

HOMEVILLE MUSEUM INC. BYLAWS

ARTICLE I

Name and Nonprofit Policy

Section 1. Name. This corporation is and shall be known as the Homeville Museum Inc., hereinafter referred to as the "Museum."

Section 2. Nonprofit Policy. The Museum shall not be operated for profit and in its entire properties, assets, facilities shall be devoted to the purposes for which it is organized as set forth in its constitution, as the same may from time to time be amended.

ARTICLE II.

Purposes

Section 1. Purposes. The purposes of the Museum as set forth in its constitution are exclusively educational in nature, to wit:

- A. To establish and maintain a history museum relating to transportation, military service, and political and social life, focused on Cortland County and Central New York.
- B. To collect, own, hold, maintain, preserve, and make available appropriate historical objects and artifacts, providing for regular, scheduled public viewings and tours.
- C. To arrange, create, maintain and promote appropriate historical exhibits and displays, incorporating local personal histories and relevant historical reference materials.
- D. To establish, maintain, and make available a historical research center and archives related to the museum's themes and collections.
- E. To promote and support historical research and scholarship, issue regular newsletters, and organize historical and cultural activities, programs and events for the public.
- F. To use the museum, collection, research center and archives as a resource in support of education from elementary to post-secondary levels.

ARTICLE III

Board of Trustees

Section 1. Election and Powers. The Board of Trustees shall have custody, control and direction of the Museum, its collections, property and other assets. Trustees shall serve three-year staggered terms providing for the election of approximately one third of the members each year. Each Trustee shall serve until his or her successor is elected and qualified, unless his or her Trusteeship be theretofore vacated by resignation, death, removal or otherwise.

Section 2. Number. The number of Trustees constituting the entire Board of Trustees shall be not less than five (5) nor more than fifteen (15), and shall be fixed by resolution of the Board of Trustees. The Board of

Trustees, by a two-thirds (2/3) vote of all voting members of the Board, may resolved to increase or decrease the number of Trustees to the extent permitted in the Charter of the Museum, provided that no decrease shall shorten the term of any incumbent Trustee.

Section 3. Classes. Each Trustee shall serve a term of three (3) years, except as provided hereafter in this Article. For the purpose of staggering their terms of office, the Trustees shall be divided into three (3) classes, as nearly equal in numbers as may be, and the term of office for one class shall expire each year in regular rotation. In case the number of Trustees in any class becomes unequal to the other classes, the Board of Trustees may elect one or more Trustees to terms of one or two years, as may be deemed most practical.

Section 4. Honorary Trustees. The Board may nominate and select Honorary Trustees using the same process used in selecting regular trustees as is outlined in this document. There shall be differences between Honorary and regular trustees, to be determined by the Board of Trustees, with the primary difference being that Honorary Trustees do not have voting privileges, and thus do not count when determining a quorum for meetings.

Section 5. Vacancies. In case of any vacancy in the Board of Trustees, a simple majority of the remaining Trustees may elect a successor to fill the unexpired term, and to serve until his or her successor shall have been duly elected and qualified. In the event of increase in the number of Trustees, additional Trustees may be elected to terms of one, two, or three years as may be necessary to maintain equality in numbers among the classes of Trustees. Additional Trustees so elected shall serve until their successors shall have been duly elected and qualified. See Section 15E for Nominating Committee responsibilities and procedures.

Section 6. Absences. If any Trustee shall fail to attend three (3) consecutive meetings of the Board of Trustees without excuse accepted as satisfactory by the Board, such Trustee shall be deemed to have resigned and the vacancy shall be filled.

Section 7. At any meeting of the board of Trustees duly called, any Trustee may, by vote of two-thirds (2/3) of the entire Board, be removed from office with justifiable cause and another may be elected by the Board to fill the unexpired term of the Trustee so removed.

Section 8. Meetings. The Annual Meeting of the Board of Trustees shall be held in June of each year on such date and at such time and place as may be fixed by the Board of Trustees and named in the notice. Regular Meetings of the Board of Trustees shall be held at such times as the board, may, from time to time, determine. Special Meetings of the Board of Trustees shall be held at any time, on call by the President of the Board, or by the secretary on the request in writing of any three (3) members of the Board.

Section 9. Agenda for Regular Meetings. The agenda or order of business for each Regular meeting shall include the following:

A. Call to order

- B. Roll call
- C. Approval of Minutes
- D. Financial report
- E. President's Report
- F. Committee Reports
- G. Old business
- H. New business
- I. Adjournment

Section 10. Notice of meetings. Notice of the time and place of every meeting of the Board shall be announced not less than ten (10) nor more than twenty (20) days before the meeting to each Trustee at his or her address.

Section 11. Quorum. A simple majority of the entire Board of Trustees shall constitute a quorum at any meeting of the board, and except as otherwise provided by law or herein, a majority in number of such quorum, may adjourn the same from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 12. Action Without a Meeting. Any action required or permitted to be taken by the Board of Trustees or any committee thereof at a duly held meeting may be taken without a meeting if all voting members of the Board of Trustees or the committee consent in writing to the adoption of a resolution authorizing the action. Such resolution and the written consents thereto by the members of the Board of Trustees or committee shall be filed with the minutes of the proceedings of the Board of Trustees or the committee.

Section 13. 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, with the consent of all members of such Board or committee present in person at such meeting, by means of a conference telephone or similar communications equipment 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.

Section 14. Executive Committee. The Board of Trustees may, by an affirmative vote of a simple majority of the Entire Board, appoint an Executive Committee, to consist of at least four (4) Trustees, including President, Vice-President, Secretary, Treasurer, and other members of the Board as the Board shall determine upon recommendation by the President. The President shall be the Chairman of the Executive Committee. The Executive Committee shall have and may exercise between the meetings of the Board of Trustees all the authority of the Board of Trustees, except that the Executive Committee shall have no authority as to those matters proscribed under any provision of applicable law. The Executive Committee shall review, at least annually, the performance and effectiveness of any paid staff, and shall recommend the compensation and benefits. The Executive Committee shall report all its actions to the next meeting of

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

Section 15. Regular Committees. As soon as practicable each year following the annual Meeting of the Board of Trustees and upon the recommendation of the President, the Board shall appoint the following Regular Committees, each of which shall consist of at least two (2) Trustees and shall have the authority to carry out its purpose as set forth in this section. In making these appointments, the Board shall designate the Chairman of each committee other than the Finance Committee.

- A. Collections Committee. There shall be a Collections Committee, which shall recommend policy for acquisitions to the collections, either by purchase or gift, and shall carry out a continuing review of all acquisition programs. This committee shall also be responsible to the Board for policies relating to preservation, deaccessioning and other disposition of the collections. The Collections Committee shall consist of the Curator plus at least two (2) Trustees.
- B. Community Relations Committee. There shall be a Community Relations Committee, which shall recommend policy for the community relations, public relations, membership programs, and development activities of the Museum.
- C. Education Committee. There shall be an Education Committee, which shall recommend policy for all educational and group activities provided for the public.
- D. Finance Committee. There shall be a Finance Committee, which shall recommend policy and be responsible for the supervision and direction of the care and custody of all financial assets of the Museum. The Finance Committee shall advise the President of the Homeville Museum in the preparation of the budget for the fiscal year (July 1 – June 30), which shall be presented annually to the Board of Trustees for adoption. The Finance Committee shall review, with the President and the independent public accountants then serving the Museum, audit policies and the proposed annual audit report to be submitted to the Board. The Treasurer shall serve as chairman of the Finance Committee, with at least two (2) additional Trustees.
- E. Nominating Committee. There shall be a Nominating Committee which shall recommend:
 - (1) persons for election to the Board of Trustees
 - (2) a slate of officers for the election to a single year term at the annual Meeting of the Board of Trustees

Nominations shall be transmitted to each member of the Board of Trustees at least fifteen (15) days prior to the Annual Meeting of the Board. Nominations will also be taken from the floor prior to the vote being taken. The vote will be via written ballot and include the opportunity for write-in candidates. The Nominating Committee shall also recommend to the Board persons to fill vacancies as soon as practicable after they may occur. The Nominating committee may also propose to the Board persons for election as Honorary Trustees. The President shall not serve on the Nominating Committee.

Section 16. Other Committees. The President, with the approval of the Board of Trustees, may designate additional committees, each of which may consist of at least one (1) Trustee and may include other persons who need not be Trustees. Each such committee shall have such authority and shall serve for such time as provided in the resolution designating the committee, except that such authority shall not exceed

the authority conferred on the Executive Committee by Section 14 or on any regular Committee by Section 15 of this Article.

ARTICLE IV

Officers

Section 1. Election of Officers. The Board of Trustees shall elect a President, a Vice-President, a Secretary, and a Treasurer of the Museum. Each such officer shall be elected from among the Trustees at the Annual Meeting of the Board for a term of one year. Any vacancy in the above offices shall be filled by the Board of Trustees as soon as practicable.

Section 2. Removal. At any meeting of the Board of Trustees duly called, any Officer of the Museum may, by a vote of two-thirds (2/3) of the entire Board, be removed from office and another may be elected by the board in the place of the Officer so removed, to serve until the next Annual Meeting of the Board.

Section 3. President. The President shall be the presiding officer of the Board of Trustees with the power and duty to exercise general supervision over the affairs and operations of the Museum. The President:

- A. shall serve on all Regular and other committees, except the Nominating Committee, in addition to the appointed members.
- B. will serve as chief administrator of the museum, assuming the duties and responsibilities of the Curator or other museum staff in the absence of paid Curator and/or other staff. The President shall not be paid. Duties will include:
 - (1) oversight of museum general operations
 - (2) supervision of interns and other staff
 - (3) public relations and other duties assigned by the board
- C. is responsible for the completion and filing of paperwork pertaining to:
 - (1) The Homeville Museum Charter
 - (2) IRS Form 990 - Return of Organization Exempt From Income Tax
 - (3) 501 (c) 3 status
 - (4) New York Form DTF 95 – Business Tax Account Update
- D. shall have such other powers and duties as may be designated by the Board.
- E. will also attend Homer Cortland Community Agency (HCCA) meetings in which business related to the Homeville is discussed and will serve in an advisory capacity to the HCCA, unless also appointed a member of the HCCA per Article VI. The board may divide administrative duties amongst other trustee members.

Section 4. Vice-President. The Vice President:

- A. at the request of the President or in his or her absence or during his or her disability, the Vice-President shall perform the duties and exercise the functions of the President
- B. may represent the board at other related meetings not attended by the President
- C. shall have such other powers and duties as may be designated by the Board of Trustees or the President.

Section 5. Secretary. The Secretary shall:

- A. be responsible for the keeping of Minutes of all meetings of the Board of Trustees
- B. see that all notices are duly given in accordance with the provisions of these bylaws or as required by law
- C. be responsible for the custody of the records of the Museum
- D. have such other powers and duties as may be designated by the Board or the President

The secretary may also perform administrative duties at the President and/or Board's discretion. The duties of the Vice President and Secretary may be combined.

Section 6. Treasurer. The Treasurer will have authority over all museum finances and will:

- A. chair the Finance Committee
- B. administer all money related functions including disbursements, endowment and general fund and filing the New York state sales tax report as required
- C. work in conjunction with the President in developing annual budget
- D. sign all checks totaling \$2,000 or less; checks totaling more than \$2,000 must be signed by the Treasurer and an additional officer as determined each year at the annual meeting

All bills should be submitted to the Finance Committee for approval, prior to being paid by the Treasurer.

Section 7. Special Projects Coordinator. The Special Projects Coordinator:

- A. will be responsible for grant writing
- B. will work in conjunction with the President, Vice President and Treasurer in securing funds for the museum
- C. will also serve on the Finance Committee
- D. may sign grant applications or other funding requests in the absence of the President
- E. perform other duties as assigned by the President and/or Board

ARTICLE V

Membership

In order to provide a means of attracting interest in and support for the activities of the Museum, the Board of Trustees may establish from time to time one or more categories of membership as it deems fit, on such terms and conditions as the Board by resolution shall determine.

ARTICLE VI

Participation on the Homer Cortland Community Agency, Inc (HCCA), Board of Directors

The Homeville Museum is housed in the Central New York (CNY) Living History Center building. The CNY Living History Center is overseen by the HCCA Board of Directors. According to their Charter, the HCCA Board of Directors will have not less than nine (9) nor more than fifteen (15) members. Four members of the HCCA Board of Directors shall be members of the Homeville Museum Board of Trustees

or their selected representatives. These members will be nominated by the Homeville Museum Board of Trustees to the HCCA Nominating Committee and subject to approval by the HCCA Board of Directors.

ARTICLE VII

Curator

The Board of Trustees may appoint and employ a chief administrator of the Museum, designated as Curator. The Board of Trustees may delegate to the Curator the responsibility and authority for carrying out the policies and purposes that have been adopted and approved by the Board. The Curator shall be the chief officer of the staff of the Museum, and shall appoint, supervise and, when necessary, discharge individuals who occupy staff positions authorized by the Board. The Curator shall have such powers and duties as may be designated by the Board.

ARTICLE VIII

Amendments and Other Provisions.

Section 1. Amendments. These Bylaws may be adopted, amended or repealed in whole or in part by the affirmative vote of a majority in number of the entire Board of Trustees, provided that at least fifteen (15) days before the meeting at which any amendment shall be voted upon, written notice of the proposed amendment shall be sent to each member of the Board, together with a concise statement of the changes proposed to be made.

Section 2. Conduct of Meetings. Except as otherwise provided in these Bylaws by applicable law or by resolution of the Board of Trustees, all meetings of the Board or of any committee designated by the Board shall be conducted in conformity with Robert's Rules of Order, Revised, as amended from time to time.

Section 3. Financial Reporting. For financial reporting purposes the Museum shall issue reports on a fiscal year basis.

Section 4. Indemnification. The Museum shall indemnify:

- A. Any person made or threatened to be made a party to any action or proceeding by reason of the fact that such a person, or such person's testator or intestate, is or was a Trustee or Officer of the Museum and
- B. Any Trustee or Officer of the Museum who served any other corporation of any type or kind, or any partnership, joint venture, trust, employee benefit plan, or other enterprise, association, or entity in any capacity at the request of the Museum, in the manner and to the maximum extent permitted by the Not-for-Profit Corporation Laws of New York, as amended from time to time; and the Museum may, in the discretion of the Board of Trustees, purchase and maintain insurance pursuant to such indemnification and indemnify all other corporate personnel to the extent permitted by law.

Section 5. Interested Trustees and Officers. Each Trustee and Officer of the Museum shall disclose in writing to the Board of Trustees any conflict of interest which he believes may arise in connection with his service as a Trustee or an Officer of the Museum. No contract or other transaction between the Museum or any other corporation, firm, association, or other entity in which one or more of its Trustees or Officers are directors or officers, or shall have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Trustee or Trustees or Officer or Officers are present at the meeting of the Board or of a committee thereof, which authorized such contract or transaction, or that their votes are counted for such purpose if the material facts as to such common directorship, officership, financial or other interest are disclosed in good faith or known to the Board or committee, and if the Board or committee authorized such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Trustee or Officer. It is acknowledged that the owners of the Eaton Collection may occasionally have a potential conflict of interest with decisions the Board of Trustees and/or Curator make related to the preservation and display of Eaton Collection items. Every reasonable precaution will be taken to avoid real or perceived cases of undue influence or inappropriate consideration.

ARTICLE IX

Harrassment

Harassment of any kind is not productive and will not be tolerated by the corporation. Any individual bound by these Bylaws who is subject to verbally abusive language relating to gender, race, religion, or age, or who experiences sexually oriented physical touching or suggestive language is encouraged to report it immediately to the president of the board of trustees. In the event that the allegation concerns the board president, the report is to go to the vice president. Any individual bound by these Bylaws who is aware of such verbally or physically abusive conditions must report such activity immediately.

The general policy will be reflected in the personnel procedures and program procedures promulgated by the corporation to cover its employees as appropriate. However, nothing in this article will bind the employees of the corporation, who will instead be covered by the procedures contained in their personnel policies and program procedures.

ARTICLE X

Dissolution Clause

The Homeville Museum may be dissolved only with authorization by its Board of Trustees given at a special meeting called for that purpose and with subsequent approval by a two-thirds (2/3) vote of the Voting Members (status determined by Membership Committee). Upon dissolution or other termination of the museum:

- A. All property shall be inventoried and property on loan shall be returned to the owners or distributed as directed by the owners.

B. All remaining assets of the museum, after payment in full of all its debts, obligations, and necessary final expenses, or after the making of adequate provision therefore, shall be distributed to such tax-exempt organizations (with purposes similar to those of the museum) as shall be chosen by the then existing Board of Trustees of the Homeville Museum.