

WATERLOO LIBRARY & HISTORICAL SOCIETY

BY-LAWS

ARTICLE 1

Name and Nonprofit Policy

Section 1. Name. This corporation is and shall be known as Waterloo Library & Historical Society, hereinafter referred to as the "Society."

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

ARTICLE 2

Purposes

Section 1. Purposes. The purposes of the Society as set forth in its charter and statement of incorporation are exclusively education in nature, to wit:

We have hereby do form ourselves into a Society for the purposes of purchasing, procuring and preserving Literary, Historical, Geological, Genealogical, and Scientific Papers, Pamphlets, Works, Books, Mementos, Maps, Charts, Surveys, Specimens, Objects, Curiosities, Mechanisms of various kinds, Pictures and general Information, Knowledge and Facts in any form having connection with either of the above-mentioned subjects.

ARTICLE 3

Board of Trustees

Section 1. Election and Powers. The Board of Trustees shall have custody, control and direction of the Society, its collections, property and other assets. Trustees shall be elected at each Annual Meeting of the Board, and 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), not more than eighteen (18), and shall be fixed by resolution of the Board of Trustees. The Board of Trustees, by a two-thirds (2/3) vote of all members of the Board, may resolve to increase or decrease the number of Trustees 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 of 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. Vacancies. In case of any vacancy in the Board of Trustees, a 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 an 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.

Section 5. Absences. If a trustee shall fail to attend 2/3 of the scheduled monthly meetings of the Board of Trustees without proper notification, such trustee shall be deemed to have to resign and the vacancy shall be filled. "Proper notification" is described as notifying either the Executive Director or the President at least one (1) hour prior to the scheduled start time of that meeting. Should they not notify the proper person(s), their absence will be marked unexcused and will count towards the three (3) meeting limit to miss.

Section 6. Removal. 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 and another may be elected by the Board to fill the unexpired term of the Trustee so removed.

Section 7. Meetings. The Annual Meeting of the Board of Trustees shall be held in October of each year on such date and at such time and places as may be fixed by the Board of Trustees as 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 8. 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) Reports of Regular Committees
- (f) Reports of any other Committees
- (g) Report of the Society's Directors
- (h) Old Business
- (i) New Business
- (j) Adjournment

Section 9. Notice of Meetings. Notice of the time and place of every meeting of the Board shall be updated by email not less than five (5) days before the meeting, to each Trustee as set forth in the records of the Society. Board packet - as defined by agenda, minutes, financials - shall be given via email forty-eight (48) hours before the scheduled meeting.

Section 10. Waiver of Notice. Notice of a meeting need not be given to any Trustee who submits a signed written waiver thereof, whether before or after the meeting, not to any Trustee who attends the meeting with protesting, prior thereto or at its commencement, the lack of notice to him/her.

Section 11. Quorum. A 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 shall decide any question that may come before the meeting. A majority of the Trustees present at any regular or special meeting, although less than a 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 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 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 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 the 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 shall, by an affirmative vote of a majority of the entire Board, appoint an Executive Committee, to consist of four (4) Trustees, including the 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 prescribed under any provision of applicable law. The Executive Committee shall review, at least annually, the performance and effectiveness of the Society's Directors, and shall recommend the compensation and benefits of the Directors, The Executive Committee shall report all its actions to the next meeting of the Board. Any reference of 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 three (3) Trustees and shall have the authority to carry out its purposes as set forth in this Section 15. In making these appointments, the President shall designate the Chair of each committee other than the Finance committee. Responsibilities of the chair include but are not limited to regular attendance, scheduling of meetings and communication between the Board of Trustees and Executive Director.

- a) Collections Committee. There shall be a Collections Committee, which shall be responsible to the Board for establishing policies for the collecting, cataloging, cleaning, repairing, storing historic objects and source material and maintenance of museum quarters. These policies will be in accordance to Museum Best Practice and Law. This Committee shall also recommend 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 relaying information in regards to preservation, deaccessioning and other disposal of the collections in accordance to the Collections Policy.
- b) Library Committee. There shall be a Library Committee, which shall be responsible to the Board for establishing policies for the collection, cataloging, and care of manuscripts, newspapers, and other source material. These policies will be in accordance to New York State Association Library policy and law.
- c) 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 assets of the Society. The Finance Committee shall advise the Director in the preparation of a budget for the calendar year which shall be presented, annually to the Board of Trustees for adoption, The Finance Committee shall review with the Director and the independent public accountant then serving the Society audit policies and the proposed annual audit report to be submitted to the Board. The Treasurer shall serve on the Finance Committee.
- d) Nominating Committee. There shall be a Nominating Committee, which shall recommend person for election to the Board of Trustees, and a slate of officers for election to three-year terms at the Annual Meeting of the Board of Trustees. Nominations shall be emailed to each member of the Board of Trustees at least five (5) days prior to the Annual Meeting of the Board. 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. The Committee will oversee the transition of elected officers.

- e) Personnel Committee. There shall be a Personnel Committee, which shall recommend policies relating to the recruitment, compensation, benefits, and retention of Society employees.
- f) Buildings and Grounds Committee. There shall be a Building and Grounds Committee, which shall recommend policies for the maintenance, repair, and occupancy of the physical facilities and grounds of the Society. This Committee shall also be required to address such maintenance, repair and occupancy concerns of the facilities and grounds, to be reviewed by the Board.
- g) Fundraising Committee. There shall be a Fundraising Committee, which shall recommend policy and be responsible for the supervision and direction of fundraisers.
- h) Fatzinger Hall Committee. There shall be a Fatzinger Hall Committee, which shall recommend policy, and be responsible for the applications in regards to the usage of the space.

Section 16. Ad Hoc Committees. The President, with the approval of the Board of Trustees, may designate additional committees, each of which shall consist of at least three (3) Trustees 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. The Chair of each Ad Hoc committee shall abide by Regular Committee rules as set forth in Section 15.

Ad Hoc Committee examples:

- a) Capital Campaign Committee
 - a. Finance Sub-Committee
- b) Friends of the Library
- c) Policy & Procedure Committee

ARTICLE 4

Officers

Section 1. Election of Officers. The Board of Trustees shall elect a President, a Vice-President, a Secretary, and a Treasurer of the Society. The Officers shall be elected from among the Trustees at the Annual Meeting of the Board for a term of 3 years with 1 year between successive position. Any vacancy in the above offices shall be filled by the Board of Trustees as soon as practicable. If a suitable replacement is not available the President may be elected for another term.

Section 2. Removal. At any meeting of the Board of Trustees duly called, any Officer of the society 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 society. They shall act as Chairman of and preside at all meetings of the Board and of the Executive Committee. They shall have the right, but not the obligation, to participate in the proceedings of the committees, except the Nominating Committee, in addition to the appointed members. The President shall have such other powers and duties as may be designated by the Board.

Section 4. Vice-President. At the request of the President or in his or her absence or during his or her disability, Vice-President shall perform the duties and exercise the functions of the President. The Vice-President 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 be responsible for the keeping of the Minutes of all meetings of the Board of Trustees. They shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law. The Secretary shall be responsible for the stewardship of the records and of the seal or seals of the Society. The Secretary shall have such other powers and duties as may be designated by the Board or the President.

Section 6. Treasurer. The treasurer shall have supervision over the financial records of the Society. The Treasurer shall provide the Board of Trustees at each of its regular meetings with a statement of the financial condition of the Society. They shall serve on the Finance committee and shall have such powers and duties as may be designated by the Board.

ARTICLE 5

Membership

Section 1. Purpose and Authorization. In order to provide a means of attracting interest in and support for the activities of the Society, the Board of Trustees may establish from time to time one or more classes of membership as it deems fit, on such terms and conditions as the Board by resolution shall determine.

ARTICLE 6

Executive Director

Section 1. Executive Director. The Board of Trustees may appoint and employ an Executive Director who will be the Chief Operating Officer for the Society. The Executive Director shall serve at the pleasure of the Board.

Section 2. Duties of Executive Director. The Board of Trustees may delegate to the Executive Director the responsibility and authority for carrying out the policies and purposes that have been adopted and approved by the Board. The Executive Director shall be the chief officers of the staff of the Library and Museum and shall appoint, supervise, and when necessary, discharge individuals who occupy staff positions authorized by the Board. The Executive Director shall have such powers and duties as may be designated by the Board.

ARTICLE 7

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 by at least ten (10) days before the meeting at which any amendment shall be voted upon, written notice of the proposed amendment shall be mailed to each member of the Board, together with a concise statement of 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 society shall report from January 1st to December 31st of each year.

Section 4. Indemnification. The Society 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 Society and (b) any Trustee or Officer of the Society 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 Society, in the manner and to the maximum extent permitted by the Not-for-Profit Corporation Law of

New York, as amended from time to time; and the Society 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. Conflict of Interest. Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the board shall ensure that:

1. The interest of such officer or director is fully disclosed to the board of directors.
2. No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the board of directors at which such matter is voted upon.
3. Any transaction in which a director or officer has a financial or personal interest shall be duly approved by members of the board of directors not so interested or connected as being in the best interests of the organization.
4. Payments to the interested officer or director shall be reasonable and shall not exceed fair market value.
5. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

ARTICLE 8

Investment Policy

Section 1. The Board will develop a short- and long-term investment program for its assets considering availability of funds, security or principle and reasonable return. The Board will review the investment program Bi-annually and recommend any appropriate changes to the Board.

Section 2. The Board may maintain unrestricted reserves to address operating expenses and emergencies that may not be covered by normal income. The Finance Committee will make recommendations to the Board for amounts of reserve funds. These amounts will be reviewed by the Financial Committee at least Bi-annually and recommended changes, if any, will be referred to the Board for approval.

Section 3. With the exception of bequests, gifts of stocks and bonds shall be liquidated for cash within seven (7) business days after receipt. Real estate shall be marketed or listed with an agent with seven (7) days or receipt. Real estate shall be listed for sale through a broker with thirty (30) days and the proceeds transferred to a designated fund. Personal property bequests shall be marketed or listed with an agent with thirty (30) days of receipt.