

BY LAWS OF THE FREDERICK LAW OLMSTED SOCIETY

ARTICLE I
PURPOSES

The purposes of this organization shall be to promote the welfare and progress of Riverside and of its citizens; to aid in the preservation of its cultural and physical heritage; to educate the citizens in the heritage of the Village and in its problems and needs; and to support active historical study within the Village.

ARTICLE II
MEMBERSHIP

Section 1. Membership: Any individual may become a member upon acceptance and payment of annual dues.

Section 2. Annual meeting: The annual meeting of the membership shall be held in January of each calendar year upon call issued by the Board of Directors. Said call shall specify the time and place of the annual meeting. The membership shall be given advance notice of the annual meeting a reasonable time prior thereto. The agenda of the annual meeting shall include a report by the President, the Treasurer and such other reports as may be requested by the Board of Directors; the election of officers and Directors for the ensuing year; and such other matters as may be specified by the Board of Directors.

Section 3. Other meetings: Other meetings of the membership, or committees of the membership, shall be arranged from time to time by the Board of Directors or by Individual committees.

Section 4. Quorum: A quorum for the conduct of business at any meeting of the membership shall be five per cent (5%) of the registered members or twenty (20) members, whichever is less.

ARTICLE III
OFFICERS

Section 1. Designation of Officers: The organization shall have a President, Vice President, Corresponding Secretary, Recording Secretary, and Treasurer. All officers shall have such duties and powers as usually appertain to such offices.

Section 2, Terms: Officers shall be elected for a term of one year and/or until their successors are elected and qualified. No officer shall serve more than two (2) consecutive terms in any one office.

Section 3. Qualifications: Any member of the organization who is a member in good standing, including members of the Board of Directors, shall be eligible to be an officer.

* Section 2. Term, was amended by the Society on January 18, 1991 to read as follows:

Officers shall be elected for a term of one year and/or until their successors are elected and qualified. No officer shall serve more than three (3) consecutive terms in any one office.

*** Section 1. Designation of Officers, was amended by the Society in January 2006 to read as follows:**

The organization shall have a President, Vice President, Secretary, and Treasurer. All officers shall have such duties and powers as usually appertain to such offices.

ARTICLE IV
DIRECTORS

Section 1. Board of Directors: This Society shall be managed by a Board of Directors consisting of not less than five (5) nor more than twenty-one (21) Directors, including the elected officers. Two members of the same family may be elected as Co-Directors each of whom shall have the same rights, duties and privileges as ordinary Directors except that each unit of two (2) Co-Directors shall have only one (1) vote. Directors shall serve for a term of three (3) years and/or until their successors are elected and qualified. Terms of offices of the Directors shall be adjusted so that no more than one-third (1/3) of the terms of office shall expire in anyone (1) year.

Section 2. Meetings: The Board of Directors shall hold no less than nine (9) meetings in each calendar year, each of which meetings shall be held in a different month. The Board of Directors shall give reasonable notice to each Director of each such meeting of the Board of Directors. Other meetings may be called from time to time by any Three (3) members of the Board of Directors, or by the President, upon reasonable notice to each Director.

Four unrecorded absences in one calendar year will result in the expulsion of that Board member.

Any vacancy on the Board of Directors resulting from removal of a Director for excessive absences shall be filled, for a term expiring at the next annual meeting of the membership, by a majority vote of the Board of Directors. Said election is to occur no later than the next meeting of the Board of Directors held following the removal of a Director for excessive absences. In the case of Co-Directors, no absence shall occur unless each of said Co-Directors is absent from a meeting of the Board of Directors.

Section 3. Quorum: A quorum for the conduct of business at any meeting of the Directors shall be a majority of the Directors, provided that each unit of two Co-Directors shall be counted as one Director for the purposes of a quorum, whether one or both Co-Directors are present at any meeting.

ARTICLE V
NOMINATIONS

Section 1. Nominating committee: The Board of Directors shall elect a nominating Committee to consist of five (5) members, three (3) of whom shall be from the Board of Directors, excluding the President, and two (2) from the general membership. The Committee shall appoint its own chairman.

Section 2. Duties and Functions of the Nominating Committee: The duties and functions of said Committee shall be to present a slate of nominees for the positions of President, Vice President, Corresponding Secretary, Recording Secretary and Treasurer; and to fill all vacancies that exist on the Board of Directors. No nominee shall be presented for nomination without their prior consent.

Section 3. Presentation of Slate: The Committee shall present said list of nominees for Officers and Directors at the December meeting of the Board of Directors, and said slate shall be included in the notice of the annual meeting to the general membership. Nominations shall also be permitted from the floor at the annual meeting of the general membership.

*** Section 2. Duties and Functions of the Nominating Committee, was amended by the Society in January 2006 to read as follows:**

The duties and functions of said Committee shall be to present a slate of nominees for the positions of President, Vice President, Secretary, and Treasurer; and to fill all vacancies that exist on the Board of Directors. No nominee shall be presented for nomination without their prior consent.

ARTICLE VI
DUES

Section 1. Dues: Each member shall pay annual dues, in such amount as may be fixed from time to time by vote of the membership.

ARTICLE VII
AMENDMENTS

Section 1. Amendments: These By-Laws may be amended at any time by a majority vote of the Members present at any meeting of the Membership provided that reasonable notice shall be given that an amendment will be proposed and of the nature of the amendment.

ARTICLE VIII
ROBERTS RULES OF ORDER

When not in conflict with these By-Laws, Roberts Rules of Order shall apply in all business meetings of the Membership, the Board of Directors, or any Committee.

ARTICLE IX
DISSOLUTION

When it has been determined by the Board of Directors that there is no longer a use or need for the FREDERICK LAW OLMSTED SOCIETY OF RIVERSIDE, said board shall vote to dissolve the Society. All monies in the treasury shall be turned over to the RIVERSIDE PUBLIC LIBRARY for use in maintaining the Frederick Law Olmsted Collection now housed in said library.

ARTICLE X
HONORARY DIRECTOR

The category of Honorary Director shall include Directors and other persons elected by the Directors from among the Board of Directors, past and present, who have rendered eminent services to the Society over a period of years. Honorary Directors shall be chosen from among persons who have performed continuing voluntary services for the Society or have attained other distinction. A Honorary Director may attend all Director Board meetings, but without voting rights. A Honorary Director may serve with voting rights on any Advisory Committee.