

*Orange County
Farmers Museum*

By-Laws

Adopted by the
Board of Trustees
March 22, 2012

Mandatory Review by March 2017

All nouns and pronouns herein and any variation thereof shall be deemed to refer to the masculine, feminine, singular or plural as the identity of the person or persons may require.

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Orange County Farmers Museum

By-Laws

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Article I

**NAME, NONPROFIT POLICY
and GOVERNANCE**

Section 1: Name

The corporation shall be known as the Orange County Farmers Museum, a membership organization hereinafter “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 purpose for which it is organized as set forth in these by-laws which may from time to time be amended.

Section 3: Governance

The membership shall elect a Board of Trustees, hereinafter referred to as the “Board,” which shall direct the business and affairs of the Museum and have care, custody and control of the Museum’s real property, the collection and all other assets.

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Article II

MISSION and PURPOSE

Section 1: The Mission

The Orange County Farmers' Museum operates in the public trust as a museum of service and interpretation in connecting objects and ideas relevant to the farming history of Orange County, New York. We believe that our agricultural equipment collections have the power to educate, inspire and transform individuals of all ages and the local community that we serve.

Section 2: The Purpose

To establish and maintain a permanent museum site for the collection, renovation, preservation, and display of farm artifacts and make such museum as accessible to the public as possible

To educate and inform the general public of the farmer's daily activities and hardships through displays, events and educational activities.

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Article III
MEMBERSHIP

Section 1: Eligibility for Membership

Membership in the Orange County Farmers Museum is open to any person interested in preserving, interpreting and disseminating the practice and history of farming in Orange County.

Section 2: Classes of dues-paying membership

a. Associate Membership

- 1) An individual who pays annual dues as determined by the Board for the purpose of supporting the mission of the Museum may apply for Associate Membership in the Museum and receive such benefits and privileges as prescribed by the Board.
- 2) Two or more members of the same family and household who are named at the time of application or renewal and who pay annual dues as determined by the Board for the purpose of supporting the mission of the Museum may apply for a Family Associate Membership in the Museum and receive such benefits and privileges as prescribed by the Board of Trustees.
- 3) Residency exception is granted when a family member is a resident of a nursing or healthcare facility.

b. Active Membership

- 1) An active member is an individual who pays annual dues and actively participates in the activities of the Museum as determined by the Board.
- 2) Two or more members of the same family and household who are named at the time of application or renewal and who pay annual dues as determined by the Board for the purpose of supporting the mission of the Museum may apply for Family Active Membership in the Museum and receive such benefits and privileges as prescribed by the Board of Trustees.

- 3) Residency exception is granted when a family member is a resident of a nursing or healthcare facility.
- 4) d) A Family Active Membership is a single entity for purposes of membership benefits and privileges.
- 5) Participation in the activities of the Museum as a condition of Active membership as noted above requires dedication of time, labor, expertise and/or funds in support of the mission of the Museum as determined by the Board.
- 6) An Active member receives all the benefits of an Associate member.
- 7) An Active member may vote for trustees and officers and may hold office as a trustee or officer.

c. Corporate Memberships

- 1) Corporate Memberships can be held by for-profit corporations or not-for-profit corporations which pay dues on an annual basis.
- 2) Corporate Members are not entitled to vote or hold office.

Section 3: Honorary Membership

Those persons who have distinguished themselves by their achievements in the field of preservation, interpretation or in disseminating the history of farming may be elected to Honorary Membership by the Board.

- 1) Honorary Members need not pay dues.
- 2) Honorary Members may not vote nor be a trustee or officer of the Museum.

Section 4: Membership in Good Standing

- a. A member in good standing shall:
 - 1) hold one of the classes o membership established by these by-laws or by the Board of Trustees.
 - 2) be one whose dues are paid in full for the current year.
 - 3) have the right to vote and hold office.
- b. The good standing of a member shall be determined as of 30 days prior to the act for which good standing is required.

Section 5: Dues

- a. The amount of dues for all memberships shall be fixed by the Board.
- b. Life Memberships may be granted to members who request such status and who pay within a period of one year an amount fixed by the Board.
 - 1) Life members shall thereafter be exempt from the payment of dues but shall retain all benefits and privileges of their membership class.
 - 2) Family Memberships may not be life memberships.
- c. The Board may waive the payment of annual dues, in full or in part, for a member in cases such as hardship or special circumstances as determined by the Board.

Section 6: Membership List

The membership list, except as required by law, shall not be published, circulated or otherwise made available to the public unless authorized by the Board.

Section 7: Membership Committee

The President with the approval of the Board shall appoint a Membership chair and a Membership Committee which reports to the President but is independent of the Board. It functions in areas directly related to membership activities. As a minimum, the Membership Committee shall:

- 1) work to increase membership in the Museum and encourage participation in Museum activities.
- 2) maintain the membership list
- 3) organize and plan membership meetings and membership-only events.

Article IV

MEETINGS OF THE MEMBERSHIP

Section 1: General Membership Meetings

- a. The Museum shall hold at least one general membership meeting each calendar year which shall be designated the Annual Membership Meeting.
- b. Elections of trustees and officers shall take place during the Annual Membership meeting
- c. The date of the following year's Annual Membership meeting shall be announced at the current Annual Membership meeting.
- d. The President with the approval of the Board may schedule General Membership meetings at the beginning of the Museum's calendar year.
- e. The President with the approval of the Board may call additional General Membership meetings as necessary.
- f. *Robert's Rules of Order* may be used to establish procedures for the conduct of General Membership meetings.

Section 2: Special Membership Meetings

- a. Special Membership meetings may be called for a specific purpose and no other business may be transacted.
- b. *Robert's Rules of Order* may be used to establish procedures for the conduct of Special meetings.
- c. Special Membership Meetings may be called by:
 - 1) the President with approval of the Board of Trustees

- 2) a written request to the Secretary and signed by at least ten members in good standing to include trustees

Section 3: Notification of Meetings

- a. Notice reminders and voting requirements for the Annual Membership meeting are described in the article titled "Elections" below.
- b. Notice of other General Membership meetings shall be sent to each member in good standing at least 15 days prior to the meeting date.
- c. Notice of a Special Membership meeting shall be sent to each member in good standing at least five days prior to the meeting and must state the purpose of that meeting.

Section 4: Minutes

Minutes of all Membership meetings shall be kept by the Secretary and shall be presented to the Board of Trustees for approval at the next Board meeting and the membership at their next meeting for acceptance.

Section 5: Quorum

A quorum is required for all membership votes on motions or for elections where an office is contested. A quorum shall be 10% of the membership or five more than the number of trustees, whichever is greater.

Article V

NOMINATING COMMITTEE

Section 1: Composition

- a. The Nominating Committee shall consist of no fewer than three members in good standing as defined in the article titled “Membership” above and elected as provided for in the article titled “Elections” below.
- b. Members of the Nominating Committee may be trustees, but shall not be officers.
- c. An Employee of the Museum may not be a member of the Nominating Committee.
- d. At its first meeting following its installation, the Nominating Committee shall select a chair from among its members.

Section 2: Responsibilities

- a. The committee solicits and nominates, from among the members in good standing, a slate of candidates.

The slate includes

- 1) members to serve as trustees
 - 2) trustees for service as officers
 - 3) at least three members in good standing for service on the following year’s Nominating Committee.
- b. The committee presents such slate to the Secretary.

Section 3: Term of Service

Members of the Nominating Committee shall serve for a term of one year and cannot serve during the year following such service.

Section 4: Vacancies

- a. Vacancies on the committee shall be filled by an affirmative vote of 2/3's of those present at a regular meeting of the Board.
- b. A member chosen to fill such vacancy shall serve for the predecessor's unexpired term and cannot serve during the year following such service.

Section 5: Meetings

- a. Meetings of the committee shall be held at the call of the chair.
- b. Any decision required of the committee may be made without a meeting if all members consent to such decision in writing or by email.

Article VI

ELECTIONS

Section 1: Election Date

The Election of trustees, officers and the Nominating Committee shall take place at the annual membership meeting.

Section 2: Presentation of Candidates

- a. The Nominating Committee shall deliver to the Secretary its slate of nominees for trustees, officers and the following year's Nominating Committee together with a written acceptance by the individuals of their nomination.
- b. A candidate for any office may also be nominated by a petition signed by no fewer than 15 members in good standing indicating the office for which election is sought.
- c. No nominations will be accepted from the floor at the Annual Membership meeting.

Section 3: Notification Milestones

- a. At least 60 days prior to the Annual Membership meeting the chair of the Nominating Committee shall deliver to the Secretary its slate of candidates.
- b. At least 45 days prior to the Annual Membership meeting the Secretary shall send the membership a "notice of election". It shall include the date of the election and the names of the nominees and office for which they are nominated.
- c. At least 30 days prior to the Annual Membership meeting nominating petitions together with a written acceptance by the nominee(s) must be presented or post-marked for delivery to the Secretary.

- d. Should there be competing nominations the Secretary shall send a second “notice of election” to the membership at least 20 days prior to the Annual Memberships meeting. Such notice shall include with equal prominence the names of the competing nominees and the office for which they have been nominated.

Section 4: Election Inspectors

- a. If any office or position is contested three election inspectors shall be appointed from among the Active Members in good standing at or before the Annual Membership meeting.
 - 1) the Board shall appoint two Election Inspectors
 - 2) The contesting slate shall appoint one person as an election inspector.
- b. Inspectors shall not be a nominee for any office or position.
- c. One inspector shall be appointed to chair.
- d. Inspectors shall hold that position until the next election unless excused and a replacement shall be appointed by the Board or contesting slate as appropriate to fill the vacancy.

Section 5: Conduct of the Election

The election shall be conducted as follows:

- a. For each uncontested office and position, the Secretary shall cast a single vote on behalf of the membership.
- b. For each contested office and position, secret ballots shall be cast by the membership. An Active Member must be in good standing and must be present to vote.
- c. The Election inspectors shall count the secret ballots and report the results to the Secretary who will announce the results to the assembled membership. These results shall be final.

- d. The ballots may be reviewed by the membership.
- e. The chair of the inspectors shall retain the ballots until the next election.

Section 6: Quorum

- a. If no office or position is contested, a quorum is not required for the election.
- b. If any office or position is contested a quorum is required and shall be 10% of the membership or five more than the number of trustees, whichever is greater.
- c. If a quorum cannot be achieved, the candidates put forth by the Nominating Committee shall prevail with one vote cast by the Secretary provided all notifications were properly made.

Section 7: Installation

- a. Newly elected officers, trustees and members of the Nominating Committee shall be installed immediately following the election.
- b. The current President or his/her designate shall install all newly elected officers, trustees and members of the Nominating Committee.
- c. The oath of office shall be:

"I, _____, do solemnly affirm that I will support the mission of the Orange County Farmers Museum, its by-laws and policies. During my term, I will faithfully and impartially discharge the responsibilities of the office of _____ to the best of my ability."

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Article VII

THE BOARD OF TRUSTEES

Section 1: Qualifications for nomination as trustee

An individual nominated to be a trustee shall meet the following qualifications:

- 1) be at least 21 years of age.
- 2) be an Active Member in good standing as described in the article titled "Membership."
- 3) be a Member in good standing for one year prior to nomination.

Section 2: Composition

- a. The Board shall be comprised of all the elected trustees.
- b. There shall be no fewer than five (5) trustees or more than twenty-five (25) trustees.

Section 3: Term of Service

- a. Each new Trustee or a Trustee who has had a break in service shall be elected for a term of one year at the conclusion of which he or she may be nominated to stand for re-election to three-year terms.
- b. The term of newly elected or reelected Trustees shall commence immediately upon installation.

Section 4: Meetings of the Board

- a. The Board may refer to *Robert's Rules of Order* to establish procedures for the conduct of meetings.

- b. Regular meetings of the Board shall be held at least six times each year. The dates of such regular meetings shall be fixed by the Board at their first meeting after the Annual Meeting.
- c. Special meetings may be called for a specific purpose and no other business may be transacted.
 - 1) Special meetings may be called at the discretion of the Chair of the Board, or by a written request to the Secretary and signed by at least five (5) trustees.
 - 2) Written notice via USPS or Email of a Special meeting of the Board shall be given to each trustee at least five (5) days prior to the meeting and must state the purpose for which the meeting is called.

Section 5: Quorum

A simple majority of the Board of Trustees shall constitute a quorum for all regular and special meetings unless otherwise specified herein.

Section 6: Minutes of Meetings

- a. Summary minutes (actions taken) shall be recorded at each meeting of the Board and shall be maintained in a permanent file by the Secretary at a place designated by the Board.
- b. The Secretary shall provide the minutes of the Board meeting to the trustees no less than five (5) days prior to the next meeting of the Board.
- c. Minutes approved by the Board shall be available for review by a member upon request made to the Secretary.

Section 7: Executive Session

The Board shall move to executive session to hear confidential reports or deliberate on issues of a confidential nature.

- 1) Only members of the Board and individuals directly involved with the issues as determined by the Board may be present in executive session.
- 2) A move to executive session shall be by majority vote of the trustees present.
- 3) Resolutions or motions proposed in executive session may only be put to a vote in regular session.

Section 8: Absences

- a. Trustees have the fiduciary responsibility to conduct the business of the Museum. Absent Trustees may preclude quorum. Under the law, a Trustee is liable for actions taken by the Board in his or her absence.
- b. If a trustee fails to attend three (3) consecutive regular meetings of the Board without an excuse accepted as satisfactory by the Board such individual may be deemed to have resigned.

Section 9: Vacancies on the Board

- a. Between elections, vacancies on the Board may be filled by appointment when 2/3s of the trustees present at a regular meeting vote in the affirmative
- b. Such appointees must meet all the qualifications of trustee as outlined in Section 1 above.
- c. A trustee appointed by the Board between elections must be nominated in accordance with these by-laws and stand for election at the next Annual Membership meeting.

- d. If a trustee is in arrears in payment of their dues and thus is no longer a member in good standing, such individual may be deemed to have resigned.

Section 10: Limitation of Powers

Any action of the Board may be reviewed at a Special Meeting of the membership. If a quorum is present at such meeting, the action may be rescinded or altered by the membership provided no irrevocable rights of third parties are affected

Article VIII

OFFICERS OF THE MUSEUM

Section 1: Requirements to hold office

Individuals nominated and elected to be an officer:

- 1) Shall meet all the requirements for nomination and election as a trustee as outlined in Article VII, Section 1 above and shall serve concurrently as a trustee.
- 2) In the case of President and Vice-President they shall be a member of the Board at the time of nomination.

Section 2: Officers and their Duties

The officers of the Museum and governance body of the Museum shall be:

1) President and Chair of the Board

- a) exercises general supervision over the affairs and operations of the Museum
- b) executes legal documents on behalf of the Museum as directed by the Board.
- c) presides at all meetings of the membership and Board of Trustees
- d) represents to the general public the goals, policies and positions of the and Museum as established by the Board
- e) appoints, with the approval of the Board, the chairs of all membership, Board and ad hoc committees except when such chair is provided for herein.
- f) is an ex-officio member of all committees

- g) presents a *state of the Museum* report at the Annual Membership meeting
- h) presents a President's Report at meetings of the Board

2) First Vice-President

- a) Performs the duties of the President when the President is unable to perform such duties.
- b) Chairs at least one standing committee of the Board.

3) Second Vice-President

- a) Performs the duties of the President when the President and the First Vice-President are unable to perform such duties.
- b) Chairs at least one standing committee of the Board.

4) Treasurer

- a) chairs the Ways and Means Committees
- b) supervises the financial affairs of the Museum
- c) submits a written financial report at each regular meeting of the Board and at the Annual Membership meeting
- d) insures a complete and accurate annual audit

5) Secretary

- a) records the minutes of all meetings of the membership, the Board and the Executive Committee
- b) provides the minutes of the full Board and Executive Committee meetings to the trustees no less than five (5) days prior to the next meeting of the Board.
- c) serves all notices required by law or these by-laws

- d) is responsible for maintaining the membership list
- e) is the custodian of the Museum records

Section 3: Additional Officers

- a. Additional officer positions may be added by an affirmative vote of the majority of the membership present at a general meeting
- b. The position of President may be separated from the position of Chair of the Board of Trustees by an affirmative vote of the majority of the membership present at a general meeting.

Section 3: Chair pro tempore

In the absence of the President and both Vice-Presidents at any membership or Board meeting, the trustees shall appoint a chair pro tempore from among the trustees present to preside at such meeting.

Section 4: Term of Service

- a. Officers shall be elected for a term of two (2) years
- b. The President and Vice-Presidents shall not hold the same office for more than three consecutive terms.
- c. Trustees elected as officers shall commence their term immediately upon installation

Section 5: Succession

- a. If for any reason the President vacates the office or is incapacitated, the first Vice-President succeeds to the presidency for the remainder of that term or until the President is no longer incapacitated.
- b. If for any reason the President and the First Vice-President vacate the office or become incapacitated the Second Vice-

President succeeds to the presidency for the remainder of the term or until a predecessor is no longer incapacitated.

- c. If for any reason the President and both Vice-Presidents vacate their office or are incapacitated, the Board shall appoint a successor from among the trustees to fill those vacancies until the next election or the predecessor is no longer incapacitated.
- d. If the Treasurer, Recording Secretary or Corresponding Secretary vacate their office or are incapacitated, the Board may appoint a replacement to complete the term.
- e. Anyone appointed to fill a vacancy until the end of the term or next election must be nominated for that position if he or she wishes to continue in that office beyond the appointment.

Article IX

EXECUTIVE COMMITTEE OF THE BOARD

Section 1: Composition

There shall be an Executive Committee of the Board which shall be comprised of all the elected officers of the Museum.

Section 2: Responsibilities

The Executive Committee shall

- 1) exercise all powers of the Board during the intervals between Board meetings unless prohibited by law or these by-laws.
- 2) appraise the job performance of any employee, volunteer or contractor in the position of Executive Director, Director or any position exercising overall supervision of the affairs of the Museum.

Section 3: Meetings

- a. The Executive Committee shall meet at the call of the President/Chair of the Board.
- b. The business of the Executive Committee may be conducted by telephone, email or other electronic means provided that all committee members have been notified and a quorum responds within a time period established in the notice. A record of such notification shall be kept by the Secretary.

Section 4: Minutes

- a. Summary minutes (actions taken) shall be recorded for all meetings of the Executive Committee and shall be maintained in the permanent file established by the Secretary.

- b. Minutes of the Executive Committee shall be presented to the trustees for approval at the next regular meeting of the Board.

Section 5: Quorum

A simple majority of the Executive Committee shall constitute a quorum.

Section 6: Limitation of Power

Any action of the Executive Committee may be rescinded or altered by the trustees at a regular meeting of the Board provided no irrevocable rights of third parties are affected.

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Article X

BOARD COMMITTEES

Section 1: Establishment

- a. The Board shall establish those standing and ad hoc committees deemed necessary to assist in the conduct of Museum business.
- b. Standing and ad hoc committees are an extension of the Board and do not have the authority to undertake actions or to implement policy without Board approval.
- c. Each trustee is required to participate in at least one standing committee of the Board.
- d. The President/Chair shall appoint from among the Trustees the chairs of each committee with the approval of the Board.
- e. With the concurrence of the committee chair, the Board shall appoint members to each committee.
- f. With the exception of the Ways and Means Committee and any committee established to deal with personnel issues, committee members need not be members of the Board.

Section 2: Standing Committees and areas of focus

Ways and Means Committee Chaired by the Treasurer

- 1) Budget development
- 2) Accounting/Bookkeeping
- 3) Investment management
- 4) Internal and annual audits
- 5) Fundraising (Unless an ad hoc committee is established)

Museum Operations

- 1) Collections management
- 2) Exhibits development
- 3) Buildings and grounds
- 4) Museum Docent/Guide program

Programs

- 1) Educational programs
- 2) Speaker's Series
- 3) Collaboration with other organizations
- 4) Events Development

Communications

- 1) Marketing
- 2) Publicity
- 3) Newsletter
- 4) Internet

Section 3: Ad Hoc Committees

- a. Ad hoc committees may be established to address specific issues which are not the regular responsibility of any standing committee.
- b. An ad hoc committee shall exist only as long as necessary to accomplish its purpose or until earlier dissolved by the Board.

Section 4: Committee Meetings

- a. Meetings shall be convened at the discretion of the chair or the President.
- b. The business of the committees may be conducted by telephone, email or other electronic means.
- c. Motions for recommended actions shall be made to the Board of Trustees for approval.
- d. Reports of the committee activities and findings shall be provided to the Board at each regularly scheduled meeting of the Board
- e. Committees may establish workable procedures for their meetings.

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Article XI

ADMINISTRATION and FINANCE

Section 1: Offices

The Museum shall if possible maintain a central office to promote the activities of the Museum at a place and with such facilities as deemed necessary.

Section 2: Staff, Contractors and Consultants

The Board may engage the services of employees, contractors or consultants as required to conduct the business of the Museum.

Section 3: Fiscal Year

The fiscal year shall be January 1st through December 31st.

Section 4: Expenditures and Disbursements

- a. Expenditures over \$100.00 shall be approved by the Board either as an individual expense or as part of the Museum's annual budget.
- b. All expenditures must be documented by invoices or receipts.
- c. Checks must be signed by two individuals to include the Treasurer and another individual approved by the Board.

Section 5: Financial Reports

- a. At each regular meeting of the Board the Treasurer shall report on the financial status of the Museum. Such report shall include as a minimum a Profit and Loss Statement, a Balance Sheet and a Transaction list (check register).

- b. At the Annual Membership meeting the Treasurer shall report on the financial status of the Museum. Such report shall include a Profit and Loss Statement and a Balance Sheet.

Section 6: Audit Committee

- a. The Board shall appoint a competent Audit Committee each fiscal year to review the books of the previous fiscal year and analyze the financial health of the Museum.
- b. A minimum of three trustees shall be appointed to the Audit Committee.
- c. The elected officers of the Museum shall not serve on the Audit Committee.
- d. The Audit Committee shall present its findings to the Board no later than 90 days following the end of the fiscal year when the trustees, except the elected officers, shall vote to accept or reject the audit.

Section 7: Prohibition on Compensation

- a. No trustee may be compensated for their service on the Board.
- b. Trustees may be compensated for reasonable expenses incurred in the performance of their duties as determined and approved by the Board.
- c. Trustees may be compensated for services which are not part of their Board duties. Such trustees must recuse themselves when votes are taken on motions affecting such non-Board services

Article XII

MISCELLANEOUS

Section 1: Ethical Conduct

Members, trustees and employees of the Museum shall abide by the Code of Ethics for Museums adopted by the Board of Directors of the American Association of Museums.

Section 2: Conflict of Interest

- a. No individual who is a regular employee or contracted employee of the Museum or whose immediate family member is a paid employee of the Museum may be a trustee or officer of the Museum.
- b. An immediate family member is a spouse, parent, child or member of a household who could cause or may give the appearance of a conflict of interest relationship if employed by the Museum.
- c. Each trustee and elected officer of the Museum shall disclose in writing any potential conflict of interest or the appearance of a conflict of interest which may arise in connection with their service on the Board.

Section 3: Misconduct by a member, Trustee or Officer

The Museum has the right to review the actions of its members when such actions are called into question.

- 1) A review of a member's actions shall be conducted if no fewer than fifteen members in good standing present such a complaint to the Secretary.
- 2) The President, with the approval of the Board, may refer the matter to an ad hoc committee or convene a meeting of the Executive Committee.

- 3) The Corresponding Secretary shall send a notice of such review to the individual in question and invite said person to answer questions either in person or in writing.
- 4) The committee charged with the review shall hear the complaint, pertinent testimony and the individual's answer to the complaint.
- 5) The committee shall report on their findings to the Board in executive session.
- 6) The Board, by a 2/3's majority, may dismiss the complaint or provide for an appropriate penalty.
- 7) The decision of the Board in this matter may be appealed to the membership at a Special meeting of the membership to be called by the President.
- 8) Only members of the Museum in good standing and individuals directly involved with the issues may be present at such session.
- 9) The decision of the membership is final.

Article XIII**INDEMNIFICATION OF
TRUSTEES, OFFICERS AND COMMITTEE MEMBERS****Section 1: Actions by or in the right of the Museum**

Any and every person made a party to any action, proceeding by or in the right of the and Museum to procure judgment in its favor by reason of the fact that he is or was a trustee, officer or committee member shall be indemnified to the full extent permitted by law, against any and all reasonable expenses, including attorney's fees, actually and necessarily incurred by him/her in connection with any appeal therein, except in relations to matters as to which it shall be adjudged in such action, suit or proceeding that such trustee, officer or committee member has breached his duty to the Museum.

Section 2: Actions other than by or in the right of the Museum

Any and every person made a party to any action, proceeding by or in the right of the and Museum to procure judgment in its favor, whether civil or criminal, by reason of the fact that he is or was a trustee, officer or committee member shall be indemnified by the to the full extent permitted by law, against any and all reasonable expenses, including attorney's fees, actually and reasonably incurred by him/her as a result of each action, suit or proceeding or appeal therein, if such person acted in good faith for a purpose which he reasonably believed to be in the best interest of the Museum and , in criminal actions or proceedings, in addition, had no reasonable cause to believe his conduct was unlawful.

Section 3: Liability Insurance

The Museum shall purchase insurance, to include coverage of its officers and trustees, for any liability incurred as a result of any actions described in Sections 1 and 2 above or any potential liability.

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Article XIV

DISSOLUTION PROVISION

In the event of dissolution, all the remaining assets and property of the Museum shall be disposed of in accordance with applicable Federal, State and Local laws, rules and regulations.

Article XV

NON-INUREMENT PROVISION

No part of the net earnings of the organization shall inure to the benefit of any member, trustee, officer, or any private individual (except that reasonable compensation for expenses and non-Board related services may be paid), and no member, trustee or officer of the Museum or any private individual shall be entitled to share in the distribution of any of the assets on the dissolution of the Museum.

Article XVI

RESTRICTIVE LEGISLATION PROVISION

No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation (except as provided by Internal Revenue Code Section 501 (h), or participating in, or intervening in any political campaign on behalf of any candidate for public office including the publication or distribution of statements.

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Article XVII

RESTRICTIVE PURPOSE AND ACTIVITY PROVISION

Notwithstanding any other provisions of these by-laws, the Museum is organized exclusively for educational purposes as specified in section 501 (c) (3) of the Internal Revenue Code of 1954, and shall not carry on any activities forbidden to an organization exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954.

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Article XVIII

AMENDING THE BY-LAWS

Section 1: Review of the by-laws

- a. These by-laws shall be reviewed as often as necessary but no less than every five years.
- b. The President, with the approval of the Board, shall appoint an ad hoc committee for the purpose of reviewing the by-laws.

Section 2: Proposals for amending the by-laws

- a. Amendments to these by-laws may be proposed in writing to the Board by the ad hoc committee noted above or by petition to the Secretary in writing over the signatures of fifteen (15) or more members in good standing.
- b. The Board will consider the proposed amendments to the by-laws no later than the second regular meeting following the receipt of such proposals.

Section 3: Approval Process

- a. If the Board, by majority vote of the trustees, approves any proposed amendments, such amendments shall be submitted to the membership for approval at the next scheduled General Membership meeting or at a Special Membership meeting convened for such purpose.
- b. If a quorum of the membership is present at such meeting, a 2/3rd affirmative vote by the membership present shall be required to approve the proposed amendments.

Section 4: Filing the amended by-laws

- a. Revised by-laws shall be filed with the New York State Department of Education's Museum Chartering Office and to any other Federal, State or local jurisdiction which requires such filing.
- b. Copies of the by-laws will be available for submission as requested with grant and funding requests.
- c. Copies of the by-laws will be available to members upon request.

Orange County Farmers Museum

By-Laws

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