



By-laws of  
**THREE VILLAGE HISTORICAL SOCIETY**

Adopted December, 1977  
Revised October, 1985 and February, 1990  
Revised November 2, 1994  
Revised June 6, 1999  
Revised March 18, 2003  
Revised 2015

**ARTICLE I.  
NAME AND OBJECTS**

**Section 1.** This organization shall be known as the **THREE VILLAGE HISTORICAL SOCIETY**.

**Section 2.** The Three Village Historical Society is a non-stock corporation chartered by the Regents of the University of the State of New York in 1966 and incorporated under the New York State Education Law.

**Section 3. Mission:**

The Three Village Historical Society works to explore local history through education. Educational programs are developed by collecting and preserving artifacts, documents, and other materials of local significance, and doing research on the history of the people who have lived in the Three Village area from earliest habitation to the present.

**Section 4. Purpose:**

The Three Village Historical Society provides the residents of the Three Village area with a continuity of place in history by preserving and interpreting that history of the area which is: the unincorporated hamlets of Stony Brook, Setauket and East Setauket and the incorporated villages of Old Field and Poquott, and their environs.

**Section 5.** The **objects** of the Society shall be: ~~as detailed in the Provisional Charter~~

a) To discover and collect material which may help to establish or illustrate the history of the settlement, development and activities in peace and in war and their progress in population, wealth, education, arts, science, agriculture, manufactures, trade and transportation (and more particularly ship-building); also genealogies, biographies, manuscripts, printed material such as histories, directories, newspapers and pamphlets; museum material such as pictures, photographs, paintings, portraits, scenes, ~~Indian~~ artifacts and objects illustrative of life, conditions, events, and activities in the past and present, all concerning the area within the confines of the Town of Brookhaven, County of Suffolk, State of New York, generally now known and referred to as the Three Village area;

b) To provide for the preservation of such material and for its accessibility as so far as may be feasible to all who wish to examine or study it, and to bring about the preservation of historic buildingsstructures, monuments and markers;

c) To disseminate historical information and arouse interest in the past by publishing historical material in the newspapers or otherwise and by holding meetings with addresses, lectures, papers and discussions, and by marking historic ~~buildings~~structures, sites, trails, and places of local historic interest;

d) To acquire or erect ~~buildings~~structures to be used for the purposes of the Society, and to acquire, purchase, lease, sell or encumber real estate and to acquire all kinds of articles of historical interest by purchase, gift, devise, bequest or otherwise; and,

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 stated and implied powers and rights in connection therewith which the Society may possess, including those granted by the University of the State of New York Education Department Absolute Charter of the Society, and the statutes of the State of New York.

## **ARTICLE II. MEMBERSHIP**

**Section 1.** Residents of the Three Village area, and in addition, non-residents who are interested in the mission and purpose of this Society may become members.

**Section 2.** The Society shall have classes of membership as determined by the Governing Board. Applicants for all classes of membership, except honorary, shall be accepted and enrolled as members upon receipt of an application and payment of the appropriate dues.

**Section 3.** All members except honorary members shall have one vote at all membership meetings of the Society. No membership category shall be entitled to more than two votes. Voting by proxy or absentee ballot will not be permitted.

**Section 4.** Any person, in recognition of achievements or valuable service rendered to the Society, may be elected an honorary member by a two-thirds vote of the members present at any regular meeting. Honorary members shall not be required to pay dues, nor shall they have the right to vote or hold office unless they also belong to a class of membership having these privileges.

## **ARTICLE III. DUES**

**Section 1.** The amount of dues for the various categories of membership shall be fixed by the Governing Board.

**Section 2.** All dues shall be on a twelve-month basis, and shall be payable as directed by the Governing Board. Members failing to pay their dues for three months after such dues become payable ~~shall~~may be dropped from the membership rolls one month after ~~mailing of a written~~and/or electronic notice of such default and thereafter shall forfeit all rights and privileges of membership.

## ARTICLE VII. RESPONSIBILITIES OF THE TVHS EXECUTIVE DIRECTOR

**Section 1.** The function of the Society Director is to guide the officers and trustees toward achieving the Society's mission and purpose, and in doing so focus his/her time and energies equally in the following areas – Management, Programs, Promotion – while maintaining a high level of professionalism for the organization. The Society Director is not expected to be specialized in one area, but is to be well-rounded in all areas so as to provide the best possible direction and service to the Society.

### **Section 2. Management**

- a) Supervise, hire and fire paid staff as needed, within the guidelines established by the Governing Board.
- b) Assist Society officers and committees in the areas of administration, research and collections, and education, and in establishing budgets, planning, implementing and evaluating programs.
- c) Coordinate as an ex-officio member (voice without vote) all committees through the chairperson and assist and make recommendations as needed.
- d) Communicate with the Governing Board with a Director's report at each Governing Board meeting. Advise the Board on matters of conservation, exhibitions, historical content of programs, and collections management.
- e) Work closely with the Society president between Governing Board meetings to provide adequate communication and clear patterns of management control.
- f) Maintain documentation of all communications and procedures among the Governing Board, committees, and community organizations.

### **Section 3. Promotion**

- a) Communicate with the membership via newsletter and monthly membership meetings.
- b) Maintain a high profile in the community through outreach to all relevant local organizations and media.
- c) Identify grant opportunities and write grant applications in coordination with the president and appropriate committee chairpersons.
- d) Assist the Governing Board in the planning and implementation of fund-raising, and in methods and procedures for managing the Society's assets.

### **Section 4. Programs**

- a) Develop, administer, and evaluate interpretive programming utilizing Society collections (manuscript, photograph, artifact) and the natural and built environment of the Three Village Area.
- b) Establish programming for all aspects of the general public with special emphasis on the local residents of the Three Village area and recognizing the ethnic, social and cultural diversity of the area.
- c) Work through established Society committees, whenever possible, to utilize volunteers for program development.

**ARTICLE VI.**  
**ELECTED OFFICERS AND EXECUTIVE COMMITTEE**

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

**Section 2.** All such officers shall be elected at the ~~Annual-November~~ Meeting each year, for a term of ~~one-two~~ years, by a majority of those members present, provided a quorum is present [see article X]. The officers shall hold office until their successors have been elected. In case of a vacancy arising in any office, it shall be filled until the next Annual Meeting by a majority vote of those present at any meeting of the Governing Board, except that the First Vice President shall succeed the President until the next Annual Meeting. No person shall hold any one of the elected offices for more than ~~three-two~~ consecutive ~~one-two~~-year terms, but any person may again be elected to the same office after the lapse of one year.

**Section 3.** The President shall preside at all meetings of the Society and of the Governing Board, shall serve as the chief executive officer of the Society, shall, in consultation with the Director and the Executive Committee, prepare an annual budget proposal to be submitted to the Governing Board no later than two months before the beginning of the fiscal year, and shall be an ex-officio member of all committees.

**Section 4.** The First Vice President, followed by the Second Vice President, shall assume the duties of the President when the latter is absent, incapacitated, or has resigned, and shall also perform such other duties as shall be delegated by the President.

**Section 5.** The Recording Secretary shall keep minutes of all meetings of the general membership and of the Governing Board, and shall have charge of the secretarial records and files.

**Section 6.** The Corresponding Secretary shall conduct the general correspondence of the Society, maintain a current membership list, mail all notices of meetings of the general membership and Governing Board, and send out annual and follow-up dues notices.

**Section 7.** The Treasurer shall have the custody of all the monies and securities of the Society, shall keep regular account books, shall sign or countersign such instruments as require signature, shall deposit all monies received in such bank or banks as may be designated by the Governing Board, shall pay out such monies as may be necessary in transactions of the Society, shall receive dues, shall submit financial status reports to the Governing Board on a regular basis as directed by the Governing Board, shall be a member of the Investment Committee, and shall submit an annual report of the financial condition of the Society at the Annual Meeting.

**Section 8.** All officers shall turn over all their inactive files to the ~~Director-Archivist~~ for safekeeping.

**Section 9.** The Executive Committee shall be composed of the elected officers, the Director, and the immediate past-president who shall act as such for one year. The Committee shall coordinate the business of the Society between meetings of the Governing Board, act as liaison for the appointed committees of the Society, prepare an annual budget proposal to be submitted to the Governing Board, make recommendations to the Governing Board for action, and perform other functions as directed by the Governing Board.

## ARTICLE IV. GOVERNING BOARD

**Section 1.** There shall be a Governing Board composed of the elected officers of the Society and twelve other members to be known as Trustees.

**Section 2.** The Governing Board, ~~also known as the Board of Trustees~~, shall be the governing body of the Society, shall have charge of the affairs, funds and property of the Society, and its duty shall be to carry out the objects of the Society as defined in these By-laws.

## ARTICLE VII. TRUSTEES

**Section 1.** The primary responsibility of a Trustee along with the elected officers shall be to maintain vigilance over the activities of the Society in policy, legal, and financial matters.

**Section 2.** Four Trustees shall be elected ~~in the same manner as officers~~ for a term of three years at each Annual November Meeting. ~~Vacancies shall be filled, for the remainder of the term, in the same manner as for elected officers.~~

**Section 3.** No person shall serve as a Trustee for more than two-three consecutive three-year terms, but any person may again serve as a Trustee after the lapse of one year. A person who has served on the Governing Board, as a Trustee and/or as an Officer, for an uninterrupted period of seven-ten years ~~or more~~, may be elected or appointed a Trustee only after the lapse of one year.

**Section 4.** If any Trustee shall fail to attend 3 consecutive meetings without excuse accepted as satisfactory by the Governing Board, that Trustee shall be deemed to have resigned and the vacancy shall be filled as per these By-laws. Trustees may resign at any time by delivering a written notice to the Governing Board.

**Section 5.** ~~Vacancies shall be filled as follows: Until the next general election, the President shall propose an individual to fill a vacancy until the next general election, to be approved, by the Governing Board at the following Board meeting.~~

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## ARTICLE VIII. STANDING COMMITTEES

**Section 1.** All chairs of standing committees shall be ~~appointed-nominated~~ annually by the President, and appointed with the approval of the Governing Board.

**Section 2.** Standing committees shall report and make recommendations to the Governing Board.

**Section 3.** There shall be standing committees with the following names and duties:

- a) **The Awards Committee** shall seek out and review the qualifications of potential candidates for the Ward Melville Community Award, the Kate Wheeler Strong Memorial Award, the Robert Cushman Murphy Award, the Maggie Gillie Award, and for any other

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awards that may be established. The Committee shall submit nominations for all such awards to the Governing Board for final selections.

- b) **The Brewster Cemetery Committee** shall maintain the East Setauket Brewster Cemetery.
- c) **The Collections Committee** is composed of the Collections Manager and the chairs of the Artifacts, Captain E. Rhodes, and Oral History collections, who are appointed annually by the President. The Collections Committee shall review proposed acquisitions and Deaccessions and make recommendations in each case to the Governing Board.
- d) **The Education Committee** shall plan and conduct public and school programs and exhibits on the history and folklore of the Three Village area.
- e) **The Fund Raising Committee** shall plan, conduct and coordinate annual and capital campaigns, and the solicitation of gifts, endowments, and bequests.
- f) **The Historic Markers Committee** shall identify and research places and structures of historic significance, and shall prepare written texts of proposed markers, which shall be submitted to the Governing Board for approval. After each such approval, the committee shall obtain a written agreement from the respective property owner authorizing the Society to produce and erect/affix a marker.
- g) **The Investment Committee** shall oversee the financial affairs of the Society and make appropriate recommendations to the Governing Board regarding investments and other financial matters.
- h) **The Membership Committee** shall recruit new members for the Society, provide for the retention and upgrading of current memberships, and encourage the renewal of lapsed memberships.
- i) **The Merchandising Committee** shall have charge of the inventory and sale of books, pamphlets, and other merchandise relating to the collections and purpose of the Society.
- j) **The Publications Committee** shall organize and arrange for the publication of material relating to the history of the Three Village area.
- k) **The Publicity Committee** shall publicize Society programs and activities.

**Section 4.** The President, ~~with the approval of the Governing Board, may appoint shall propose additional standing committees in addition to those above- to be approved by the Governing Board.- Each committee chairperson(s) shall submit the proposed standing committee members for to the Governing Board approval.~~

**Section 5.** All Committees shall turn over all inactive files to the ~~Director~~ Archivist for safekeeping.

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**ARTICLE IX.**

### SPECIAL COMMITTEES

**Section 1.** All chairs and members of special committees shall be ~~appointed-nominated~~ annually by the President, and appointed with the approval of the Governing Board.

**Section 2.** There shall be special committees with the following names and duties:

- a) **The Auditing Committee** shall examine all records of the Treasurer, audit these records and books and report its findings to the membership annually.
- b) **The Nominating Committee** shall be composed of seven members, at least two of whom shall be from the membership at large; at least two of whom shall be from current Board members and at least two of whom shall be from past Board members. None of the three groups can hold a majority.

~~No later than the May Governing Board meeting, the President shall nominate a proposed nominating chairperson for the Nominating committee to be approved by the Board at the May meeting. The Chairperson shall provide a slate list of nominating Board proposed members for the nominating committee no later than the June Board meeting.~~

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The Committee shall provide a slate of candidates for all offices of the Society and these names shall be reported to the Governing Board at the ~~November-September~~ Governing Board meeting. The proposed slate will be announced to the membership at the ~~November-September~~ membership meeting. Additional nominations can be submitted in writing by at least five (5) members to the Corresponding Secretary not ~~less than thirty (30) days before the Annual Meeting-later than the next membership meeting~~. The Recording Secretary shall report the Nominating Committee's slate and also notify the membership of any additional nominations in the notice for the ~~Annual-November Membership~~ Meeting and place all qualified names on the ballot. All nominees shall have agreed to serve if elected. Nominations from the floor at the Annual Meeting will not be accepted.

**Section 3.** The President, ~~with the approval of the Governing Board, may appoint shall propose additional~~ Special Committees ~~in addition to those above to be approved by the Governing Board. Each committee chairperson(s) shall submit the proposed Special Committee members for to the Governing Board approval.~~

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**Section 4.** All Committees shall turn over all inactive files to the ~~Director-Archivist~~ for safekeeping.

### ARTICLE X. MEETINGS

**Section 1A.** The ~~Annual-November~~ Meeting of the Society shall be held on the 3rd Monday in ~~January-November~~ at such time and place as the Governing Board shall designate, for the purpose of electing Officers and Trustees, ~~for receiving annual reports, and for transacting other business.~~

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**Section 1B.** The Annual Meeting of the Society shall be held on the 2<sup>nd</sup>. Monday in January at such time and place as the Governing Board shall designate for presenting annual reports and for transacting other business, including, but not limited to the installation of Officers and

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Trustees.

**Section 2A.** Notice of the ~~Annual-November~~ Meeting shall be mailed and/ or electronically mailed to the last recorded address of each member at least ten (10) days and not more than twenty (20) days before the time appointed for the meeting. All such notices shall set forth the place, date, time and purpose of such meeting.

Section 2B. Notice of the Annual Meeting shall be mailed and/ or electronically mailed to the last recorded address of each member at least ten (10) days and not more than twenty (20) days before the time appointed for the meeting. All such notices shall set forth the place, date, time and purpose of such meeting.

**Section 3.** Special meetings of the Society shall be called by the Governing Board at their discretion or by petition to the Corresponding Secretary by five percent of the total number of members entitled to vote. Notice of any special meeting shall be given in the same manner as for the ~~Annual-November~~ Meeting.

**Section 4.** Five percent of the members of the Society entitled to vote shall constitute a quorum at meetings of the membership.

**Section 5.** The Governing Board shall hold meetings as needed, upon call of the President or any five (5) members of the Board. A majority of the members thereof shall constitute a quorum. The Corresponding Secretary shall notify all Board Members not less than five (5) nor more than ten (10) days in advance of all meetings and shall specify the purpose of the meeting.

**Section 6.** All meetings of the Society shall be conducted according to the latest edition of *Robert's Rules of Order*. The order of business may be altered or suspended at any meeting by a majority vote of the members present.

Section 7. All General Membership meetings shall be held on third Monday of the month. If a General membership meeting falls on a National holiday the general membership meeting shall be held on the second Monday of the month.



## ARTICLE XI. COLLECTIONS

**Section 1.** The Society shall acquire and maintain collections of materials and objects related to the history of the Three Village area in accordance with policies approved by the Board of Trustees. Such policies shall be in conformance with the standards of the American ~~Association Alliance~~ of Museums and American Association for State and Local History (AASLH) or other relevant organization, and shall include a collections policy and a statement of ethics code of conduct. The collections policy and ~~statement of ethics code of conduct~~ shall be attached to these By-laws as appendix A.

## ARTICLE XII. DISSOLUTION

**Section 1.** Upon the dissolution or termination of the Society, after paying all outstanding liabilities, the Governing Board shall dispose of the remaining assets of the Society exclusively 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, by distributing the remaining assets to a not-for-profit organization [incorporated under the rules and regulations of the State of New York, or the Federal Government], or to a state or local government.

## ARTICLE XIII. AMENDMENTS

**Section 1.** Amendments to these By-laws shall be proposed in writing and filed with the Corresponding Secretary by any 20 members or by a majority of the Governing Board. These By-laws may be amended or new By-laws enacted by a two-thirds vote of the members present at any meeting of the Society ~~or by a two-thirds vote of the Governing Board~~, provided the proposed amendments or new By-Laws be stated in full in the notice of the meeting, and provided a quorum is present. ~~When proposed amendments or new By-laws are before any meeting for consideration, they may, before any final action thereon, be changed or amended by a majority vote, or by a majority of the Governing Board, provided the change or amendment is germane to the subject under consideration. Any further amendments to be made at the said membership meeting shall follow Robert's Rules of order.~~

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## ARTICLE XIV NON-DISCRIMINATION POLICY

**Section 1.** It is the policy of the Three Village Historical Society to provide equal opportunity for all qualified persons and to prohibit discrimination because of race, color, sex, age, religion, handicap and national origin. In addition, it is the policy of the Three Village Historical Society to promote the full realization of equal opportunity through a positive continuing program that fosters a non-discriminatory environment among members, officers and trustees, volunteers, employees and consultants. This application of equal opportunity and non-discrimination shall be an integral part of every aspect of policy and practice.

**ARTICLE XV.  
HONORARY BOARD**

| **Section 1.** There ~~shall~~ may be an Honorary Board, composed of no less than nine, nor more than seventeen individuals, whose sole purpose is to secure the resources needed for the Society to achieve its goals as defined by the strategic plan.

**Section 2.** Honorary Board members shall be appointed by the Governing Board for a term of three years.

**Section 3.** There shall be a chair of the Honorary Board chosen by the membership of the Honorary Board. The chair shall serve a one-year term.

**Section 4.** The Honorary Board shall meet at least once a year and shall be invited to meet annually with the Governing Board.