

Bylaws as approved on 7/10/08 by UCHS Board of Trustees and adopted at the Annual Membership Meeting held on 10/19/08.

Bylaws

of the

Ulster County Historical Society

Article I

A The name of the organization shall be the Ulster County Historical Society, given its absolute charter in 1948 by the New York State Board of Regents. Known hereinafter as UCHS, the organization owns and operates Bevier House Museum in Marbletown, New York.

B UCHS shall not be operated for profit, and its entire properties, assets and facilities shall be devoted to the purposes for which it is organized.

Article II The mission of UCHS is:

- To collect, catalog and preserve artifacts that make visual and tangible connections to the history of Ulster County.
- To create permanent and temporary exhibits, programs and publications to stimulate interest in the history of Ulster County.
- To develop program partnerships with other historical, educational and governmental groups to promote community involvement with the history of Ulster County.
- To administer Bevier House Museum and property to meet UCHS's educational and interpretive goals as well as to preserve the structure and landscape to depict the diverse culture of Ulster County.

Article III Members

UCHS shall be a membership organization with annual dues.

Article IV Board of Trustees

A Election and Powers

The Board of Trustees shall have custody, control and direction of the UCHS as well as Bevier House Museum, its collections, property and other assets. Trustees shall be elected annually by

the membership, or in the event of a vacancy, an interim appointment may be made at a regularly scheduled meeting of the Board, to be approved at the next meeting of the membership. Each Trustee shall serve until his or her successor is elected, unless the trusteeship has been vacated by resignation, death, removal, or otherwise.

B Number

The number of Trustees, including officers, constituting the entire Board of Trustees, shall not be fewer than 9 nor more than 17, and shall be fixed by resolution of the Board of Trustees. The Board of Trustees, by a two-thirds 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, said action to be approved at the next membership meeting.

C Classes

Each Trustee shall serve a term of three years, except as provided hereafter in this paragraph. For the purpose of staggering their terms of office, the Trustees shall be divided into three 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 may elect one or more Trustees to terms of one or two years, as may be deemed most practical, said action to be approved at the next membership meeting.

D 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. In the event of an increase in the number of Trustees, additional Trustees may be elected by the Board to terms of one, two or three years as may be necessary to maintain equality in numbers among the classes of Trustees, said action to be approved at the next membership meeting.

E Absences

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

F Removal

At any meeting of the Board of Trustees duly called, any Trustee may, by vote of two-thirds of the entire Board, be removed from office and another may be appointed by the Board to fill the unexpired term of the Trustee so removed, said action to be approved at the next membership meeting.

G Meetings

The annual membership meeting duly called shall be held on or about the sixteenth of October, being the anniversary of the burning of Kingston in 1777, 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 least six times a year, on call by the President, or by the Secretary on the request in writing of any three members of the Board.

H Notice of Meetings

Notice of the time and the place of every meeting of the Board shall be mailed to each Trustee or e-mailed not less than ten nor more than 20 days before the meeting.

I 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, nor to any Trustee who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

J 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 be present, any business may be transacted which might have been transacted at the meeting as originally called.

K 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 or via e-mail to the adoption of a resolution authorizing the action. Such resolution and the written or e-mailed consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board of Trustees or committee.

L Executive Committee

The Executive Committee shall consist of the President, the Vice President, Secretary and Treasurer. The President shall be the Chair of the Executive Committee. The Executive Committee shall review, at least annually, the performance and effectiveness of the Museum Director, shall recommend the compensation and benefits of the Museum Director and shall have oversight of all personnel matters. 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.

M Committees

As soon as practicable each year following the annual meeting of the Board which follows the Annual Meeting of the membership, and upon recommendation of the President, the Board may appoint committees, each of which shall consist of at least two Trustees. In making these appointments, the Board shall designate the Chair of each committee other than the Finance Committee. Such committees may include but are not limited to: Collections, Development, Education, Finance, Nominating, and House & Grounds.

The Finance Committee shall recommend policy and be responsible for the supervision and direction of the care and custody of all assets of the UCHS. The Finance Committee shall seek the advice of the Executive Director in the preparation of the budget for the fiscal year, which shall be presented annually to the Board of Trustees for adoption. The Treasurer shall serve as Chair of the Finance Committee.

Article V Officers

A Election of Officers

The membership shall elect a President, a Vice President, a Secretary and a Treasurer. Each such officer shall serve for a term of one year. Any vacancy in the above offices shall be filled by interim appointment by the Board as soon as possible.

B Removal

At any meeting of the Board of Trustees duly called, any Officer of UCHS may, by a vote of two-thirds 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 meeting of the membership.

C 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 UCHS and the Museum. He or she may serve on all committees, except the Nominating Committee, in addition to appointed members. The President shall have other powers and duties, as may be designated by the Board.

D Vice President

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. The Vice President shall have such other powers and duties, as may be designated by the Board of Trustees or the President.

E Secretary

The Secretary shall be responsible for keeping the minutes of all meetings of the Board of Trustees. The Secretary shall be responsible for the custody of the records and have such powers and duties, as may be designated by the Board.

F Treasurer and Financial Services Manager

A financial services manager hired by the Board shall receive and keep the funds of the Society, paying out of these funds the current and other expenses subject to the control of the Board. Disbursements greater than \$500 must be approved in advance by the Treasurer. The Treasurer shall provide the Board at each of its regular meetings with a statement of the financial condition of UCHS, and at the Annual Meeting render a statement covering the fiscal year from October 1st through September 30th. He or she shall serve as Chair of the Finance Committee and shall have such powers and duties, as may be designated by the Board.

Article VI Executive Director

A Executive Director

The Board of Trustees may appoint and employ a chief administrator designated as Executive Director.

B 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 officer of the 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 VII Amendments and Other Provisions

A Amendments

These Bylaws may be adopted, amended or repealed in whole or in part by the affirmative vote of a majority of those present at a special or annual meeting of the membership, plus proxy votes received by the date of the meeting, provided that at least ten days before the meeting at which any amendment shall be voted upon, written notice of the proposed amendment shall be mailed to the membership no fewer nor more than 20 days prior to the meeting, together with a concise statement of the proposed changes to be made.

B Conduct of Meetings

Except as otherwise provided in these bylaws, by applicable laws or by resolution of the Board of Trustees, all meetings of the Board and the membership shall be conducted in conformity with

Robert's Rules of Order, Revised, as amended from time to time.

C Indemnification

UCHS shall indemnify 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 instate, is or was a Trustee or Officer of UCHS and any Trustee or Officer of UCHS 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 UCHS, 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 UCHS may, in the discretion of the Board of Trustees, purchase and maintain insurance pursuant to such indemnification and indemnify all other personnel to the extent permitted by law. (See Section 726 Not-For-Profit Corporation Law of New York State.)

D 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 or she believes may arise in connection with his or her service as a Trustee or an Officer of UCHS. No contract or other transaction between UCHS and any corporation, firm, association or other entity in which one or more of its Trustees or Officers are directors or officers, or 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 authorizes such contract or transaction, or that their votes are counted for such purposes 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 authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Trustee or Officer. (See Section 715 Not-For-Profit Corporation Law of New York State.)

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