial enterprises interested in furthering the aims and objectives of the OCHS. The Board of Trustees may provide for various classifications and requirements including the payment of

dues for membership.

Section 2. Meeting of Membership.

A. The annual meeting of the OCHS shall be held during the month of May unless otherwise established by the Board of Trustees. Members will elect officers, appoint new trustees, approve the Annual Report and authorize and adopt items as determined by the Board of Trustees. Members shall be notified of the time and place of the meeting two weeks previous and be given a list of new trustee candidates, description of items that require a vote by the entire OCHS, and information on voting by proxy.

B. Meetings to present information of interest to the general membership may be called as needed by the Board of Trustees with notification sent to members two weeks previous.

Section 3. Voting.

Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members, provided that the initial membership is in effect for thirty (30) days prior to the meeting in which the vote is cast. A member may vote in person, orally in a phone meeting or orally or in writing in a virtual meeting. Ten percent of the membership shall constitute a quorum. Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for them by proxy

Section 4. Dues.

Each member shall pay such annual dues through various classifications as may from time to time be fixed by the Board of Trustees.

Section 5. Benefits.

Members in any category shall be entitled to attend and participate in all general meetings and activities of the OCHS and enjoy all other privileges of the membership as may be extended by the Board of Trustees.

**ARTICLE IV.
BOARD OF TRUSTEES**

Section 1. General Powers.

The business, property and affairs of the OCHS shall be managed by the Board of Trustees.

Section 2. Number, Term and Qualifications.

The number of trustees of the corporation shall be no fewer than eight (8) and no more than twelve (12). Trustees shall be elected at the annual meeting of the OCHS. The term of office will be three (3) years and each Trustee shall serve no more than three consecutive terms or until the earlier of their death, resignation, removal, or disqualification. Terms begin on the first of the month following the annual meeting. Every effort should be made to keep the balance of the

three year cycle and staggered terms. Former board members may continue to serve on committees and may be reelected to the board after a one-year hiatus. Employees of the OCHS shall be ineligible to become trustees.

Section 3. Election.

The Nominating Committee shall develop and implement procedures to solicit input and guidance from Board members, its standing committees, and other groups for new candidates to the board. Information regarding the nominees shall be presented by the Nominating Committee in the notification of the annual meeting. New and renewing trustees shall be elected by a majority vote of the members at the annual meeting.

Section 4. Vacancies.

In the event that a Trustee dies, resigns, completes their term, is removed or is disqualified and a vacancy therefore exists on the Board of Trustees, the vacancy shall be filled by a majority vote of the remaining Trustees upon recommendation by the Nominating Committee of persons eligible for appointment. A Trustee elected to fill a vacancy shall finish the term of the Trustee they replace. If the original member's term was less than half expired, the new board member will be eligible for a complete three term three-year cycle; if it was more than half expired, the new board member will be considered to be filling the original member's three-year cycle and be eligible for two more terms. Any seat on the Board of Trustees to be filled by reason of increase in the authorized number of Trustees shall be filled by the majority vote of the remaining Trustees.

Section 5. Resignation.

A Trustee may resign at any time by giving written notice to the President or the Secretary of the OCHS. Such resignation shall take effect at the time it is received by the President or Secretary unless otherwise stated by the resigning Trustee.

Section 6. Removal.

In the event that a member fails to attend three (3) consecutive Board meetings unexcused and without notice to the Secretary, President, or Executive Director they shall be removed from the board. In addition, any Trustee may be removed with just cause by a two-thirds vote of Board of Trustee members. Just cause may include but is not limited to unethical behavior, conflict of interest, or repeated obstructive behavior.

Section 7. Compensation.

The Board of Trustees may not compensate trustees for their services as members of the Board of Trustees.

Section 8. Emeritus Trustees

Definition: There shall be a category of board member known as an emeritus trustee who is nominated and elected by the board of trustees. Emeritus trustees shall be selected from those

board members who have served on the board of trustees with distinction and excellence. An emeritus trustee shall be entitled to receive all written notices and information which are provided to the board of trustees, to attend all board meetings, to participate in meetings of the committees in which they serve, and encouraged to attend all other events conducted by the organization. An emeritus trustee shall not be subject to any attendance policy counted in determining if a quorum is present at a meeting, entitled to hold office, or entitled to vote at any board meeting.

Eligibility: In order to be considered for designation as a board member emeritus, a person must be a current or former member of the organization's board of trustees who has:

- served the organization's board of trustees with distinction
- held an important leadership role and made significant contributions
- engaged in major volunteer or advocacy activities in their service on the board
- Participated in one or more of the organization's activities (e.g., events, volunteerism, fundraising, government relations, networking, etc.)

Election: With the recommendation of the board nominating committee, the executive committee of the board will consider potential candidates and may nominate one or more individuals for an emeritus trustee position. The executive committee will present the nomination(s) along with supporting statements to the organization's board of trustees for its consideration. A simple majority vote of trustees at a meeting at which a quorum is present is sufficient to approve an appointment.

An emeritus trustee may withdraw at any point by submitting a resignation in writing.

ARTICLE V. MEETINGS OF TRUSTEES

Section 1. Regular Meetings.

A regular meeting schedule shall be established yearly by the Board of Trustees to be held once a month throughout the year with no fewer than ten (10) meetings per year. In addition, the Board of Trustees may provide, by resolution, the time and place for the holding of additional regular meetings.

Section 2. Annual Meeting.

An annual meeting of the OCHS Membership shall be held each May or at a date set by the Board of Trustees, for the purpose of electing officers, appointing new trustees for membership approval and receiving the annual reports of the president and treasurer (and director/staff when feasible).

Section 3. Special Meetings.

Special meetings of the Board of Trustees may be called at the request of any five (5) Trustees.

Such meetings may be held as fixed by the person calling any such meeting. Such meetings shall be held with written notice three days prior to the meeting. A quorum needs to be present in order to hold the meeting.

Section 4. Notice of Meetings.

Regular meetings of the Board of Trustees shall be held with at least five (5) days notice or as scheduled, and shall include an advanced copy of the proposed agenda.

Section 5. Quorum.

A majority of the number of trustees then elected and serving terms pursuant to these By-Laws shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees. Vacant seats or seats to which a Trustee has not yet been elected shall not be counted for purposes of determining a quorum. A quorum at the beginning of the meeting shall remain valid even if a trustee has to leave early.

Section 6. Manner of Acting.

Except as otherwise provided in these By-Laws the act of the majority of the trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees.

Section 7. Presumption of Assent.

A Trustee who is present at a meeting of the Board of Trustees at which action on any matter is taken shall be presumed to have assented to the action taken unless their contrary vote is recorded or their dissent is otherwise entered in the minutes of the meeting or unless they shall file their written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation within five (5) business days after the adjournment of the meeting. Such right to dissent shall not apply to a Trustee who voted in favor of such action.

Section 8. Action by Trustees.

Action taken by a majority of the trustees without a meeting is nevertheless Board action if written consent to the action is signed or emailed by all the trustees and filed with the minutes of the proceedings of the Board of Trustees, whether done before or after the action so taken. An emailed vote on such action must be unanimous.

Section 9. Personal Attendance by Conference Communication Equipment.

Any one or more members of the Board of Trustees or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or virtual meeting in an online platform allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

ARTICLE VI. OFFICERS

Section 1. Officers of the Corporation.

The officers of the corporation shall consist of a President, a Vice President, a Secretary and a Treasurer, and such other Assistant Secretaries, Assistant Treasurers and other officers as the Board may from time to time be needed.

Section 2. Nomination.

Candidates for officers of the corporation shall be nominated by the Nominating Committee established by the Board of Trustees, consistent with procedures for nomination of candidates for the Board of Trustees.

Section 3. Election and Term.

The officers of the corporation shall be elected by the Board of Trustees. Each officer shall be elected at the annual meeting of the Board of Trustees to a two-year (2) term beginning the first of the month after the election and may be re-elected to two (2) more two-year terms. After serving three (3) consecutive terms, an officer is ineligible for re-election to the same office for a period of two (2) years. Each officer shall hold office until the earlier of their death, resignation, removal, disqualification, or the next regular meeting of the Board of Trustees pursuant to Article V, Section 1 hereof following expiration of the officer's term. If an officer's term extends past their term limit as a trustee, their trustee term will be extended an extra year to fulfill their officer position.

Section 4. Removal.

Any officer can be removed with just cause, as defined in Article IV section 6, by a two-thirds vote of the Board of Trustee members.

Section 5. Compensation.

The officers of the corporation shall receive no compensation for their services as officers of the corporation.

Section 6. President.

The President shall supervise the organizational/business affairs of the corporation and manage the Board of Trustees. In conjunction with the Board of Trustees, the President will oversee organizational planning to ensure adequate resources to accomplish the mission/goals and efficient management of those resources. The President shall sign, with the Secretary, and Assistant Secretary, or with any other proper officer authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, and other instruments which may be lawfully executed on behalf of the corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be delegated by the Board of Trustees or these By-Laws to some officer or agent of the corporation; and in general, shall

perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Trustees from time to time.

Section 7. Vice President.

In the absence of the President or in the event of their death, inability or refusal to act, the Vice President shall perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to them by the President or by the Board of Trustees.

Section 8. Secretary.

The Secretary shall: (a) keep the minutes of the meetings of the Board of Trustees and of all Executive Committee meetings in one or more books provided for that purpose and keep a digital file on the organization's online platform; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records; (d) collect annual Conflict of Interest statements from each trustee; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to them by the President or by the Board of Trustees.

Section 9. Treasurer.

The Treasurer shall: (a) supervise all funds and securities of the corporation; oversee receipts for moneys due and payable to the corporation from any source whatsoever; (b) prepare, or cause to be prepared, a true statement of the corporation's assets and liabilities at the close of each fiscal year, all in reasonable detail, which statement shall be made and filed at the corporation's registered office or principal place of business in the State of New York within four months after the end of the fiscal year and kept available there for a period of at least ten years; and (c) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to them by the President or by the Board of Trustees. The Treasurer shall be responsible for overseeing completion of the annual audit, if required, of the corporation before the expiration of their term.

**ARTICLE VII.
EXECUTIVE COMMITTEE**

Section 1. Creation.

The Executive Committee shall consist of the President, Vice President, Secretary and Treasurer (where the Vice President may act as both Secretary and Vice President). The Executive Committee is duly authorized to act on behalf of the full Board of Trustees. It is intended that the Executive Committee will exercise good judgment in its management of the corporation. It is intended that the Executive Committee will bring management matters to the full Board of Trustees, except those matters which are of emergency nature and must be handled in an urgent

fashion. It is further intended that, in the case of an emergency issue, the full Board of Trustees will be notified of any action taken by the Executive Committee at the next meeting of the full Board of Trustees.

Section 2. Minutes.

The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board of Trustees within thirty (30) days.

**ARTICLE VIII.
BOARD COMMITTEES**

Section 1. Creation.

From time to time, the Board of Trustees through the Board President may create one or more Standing and/or Task Committees (such as, but not limited to: Nominating, Finance, and Membership). The Board of Trustees shall appoint one or more Board members to serve on any such committees; one of whom shall be appointed chair of such committee. Each Trustee shall be required to serve on at least one Standing Committee. Non-trustees, including members and local residents, may be appointed to serve on Board committees, at the discretion of the Committee Chairperson.

Section 2. Removal.

Any member of any standing committee may be removed at any time with just cause by a vote of the majority of the remaining trustees.

Section 3. Minutes.

Each standing committee shall keep regular minutes of its proceedings and report the same to the Board of Trustees within thirty (30) days.

**ARTICLE IX.
STAFF**

The Board of Trustees shall, when financially feasible, engage an Executive Director or other staff (including a curator, educator, secretary and/or museum assistants) as is prudent, necessary and feasible to carry out the purposes of the OCHS. The Executive Director shall exercise general supervision over the business of the OCHS and over its agents and employees under the direction of the Board of Trustees. Their term of employment and compensation shall be determined and fixed by the Board within the guidelines of the law. They shall perform such duties to be determined, outlined and assigned by the Board of Trustees at the time of hire and may attend all meetings of the general membership and the Board of Trustees. The Executive Director shall be an ex-officio member of all committees except the Nominating Committee or Personnel Committee. They shall present an annual report to the membership at the annual

meeting and represent the OCHS at public affairs and appropriate meetings.

**ARTICLE X.
CONTRACTS, LOANS, CHECKS AND DEPOSITS**

Section 1. Contracts.

The Board of Trustees may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans.

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Trustees. Such authority may be general or confined to specific instances.

Section 3. Checks and Drafts.

All checks, drafts, or other orders for the payment of money issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

Section 4. Deposits.

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such depositories as the Board of Trustees shall direct.

**ARTICLE XI.
FORBIDDEN ACTIVITIES**

The corporation is organized as a non-profit corporation exclusively for the qualified purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. No part of the net earnings of the corporation shall accrue to the benefit of or be distributed to its officers, trustees, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its charitable purposes. Notwithstanding any other provision of this Article XI. the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation the contributions to which are deductible under Section 170(c) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

**ARTICLE XII.
INVESTMENTS**

The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Trustees without being restricted to the class of investments which a Trustee is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action by or on behalf of the corporation if such action is a forbidden activity or would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

**ARTICLE XIII.
CONFLICT OF INTEREST**

Section 1. Purpose.

This Article is intended to outline policies and procedures to prevent the personal interests of a member of the Board of Trustees, officers of the corporation, or staff members from interfering with the performance of their duties to the corporation or resulting in personal, financial, professional or political gain on the part of such persons at the expense of the corporation or the recipient of its programs or services.

Section 2 Definition.

For purposes of this Article, Conflict of Interest means a conflict, or the appearance of a conflict, between the private interests and the official responsibilities of a person in a position of trust. Persons in a position of trust include staff members, officers of the corporation and members of the Board of Trustees.

Section 3. Disclosure Policy.

Full disclosure, by notice in writing, shall be made by any individual to the Secretary of the corporation in all situations of Conflicts of Interest, according to the Conflict of Interest policy established by the Board of Trustees.

Section 4. Procedure.

Following full disclosure of a possible Conflict of Interest pursuant to Section 3 of this Article, the Board of Trustees shall determine whether a Conflict of Interest exists and, if so, the Board of Trustees shall vote to authorize or reject the transaction and/or condition. Any vote shall be by a quorum of the members of the Board of Trustees and will be determined by majority vote without counting the vote of any interested trustee. Any interested trustee, officer or staff member shall not participate in any discussion or debate of the Board of Trustees, or of any committee thereof in which the subject of discussion is a contract, transaction, or situation with regard to which such trustee, officer or staff member may have a Conflict of Interest without prior authorization from the Board of Trustees as described above. To the extent permitted by

law and in the sole judgment of a majority of the disinterested members of the Board of Trustees, any contract or transaction entered into by the corporation without full disclosure of a personal interest of the trustee, officer or staff member may be rendered void. A majority of the disinterested trustees may impose other reasonable sanctions as necessary to recover associated costs against a trustee, officer or staff member for failure to disclose a Conflict of Interest. In the event that the corporation has incurred costs or attorney fees as the result of legal action, litigation, or appeal brought on behalf of an interested trustee, officer or staff member due to a Conflict of Interest, and in the event that the corporation prevails in such legal action, litigation, or appeal, the corporation shall be entitled to recover all of its costs and attorney fees from the unsuccessful party.

Section 5. Notice to Trustees, Officers and Staff Members.

A copy of the policy and procedures contained in this Article XIII shall be given to each trustee, officer, and staff member upon commencement of that person's relationship with the corporation. Each trustee, officer, and staff member shall acknowledge receipt of this policy by signing and dating a copy and returning said document to the Secretary. Failure to sign and return said document does not in any way nullify this policy.

**ARTICLE XIV.
DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all liabilities and obligations of the corporation, dispose of all of the assets of the corporation exclusively for the corporate purposes described in Article I of these By-Laws in such manner, or to such organization or organizations with operations whose goals are compatible with those of the OCHS and who at such the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of the future United States Internal Revenue Law), as the Board of Trustees may determine. None of the assets shall be distributed to, or inure to the benefit of, any private individual.

**ARTICLE XV.
GENERAL PROVISIONS**

Section 1. Waiver of Notice.

Whenever any notice is required to be given to any trustee by law or by the By-Laws of the corporation, a waiver thereof in writing signed by the persons or persons entitled to such notice, whether before or after the time stated herein, shall be equivalent to giving of such notice.

Section 2. Fiscal Year.

The fiscal year of the OCHS shall be from January 1 to December 31.

Section 3. Amendments.

Except as otherwise provided herein, these By-Laws may be amended or repealed and new By-Laws may be initiated by majority vote of the Board of Trustees and adopted by the majority of the members present at any annual or special meeting provided that notice of the proposal to amend the By-Laws has been duly communicated in writing to all members by the Board of Trustees.

Amended and Adopted this Day: June 2, 2024