

BYLAWS

of

THE COBBLESTONE SOCIETY

THE COBBLESTONE SOCIETY & MUSEUM
PO BOX 363
14389 RIDGE ROAD WEST
ALBION, NEW YORK 14411

EST. 1960
FIRST ADOPTED JANUARY 1961
REVISED NOVEMBER 2015

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Article I – Name and Nonprofit Policy

Section 1. Name: The name of this organization shall be The Cobblestone Society. The Cobblestone Society also may be known as “The Cobblestone Society & Museum.”

Section 2. Location: The Cobblestone Society is located in the Town of Gaines, Orleans County, New York – 14389 Ridge Road, Albion, New York 14411. Post Office/Mailing address: P.O. Box 363, Albion, New York 14411.

Section 3. 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 constitution, as the same may from time to time be amended.

Article II – Purposes

Section 1. Purposes: The purposes for which this corporation is formed are:

- a. To acquire the title to or the custody of Cobblestone or other historical types of buildings.
- b. To establish a museum and library as a headquarters for the collection and dissemination of information concerning the cobblestone art and all related aspects of regional art and history.
- c. To preserve, to promote public knowledge of and appreciation for the historical and architectural values of such buildings and to promote and encourage historical research in the field.

Article III – Membership

Section 1. Membership: Membership in the Society shall be open to all individuals, firms, corporations, and organizations interested in its purposes.

Section 2. Regular Memberships: The classes of membership, dues amounts, and privileges are prescribed by these Bylaws in Article IV, Section 2. Current Life Memberships will continue.

Section 3. Honorary Members: The Board of Trustees at a duly organized meeting, by unanimous vote of the members present, may recommend candidates for honorary membership in the Society, or honorary membership on the Board of Trustees. These candidates shall be presented to the members of the Society for acceptance at the next Annual Meeting. Honorary members shall be exempt from payment of all fees and shall be entitled to all privileges of regular members for life except the right to vote or hold office.

Article IV – Dues

Section 1. Annual Membership: A membership in the Society shall run for 1 year from the month of joining. Dues shall be paid annually.

Section 2. Classes of Membership Dues: There will be several classes of membership dues, amounts and privileges to be determined annually by the membership committee and voted on by the general membership at the annual meeting.

Section 3. Non-payment of Dues: A member who fails to pay annual dues by July 1 after the annual meeting will receive a reminder of his/her unpaid dues from the Membership Secretary. After September 1 a non-paying member will automatically be transferred to the inactive file.

Article V – Board of Trustees

Section 1. Composition: The Board of Trustees shall be composed of the Officers and *twelve* (12) Trustees elected by the Society.

Section 2. Quorum: A simple majority of the currently filled seats on the Cobblestone Society Board of Trustees present at the Board meeting shall constitute a quorum to transact business.

Section 3. Duties: The Board of Trustees may meet at such times and places as they choose; appoint committees; audit bills and disburse funds of the Society; carry on correspondence and communicate with all persons, firms, corporations and organizations interested in the purposes of the Society; employ agents; and devise and carry into execution such other measures as they deem proper and expedient to promote the objectives of the Society and otherwise conduct business between meetings of the membership of the Society.

Section 3. Board Meetings: Regular meetings of the Board shall be considered open meetings.

Section 4. Executive Committee: The Executive Committee shall consist of the Officers and one Trustee, designated annually by the Board of Trustees to serve on that committee. It may act on behalf of the Society in any matter when the Board of Trustees is not in session and shall report its action to the Board for its ratification at the next regular Board meeting, or at a special Board meeting called for that purpose. Five (5) members shall constitute a quorum to transact business. Meetings may be called by the President or five (5) members of the Executive Committee.

Section 5. Resignation: An Officer or Trustee who is unable to perform his/her duties as a member of the board shall immediately submit his/her resignation in writing to the President or Recording Secretary.

Section 6. Vacancies: The Board of Trustees shall have the power to fill an unexpired term of an Officer or Trustee by a majority vote of the members present at a regular Board meeting.

Section 7. Replacement of a Board member: A Board member is expected to attend all regular board meetings unless he/she notifies any Officer that he/she will be absent. Any Trustee

or Officer not in attendance for more than three (3) consecutive Board meetings may be replaced if he/she cannot remain an active, participating member of the Board.

Section 8. Each Officer and Trustee, upon election, shall receive a copy of the current Bylaws of the Cobblestone Society.

Section 9. The Cobblestone Society Board of Trustees shall serve as a Board of Directors for the purposes of the Cobblestone Society being a non-profit 501(c)3.

Article VI – Officers

Section 1. The Officers of the Cobblestone Society shall be President, Executive Vice President, Vice President of Development, Recording Secretary, Corresponding Secretary, Membership Secretary, and Treasurer.

Section 2. Election and term of office: each Officer is elected by a majority vote of the members present at the Annual Meeting. He/She is elected for a one year term of office.

Section 3. Duties: Duties and powers of the Officers of the Society shall be as follows:

- A. The duties of the President of the Cobblestone Society shall include, but not be limited to the following:
 - i. Shall preside at all meetings of the Society, Board of Trustees, and Executive Committee.
 - ii. Shall appoint such committees as shall be considered necessary such as but not limited to finance, nominating, bylaws, buildings and grounds, strategic planning, and personnel.
 - iii. Shall fulfill any other duties designated by the general membership or Board of Trustees.
- B. The duties of the Executive Vice President shall include, but not be limited to the following:
 - i. Shall preside in the absence of the President and assume and discharge all duties of the President.
 - ii. Shall serve as chair of the Finance Committee to prepare the annual budget and arrange the annual audit.
- C. The duties of the Vice President of Development shall include, but not be limited to the following:
 - i. Shall preside in the absence of the President and Executive Vice President and assume and discharge all duties of the President.
 - ii. Shall serve as chair of the strategic planning committee.
- D. The duties of the Recording Secretary shall include, but not be limited to the following:
 - i. Shall keep the minutes of all meetings of the Society, Board of Trustees, and Executive Committee.
 - ii. Shall distribute the minutes of the previous meeting, including the date and time of the next meeting to Trustees prior to the next scheduled meeting.

- E. The duties of the Corresponding Secretary shall include, but not be limited to the following:
 - i. Shall be responsible for all correspondence of the Society.
- F. The duties of the Membership Secretary shall include, but not be limited to the following:
 - i. Shall keep a current record of the membership of the Society, and shall send out renewal notices and membership cards.
- G. The Treasurer shall receive and have charge of all receipts and monies of the Society and deposit them in established financial institutions.
 The Treasurer shall:
 - i. Keep a regular account of receipts and disbursements, and shall present an itemized monthly statement at regular meetings of the Board of Trustees.
 - ii. Present an annual financial report to the Society at its Annual Meeting and open his/her records for annual audit.
 - iii. In conjunction with the President or Executive Vice President, sign all checks on behalf of the Society on any and all of its financial accounts.
 - iv. The Treasurer shall be a member of the Finance Committee.

Section 4. Bonding: All Officers of the Cobblestone Society must be bondable. The Society must have the ability to be insured in the event of theft or loss by the Officer.

Article VII – Trustees

Section 1. Number of Trustees: There shall be twelve (12) Trustees of the Cobblestone Society.

Section 2. Election and Term of Office: At each Annual Meeting of the Society, four trustees shall be elected, each for a term of three (3) years.

Section 3. Eligibility: Any Trustee is eligible for election as an Officer at any time. At the expiration of the first three-year term, said Trustee may be re-elected for a second three-year term. No Trustee may serve more than two (2) consecutive three-year terms. After a lapse of one year, he/she is eligible for election as a trustee. No Officer or Trustee shall be related to another Officer or Trustee currently serving on the Cobblestone Society Board.

Article VIII – Staff Positions

Section 1. Museum Director: The position of Museum Director and Curator shall be available to be filled by a majority vote of the Board of Trustees at a regular meeting. This position may be either a paid or volunteer position at the discretion of the Cobblestone Society Board of Trustees.

Section 2. Duties of Support Staff Positions shall be prescribed by the Board of Trustees in “Job Descriptions.”

Article IX – Membership Meetings

Section 1. Legislative Powers: All legislative powers of the Cobblestone Society shall be vested in the membership.

- a. No decision made by a majority vote of the general membership at a Membership Meeting may be overturned by the Board of Trustees.

Section 2. Annual meetings: There will be an Annual Meeting of the Society at the direction of the Board of Trustees for election of Officers and Trustees, receiving reports, and the transaction of any other business.

Section 3. Special meetings: A special meeting of the Society may be called at the discretion of the Board of Trustees. Upon the written request of 15 members of the Society, the Board of Trustees shall be required to call a special meeting of the Society for a specific purpose. Notice of any special meeting shall be given in the same manner as notice for the Annual Meeting.

Section 4. Meeting Notification: Notice of a Membership Meeting shall be distributed to the last recorded address of each member at least 15 days and not more than 30 days before the time appointed for the meeting. All notices of the meeting shall set forth the date, location, time, and purpose of the meeting.

Section 5. Agenda: The agenda for all Membership Meetings will be established by the President and will be provided to the membership no less than fifteen (15) days before any Membership Meeting.

Section 6. Voting:

- A. Each adult member (over 18) of the Society is entitled to 1 vote.
- B. Each member firm, corporation, or organization shall be entitled to 1 vote only. That vote shall be cast by an authorized representative of his/her firm. Such authorization shall be in writing.

Section 7. Order of Business: The order of business at all regular meetings of the Society and the Board of Trustees shall be as follows:

1. Call to order.
2. Reading of the minutes of the previous meeting, their correction and approval.
3. Report of the Treasurer and the Finance Committee.
4. Report of the Corresponding Secretary.
5. Report of the Officers.
6. Report of the Committees.
7. Unfinished business.
8. Election of Officers and Trustees.
9. Announcements.
10. New Business.
11. Adjournment.

Any question as to the priority of business shall be decided by the chair.

Article X – Seal

Section 1. The seal of the Society shall carry the name of the Society, the year of incorporation, and is shown in detail in the following impression.

Article XI – Amendments and Other Provisions

Section 1. These Bylaws may be amended, repealed, or altered in whole or in part by a majority vote at any duly organized meeting of the *Membership of the Cobblestone Society*. The proposed change, or a notice of a proposal to change the Bylaws, shall be ~~mailed~~ *distributed* to the last recorded address of each member of the Society at least 15 days before the time of the meeting to consider the change.

Section 2. Interested Trustees and Officers: Each Trustee and Officer of the Society shall disclose in writing to the Board of Trustees any conflict of interest which he believes may arise in connection with his service as a Trustee or an Officer of the Society. No contract or other transaction between the Society and any other 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.

Section 3. Conflict of Interest Policy: Whenever an officer has a financial or personal interest in any matter coming before the Board of Trustees, the affected person shall follow the procedures set forth within the Society's Conflict of Interest Policy.

Section 4. Related Party Transactions: Any transaction, agreement or any other arrangement in which a related party has a financial interest and in which the corporation or any affiliate of the corporation is a participant. The Attorney General is authorized to enjoin, void or rescind any related party transaction, or seek additional damages or remedies.

Article XII – Parliamentary Procedure

Section 1. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Cobblestone Society in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Cobblestone Society may adopt.

Article XIII – Dissolution

Section 1. Upon dissolution of the Cobblestone Society no member, Officer, Trustee, Staff member, or any individual shall share in or receive any funds or other assets remaining in the possession of the Society. All remaining assets held by the Society shall be turned over to one or more non-profit organizations, as determined by the Membership of the Society.

Article XIV – Adoption of Bylaws

Section 1. These revised bylaws shall become the Bylaws of the Cobblestone Society upon their adoption.

Adopted January 1961

Revised March 1974, Adopted April 1974

Revised March 1981, Adopted April 1981

Revised March 1983, Adopted April 1983

Revised March 1987, Adopted April 1987

Revised March 1988, Adopted April 1988

Revised February 2011, Adopted March 2011

Revised October 2011, Adopted November 2011

Revised October 2015, Adopted November 2015

Matters not included in these Bylaws will be resolved by the Board of Trustees.