

# **BYLAWS OF THE LIMA HISTORICAL SOCIETY**

## **ARTICLE I**

### **PURPOSE**

**Section 1.1** The purpose of the Lima Historical Society (“LHS” or “**Organization**”) shall be as defined and described in the Constitution of the Lima Historical Society.

## **ARTICLE II**

### **MEMBERSHIP AND DUES**

**Section 2.1** Any person who applies for membership, in any classification of membership, and who tenders the necessary duties shall thereby become a member.

**Section 2.2** Members in good standing prior to September 1973’s annual meeting will be considered “**Charter Members.**”

**Section 2.3** The categories for membership shall be:

- Family Membership
- Individual Membership
- Senior Family Membership
- Senior Individual Membership
- Sustaining Membership
- Corporate Membership
- Life Membership (not available but present Life Members honored)
- Honorary Membership (selected at discretion of Board of Trustees)

Categories and fee levels shall be set annually by the Board of Trustees, and may be reviewed and modified annually by the Board of Trustees.

**Section 1.4** Membership is for a period of one year, from January 1<sup>st</sup> to December 31<sup>st</sup>, with a grace period of one month. A member may be dropped from membership if due become more than two years in arrears. The President, with the consent of the Board of Trustees, shall have the authority to waive the grace period and/or any dues.

New members taken on Memorial Day or later will be honored for that year and the following calendar year.

## ARTICLE III

### BOARD OF TRUSTEES

**Section 3.1** *Power of the Board and Qualifications.* The Lima Historical Society Board of Trustees (“**Board**”) shall have the power to conduct, manage, and control the affairs and organization and shall be charged with the responsibility of accomplishing its aims and objectives. Each Trustee shall be at least eighteen years of age. No more than one-third of Trustees shall be related to each other by birth, marriage, or domicile.

**Section 3.2** *Compensation.* The Trustees shall receive no compensation from the Organization for their services as Trustees; but, in the sole discretion of the Board, a Trustee may receive reasonable reimbursement for actual expenses incurred in the performance of his or her duties as a Trustee. The Board shall also have the authority to reasonably compensate a Trustee for services rendered to the Organization in other than his or her capacity as a Trustee or officer. No person who may benefit from such compensation may participate in any Board or committee deliberation or vote concerning such person’s compensation.

**Section 3.3** *Election and Number.* The Trustees of the Organization shall consist of not less than five (5) nor more than fifteen (15) members. The number of Trustees shall be determined from time to time by vote of a majority of the Board, provided that no decrease in the number of Trustees shall shorten the term of any incumbent Trustees.

The Board shall have two calendar years after the adoption of these revised Bylaws to bring the number of Trustees up to the requisite level of Section 3.3.

**Section 3.4** *Term.* All Trustees shall be elected and serve for a term of three (3) years, commencing at the close of the election meeting. The Trustees shall be divided into three (3) classes of as equal a number as possible each for the purpose of staggering their terms of service. At the Annual Meeting of the Organization, one (1) class of Trustees shall be elected to fill vacancies for a term of three (3) years and until their successors have been elected and qualified. The number of Trustees to be elected each year shall be determined by resolution of the Board. The initial terms of new Trustees may be adjusted so as to ensure a staggered reelection cycle.

**Section 3.5** *Resignations and Removals of Trustees.*

- (a) Any Trustees may resign at any time by giving written notice to the Board or the President. Unless otherwise specified in such written notice, the resignation shall take effect upon receipt thereof by the Board or President, and acceptance of the resignation shall not be necessary to make it effective.
- (b) Any Trustee may be removed for cause by a vote of the Board, provided there is a quorum of not less than a majority of the Board, excluding the Trustee whose removal is subject of such vote, at any regularly scheduled meeting of the Board.

**Section 3.6** Action by Board of Trustees.

- (a) Except as otherwise provided by law or in these Bylaws, an act of the Board means action at any meeting of the Board by vote of a majority of the Trustees present at the time of the vote, if a quorum is present at such time.
- (b) The following actions require approval by two-thirds (2/3) vote of the entire Board: (i) the sale, lease, mortgage, exchange or other disposition of real property; and (ii) the disbursement of funds, or the authorization to disburse funds, in an amount in excess of \$5,000.
- (c) Any action required or permitted to be taken by the Board, or any committee thereof, may be taken without a meeting if all Trustees of the Board, or the committee thereof, consent to the resolution authorizing the action. The resolution and written consents shall be noted in the minutes of the Board. Consents may be provided: (i) in writing signed by the Trustee either in hard copy or by affixing a signature by any reasonable means (e.g., fax signature); or (ii) by e-mail that includes information from which the recipient can reasonably determine that the transmission was authorized by the Trustee.
- (d) Any or all Trustees may participate in a meeting by means of a telephone conference, electronic video screen communication, or similar communication equipment. Participation by such means shall constitute presence in person at a meeting provided that all persons participating in the meeting can hear each other at the same time and each individual may participate in all matters before the Board, including, but not limited to, proposing, objecting to and voting upon a specific action taken at the meeting.
- (e) Vote by proxy shall be prohibited.

**Section 3.7** Meetings. The Board may meet monthly or bi-monthly, but not less than five (5) times per calendar year, at a time and place convenient to the Board. Special meetings of the Board may be called by the President, with three (3) days notice to the Board, unless an emergency situation arises, in which as much notice as is practicable under the circumstances will be given. Notice via email is sufficient.

**Section 3.8** Quorum. At any meeting of the Board, a majority of all of the Trustees shall constitute a quorum for the transaction of any business at such meeting, and, except as otherwise set forth herein, a vote of the majority of the Trustees shall be the act of the Board. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is present. The President or, in his or her absence, the Vice President, shall preside at all meetings of the Board. Individuals who may benefit from a compensation decision may not be present at or otherwise participate in any Board deliberation or vote concerning that person's compensation.

**Section 3.9** Records. The Board and any executive committee thereof shall maintain a complete record of all business transactions, minutes, and acts. All standing committees of the Board shall, at its discretion, either maintain minutes, or provide detailed reports to the Board at regular scheduled meetings.

**Section 3.10** *Annual Report.* The Board shall present at the Annual Meeting of the Organization a report verified by the President and Treasurer, or by the majority of the Trustees, showing in appropriate detail the following:

- (a) The assets and liabilities of the organization as of the end of the twelve-month (12) fiscal period terminating not more than six (6) months prior to said meeting;
- (b) The principal changes in assets and liabilities during said fiscal period;
- (c) The revenue or receipts of the Organization during said fiscal period;
- (d) The expenses or disbursements of the Organization for said fiscal period;
- (e) The number of Trustees of the Organization as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period and a statement of the place where the names and place of residence of the current Trustees may be found; and
- (f) Any additional information deemed relevant, useful, or interesting to the general membership, by the President.

The Annual Report needs to provide the above information as of the end of the twelve-month fiscal period terminating not more than six (6) months prior to the meeting at which the Annual Report is presented. The Annual Report shall be filed with the records of the Organization and a copy thereof entered in the minutes of the proceedings of the Annual Meeting of the Board of Trustees.

**Section 3.11** *Investment Matters.* The Board of Trustees shall complete the following actions with respect to oversight, management, and reporting on donor restricted and investment assets (if any):

- (a) Adopt or reaffirm a written investment policy, setting forth guidelines on investments and delegation of management and investment functions in accord with the standard of the New York Prudent Management of Institutional Funds Act (“NYPMIFA”).
- (b) Cause accurate accounts to be kept regarding donor restricted assets separate and apart from the accounts of other assets of the Organization. Unless the terms of a particular gift provide otherwise, the Treasurer shall make an annual report to the Board of Trustees concerning the assets subject to a donor restriction, if any, and the use made of such assets and of the income thereof.
- (c) Unless otherwise delegated to an investment committee, review and establish an annual spending rate for endowment funds in accordance with NYPMIFA.

**Section 3.12** *Financial Review.* The Board of Trustees shall retain annually an independent individual or entity to conduct a financial review, who shall work with the Treasurer to review and discuss all necessary items. In all events, this financial review shall comply with the existing standards, protocols, and regulations of the State of New York for similarly situated organizations.

- Section 3.13** *Execution of Contracts.* The Board of Trustees, except as provided in these Bylaws, may authorize any officer(s), or agent(s), in the name of and on behalf of the Organization to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instance or a certain dollar limit, to be reviewed annually; but, unless so authorized by the Board of Trustees, or expressly authorized by these Bylaws, no officers, agent or employee shall have any power or authority to bind the Organization by any contract or engagement or to pledge its credit or to render it liable pecuniarily in any amount for any purpose.
- Section 3.14** *Bank Accounts.* The President and the Treasurer each shall have the authority to establish bank accounts, including the establishment of credit cards, on behalf of the Organization upon such terms and conditions as may be authorized by the Board of Trustees.

## ARTICLE IV

### OFFICERS

- Section 4.1** *Number.* The officers of the Organization shall be a President of the Board of Trustees, a Vice President of the Board of Trustees, a Secretary, and a Treasurer, and/or such other officers as the Board of Trustees may in its discretion determine. No person shall hold more than one officer position at the same time. The officers herein listed, or that may be created in the future, shall be selected from the membership of the Board of Trustees.
- Section 4.2** *President.* The President shall have executive supervision over the activities of the Organization within the scope provided by these Bylaws; shall preside at all meetings; shall render an Annual Report to the membership based upon information submitted by each of the other officers; and shall appoint members of committees and delegates at the beginning of each year. The President shall be an *ex officio* member of all committees and sub-committees.
- Section 4.3** *Vice President.* The Vice President shall assume the duties of the President in the event of the absence, incapacity, or resignation of the President; shall submit a yearly report to the President; and will head the Program Committee. The Vice President shall also assume the duties of the Secretary on the event of absence.
- Section 4.4** *Secretary.* The Secretary shall keep the minutes of the Organization and of the Board of Trustees, and submit a yearly report to the President, and also shall also be responsible for maintaining the archives of the organization.
- Section 4.5** *Treasurer.* The Treasurer shall be responsible for the safekeeping of organization funds and for maintaining adequate records of finances. The Treasurer shall deposit all monies received with a reliable banking company in the name of the Organization; shall prepare a projected budget and shall render a yearly report to the Board of Trustees for the fiscal year January 1st to December 31st. The Treasurer shall also perform all other duties customarily incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Trustees.
- Section 4.6** *Additional Officers.* Additional officers may be elected for such period, have such authority and perform such duties, either in an administrative or subordinate capacity, as the Board of Trustees may from time to time determine.

**Section 4.7** Removal of Officers. Any officer may be removed by the Board of Trustees with or without cause at any time. Removal of an officer shall not affect that officer's standing as a Trustee, unless a separate proceeding under Section 3.5 is undertaken.

**Section 4.8** Resignation. Any officer may resign at any time by giving written notice to the Board of Trustees, or to the President or Vice President. Any such resignation shall take effect at the time specified therein, or, if no time be specified, then upon delivery. The resignation of an officer shall not affect that officer's standing on the Board of Trustees, unless otherwise so indicated.

**Section 4.7** Vacancies. A vacancy in any office shall be filled by the Board of Trustees at their discretion.

## ARTICLE V

### ORGANIZATIONAL MEETINGS

**Section 5.1** Place of Meetings. The Organization may hold its meetings at the principal office of the Organization, or at such place or places within or without the State of New York as the Board may from time to time determine.

**Section 5.2** Annual Meetings. An annual meeting (“**Annual Meeting**”) of the Organization shall be held at a date, time, and place to be determined by the Board. Notice of the Annual Meeting shall be provided to the membership of the Organization at least thirty (30) days beforehand. Decisions at the Annual Meeting will be based upon a two-thirds vote of those present.

**Section 5.3** General Meetings. General meetings of the Organization (“**General Meetings**”) shall be held four times a year on dates agreed to by the Board. Additional General Meeting may be called at the discretion of the President, with at least thirty (30) days notice to the membership of the organization. Decisions at General Meetings will be based upon a two-thirds vote of those present.

## ARTICLE VI

### COMMITTEES

**Section 6.1** Standing Committees. The Organization shall constitute the following standing committees. The President shall appoint members of standing committees and any presidents of the standing committees. Members of standing committees may be selected from the community at large and/or from among the membership of the Board of Trustees. Presidents of standing committees shall be selected from among the membership of the Board of Trustees.

- (a) **Membership Committee:** The membership committee shall be responsible for membership drives and for maintaining a current list of active members, and the dues paid therefrom.

- (b) ***Museum Committee:*** The museum committee shall be responsible for the collecting, cataloging, cleaning, repairing, and storing of historic objects; for arranging museum exhibits and the correct historical interpretation of these exhibits; for the care and upkeep of museum quarters.
- (c) ***Buildings and Grounds Committee:*** The buildings and grounds committee shall be responsible for the maintenance and care of the Tennie Burton Museum and any other real property that the Organization shall, in the future, become responsible for.

**Section 6.2** *Other Committees.* Other committees, standing or special, may be appointed by the President, with the approval of the Board of Trustees. These committees shall have the authority and purposes as the Board of Trustees, by resolution, shall prescribe.

**Section 6.3** *Executive Committee:* The Board of Trustees, by resolution adopted by a majority of the entire Board, may designate from among its elected members, an Executive Committee, which shall have all the authority of the Board, except that no such committee shall have authority as to the following matters:

- (a) The filling of vacancies in the Board;
- (b) The amendment or repeal of the Bylaws, or the adoption of new Bylaws;
- (c) The amendment or repeal of any resolution of the Board, which by its terms, shall not be so amendable or repealable.

Any reference in these Bylaws to the Board of Trustees shall include the Executive Committee unless the context or express provision otherwise indicates.

**Section 6.4** *Meetings.* Meetings of committees, of which no formal notice shall be necessary, shall be held at such time and place as shall be fixed by the committee.

**Section 6.5** *Vacancies.* The Board of Trustees, subject to the applicable provisions of these Bylaws, shall have the authority at any time to change the membership of any committee, to fill vacancies in it, or to dissolve it, at their discretion.

## **ARTICLE VII**

### **EXEMPT ACTIVITIES**

**Section 7.1** Notwithstanding any other provision of these Bylaws, no Board member, Trustee, officer, employee or representative of the Organization shall take any action or carry on any activity by or on behalf of the Organization not permitted to be taken or carried on by an organization under applicable law as it now exists or as they may hereafter be amended.

## ARTICLE VIII

### CONFLICTS OF INTEREST AND WHISTLEBLOWER

**Section 8.1** The Board of Trustees, by resolution, shall adopt such rules, regulations, policies and procedures as it may deem necessary and appropriate to the operation of the Organization including, but not limited to, (i) a conflicts of interest policy for the purpose of protecting the Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Trustee of the Organization and (ii) a whistleblower policy for the purpose of protecting Trustees, officers, employees or volunteers of the Organization, who in good faith report any action or suspected action taken by or within the Organization that is illegal, fraudulent or in violation of any adopted policy of the Organization, from suffering intimidation, harassment, discrimination or other retaliation or, in the case of employees, adverse employment consequence. No rule, regulations, policy or procedure may be adopted by the Organization that is contrary to these Bylaws and applicable law as may be amended from time to time.

## ARTICLE IX

### AMENDMENTS

**Section 9.1** Amendment by Board. These Bylaws may be altered, amended, or repealed by the Board of Trustees at any regularly scheduled meeting, such alterations or amendments remaining in effect until the next regularly-scheduled General Meeting, at which said alterations or amendment shall be subject to a two-thirds confirmation vote of those present.

## ARTICLE X

### PARLIAMENTARY AUTHORITY

**Section 10.1** The rules contained in Robert's Rules of Order shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with the Constitution and Bylaws.



**CONFLICT OF INTEREST POLICY  
OF  
THE LIMA HISTORICAL SOCIETY**

- A. The Organization is a not-for-profit, tax-exempt organization. As a result, the Board of Trustees and Officers have the responsibility of administering the affairs of the Organization honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of the Organization. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with the Organization or knowledge gained therefrom for their personal benefit. The interests of the Organization must be the first priority in all decisions and actions. Therefore, no person with a conflict of interest shall attempt to improperly influence the deliberation or voting on the matter giving rise to the conflict.
- B. This Policy is directed not only to Trustees and Officers, but to all members and volunteers who can influence the actions of the Organization.
- C. Conflicts of interest may arise in the relations of Trustees, Officers, members, and volunteers with any of the following third parties:
- Persons and firms supplying goods and services to the Organization;
  - Persons and firms from whom the Organization leases property or equipment;
  - Persons and firms with whom the Organization is dealing or planning to deal in connection with the gift of money or other property;
  - Competing or affinity organizations;
  - Donors and others supporting the Organization;
  - Agencies, organizations and associations which affect the operations of the Organization; and
  - Family members, friends, and other employees.
- E. The areas of conflicts of interest listed in Section C are not exhaustive. Conflicts might arise in other areas or through other relations. It is assumed that the Trustees and Officers will recognize such areas and relation by analogy. The fact that one of the interests described in Section C exists does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances it is necessarily adverse to the interests of the Organization. However, it is the policy of the Organization that the existence of any of the interests described in Section C shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of the Board of Trustees and Officers to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

F. Transactions with parties with whom a conflict of interest exists may be undertaken only if all of the following are observed:

- The conflict of interest is fully disclosed;
- The person with the conflict of interest is excluded from the discussion and approval of such transaction;
- A competitive bid or comparable valuation exists; and
- The Board of Trustees or the Executive Committee thereof has considered alternatives to the proposed transaction and determined that the proposed transaction is in the best interest of the Organization.

G. Disclosure to the Organization regarding any such conflict of interest should be made to the President, who shall bring the matter to the attention of the Board of Trustees, or Executive Committee thereof. The Board of Trustees or Executive Committee thereof, shall determine whether a conflict exists and, in the case of an existing conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to the Organization. The decision on these matters is in the sole discretion of the Board of Trustees, or the Executive Committee thereof, and must be based the welfare of the Organization and the advancement of its purpose.

**CONFLICTS OF INTEREST ACKNOWLEDGMENT AND DISCLOSURE FORM**

I have read the conflicts of interest policy set forth above and agree to comply fully with its terms and conditions at all times during my service as a member of the Board of Trustees, and/or as an Officer, of The Lima Historical Society. If at any time following the submission of this form I become aware of any actual or potential conflicts of interest, or if the information provided below becomes inaccurate or incomplete, I will promptly notify The Lima Historical Society, through its President or Board of Trustees in writing.

**Disclosure of Actual or Potential Conflicts of Interest:**

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I acknowledge and agree that my selection for service on the Board of Trustees and/or Officer, and the opportunities made available to me by serving on the Board of Trustees, and/or as an Officer, constitute good and valuable consideration for entering into this agreement, the receipt and sufficiency of which I hereby acknowledge.

**In my individual capacity:**

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Date: \_\_\_\_\_