

The Friends of Pruyn House, Inc.

Bylaws (as amended November 1, 2017)

ARTICLE I – (Name)

The name of the organization shall be: The Friends of Pruyn House.

ARTICLE II – (Purpose and Mission)

The purpose and mission of The Friends of Pruyn House, a not-for-profit corporation in partnership with the Town of Colonie, is to restore and preserve the Pruyn House complex as an active and responsive educational, historic and cultural center.

ARTICLE III – (Membership)

Section 1. Any person expressing interest in the activities of The Friends of Pruyn House who applies for membership in any category of membership and who pays the dues relating thereto shall become a member.

Section 2. There shall be the following categories of membership: (a) Individual; (b) Family; (c) Senior; (d) Senior Couple; (e) Associate; (f) Patron; (g) Corporate, (h) Benefactor.

Section 3. The annual dues for each category of membership shall be fixed from time to time by the Board of Trustees.

Section 4. Annual dues shall be payable on the anniversary of the initial membership. Members whose dues are in arrears for six months or more shall be removed from the membership roll of the organization.

ARTICLE IV – (Board of Trustees)

Section 1. (a) The corporation shall be managed and controlled by the Board of Trustees which shall consist of no fewer than ten (10) nor more than twenty (20) Trustees, each of whom shall be eighteen (18) years of age or older. Whenever a vacancy occurs in the office of Trustee, the Board of Trustees shall fix the number of Trustees to serve as members of the Board of Trustees. All members of the Board of Trustees shall be members of The Friends of Pruyn House.

(b) The property, furnishings, artifacts, collections, affairs, activities and concerns of the corporation shall be managed and controlled by the Board of Trustees in consultation and cooperation with the Town of Colonie.

(c) Trustees shall enter upon the performance of their duties when elected or appointed, and shall continue in office until their successors are elected or appointed.

(d) The Board of Trustees may employ and compensate staff, directly or with a reimbursement agreement with the Town of Colonie, to assist in the management and operation of the Pruyn House complex and the implementation of policies and programs approved by the Board of Trustees. Staff shall be supervised by the President who may assign specific responsibilities and authority in relation to the management and operation of the complex by the organization. The President shall consult with appropriate officials of the Town of Colonie to the extent necessary and desirable with respect to the supervision of staff and applicable personnel policies. The Executive Committee shall provide to the Town of Colonie annual performance evaluations of the staff.

Section 2. The term of office of a member of the Board of Trustees shall be three years. A member of the Board of Trustees shall be eligible to serve two consecutive three-year terms. A trustee who is ineligible for re-election shall be eligible for election as an Associate. An Associate may be elected for a one-year term, renewable on a one year basis, and may continue to serve on that basis with the recommendation of the Executive Committee and with the approval of the Board of Trustees. Associates may Chair or serve on Committees of the Board. They shall receive all notices of meetings and such other communications as Trustees receive, may attend all meetings of the Board and participate in the discussion, but shall have no vote thereat. A person who is elected to fill the unexpired term of a Trustee who vacates office shall be eligible to serve two consecutive three year terms.

Section 3. A resignation of a member of the Board of Trustees trustee shall be effective upon receipt of a notice of resignation by the President or Secretary.

Section 4. Any Trustee may be removed for cause by majority vote of the Board of Trustees at any regular or special meeting.

Section 5. Should any member of the Board of Trustees be absent without excuse from three consecutive regular meetings of the Board, that Trustee's absence shall be deemed a resignation.

Section 6. Honorary Life Trustees shall be those persons who are elected as such by the Board of Trustees in acknowledgement of distinguished contributions to the mission of The Friends of

Pruyn House. Honorary Life Trustees shall be non-voting Trustees, and shall be welcome guests at Board of Trustees' meetings and all sponsored events.

Section 7. The Town Historian shall be invited to serve as an ex-officio member of the Board of Trustees, and shall be eligible to serve as a voting member of a standing committee or taskforce.

Section 8. The Immediate Past President shall be invited to serve as an ex-officio member of the Board of Trustees, and shall serve as the chair of the Nominating Committee.

Section 9. The Board of Trustees may acknowledge the extraordinary contributions of a member of the Board of Trustees to our community and to the corporation by appointing that person to the office of Trustee Emeritus. The Trustee Emeritus shall serve an indeterminate term of office with all the rights and responsibilities of a member of the Board of Trustees.

ARTICLE V – (Meetings)

Section 1. There shall be an Annual Meeting of the corporation at a time and place to be designated by the Board of Trustees.

Section 2. Special meetings of the membership or Board of Trustees may be called either by the President or six (6) members of the Board of Trustees. Meetings of standing committees may be called by the chair of each committee, by the President or by three (3) members of the Board of Trustees.

Section 3. The Board of Trustees shall adopt a calendar of its regular business meetings at the Board's January meeting each year.

Section 4. All meetings will be conducted by rules established by the Board of Trustees, or otherwise by Roberts Rules of Order (Revised).

Section 5. For meetings of the Board of Trustees and the Executive Committee, fifty-one (51) percent of the members shall constitute a quorum for the conduct of business.

Section 6. The Executive Committee may determine matters which involve the governance of the corporation by electronic mail and ballot.

ARTICLE VI – (Officers)

Section 1. The officers shall be: President, First Vice–President, Second Vice–President, Secretary, Treasurer, and Immediate Past President. Officers shall perform the duties that are prescribed by these Bylaws and which are customary for their performance of their offices. All officers shall be members of the Board of Trustees. A vacancy in the office of Trustee prior to expiration of term shall be filled by a majority vote of the Board of Trustees upon the nomination of the Nominating Committee.

Section 2. The Nominating Committee shall present a slate of proposed officers to the Board of Trustees. Officers shall be elected at the November meeting with terms to commence at the Board of Trustees’ meeting in January thereafter.

Section 3. The term of office of each officer shall be one year, with a limit of two terms. A person who is appointed to fill the unexpired term of an officer shall be eligible to serve an additional one–year term.

Section 4. An officer may be removed, with or without cause, by a majority vote of the Board of Trustees.

Section 5. A resignation of an officer shall be effective upon receipt of a notice of resignation by the President or Secretary.

Section 7. Duties of Officers.

(a) President. The President shall have executive authority to supervise the activities of the corporation consistent with law and these Bylaws. The President shall preside at all meetings of the Board of Trustees and shall report at the Annual Meeting on the activities and affairs of the corporation. The President shall appoint, with the approval of the Executive Committee, the chairs and members of standing committees and task forces as provided in Article VII of these Bylaws. The President shall be an ex–officio member of all committees except the Nominating and Audit Committees.

(b) First Vice–President. The First Vice–President shall assume the duties of the President in the event of the absence, incapacity or resignation of the President, shall serve as chair of the Program and Education Committee, and shall have such additional duties as may be agreed upon and delegated by the President.

(c) Second Vice–President. The Second Vice–President shall assume the duties of the President or First Vice–President in the event of absence, incapacity or resignation of those offices, shall serve as chair of the Membership Committee, and shall have such duties as may be agreed upon and delegated by the President.

(d) Secretary. The Secretary shall keep the minutes of meetings of the Board of Trustees and the Executive Committee. The Secretary shall provide all notices required by these Bylaws, and shall correspond by mail as requested by the President or the Board of Trustees. The Secretary shall also maintain the corporate seal, minute book, other official records of the corporation, and a current register of the postal and email addresses of the members of the Board of Trustees, including telephone numbers. The President may appoint an Assistant Secretary to serve in the absence or unavailability of the Secretary.

(f) Treasurer. The Treasurer shall be responsible for the safekeeping of the corporation's funds and for maintaining adequate financial records. Revenues of the corporation shall be deposited in a bank designated by the Board of Trustees. All payments for expenses of the corporation shall be approved by the Treasurer. The Treasurer shall present an income and expense summary to the Board of Trustees at each of its meetings. The Treasurer shall prepare an annual report of the financial affairs of the corporation, and shall review all required state and federal tax reports. The President may appoint an Assistant Treasurer to serve in the absence or unavailability of the Treasurer.

(g) The Immediate Past President shall be a voting member of the Board of Trustees and shall serve as the Chair of the Nominating Committee.

ARTICLE VII – (Committees)

Section 1. The Friends of Pruyn House shall have the following standing committees:

(a) Executive Committee. The Executive Committee shall consist of the officers, and such Trustees who may be appointed, from time to time, by the President. The Committee shall possess, and may exercise, all authority on behalf of the corporation in any matter in the intervals between meetings of the Board of Trustees.

(b) Nominating Committee: The Nominating Committee shall consist of five (5) members appointed by the Executive Committee, including the Immediate Past President who shall serve as chair. The nominating committee shall recommend to the Board of Trustees slates of candidates for officers, and Honorary Life Trustees, and where applicable, persons to fill vacancies in office.

(c) Membership Committee: The Membership Committee shall be responsible for conducting membership drives and processing new and renewed memberships. The committee shall recommend to the Board of Trustees, from time to time, changes in the annual dues required for membership.

(d) Finance Committee. The Finance Committee shall consist of the Treasurer, as chair, the President, and one or more officers selected by the President. The Finance Committee shall prepare the annual budget of the corporation for approval by the Board of Trustees or Executive Committee. The committee may arrange for an annual audit of the corporation's funds by an independent auditor, and shall approve all independent auditors, bookkeepers, and other financial firms to complete financial statements and required tax reports. The committee shall also review all insurance-related matters pertaining to the complex, and related Board activities. The committee shall provide guidance and supervision of all financial matters, and when necessary consult with appropriate officials of the Town of Colonie.

(e) Buildings and Grounds Committee. The Buildings and Grounds Committee shall be responsible for determining policies for the usage of Pruyn House and other facilities and areas of the complex. The committee shall coordinate the maintenance, care and improvement of the Pruyn House complex in cooperation with appropriate officials of the Town of Colonie.

(f) Education Committee. The Education Committee shall be responsible for arranging programs and projects related to the historic and cultural history of the Town of Colonie and surrounding communities. The committee is encouraged to provide programs for schoolchildren in the Colonie area, and to collaborate with other historic, cultural and educational societies, and museums in the State of New York.

(g) Furnishings and Refurbishment Committee.

(i) The Furnishings and Refurbishment Committee shall be responsible for the furnishing and interior decoration of Pruyn House. The committee shall establish policies for accepting and cataloguing furnishings and other period items, whether by donation, purchase or loan. Proceeds from the sales of furnishings or items owned held by this corporation shall be used to acquire other period items or furnishings for the House. The committee shall consult with the Treasurer to insure that the furnishings and items are periodically reviewed for proper insurance coverage. The committee shall be responsible for arranging exhibits relating to community, cultural and historical topics.

(ii) The committee shall also be responsible for developing and implementing policies for accepting, accessioning, preserving, and conserving items considered to be part of the corporation's inventory and collection. Comparable policies shall be developed and implemented for the de-accessioning or other disposition of items in the collection. The term "collection" shall mean tangible objects, artifacts, documents, paintings, records, specimens, d ephemera and like objects (including video, computer or similar display) that have intrinsic historical value and which relate to the history of the Town of Colonie, the Pruyn House complex or to the Pruyn family.

(h) Program Committee. The Program Committee shall be responsible for arranging suitable programs for meetings of the Board of Trustees, as well as cultural events and programs (including fundraising opportunities) for the benefit of the membership and general public.

(i) Publicity Committee. The Publicity Committee shall be responsible for the development of media publicity for activities sponsored by the Board of Trustees. The committee shall also arrange for appropriate publications and materials concerning the organization's programs. The committee shall have editorial oversight over the publication of the organization's newsletter.

(j) Audit Committee. The Audit Committee shall consist of three members of the Board of Trustees other than the President and the Treasurer. The committee shall be appointed by the Board of Trustees, and shall review the corporation's financial transactions and statements and to report its findings and recommendations to the Board of Trustees.

(k) Bequests and Special Gifts Committee:

(i) As directed by the Board of Trustees, the Treasurer shall set aside, in a special bank account, bequests to the Friends of Pruyn House Inc., memorial contributions, and such other gifts and donations as the Board may designate. Such account shall be known as the Friends' House Improvement and Academic Achievement Fund, and shall be administered by the Bequests and Special Gifts Committee.

(ii) The Bequest and Special Gifts Committee shall consist of three members of the Friends selected by the Executive Committee for renewable five, four and three-year terms of office respectively. The President shall designate the chair of the committee, with the approval of the Executive Committee. A member appointed to fill a vacancy shall serve for the remainder of the predecessor's term of office.

(iii) To the extent practicable, one-half of each contribution to the House Improvement and Academic and Achievement Fund shall be utilized to finance improvements to Pruyn House and its collections, other than repairs, which have been recommended by the Furnishings and Refurbishment Committee. The remaining one-half shall be utilized to promote research projects and education initiatives that enhance or improve the interpretation of the history and culture of the Town of Colonie and the Pruyn House complex.

(iv) The Bequest and Special Gifts Committee, with the approval of the Executive Committee, may partner with a public or private secondary school or a college or university, to provide academic scholarships, and/or subsidize student internships and other pertinent research or education projects and programs relating to the history of the Town of Colonie and/or the

usage of the Pruyn House complex that will advance the mission of the Friends of Pruyn House, Inc. as an educational community resource.

(v) The committee shall maintain within Pruyn House a suitable plaque which recognizes donors and memorial contributions to the Friends' House Improvement and Academic and Achievement Fund, and shall periodically provide the Board of Trustees, its membership, and the general public with reports of the committee's activities.

(vi) The Board of Trustees, consistent with law, may rescind budgetary transfers to the House Improvement and Achievement Fund and provide for its dissolution and the distribution of its assets.

Section 2. The chair of each standing committee shall be a member of the Board of Trustees, and shall be appointed by the President with the approval of the Executive Committee. The chair of each standing committee may appoint, with the approval of the Executive Committee, persons who are not members of the Board of Trustees to serve as members of their respective committees, provided that such persons are members of The Friends of Pruyn House. The President shall have the power to fill a vacancy on a standing committee, subject to the approval of the Executive Committee.

Section 3. On or before February 1 each year, the chair of each standing committee shall provide the Board of Trustees with a written report of the committee's activities during the preceding calendar year.

Section 4. The Board of Trustees approves the creation of a Task Force on Interpretation (hereinafter the "Task Force"). The Task Force shall study and propose to the Executive Committee and Board of Trustees informational materials, displays, signs and exhibits to commemorate and identify the historic and cultural significance of the Pruyn House Complex at the time of its occupation by the family of Casparus F. Pruyn. Informational materials should include facts about the Pruyn family; the Van Rensselaer patroonship; public education; agriculture and commerce; rural home life; and significant political and commercial activities and events in mid-nineteenth century Colonie. The Task Force may also propose exterior signage to identify structures at the Pruyn House Complex; and methods and standards for the recruitment and training of volunteer docents. In the discharge of its responsibilities, the Task Force is encouraged to consult and collaborate with local historic, cultural and educational institutions and museums; the Friends' standing committees; the Curator of Pruyn House; and the Colonie Town Historian. Jennifer Hull Dorsey, Ph.D., Director of The McCormick Center for the Study of the American Revolution at Siena College has agreed to serve as Mentor of the Task Force. Members of the Task Force shall be appointed by the President with the approval of the Executive Committee. Subject to the approval of the Executive Committee, expenses of

the Task Force shall be paid from funds available from the Friends' Bequests and Special Gifts Account.

Section 5. The Curator may be invited to attend committee and task force meetings, provided however, that the Curator shall have no authority to vote on matters or influence decisions made by a committee or a task force. The Curator shall not serve as scribe, or report on committee activities unless requested to do so by the President.

ARTICLE VIII – (Amendments)

These Bylaws may be amended or repealed by a majority vote of the Board of Trustees. A notice of proposed amendments shall be provided to the Trustees, by postal or electronic mail, at least ten (10) days prior to the meeting of the Board of Trustees that is scheduled to consider the adoption of such amendments.

Historical Notes

Bylaws adopted by Board of Trustees on November 9, 2009. Effective date: January 1, 2010.

Subdivision 1(k) of Article VII was added on November 14, 2011, effective December 1, 2011.

Section 8 of Article IV was added on December 1, 2011, and January 1, 2014.

Subdivision 1 (8) of Article IV was added on June 10, 2013, effective January 1, 2014.

Subdivision 1 (b) of Article VII was amended on June 10, 2013, effective January 1, 2014.

Section 4 of Article VII was added on November 11, 2013, effective immediately.

Section 1 of Article VI was amended on June 10, 2013, effective January 1, 2014.

Section 7 of Article VI was amended on June 10, 2013, effective January 1, 2014.

Section 9 of Article IV was added on December 29, 2015, effective January 12, 2016.

Section 2 of Article IV was amended on October 17, 2017, effective immediately.

Section 2 of Article III was amended on October 17, 2017, effective immediately.