



The Custer Institute Inc.

www.custerobservatory.org
631.765.2626

1115 Main Bayview Road
Southold, NY 11971

CONSTITUTION OF CUSTER INSTITUTE INC.

1115 Main Bayview Road, Southold, NY 11971

6/25/2022

ARTICLE I: NAME

The name of the corporation shall be Custer Institute Inc.

ARTICLE II: PURPOSE

The purpose of the Institute is to:

A. Provoke intellectual curiosity, explore the arts, sciences and humanities, and stimulate fellowship amongst its members and to provide educational and cultural opportunities to the community.

ARTICLE III: MEMBERSHIP

A. Any person with a lively interest in the physical or social sciences, humanities and arts who is familiar with and willing to share in the work and responsibilities of the Institute.

B. Membership shall consist of Individual, Family, Senior Citizen, Lifetime, Sponsor, Benefactor, Patron, and Student which shall be collectively referred to herein as Regular Members. In addition, there may be Junior, Corporate Sponsors, Complimentary, and Honorary Members, as described by the bylaws.

ARTICLE IV: OFFICERS AND DIRECTORS

A. The officers shall be President, Vice-President, Secretary, and Treasurer. They will serve for a term of one year or until their successors are duly elected and installed by a majority vote of the Membership.

B. The directors of the Institute shall be nine in number and serve in two classes:

Class A and Class B.

1. Class A directors shall be the Officers of the Institute and the Chairperson of the Finance Committee. They shall serve for a term of one year.
2. Class B directors shall be the Directors-at-Large. There shall be four Directors-at-Large, with two each serving staggered two year terms.

C. The President of the Institute shall serve as the Chairperson of the Board of Directors.

D. Vacancies amongst the officers and directors shall be filled by appointment of the Board of Directors. The successor will serve until the June annual meeting when an election by the Membership, to fill the vacancy, must be held.

E. All officers and directors are required to attend Board Meetings. If non-attendance occurs without satisfactory explanation to the Chairperson for three consecutive Board Meetings, the Board is authorized to replace the absent Board Members as outlined in Article IV, Section D.



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ARTICLE V: ELECTION OF OFFICERS AND DIRECTORS

The Membership shall elect the Officers, Chairperson of the Finance Committee, and the two eligible Directors-at-Large at the Annual Meeting in June. The Election Committee shall conduct this election.

A. The Election Committee shall present a list of nominees to the General Membership at the Annual Meeting. The membership shall be notified in writing no less than 14 days before the Annual Meeting.

B. Any Regular Member in good standing may nominate any other Regular Member in good standing for any open elected position in the Institute. The Election Committee shall accept the nominations of all Regular Members in good standing for at least one year. Written consent of a nominee must be presented at the time of nomination and all nominations must be seconded.

C. The Election committee shall announce the opening of nominations to the membership 90 days prior to the Annual Meeting. All nominations must be received by the Election committee 45 days prior to the Annual Meeting.

D. Floor nominations will not be accepted at the Annual Meeting.

E. Only Regular Members of the Institute in good standing for at least one year prior to the election are eligible to run for election.

F. Members of the Election Committee are not eligible to run for election.

G. Elections may be by written ballot, roll call or show of hands at the discretion of the Election Committee. Absentee Ballots are permitted provided that they are signed by the Member in good standing and are in the hands of the Election Committee three business days before the Annual Meeting.

H. If more than two candidates are running for Director-at-Large, the two candidates with the most votes will be declared the winners.

I. Upon the seating of the new Board of Directors, the Board will select one of its Directors to serve as its Parliamentarian, whose job it is to make sure the Board follows the Constitution and Bylaws in all its proceedings.

ARTICLE VI: MANAGEMENT

A. The management of the Institute, as to its physical plants, cultural-educational endeavors and financial assets, is the duty and responsibility of the Board of Directors in which it is vested.

ARTICLE VII: MEETINGS OF THE MEMBERSHIP

The membership meetings of the Institute shall be:

A. Business Meetings:

1. The annual meeting shall be held in June.
2. Special Meetings, which may be called upon in 10 days written notice by the President or by a petition signed by 1/10 of the Regular Members presented to the Board of Directors.



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ARTICLE VIII: COMPENSATION

A. No Officer, Director or member in any category shall receive compensation for performance of his or her duties except as specifically voted by the membership of the Institute at a business meeting.

ARTICLE IX: QUORUMS

A. Ten Regular Members in good standing shall constitute a quorum for a business meeting. When the membership exceeds 100, 1/10 of the Regular Members in good standing shall constitute a quorum.

B. Five members shall constitute a quorum for the Board of Directors.

ARTICLE X: MEETINGS OF THE BOARD OF DIRECTORS

A. The Board shall meet on such dates and times as they choose, but no less than once every three months.

B. Any Board members may request a special meeting and a special meeting must be called upon the written petition of five members.

ARTICLE XI: COMMITTEES OF THE INSTITUTE

A. The Standing committees of the Institute shall be Finance, Bulletin, Buildings and Grounds, Membership, Programs, Commissary, Publicity, Museum, Observatory, and Library. All Chairpersons, except the Chairperson of the Finance Committee, shall be appointed by the President and serve for the duration of that administration. Each Chairperson shall select the members of his or her committees, except as noted below.

B. The Election Committee shall be chosen in February and consist of a Chairperson and two or more members appointed by the Board.

C. The Board will select a volunteer from the general membership to serve as the Auditor, who shall perform an audit of the Treasury and report at the annual meeting.

D. Special committees shall be appointed as the need becomes apparent and shall consist of a Chairperson appointed by the President and additional members selected by the Chairperson.

E. The President is a member ex-officio of all committees, except the Election and Auditing Committees. Board members are also excluded from serving on the Election and Auditing Committees.

ARTICLE XII: PARLIAMENTARY AUTHORITY

A. The rules contained in Robert's Rules of Order (Newly Revised) shall govern the Institute in all cases not covered by the Institute's Constitution and Bylaws.



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ARTICLE XIII: AMENDMENTS TO THE CONSTITUTION AND BYLAWS

- A. Any proposed amendment must be presented to the Board of Directors in writing. If approved by the Board for presentation to the membership, a copy of the proposed amendment(s) must be delivered to each member not less than 30 days before the meeting at which it is to be considered. Approval shall require a $2/3$ affirmative vote by the members present.



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BYLAWS OF CUSTER INSTITUTE INC. 1115 Main Bayview Road, Southold, NY 11971 6/25/22

I. MEMBERSHIP

A. Membership Categories:

1. Regular members of the Institute shall be at least the age of 19, pay the dues of Regular Members and are eligible for office and to vote at the business meetings of the Institute.
2. Junior Members shall be from the ages of 12 to 18, pay dues in their category and are not entitled to hold office or vote. Upon reaching the age of 19 they may transfer into Regular membership
3. Honorary memberships may be awarded by the Board of Directors for unique achievement in the sciences and for outstanding service to the Institute.

B. Members in all categories shall agree to abide by the Constitution and Bylaws of the Institute and shall waive any claim against the Institute, its officers, directors, committee members and employees, either as an individual or as a group, for any official act or omission of action in connection with the business or property of the Institute.

C. Membership shall be automatically terminated when a member is delinquent for 4 months and has been apprised by the Membership Chair of his/her delinquency and failed to respond.

D. A member may be expelled for conduct prejudicial to the welfare of the Institute as determined by the Board of Directors. Charges of prejudicial conduct must be made to the Board in writing 30 days before the meeting at which they are reviewed. The member bringing such charges may withdraw them at any time during that period. A copy of the charges must be presented to the member in question for reply. Should the Board determine that expulsion is in order it must report its findings to the Regular Members at the next business meeting. 3/4 of the members present must vote affirmatively in writing for the expulsion to take effect. Such expulsion would become effective immediately.

II. DUES

A. The dues for the various categories of membership shall be determined at the annual meeting upon recommendation of the Board of Directors based upon the budget prepared by the Finance Committee.

B. Present dues for the various categories of membership shall stand until the first annual meeting after acceptance of these proposed bylaws.

III. USE OF PROPERTY

A. The Board of Directors of the Institute shall have the power to regulate and restrict the use of Institute property.



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IV. DUTIES, RIGHTS, POWERS OF OFFICERS AND DIRECTORS

A. The President shall preside at all business meetings, call special meetings if a need is seen, appoint all committee Chairmen/women, except the Audit and Election Committees, and Chairperson of the Finance Committee, contract any services the Institute may require with the approval of the Board of Directors, sign any documents that are necessary, employ and discharge any employees, authorize expenditure of any sums required by committee chairmen/women for the reasonable maintenance of the Institute, property and programs. All expenditures must be approved by the President before payment is made.

B. The Board of Directors is authorized to approve all expenditures that are in keeping with the stated purpose of the organization and/or necessary for its well-being, but limited to 110% of the entire existing budget for that fiscal year; it may delegate this authority to the President. Expenditures in excess of this amount shall be approved by a majority vote of the membership in writing.

C. The Vice President shall perform the duties and have the rights and powers of the President when the President is absent, disabled, or has withdrawn from the Chair.

D. The Secretary shall keep the minutes of all meetings of the general membership and the Board of Directors. The Secretary shall maintain the archives of the Institute, attend to all notices of Institute meetings, keep a roster of the names and addresses of the members, attend all correspondence and perform all usual and customary duties of the office.

E. The Treasurer shall deposit all monies received in a depository designated by the Board of Directors and keep itemized records of them, present all bills rendered for approval by the President, and if necessary, the Board of Directors or the general membership. Bills shall be approved by the President or Treasurer and paid by check, credit card or electronic funds transfer. A financial report shall be prepared and presented at each business meeting. The Treasurer shall keep an up to date list of members and their addresses and dues status and shall be assisted in this by the Membership Committee. The Treasurer shall be an ex-officio member of the Finance Committee. The Treasurer is responsible for keeping the authorized signature card at the bank up to date.

V. THE DUTIES OF COMMITTEES

A. The Chairman/woman of a standing committee shall choose the members of that committee. Each Chairperson will receive a copy of that committee's SOP, which has been approved by the Board.

B. The Finance Committee shall prepare the proposed yearly budget, which must be submitted at the annual meeting.



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VI. THE ORDER OF BUSINESS MEETINGS

A. The order of any business meeting shall be:

- Introduction of any Guest Speaker
- Determination of a quorum
- Reading of the minutes
- Report of the Treasurer
- Reports of the Board of Directors
- Reports of the Committees
- Old Business
- Elections (if the annual meeting)
- New Business
- Adjournment

B. If any election is to be conducted by ballot, the President shall appoint one overseer of the election and tellers as necessary, who shall distribute, collect and count the ballots and make known the results.



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Revision History

| Revision Date | Change |
|---------------|---|
| 6/25/2022 | Amended Article IV, Section E of the Bylaws per vote at the annual meeting. Updated payment methods. |
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