

FRIENDS OF THE THREE BEARS BYLAWS

Article I

Name: *Friends of the Three Bears, Inc.* hereinafter referred to as the “*Friends*”, is a not-for-profit corporation chartered under the laws of the State of New York.

Section 1. Procedure: The procedure and order of business governing all meetings of the members and trustees shall be contained in Roberts Rules of Order as the same may be amended.

Section 2. Banking: Banking shall be at a financial institution in Ovid, NY or within Seneca County, NY.

Article II Vision & Mission

The *Friends*’ objectives shall be to support the preservation, conservation, improvement and development of what was originally called:

The Courthouse (Large Building), “Papa Bear”

County Clerk’s Office (Middle Building), “Mama Bear”

Surrogate Office (Small Building), “Baby Bear”

now commonly called and hereafter referred to as “*The Three Bears*”, located in the Village of Ovid, Seneca County, NY.

Vision Statement: The vision for the *Friends of the Three Bears* is to fully utilize the (Seneca County Courthouse Complex) buildings and become the heart of the community for fine arts and education, and as a hub of tourism for the Finger Lakes Region.

Mission Statement: The mission of the *Friends of the Three Bears* is to preserve the buildings known as the (historic Seneca County) Courthouse Complex, implement art, music, and other educational programs/events, and provide historical building tours and area information to visitors. The *Friends* will accomplish this through fundraising, and community outreach.

Article III Board of Trustees

Section 1. Power of the Board, Number and Term of Office:

- A. The Board of Trustees shall direct the general management of the *Friends* in order to serve the *Friends*' best interests.
- B. The Board shall consist of Individual Trustees and Institutional Trustees. The Board shall consist of up to eighteen (18) members at the Boards' discretion, but at no time shall the Institutional members exceed in number the Individual Trustees. The number of Individual Trustees shall always be a number which is divisible by three (3) and in no event less than six (6) persons. Each Individual Member shall be elected for a three-year term. Each term shall begin on the first day of the month following election and end three years after. Institutional Trustees shall be invited to serve by the Board of Trustees for a term of one (1) year renewable upon mutual interest and participation. The Institution shall submit one (1) representative who is empowered by that Institution.
- C. Upon adoption of these Bylaws, one third of the Individual Members shall be elected for a one-year term, one third shall be elected for a two-year term and the balance for a three-year term. Thereafter that initial election, all Individual Board Members shall be elected to three-year terms.
- D. Trustees will complete a Conflict of Interest form annually.

Section 2. Resignations and Removal of Trustees:

- A. At any time, a Trustee of the *Friends* may resign by giving notice to the President or Secretary. Such resignation shall take effect at the time specified therein or if no time is specified, then upon delivery. Notice shall be in writing or email.
- B. Any Trustee can be removed for failure to attend Board meetings, for health reasons, for failing to maintain his/her membership in good standing, negligence, any alleged criminal activity or any activity which may cause the *Friends* to be seen as not fulfilling its mission, after notice and affirmative majority Board vote. Notice of the possible removal shall be given to the Trustee who is under consideration for removal in writing or by email no less than seven (7) days before the Board is to consider removal. A special meeting of the Board shall be called by the President to act on possible removal.
- C. The unexpired term of any Trustee who shall resign or be removed shall be filled by the vote of the Board within 30 days of the resignation or removal.

Section 3. Regular and Special Board Meetings:

- A. The Board shall meet quarterly within the months of January, April, July and October, in Ovid, NY in a *Friends*' building.

- B. The Board may meet at a Special Meeting at any time called by the President or at the request of one-third of the Trustees.
Such meetings shall be by notice, in writing or email, sent to each Board Member not less than seven (7) days prior to any such meeting, and held in Ovid, NY in a ***Friends'*** building.

Section 4. Quorum

A Board quorum shall consist of three (3) Trustees or 50% of the Board, whichever is greater. Any action taken shall be by a majority vote of the quorum. A remote attendance option will be provided.

Article IV Officers

Section 1. Officers Enumerated: The officers of the ***Friends*** shall be elected by the Board of Trustees at any meeting of the ***Friends***. The officers shall consist of a President, a Vice-President, a Secretary, and a Treasurer. Officers shall be Individual Trustees.

The Officers and Trustees of the ***Friends of the Three Bears, Inc.*** are personally held harmless from any liability arising out of the performance of their duties unless it arises out of intentional conduct which directly causes such liability or out of negligent conduct that would foreseeably cause such liability.

Section 2. Terms of Office: The President, the Vice-President, the Secretary and the Treasurer shall be elected to a term of two (2) years and may not serve more than three (3) consecutive terms.

Section 3. Vacancies: A vacancy in any office shall be filled by a majority vote of the Trustees at a special meeting called for such purpose upon a seven (7) day written or email notice from the President, but if none, the Vice-President.

Section 4. Cause for Vacancy: An officer may resign at any time by giving written notice to the President, or the Vice-President if the officer resigning is the President. Any officer may be removed for failure to perform his/her duties, for intentional or negligent acts that affect the fulfillment of the ***Friends'*** mission or for health reasons, after notice and affirmative majority Board vote for removal.

- A. Notice of the possible removal shall be given to the Officer who is under consideration for removal in writing or by email no less than seven (7) days before the Board is to consider removal. A special meeting of the Board shall be called to act on possible removal.

- B. The unexpired term of any Officer who shall resign or be removed shall be filled by the vote of the Board within 30 days of the resignation or removal.

Section 5. President: Subject to the approval of the Board of Trustees, the President shall be responsible for the general supervision and management of the ***Friends'*** affairs. He/she shall be a member of and act as chairperson of the Board of Trustees and Executive Committee. The President shall preside at all meetings of the members of the Friends. Subject to Board approval, the President shall sign and make contracts and agreements in the name of the Friends and maintain and file records and reports as required by law. He/she shall perform any other duties incident to the position and office as required by law or these bylaws. The President shall perform other such duties as may be properly required by the Board of Trustees or the Executive Committee. The President shall be one (1) of two (2) officers who may sign checks.

Section 6. Vice-President: In the absence of the President, the Vice-President shall perform the duties of the President as stated in these bylaws.

Section 7. Secretary: The Secretary shall issue notices of all meetings with an agenda as designated by the President and shall maintain all records and take minutes of all meetings of members and the Board of Trustees and the Executive Committee. He/she shall be the custodian of the seal of the ***Friends*** and shall affix the seal, or cause it to be affixed, to all documents as necessary.

Section 8. Treasurer: The Treasurer shall sign such financial instruments that require his/her signature and shall perform such other duties as usually pertain to the office or as are properly required by the Board of Trustees. The treasurer is one (1) of the two (2) officers who may sign checks and other papers requiring the same. Checks of \$1,000 or greater require two (2) signatures. If the treasurer is not able, the secretary is empowered to sign such checks. The treasurer shall provide financial reports to the officers and Trustees at regular meetings or as required by special request.

Article V Committees of the Board of Trustees

Section 1. Executive Committee: The Board of Trustees, by resolution adopted by a majority of the quorum of the Board, may designate an *Executive Committee*, which shall consist of the President, Vice-president, and three other trustees. The Executive Committee shall have all the authority of the Board, except it shall have no authority as to the following matters:

- (a) The submission to members of any action requiring member approval.
- (b) The filling of vacancies on the Board or on any committee.
- (c) The amendment or repeal of bylaws or the adoption of new bylaws.
- (d) The amendment or repeal of any resolution of the Board which, by its terms shall not be so amendable or repealable.

- (e) At any meeting of the Executive Committee, three (3) members shall constitute a quorum. Any action taken shall be by majority vote of the quorum.

Section 2. Nominating Committee: Each year the Board of Trustees shall select a Nominating Committee of at least three (3) members of the *Friends*, which shall prepare a slate of willing nominees to fill the office of those Trustees whose terms will expire the following year. The slate of nominees shall be made from the list of individual active members and shall be presented to the membership in writing or by email at least one month prior to the annual meeting of members.

Section 3. Membership Committee: The Membership Committee will consist of at least three (3) members of the Friends and shall work with the Treasurer and Secretary to develop the membership roster, prepare annual letters for donations and develop membership drives/activities.

Section 4. Special Committees: The Board of Trustees may from time to time create special committees, which shall have such powers and authority as provided in the resolution creating the committee. The members of such committees shall be appointed by the President with the consent of the Board of Trustees and need not be members of the *Friends*.

Section 5. Meetings of Committees: Meeting of which no special notice shall be necessary, shall be held at such time and place as shall be fixed by the President, or person designated as chairperson of any such committee. Minutes shall be kept for all meetings of all committees.

Section 6. Quorum and Manner of Acting: Unless otherwise provided by a 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 the majority of the quorum shall be the act of the committee. The procedure and manner of acting for the Executive Committee and all other committees shall be subject at all times to the direction of the Board of Trustees.

Section 7. Tenure of Members of Committees: Each special committee and every member thereof shall serve at the pleasure of the Board.

Section 8. Reporting to the Board: Committee chairs will provide reports to the Board officers and Trustees at regular meetings or as required by special request.

Article VI Membership

Section 1. Membership Basic Privileges: All members can attend annual as well as requested special meetings and are entitled to receive Newsletters as published by the Trustees. Individual Members can be elected to the Board of Trustees if they so declare their candidacy one month prior to the annual meeting, whether or not endorsed by the Nominating Committee.

Section 2. Membership Structure:

- A. **Individual Members:** Any person who pays the annual membership fee as determined by the Board, is 16 years of age or older and who supports the purposes of the ***Friends*** shall be a member entitled to the afore mentioned basic privileges. Membership will be terminated when three (3) past due notices go unresponded.

The decision to terminate will be that of the Executive Committee based on a report from the Secretary.

- B. **Institutional Members:** A church, club, association, business, society, guild, or political entity which support the mission of the ***Friends*** and contributes an annual membership fee, as determined by the Board, to support the objectives of the ***Friends*** shall be entitled to the afore mentioned basic privileges. Membership will be terminated when three (3) past due notices go unresponded.

The decision to terminate will be that of the Executive Committee based on a report from the Secretary.

- C. **Life-Time members:** Any individual or institution who pays a flat fee as determined by the Board will be relieved of the annual dues in perpetuity. In lieu of a flat fee, candidates for Life-time membership can commit to an installment plan of \$200 annually for five (5) years. Life-time membership status would be granted with the first installment and withdrawn if payments cease.

- D. **Honorary members:** Honorary membership may be conferred upon any person whose activities have contributed significantly to the objectives of the ***Friends*** in an extraordinary manner. Honorary members shall be elected by a three-fourths (3/4) vote of the members present at an annual meeting, upon nomination by the Board of Trustees. Honorary members will be exempt from membership dues and fees.

Article VII Meetings of the Membership

Section 1. Annual Meeting: A meeting of all members of the ***Friends*** shall be in December of each year at a date and hour specified by the Board President for the election of Trustees, amendment of the bylaws, presentation of the Trustees' annual report and the transaction of any other business.

Section 2. Special Meetings: Special meetings of the members may be called any time by the President or the Board of Trustees. A special meeting of the members shall be called by the Board president whenever so requested, in writing or by email, by at least twenty five percent (25%) of the members.

Section 3. Place of Meetings: Meeting of the members shall be held at such a place in Seneca County, NY, as may be fixed from time to time by the Board of Trustees. A remote attendance option will be provided.

Section 4. Notice of Meetings:

- A. Written or email notice of each meeting of members shall state the place, date and hour of the meeting. Notice of a special meeting shall also state the purpose or purposes for which it is being called and shall indicate that it is being issued by or at the direction of the person or persons calling the meeting.
- B. A copy of the notice of any annual meeting shall be given, by mail or email, to each member entitled to a notice of such meeting and shall be given not less than thirty (30) days before such date.
- C. A copy of the notice of any special meeting shall be given, by mail or email, to each member entitled to a notice of such meeting and shall be given not less than seven (7) days before such date.

Section 5. Quorum: At any annual or special meeting, the presence of ten percent (10%) of the total number of members entitled to vote shall constitute a quorum for the transaction of business. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any members.

Section 6. Voting:

- A. Whenever any action by the *Friends*, other than the election of Trustees, is to be taken by vote of the members, it shall, except as otherwise required by law, be authorized by a majority of the votes cast at the meeting.
- B. Trustees shall be elected by a plurality of the votes cast at a meeting of the members otherwise required by law.
- C. If a vote is required between in-person quarterly meetings to continue *Friends'* business other than the election of Trustees, it can be done via email from the President or with a paper copy within five (5) days after mailing.

Section 7. Meeting minutes: Meeting minutes will be available to membership upon request.

Article VIII Amendments

Section 1. By the Board: These bylaws may be amended, repealed or superseded in whole or part by the affirmative vote of a majority of the whole number of Trustees present at any meeting provided that notice of amendment, alteration, repeal or suppression is included in the notice of meeting.

Section 2. By the Membership: Bylaw amendments may be suggested by the members at the annual meeting for consideration by the Board of Trustees. Final approval for adoption remains with the Board of Trustees.

Article IX Dissolution

Upon dissolution of the *Friends*, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities and liquidation of all the assets of the *Friends* shall distribute the net assets to the Nonprofit Institutional Trustees of record in equal amounts.

Originally adopted 7-1-2003 and including amendments of 8-6-2003, 3-31-2004, 6-30-2004, 12-29-2004, 4-7-2022

Date of Board Adoption: 4/7/2022

Board President: _____

Board Vice-President: _____