

**CONSTITUTION OF THE HISTORICAL SOCIETY
OF THE TOWN OF WARWICK
2007**

I. NAME

The Society shall be known as THE HISTORICAL SOCIETY OF THE TOWN OF WARWICK (aka Warwick Historical Society), Orange County, New York, a non-profit corporation as chartered by the State of New York, Department of Education. The registered office of the Society shall be the Francis Baird Tavern, 105 Main Street, Warwick, New York 10990.

II. PURPOSE

The Historical Society of the Town of Warwick believes that an understanding and appreciation of our historic heritage is essential to maintaining a unique and meaningful identity as a community. The mission of the Society is to celebrate and preserve the history of the Town of Warwick and its people and to assure that this legacy is passed on to future generations. Toward this end we will: educate and engage a diverse public through a variety of programs; maintain our museum buildings, properties and collections; research and publish historic records; identify and encourage preservation of significant places and structures throughout the town; and manage the Society openly, ethically and professionally.

III. MEMBERSHIP

- A. Membership in this organization shall be open to persons who subscribe to the Society's purpose and signify their intention to become members by their payment of dues. There shall be no limit on the number of members.
- B. The Society shall not discriminate against any person based on race, creed, color, gender, age, national origin, marital status, sexual orientation, disability, health, or religion.
- C. The classifications for membership and payment of dues shall be determined by the Board and published annually. The membership lists of the Society shall not be disclosed to any person or persons without the approval of the Board.
- D. The Board, by affirmative vote of two-thirds of its membership, may suspend or expel a member of the Society for cause after appropriate hearing with due process for the Board member to attend and give his or her view of the matter. "Cause" shall mean the undertaking of any activities which are harmful to or not in the best interest of the Society, as determined by the Board. Reinstatement after removal for cause may occur upon written request signed by the former member and filed with the Recording Secretary. The Board may, by affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership upon such terms as the Board may deem appropriate.

IV. MEETINGS

A. Annual Meeting

1. The Society shall hold its annual meeting in April at a time and place to be determined by the Board in keeping with the tradition of the Society. The date chosen shall be on or following April 19th, the date of the Historical Society's founding in 1906.
2. A quorum for the annual meeting shall be at least twenty (20) voting members plus a minimum of five (5) officers and five (5) Trustees for the transaction of business. Notification of the annual meeting shall be given to the membership at least two (2) weeks prior to the meeting.

B. General Meetings

1. The Board of Directors shall meet monthly at a time and place to be determined by the President and at other times on notice of the President or on petition of four (4) members of the Board. Meetings shall commence upon there being a majority of Board members present, more than half of which shall be Trustees.
2. Notification of general meetings shall be made to the Board at least one week prior to the meeting. Meeting schedules shall be posted on the Society's web site and in the monthly newsletter.
3. Other meetings may be called by the President or by a majority of the Board or by a petition of ten (10) voting members.

V. BOARD OF DIRECTORS

- A. The Board of Directors shall consist of the elected officers and Trustees. All Board members must be residents of the Town of Warwick. The Board of Directors shall meet monthly and at other times on notice of the Chairman/President or by petition of four (4) members of the Board.

1. Duties and Responsibilities

- a. Board members, officers and Trustees share responsibility for:
 - i. Understanding the Constitution, Strategic Plan and Mission Statement
 - ii. Ensuring that the provisions of the Society's Constitution and organizational policies are being followed
 - iii. Establishing fiscal policy and its boundaries, including budgets and financial controls. Ensuring that an independent, professional audit of the Society's finances is performed annually
 - iv. Providing adequate resources for the Society through direct and personal effort, and a demonstrable commitment to fundraising
 - v. Helping to develop and maintain a communication link to and from the community
 - vi. Ensuring the continuing strength of the Society through a regular process of Board development, evaluation and self-renewal
 - vii. Assigning duties and responsibilities

- b. In order to carry out these responsibilities, Board members, officers and Trustees must be willing to make a serious commitment to the Society in terms of time and expertise. Specifically the following are required:
 - i. Membership in the Society
 - ii. Attendance at scheduled meetings but with excused absence when such is unavoidable
 - iii. Active participation in programs and other activities
 - iv. Assistance with fundraising and membership promotions
 - v. Willingness to represent and support the Society in the community
 - vi. Willingness to serve on committees as needed
- c. Other duties
 - i. Determine classifications of membership and dues
 - ii. Approve disclosure of membership list to any person or persons
 - iii. Approve removal of a member for “cause”
 - iv. Fill vacancies on the Board
 - v. Have authority and oversight of documents in custody of the Archivist, Director, Recording Secretary, and Corresponding Secretary
 - vi. Oversee Treasurer’s duties
 - vii. Determine time and place of Annual Meeting

2. Liability Insurance

The Society will indemnify past and present members of the Executive Board, officers of the Society and persons appointed by the Board to special or standing committees of the Society from any liability, expense, counsel fees or costs of litigation actually or reasonably resulting from claims based on acts, decisions, or omissions that allegedly or actually occurred in the course of the person’s service to the Society. The right to indemnification is conditioned on the full cooperation of the member being indemnified and it shall not apply to intentionally wrongful acts or punitive damages.

3. Removal of Board Members

Board members may be removed by resolution of the majority of the Board for the following reasons:

- i. Three (3) consecutive unexplained absences
- ii. Neglect of constitutional duties
- iii. Misrepresentation of Board policies and directives

Reinstatement after removal for cause may occur upon written request signed by the former Board member and filed with the Recording Secretary. The Board may, by affirmative vote of two-thirds of the members of the Board, reinstate such former Board member upon such terms as the Board may deem appropriate.

VI. TRUSTEES

- A. There shall be ten (10) Trustees with two (2) Trustees being elected each year for a term of five (5) years. The Board may change the number of Trustees based on Board discussion and vote of the majority of Board members.
- B. The Trustees have the additional responsibility of overseeing the officers to assure that they operate within the boundaries of the Constitution, standing rules and directives of the Board.
- C. No Trustee may succeed himself/herself as trustee or officer until one calendar year has elapsed nor shall they fill more than one elected position on the Board. The Board has the discretion to fill a vacancy.
- D. From time to time the Board of Directors may appoint Trustees Emeriti. These may be persons who have served the Society over the years in various capacities, either elected or appointed, and for reasons of age, health, or circumstances are no longer able to continue. Trustees Emeriti may attend Board meetings, but may not vote or be counted in the quorum.

VII. OFFICERS

- A. The officers shall be: President; First, Second and Third Vice-Presidents; Corresponding Secretary; Recording Secretary; Treasurer; and Assistant Treasurer. They shall be elected by a majority of those active members in attendance at the Annual Meeting and shall hold office for one year. No officer may hold the same office for more than five (5) consecutive years. No officer may succeed himself/herself as officer until completion of one calendar year nor shall they fill more than one elected position on the Board. A vacancy may be filled by the Board.
 1. The President (or in his/her absence an officer in the order of their listing in Section VII, A) shall preside at all meetings of the Society. The President shall make an annual report to the Society of the State of the Society and the accomplishments made during the year. The President shall appoint all Committee Chairpersons and shall serve as an ex-officio member of all Committees with the exception of the nominating Committee, and serve as Chairman of the Board of Directors. He/she shall oversee all employees of the Society and determine terms of employment after consultation with the Board.
 2. The First Vice-President shall assume the duties of the President in the absence or incapacity of the President. He/she shall chair the Fundraising and Special Events Committees.
 3. The Second Vice-President shall assume the duties of the President in case of the absence or incapacity of the President and the First Vice-President. He/she shall chair the Membership Committee.
 4. The Third Vice-President shall assume the duties of the President in case of the absence or incapacity of the President and First and Second Vice-Presidents. He/she shall chair the Heritage Committee.

5. The Recording Secretary shall keep the minutes and records of the Society, maintain custody of the Society seal and be signatory on official documents as necessary, and discharge such other duties as may be required by the Board of Directors. Copies of the minutes shall be filed with the archivist and in the Society office.
 6. The Corresponding Secretary shall conduct such correspondence as may be desirable and that may be entrusted especially to him/her by the Society or the Board of Directors. He/she shall send notices of meetings to the Board members and be responsible for editing the monthly newsletter.
 7. The Treasurer shall have fiduciary oversight of all Society funds. The Treasurer shall collect, receive, keep, and pay out of such funds and accounts as may be necessary, subject to the direction and control of the Board of Directors. He/she shall keep an account of the receipts and disbursements, rendering a quarterly financial report to the Board. The December 31st statement shall be available at the Annual Meeting. The Board may secure a surety bond for the faithful performance of the Treasurer's duties, the amount of which is to be determined by the Board and the cost of which is to be borne by the Society. The Treasurer shall be responsible for compliance with state and local regulations relating to the tax-exempt status of the Society.
 8. The Assistant Treasurer shall assume the duties of the Treasurer in case of his/her absence or incapacity. He/she shall be responsible for the accounting of all monies collected at the Society's fundraising activities.
- B. There shall be a Nominating Committee appointed by the President at the December Board meeting composed of at least three (3) Board members, one of whom is designated as Chair. The Nominating Committee shall present a slate of candidates for consideration by the Board at the March meeting to be voted upon at the annual meeting in April.
- C. Deeds, insurance policies and any other papers or items of value shall be kept in a safe deposit box. Access to the box shall be by any two (2) of the following: President, any Vice-President, and either the Recording Secretary or the Treasurer.

VIII. COMMITTEES

- A. The Committee Chairpersons, appointed by the President and provided for in the Constitution, shall select the members of their committees in consultation with the President if deemed desirable or helpful. Committees shall be composed of three (3) or more members and shall make reports when called upon by the President and at least once a year at the Annual Meeting. There shall be the following Standing Committees:
1. Fundraising and Special Events - The First Vice-President, chair of this committee, shall oversee special events as well as fundraising including grant applications.
 2. Membership - The Second Vice-President shall chair this committee which shall be responsible for recruiting and enrolling new members as well as recruiting volunteers.
 3. Buildings and Grounds - A Trustee of the Board shall chair this Committee. The Buildings and Grounds Committee shall have the responsibility of the care and maintenance of all properties owned by the Society and shall see that they are kept attractive in appearance and in good repair.

4. Museums - The Chair of this Committee shall be the Society's curator. The Committee shall be composed of the archivist, historian, artifacts registrar, and chairperson of the costume committee. This Committee shall organize and arrange for our properties to be open. It shall be responsible for the acquisition of items deemed desirable for the Society to possess and deaccession items following established Society practices. This Committee shall be responsible for oversight of all of the Society's exhibits and displays of a historical nature.
5. Finance, Auditing and Budget - The Chair of this Committee shall be a Trustee. There shall be at least 2 other members of the committee that are not Officers. This Committee shall arrange for the annual audit of the Society's accounts or at any time it deems important or necessary. This Committee shall oversee the budgeting process of standing and working committees. Budgets will be presented to the Board for approval at the March meeting and at the Annual Meeting.
6. Education - The Chair of this Committee shall be a Trustee. This Committee is responsible for oversight of all educational programs offered by the Society.
7. Heritage - The Third Vice-President shall be Chair of this Committee. This Committee is responsible for the research and installation of historical markers and plaques and other items that celebrate and memorialize the history of the Town of Warwick.

IX. PARLIAMENTARY AUTHORITY

The Parliamentary Authority used by the Society is Robert's Rules of Order, Simplified and Applied, 2nd Edition, 2001.

X. AMENDMENTS

Alterations and amendments to this Constitution may be made by a two-thirds vote of the members present at the Annual Meeting, provided that two weeks' notice of the proposed changes has been given in writing to each member.