

# **DOUGLASTON AND LITTLE NECK HISTORICAL SOCIETY, INC.**

**(revised March 9, 2009)**

## **ARTICLE I – NAME**

The name of this Society shall be Douglaston and Little Neck Historical Society, Incorporated; hereinafter referred to as “the Society.”

## **ARTICLE II – OBJECTIVE**

It is the objective and purpose of the Douglaston and Little Neck Historical Society, Inc. to publicize, preserve and protect the historical significance of the towns of Douglaston and Little Neck, adjacent nature preserves, and those other sections or buildings of the two towns worthy of preservation through the collection, research, and dissemination of historical information to the public.

## **ARTICLE III – MEMBERSHIP AND DUES**

**Section 1.** Any person interested in history, and especially the history of Douglaston , Little Neck, Long Island and New York City ,applying for membership in any classification of membership and paying the necessary dues, shall become a member.

**Section 2.** Membership shall be of five (5) classes:

- a. Regular Member: any person(s) interested in the purposes of the Society shall be eligible. Regular membership may be individual or joint.
- b. Contributing Member: any person(s) offering special support to the objectives of the Society shall be eligible. Contributing membership may be individual or joint.
- c. Business Member: any organization, board, school, library or other group interested in the mission of the Society and the history of Douglaston, Little Neck, and Long Island, shall be eligible.
- d. Life Member: any person applying for membership in this classification shall be eligible to become a life member upon payment of prescribed dues.
- e. Benefactor: any person or organization making a special contribution to the objectives of the Society shall become a Benefactor upon payment of prescribed dues and by majority vote of the Board of Trustees.

**Section 3.** The dues of all classes of membership shall be established by the Board of Trustees.

**Section 4.** Annual dues shall be due and payable on April 1. Only memberships whose dues are paid shall be eligible to vote at the Annual Meeting of Members. Members in arrears more than six (6) months shall be dropped from membership.

**Section 5.** All classes of memberships except Business Members shall be entitled to one vote per membership.

## ARTICLE IV – OFFICERS

**Section 1.** The officers of the Society shall be President, First Vice-President, Second Vice-President, Recording Secretary, Treasurer, and Corresponding Secretary.

**Section 2.** To be eligible to hold any elective office, the nominee must be a member of the Board of Trustees.

**Section 3.** Officers shall be elected for a term of one (1) year, or until their successors are elected, by vote of the Board of Trustees at the first meeting of the Board of Trustees following the Annual Meeting of Members of the Society. If the June regular meeting of the Board of Trustees will not occur within three (3) weeks of the Annual Meeting of Members, a special meeting of the Board of Trustees shall be held within three weeks of the annual meeting for the purpose of electing new officers. Officers shall assume their duties immediately after election.

**Section 4.** Any vacancy occurring in an office for which succession is not provided in these Bylaws shall be filled for the unexpired term by vote of the Board of Trustees.

## ARTICLE V – DUTIES OF OFFICERS

**Section 1.** The President shall preside at all meetings of the Society, the Board of Trustees and the Executive Committee, and report annually on the activities of the Society. The President shall be an ex-officio member of all committees, except the Nominating Committee and the Audit Committee. The President shall appoint all Committee Chairmen, except the Nominating Committee Chairman, subject to approval by the Board of Trustees, and shall perform other duties inherent to the office.

**Section 2.** The Vice-Presidents, in order of their rank, shall assume the duties of the President in the absence of the President or the President's inability to act. They shall perform such other duties as assigned to them by the President or the Executive Committee.

**Section 3.** The Recording Secretary shall record and circulate the minutes of the meetings of the Society, the Board of Trustees and the Executive Committee. The minutes are to be filed in permanent form periodically.

**Section 4.** The Treasurer shall be the custodian of all monies, funds and securities of the Society and shall deposit them in the name of the Douglaston and Little Neck Historical Society, Inc. in such banks and/or financial institutions as have been approved by the Board of Trustees. The Treasurer shall provide a current financial report at each meeting of the Society, the Board of Trustees and the Executive Committee. All investments and transfers of investments shall be approved by the Executive Committee and reported to the Board of Trustees. The Treasurer shall collect the annual dues of the Society and maintain a list of memberships in good standing.

**Section 5.** The Corresponding Secretary shall give notice of all meetings of the Society, the Board of Trustees and the Executive Committee. The Corresponding Secretary shall attend to the official correspondence of the Society as directed by the President.

## ARTICLE VI – ANNUAL MEETING OF MEMBERS

**Section 1.** The Annual Meeting of Members of the Society shall be held during the month of May whenever practicable, and no earlier than the third week in April nor later than the first week in June. The time and location shall be determined by the Executive Committee.

**Section 2.** Special meetings of the membership may be held at the call of the President, a majority vote of the Board of Trustees, or on written request of twenty-five (25) memberships.

**Section 3.** Not less than four (4) weeks' notice shall be given of the annual meeting and not less than two (2) weeks' notice of membership special meetings. Such notices shall be sent to members by first class mail.

**Section 4.** A quorum at the annual meeting shall consist of twenty (20) memberships.

**Section 5.** The order of business shall be:

- Determination of Quorum
- Approval of Minutes
- Officers' and Standing Committee Reports
- Unfinished Business
- New Business
  - Election of Trustees
  - Other

## ARTICLE VII – BOARD OF TRUSTEES AND EXECUTIVE COMMITTEE

**Section 1.** There shall be twenty-four (24) members of the Board of Trustees, divided into three classes of eight (8) trustees, each class expiring in a different year.

**Section 2.** Each class of trustees shall be elected at the Annual Meeting of Members of the Society to serve for a term of three years or until their successors are elected. This class of trustees shall assume office immediately following the close of the Annual Meeting of Members. Members of the Board of Trustees must be members of the Society in good standing and shall serve without compensation but may be reimbursed for necessary Society expenses.

**Section 3.** The Board of Trustees is vested with the responsibility of oversight of the affairs of the Society. It is also vested with statements of authority outside this Article, namely: to establish the dues of the Society and approve Benefactors as per Article III, to elect the officers of the Society as per Article IV, to fill any vacancy in elected office as per Article IV, to approve Standing Committee appointments as per Articles V and IX, to approve or ratify special committee appointments as per Article IX, and to amend Bylaws as per Article XIII.

**Section 4.** There shall be four (4) regular meetings of the Board of Trustees in any one year to be held on the first Monday of the months of June, September, December and March. Any necessary changes of meeting day must be approved by the Executive Committee.

**Section 5.** The Executive Committee of the Society shall be composed of the elected officers and chairmen of Standing Committees, or their representatives, as stated in these Bylaws. No member of the Executive Committee shall have more than one vote even if serving on the Executive Committee in more than one capacity.

**Section 6.** The Executive Committee shall determine the time and location of the Annual Meeting of Members. The Executive Committee is vested with full power and authority to direct, control and administer the business, property, and affairs of the Society, including the appointment or hiring of a person or persons, who are not members of the Board of Trustees and who have no voting privileges, for compensation, subject to approval by the Board of Trustees.

**Section 7.** The Executive Committee shall hold regular monthly meetings on the first Monday of each month at a location approved by the Executive Committee. Any necessary changes of meeting day or cancellation of any meeting must be approved by the Executive Committee. Executive Committee meetings in the months of June, September, December and March shall be held with the entire Board of Trustees.

**Section 8.** Special meetings of the Executive Committee and the Board of Trustees may be called by the President or on written request of no fewer than one-third of its members, at the call of the Corresponding Secretary.

**Section 9.** Notice of regular meetings of the Executive Committee and the Board of Trustees shall be required only in the event of a change in regular meeting date or location and shall be at least ten (10) days prior to the regular meeting. Notice of board special meetings shall be at least five (5) days prior to a board special meeting. Notice of all meetings may be given electronically to those consenting.

**Section 10.** A quorum of the Executive Committee and the Board of Trustees shall consist of a majority of its members.

**Section 11.** In the event of absence of a member of the Executive Committee or the Board of Trustees at any three (3) consecutive meetings, the office of that member may become vacant

**Section 12.** Any vacancy on the Board of Trustees shall be filled for the unexpired term until the next Annual Meeting of Members by vote of the Board of Trustees.

## **ARTICLE VIII – NOMINATIONS**

**Section 1.** A Nominating Committee consisting of three to five members to serve for the ensuing year shall be elected by the Board of Trustees at its regular September meeting. Members so elected must be members of the Board of Trustees who are not eligible for re-election.

**Section 2.** The members of the Nominating Committee shall elect the Chairman at its first meeting which shall be held by October 1.

**Section 3.** The Nominating Committee shall prepare a list of nominees, willing to serve, sufficient to fill the vacancies in the office of Trustee that will exist at the next annual meeting, including candidates to fill unexpired terms. A Business Member is not eligible for nomination to the Board of Trustees.

**Section 4.** The Chairman of the Nominating Committee shall report its decisions to the Board of Trustees at its March meeting and shall deliver to the Recording Secretary the list of nominees at that time. Copies of this list shall be sent to all voting members of the Society along with the notice of the Annual Meeting of Members. The Committee's function shall end upon submission of its report to the Board of Trustees.

**Section 5.** There may be independent nominations by petition of any ten (10) members of the Society in good standing filed with the Secretary at least five weeks prior to the Annual Meeting which shall be included in the notice of the Annual Meeting of Members.

**Section 6.** No individual may seek election to the Board of Trustees unless the name of the individual has been placed on the ballot by the Nominating Committee or by petition as described in Section 5 above.

## **ARTICLE IX – COMMITTEES**

**Section 1.** There shall be the following Standing Committees:

a. Research and Archives. The Research and Archive Committee shall collect, catalog and store illustrations, books, manuscripts, newspapers, objects, and other historical source material such as oral histories; supply material for exhibits and provide interpretation of items and questions submitted to the Society; research records, documents and maps in support of the Society's mission; and develop research for new Historic Districts and extensions.

b. Architecture. The Architecture Committee shall provide expertise to residents for preservation, restoration and rehabilitation of existing homes or new construction, and provide technical support to other committees of the Society; review plans for alterations, additions, and new buildings prior to Landmarks Preservation Commission public hearings, and prepare and present testimony at hearings; attend LPC public meetings for information on revised plans; evaluate work throughout the Districts and submit violation reports in the absence of appropriate permits or violations of the LPC Master Guidelines for the District.

c. Educational Programs and Events. The Educational Programs and Events Committee shall plan and execute the Society's public, private, educational and fundraising events as well as the Annual Meeting.

d. Publications. The Publications Committee shall publish and mail the Society's bi-annual newsletter and notices, research papers, books and any other information deemed necessary to promote the mission of the Society.

e. Community Relations. The Community Relations Committee shall put forth the mission, message and goals of the Society; maintain an active liaison with elected officials, related government agencies, other historical societies, civic associations, advocates of history and preservation, and the media.

**Section 2.** Chairmen of Standing Committees are members of the Executive Committee. If a chairman cannot attend an Executive Committee Meeting, the chairman may appoint a representative with voting privileges from the members of the committee.

**Section 3.** There shall be an Audit Committee composed of two Society members appointed by the President and approved by the Board of Trustees by its March meeting to audit the books of the Treasurer and report to the membership at the Annual Meeting of Members.

**Section 4.** There shall be such other special committees as the President and the Executive Committee may deem necessary to carry out the objectives and purposes of the Society, subject to approval or ratification by the Board of Trustees. Chairmen of these committees may be invited to attend specific Executive Committee meetings but are not voting members.

**Section 5.** Members of all committees, except the Audit Committee and Nominating Committee, are appointed by the Committee Chairman and are subject to approval by the President and approval or ratification by the Board of Trustees.

#### **ARTICLE X – APPROPRIATIONS, EXPENDITURES AND CONTRACTS**

**Section 1.** The fiscal year of the Society shall begin on April 1 and end on March 31.

**Section 2.** The power to appropriate and expend Society funds is vested solely in the Executive Committee.

**Section 3.** No individual may, at any time, withhold or expend Society funds without authorization of the Executive Committee.

**Section 4.** All checks are to be signed by any two of the following: President, First Vice-President, Treasurer or Recording Secretary.

**Section 5.** All contracts and obligations of the Society are subject to approval of the Executive Committee and must be executed by the President with the Treasurer or the Recording Secretary.

#### **ARTICLE XI – PARLIAMENTARY AUTHORITY**

The current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of the Society in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

#### **XII – RESTRICTED ACTIVITIES AND DISSOLUTION**

**Section 1.** No part of the assets of the Society shall inure to the benefit of, or be distributable to any member, trustee, or officer of the organization, or any private individual, and no member, trustee, or officer of the organization or any private individual shall be entitled to share in the distribution of any of the assets upon dissolution of the organization.

**Section 2.** No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

**Section 3.** Notwithstanding any other provision of these Articles, the Society shall not carry out any other activities not permitted to be carried out (a) by a corporation exempt from federal income tax under 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code or corresponding section of any future federal tax code.

**Section 4.** In the event of dissolution of the Douglaston and Little Neck Historical Society, Inc., the assets of the Society shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose.

#### **ARTICLE XIII – AMENDMENT**

These Bylaws may be amended at any regular, special, or adjourned meeting of the Board of Trustees by a two-thirds (2/3) vote of members present provided notice was sent to each member in the meeting notice at least ten (10) days in advance of the meeting.