

Amended and Restated Bylaws of the Historical Society of Woodstock
(Adopted in 2007 and Amended in 2009, 2016, and 2023)

Article I: Name and Offices

1.1 Name

The name of the organization shall be the Historical Society of Woodstock (herein after referred to as the “Society”).

1.2 Offices

The Society shall have its offices on 20 Comeau Drive, Woodstock, NY and the mailing address is: P.O. Box 841, Woodstock, NY.

Article II: Mission Statement

2.1 Mission statement:

The Mission of the Society is to preserve, interpret, and share the unique history of Woodstock.

Article III: Membership

3.1 Eligibility

3.1.1 Any person of the age of eighteen (18) or older, unless included in a Household membership, with an interest in Woodstock history, or allied fields of study can be a member of the Society upon payment of dues as set by the trustees.

3.1.2 The membership, programs and activities of the Society shall be open to all people without regard to race, color, religion, gender, age, ethnicity, nationality, sexual orientation, political affiliation, or any other protected class under Federal, State and local law.

3.2 Dues and Membership Classifications

Dues and membership classifications for the Society shall be established by the Board of Trustees from time to time and may include such categories as Student, Senior, Individual, Household, Friend of Historical Society of Woodstock, Patron, and Sponsor.

3.3 Enrollment

Memberships run for one year from the date the dues are paid. Members who fail to pay dues shall be dropped from the membership rolls. However, members may be readmitted, upon the payment of dues. New members may join at any time by completing a membership application and paying dues. Memberships are not transferable.

3.4 Removal of Members

Members may be removed for cause as determined by a majority vote of the Board of Trustees present at a regular or special meeting.

3.5 Privileges

Except as otherwise provided in these bylaws all members of any classification in good standing shall be eligible to receive communications, participate in annual meetings or special activities of the Society and hold elective office.

3.6 Voting Rights

A member in good standing shall be entitled to one vote on each matter before the Society at the Member annual or Member special meetings. Household memberships shall be entitled to two votes. Further a Member who is unable to attend may vote by proxy, which can be mailed, as long as it is postmarked three days before the vote, or emailed to the Recording Secretary at least one day before the vote. The proxy authorizes the Recording Secretary to cast a vote on behalf of the member as instructed on the proxy itself.

3.7 Honorary Members

May be designated by a majority vote of the Trustees at a regular or special meeting and receive the privileges and voting rights of dues paying Members.

3.8 Member Annual Meeting, Regular Meetings and Special Meetings

The annual meeting of the Members shall be held between the 1st of September and the 31st of October for the purpose of election of Trustees and the transaction of other business requiring action by the members.

3.9 Meeting Notice.

3.9.1 Notice Requirements. Notice shall be given to each Member entitled to vote prior to each Meeting of Membership, stating the place, date and hour of the Meeting. Notice of a Special Meeting shall, in addition, identify:

- i. the person, or persons, calling the meeting; and,
- ii. the purpose, or purposes, for which said meeting is being called.

3.9.2 Written Notification. Meeting notice may be called by the Board of Trustees or upon written notice by 10 percent of the Members entitled to vote. Written notice shall be not less than 10 days or more than 30 days before the date of the meeting except in the case when 10 percent of the Members call for a special meeting, in which case the date of the meeting shall not be less than 60 days from the date of filing the petition with the Recording Secretary.

Written notice of any Meeting of the Membership shall be given personally or by first class mail, facsimile or by electronic mail. Notice shall be deemed given as stipulated below:

- i. if personally, upon receipt by the Member;
- ii. if mailed, when deposited in the United States Mail, with postage prepaid, directed to the Member at the Member's current address of record as it appears on the list of Members; or,
- iii. if sent by electronic mail or facsimile, when forwarded to the facsimile number, or electronic mail address, as either appear on the list of Members, excepting that any such notice shall not be considered properly delivered if the Society is:
 - (a) unable to deliver two (2) consecutive notices to the designated electronic mail address or facsimile number or,
 - (b) is otherwise made aware that notice cannot be delivered to the Member or electronic mail or facsimile.

3.9.3 Waiver of Notice.

Should any Member fail to receive proper notice of a Meeting of the Membership, as otherwise required by these By-Laws, the Member shall waive his/her right to any such notice if:

- i. the Member attends the Meeting of the Membership without objection to the lack of proper notice, prior to said Meeting being called to order; or,
- ii. either before or after the Meeting, the Member submits a waiver of notice, which if tendered personally, in writing or by facsimile, shall be validated by written or electronic signature; or if submitted by electronic mail, shall include information from which the Society can reasonably determine that the waiver was properly authorized.

3.10 Quorum and Manner of Acting

3.10.1 At any duly called Meeting of the Membership, the lesser of ten percent (10%), or one-hundred (100) eligible voting Members entitled to vote, present as a consequence of physical attendance and/or use of telephone/video-conference technology and/or any other electronic means and/or use of proxy shall constitute a quorum. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any Member(s). The Recording Secretary shall notify the President that a quorum is present before any vote is taken.

3.11 Organization.

3.11.1 Chairperson.

At all meetings of the Membership, the President, or, in his/her absence, the Vice-President or, in his/her absence, another Trustee chosen by the Membership shall preside.

3.11.2 Recording Secretary.

At all meetings of the Membership, the Recording Secretary, or, in his/her absence, any Assistant Secretary or, in his/her absence, another Trustee chosen by the Membership shall act as secretary at the meeting.

3.12 Action by the Membership.

3.12.1 Action Defined.

Except as otherwise provided by statute and/or these By-Laws, an “act,” or “action,” of the Membership shall mean an action at a Meeting of the Membership authorized by vote of a majority of the Members present at the time of the vote, provided a sufficient quorum is present.

3.12.2 Electronic Communication.

Any, or all, Members may participate in any Meetings of the Membership, by means of a conference telephone, electronic video screen communication 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 a meeting of the Membership.

3.12.3 Proxies.

Every Member entitled to vote at a Meeting of the Membership may authorize another person, or persons, to act on his/her behalf by use of proxy. To be valid and enforceable, each proxy must be submitted before, or presented at, the Meeting of the Membership for which it is intended. If tendered personally, in writing or by facsimile, the proxy shall be validated by written or electronic signature. If submitted by electronic mail, it shall include information from which the Society can reasonably determine that the proxy was properly authorized. No proxy shall be valid after the expiration of eleven (11) months from the date thereof, unless otherwise provided by proxy. Every proxy shall be revocable at the pleasure of the Member executing same, except as may otherwise be provided by law.

3.13 Action by Members on Unanimous Written Consent.

Any act, or action, required or permitted to be taken by the Membership may be taken without a Meeting if each Member submits to the Secretary, or his/her designee, a written consent, delivered personally or by regular mail, facsimile and/or electronic mail, authorizing a resolution to permit the action. A copy of the resolution, and all written consents thereto, shall be filed with the minutes of the proceedings of the Membership.

3.14 Reports.

Upon the written request of any person who has been a member of record for at least six months immediately preceding the request, the Society shall provide to such Member an annual balance sheet and profit and loss statement or a financial statement performing a similar function for the preceding fiscal year and, if any interim balance sheet or profit and loss or similar financial statement has been distributed to the Society's Members or otherwise made available to the public, the most recent such interim balance sheet or profit and loss or similar financial statement. Each such report shall be filed with the records of the Society and a copy, or an abstract thereof, shall be entered in the minutes of the proceedings of the Meeting of the Members at which the report is presented.

3.15 Executive Session

These may be called when active litigation is pending and when confidential trustee or employee matters arise. At the conclusion of any executive session, the general members' meeting will be re-opened and actions taken by the Trustees will be announced to the membership.

3.16 Robert's Rules

In all matters of parliamentary procedure not covered or contradicted by these By-Laws, or applicable statute, regulation or contractual obligation, Roberts Rules of Order, newly revised, shall be used as a guideline in answering all questions of proper parliamentary procedure.

Article IV: Board of Trustees

4.1 General Powers

The Board of Trustees shall manage all affairs of the Society.

4.2 Qualifications

Each member of the Board of Trustees shall be at least eighteen (18) years of age and a Member in good standing. Also, each Trustee must be at least a part-time resident of Woodstock and its vicinity.

4.3 Composition

The Board of Trustees shall be composed of no less than five (5) and no more than fifteen (15) members. The number will be determined by the Board of Trustees by a 3/4th majority vote. Only Trustees shall be eligible to the officer positions.

4.4 Purpose

The Trustees are expected to act with due diligence as required by officers of a nonprofit organization.

4.5 Term

4.5.1 The term of office for a Trustee is three (3) years. This term will run from January to December. Trustees may serve no more than three (3) consecutive terms. They must be out of office for at least one (1) year before being eligible re-election as a Trustee. If a vacancy exists or has been filled by the Board pursuant to Section 4.7 and 4.8 of this Article, a Trustee may be elected at the annual meeting to fill the un-expired term. A Trustee who has filled an un-expired term of another is still eligible for nomination and election to three terms of his/ her own.

4.5.2 Trustees shall sign the code of ethics Conflicts of Interest and Related Party Transaction Disclosure Statement annually.

4.6 Removal or Suspension of Trustees

The Board of Trustees may remove or suspend a Trustee by vote of a majority of the Entire Board (as defined by statute), any Trustee, officer, or employee engaged under special contract, on examination and due proof of the truth of a written complaint by any Trustee, of misconduct, incapacity or neglect of duty, provided that at least one week's previous notice of the proposed action shall have been given to the accused and to each Trustee. At any meeting where a vote is to be taken to suspend or remove a Trustee, the Trustee in question may attend and shall be given a reasonable opportunity to argue his/her defense. Any period of suspension can last only until such time as the next Annual Meeting of the Membership. Members may remove or suspend a Trustee at any meeting of the Membership for cause, provided there is a quorum of not less than a majority of Members present at the Member meeting.

4.7 Nominations

A nominating committee, as set by the Trustees, shall nominate candidates for vacancies on the Board of Trustees. Additional nominations will also be accepted from the floor at the Annual Meeting of the Members. The slate of nominated candidates for vacancies on the Board of Trustees shall be presented to the Members as per notice requirements herein. At each Annual Meeting, the Membership, by a plurality of the votes cast, the Members shall elect new Trustees to replace those whose terms are expiring to terms of three (3) years in duration.

4.8 Vacancies

A vacancy in office shall arise upon the resignation, removal, refusal to act, incapacitation or death of a Trustee. A vacancy on the Board of Trustees occurring in the interim between Member Annual Meetings may be filled by an interim successor appointed by the Board of Trustees. At the next Member Annual Meeting following the vacancy, the Membership may elect, by a plurality vote, a permanent successor for the vacated position. Trustees elected to fill vacancies shall hold office for the remainder of the term of the vacated position in accordance with the classification of said position and until their successors have been elected and qualified. No period of interim service shall be considered for purposes of establishing limitations on the terms of Trustees.

Any vacancy in the office of trustee continuing for more than one year, or any vacancy reducing the number of Trustees to less than two-thirds of the full number may be filled by the Regents.

4.8.1 Newly Created Trusteeships

Newly created Trusteeships resulting from an increase in the number of Trustees shall be filled by vote of a majority of the Membership. Trustees elected to fill newly created Trusteeships shall hold office in accordance with their classification and until their successors have been elected and qualified.

4.9 Absences from Meetings

If a Trustee fails to attend three successive meetings, properly called, without excuse accepted as satisfactory by the Trustees, he/she shall be deemed to have resigned, and the vacancy shall be filled.

4.10 Resignation

Any Trustee may resign at any time by giving written notice to the President or the Recording Secretary of the Society.

4.11 Removal by the Regents.

The Regents may remove any Trustee of a Society created by them for misconduct, incapacity, neglect of duty, or where it appears to the satisfaction of the Regents that the Society has failed or refuses to carry into effect its educational purposes. A hearing in the proceeding for the removal of such Trustee(s) shall be had before the Board of Regents or a committee thereof and

the Trustee(s) shall be given at least ten days' notice of the time and place of such hearing. In case of removal, the Regents may appoint successors to the Trustees so removed.

4.12 Trustee Emeritus/Emerita

A Trustee who has been active, but finds it difficult to continue the same service, may be elected Trustee Emeritus/Emerita, whereby the Trustee's counsel and advice will not be lost to the office or to chair committees of the Board of Trustees, but this position does not confer any right to vote as a regularly elected Trustee.

4.13 Town Historian

Until December 31, 2023, the town historian, as appointed by the Woodstock Town Board, shall serve as an ex-officio, non-voting member of the Board of Trustees for the purposes of advising the Board on matters that may come before it, to assist in research requests and to serve as needed, as a liaison between the Society and the town. After December 31, 2023, the Woodstock town historian, if elected in accordance with these bylaws, may serve as a Trustee with the same rights and responsibilities as any other duly elected Trustee.

Article V: Meetings of Trustees

5.1 Time, Place and Purpose

Regular meetings of the Board of Trustees shall be held monthly or at such other frequency as established from time to time by the Board of Trustees for the purpose of transacting business as may be brought before meetings of the board.

5.2 Annual Meeting

The Board of Trustees, by yearly resolution of the Board, shall as soon as practicable after the Annual Meeting of the Membership, convene an Annual Meeting of the Board of Trustees for the purpose of appointing Officers of the Society. Reasonable advance notice of the Annual Meeting, including time, date, and location, shall be given by means of establishing a customary Meeting date, publishing the date of the meeting on the website of the Society, regular mail, facsimile, electronic communication, telephone and/or personal delivery.

5.2.1 Regular Meetings

The Board of Trustees, in accordance with a schedule to be determined by resolution to the Board, shall endeavor to annually convene six (6) Regular Meetings at the call of the President. Reasonable advance notice of the Regular Meetings, including time, date, and location, shall be given by means of the advance scheduling of meeting dates, publishing the dates of the meetings on the website of the Society, regular mail, facsimile, electronic communication, telephone and/or personal delivery.

5.3 Special Meetings

The Board of Trustees, whenever called by the President, the Secretary, or any two (2) Trustees, may convene Special Meetings in order to consider specific matters that may

be confronted by the Society between Regular Meetings, provided the order of business is limited solely to purposes specified in the meeting notice. Notice of Special

Meetings, including purpose, time, date and location, shall be given by regular mail, facsimile, electronic communication, telephone and/or personal delivery. If notice is given by telephone or personal delivery, it shall be given not less than three (3) days before the Meeting. If notice is given by regular mail, facsimile or electronic communication, it shall be given not less than five (5) days before the meeting.

5.4 Notice of Meetings

Notice of the time and place of every meeting set in a predetermined schedule need not be additionally mailed or emailed to every Trustee. Notice of meetings not on that predetermined schedule shall be e-mailed to the usual address of every Trustee, not less than five (5) nor more than ten (10), days before any Annual or Regular Meeting of the Trustees. This does not preclude the provision of additional meeting notice, by facsimile, publication on the website of the Society, electronic communication, telephone and/or personal delivery.

5.5 Waivers of Notice

Waivers of Notice. Notice of any Meeting of the Board of Trustees need not be given to any Trustee who submits a signed waiver of notice, by regular mail, electronic mail, facsimile or personal delivery, to the Board, the President or the Secretary, either before or after the Meeting, or who attends the meeting without protesting prior to formal commencement, the lack of formal notice.

5.6 Quorum and Adjournment of Meetings

The presence of not less than the majority of the Entire Board of Trustees shall constitute a quorum and shall be the number necessary to conduct business of the corporation. Meetings at which less than a quorum is represented may, however, be adjourned to a further date by those who attend, without further notice other than the adjournment of such meeting, and when a quorum shall be present on such adjourned date, any business may be transacted which might have been transacted at the meeting as originally called and communicated to all the Trustees, as specified by the bylaws. When a quorum is once present to organize a Meeting, it is not broken by the subsequent withdrawal of any Trustees. Trustees who are present at a meeting but not present at the time of a vote due to a conflict of interest or related party transaction shall be determined to be present at the time of the vote for purposes of determining if a quorum is present at such time.

5.7 Voting

At any meeting of the Board of Trustees, each Trustee shall be entitled to one vote and shall have the ability to freely make motions.

5.8 Action by the Board of Trustees

5.8.1 Action Defined. Except as otherwise provided by statute and/or Article XI of these By-Laws, an “act,” or “action,” of the Board of Trustees shall mean an

action at a meeting of the Board authorized by vote of a majority of the Trustees present at the time of the vote, provided a sufficient quorum is present.

5.8.2 Written Unanimous Consent. Any action required or permitted to be taken by the Board of Trustees may be taken without a meeting if the Entire Board submits to the Recording Secretary of the Society, or his/her designee, a written consent, delivered by regular mail, facsimile, electronic mail, or by other electronic means, authorizing a resolution to permit the action. A copy of the resolution, and all written consents thereto, shall be filed with the minutes of the proceedings of the Board.

5.8.3 Electronic Communication. Any, or all, Trustees, or committee member(s), may participate in any meetings of the Board of Trustees, by means of a conference telephone, electronic video screen communication, 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 a meeting of the Board.

5.9 Presumption of Concurrence.

5.9.1 Meeting Participation. A Trustee who participates in a meeting of the Board of Trustees at which an act, or action, on any corporate matter is taken shall be presumed to have concurred to the action taken unless said Trustee:

- i. assures that his/her dissent is entered in the minutes of the meeting;
- ii. files a written dissent to such act or action with the Secretary of the meeting before the adjournment thereof, or;
- iii. forwards a written dissent, by regular mail, facsimile, electronic communication or personal delivery, to the Secretary, immediately after the adjournment of the meeting.

5.9.2 Meeting Absence. A Trustee who is absent from a meeting of the Board at which an act, or action, on any corporate matter is taken shall be presumed to have concurred to the action taken unless said Trustee:

- i. forwards a written dissent, by personal delivery and/or registered mail, to the Secretary; or, a personally delivers, or, sends by registered mail, his/her written dissent thereto to the Secretary; or,
- ii. assures that his/her dissent is entered in the minutes of the meetings of the Board within a reasonable time after learning of such action.

Article VI: Officers

6.1 Officers

The officers of the Society shall be President, Vice-President, Treasurer, Recording Secretary and Corresponding Secretary.

6.2 Term / Vacancy

The Trustees, after the annual meeting of the Members, shall elect the officers from amongst the Trustees, every two years. The election must be by a majority vote of Trustees. Any vacancy in any office caused by any reason whatsoever, including the creation of a new office, may be filled by the Board of Trustees at any meeting by majority vote. The appointee shall serve the un-expired term of his/her predecessor except for the office of President which will be filled by the Vice-President until the next annual meeting.

6.3 Qualifications

Officers of the society must:

- Be a member in good standing of the Society
- Demonstrate an active interest in Society business
- Be at least eighteen (18) years of age
- Must not be felons

6.4 Materials, Records and Documents

Officers of the Society shall turn over to the President all Society funds, property, equipment, materials, documents, records, correspondence, etc. pertaining to their office within in fifteen (15) days of their successor taking office. Upon resignation or dismissal an officer shall immediately turn over all materials and records to the president.

6.5 Bond

The Board of Trustees may, from time to time, require bonding of some or all of officers and/or all Trustees of the Society. Such bonding is usually reviewed annually and shall be the sole expense of the Society. Officers and Trustees designated by the Board of Trustees to be bonded are required to cooperate with the insurance carrier.

6.6 Trustee Liability

All Trustees will be covered by the Society's Directors and Officers liability insurance policy.

Article VII: Duties of Officers

7.1 President

With the help of the Trustees, the President will set meeting agendas. The President shall call to order all meetings of the Members and the Trustees, and shall be the chief executive officer of the corporation. Subject to the supervision of the Board of Trustees, the President shall have general charge of the affairs of the Society and shall see that all orders and resolutions of the Board are carried into effect. The President shall, when required by the Board of Trustees, make a written report in respect to any designated matter in connection with the Society and its affairs. S/He shall execute and acknowledge, on behalf of the corporation, all contracts, documents, checks, bonds, or other instruments authorized by the Board of Trustees, except in cases where the signing and execution thereof shall be delegated by the Board or these bylaws to some officer or agent of the Society as so designated for this purpose by the Board. S/He shall perform all duties incident to the office of President and such other duties as may from time to time be delegated by the Board of Trustees.

7.2 Vice-President

The Vice-President will perform such duties as may be assigned from time to time by the President or the Board of Trustees; and shall serve as chair of Board of Trustees meetings in the temporary absence of the President; serves as acting President upon the resignation, dismissal, death or long-term disability or other inability of the President to serve until the Board of Trustees appoints an interim President or other new regular President is elected.

7.3 Treasurer

The Treasurer shall manage and administer all funds and securities of the Society; will assist the Finance Committee in the preparation of the Society's annual budget and administer the Society's annual budget; will personally approve all budgeted expenses for payment; will be responsible for assuring that the President is an alternate signer on all Society accounts; will be the alternate signing authority for contracts with the approval of the President; will maintain an official file of current contracts, agreements, licenses and insurance policies for the Society; shall maintain an updated inventory of material and equipment owned and leased by the Society, including donations; will annually submit all Society accounts to the Finance Committee, at any time as required by the Finance Committee; will maintain a historical file of Society financial Records, contracts and related materials; will report monthly, or as often as directed by the Trustees to the President and the Board of Trustees on the state of the Society's finances and perform such other duties as may be assigned from time to time by the President and the Board of Trustees.

7.4 Recording Secretary

The Recording Secretary takes the minutes of each meeting of the Members and Board of Trustees; provides a copy of the minutes for meetings of the Board of Trustees to each

Officer and Trustee within thirty (30) days and makes minutes available upon request of any Member; reads the minutes of the last meeting of the Members when requested by the President; records the official results of the vote at the Society's Membership and Board of Trustee Annual Meetings; maintains a separate file of Minutes and Resolutions of the Board of Trustees in perpetuity; maintains the historical file of minutes, resolutions, and other documents of the Board of Trustees; and performs such other duties as may be assigned from time to time by the President or the Board of Trustees. The offices of the Recording Secretary and Corresponding Secretary may be combined.

7.5 The Corresponding Secretary

The Corresponding Secretary maintains the Society's administrative correspondence and performs other duties as may be assigned from time to time by the President or the Board of Trustees.

Article VIII: Committees

8.1 Committee Types & General Authority & Responsibilities.

The Board of Trustees may permissibly charge committees to perform various functions on behalf of the Society in either of the two (2) available types: Committees of the Board and Committees of the Society. Each Committee of the Board and Committee of the Society, and every member thereof, shall serve at the pleasure of the Board. All Committees shall report to the Board, at its next scheduled Regular Meeting, all activities and determinations.

8.2 Committees of the Board.

Committees of the Board of Trustees shall be comprised solely of, at least, three (3) voting Trustees appointed by the Board and may be designated specific authority from time-to-time by the Board to take action that would legally bind the Board and/or the Society, provided that appointments to an Executive Committee, or similar committee however denominated, shall be made by approval of a majority of the Entire Board.

In accordance with statutory limitations, no Committee of the Board shall have such the authority in the following matters:

- i. submission to Members, if any, of any act, or action, requiring Members' approval by statute and/or these By-Laws;
- ii. filling of vacancies on the Board, or in any of its various committees;
- iii. fixing of compensation for Trustees, or members of its various committees;
- iv. authorization of any form of Fundamental Corporate Change, as set forth in these By-Laws, including, but not limited to, amendment or repeal of these By-Laws, or the adoption of new By-Laws;

- v. amendment or repeal of any resolutions of the Board, which by its terms shall not be capable of amendment or repeal;
- vi. the election or removal of Officers and Trustees;
- vii. the approval of a merger or plan of dissolution;
- viii. the adoption of a resolution recommending to the Members an action on the sale, lease, exchange or other disposition of all or substantially all the assets of the Society or, if there are no Members entitled to vote, the authorization of such transaction;
- ix. the approval of amendments to the Charter;
- x. making removals from office; or
- xi. granting degrees.

Additional limitations on the authority of Committees of the Board may exist as stated in these By-Laws or by majority vote of the Board of Trustees.

The Board shall appoint at least three (3) Trustees (with the exception of the Executive Committee which shall have at least five (5) Trustees) to serve on the following standing Committees of the Board: Executive and Audit. The Board may designate additional standing Committees of the Board, with such authority as the applicable resolution shall provide.

8.2.1 Executive Committee.

The Executive Committee shall be comprised of the elected Officers of the Society, President, Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer; and any additional members of the Board of Trustees that may be appointed to serve on the Committee from time-to-time. The President shall serve as the Chair of the Executive Committee. The Executive Committee shall maintain surveillance of the operations and affairs of the Society and, if given such authority pursuant to Section 8.2, shall be empowered to transact only such business as may be necessary between Regular Meetings of the Board of Trustees. Meetings of the Committee may be called by the Chair or by any three (3) members of the Committee.

8.2.2 Audit Committee.

The Audit Committee shall be comprised of, at least, three (3) Trustees, with the President and Treasurer excluded; however, under no circumstances shall the Society's "Independent Auditor" (as defined in Section 9.3), or a partner, employee of a business associate or "Relative" (as defined by *Appendix "A"*) of the Independent Auditor's firm, serve on the Committee. The Audit Committee shall be responsible for overseeing the overall fiscal affairs of the Society,

annually perform a financial review of the institution's financial transactions and reports, as well as identify if an independent audit by a certified public accountant is required by the Regents. With regard to responsibilities relative to conflicts of interest, the Committee shall be responsible for strict adherence to, and enforcement of, the Society's Board of Trustees Conflicts of Interest Policy, which is annexed to these By-Laws as *Appendix "A"*. It shall also assume policies and procedures are in place to ensure that all newly elected Trustees receive and submit upon election and annually thereafter Conflict of Interest Disclosure Statements, an unexecuted copy of which is annexed to these By-Laws as *Appendix "B,"* and that any case specific Related Party Transaction reports, together the minutes of any related meetings, are promptly provided to the Chair of the Committee and shall subsequently see to it that they are properly considered for auditing purposes.

8.3 Committees of the Society.

Committees of the Society shall be comprised of, at least, three (3) individuals appointed by the Board and may be designated specific authority from time-to-time by the Board. Committees of the Society are advisory in nature and cannot under any circumstances take actions that bind the Board and/or the Society. Committees of the Society may have non-voting members that are not on the Board of Trustees.

The Board shall appoint, at least, three (3) voting Trustees, non-voting members, and/or non-Trustees, to serve on the following standing Committees of the Society: Nominating Committee, Membership Committee and Finance Committee.

The Board may designate other standing, or *ad hoc*, Committees of the Society, with such authority as the applicable resolution shall provide.

8.3.1 Nominating Committee

The Nominating Committee shall consist of three (3) members of the Board. The committee will nominate a slate of nominees and prepare brief biographies. These will be presented to the Board for their approval. The Board will then present the slate to the Membership at the Membership Annual Meeting.

8.3.2 Membership Committee

The Membership Committee shall be chaired by a Trustee. This committee prepares and maintains the Society's membership records; collects dues; delivers funds and reports activity promptly to the Treasurer; prepares and administers the membership portion of the Society's budget; and performs such other duties as may be assigned from time to time by the President of the Board of Trustees. If there are insufficient individuals to comprise this committee, (minimum requires 1 Trustee to Chair and 2 others that can be non-trustees) the duties of the membership committee may be assigned to the Treasurer.

8.3.3 Finance Committee

The Finance Committee shall be comprised of at least three (3) Trustees. The Committee shall develop a budget for approval by the Board of Trustees; propose policies governing the finances of the Society for adoption by the Board; and endeavor to assure that all of the Society's institutional funds are deposited, invested and withdrawn in a manner consistent with all applicable statutes, regulations and contractual obligations, if any. The Committee shall assure that proper federal and state compliance and tax filings are submitted, and that any taxes due have been paid or otherwise addressed. It shall periodically review the Society's internal and financial controls, and the adequacy of the Society's insurance coverage.

8.4 Meetings.

Meetings of committees, of which no formal notice shall be necessary, shall be held at such time and place as may be fixed by the President or the Chair of the applicable Committee or by majority vote of the members of the committee.

8.5 Quorum and Manner of Acting.

Unless otherwise provided by resolution of the Board of Trustees, a majority of all of the members of a Committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of the Committee shall be the act of the Committee. The procedures and manner of acting of all committees shall be subject at all times to the direction of the Board.

Article IX: Budget & Finance

9.1 Financial Matters

9.1.1 The Board of Trustees shall approve the Society's budget prior to March 31 of the business year.

9.1.2 Annually the Board of Trustees shall establish a financial reserve. This reserve shall only be used in the event of an emergency as determined by the Board of Trustees. This shall be retained in an interest-bearing account in an accredited financial or investment institution, whenever possible.

9.2 Fiscal Year

The fiscal year of the Society shall begin on the first day of January and end on the last day of the year.

9.3 Independent Financial Audit

As may be required by the New York Board of Regents, the Audit Committee shall annually perform a financial review of the institution's financial transactions and reports.

Depending on the budget thresholds identified by the Regents, an independent audit by a certified public accountant (an “Independent Auditor”) may further be required. If so, the Audit Committee shall endeavor to identify an Independent Auditor and ensure that such oversight be compliant with all applicable statutory, regulatory and contractual obligations.

Financial Oversight and Audit Thresholds:

The Society shall:

- i. prepare an annual budget and financial statements that are regularly reviewed by the Board;
- ii. have formal financial policies and maintain written records of financial transactions and reports pursuant to generally accepted accounting practices;
- iii. appoint a Board-constituted audit committee, composed of a minimum of three board members other than the Treasurer and President, to review the institution’s financial transactions and reports;
- iv. conduct a financial review in accordance with the following:
 - (a) if the Society’s annual operating budget exceeds \$250,000, the Society shall annually conduct an independent audit by a certified public accountant, which shall include the auditor’s report and the auditor’s written opinion that the financial statements are presented fairly in all material respects and in conformity with generally accepted accounting principles applicable to not-for-profit organizations;
 - (b) if the Society’s annual operating budget is at least \$100,000 but no more than \$250,000, the Society shall annually conduct an independent review by a certified public accountant in conformity with generally accepted accounting principles applicable to not-for-profit organizations;
 - (c) if the Society’s annual operating budget is below \$100,000, no independent audit or review shall be required, provided that nothing herein shall relieve the Society of its responsibility to appoint an audit committee to review the Society’s financial transactions, pursuant to subparagraph (iii) of this paragraph;
- v. conduct its financial affairs in such a way that it does not jeopardize the ownership or integrity of its collections or any portion thereof; and

- vi. have obtained and continue to maintain tax-exempt status under section 501(c)(3) or other section, as applicable, of the Internal Revenue Code of 2017 or the corresponding provision of any future United States Internal Revenue Law.

Article X: Statutory Compliance

10.1 Conflicts of Interest & Related Party Transaction Protocols.

The Board shall adopt, and at all times honor, the terms of a written Conflicts of Interest & Related Party Transaction Policy to assure that its Trustees, Officers and Key Persons act in the Society's best interest and comply with applicable statutory, regulatory, and ethical requirements. The Conflicts of Interest & Related Party Transaction Policy shall include, at a minimum, the following provisions:

- i. *Procedures.* procedures for disclosing, addressing and documenting by the Board of Trustees, or an authorized committee thereof, as appropriate:
 - (a) Conflicts of Interest,
 - (b) possible Conflicts of Interest for a determination as to whether a conflict exists, and,
 - (c) Related Party Transactions,
- ii. *Restrictions.* stipulations that when the Board of Trustees, or an authorized committee, as appropriate, is considering a real/potential Conflict of Interest or Related Party Transactions, the interested party shall not:
 - (a) be present at, or participate in, any deliberations;
 - (b) attempt to influence deliberations; and/or,
 - (c) cast a vote on the matter.
- iii. *Definitions.* definitions of circumstances that could constitute a Conflict of Interest and/or Related Party Transaction.
- iv. *Documentation.* requirements that the existence and resolution of the conflict and/or transaction be documented in the records of the Society, including in the minutes of any meeting at which the conflict was discussed or voted upon; and,
- v. *Audit-Related Disclosure.* protocols to assure for the disclosures of all real or potential Conflicts of Interest and/or Related Party Transaction are properly forwarded to the Board of Trustees, or another authorized committee, as appropriate, for purposes of audit-related consideration.

10.2 Conflicts of Interest & Related Party Transaction Conflicts Policy.

The Conflicts of Interest and Related Party Transaction Policy of the Society, required to comply with the mandates of Section 1 of this Article, is annexed hereto and made a part hereof as *Appendix “A.”* This policy may only be amended, modified, or repealed by a two-thirds majority vote of the Board of Trustees present at any Annual Meeting, Regular Meeting or Special Meeting called for that purpose with the change in policy to not be applicable to any pending or currently being reviewed real or potential Conflicts of Interest or Related Party Transaction.

10.3 Potential Conflicts Disclosure Statement.

The Potential Conflicts Disclosure Statement of the Society, required in order to comply with the mandates of Section 1 of this Article, is annexed hereto and made a part hereof as *Appendix “B.”*

Article XI: Fundamental Corporate Changes

11.1 By-Law Amendment.

These By-Laws may be amended, repealed or altered, in whole, or in part, by a two-thirds (2/3) majority vote of the Trustees present at any Annual Meeting, Regular Meeting or Special Meeting called for that purpose. By-Laws amendments must be submitted to the appropriate State Education Department Program Office.

11.2 Charter Certificate Amendment.

The Society’s Charter Certificate may be changed or amended, in whole, or in part, by, at least, a three-fourths (3/4) majority vote of the Entire Board of Trustees present at any Annual Meeting, Regular Meeting or Special Meeting called for that purpose. A Petition for Amendment shall carry the required and notarized affirmations to be submitted to the State Education Department, Office of Counsel, for approval and filing.

11.3 Creation of Corporate Affiliate Relationship.

This Society may enter into an Affiliate (as defined by Appendix “A”) relationship, such as a parent/subsidiary with another corporation, or form a new Society for purposes of establishing an Affiliate relationship, by a two-thirds (2/3) majority vote the Trustees present at any Annual Meeting or Special Meeting called for that purpose.

11.4 Merger or Consolidation.

This Society may be merged or consolidated with any two or more corporations chartered under the powers of the Regents, by, at least, a three-fourths (3/4) majority vote of the Trustees of each Society present at any Annual Meeting or Special Meeting, separately and specially, called for that purpose. Such motion shall be duly verified by the Chairperson and Secretary of such meeting and shall be annexed to the Petition for Merger to be filed with the Board of Regents. As a Museum authorized to maintain its

own collections, if any proposed Merger or Consolidation would result in the Constituent Corporations becoming “related by common membership, governing bodies, trustees, officers, shared finances, collections or facilities,” then the merged/consolidated Surviving corporation shall have a Board of Trustees of which no more than one-third (1/3) are Officers and/or Trustees of the non-surviving Constituent Corporation.

11.5 Sale, Lease, or Mortgage of Real Property or Other Assets.

For the sale, lease, or mortgage of all, or substantially all, of the real property or other assets of the Society, the Board shall adopt a resolution recommending such sale, and shall specify the terms and conditions of the proposed transaction, including the consideration to be received by the Society and the eventual disposition to be made of such consideration, together with a statement that the dissolution of the Society is or is not contemplated thereafter. The resolution shall be submitted to a vote at a meeting of Members entitled to vote thereon, which may be either an Annual or a Special Meeting. Notice of the Meeting shall be given to each member. At such Meeting, by two-thirds (2/3) majority vote, the Members may approve the proposed transaction according to the terms of the resolution of the Board, or may approve such sale, lease, exchange or other disposition and may authorize the Board to modify the terms and conditions thereof. Such sale, lease, or mortgage must be presented for approval in a Verified Petition to the Supreme Court of the Judicial District wherein the Society has its principal place of business. After such authorization, the Board in its discretion may abandon such sale, lease, exchange or other disposition of assets, without further action or approval.

11.5.1 Acquisition of property by gift.

The acquisition of personal or real property to the Society by means of a gift instrument, and which property is not associated with the mission of the Society, shall require that the Regents authorize such receipt within one year.

11.6 Dissolution.

11.6.1 Procedure.

This Society may be dissolved by a three-fourths (3/4) majority vote of the Board of Trustees and a two-thirds (2/3) majority vote of those entitled to cast ballots for a resolution of the Membership, provided that the Petition for Dissolution to the Regents is approved with the issuance of an Order of Dissolution.

11.6.2 Residual Assets.

Upon the issuance of an Order of Dissolution, within three (3) months, the Board of Trustees shall petition the Supreme Court in the Judicial District where the principal office of the Society is or was located for an order directing the disposition of any and all property belonging to the Society. Such Petition shall be duly verified and shall set forth a complete statement of all the assets, together with their location and an estimate of their value, and also a statement of the ascertainable debts of the Society. A copy of such Petition shall be served upon

the Regents and the Attorney General not less than ten (10) days prior to such application.

The Court shall direct the sale of sufficient designated assets to pay any outstanding debts and the cost of dissolution. The Regents and the Board of Trustees may present to the Court their recommendation as to the disposition of the remaining property of the Society if there be library books, objects of art or of historical significance, as far as possible they shall not be sold but shall be transferred to libraries, museums or educational institutions willing to accept them. If a Charter Certificate contains a provision indicating a proposed disposition of the assets in case of Dissolution, such provision shall be followed by the Court in its order as far as practicable. If there be any surplus moneys after payment of debts and the expenses of liquidation, the Court may direct that the same be devoted and applied to any such educational, religious, benevolent, charitable or other objects or purposes as the said trustees may indicate by their petition and the said court may approve.

Upon the revocation of the Charter Certificate of an educational corporation or its Dissolution, the Trustees of such corporation shall be empowered to continue in office for the purpose of settlement of the affairs of the corporation.

Article XII: Miscellaneous Provisions

12.1 Compensation

Trustees are not eligible for compensation for their service as Trustee. However, if properly authorized, Trustees may permissibly receive other compensation for services that may be rendered to the Society, provided any such compensation is awarded pursuant to all applicable policies and procedures required by statute, regulation and/or these By-Laws. In addition, the activities of the Society shall be conducted in such a manner that no part of its net earnings or holdings shall inure to the benefit of any member, Trustee, officer, or individual.

12.2 Reimbursement.

Notwithstanding the mandates of this Article, at the discretion of the Board of Trustees, individual Trustees, Officers, members of Committees and employees may be reimbursed in an amount determined by the Board for expenses reasonably incurred by them in the performance of their duties on behalf of the Society.

12.3 Loans.

No loans shall be made by the Society to its Trustees, Officers, members of committees or to any other corporation, firm or other entity in which one or more of its Trustees, Officers or committee members are directors or officers or hold a substantial financial interest, except as may be permitted by statute.

12.4 Political Activity

The Society shall be non-partisan in all activities. No part of activities of the Society shall consist of carrying on propaganda, or otherwise attempting to influence legislation at the county or state level or any level whatsoever; and the Society shall not participate in or interact with (including the publishing or distribution of statements) any political campaign on behalf of any candidate for office.

12.5 Indemnification of Trustees and Officers

The Society may, with the approval of a majority of the Full Board, indemnify its Trustees and Officers against judgments, fines, amounts paid in settlement and reasonable expenses and costs, including attorneys' fees, in connection with any claim asserted against the Trustee, Officer, by court action, or otherwise, by reason of the fact that such person was a Trustee or Officer of the Society and acting in good faith for a purpose which such person reasonably believed to be in the best interest of the Society, and was not unlawful, unethical or immoral. To assure adequate indemnification, the Society shall be required to purchase and maintain appropriate Directors and Officers ("D & O") liability insurance coverage. Any such indemnification, and related insurance, shall be considered, awarded and governed by the terms of a comprehensive Indemnification and Insurance Policy, a copy of which is annexed hereto, and made a part hereof as *Appendix "C."*

As adopted by the membership at (annual/special/regular) meeting on the 1st day of October, 2023.

Secretary

APPENDIX A—Board of Trustees Conflicts of Interest & Related Party Transaction Policy

1. Policy Requirements.

Any real or potential “Conflict of Interest” and/or “Related Party Transaction” (each as defined herein) and any other interested matter must be addressed in accordance with the terms of this Board of Trustees Conflicts of Interest and Related Party Transactions Policy. Any Conflict of Interest and/or Related Party Transaction, or any other interested matter, authorized in a manner that is materially inconsistent with the terms of this policy may be subsequently rendered void or voidable by a vote of a majority of the Board of Trustees, excluding any Trustees with an interest in the subject transaction or matter.

2. Definitions.

- a. Conflict of Interest. Unless otherwise specifically excluded herein, a “Conflict of Interest” means any transaction, agreement or any other arrangement, including, but not limited to a “Related Party Transaction,” as defined herein, between this Society and another individual or entity that confers a direct, substantial benefit to any Related Party, as defined herein. The assessment of, and any determination concerning any Conflict of Interest must be considered in strict compliance with the adopted policies and procedures of the Society.

- b. Related Party Transaction. Unless otherwise specifically excluded herein, a “Related Party Transaction” means any transaction, agreement or any other arrangement in which a Related Party has a financial interest and in which the Society, or any Affiliate (as defined by statute), is a participant. The following circumstances shall not be considered a Related Party Transaction for purposes of interpretation of this definition or consideration of a Related Party Transaction by the Board of Trustees:
 - i. the transaction, or the Related Party’s financial interest in the transaction is *de minimus*;
 - ii. the transaction would not customarily be reviewed by the Board, or Boards of similar organizations, in the ordinary course of business and is available to others on the same or similar terms; or
 - iii. the transaction constitutes a benefit provided to a Related Party solely as a member of a class of the beneficiaries that the Society intends to benefit as part of the accomplishment of its mission which benefit is available to all similarly situated members of the same class on the same terms.

The assessment of, and any determination concerning, any Related Party Transaction, must be considered in strict compliance with the adopted policies and procedures of the Society.

- c. Related Party. A “Related Party” means any:
- i. Officer (of the Society or any Affiliate), as defined by statute;
 - ii. Trustee (of the Society or any Affiliate), as defined by statute;
 - iii. Key Person (of the Society or any Affiliate), as defined by statute;
 - iv. founder of the Society;
 - v. individual who has made substantial monetary contributions to the Society;
 - vi. Relative, as defined by statute, of an Officer, Trustee, Key Person, founder or substantial contributor;
 - vii. entity where an Officer, Trustee or Key Person, founder or substantial contributor or a Relative thereof, directly or indirectly, holds a thirty-five percent (35%), or greater, ownership or beneficial interest; or,
 - viii. partnership or professional Society where an Officer, Trustee or Key Person, founder or substantial contributor or a Relative thereof, directly or indirectly, has an ownership interest in excess of five percent (5%).

3. *General Disclosure.*

Prior to initial election, and annually thereafter, each Trustee shall be required to complete, sign and submit to the Recording Secretary, or an authorized designee, as appropriate, a written statement identifying, to the best of the Trustee’s knowledge, any entity of which such Trustee is an officer, Trustee, Director, owner (either as a sole proprietor, partner or member) or employee and with which the Society has a relationship, and any transaction in which the Society is a participant and in which the Trustee might have a real or potential interest. The Recording Secretary shall provide a copy of all completed disclosure statements to the Board of Trustees, or another authorized committee thereof, as appropriate. A copy of each disclosure statement shall be available to any Trustee on request.

4. *Specific Disclosure.*

If at any time during his or her term of service, a Trustee, Officer or Key Person acquires an interest, or circumstances otherwise arise, which could give rise to a real or potential Conflict of Interest and Related Party Transaction, or any other interested matter, he or she shall promptly disclose, in good-faith, to the Board of Trustees, or an authorized committee thereof, as appropriate, the material facts concerning such interest.

5. *Process of Review.*

Unless the Board of Trustees elects to directly assume such responsibility, the Audit Committee, or another designated Committee of the Board, shall thoroughly review any real, or potential,

Conflict of Interest or Related Party Transaction, or any other interested matter and submit to the Board a recommendation as whether or not it should be approved.

6. *Affiliate Transactions.*

The current, or prior, service of an Officer, Trustee or Key Person of this Society, or a Relative thereof, all as defined by statute, as an officer, Trustee or employee, or the equivalent thereof, of any corporate entity that is, i) considered to be an Affiliate, as defined by statute; ii) otherwise, controlled by, or controls, this Society, and/or; iii) is an Affiliate of any corporate entity controlled by, or that controls, this Society, shall not, standing alone, be considered a Conflict of Interest or a Related Party Transaction for purposes of interpretation of the definition of either term or consideration of any such matter.

7. *Standard of Review.*

For purposes of this policy, amongst the considerations of the Board of Trustees, the Audit Committee, or another authorized Committee of the Board, as appropriate, relative to assessment of any real or potential Conflict of Interest and/or Related Party Transaction, shall be the determination as to whether any financial interest, amounts to a Conflict of Interest and/or a Related Party Transaction, each as defined herein. Should any such financial interest be considered a Conflict of Interest and/or a Related Party Transaction, the terms of this “Conflict of Interest and/or Related Party Transaction Policy” shall apply with regard to proper consideration of the matter. Should the financial interest not amount to a Conflict of Interest and/or Related Party Transaction, as defined herein, the transaction shall be considered an ordinary business matter unworthy of additional non-customary review and/or documentation.

8. *Authorization of Conflicts of Interest & Related Party Transactions.*

The Society shall not enter into any matter considered to be a Conflict of Interest and/or a Related Party Transaction, or any other interested matter, unless such a financial transaction, or other matter, is determined by the Board, or an authorized committee thereof, to be fair, reasonable and in the Society’s best interest at the time of such determination.

9. *Authorization of Transactions Concerning Substantial Financial Interest.* With respect to any Conflict of Interest and/or Related Party Transaction, or other interested matter, in which a Related Party, or otherwise conflicted individual, has a substantial financial interest, the Board of Trustees, the Audit Committee, or another authorized designated Committee of the Board, as appropriate shall:

- i. prior to entering into any such transaction, or matter, to the extent practicable, consider alternative transactions and/or a review of information compiled from, at least, two (2) independent appraisals of other comparable transactions;
- ii. approve the transaction by not less than a two-thirds (2/3) majority vote of the Trustees and/or committee members, as appropriate, present at the meeting; and,
- iii. contemporaneously document the basis for approval by the Board, or authorized committee, as appropriate, which shall include the preparation of a written report,

to be attached to the minutes of any meeting where the transaction or matter was deliberated or authorized, identifying the details of the transaction or matter; alternate transactions considered; materials or other information reviewed, Trustees, or committee members, present at times of deliberations; names of those who voted in favor, opposed, abstained or were absent; and, the specific action authorized.

10. Restrictions.

With respect to any Conflict of Interest and/or Related Party Transaction, or any other conflicted matter, considered by the Board, the Audit Committee, or another authorized designated Committee of the Board, as appropriate, no Related Party, or otherwise conflicted individual, shall:

- i. be present at, or participate in, any deliberations;
- ii. attempt to influence deliberations; and/or,
- iii. cast a vote on the matter.

Nothing herein shall prohibit the Board, or authorized committee, as appropriate, from requesting that a Related Party, or otherwise conflicted individual, present information concerning a Conflict of Interest and/or Related Party Transaction, or any other interested matter, at a Board, or authorized committee thereof, meeting prior to the commencement of deliberations or related voting.

11. Audit-Related Disclosure.

It shall be the duty of the Recording Secretary to see to it that all newly received and annually submitted Trustee Disclosure Statements and any case specific Conflict of Interest and/or Related Party Transaction reports, together the minutes of any related meetings, are promptly provided to the President of the Board of Trustees, or the chair an authorized committee thereof, as appropriate, in an effort to assure that they are properly considered for auditing purposes, if applicable.

**APPENDIX B—Code of Ethical Conduct
& Annual Potential Conflicts Disclosure Statement**

As a 501 (c) not-for-profit corporation domiciled in the State of New York, the Board of Trustees of the Historical Society Woodstock is committed to maintaining the highest standard of conduct in carrying out its fiduciary duties of care, obedience and loyalty in pursuit of its charitable mission. As such, each and every member of the Board of Trustees shall adhere to the following code of conduct:

Bylaws & Policies

- Be aware of and fully abide by the constitution, bylaws, rules and regulation of the Historical Society of Woodstock and policies of the Society, pursuant to the Not-for-Profit Corporation Law (N-PCL) of the State of New York.
- Ensure compliance of the Society with all laws, regulations and contractual requirements.
- Respect and fully support the duly made decisions of the board in accordance with their fiduciary duties of obedience and loyalty.
- Respect the work and recommendations of committees who are duly charged and have convened and deliberated accordingly, pursuant to the N-PCL.
- Work diligently to ensure that the board fully assumes its role as policy-making, governing body.

Informed Participation

- Attend most, if not all, meetings of the board and assigned committees.
- Keep well-informed of all matters, including financial, that come before the board and or assigned committees.
- Respect and follow the “chain of command” of the board and administration.
- Constructively and appropriately bring to the attention of the board, officers, committee chairs and/or appropriate staff any questions, personal views, opinions and comments of significance on relevant matters of governance, policymaking and our constituencies.
- Oppose, on the record, board actions with which one disagrees or is in serious doubt.
- Appropriately challenge, within the structure and bylaws of the corporation, those binding decisions that violate the legal, fiduciary or contractual obligations of the corporation.

- Do not fully commit to others or self to vote a particular way on an issue before participating in deliberation session in which the matter is to be discussed and action duly taken.
- Act in ways that do not interfere with the duties or authority of

staff.

Conflict of Interest, Representation & Confidentiality

- Represent the best interests of the Society of all times and to declare any and all duality of interests or conflicts of interests, material or otherwise, that may impede or be perceived as impeding the capacity to deliberate or act in the good faith, on behalf of the best interests of the corporation. This includes those interests or conflicts that may pertain to another entity related to the Historical Society of Woodstock.
- Conform to the procedures for such disclosure and actions as stated in the bylaws or otherwise established by the board of trustees, pursuant to N-PCL.
- Do not seek or accept, on behalf of self or any other person, any financial advantage or gain that may be offered because or as a result of the board member's affiliation with the Historical Society of Woodstock.
- Publicly support and represent the duly made decisions of the board.
- Speak positively of the organization of the Historical Society of Woodstock members, and all current and potential stakeholders and constituencies.
- Do not take any public position representing Historical Society of Woodstock on any issue that is not in conformity with the official position of the corporation.
- Do not use or otherwise relate one's affiliation with the board to independently promote or endorse political candidates or parties for the purpose of election.
- Maintain full confidentiality of information obtained as a result of board service in accordance with board policy or direction.

Interpersonal

- Speak clearly, listen carefully to and respect the opinions of fellow board members and key staff.
- Promote collaboration and partnership among all members of the board.
- Maintain open communication and an effective partnership with the Board's officer and committee leadership.
- Be "solution focused", offering criticism only in a constructive manner.

- Do not filibuster or engage in activities during meetings that are intended to impede or delay the progress and work of the board because of differences in opinion or other personal reasons.
- Always work to develop and improve one's knowledge and skills that enhances one's abilities as a board member.

—Annual Potential Conflicts Disclosure Statement—

As a Trustee or Officer or Key Person of the Society, prior to your being seated on the Board of Trustees or commencing employment with the Society, as appropriate, and annually thereafter, you are required to truthfully, completely and accurately disclose all information requested herein and to promptly update all such information as factual circumstances may change from time-to-time.

Please circle ‘Yes’ or ‘No’ & provide additional information when requested.

Financial Information Return Disclosure

Responses to the following questions may be required to complete financial information returns annually submitted to the Internal Revenue Service and the Office of the Attorney General.

1. Have you served as an Officer, Trustee, Key Person, partner or member of, or hold a thirty-five percent (35%) or greater ownership or beneficial interest, or in the case of a partnership or professional corporation, a direct or indirect ownership interest exceeding five percent (5%), in an entity, which during the most recently completed, or current, fiscal year, had, or are reasonably anticipated to have, a direct, or indirect, business relationship, with the Society?

No ***Yes*** If ***Yes***, attach a detailed explanation of the circumstances.

2. Have you, individually, or through an entity where you hold a thirty-five percent (35%) or greater ownership or beneficial interest, or in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of five percent (5%), during the most recently completed, or current, fiscal year, had, or are reasonably anticipated to have, a direct, or indirect, business relationship, with any individual who is a current or former “Officer,” “Trustee” or “Key Person?”

No ***Yes*** If ***Yes***, attach a detailed explanation of the circumstances.

3. Do you have a Relative who, during the most recently completed, or current, fiscal year, had, or is reasonably anticipated to have, a direct, or indirect, business relationship with the Society?

No ***Yes*** If ***Yes***, attach a detailed explanation of the circumstances.

4. Have you, or did you have a Relative who, during the most recently completed, or current, fiscal year, had, or is reasonably anticipated to have, any transaction with the Society that might reasonably be considered a real or potential conflict of interest pursuant to the Society’s Board of Trustees Conflicts of Interest Policy, which has not been otherwise disclosed herein?

No ***Yes*** If ***Yes***, attach a detailed explanation of the circumstances.

5. The Society relies upon a comprehensive written Conflicts of Interest & Related Party Transaction Policy, has the Board of Trustees neglected to provide you with a current draft of this policy or a sufficient opportunity to review and discuss its terms?

No

Yes

If *Yes*, attach a detailed explanation of the circumstances.

—Certification—

I, the undersigned, certify that I have read and understand the Code of Ethical Conduct and Board of Trustees Conflicts of Interest & Related Party Transaction Policy. I agree that my actions will comply with the Code of Ethical Conduct and the disclosures found in the Annual Potential Conflicts Disclosure Statement. I further affirm that neither I, as a Related Party nor any Relative have, or had, an interest, or has taken any action, that contravenes, or is likely to contravene, the Conflicts of Interest and Related Party Transaction Policy of the Society or, otherwise impedes my ability to act as a fiduciary and in the best interests of the Society, except those that may have been disclosed herein.

Signature

Date

Name

Title (Officer or Trustee)

** Note: for purposes of the Questions above, the definition the term “payments” does not include charitable contributions, dues or fees paid to the Society for services which the Society performs as part of its nonprofit purposes, or payments made by the Society at fixed or non-negotiable rates or amounts for services received, provided that such services by and to the Society are available to individual members of the public on the same terms, and such services received by the Society are not available from another source.*

APPENDIX C—Indemnification & Insurance Policy

1. *Authorized Indemnification.*

Unless clearly prohibited by applicable statute, regulation or these By-Laws, the Society may, with the approval of a majority of the Full Board, indemnify any person (an “Indemnified Person”) made or threatened to be made a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by the Society, by reason of the fact that s/he (or her/his Testator or Administrator, if then deceased), whether before or after adoption of this Article: (a) is or was a Trustee or Officer of the Society; or (b) is serving or served, in any capacity, at the request of the Society, as a Trustee or Officer of any other corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided the Society shall have consented to such settlement) and reasonable expenses, including attorneys’ fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding.

2. *Prohibited Indemnification.*

The Society shall not indemnify any person if a judgment, or other final adjudication, adverse to any Indemnified Person establishes, or the Board of Trustees in good faith determines, that such person’s acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that s/he personally garnered any financial profit or other advantage to which s/he was not legally entitled.

3. *Advancement of Expenses.*

The Society shall, on request of any Indemnified Person, who is or may be, entitled to be indemnified by the Society, pay or promptly reimburse an Indemnified Person’s reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified Person makes a written commitment to repay the Society, with interest, for any amount advanced for which it is ultimately determined that he/she is not entitled to be indemnified pursuant to statute or these By-Laws. An Indemnified Person shall cooperate with any request by the Society that common legal counsel be used by the parties for such action or proceeding who are similarly situated unless it would be inappropriate to do so because of real or potential conflicting interests of the parties.

4. *Indemnification of Others.*

Unless clearly prohibited by law or these By-Laws, the Board, with the approval of a majority of the Full Board, may approve indemnification by the Society, as set forth in Section 1 of this Article, or advancement of expenses as set forth in Section 3 of this Article, to a person (or her/his Testator or Administrator, if then deceased) who is or was employed by the Society or who is or was a volunteer for the Society, and who is made, or threatened to be made, a party in any

action or proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken in connection with service at the request of the Society in any capacity for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

5. *Determination of Indemnification.*

Indemnification mandated by a final order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action or proceeding against an Indemnified Person, if indemnification has not been ordered by a court, the Board shall, upon written request by an Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to these By-Laws. Before indemnification can occur, the Board must expressly find that such indemnification will not violate the provisions of Section 2 herein. No Trustee with a personal interest in the outcome, or who is a party to such actual or threatened action or proceeding concerning which indemnification is sought, shall participate in this determination. If a quorum of disinterested Trustees is not obtainable, the Board shall act only after receiving the opinion in writing of independent legal counsel that indemnification is proper in the circumstances under then applicable law and these By-Laws.

6. *Binding Effect.*

Any person entitled to indemnification under these By-Laws has a legally enforceable right to indemnification which cannot be abridged by amendment of these By-Laws with respect to any event, action or omission occurring prior to the date of such amendment.

7. *Insurance.*

The Society is required to purchase Directors and Officers (“D & O”) liability insurance coverage. To the extent permitted by law, such insurance shall insure the Society for any obligation it incurs as a result of this Article, or operation of law, and it may insure directly the Trustees or Officers of the Society for liabilities against which they are not entitled to indemnification under this Article, as well as for liabilities against which they are entitled or permitted to be indemnified by the Society.

8. *Nonexclusive Rights.*

The provisions of this Article shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Board is authorized to enter into agreements on behalf of the Society with any Trustee, Officer, employee or volunteer to provide them rights to indemnification or advancement of expenses in connection with potential indemnification in addition to the provisions therefore in this Article, subject to the limitations of Section 2 herein.