

WALWORTH HISTORICAL SOCIETY **CHARTER AND BYLAWS REVISION**

Original approval date: September 25, 1978

Revision approval date: May 18, 2015 by a vote of the Membership at the annual meeting

Summary of changes proposed and adopted on 5/18/15

The WHS logo was added to the bylaws.

In ARTICLE II. MEMBERS section, the levels of membership were reduced from nine to eight. Membership levels now include: Individual, Student, Family, Life, Supporting, Sponsor, Patron, and Corporate/Business. The membership fee information was removed as well.

In ARTICLE III. MEETING OF MEMBERS section, the wording was modified to accurately reflect our regular meeting times. They will still be held in March, May, September, and November. In addition, members can also be notified of up-coming meetings by electronic mail.

In ARTICLE IV. BOARD OF TRUSTEES section, elected officers will now be able to vote on WHS Board of Trustees items. Almost all organizations are this way now.

In ARTICLE V. OFFICERS section, the right of the officers to create assistant officers was removed. This has never happened before and was deemed unnecessary. Also in this section, the wording was changed to reflect a more appropriate description of the officer categories.

In ARTICLE VI. COMMITTEES section, the sections that describe committees, terms of office, committee chairpersons, vacancies, and quorums were removed.

ARTICLE VIII. CERTIFICATES OF MEMBERSHIP was removed entirely. This information will be covered in the POLICIES document.

In ARTICLE IX. MISCELLANEOUS section, the statement about our corporate seal was removed because, although we have a logo, we do not have a corporate seal.

All of the ARTICLES and Sections were renumbered to reflect these changes.



WALWORTH HISTORICAL SOCIETY CHARTER AND BYLAWS

(WHS formed September 25, 1978)

TO THE REGENTS OF THE UNIVERSITY OF THE STATE OF NEW YORK:

We, the undersigned, all being persons of full age, and at least two-thirds of our number being citizens of the United States and one a resident of the State of New York, desiring to form a corporation under the Education Law, do hereby apply to the Regents of the University of the State of New York for a provisional charter to be granted pursuant to the provisions of §216 of such law, and do make, sign, and acknowledge the following statement:

- First: The name of the proposed corporation is the Walworth Historical Society.
- Second: The purposes for which such corporation to be formed are to purchase, collect, preserve, display, and generally deal with those items and artifacts of historical interest and importance to the history of the Town of Walworth and environs and to generally promote interest in the study of the life, growth, and history of said area.
- Third: The proposed corporation is to be a non-stock corporation organized and operated exclusively for educational purposes, and no part of the net earnings of the corporation shall inure to the benefit of any individual; and no officer, member, or employee of the corporation shall receive or be entitled to receive any pecuniary profit from the operations thereof, except reasonable compensation for services.
- Fourth: The institution to be maintained by the proposed corporation is to be located in the Town of Walworth, County of Wayne, and State of New York.
- Fifth: The number of trustees is to be six (6).
- Sixth: The names and post-office addresses of the first trustees are as follows:
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| Raymond Welker
Kutruff Road
Walworth, New York | Marcia Englert
Orchard Street
Walworth, New York |
| Evelyn Schoenwald
Burrows Road
Ontario, New York | Jeanne Flye
Daansen Road
Walworth, New York |
| Jay Taber
P.O. Box #124
Walworth, New York | Charles G. Bills
W. Walworth Road
Macedon, New York |
- Seventh: The Commissioner of Education is designated as the representative of the corporation upon whom process in any action or proceeding against it may be served.
- Eighth: In the event of the dissolution of this corporation, the remaining assets of the corporation shall be distributed in whole to the Walworth-Seely Public Library, Walworth, New York. In the event that the Walworth-Seely Public Library is unable or unwilling to accept any or all of these assets, all assets or the remainder thereof shall be distributed to the Wayne County Museum, Lyons, New York.

In witness whereof, we have made, signed and acknowledged this application of this 25th day of September, 1978.

BYLAWS OF THE WALWORTH HISTORICAL SOCIETY

(A Corporation Chartered under the Education Law of the State of New York)

ARTICLE I. OFFICES

<u>Section One</u>	Principal Office	The Principal Office of the Corporation in the State of New York shall be located in the Town of Walworth, County of Wayne.
<u>Section Two</u>	Other Offices	The corporation may have such other offices, either within or without the County of Wayne, State of New York as the board of trustees may determine or as the affairs of the corporation may require from time to time.

ARTICLE II. MEMBERS

<u>Section One</u>	Classes of Members	<p>The corporation shall have eight classes of members. The designation of such classes and the qualifications and rights of the membership shall be any person interested in the purposes of this society.</p> <ol style="list-style-type: none">1. <u>Individual membership</u>. Any person eighteen years or older.2. <u>Student membership</u>. Any person under eighteen years of age.3. <u>Family membership</u>. Persons living in the same household.4. <u>Life membership</u>. Any person eighteen years of age or older.5. <u>Supporting member</u>. Any person or family.6. <u>Sponsor member</u>. Any person or family.7. <u>Patron member</u>. Any person or family.8. <u>Corporate/Business membership</u>. Any business or Corporation.
<u>Section Two</u>	Election of Members	Members shall be eligible for membership in the corporation immediately upon the payment of dues specified by the Board of Trustees.
<u>Section Three</u>	Voting Rights	Each membership shall be entitled to one nonassignable vote on each matter submitted to the vote of the members. Each adult of the family Supporting, Sponsor, or Patron membership shall be entitled to one non-assignable vote each on each matter submitted to a vote of the members.
<u>Section Four</u>	Termination of Membership	The board of trustees, by affirmative vote of two-thirds of all members of the board, may suspend or expel a member for cause after an appropriate hearing.
<u>Section Five</u>	Resignation	Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.
<u>Section Six</u>	Transfer of Membership	Membership in this corporation is not transferable or assignable.

ARTICLE III. MEETINGS OF MEMBERS

<u>Section One</u>	Annual and regular meetings	<p>An annual meeting of the members shall be held in the month of May in each year, at the hour of day specified in the Notice of Annual Meeting, for the purpose of electing officers and trustees and for the transaction of such other business as may come before the meeting. If the election of trustees and officers shall not be held on the date designated herein for any annual meeting, or at any adjournment thereof, the board of trustees shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be held.</p> <p>The regular meetings of the members shall be held in the months of March, September, and November at the time and place designated by the board of trustees at the regular meeting immediately preceding or by public notice in a newspaper, or periodical of general circulation in the area, or by public posting of notice in a place reasonably calculated to give general notice.</p>
<u>Section Two</u>	Special meetings	Special meetings of the members may be called by the president, the board of trustees, or not less than one-tenth of the members having voting rights.
<u>Section Three</u>	Place of Meeting	The board of trustees may designate any place within the State of New York as the place of meeting for the annual meeting or any special meeting called by the board of trustees. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation in the State of New York; but if all of the members meet at any time and place within the State of New York, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.
<u>Section Four</u>	Notice of meeting	<p>Written or printed notice stating the place, day, and hour of any meeting, except regular meetings, of members shall be delivered, either personally, by mail, or electronic notice to each member entitled to vote at such meeting, not less than ten or more than fifty days before the date of such meeting, by or at the direction of the president or the secretary, or the officers or persons calling the meeting.</p> <p>In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at the address as it appears on the records of the corporation, with postage thereon prepaid.</p>
<u>Section Five</u>	Quorum	A quorum shall be defined as twelve members who are eligible to vote. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.
<u>Section Six</u>	Proxies	There shall be no proxy voting; all voting must be done in person by each member entitled to vote with respect to the subject matter thereof.

ARTICLE IV. BOARD OF TRUSTEES

<u>Section One</u>	General Powers	The affairs of the corporation shall be managed by its board of trustees. Trustees must be members of the corporation.
<u>Section Two</u>	Number, Tenure, and Qualifications	The number of trustees shall be six. Each trustee shall hold office for a term of three years and until their successor shall be elected. Trustees shall be elected on a rotating basis so that two trustees shall be elected each year. The four elected officers shall be considered voting members of the Board of Trustees.
<u>Section Three</u>	Regular Meetings	An organizational meeting of the board of trustees shall be held without other notice than this bylaw, in the month of June. The board of trustees may provide by resolution the time and place, within the State of New York, for the holding of additional regular meetings of the board without other notice than such resolution.
<u>Section Four</u>	Special Meetings	Special meetings of the board of trustees may be called by or at the request of the president or any two trustees or officers. The person or persons authorized to call special meetings of the board may fix any place in the State of New York as the place for holding any special meeting called by them.
<u>Section Five</u>	Notice	<p>Notice of any special meeting of the board of trustees shall be given at least five days previously thereto by written notice delivered personally or sent by mail or electronic notice to each trustee at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail in a sealed envelope so addressed, with postage thereon prepaid.</p> <p>Any trustee may waive notice of any meeting. The attendance of a trustee at any meeting shall constitute a waiver of notice of such meeting, except where a trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.</p>
<u>Section Six</u>	Quorum	A majority of the board of trustees shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the trustees are present at said meeting, a majority of the trustees present may adjourn the meeting from time to time without further notice.
<u>Section Seven</u>	Manner of Acting	The act of a majority of the trustees present at a meeting at which a quorum is present shall be the act of the board of trustees, unless the act of a greater number is required by law or by these bylaws.
<u>Section Eight</u>	Vacancies	Any vacancy occurring in the board of trustees shall be filled by the affirmative vote of a majority of the remaining trustees though less than a quorum of the board of trustees. A trustee elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.
<u>Section Nine</u>	Compensation	Trustees as such shall not receive any stated salaries for their services, but by resolution of the board of trustees any trustee may be indemnified for expenses and costs, including attorney's fees, actually and necessarily incurred by him in connection with any claim asserted against him, by action in court or otherwise, by reason of being or having been such trustee, except in relation to matters as to which he shall be deemed guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

ARTICLE V. OFFICERS

<u>Section One</u>	Officers	The officers of the corporation shall be a president, a vice president, a secretary, and a treasurer, and such other officers as may be elected in accordance with the provisions of this article.
<u>Section Two</u>	Election and Office Term	The officers of the corporation shall be elected by the members at the annual meeting of members. Each officer shall hold office until his successor shall have been duly elected and shall have been qualified. The term of office for president, vice president, and secretary shall be one year. The treasurer shall be elected for a three year term.
<u>Section Three</u>	President	The president shall be the principal executive officer of the corporation and shall, in general, supervise and control all of the business and affairs of the corporation. The president shall preside at all meetings of the members and of the board of trustees. The president may sign, with the secretary or any other proper officer of the corporation authorized by the board of trustees, any deeds, mortgages, bonds, contracts, or other instruments that the board of trustees have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of trustees or by these bylaws or by statute to some other officer or agent of the corporation; and in general, the president 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.
<u>Section Four</u>	Vice-President	In the absence of the president or in event of the president's 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 on the president. Any vice-president shall perform such other duties as from time to time may be assigned by the president or by the board of trustees.
<u>Section Five</u>	Treasurer	If required by the board of trustees, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the board of trustees shall determine. The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of trustees; and in general, perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the president or by the board of trustees.
<u>Section Six</u>	Secretary	The secretary shall keep the minutes of the meetings of the members and of the board of trustees in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; keep a register of the post office address and email address of each member which shall be furnished to the secretary by such member; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the board of trustees.

ARTICLE VI. COMMITTEES

<u>Section One</u>	Committees	<p>The board of trustees, by resolution, adopted by a majority of the trustees in office, may designate one or more committees, each of which shall consist of one or more trustees, which committees, to the extent provided in said resolution, shall have and exercise the authority of the board of trustees in the management of the corporation.</p> <p>But the designation of such committees and the delegation thereto of authority shall not operate to relieve the board of trustees, or any individual trustee, of any responsibility imposed on it or him by law. Each committee of the board is to serve at the pleasure of the board. The designation of any such committee and the delegation thereto of authority does not alone relieve any director of his duty to the corporation.</p>
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ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

<u>Section One</u>	Contracts	<p>The board of trustees may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.</p>
<u>Section Two</u>	Checks, Drafts, or Orders for Payment	<p>All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by each 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. In the absence of such determination by the board of trustees, such instruments shall be signed by the treasurer. The president's and treasurer's names shall be on all financial accounts.</p>
<u>Section Three</u>	Deposits	<p>All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of trustees may select.</p>
<u>Section Four</u>	Gifts	<p>The board of trustees may accept on behalf of the corporation any contribution, gift bequest, or device for the general purposes, or for any special purpose, of the corporation.</p>

ARTICLE VIII. DUES

<u>Section One</u>	Annual Dues	<p>The board of trustees may determine at the annual meeting thereof the amount of the annual dues to the corporation by members of each class.</p>
<u>Section Two</u>	Payment of Dues	<p>Dues shall be payable in advance of the first day of May in each fiscal year.</p>
<u>Section Three</u>	Default and Termination of Membership	<p>When any member of any class shall be in default in the payment of dues, for a period of six months from the end of the period in which such dues become payable, his membership may thereupon be terminated by the board of trustees in the manner provided in Article II of these bylaws.</p>

ARTICLE IX. MISCELLANEOUS

<u>Section One</u>	Books and Records	The corporation shall keep correct and complete books and records of accounts, and shall also keep minutes of the proceedings of its members and board of trustees. There shall be an annual and independent audit of the books. A list or record shall be kept containing the names and addresses of all members, the class or classes of membership thereof and the dates when they respectively became members of record of the corporation.
<u>Section Two</u>	Fiscal Year	The fiscal year of the corporation shall begin on the first day of May and end on the thirtieth day of April in each year.
<u>Section Three</u>	Corporate Seal	The Walworth Historical Society does not have a corporate seal.
<u>Section Four</u>	Waiver of Notice	Whenever any notice is required to be given under the provisions of the New York State Education Law or under the provisions of the charter of the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X. AMENDMENTS

<u>Section One</u>	Power of Members To Amend Bylaws	The bylaws of this corporation may be amended, repealed, or added to and may be adopted by the vote of a majority of a quorum at the annual meeting of members or at any regular or special meeting of members provided that notice of such intended action is given to the members in the notice of meeting. Any member proposing such action must notify the secretary in writing of such intention to propose such action and a written summary of such proposal for amendment at least ten days prior to the meeting.
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