

Hudson-Athens Lighthouse Preservation Society Inc. By-Laws

Article I: The Society

Section 1: Name of the society

The name of the not for profit corporation is the Hudson-Athens Lighthouse Preservation Society Inc. The Lighthouse is located in the middle of the Hudson River between the Village of Athens and the City of Hudson, and within the Village of Athens, New York.

Section 2: Status of the Society

The Society shall be a public supported, non-profit organization. The society now holds title to the lighthouse as transferred by the U.S. Coast Guard as of July 3, 2000. The U.S. Coast Guard will maintain the light in the lighthouse as an aid to navigation and is allowed access thereof.

Section 3: Purpose of the Society

The objectives and purposes of Hudson-Athens Lighthouse Preservation Society **Inc.** shall be:

- To restore, preserve and maintain the Hudson-Athens Lighthouse as a nationally recognized historic structure.
- To preserve and maintain the Lighthouse for the enjoyment of the general public.
- To exhibit a collection of artifacts that relate to Hudson River history and the history of the Hudson-Athens Lighthouse and it Keepers.
- To provide tours to the Lighthouse during the boating season for school, scouts, civic organizations, the general public and when approved by the Board of Directors, private functions.
- To inform the public about the Society and the Lighthouse through lectures, publications, a web site, tours and local press releases.

Article II: Membership

Section 1: Admission of Members

- A. All persons interested in the objectives and purposes of the Society may become members by payment of dues.
- B. All members in good standing may vote at the Annual Meeting to be held on the third Wednesday in October.

Section 2: Dues

- A. Dues shall be established by the Board of Directors as required for the operation of the Society.
- B. Dues shall be established at levels to encourage membership and those categories and amounts are to be reviewed by the Executive Committee and set by resolution of the Board of Directors.
- C. Annual dues shall be set for a rolling twelve (12) month period. Dues notices shall be mailed the first week of the month in which a particular membership terminates.

Article III: Officers, Executive Committee, and Board of Directors

Section 1: Officers

The elected officers of the Society shall be President (President Elect), 1st. Vice President, 2nd. Vice President, Recording Secretary, Corresponding Secretary and Treasurer. This group is the Executive Committee.

Section 2: Appointment of the Nominating Committee

- A. At the Board of Directors meeting in July, the President shall appoint a chair and two members from the Board of Directors to the Nominating Committee.
- B. The Nominating Committee shall present its slate of officers at the regularly scheduled meeting in August.
- C. Nominations will be made public prior to the election of officers at the annual meeting in October.
- D. Nominations shall be accepted in writing from the general membership up until one week prior to the annual meeting.

Section 3: Terms of Officers and Elections

- A. Officers shall be elected for a two year term.
- B. An annual meeting shall be held on the third Wednesday in October unless otherwise specified by the Board of Directors. Election of officers and appointment to the Board of Directors will occur biannually.
- C. The President Elect shall hold the title of President Elect from the date of the Annual Meeting of their election until January 1st, at which time he/she shall assume the office and responsibilities of President. At that time, the current President shall become Past President. On the date of election, all other officers shall assume the offices to which they were elected.

Section 4: Board of Directors

The membership of the Board of Directors shall consist of at least 6 members of the Society, the six elected officers, and president elect/past president.

Section 5: Appointments and Terms of Board of Directors

- A. The Members of the Board of Directors who are not elected officers will be selected by the vote of the Executive Committee.
- A. If a vacancy occurs on the Board of Directors, the President shall fill this vacancy by appointment from the membership.
- B. Membership on the Board of Directors shall be for a two year term with no limit on the number of terms.
- C. Acceptance of appointment to the Board of Directors shall be acknowledged in writing.

Section 6: Duties of the President

- A. The President shall preside at the meetings of the Society, all meetings of the Board of Directors and the Executive Committee, and shall be a member, ex-officio, of all appointed committees, except the nominating committee.
- B. With approval by the Board, the President or designee shall:
 - 1. Appoint the Newsletter Editor and Chairpersons of all committees
 - 2. Fill, by appointment, a vacancy in any office during the year
 - 3. Coordinate activities of the Society and delegate responsibilities
 - 4. Execute contracts on behalf of the Society with the approval of the members
 - 5. Represent the organization at public meetings and in liaisons
 - 6. Conduct public relations activities such as lectures, interviews, etc., on behalf of the organization.
 - 7. Correspond with legislators, public officials and others in the interest of the organization and as needed to procure grants and other gifts and services for the good of the maintenance and renovation/restoration of the lighthouse and to facilitate programs.

Section 7: Duties of the 1st Vice President

Upon approval by the Board, the 1st Vice President shall:

1. Organize and expedite work related to the care, maintenance and preservation of the lighthouse.
2. Purchase/lease materials, equipment, and other items in order to repair or maintain the site.
3. Schedule work details

In addition, the 1st Vice President shall act in the capacity of the President whenever that officer is unable to serve.

Section 8: Duties of the 2nd Vice President for Administration

The 2nd Vice President shall serve the organization at the discretion of the President in such administrative duties as deemed necessary to facilitate policies and programs and serve as chairperson of the membership committee.

Section 9: Duties of the Recording Secretary

The Recording Secretary shall:

1. Record and make available to the membership the minutes of all actions of the meetings of the Society, the Executive Committee, and the Board of Directors.
2. Send notices of all meetings
3. Insure all government reports are submitted as required.
4. Perform such other duties as may be delegated by the President
5. Be a member of the Membership and Insurance committees and chair the latter

Section 10: Duties of the Corresponding Secretary

The Corresponding Secretary shall:

1. At the discretion of the President, respond to communications received by the society
2. Be a member of the Membership and Insurance committees and shall send or write all necessary correspondences to the membership and public as required.
3. Perform such other duties as may be delegated by the President

Section 11: Duties of the Treasurer

The Treasurer shall:

1. Be the custodian of the funds of the Society and shall collect all dues and receive all monies collected by the various committees

2. Make disbursements as directed by the Executive Committee, Board of Directors, or the membership
3. Keep full and accurate accounts and present financial statements at the monthly meetings
4. Prepare an annual report for the fiscal year, January 1st to December 31st.
5. Be a member of the Membership committee and the Insurance committee
6. Shall prepare and make available all financial statements for audit

Section 12: Duties of the Executive Committee

The Executive Committee oversees the operation of the Society.

Section 13: Duties of the Board of Directors

The Board of Directors shall make policy decisions that govern the Society, approve the annual budget, and authorize the Society to enter into contractual agreements and adopt necessary amendments to the bylaws.

Each member of the Board of Directors of the Society has a fiduciary responsibility to act in the best interests of the Society. All members shall sign a conflict of interest statement.

Article IV: Standing Committees and Their Duties

A. Membership

The Membership committee shall formulate plans to increase the membership of the Society.

The Membership committee shall maintain a current directory of members.

Members of the committee shall serve as hosts at meetings and shall be responsible for greeting members and guests.

The Membership committee shall provide new members with copies of the By-Laws and all other pertinent information by request.

B. Building

The Building committee shall be responsible for the preservation and maintenance of the Lighthouse building, structure and dock and oversee winterization procedures including purchasing of material and equipment. The building committee shall work with the 1st Vice President.

C. Fund-Raising

The Fund-Raising committee shall be responsible for the formulation and operation of all fund-raising activities.

D. Grants

The Grants committee shall investigate all possibilities for grants as determined to be applicable to the purposes of the Society.

The Grants committee shall prepare and submit all grants and shall follow-up and report on status of the same.

E. Transportation

The Transportation Chairperson shall be responsible for storing and maintenance of the lighthouse boat(s) and trailer and insuring that registrations are current.

F. Merchandising

The Merchandising Chairperson shall maintain an inventory and adequate supply of saleable memorabilia and shall be responsible for displaying such memorabilia at all functions in which the Society participates and research available items for sale.

G. Program

The Program committee shall be responsible for planning programs for meetings and shall make all arrangements as required. The Chairperson shall host such meetings.

H. Publicity

The Publicity Committee shall submit press releases for all Society events and circulate flyers as required and all pertinent public information.

I. Refreshments

The Refreshment committee shall furnish refreshments at meetings and events as requested by the President.

J. Newsletter

The Editor or President shall publish a quarterly newsletter.

Article V: Special Committees

Section 1: Audit Committee

- A. The Audit Committee shall consist of three members appointed by the President Elect at the November meeting of the Board of Directors.
- B. The Audit Committee duties shall be to audit the Treasurer's accounts and to report the results of the audit to the Board of Directors at the January meeting.
- C. The Audit Committee shall assist the Treasurer in developing a budget for the January to December fiscal year to be presented at the January meeting for approval by the Board of Directors.

Section 2: Tour Committee

- A. The Tour Committee shall be appointed by the President at the March meeting of the Board of Directors.
- B. The Tour Committee shall consist of two members of the Board of Directors and three members from the general membership, and a representative from the Hudson Cruises Inc.
- C. The Tour Committee shall be responsible for coordinating all aspects of the four public tours to be held on the second Saturday of July, August, September and October.
- D. The representatives from the Fund-Raising Committee and the Publicity and Public Relations Committee shall contribute to the Tour Committee.

Article VI: Meetings and Quorums

Section 1: Monthly Meetings of the Board of Directors

Meetings will be held at 7:00 p.m. on the third Wednesday of each month at a site designated by the President. A meeting date may be changed to accommodate programming. Notices of the monthly meetings shall be posted electronically. Members are welcome and encouraged to attend all monthly meetings. For official decisions to be voted on, a minimum of 5 members of the Board of Directors must be present. Official decisions will be made by a vote of the majority of the Board Members present at the meeting. In the event that less than 5 members of the Board of Directors attend a meeting, the assembled directors and members may meet, discuss business and make recommendations for the next monthly meeting.

Section 2: Annual Meeting

The Annual Meeting of the Society shall be held on the third Wednesday of October unless otherwise scheduled by the President.

Section 3: Emergency Meetings

Emergency meetings may be called by the President. The purpose of the meeting shall be stated prior to the meeting.

Article VII: By - Laws

Proposals for changes to the By-Laws may be submitted to the President for consideration by the Board of Directors. A committee appointed by the President shall review and recommend changes. A notice of proposed changes to the By – Laws will be sent to members electronically. Approved changes shall be adopted by a majority vote of the Board of Directors and members present.

Article VIII: Seal of the Society

A Society seal may be designed and made to conform to the recommendations of the membership.

Article IX: Distribution of Funds

All funds or property contributed to and accepted by the Society shall be held, administered, disbursed or disposed of as the donor has directed, provided that such direction is consistent with the purposes of the Society. In the absence of such direction, such funds or property shall be held, administered or disposed of solely for the purposes of the Society as set forth in the By-Laws of the Society.

Article X: Dissolution of the Society

In the event of the dissolution of the Society, the remaining assets of the Society shall be disposed of in accordance with the directions of the donors and the principals of the Society. In the event of such dissolution, the remaining assets of the Society shall be directed to an organization having the same goals of preservation and education. The Board of Directors shall determine the organization to receive the remaining assets of the Society.

Revised and approved 1/12