Bylaws

ARTICLE I – Name and Nonprofit Policy

Section 1. Name.

This corporation is and shall be known as the Brockport Community Museum, hereinafter referred to as the "Museum."

Section 2. Nonprofit Policy.

The Museum 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 III – Purposes

Section 1. Purposes.

The purposes of the Museum as set forth in its constitution are exclusively education in nature, to wit:

(a) To establish and maintain a history museum relating to the Village of Brockport and nearby areas.
(b) To collect, hold, maintain, preserve, and make available appropriate historical objects and artifacts.
(c) To arrange, create, maintain, and promote appropriate historical exhibits and displays.
(d) To use the collection for appropriate educational purposes.

ARTICLE III – Board of Trustees

Section 1. Election and Powers.

The Board of Trustees shall have custody, control and direction of the Museum, its collections, property and other assets Trustees shall be elected by the Board. Each Trustee shall serve until his or her successor is elected and qualified, unless his or her Trusteeship be theretofore vacated by resignation, death, removal, or otherwise

Section 2. Number.

The number of Trustees constituting the entire Boad of Trustees shall be not less than five (5) nor more than twenty-five (25), and shall be fixed by resolution of the Board of Trustees. The Board of Trustees, by a two-thirds (2/3) vote of all members of the Board, may resolve to increase or decrease the number of Trustees to the extent permitted in the Charter of the Museum, provided that no decrease shall shorten the term of any incumbent Trustee.

Section 3. Vacancies.

In case of any vacancy in the Board of Trustees, a majority of the remaining Trustees may elect a successor. Additional Trustees may be elected in the event of increase in the number of Trustees.

Section 4. Absences.

If a trustee shall fail to attend three consecutive meetings of the Boad without excuse accepted as satisfactory by the Board, a member of the Executive Committee shall contact the Trustee to clarify his/her intent to remain a member and report the results to the Board.

Section 5. Removal.

In the absence of a resignation, the failure of a Trustee to meet his/here commitment to the Board, shall be noted and by vote of 2/3 of the entire Board, be removed from the museum.

Section 6. Meetings.

The Annual Meeting of the Board of Trustees shall be held in June of each year on such date and at such time and place as may be fixed by the Board of Trustees and named in the notice. Regular Meetings of the Board of Trustees shall be held at such times as the board may, from time to time, determine Special Meetings of the Board of Trustees shall be held at any time, on call by the President of the Board, or by the Secretary on the request in writing of any three (3) members of the Board.

Section 7. Agenda for Regular Meetings.

The agenda or order of business for each Regular meeting shall include the following:

(a) Call to order
(b) Roll Call
(c) Approval of Previous Minutes
(d) Reports of Regular Committees
(e) Report of any other Committees
(f) Old Business
(g) New Business
(h) Other
(i) Next Meetings
(j) Adjournment

Section 8. Notice of Meetings.

Notice of the Annual Meeting shall be given to all members at least two weeks in advance of the meeting. A calendar of the yearly meetings shall be distributed at the Annual Meeting in June.

Section 9. Quorum.

A majority of the entire Board of Trustees shall constitute a quorum at any meeting of the Board, and except as otherwise provided by law or herein, a majority in number of such quorum shall decide any question that may come before the meeting. A majority of the Trustees present at any regular or special meeting, although less than a quorum, may adjourn the same from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 10. Action Without a Meeting.

Any action required or permitted to be taken by the Board of Trustees or any committee thereof at a duly held meeting may be taken without a meeting if all members of the Board of Trustees or the committee consent in writing to the adoption of a resolution authorizing the action. Such resolution and the written consents thereto by the members of the Board of Trustees or committee shall be filed with the minutes of the proceedings of the Board of Trustees or the committee.

Section 11. Personal Attendance by Conference Communication Equipment.

Any one or more members of the Board of Trustees or any committee thereof may participate in a meeting of such Board or committee, with the consent of all the members of such Board or committee present in person at such meeting, by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 12. Executive Committee

The Board of Trustees shall, by an affirmative vote of a majority of the entire Board, appoint an Executive Committee, to consist of five Trustees, including the President, Vice-President, Secretary, Treasurer, and another member of the Board as the Board (At-large member) shall determine upon recommendation by the President. The President shall be the Chair of the Executive Committee. The Executive Committee shall have and may exercise between the meetings of the Board of Trustees all the authority of the Board of Trustees, except that the Executive Committee shall have no authority as to those matters proscribed under any provision of applicable law. The Executive Committee shall report all its actions to the next meeting of the Board. Any reference in these Bylaws to the Board of Trustees shall include the Executive Committee unless the context or express provision otherwise provides.

Section 13. Regular Committees.

As soon as practicable each year following the Annual Meeting of the Board of Trustees and upon the recommendation of the President, the Board shall appoint the following Regular Committees, each of which shall consist of at least three Trustees and shall have the authority to

carry out its purposes as set forth in this Section 14. In making these appointments, the Board shall designate the Chairman of each committee other than the Finance Committee.

(a) Finance Committee. There shall be a Finance Committee which shall recommend policy and be responsible for the supervision and direction of the care and custody of all assets of the Museum. The Finance Committee is responsible for the preparation of all required financial reports. The Treasurer shall serve as Chair of the Finance Committee.
(b) Nominating Committee. There shall be a Nominating Committee which shall recommend
    (i) persons for election to the Board of Trustees, and
    (ii) a slate of officers for election to one year terms at the Annual Meeting of the Board of Trustees. Nominations shall be mailed to each member of the Board of Trustees at least fifteen (15) days prior to the Annual Meeting of the Board. The Nominating Committee shall also recommend to the Board persons to fill vacancies as soon as practicable after they may occur. The Nominating Committee may also propose to the Board persons for election as Honorary Trustees. The President shall not serve on the Nominating Committee.
(c) Community Relations Committee. There shall be a Community Relations Committee which shall recommend policy for the community relations, public relations, membership programs, and development activities of the Museum
(d) Education Committee. There shall be an Education Committee which shall recommend policy for all educational and group activities provided for the public.
(e) Interior Display Committee. There shall be an Interior Display Committee that shall be responsible for developing and showcasing historical content for the public for an indoor setting. This committee develops themes, borrows content, secures exhibit locations, rotates content on a periodic basis, and showcases content in, but is not limited to, exhibit cases throughout the community.
(f) Exterior Display Committee. There shall be an Exterior Display Committee that shall be responsible for developing, showcasing, and restoring historical displays for the public for an outdoor setting. This committee shall design and secure funding for interpretive panels, each on a specific topic, for placement in the community. This committee shall also be responsible for the design, funding, and restoration for historical markers designating an important person(s), event(s), location(s), and, or, concept(s) in the community
(g) Website Committee. This committee archives Museum governance documents online, showcases Museum projects location in the community, develops documents regarding local history, and encourages assistance and feedback from community members.

Section 14. Other Committees.

The President, with the approval of the Board of Trustees, may designate additional committees, each of which shall consist of at least three Trustees and may include other persons who need not be Trustees. Each such committee shall have such authority and shall serve for such time as provided in the resolution designating the committee, except that such authority shall not exceed

the authority of the Executive Committee by Section 12 or any Regular Committee by Section 13 of this Article.

Section 15. Honorary Trustees.

The Board of Trustees may designate Trustees as Honorary by a majority vote. Honorary Trustees are former trustees who may contribute to the Museum's mission and values but are no longer able to attend meetings. Honorary Trustees are nonvoting members of the Board.

ARTICLE IV – Officers

Section 1. Election of Officers.

The Board of Trustees shall elect the members of the Executive Committee. Each such officer shall be elected from among the Trustees at the Annual Meeting of the Board for a term of one year. Any vacancy in the above offices shall be filled by the Board of Trustees as soon as practicable.

Section 2. Removal.

Any meeting of the Board of Trustees duly called, any Officer of the Museum may, by a vote of two-thirds (2/3) of the entire Board, be removed from office and another may be elected by the board in the place of the Officer so removed, to serve until the next Annual Meeting of the Board.

Section 3. President

The President shall be the presiding officer of the Board of Trustees with the power and duty to exercise general supervision over the affairs and operation of the Museum. He or she shall act as Chair of and preside at all meetings of the Board and of the Executive Committee. He or she shall serve on all Regular and other committees, except the Nominating Committee, in addition to the appointed members. The President shall have such other powers and duties as may be designated by the Board.

Section 4. Vice-President

At the request of the President or in his or her absence or during his or her disability, the Vice-President shall perform the duties and exercise the functions of the President. The Vice-President shall have such other powers and duties as may be designated by the Board of Trustees or the President.

Section 5. Secretary.

The Secretary shall be responsible for the keeping of Minutes of all meetings of the Board of Trustees and shall be responsible for the custody of the records. He or she shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law. The Secretary shall have such others powers and duties as may be designated by the Board of the President

Section 6. Treasurer.

The Treasurer shall have supervision over the financial records of the Museum. The Treasurer shall provide the Board of Trustees at each of its regular meetings with a statement of the financial condition of the Museum. He or she shall serve as Chair of the Finance Committee and shall have such other powers and duties as may be designated by the Board.

ARTICLE V – Membership.

Section 1. Purpose and Authorization.

In order to provide a means of attracting interest in and support for the activities of the Museum, the Board of Trustees will establish a constituency to be denominated the "Membership of the Brockport Community Museum." The purpose of the Membership will be to provide support of various sorts for the mission of the Museum.

Section 2. Membership in the Brockport Community Museum.

The Board will solicit membership in the Museum based on the following guidelines:

(a) Any individual, business or other entity interested in becoming a member shall, with the approval of the Board and without regard to residence, be admitted to the Membership upon application to join it;
(b) No membership fee will be required;
(c) Members may choose to support the Museum in a variety of ways, including but not necessarily confined to: volunteering assistance with Museum programs; providing a voluntary financial contribution; assisting with Museum projects, research, writing, and publications; and lending special expertise to the management of the Museum,

The Secretary of the Board of Trustees will maintain a record of the Membership that includes the name, address, telephone numbers, and e-mail addresses of members for purposes of periodic communication with members.

ARTICLE VI – Amendments and Other Provisions

Section I. Amendments.

These Bylaws may be adopted, amended or repealed in whole or in part by the affirmative vote of a majority in number of the entire Board of Trustees, provided that at least ten days before the meeting at which any amendment shall be voted upon, the Executive Committee shall provide written notice of the proposed amendment to each member of the Board, together with a concise statement of the changes proposed to be made.

Section 2. Conduct of Meetings.

Except as otherwise provided in these bylaws, by applicable law or by resolution of the Board of Trustees, all meetings of the Board or of any committee designated by the Board shall be conducted in conformity with Robert's Rules of Order, Revised, as amended from time to time.

Section 3. Financial Reporting.

For financial reporting purposes the Museum shall report from June 1 of one year to May 30 of the next year.

Section 4. Indemnification.

The Museum shall indemnify

(a) any person made or threatened to be made a party to any action or proceeding by reason of the fact that such a person, or such person's testator or intestate, is or was a Trustee or Officer of the Museum and
(b) any Trustee or Officer of the Museum who served any other corporation of any type or kind, or any partnership, joint venture, trust, employee benefit plan, or other enterprise, association, or entity in any capacity at the request of the Museum, in the manner and to the maximum extent permitted by the Not-for-Profit Corporation Law of New York, as amended from time to time; and the Museum may, in the discretion of the Board of Trustees, purchase and maintain insurance pursuant to such indemnification and indemnify all other corporate personnel to the extent permitted by law.

Section 5. Interested Trustees and Officers.

Each Trustee and Officer of the Museum 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 Museum. No contract or other transaction between the Museum 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 know 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 6. Conflict of Interest.

The Conflict of Interest Policy is attached as Appendix A.

The Bylaws from 2021 were amended by vote on December 7, 2023, to create these Bylaws.

Appendix A: Sample Conflict of Interest Policy

[From: "Instructions for Form 1023, p.25"]

Article I
Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II
Definitions

1. **Interested Person**
Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. **Financial Interest**
A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,

b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III
Procedures

1. **Duty to Disclose**
In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. **Determining Whether a Conflict of Interest Exists**
After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. **Procedures for Addressing the Conflict of Interest**

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

[continued]

Appendix A: Sample Conflict of Interest Policy

[From: "Instructions for Form 1023, p.26"]

4. **Violations of the Conflicts of Interest Policy**

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV
Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

a. 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 the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V
Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

[***Hospital Insert – for hospitals that complete Schedule C***
d. Physicians who receive compensation from the Organization, whether directly or indirectly or as employees or independent contractors, are precluded from membership on any committee whose jurisdiction includes compensation matters. No physician, either individually or collectively, is prohibited from providing information to any committee regarding physician compensation.]

Article VI
Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

a. Has received a copy of the conflicts of interest policy,

b. Has read and understands the policy,

c. Has agreed to comply with the policy, and

d. Understands the Organization 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.

Article VII
Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII
Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

[end]