

**CONSTITUTION AND BYLAWS
OF THE
YAPHANK HISTORICAL SOCIETY**

ARTICLE I

NAME

This Organization shall be known as the *Yaphank Historical Society.*

ARTICLE II

OBJECTS

SECTION I

The objectives of the Society shall be as follows:

- (A) To increase knowledge of, and promote interest in, all subjects dealing with American History, relative to and encompassing *Yaphank and the surrounding areas*, as it is known today; to promote and encourage historical research and to disseminate knowledge; to collect and preserve *letters, manuscripts, maps, paintings, books, newspapers, and other documents, relics and antiques* of every kind; to discover, procure and preserve material of all kinds which illustrates American History; and to engage in kindred purposes of a lawful nature.
- (B) To encourage and aid in the preservation of historical buildings and landmarks.
- (C) To acquire or erect buildings to be used for the purposes of the Society; and to purchase, lease, sell or encumber real estate.
- (D) To acquire real estate and all kinds of articles of historical interest by purchase, give, devise, bequest or otherwise.
- (E) To do and perform all and everything which may be necessary, advisable or suitable and proper to carry out the purposes of the Society and to exercise all implied powers and rights in connection therewith which the Society may possess.
- (F) The Yaphank Historical Society shall be incorporated as a non-profit organization.

ARTICLE III
MEMBERSHIP

Future changes and/or modifications to member types, member term dates, and dues rates will be noted in Amendments which shall be at the end of ARTICLE III.

SECTION I

The Society shall be composed of ACTIVE, CONTRIBUTING, LIFE, HONORARY, PATRON and BENEFACTOR members.

SECTION 2

Any person interested in the history of Yaphank and the surrounding area; or in early American History, may be enrolled as a member upon receipt by the Recording Secretary of the first payment of dues.

SECTION 3

Dues shall be payable on the third Thursday of August of each year.

SECTION 4

- (A) The dues of ACTIVE members shall be \$10.00 a year per person, or \$15.00 a year for husband and wife. *Senior Citizen (62+ years) discount is \$2.50 per individual, \$7.50, or \$2.50 per husband and wife, \$12.50.
- (B) The dues of a CONTRIBUTING member shall be \$25.00 per year.
- (C) The dues of a LIFE member shall be a single payment of \$75.00.
- (D) A Senior Citizen (62+ years) shall become a LIFE member upon payment of \$50.00.
- (E) Any person who shall contribute \$200.00 or more to the Society shall be known as a PATRON member, and shall be considered a paid up LIFE member with voting rights.
- (F) Any person who shall contribute \$500.00 or more to the Society shall be known as a BENEFACTOR member, and shall be considered a paid up LIFE member with voting rights.

ARTICLE III (continued)

SECTION 4 (continued)

- (G) All LIFE, PATRON and BENEFACTOR members shall be recorded as such in a special log. Certificates shall be awarded to LIFE, PATRON and BENEFACTOR members.**
- (H) Any person in recognition or achievements or of valuable service rendered to the Society, may be elected an HONORARY member, by a two-thirds vote of the members present at any meeting.**
- (I) HONORARY members shall not be required to pay dues, nor shall they have the right to vote or hold office, unless they are also an ACTIVE, LIFE, PATRON or BENEFACTOR member.**
- (J) All paid members IN GOOD STANDING shall have voting rights.**

SECTION 5

Members failing to pay their dues within the first six months of the due year, shall be notified, in writing, that they will be dropped from the Society Rolls, if dues are not paid by the end of the due year.

SECTION 6 AMENDMENTS to ARTICLE III

- (A) Calendar Year Membership term will run from January 1st through December 31st, effective January 2020. Change from a Fiscal Year Membership term (September 1st through August 31st) to calendar year voted unanimously by Executive Board April 2019.**
- (B) Dues rates changes were approved by the membership and Executive Board in August 2011. New rates became effective in September 2011 and affected the following member types.**
- (C) The dues of ACTIVE members shall be \$20.00 a year per person, Senior Citizen \$17.50 (62+ years)
\$25.00 a year for husband and wife, Senior Citizen Couple \$22.5. (62+ years).**
- (D) The dues of a CONTRIBUTING member shall be \$50.00 per year.**
- (E) The dues of a LIFE member shall be a single payment of \$100.00.**

ARTICLE III (continued)

SECTION 6 *AMENDMENTS* (continued)

- (F) A Senior Citizen (62+ years) shall become a LIFE member upon payment of \$75.00.
- (G) Any person who shall contribute \$300.00 or more to the Society shall be known as a PATRON member, and shall be considered a paid up LIFE member with voting rights.
- (H) Any person who shall contribute \$500.00 or more to the Society shall be known as a BENEFACTOR member and shall be considered a paid up LIFE member with voting rights.

ARTICLE IV
OFFICERS AND DUTIES OF BOARDS

SECTION 1

The officers of the Society shall be:

- 1. President
- 2. Vice President
- 3. Secretary (Recording)
- 4. Corresponding Secretary
- 5. Treasurer
- 6. Historian
- 7. Trustees (5)
- 8. Curator
- 9. Librarian

SECTION 2

- (A) EXECUTIVE BOARD: The Executive Board will consist of: The *President, Vice President, Secretary,*

ARTICLE IV (continued)

Corresponding Secretary, Treasurer, Historian, Curator, and the Librarian. The Executive Board shall be responsible for maintaining and the safeguarding of all the Society's records as specified in ARTICLE VI, SECTIONS 3, 4, 5, 6, 8, and 9; and shall prepare business for the stated meetings of the Society.

- (B) BOARD OF TRUSTEES:** The Board of Trustees shall consist of all five (5) Trustees, and the three (3) year Trustee shall be the Chairperson of said Board. The Board of Trustees shall record all items/possessions either owned by the Society or on permanent or temporary loan to the Society. Said items shall be recorded in a ledger including all information and/or description deemed necessary by the Board of Directors. A photo of each item shall be stored in a separate file. The Board of Trustees shall give a report of accountability to the Board of Directors each Fiscal Quarter. The Trustees shall review the Treasurer's accounts at conclusion of his/her term of office. The Secretary or Designee shall attend any meetings held by the Board of Trustees for the purpose of recording the minutes.

- (C) BOARD OF DIRECTORS:** The officers of the above Executive Board and the Board of Trustees shall together be the Board of Directors, who shall have control of all property and possessions of the Society; shall make regulations for the safety and proper use of such property and possessions, and shall (1) make a full report at each annual meeting, (2) shall manage the affairs of the Society, subject to such regulations and restrictions as may be prescribed by the Society, and (3) shall have the power to appoint such standing committees as it deems necessary.

SECTION 3

A QUORUM of the Board of Directors shall consist of seven (7) members present for the transaction of Board business.

ARTICLE V

NOMINATION AND ELECTION OF OFFICERS AND TRUSTEES

Nomination and election of Officers shall be held at the Annual Meeting, held on the third Thursday of August. All officers except the Trustees, Curator, and Historian, will be elected for a term of one (1) year. Trustees, Curator, and Historian will be elected for a term as follows:

TRUSTEES

2 for 1 year
2 for 2 years
1 for 3 years

CURATOR

1 for 2 years

HISTORIAN

1 for 3 years

The officers shall hold office until their successors have been elected, and installed at the Annual Meeting. In case of a vacancy arising in any office, it shall be filled for the unexpired term by means of a special election, at the next regular meeting of the Society. All elections will be by secret ballot only.

ARTICLE VI

DUTIES OF OFFICERS AND TRUSTEES

SECTION 1

The President shall preside at all meetings of the Society and of the Board of Directors, and carry out the purposes of the Society.

SECTION 2

The Vice President shall assist the President in the performance of his/her duties and act in the President's behalf, should he/she become indisposed for any reason.

SECTION 3

The Secretary (Recording) shall keep the minutes of all meetings of the Society and of the Board of Trustees; keep a roll of the members, and collect the dues and transmit them to the Treasurer.

ARTICLE VI (continued)

SECTION 4

The Corresponding Secretary shall conduct the correspondence of the Society; give notice of all meetings of the Society and of the Board of Trustees; and of special activities and events and send out annual dues notices.

SECTION 5

The Treasurer (A) shall have the custody of the dues of the members and of all subscribers and donations of money. He/she shall keep an account of the same, and shall make a monthly report. He/she shall present an Annual Report to the membership. At the Annual Meeting he/she shall present a Year-End Report; (B) at the conclusion of the term office of the Treasurer, his/her accounts shall be audited by a Committee appointed by the President.

SECTION 6

The Historian shall record pertinent events occurring in the Yaphank area. This should include publications, news items, photos and occurrences in the Yaphank area. He/she shall gather in publications, news items, photos and changes in the area when it goes from rural to business development and the like. Pictures should be taken to preserve of what Yaphank is now, so as it changes, Old Yaphank will be recorded for posterity.

SECTION 7

The Trustees shall be elected as outlined in ARTICLE V; in addition to the duties outlined in ARTICLE IV, Board of Trustees (C), Board of Directors (D), 1, 2, 3, & 4, the Trustees shall act as a liaison between the membership and the Board of Directors; Trustees shall project the membership's interests in the Society.

SECTION 8

The Curator shall be responsible for the care and superintendence of all furnishings and related items, owned or on loan to the Society; shall make recommendations to the Board of Directors to acquire or delete any such items from the Society's inventory and shall give an Annual Report at the Annual Meeting held in August. The Board of Directors shall designate the use of all rooms in all buildings under the supervision/custodianship of the Society.

ARTICLE VI (continued)

SECTION 9

The Librarian shall be responsible for the care and superintendence of the designated Library (ies) for all *books, letters, manuscripts, maps, newspapers, photos*, and other documents received from the Historian. The Librarian shall also be responsible for the development and maintenance of the Society Web site which shall include current information regarding Society activities and events, historical information, links to appropriate information, and official Society documentation such as the Constitution and By-laws. The Librarian will give an Annual Report to the membership at the Annual Meeting held in August.

SECTION 10

Any Officer or Board Member may be removed from office for non-performance of duties, any time, by a simple majority vote of the Board of Directors.

ARTICLE VII **MEETINGS**

SECTION 1

The regular meetings of the Society shall be held on the third (3rd) Thursday of every month. The Annual Meeting shall be held on the third (3rd) Thursday in August. The Board of Director's may change the date of any meeting, provided one week's notice is given to all members.

SECTION 2

Special meetings may be called by direction of the President at any time, or by written request of ten members of the Society, or a MAJORITY of the Board of Directors.

SECTION 3

The *Order of Business* for Regular, Special, and Annual Meetings of the Membership shall be as follows:

- a) *Meeting called to order*
- b) *Pledge of Allegiance (if flag is available)*
- c) *Minutes of the last meeting by the Secretary*

ARTICLE VII (continued)

SECTION 3 (continued)

- d) *Treasurer's Report*
- e) *Corresponding Secretary reads correspondence to and from the Society*
- f) *Board of Director's Report*
- g) *Committee Reports*
- h) *Old or Unfinished Business*
- i) *New business*
- j) *Guest or Program*
- k) *Adjournment*

At the Annual Meeting, Nominations and Election of Officers and Trustees shall take place immediately after *Committee Reports* and prior to *Old or Unfinished Business*.

SECTION 4

Thirteen (13) Members of the Society shall constitute a QUORUM.

SECTION 5

The Board of Directors shall hold meetings as needed, upon call of the President or ANY THREE (3) MEMBERS of the BOARD. Seven (7) members thereof shall constitute a QUORUM.

ARTICLE VIII **AMENDMENTS**

Amendments to this Constitution and By-Laws may be proposed in writing and filed with the Recording Secretary by any member. The Corresponding Secretary shall notify all members in writing, of the proposed amendments and they may be adopted by a two-thirds vote of the members present at any regular meeting provided two weeks shall have elapsed after the sending of the notice.

If for any reason the Yaphank Historical Society should dissolve or terminate, all outstanding liabilities shall be settled or paid. All remaining assets will be surrendered to The Society for the Preservation of Long Island Antiquities, 93 North Country Road, Setauket, Long Island, New York 11733.

ARTICLE IX
COMMITTEES

STANDING COMMITTEES

SECTION 1

ACQUISITION: shall consist of the Vice President, Curator, 3-Year Trustee and Librarian. The committee shall review all items, *except those gathered by the Historian*, that are being acquired or purchased by the Society, and make recommendations of approval or disapproval to the Board of Directors.

SECTION 2

GIFT SHOP OPERATION

Manager shall be a member of the Society and shall be responsible for the supervision of all persons working in the gift shop; shall purchase items for re-sale; record all sales of consignment items in a ledger and give a monthly financial report to the Executive Committee.

TEMPORARY COMMITTEES

Shall be appointed by the President and said committees will expire at the conclusion of the term of the President who appointed said committee.

ASSISTANTS

Assistants to: *Historian, Curator, and Librarian* shall be appointed on recommendation from said officers to the Board of Directors.

ARTICLE X
CONFLICT OF INTEREST POLICY

SECTION 1

The Board of Directors and its officers have an obligation to conduct business within guidelines that prohibit actual or potential conflicts of interest. An actual or potential conflict of interest occurs when a Director or an Officer is in a position to influence a decision that may result in a personal gain for the Director or Officer or for an immediate family member as a result of the Society's business dealings. For the purposes of this policy, a Director has an interest in a proposed transaction if he/she has a financial interest in it in a material amount, or has a financial interest in any organization involved in the proposed transaction, or holds a position as Trustee, Director, or principal Officer in any such organization or receives any indirect remuneration or gifts or favors.

SECTION 2

If a Director or Officer has any influence on transactions involving purchases, contracts, or leases from which he/she or an immediate family member may gain financially in a material amount, he/she has a *duty to disclose* to the President or other Officer of the Board, the existence of any actual or potential conflict of interest.

SECTION 3

(A) If it is decided that a conflict of interest exists, the Board of Directors shall determine by a majority vote of the disinterested Directors whether the transaction is in the Society's best interest and is fair and reasonable to the Society. The Board shall also make its decision as to whether to enter into the transaction or arrangement in any event.

(B) If the Board determines that the transaction is not in the Society's best interest, members of the Board may explore an alternative arrangement which would not give rise to a conflict of interest.

ARTICLE X (continued)

SECTION 3 (continued)

(C) If the Board has reasonable cause to believe that a Director or Officer has failed to disclose actual or possible conflicts of interest, it shall inform the person of the basis for its belief and allow the person the opportunity to explain the alleged failure to disclose. Failure to disclose a conflict of interest may result in removal from the Board by a vote of the majority.

(D) Records of Proceedings shall contain the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of that interest, names of persons involved in discussions, and votes relating to any resolution of said conflict

(E) Statements shall be signed by each director, principal officer or committee member with governing board delegated powers which affirms that such person:

- i. Has received a copy of the conflicts of interest policy**
- ii. Has read and understands the policy**
- iii. Has agreed to comply with the policy, and**
- iv. Understands that the Society is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.**

These signed statements will be effective for the length of term and will become part of the recorded minutes.

(F) Periodic reviews shall be conducted to ensure that the Society operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status. Such reviews will include determination that compensation arrangements and benefits are reasonable and whether partnerships, joint ventures, and arrangements with management organizations conform to the Society's written policies are properly recorded, and reflect reasonable investment or payments for goods and services and avoid any impermissible private benefit.

ARTICLE XI
WHISTLE BLOWER POLICY

SECTION 1

The Society requires that directors, officers and members observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As representatives of the Society they must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. This Whistleblower Policy is intended to encourage and enable members to raise serious concerns and seek resolution within the Society prior to seeking resolution outside the Society.

SECTION 2

It is the responsibility of all directors, officers, and members to comply with this code of ethics and to report violations or suspected violations in accordance with this Whistleblower Policy. Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

SECTION 3

The Board is responsible to promptly investigate and resolve all reported complaints and allegations concerning violations of the code of ethics. Reports of violations or suspected violations will be kept confidential to the extent possible. Appropriate corrective action will be taken if and as warranted by the investigation.

Revised: June 2020
Revised: August 2011
Revised: April 2009
Revised: November 2002
Adopted: April 17, 1989