

**UNDERGROUND RAILROAD HISTORY PROJECT
OF THE CAPITAL REGION, INC.**

CONSTITUTION AND BYLAWS

ARTICLE I – Name

The name of this organization shall be Underground Railroad History Project of the Capital Region, Inc., hereinafter referred to as the “Project.”

ARTICLE II – Purpose

The purposes of this Project shall be:

1. To promote and encourage knowledge and understanding of the Underground Railroad Movement and its genesis and legacy in the Capital Region and in New York State, and as a significant element of the history of the United States;
2. To acknowledge the participation in, cooperation among, and felicity between African- and other Americans in the Underground Railroad Movement;
3. To promote and encourage historical research and education on the Underground Railroad Movement in the Capital Region, in New York, and in the United States;
4. To gather, preserve, display, and make available for study artifacts, relics, books, manuscripts, papers, photographs, and other records and materials relating to the history of Underground Railroad Movement in the Capital Region and New York State;
5. To encourage the suitable marking of places of historic interest relating to the Underground Railroad Movement in the Capital Region; and
6. To purchase, gift, devise, or otherwise acquire the title to or the custody of historic sites and structures relating to the Underground Railroad Movement in the Capital Region, to preserve and maintain such sites and structures, and to interpret them for the benefit of the public.

ARTICLE III – Membership

1. Any person interested in subscribing to the purposes and objectives of the Project may become a member in any of the classes of membership except honorary, institutional, and corporate in accordance with the following procedure:

- a. Application for membership in the Project;
- b. Payment of the necessary dues, as provided in the Bylaws; and
- c. Acceptance of the application by the Project.

2. The Project may not deny membership to any individual, but may permanently remove an individual from membership for any reason it may deem just cause by majority vote of the Board of Trustees.

3. The period of annual membership shall be January 1 to December 31. Annual dues shall be payable in advance. Members in arrears more than six (6) months after payment is due shall be deleted from membership.

4. Membership in the Project shall be divided into eight classes, as follows: individual, family, contributing, sustaining, student, institutional, corporate, and honorary.

5. Only individual, family, contributing, sustaining, and student members shall be entitled to vote, hold office, be retained as Executive Director or staff, serve on committees, or become a member of the Board of Trustees of the Project.

6. The Board of Trustees shall determine the annual dues for the various classes of membership.

- a. Dues shall not increase by more than 25% a year.

- b. Family members shall be two (2) but not more than six (6) members of the Project residing at the same address. Family members dues shall be at least 150% of the current individual dues.

- c. Contributing members shall be those members of the Project paying at least 200% of the current individual dues.

- d. Sustaining members shall be those members of the Project paying at least 300% of the current individual dues.

- e. Student members shall be those members of the Project under eighteen (18) years of age or persons of any age who are students in a recognized institution of learning.

Student members shall pay dues equal to an amount not to exceed 50% of the current individual dues.

f. Institutional members shall be organizations such as libraries, museums, and foundations. Dues for institutional members shall be equal to the current individual dues.

g. Corporate members shall be corporations, partnerships, or other businesses desiring to support the purposes and goals of the Project. Dues for corporate members shall be an amount equal to at least 300% of the current individual dues.

7. Scholarships for member dues: scholarships are limited to individual, family, and student/senior memberships. The membership committee will annually set eligibility criteria for this subsidized membership. Effort will be made to identify donors who will provide subsidy to those seeking membership who may not be able to afford the full cost of membership.

8. Reciprocity of membership with like organizations can be established at the discretion of the Board of Trustees.

9. Honorary members shall be such eminent persons as the Project, upon recommendation of the Board of Trustees, may elect at an annual meeting to receive this honor. It shall not be conferred upon members of the Project.

10. All classes of membership shall receive one copy of mailings, newsletters, and other publications provided as a benefit of membership.

ARTICLE IV – Officers

1. The officers of the Project shall be a President, a Vice-President, a Secretary and a Treasurer.

2. The powers and duties of the officers shall be as follows:

a. The President shall have executive supervision over the activities of the Project within the scope of these Bylaws and shall preside at all meetings of the membership and the Board of Trustees. The President shall be responsible for the general supervision of the affairs of the Project, subject to the direction of the Board of Trustees. He or she may sign and execute with the Secretary or the Treasurer, in the name of the Project, deeds, contracts, or other instruments authorized by the Board of Trustees, except in cases where the signing and execution of such instruments shall be expressly delegated by the Board of Trustees or by these Bylaws to some other officer or agency of the Project. The President shall report annually on the activities of the Project and shall appoint the

members of committees not otherwise provided. The full board should vote on committee appointments.

b. The Vice-President shall assume the duties of the President in the event of absence, incapacity, resignation, or removal of the President. The Vice-President shall perform such other duties as the President or the Board of Trustees may assign that office.

c. The Secretary shall keep the minutes of meetings of the Project and of the Board of Trustees; maintain the list of members; see that all notices are duly given in accordance with these Bylaws or as required by law; be custodian of all records of the Project; provide for the keeping of all records of attendance at meetings; see that the books, reports, statements, certificates and all other documents and records required by law are properly kept and filed; and, in general, perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Trustees or the President. The Secretary, or other individual designated by the Board, shall render an annual report to be presented at the annual meeting of the membership.

d. The Treasurer, or other individual designated by the Board, shall supervise the management of the funds of the Project and deposit such funds in the name of the Project in such banks or other depositories as shall be designated by the Trustees; render a financial report at meetings of the Trustees and membership and at such other times as shall be requested by the Trustees; collect dues; and, in general, perform all duties incident to the office of Treasurer and such other duties as may from time to time be assigned by the Board of Trustees or the President. The Treasurer shall be responsible for maintaining adequate and accurate financial records and shall render an annual report to be presented at the annual meeting of the membership. Monies shall be paid out by numbered checks signed by the Treasurer and the President.

ARTICLE V – Meetings and Quorum

1. The annual meeting of the Project shall be held in February of each year.
2. Ten percent (10%) or 15 members of the Project, whichever is greater, shall constitute a quorum at annual meetings. The Secretary shall notify all members of the time, place, and date of meetings of the membership at least two weeks prior to the meeting.
3. The President may call special meetings of the membership. The President shall call any such meeting within forty-five (45) days of the receipt of a written petition of at least 15 members or 10% of the membership whichever is greater. The petition shall clearly state the purpose for which the meeting is being called. No other business may be conducted at a special meeting other than that stated in the petition. The Secretary shall notify all members of the time, place, and date of special meetings of the membership at least two weeks prior to the meeting.

4. The Board shall meet as agreed by the Trustees, but not less than four times a year. One more than half of the Board of Trustees shall constitute a quorum at meetings of the Board of Trustees.

5. The President may call special meetings of the Board of Trustees. The President shall call any such meeting within fifteen (15) days of the receipt of a written petition of at least three (3) members of the Board. The petition shall clearly state the purpose for which the meeting is being called. No other business may be conducted at a special meeting other than that stated in the petition. The Secretary, or other individual designated by the Board, shall notify the Trustees of the time, place, and date of special meetings of the Board at least one week prior to the meeting.

ARTICLE VI – Board of Trustees

1. The Board of Trustees shall govern the property, affairs, policies, and business of the Project, and perform such other functions as designated in these Bylaws.

2. The Board of Trustees shall consist of not less than seven (7) and not more than twenty-five (25) Trustees, including the officers of the Project. In addition to the twenty-five (25), the immediate past President shall also serve as a member of the Board.

3. The term of office of members of the Board of Trustees shall be three (3) years from the date of the first Board meeting following election to the Board.

4. Members of the Board of Trustees shall be elected from among the membership upon the recommendation of (i) the Nominating Committee and/or (ii) members pursuant to these Bylaws. The election shall take place at the annual meeting. Trustees shall serve until their terms expire, or until their resignation, removal, or death.

5. At each meeting of the Board of Trustees, each Trustee present shall be entitled to one vote with respect to any matter presented for consideration at the meeting. At all meetings of the Board of Trustees, except as otherwise required by law or the Bylaws, all matters shall be decided by the vote of the majority of the Trustees present.

6. Any one or more members of the Board of Trustees or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communication equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

7. A Trustee may resign at any time by giving written notice to the President or the Secretary of the Project. Such resignation shall take effect at the time it is received by the President or the Secretary unless otherwise specified by the resigning Trustee.

8. A Trustee may be removed for cause by the affirmative vote of a majority of the entire number of Trustees in office at any meeting of the Board of Trustees provided that the proposal to remove the Trustee shall have been included in the notice of the meeting.

ARTICLE VII – Election of the Board of Trustees and Officers

1. The members of the Board of Trustees and officers shall be members of the Project; they shall be elected by a plurality of votes cast at the annual meeting. Officers shall be elected for a one year term.

2. On or before the last day of August prior to the annual meeting, the Nominating Committee shall provide the Secretary with a list of nominees for each office and for members of the Board of Trustees. Additional nominations may be made in writing by not fewer than ten (10) members of the Project and shall be included on the ballot if received by the Secretary before the last day of September, provided the nominee gives written consent.

3. The nominating committee shall prepare for distribution to the membership a statement of the qualifications for each candidate for office and for each candidate for membership on the Board of Trustees. The statement of qualifications shall be included by the Secretary with the announcement of the annual meeting distributed to all members.

4. In the event that there is only one candidate for each office and the number of candidates for membership on the Board of Trustees does not exceed the maximum number allowable, the President may request the membership attending the annual meeting to elect the slate in its entirety by acclamation or a show of hands.

5. In the event that there is more than one candidate for any office or the number of candidates for membership on the Board of Trustees exceeds the maximum number allowable, then the election shall be conducted by secret ballot.

6. (a) A person who has been elected to the Board of Trustees for two consecutive three year terms shall be able to be nominated to the Board only after one (1) year elapses between the end of the first two 3 year terms and the beginning of the third 3 year term. The Board of Trustees may waive this limitation by a vote of two-thirds of those attending a regular or special meeting of the Board.

(b) A person who has been elected as President or Vice-President for three consecutive one (1) year terms shall not be elected to the same office unless one year elapses between the end of the third year and the beginning of the fourth year in the roles specified. The Board of Trustees may waive this limitation by a vote of two-thirds of those attending a regular or special meeting of the Board.

7. Officers and Trustees shall be installed at the close of the annual meeting at which they are elected and shall serve until their successors have been duly elected and installed.

8. The Board of Trustees shall have the power by majority vote to appoint members of the Project to fill vacancies in any office, except President and Vice-President, or any vacancy on the Board of Trustees from nominations presented by the Nominating Committee. The appointment of such officers or members shall be for the unexpired term of the officer or Trustee whose vacancy is filled by the appointment.

9. If the offices of the President and Vice-President are vacant or such officers are unable to act, a member of the Board of Trustees shall exercise the powers and duties of the President. Such member of the Board of Trustees shall be selected by majority vote of the Board at a regular meeting or at a special meeting called for the purpose.

ARTICLE VIII – Electronic Voting

1. Voting by phone, fax, email, or other electronic device agreed by the Board of Trustees shall be permitted for all matters arising before the Board except amendments to the Bylaws.

2. When a matter arises requiring electronic voting, all relevant information necessary to make an informed choice on the matter being decided shall be provided to the Trustees electronically or otherwise. Once the Trustees have been notified of the time for voting, the Executive Committee shall contact the Trustees by phone, fax, and/or email, as needed and as appropriate, to assure that each Trustee is apprised that his or her vote is being sought. When a vote is called, the Trustees shall respond within 24 hours. After 24 hours have elapsed those not voting will be considered to have abstained.

ARTICLE IX – Executive Committee

1. The Executive Committee of the Project shall consist of the President, the Vice-President, Secretary and Treasurer of the Project and such other Trustees as may from time to time be appointed by the President. At its discretion, the Board of Trustees may choose to sit in its entirety as an Executive Committee.

2. The Chairpersons of all standing and *ad hoc* committees shall have a voice in the Executive Committee, but shall not have a vote.

3. The Executive Committee shall have and exercise all the powers of the Board of Trustees between the meetings of the Board of Trustees, except with respect to the removal of Trustees or the amendment of these Bylaws or the hiring, termination, and setting of compensation for the Executive Director. All actions of the Executive

Committee shall be reported to the Board of Trustees at its meeting next succeeding such actions.

ARTICLE X – Staff

The Board of Trustees shall engage an Executive Director(s) who shall employ such other staff as may be necessary to carry out the purposes of the Project and who shall exercise general supervision over the business of the Project and over its agents and employees under the direction of the Board of Trustees. The Executive Director(s) shall serve at the discretion of the Board of Trustees. The Board shall determine the compensation of the Executive Director(s). The Executive Director(s) shall perform such duties as may from time to time be assigned to him or her by the Board of Trustees and shall attend all meetings of the general membership and the Board of Trustees. The Executive Director(s) shall be an *ex-officio* member of all committees, including the Executive and Nominating Committees. The Executive Director(s) shall present an annual report to the membership at each annual meeting and represent the Project at public affairs and meetings.

ARTICLE XI – Committees

1. The President shall appoint such committees as are required by these Bylaws, and such other committees as the President or the Board of Trustees deems advisable, and, except as otherwise provided herein, name their chairmen who shall be members of the Project and serve at his or her pleasure. The chairmen of the Nominating, Finance, Membership, Program, Library, Museum, Publications, and Historic Sites committees shall be appointed from the members of the Board of Trustees. Chairmen and members of other committees may be, but need not be, Trustees.

2. The Project shall have the following standing committees:

a. Board Development Committee. The President shall appoint the members of the Nominating Committee at the first Board meeting following the annual meeting. The committee shall be composed of, in addition to the chairman, two Trustees and at least two persons from the general membership. Neither the President nor the Vice-President shall be a member of the Nominating Committee.

b. Finance Committee. The President shall appoint the members of the Finance Committee at the first Board meeting following the annual meeting. The Finance Committee shall advise the Board on all matters relating to the administration of the funds and properties of the Project and shall, in consultation with the Treasurer, prepare a budget to be presented to the Board for its approval and present a financial report to the membership at the annual meeting. The Finance Committee shall perform such other duties as the President and Board of Trustees shall assign.

c. Membership Committee. It shall be responsible for membership drives and processing new candidates for membership. The Membership Committee shall perform such other duties as the President and Board of Trustees shall assign.

d. Program Committee. It shall be responsible for arranging programs, and for setting the time, place, and date of annual and other meetings. The Program Committee shall perform such other duties as the President and Board of Trustees shall assign.

e. Library Committee. It shall support the work of the Librarian; review acquisitions, and propose an annual budget for the consideration and approval of the Board of Trustees and perform such other duties as the President and Board shall assign.

f. Collections Committee. It shall support the work of the Curator/Archivist, review acquisitions, and propose an annual budget for the consideration and approval of the Board of Trustees and perform such other duties as the President and Board shall assign.

g. Publications Committee. It shall be responsible for publications, such as research studies, a newsletter to members, a quarterly bulletin, and books; for publicity; and for broadcast productions. It shall propose an annual budget for the consideration and approval of the Board of Trustees and perform such other duties as the President and Board of Trustees shall assign.

h. Historic Sites Committee. It shall be responsible for nominating and establishing the historical relevance of sites proposed for marking, for marking historic sites, for the accurate interpretation of sites, and for arranging tours. The Historic Sites Committee shall propose a budget for the consideration and approval of the Board of Trustees and perform such other duties as the President and Board shall assign.

i. Property Committee. It shall be responsible for searching for and proposing for acquisition to the Board suitable property(ies) as the headquarters for the Project; for searching for and proposing for acquisition to the Board property(ies) associated with the Underground Railroad in the Capital Region; and for maintaining properties owned by the Project. It shall propose a budget for the consideration and approval of the Board of Trustees and perform such other duties as the President and Board shall assign.

ARTICLE XII – Gifts and Grants-in-Aid

The Project shall have the power to accept gifts of money or property, grants-in-aid, or other monies offered from any source that supports the mission of the organization.

ARTICLE XIII – Fiscal Year

The fiscal year of the Project shall be January 1 through December 31.

ARTICLE XIV – Audit

There shall be the filing of an IRS 990 if Project income is in excess of \$25,000 but less than \$100,000, and such a filing will occur annually. An accountant's review will be conducted annually if the Project budget is between \$100,000 and \$250,000. An audit will be conducted annually if the Project budget exceeds \$250,000.

ARTICLE XV – Distribution of Assets Upon Dissolution

In the event of dissolution, all of the remaining assets and property of the Project shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or to another organization to be used in such manner as in judgment of a Justice of the Supreme Court of the State of New York will best accomplish the general purposes for which the Project was formed. Organizations to which such assets and property are distributed, if such assets include the collections of the Project, shall have collection management policies similar to those of the Project.

ARTICLE XVI – Rulings and Parliamentary Authority

1. The rules sustained in *Webster's New World Rules of Order, Simplified and Applied* (2001) or other authority shall govern the proceedings of the Project except in such cases as are governed by the Bylaws.
2. The Secretary of the Project shall keep and have available for reference a copy of *Webster's New World Rules of Order, Simplified and Applied* (2001) or other authority for reference during meetings of the Project and at meetings of the Executive Committee and the Board of Trustees.

ARTICLE XVII – Amendment of the Bylaws

These Bylaws may be amended at any meeting by a majority vote of those voting, providing notice was given at the previous meeting. Or they may be amended by a majority vote at a special meeting called for the purpose, with at least forty-five (45) days prior notice in writing of the proposed changes or amendments. All proposed

amendments shall be submitted in writing. No other business may be conducted at a special meeting called for the purpose of changing or amending the Bylaws.

ARTICLE XVIII - Duty of Loyalty and Conflict of Interest

1. Duty of Loyalty. No Officer or Director shall engage in, or condone, any conduct that is disloyal, disruptive, damaging, or competes with the Corporation. No Officer or Director shall take any action, or establish any interest, that compromises his/her ability to represent the Corporation's best interest.

2. Conflict of Interest.

2.1 *Definition.* A conflict of interest exists when a matter to be acted upon by the Board of Directors confers a direct, substantial benefit to any Officer or Director of the Board, or business or agency from which such an Officer or Director derives an income or has authority in governance.

2.2 *Abstention.* An Officer or Director shall abstain from voting or attempting to influence the vote on any matter before the Board that place him or her in a conflict of interest.

2.3 *Disclosure.* An Officer or Director shall disclose the conflict or potential conflict as soon as he/she recognizes the conflict. If self-disclosure is not revealed, the Board President or any member of the Board of Directors can, prior to voting on a specific matter in which a potential conflict of interest exists, inquire whether any member of the Board desires to abstain from voting because of a conflict of interest. If no conflict of interest is disclosed but the President or any other member of the Board states the opinion that such a conflict exists and the challenged Board member refuses to abstain from the deliberations or voting as requested, the President shall immediately call for a vote of the Directors to determine whether the challenged Officer or Director is in a conflict of interest. If a majority of the Directors present vote to require the abstention of the challenged Officer or Director, the Officer or Director shall not be permitted to vote.

ARTICLE XIX - Construction

If there is any conflict between the provisions of the Certificate of Incorporation and the By-Laws, the provisions of the Certificate of Incorporation shall govern.

ARTICLE XX - Indemnification of Directors, Officers, and Employee

1. Authorized Indemnification. Unless clearly prohibited by law or these By-Laws this Corporation shall indemnify any person (an "Indemnified Person") made or threatened to be made a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by the Corporation, by reason of the fact that s/he (or her/his Testator or Administrator, if then deceased), whether before or after adoption of this Article: (a) is or was a Director or Officer of the Corporation, or; (b) is serving or served, in any capacity, at the request of the Corporation, as a Director or Officer of any other corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided the Corporation shall have consented to such settlement) and reasonable expenses, including attorneys' fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding.

2. Prohibited Indemnification. The Corporation shall not indemnify any person if a judgment, or other final adjudication, adverse to any Indemnified Person establishes, or the Board of Directors in good faith determines, that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that s/he personally garnered any financial profit or other advantage to which s/he was not legally entitled.

3. Advancement of Expenses. The Corporation shall, on request of any Indemnified Person who is or may be entitled to be indemnified by the Corporation, pay or promptly reimburse an Indemnified Person's reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified Person makes a binding, written commitment to repay the Corporation, with interest, for any amount advanced for which it is ultimately determined that s/he is not entitled to be indemnified under the law or these By-Laws. An Indemnified Person shall cooperate in good faith with any request by the Corporation that common legal counsel be used by the parties to such action or proceeding who are similarly situated unless it would be inappropriate to do so because of actual or potential conflicts between the interests of the parties.

4. Indemnification of Others. Unless clearly prohibited by law or these By-Laws, the Board of Directors may approve indemnification by the Corporation, as set forth in Section 1 of this Article, or advancement of expenses as set forth in Section 3 of this Article, to a person (or her/his Testator or Administrator, if then deceased) who is or was employed by the Corporation or who is or was a volunteer for the Corporation, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken in connection with service at the request of the Corporations in any capacity for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

5. Determination of Indemnification. Indemnification mandated by a final order of a court of competent jurisdiction will be paid. After determination or disposition of any actual or threatened action or proceeding against an Indemnified Person, if indemnification has not been ordered by a court, the Board of Directors shall, upon written request by an Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to these By-Laws. Before indemnification can occur, the Board of Directors must expressly find that such indemnification will not violate the provisions of Section 2 of this Article. No Director with a personal interest in the outcome, or who is party to such actual or threatened action or proceeding concerning which indemnification is sought, shall participate in this determination. If a quorum of disinterested Directors is not obtainable, the Board of Directors shall act only after receiving the opinion in writing of independent legal counsel that indemnification is proper in the circumstances under then applicable law and these By-Laws.

Approved by the Board of Trustees of the Underground Railroad Project of the Capital Region, Inc.

July 9, 2008

Date

Secretary