

# **THE CONSTITUTION OF THE LARCHMONT HISTORICAL SOCIETY (Amended 2016)**

## **ARTICLE I: NAME**

The name of this Society shall be the Larchmont Historical Society, located in the Village of Larchmont and the unincorporated area of the Town of Mamaroneck, New York.

## **ARTICLE II: PURPOSE**

The general purpose of this Society shall be to bring together people interested in history, and especially in the history of the Village of Larchmont and the unincorporated area of the Town of Mamaroneck, New York.

Specific purposes for which the Organization has been formed include:

- A. To discover, preserve and disseminate information concerning the natural, social and civic history of the community;
- B. To enlist the support and cooperation of the residents and of local government bodies and agencies in preserving the material sites and other remains of that history;
- C. To acquire by purchase gift, devise or otherwise, the title to or the custody and control of materials and collections and historic sites and structures and to preserve and maintain such materials and collections and sites and structures;
- D. To guide adults and children in an appreciation of the significance of their local heritage, including structures, neighborhoods, sites and vistas by publishing historical material, holding meetings with pageants, addresses, lectures, papers and discussions, organizing field trips, marking historic buildings and sites and the like.
- E. To work with public agencies, non-profit organizations, and private sector entities to restore and protect structures and sites of historic importance, such as parks, squares and cemeteries, and their appurtenances;
- F. To cooperate with other organizations including the Office of State History, the New York State Historical Society, the Westchester Historical Society and the Larchmont Public Library to collect and preserve materials of state-wide, county-wide and community-wide significance so that these materials can be made available to students and scholars;
- G. To conduct an inventory of historic resources in our community, in cooperation with the New York State Historic Preservation Office, and as a contribution to the State Survey;
- H. To cooperate with other groups with similar interests and aims; and

I. To do all things necessary, suitable or proper for the accomplishment or furtherance of any of the purposes or powers herein set forth and the like, either alone or through the agency of other organizations, corporations, foundations, governmental agencies or individuals.

J. Notwithstanding any other provision of these articles, the society is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, as specified in section 501 (c) (3) of the Internal Revenue Code of 1954, and will not carry on any activities not permitted to be carried on by an association exempt from Federal Income Tax under section 501(c) (3) of the Internal Revenue Code of 1954.

### **ARTICLE III: MEMBERSHIP**

Membership may consist of a number of classes as determined by the Board of Trustees from time to time.

### **ARTICLE IV: ANNUAL MEETING**

The Annual Meeting of the Society shall be held in May or June of each year. At the Annual Meeting, the membership shall hear reports from the President, the Treasurer and such other persons as the President shall request; shall elect such officers and trustees as have been duly nominated for election, and shall conduct such other business as may be scheduled in accordance with the Constitution, Bylaws or provisions of law including ratification of the interim election of officers and Trustees as the Board of Trustees shall have determined during the prior year.

### **ARTICLE V: OFFICERS AND BOARD OF TRUSTEES**

#### Section 1

The officers shall be: a President, two Vice- Presidents, a Secretary and a Treasurer, who shall be elected for a term of two years; and five to twenty-five trustees, who shall be elected for three-year terms after the initial election, which shall be equally divided into terms of one, two and three years. Officers shall be members of the Board of Trustees. Other officers may be as established by the Board of Trustees.

#### Section 2

Trustees shall constitute the governing body of the Society, hereafter called the Board of Trustees.

### **ARTICLE VI: ELECTION OF OFFICERS AND TRUSTEES**

#### Section 1.

Trustees shall be elected by receipt of the most votes cast at the Annual Meeting.

## Section 2.

Officers shall be elected by the Board of Trustees at a Meeting of the Board of Trustees designated by the President.

## Section 3.

At least one month prior to the election of officers and of Trustees, each Trustee may nominate candidates for each office open to election. A Nominating Committee, appointed by the President, shall select the candidates for officers and Trustee from a list of all nominees. The Nominating Committee shall consist of no less than three persons, none of whom shall be considered eligible for the election under consideration unless they shall have excused themselves from the Nominating Committee during the consideration of their possible nomination.

## Section 4.

Nominations for officers and/or Trustees may also be made by any Member of the Society at any time prior to the respective election. Any nomination for an officer made after the deliberation of the Nominating Committee shall be added to the slate of candidates upon affirmative vote of a majority of Trustees present at the meeting. A nomination for Trustee made after the deliberation of the Nominating Committee shall be added to the slate of candidates upon affirmative vote of a majority of the Members present at the Annual Meeting.

## Section 5.

A candidate for election as an officer or Trustee must be a Member.

## Section 6.

A person who has been elected to the Board of Trustees for two consecutive terms, or elected President or Vice President for two consecutive terms, shall not be nominated to the same office unless one year lapses between the end of his or her last term and the beginning of the term for which he or she is nominated.

## Section 7.

Trustees shall be considered to be installed at the close of the Annual Meeting at which they are elected. Officers shall be installed as determined by the Board of Trustees. Officers and Trustees shall serve until their successors have been duly elected and installed. In the event of the resignation or incapacity of any Trustee, the vacancy may be filled by a vote of the Board of Trustees for the unexpired term of office, subject to the subsequent ratification by the Members at the next following Annual Meeting. When there are fewer than 25 Trustees including officers serving as Trustees, additional Trustees may be elected by a vote of the Board of Trustees for terms of office consistent with the equal division of terms specified in Section 1, and subject to the subsequent ratification by the Members at the next following Annual Meeting. Any Trustee or officer elected by the Board of Trustees to complete an unexpired term shall be eligible to be elected to two full terms in accordance with Section 6 after the completion of the unexpired term.

## **ARTICLE VII: AMENDMENT**

This Constitution may be amended at the Annual Meeting or at a special membership meeting called for that purpose, with 30 days written notice to all Members, and a two-thirds vote of the

Members present at such meeting. All proposed amendments shall be submitted in writing.

#### **ARTICLE VIII: DISSOLUTION OF THE ORGANIZATION**

In the event of dissolution of the Organization, the Officers shall, after paying or making provision for the payment of all of the liabilities of the organization, dispose of all of the assets of the Organization in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization(s) under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Officers shall determine.

# **LARCHMONT HISTORICAL SOCIETY BYLAWS Amended 2016**

## **ARTICLE I: MEMBERSHIP AND DUES**

### Section 1.

Any person interested in the history of the Village of Larchmont and the unincorporated area of the Town of Mamaroneck, who applies for membership in any classification of membership and who tenders the required dues shall thereby become a member.

### Section 2.

The classes of membership and the dues for each class shall be as established periodically by the Board of Trustees.

### Section 3.

Members in good standing prior to one year from the date of incorporation will be considered charter members of the organization.

### Section 4.

Annual dues shall be payable by January 1, and members in arrears for a period of 30 days after notification by the Treasurer shall be dropped from the membership.

## **ARTICLE II: SCHEDULE AND QUORUM OF BUSINESS MEETINGS**

### Section 1.

A regular meeting of the membership shall be held once a year upon thirty days written notice (the Annual Meeting). The Members present at such Annual Meeting after written notice shall constitute a quorum.

### Section 2.

Special meetings may be called by the President upon thirty days written notice. The Members present at a special meeting after such written notice shall constitute a quorum..

### Section 3.

The Board of Trustees shall meet not less than eight times a year. Special meetings of the Board may be called by the President. A third of the members of the Board of Trustees shall constitute a quorum. To continue as a Trustee, Trustees must attend at least one-half of the Board Meetings.

## **ARTICLE III: DUTIES OF THE OFFICERS AND DIRECTORS**

### Section 1.

The President shall have executive supervision over the activities of the Society within the scope provided by these Bylaws, presiding at all meetings, reporting annually on the activities of the Society, and appointing the members of committees and delegates not otherwise provided for, and shall execute all documents on behalf of the Society except as otherwise provided herein or by law.

### Section 2.

The First Vice-President shall assume the duties of the President in the event of the absence, incapacity or resignation of the President and shall have such other responsibilities as may be delegated by the President.

### Section 3.

The Second Vice-President shall assume the duties of the First Vice-President in the event of the absence or incapacity of the First Vice-President and shall have such other responsibilities as may be delegated by the President.

### Section 4.

The Secretary shall keep the minutes of the membership meetings and of the Board of Trustees meetings, maintain a list of members, carry on all organizational correspondence as delegated by the President and send out notices of all meetings. The Secretary shall maintain a manual of policies adopted by the Board. Policies may be adopted or amended by the Board in the same manner as amendments to the Bylaws. All policies shall be posted on the website.

### Section 5.

The Treasurer shall be responsible for the safekeeping of organization funds and for maintaining adequate financial records. The Treasurer shall deposit all monies received with one or more reliable banking companies, or with a financial institutions approved by the Trustees, in the name of the Larchmont Historical Society. Monies shall be paid out by numbered checks signed by the Treasurer or the President. The Treasurer shall collect dues, prepare a budget to be presented to the Trustees for approval, and render at least quarterly financial reports. The Treasurer shall also maintain lists of assets and commitments of the organization

### Section 6.

Checks in excess of \$500 shall require the signatures of two officers.

### Section 7.

The Board of Trustees shall have the power to conduct all affairs of the organization. At any meeting of the Board of Trustees, one third of the Trustees shall constitute a quorum.

### Section 8.

Commitments and obligations in excess of \$500 shall require the written approval of two officers.

Section 9.

Commitments in excess of \$2,500 shall require approval of the Trustees.

Section 10.

The fiscal year of the organization shall be from September 1 of each year to the following August 31. Membership is for one year based on the month of initial or renewal dues payment.

#### **ARTICLE IV: COMMITTEES**

The Society shall have the following standing committees:

**A. Membership Committee:** Responsible for membership drives, processing new members, turning dues over to the Treasurer, acting as hosts and hostesses for various organization events.

**B. Finance Committee:** Responsible for reviewing and overseeing the financial reports and activities of the organization including: supervising the Treasurer's activities, performing an annual review of the Treasurer's books and records, reviewing adherence to the budget, helping in planning and conducting fund raising campaigns, and working with other committees handling sales, rentals, parties and other means to raise funds.

**C. Program Committee:** Responsible for arranging suitable programs for meetings of the organization and for community outreach; for setting time, place and date of same.

**D. Communications Committee:** Responsible for publicizing activities of the organization in local press, radio, television and by other means and for publishing historical information and association news in physical or digital formats including joint or individual research studies; newsletters to members, books, the organization's websites and the like.

**E. Historic Sites Committee:** Responsible for conducting historic resources surveys; for acting as the liaison with State Historic Preservation Office; for establishing the validity of sites proposed for marking as historic sites; and for arranging historic tours.

**F. Collections Committee:** Responsible for the supervision of the archives and for the care of all historical material owned by the Society, and for its location in suitable repositories, which may include loan or temporary disposition in the facilities of other agencies.

**G: Technology Committee:** Responsible for technology support services, including security, interoperability, operational continuity, continuity of access to expertise, efficiency, and best practices.

The President shall appoint members and chairmen of the standing committees.

Other committees, standing or special, may be appointed by the President with the approval of the Board of Trustees.

#### **ARTICLE V: PARLIAMENTARY AUTHORITY**

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.

## **ARTICLE VI: AMENDMENTS**

These Bylaws may be amended at any regular meeting of the Board of Trustees or by a special meeting called for that purpose by a vote or written consent of two-thirds of the Trustees, provided thirty days notice of the proposed amendment shall have been given to all Trustees. All proposed amendments shall be in writing.

## **ARTICLE VII: CAPITAL AND CONTINGENCY FUND**

The Society may maintain such capital and contingency funds as deemed appropriate by the Trustees to provide the means by which the Society may acquire, preserve or maintain historic sites, structures or materials of historical significance or to sustain the Society in the event of financial need. Such funds shall be prudently invested as directed by the Trustees.