

EIN 99-1704335

## BYLAWS

Final Draft Approved by Board of Trustees March 11, 2026  
Revised Date Per Membership Approved \_\_\_\_\_

**Old Mentz Heritage Center  
PO Box 52, 97 Main Street  
Port Byron, NY 13140**

### **Article I. Name**

The name of this corporation shall be the Old Mentz Heritage Center (OMHC), hereafter known as the "Center. "

The **principal** office for the Center shall be at 97 Main Street, Port Byron, NY 13140.

### **Article II. Mission**

The objective of this Center shall be to create an awareness of, and preserve the history of the village of Port Byron, the town of Mentz, and the town of Montezuma.

To accomplish this purpose, the Center will collect, classify, display, and publish materials of historical value to the communities it serves. This corporation is organized exclusively for educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future United States Internal Revenue law.

### **Article III. Membership**

#### Section 1. Membership

Membership is open to any person or organization that is interested in the mission of the Center and can contribute to such.

#### Section 2. Membership Classes

Membership in the Center shall consist of the following classes and voting rights:

- a) Individual & Family - over 18 years of age shall be entitled to one vote.
- b) Legacy Lock 52 life members shall be retained with full voting rights.
- c) Honorary - members shall be any person who has made a distinguished contribution to the Center. Honorary members shall be nominated and elected by the Board of Trustees. An Honorary member shall not be required to pay annual dues but cannot vote or hold office.

## **Article IV. Dues/Revenues**

### Section 1. Annual Dues

Annual dues, as determined by the Board of Trustees, shall be collected annually. New memberships received after November 1st will be counted as paying for the next calendar year.

### Section 2. Revenues

Revenues from sources other than dues may be raised or accepted by the Board of Trustees. These sources may include donations, sales of items, interest on accounts, and grants. All revenues will be placed in the Center bank account(s).

### Section 3. Special Fund

A Trust Agency Fund was set up with an Agreement on May 17, 2024, between the Old Mentz Heritage Center and the Central New York Community Foundation (CNYCF), known as the "Montezuma Heritage Park Fund." The fund was established with an initial investment of \$10,000 from the former Montezuma Historical Society. The purpose of the fund is for the preservation, education, and historic interpretation of the Montezuma Heritage Park, a public park owned by the Town of Montezuma with historic Erie Canal resources. A Friends Committee of the Montezuma Heritage Park, appointed yearly by the Old Mentz Heritage Center Board of Trustees, outlined by the duties in Article VII, 6.

## **Article V. Meetings of Board of Trustees, Annual Meetings and Special Meetings**

### Section 1. Board of Trustees and Special Meetings

- a) The Board of Trustees meetings of the Center shall be held on the second Wednesday of the month. Meetings may be canceled by a vote of the Executive Committee as needed and notified by email or phone.
- b) The Executive Committee shall have the power to call a special meeting of the Board of Trustees or full membership at any time, after giving adequate notice to the trustees and all members in good standing.
- c) At least nine Board of Trustees meetings shall be held during the calendar year.
- d) Meetings will be held at the Old Mentz Heritage Center, 97 Main Street, Port Byron, NY, unless notified of another location.
- e) Monthly Board of Trustees meetings are open to all members and the public.

### Section 2. Annual Meetings

- a) The Annual Meeting of the Center shall take place on the first regular meeting of the calendar year.
- b) Election of the Board of Trustees shall be held by a vote of the members in good standing and reported at the Annual Meeting.

### Section 3. Quorum for Trustees, Special Meeting, and Annual Meeting

Voting requires a majority for all meetings and shall be defined as a simple majority of those members in good standing by ballot or in person.

### **Article VI. Trustees and Officers**

The Board of Trustees shall be a representation of the Center's mission as outlined in Article II. Every effort should be made to have a diverse Board of Trustees, with a goal to have equal representation from every municipality served by the mission.

### Section 1. Board of Trustees

- a) The size of the Board of Trustees will be from eight to twelve members.
- b) All Trustees of the Center will be elected from the membership as defined in Article III, section 2 above. All Trustees must be members in good standing and retain their membership during their term of service. The nomination committee will present the slate of candidates for Trustees in the last two months of the calendar year.
- c) The Trustees act as the fiduciary of the Center and shall, in all cases, act in the best manner toward the Center and its holdings.
- d) The term of office for a Trustee shall be three years, starting on January 1 of the year following the election. Trustees may be elected to two consecutive terms. Members may be re-elected to the trustee position after a lapse of one year.
- e) A vote by ballot, if requested, of a majority of members in good standing and present at the annual meeting, shall decide the election of the Board of Trustees.
- f) The Board may, in the event of a lack of members eligible and or willing to serve on the Board, waive the provision (d) above, and re-elect a member to another one-year term to keep the Board of Trustees at a maximum of members.
- g) In the event of a vacancy, the President may choose to appoint a member in good standing to the Board to fill out the remaining term of the person leaving.

### Section 2. Duties of the Board of Trustees

The Board of Trustees shall:

- a) Elect from the Board of Trustees an Executive Committee that shall consist of the President, Vice President, Secretary, and Treasurer.
- b) Meet once a month, or by a calendar set by the Board.
- c) A quorum is considered to be two-thirds of the board.
- d) The Board of Trustees shall serve as the legal fiduciaries of the Center, providing oversight and stewardship of all organizational assets. This includes, but is not limited to, the preservation and management of real property, financial assets, and the permanent collection (artifacts, documents, images, recordings, and archival materials) in accordance with the Center's mission and professional ethical standards.
- e) Develop policies and procedures concerning the acceptance of financial gifts and donations.
- f) Review and vote on the Secretary's and Treasurer's Reports at each Board meeting,

- g) Add: Review and vote yearly on approval of the annual budget.
- h) The Treasurer shall present the Center's financial records to an **independent professional reviewer** at the close of each fiscal year. The Treasurer will give a yearly written report of this meeting to the Board of Trustees for approval, along with other monthly financial reports.

### Section 3. Duties of Officers

The Officers shall also serve as the Executive Committee and shall be authorized to meet as needed, and in an emergency, take such actions, including the expenditure of money, to preserve the Center's holdings. This could include the building(s), physical and digital collection(s). The Executive Committee may consider advocating for the preservation of murals, structures, or any listings on the National Register of Historic Places within the Towns of Montezuma, Mentz, or the Village of Port Byron. All actions taken by this committee shall be in accordance with the bylaws of the Center. Any meetings or actions of the Executive Committee shall be recorded by the Secretary and entered into the minutes of the next regularly scheduled meeting of the Board.

The duties of the Officers shall be

- a) President- The President shall be elected from the membership of the Board of Trustees for a term of two years, and may not serve for more than two consecutive terms. The duties shall be:
  - a)1) Preside at meetings of the Center, Executive Committee, and Board of Trustees
  - a)2) Appoint members of standing and special committees, except the nominating committee, with the advice of the Executive Committee
  - a)3) Shall represent the Center when necessary.
- b) Vice President- The Vice President shall be elected by the Board of Trustees for a term of one year. The duties shall be:
  - b)1) Preside at meetings in the absence of the President.
  - b)2) Serves as a Standing Member of the Membership Committee.
- c) Secretary- The Secretary shall be elected by the Board of Trustees for a term of one year. The duties shall be: Record the minutes of each meeting of the Center and Executive Committee.
  - c)1) Be responsible for all correspondence pertaining to the Center.
  - c)2) Issue notices of all meetings.
- d) Treasurer- The Treasurer shall be elected from the membership at large for a term of one year. The duties shall be:
  - d)1) Collect and record all dues and revenue of the Center. Make the deposits to the banking institution.
  - d)2) Pay disbursements-approved by the Board or the Executive Committee.

- d)3) Submit monthly reports for review before and during the Board of Trustees' meeting.
- d)4) Pay monthly expenses considered to be part of the normal operation of the Center, such as loan payments, heating, water, newsletter, postage, insurance, etc.
- d)5) Any payments or expenses in excess of \$500 must be approved by a majority vote of the Board and recorded in the board meeting minutes.

#### Section 4. Compensation

All Trustees and Officers shall serve without compensation for the benefit of the Center. No Trustee shall benefit from their service on the board or as a member of the Center. See Article IX.

#### **Article VII. Committees**

Once approved and staffed by the Board, all committees shall have the authority to set and hold planning and work meetings. If the committee needs to have an operating budget to carry out its duties, the committee will present a budget to the President to prepare the yearly budget. If approved, the Committee shall have the authority to make such expenditures to carry out its intended function. All working committee chairpersons shall submit a written report at Board meetings-

The Center does not need to staff all the committees listed below, and can adjust the number of committees or required members as needed to carry out the functions of the organization. Some committees may carry out multiple duties as needed. Members of committees shall be appointed by the President, with the exception of the nomination committee.

##### a. Standing Committees-

- 1) **Membership Committee** shall consist of a chairman and two members with the goal of increasing and retaining membership. The membership committee will investigate and recommend to the Board a membership fee schedule on a yearly basis.
- 2) **Nominating Committee** shall consist of a chairman and two members appointed by the President. They will present a slate of candidates to fill vacancies created by term limits or resignations. They will present the slate at the meeting two months before the Annual meeting.
- 3) **Program/Publicity Committee** shall suggest and host programs that enhance the objectives of the Center. It shall handle all publicity pertaining to the Center and attempt to increase the visibility of the Center in the local press. A website and other social media platforms will be-maintained.
- 4) **Publications Committee** shall stimulate, encourage, and evaluate publications by members of the Center pertaining to subjects of local interest.
- 5) **Collections and Preservation Committee** shall investigate Best Management Practices for the acquisition, preservation, storage, and use of all items

currently in the Center's collection, and all those purchased or donated in the future. The committee will follow these guidelines in the handling and use of the collection. It will review Policies & Procedures regarding donations and loaned materials; review the collection guidelines; and offer changes or amendments to the Board of Trustees as warranted.

- 6) **Friends Committee of the Montezuma Heritage Park-** The committee will include Board Trustees and OMHC members to manage a Trust Fund established by the former Montezuma Historical Society to support the Town of Montezuma Heritage Park. Recommendations for the distribution of dividends or withdrawals from the CNY Community Foundation Agency Trust Fund will be used only for-park enhancements, to be determined by the Park Committee. The committee may also organize and participate in Park trail maintenance activities, special events, or trail walks.
- 7) **Cemetery Committee-**This committee will research the proper care of headstones and monuments and hold public events in local cemeteries where these techniques are shared.
- 8) **Finance Committee** shall be made up of the Executive Committee. The committee will develop a working budget and present it to the Board of Trustees for a vote at the beginning of each calendar year. The Committee will periodically review and compare income and expense reports to the budget and offer changes to keep the budget in balance. This Committee shall not have authority to overrule a vote of the full Board.
- 9) **Building Committee** shall be led by the President to oversee the building(s). The committee shall provide project oversight with town agencies and oversee budgets and schedules for the purchase of new property, renovations, or new construction.
- 10) **Family History Committee-** The Family History Committee is a working committee whose purpose is to facilitate genealogical research. The principal activity is to assist the Collections Committee in the acquisition and interpretation of materials that may be used in the research of persons and families who lived and worked in the region, to respond to and/or assist family researchers with their inquiries, and to encourage the sharing of family records and stories.
- 11) **Fund Development Committee-** Responsible for leading the Board's participation in resource development to ensure the Society's financial viability by overseeing the planning, implementation, and evaluation of all fundraising activities. The Committee will develop and recommend a Fundraising Plan to the Board, including specific goals for individual giving, corporate sponsorships, and grants to be updated annually.
- 12) **Ad Hoc Committees-** The President may decide to form short-term ad-hoc committees as needed. These committees will disband once their task has been completed.

### **Article VIII. Remote Meetings and Electronic Voting**

The Trustees of the Center may conduct virtual, or remote, board meetings, committee or planning meetings as needed by using a video conference platform and/or conference calling. Any virtual meeting will be considered to be a regular meeting of the board, and will need to follow all the rules governing an in-person meeting as described in these bylaws. Any action or vote held during a virtual meeting shall be considered to be in accordance with these bylaws.

If needed to expedite an action, the President and/or Vice-President may also take an electronic vote by email. Any business conducted by email shall be entered into the minutes of the next regular scheduled board meeting.

Committee members may use video conferencing and/or conference calling to hold and conduct meetings.

### **Article IX. Prohibition Against Sharing in Center Earnings**

No member, director, officer or employee of or member of a committee or person connected with the Center, or any other private individual shall receive at any time any net earnings or pecuniary profit from the operations of the Center, provided that this shall not prevent the payment to any such person such reasonable compensation for services rendered to or for the Center in effecting any of its purposes as shall be fixed by the Board of Trustees; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Center.

All members of the Center shall be deemed to expressly consented and agreed that upon such dissolution or winding up of the affairs of the Center, whether voluntary or involuntary, the assets of the Center, after all debts have been satisfied, then the remaining in the hands of the Board of Trustees shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board of Trustees may determine, subject to order of a Justice of the Supreme Court of the State of New York, exclusively to Charitable, scientific, or educational organizations which would then qualify under the provisions of section 501(c) 3 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

### **Article X. Exempt Activities**

Notwithstanding any other provision of these bylaws, no member, director, officer, employee, or representative of this Center shall take any action or carry on any activity by or on behalf of the Center not permitted to be taken or carried on by an organization exempt under Section 501(c) 3 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170 (c) 2 of such code and regulations as they may exist or as they may hereafter be amended.

### **Article XI. Amendments**

The bylaws may be amended, added to, altered or repealed, or new bylaws may be adopted pursuant to the following procedure:

- a) Approval by two-thirds of all Board Trustees shall be required before the proposals are submitted to the active membership.
- b) A majority affirmative vote of all members in good standing represented at the business meeting shall be required for approval.
- c) The proposed action to be considered and acted upon must be inserted in the notice or waiver of notice of said business meeting.

#### **Article XII. Indemnity**

To the extent and in the manner permitted by law, (a) the Center shall indemnify any person made a party to an action or proceeding by or on the right of the Center to procure a judgment in its favor, by reason of the fact that he, his testator or intestate, is or was a director, officer, or employee of the Center, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in conjunction with an appeal therein, except in relation to matters as to which such person is adjudged to have breached his duty to the Center, and (b) The Center shall indemnify any person made, or threatened to be made, a party to an action or proceeding other than one by or in the right of the Center to procure a judgment in its favor, whether civil or criminal, including an action by or in the right of any other corporation of any type or kind, domestic or foreign, any director, officer or employee of the Center served in any capacity at the request of the Center, by reason of the fact that he, his testator or intestate was a director, officer or employee of the Center, or served such other corporation in any capacity, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys fees, actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such person acted in good faith, for a purpose which he reasonable believed to be in the interests of the Center and, in criminal action or proceedings, in addition had no reasonable cause to believe that his conduct was unlawful.

#### **Article XIII. Removal of Trustees and Officers**

a) The Board has the authority to remove any Trustee or Officer who has acted in a manner that does not place the Center in high regard, is criminal, or unethical. Any Trustee who has been charged with an offense will have the opportunity to make their case before the Board. A majority vote is required to remove any Trustee.

b) Any Trustee or Officer who has failed to attend three consecutive board meetings without notifying the Secretary or President of their reason for absence will be asked to leave their position.

#### **Article XIV Amending the Bylaws**

These Bylaws may be amended by recommendation of the Board at a regular or special meeting of the membership, provided notice has been given in the call for the meeting at least two weeks in advance thereof. A ballot vote will be carried by a majority of those members represented at such a meeting. Changes become effective immediately upon approval.

