



**BYLAWS OF
THE PORT CHESTER HISTORICAL SOCIETY**

ARTICLE I – NAME

1.1. Name.

The name of this organization shall be The Port Chester Historical Society (“the Society”), located in the Village of Port Chester, Town of Rye, County of Westchester, State of New York.

ARTICLE II – PURPOSE

2.1. The purpose of this Society is:

- a.** To promote and foster original historical research;
- b.** To disseminate and foster a greater knowledge of the society’s geographical area of interest (“the area”) including but not limited to the present-day Village of Port Chester, Town of Rye, City of Rye, and the Village of Rye Brook in New York State and the Town of Greenwich in the State of Connecticut;
- c.** To disseminate and foster a greater knowledge of the relationship of the area emphasizing all contributions of a historical significance regardless of time period;
- d.** To examine and analyze the lives of prominent historical individuals who once lived in the area;
- e.** To acquire by purchase, gift, devise or otherwise the title to or the custody and control of historic sites, structures, artifacts and relics in the Village of Port Chester, The Village of Rye Brook and the Town of Rye relating to the history of the area; and preserve, restore, and maintain such sites, structures, artifacts and relics;
- f.** To display and make available for public study historic sites, structures, artifacts and relics relating to the history of the area;
- g.** To foster the suitable marking of places of historic interest within and relating to the area; and
- h.** To foster the education and learning of local history in area schools and beyond.

ARTICLE III – MEMBERSHIP

3.1. Members. Any person who subscribes to the purposes of The Port Chester Historical Society as stated in the Charter shall be eligible for membership in the Society.

3.2. Class. Membership classes, and dues for each, shall be established by the Board of Directors with input from the members of the Society. The dues rate for the subsequent year shall be set at each Annual Meeting of the Society.

3.3. Term. Membership shall begin on the first day of the month following payment of the applicable dues. Dues shall be annual. Membership shall be renewed by the payment of the applicable dues during the first quarter of each new year. Persons who join during the months of October, November, or December will be considered members in good standing in the year of joining and the following year.

3.4. Vote. No class of membership shall be entitled to more than one vote.

3.5. Honorary Membership. Honorary membership may be granted by unanimous vote of the Board of Directors. Such honorary members shall have all membership rights except the right to vote. If an honorary member wishes to obtain the right to vote, the honorary member will be required to pay dues to the Society. Honorary memberships shall be a lifetime term.

ARTICLE IV – OFFICERS

4.1. Officers. The Officers shall comprise a President, a Vice-President, a Treasurer, and a Secretary, who shall hold office for a period of two years or until their successors are elected. Officers shall be members of the Society. The officers along with the three (3) elected Directors shall comprise the Board. Only the offices of Secretary and Treasurer may be held by the same person. Officers and Directors shall be elected by the Membership at the annual meeting, and the results shall be announced at, and included in the minutes of, that meeting. Each officer shall be limited to two consecutive two-year terms for each position.

4.2. President Duties. The President shall have executive supervision over the activities of the Society within the scope provided by these bylaws and shall preside at all meetings. The President shall report annually on the activities of the Society and shall appoint the members of committees and delegates not otherwise provided for herein. The President shall also serve as the chair of the Board of Directors. The President shall preside at all meetings and in the absence of the Secretary shall appoint a Secretary Pro Tempore; to appoint all committees that are not otherwise provided for and impartially enforce the By-Laws. The President shall have the power to call a special meeting of the Society; and at all times act in cooperation with the Officers in all matters pertaining to the Society; and the President shall sign drafts of the Treasurer for

all bills after they are audited and signed by the Finance Committee and approved by the Membership.

4.3. Vice-President Duties. The Vice-President shall assume the duties of the President in the event of incapacity, resignation, or removal of the President. The Vice President shall preside at any meeting at which the President is not present.

4.4. Treasurer Duties. The Treasurer shall be responsible for the safekeeping of Society funds, for maintaining full and complete financial records, and for depositing all monies with a reliable banking company in the name of The Port Chester Historical Society. Monies shall be paid out by numbered checks signed by the Treasurer and the President.

It shall be the duty of the Treasurer to keep an account of all monies received or expended by the Treasurer for the use of the Society, and to render an account annually or whenever required by either the President or the Auditing Committee. The Treasurer shall pay all bills only on order signed by the President and Secretary after being endorsed by the Finance Committee, or a majority of them. On retiring from office, the Treasurer shall deliver all books and monies belonging to the Society to their successor.

The Treasurer shall collect dues, and shall render an annual report at the annual meeting. The Treasurer shall render an annual report based on the Society's fiscal year, which shall be the calendar year beginning on the first day of January and ending on the last day of December, and quarterly reports at Board meetings.

The Treasurer shall annually file with the applicable State and Federal agencies all legally required reports and report as such to the Society.

4.5. Secretary Duties. The Secretary shall keep the minutes of meetings of the Society and the Board, maintain a list of members and keep and file all documents relating to the business of the Society. The Secretary shall give notice to members whose dues are payable and shall maintain a record of dues received and owed. The Secretary shall also serve as the secretary to the officers. They shall deliver to their successor all files and records of the Society upon retirement from office. The Secretary shall be responsible for all correspondence of the Society.

The Secretary shall establish and maintain outside and online presence for the Society, including but not limited to, a website, social media accounts, flyers, and any other methods of outreach as deemed appropriate for the promotion of the Society.

The Secretary shall tender an annual report with the Society at its Annual Meeting

Article V – Board of Directors

Section 1. Powers of the Board of Directors

1.1. General Management. The general management of the affairs of this Society shall be vested in the Board of Directors. The Board of Directors shall have control of the property of the Society and shall determine its policies with the advice of its various committees. It may authorize expenditures, on an emergency basis. The Board of Directors shall annually review and approve written procedures for the internal fiscal management of this Society. The Board of Directors shall be generally empowered to take all necessary and proper steps to carry out the purposes of this Society and to promote its best interest.

Section 2. Composition of Board of Directors.

2.1. The Board of Directors shall consist of the President, Vice-President, Treasurer, Secretary, and three (3) elected members. The Immediate Past President shall serve as a non-voting advisor to the Board of Directors.

2.2. As used in these By-laws, “entire Board of Directors” means the actual number of Directors pursuant to Section 2.1 above.

Section 3. Qualifications.

3.1. Each member of the Board of Directors must be at least eighteen (18) years of age and a member of the Society in good standing.

Section 4. Terms of Office.

4.1. The terms of office for Directors shall begin on the day of their election and shall conclude upon the election and qualification of their successors. The term for members of the Board of Directors shall be three (3) years and shall be elected to no more than two (2) consecutive full three (3) year terms.

4.2. The three (3) Directors elected at the first election subsequent to the adoption of these by-laws shall stagger their terms by lot with one (1) receiving a one (1) year term, one (1) receiving a two year term and one (1) receiving a three year term.

4.3. Any former Director may be re-elected as a Director after a one (1) year absence from the Board of Directors. In such case, the individual’s prior service as a Director shall not be considered in applying any of the term limitations specified in this section.

Section 5. Resignation. A Director may resign at any time by giving written notice to the Secretary of the Society. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Secretary, and the acceptance of the resignation shall not be necessary to make it effective.

Section 6. Removal.

6.1. By the Board of Directors. Any or all of the Directors of the Society may be removed for cause by a majority vote of the Board of Directors.

6.2. By the Members. Any or all of the Directors may be removed with or without cause by a majority vote of the Individual Regular and Organizational Regular Members.

6.3. Attendance. Missing three (3) consecutive meetings of the Board of Directors without providing reasonable excuse shall be deemed cause for removal by a vote of the membership.

Section 7. Vacancies.

7.1. If a vacancy shall arise upon the death, resignation, lapse of membership of a Director. A vacancy on the Board of Directors occurring during the period between elections shall be filled by an “interim successor” appointed by majority vote of the Board of Directors within ninety (90) days of the date that the vacancy occurred. If the Board does not fill the vacancy within ninety (90) days, then the President is empowered to appoint an interim successor. The interim successor will serve until the next election cycle is completed.

7.2. If the Board of Directors or the President appoints an “interim successor” on or after April 1, then the interim successor will serve until the completion of the election cycle in the year succeeding the appointment.

ARTICLE VI – MEETINGS

6.1. Annual Meeting. The annual meeting of the Society shall be held in September at a time and place to be determined by the Board of Directors. Notice of the time and location shall be provided to the membership at least twenty days prior to the date of the annual meeting.

6.2. Quorum. The quorum shall be one-tenth of the total number of votes entitled to be cast. For the purpose of the quorum, members submitting a proxy certificate will be considered present.

6.3. Voting. Due to the geographic diversity of the membership of the Society, voting by proxy shall be permitted. Ballots shall be provided with notification of the Annual Meeting.

6.4. Member Meetings. The Society shall hold at least eight regular meetings per calendar year scheduled approximately monthly at a time and place to be determined by the Membership and Board of Directors. Member meetings shall be open to all members of the Society and the general public. Notice of all Member meetings shall be provided to the entire membership no less than twenty days prior to the date of the meeting.

6.5. Special Meetings. Special meetings shall be called by the President if requested by ten percent of the members in the form of a signed and dated petition. Such meetings shall be held within sixty days of the submission of the petition. Twenty days' notice, including the specific purpose of the special meeting, shall be given to all members. The cost of printing the notice and postage for mailing the notice of the special meeting shall be the responsibility of the Society. Special meetings may be held on the same date but not during the same meeting as the Member Meetings of the Society.

6.6. Electronic Meetings. The Board of Directors, standing committees, and special committees are authorized to meet by telephone conference or through other electronic communications media so long as all participating members can interact simultaneously.

6.7. Finance Committee. A Finance Committee consisting of three members shall be appointed by the President at each meeting. Their duty shall be to adjust all claims against the Society and audit the same. They shall report to the Society under the new business portion of the meeting their findings on the bills and the membership at the meeting shall take action on the report of the committee by membership vote in accordance with New York State Law.

ARTICLE VII – COMMITTEES

7.1. Committees. The Society shall have the following standing committees, and if desired, special committees. Committee members must be members of the Society. Chairpersons of each committee shall be selected by the members of the respective committees. All members are urged to volunteer for at least one (1) committee membership. No member shall serve in more than two (2) Chairperson positions at any time. Each committee shall report their Chairperson for the year at the meeting subsequent to the Annual Meeting.

7.2. Nominating Committee. The Nominating Committee shall be appointed at least 90 days before the annual meeting and shall submit nominees for Officers and Directors at least 30 days before the annual meeting. Said list shall not preclude nominations from the floor or write-in votes. The Nominating Committee shall be discharged upon presentation of its list of nominees.

7.3. Governance & Bylaws Committee. The Bylaws Committee shall research and review all proposed bylaws for consistency with applicable Federal and State law, the Charter, and the existing bylaws. The Bylaws Committee shall review all amendments to the bylaws.

7.4. Interior Collections Committee. The Interior Collections Committee shall be responsible for the collecting, cataloging, cleaning, repairing, and storing of historic objects; for arranging exhibits, and the correct historic interpretation of these exhibits; for the care and upkeep of the collections quarters, and the collecting, cataloging, caring for, arranging, and repairing of books, manuscripts, newspapers, photographs, maps, and other historical source material.

7.5. Building & Grounds Committee. The Building & Grounds Committee shall be responsible for the Bush-Lyon Homestead buildings and the surrounding grounds. They shall coordinate, in cooperation with the President; with Village Staff and all other contractors to ensure the maintenance and improvement of the Homestead and any other Real Property that the society may become responsible for in the future.

7.6. Education Committee. The Education Committee shall be responsible for publishing joint or individual research studies, newsletters to members, a quarterly bulletin, or books. In addition, it shall be responsible for membership drives, for planning events to be held throughout the year, and for administering the Society's annual Port Chester High School scholarship award. The Education Committee shall work with Port Chester Union Free School District Teachers to create programs for Port Chester school children.

7.7. Local Landmarks Committee. The Local Landmarks Committee shall be responsible for exploring and bringing to the Society's attention any sites with potential historical significance that the Society should promote and for which the Society should advocate for recognition. The committee shall be responsible for prioritizing and researching projects regarding historic sites and structures in the Villages of Port Chester and Rye Brook as well as the Town of Rye, as they relate to the Society; and shall be responsible for utilizing its existing relationship with the Villages of Port Chester

and Rye Brook to advocate various governmental entities on behalf of the Society and its goals.

7.8. Auditing Committee. It shall be the duty of the committee to examine the Treasurer's and Secretary's accounts annually and ensure that the Society's finances are in order and in conformance with all applicable state and federal laws. They shall report annually to the Society no later than the April meeting of every year the results of their audit of all Society accounts.

7.9. The Ways and Means Committee. It shall be the duty of the committee to raise funds in matters approved by the Society for the support of its activities. The Committee shall have the power of assessment. The assessment is not to exceed an amount set and voted on at a regular monthly meeting of the Society and which has lain on the table for at least twenty eight (28) days. It shall be limited to shortcomings in the operating budget. The following exceptions shall apply:

- (1) All members may be assessed
- (2) Any member who shall present at a regular meeting reasons to the Society why he/she should not be assessed, and a majority of the members of the Society present do vote favorably to accept these reasons, he/she shall be excused from the assessment.
- (3) The assessment option shall apply only in the case of a shortcoming of an operations budget and as a last resort.

a) All fundraising events of the Ways and Means Committee shall be brought before the members of the Society at a regular meeting and approved by a majority vote of those present. Any member who does not meet their obligation of assessment by the end of the fundraising affair shall have the assessment added to their annual dues by the Secretary upon presentation of said list to the Secretary by the Chairman of the Ways and Means Committee.

b) It shall be the Ways and Means Committees responsibility to pursue, under the supervision of the President and Board of Directors, all possible sources of funding for the Society up to and including Federal, State, County, Local and Private Grants.

c) The Treasurer shall serve as a standing member of the Ways & Means Committee.

ARTICLE VIII – AMENDMENTS

8.1. Amendments. The Bylaws of the Society may be amended by a vote of a 2/3 majority of those present in person or proxy at the annual meeting or at a special meeting called for such purpose. All proposed amendments shall be submitted in writing to the Bylaws Committee and shall lay on the table for at least thirty (30) days. The Bylaws Committee shall report on the proposed amendment to the Membership prior to the vote.

8.2. Prior By-Laws. All By-Laws, rules and resolutions heretofore adopted inconsistent with these By-Laws are hereby rescinded and repealed.

ARTICLE IX – PARLIAMENTARY AUTHORITY

9.1. Standing Rules. Any rules or procedures not covered by applicable Federal or State law, the Charter, the Bylaws, or the adopted parliamentary authority shall be considered Standing Rules of the Society and shall be recorded as such by the Secretary.

9.2. Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or any special rules of order the Society may adopt.

ARTICLE X – DISTRIBUTION OF ASSETS UPON DISSOLUTION

10.1. In the event of dissolution, all of the remaining assets and property of the Society shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or to another organization to be used in such a manner as in judgment of a Justice of the Supreme Court of the State of New York will best accomplish the general purposes for which the Society was formed. Organizations to which such assets and property are

distributed, if such assets of property are in the nature of scientific or cultural material, shall have collections management policies similar to the Society.