

BYLAWS

for

The Licking County Historical Society, Inc.

Bylaws as amended changes approved by Board of Trustees vote on

March 12, 2019.

Bylaws as amended changes approved by membership vote on

_____.

ARTICLE I NAME

This non-profit corporation shall be known as

The Licking County Historical Society (LCHS), Incorporated

ARTICLE II PURPOSE

The purposed of this Society are as follows:

- A. To promote interest in and an appreciation of the history of Licking County.
- B. To collect and preserve, or encourage the preservation of, all that pertains to the social, political, educational, agricultural, industrial, and archaeological history of said County;
- C. To encourage the education of children and youth in the County in historical studies and pursuits; and
- D. To cooperate wherever possible with Ohio historical societies and other related organizations.

ARTICLE III MEMBERSHIP

Section A. **Members**

Any person interested in the purposes of The Licking County Historical Society, is eligible to become a member of the organization.

Section B. **Meetings**

The time and place of the meeting shall be determined by the President. The business of the Annual Communication shall include the election of trustees, the submission of the Annual report and such other business as may be pertinent to the interests of the Society.

Section C. Voting

Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section D. Termination of Membership

The Board of Trustees may request the resignation and/or terminate the membership of any member for any act or omission, which is deemed by the Trustees to be harmful to or inconsistent with the purpose and goals of the Society. The nonpayment of dues is also a basis for termination of Membership.

Section E. Dues

Each member shall pay annual dues at such time and rate as fixed by the trustees; however, the Board of Trustees may recommend that awards be made to worthy persons of honorary membership, which are exempt from the payment of dues.

Section F. Quorum

At any meeting of the members, the members present shall constitute a quorum.

ARTICLE IV NOMINATING COMMITTEE

Section A. Composition

The President shall appoint a Nominating Committee for a term of one year, to consist of at least three members of the Society. The chair will be from the Structure and Clarification Committee.

Section B. Duties

It shall be the duty of the Nominating Committee to recommend suitable, eligible and willing persons to fill vacancies, which may occur on the Board of Trustees and Officers of the Society. The recommendations for the Board of Trustees will be presented at the Annual Communication for a vote by the membership. Nominations for willing nominees will also be accepted from the floor.

ARTICLE V TRUSTEES

Section A. Number

The Board of Trustees shall consist of twelve (12) persons. Trustees must meet the following eligibility criteria: 1) must be a member in good standing; 2) must not be a paid staff member of the society or an immediate relative (i.e. mother, father, son, daughter, husband, or wife) of a paid staff person.

Section B. Election

The Trustees are elected by the membership from the recommendations of the Nomination Committee or nominations from the floor. Vacancies created by resignation, termination or any other reasons are filled by the President or Nominating Committee as approved by the Board of Trustees. These vacancies will be filled only for the remaining portion of the term of the person being replaced.

Section C. Term of Office

The Trustees shall be elected for terms of three (3) years; one third of the terms to expire each year with replacement or re-election of those in that year class to be effected by the membership. No Trustee shall serve more than two consecutive terms of three years. Appointments to partial terms to fill vacancies are not included in the six- year limit.

Section D. Authority

The Board of Trustees is the governing body of the Society. It is charged with selecting the appropriate officers and advising them on the administration, direction, management, and conduct of the Society’s affairs. The Trustees are also charged with approving an annual operating budget and all Society operating expenditures in excess of \$500.00.

Section E. Meeting

The Board of Trustees shall schedule a meeting at least eleven (11) times per year with the meeting date, time and place prescribed by the President in conjunction with the Trustees and the work to be accomplished by the Committee Initiatives. The first meeting shall include the election of the officers of the Society. Committee Initiatives will meet before or after the general trustee meeting to prepare to present any focal approaches brought forth for discussion and or vote. It is recommended that a written report be presented to the President.

Section F. Quorum

A minimum of seven (7) Trustees is required to constitute a quorum. Any issue voted upon, must be passed by a simple majority of the trustees present. In the event of a tie, the President vote is the deciding vote.

Section G. Vacancies

The President shall have the power to fill temporary vacancies on the Board of Trustees upon approval by vote of the sitting trustees.

Section H. Termination of Office

Three unexcused absences per appointment year (August to July) without adequate reason given to the President shall terminate the term of office of any trustee. At such time that Secretary certifies that a trustee has three (3) unexcused absences, the President and Trustees will take immediate action to fill the vacancy. No notice is required to terminate a trustee.

Section I. Annual Report

The Board of Trustees shall prepare an Annual Report of the activities of the Licking County Historical Society to be submitted to the members and to the County Commissioners.

Section J. Life Trustees

Trustees may be elected by the membership as Life Trustees in recognition of long and meritorious service to the Society. Life Trustees may attend meetings and exercise all rights of trustees except voting.

Section K. Trustee Employment

In the event that the LCHS paid staff member must take a leave –of- absence, leaving a critical position vacant, the LCHS Officers may choose to hire, on temporary basis, an experienced Trustee/Officer to fill the vacant position.

Assuming:

- 1) The Trustee/Officer is willing to assume normal duties of the absent member;
- 2) An appropriate compensation/pay/time schedule can be agreed upon;
- 3) Above criteria 1 & 2 is approved by the Executive Board and voted upon by the Board of Trustees.

In cases where an LCHS Trustee/Officer is fulfilling a temporary position of a paid staff member, LCHS Officers have the right to restrict/deny voting rights of the individual as needed. The individual will not be permitted to endorse checks/payments made from LCHS to themselves.

Section L. Trustee Consultants

LCHS Officers will have the option to hire an experienced LCHS Trustee/Officer as a Contractor, Consultant, or Manager for certain projects or enterprises relating to LCHS operations. A contract stating the terms of the business relation must be written and agreed upon by the Executive Board and voted on by the LCHS Board of Trustees. In this case, the contracted LCHS Trustee/Officer may have their voting rights restricted/denied, depending on the nature of the business relationship. This contracted individual will not have direct access to LCHS financial records or accounts. This individual will not be permitted to sign checks or authorize payments made from LCHS to themselves or other entities involved in this business agreement.

ARTICLE VI OFFICERS

Section A. Election

The Board of Trustees of the Society shall elect each year from its number, a slate of officers to conduct the business affairs and manage the Society. The Nominating Committee is charged with making recommendations and presenting the recommended slate at the August meeting. Nominations can also be made from the floor. A simple majority vote is required for election to each office.

Section B. Term of Office

The term of the officers shall be one (1) year, commencing in August. There are no term limitations on officers with the exception of the President, who shall not serve more than three (3) one year terms.

Section C. **Officers**

President: Who is the Chief Executive of the Society and exercises the administrative and executive powers of the Trustees in the usual and normal day to day operation of the affairs of the Society. This includes the authority to execute personnel and policy decisions, execute checks and authorize expenditures of \$500.00, without prior approval of the Trustees. Such executive powers can be exercised directly or delegated to the Executive Director. The President shall serve as a non-voting member of the board. In the event of a tie vote, the President is the deciding vote. The President also presides at all meetings of members and Trustees. The President shall be a member of all Boards and committees of the Society including an ex-officio member status of the boards of the Robbins Hunter Museum and the Webb House Museum. The President is also directly responsible for making appointments to any vacancies for the Boards of the Robbins Hunter Museum and the Webb House Museum.

Executive Vice-President: Who shall perform all the duties of the President in his /her absence and shall have such other further powers and duties as may be assigned by the Trustees.

Secretary: Who is responsible for keeping the minutes of all proceedings of the Trustees and the membership meetings and make a proper record of the same. The Secretary also shall keep attendance of the Trustees, and any other additional books and perform other related administrative duties as may be required by the officers and Trustees.

Treasurer: who maintains the custody of funds, securities and accounts of the Society and administers and manages said funds as ordered by the Trustees. When necessary or proper, the treasurer may endorse or negotiate checks and other financial instruments on behalf of the Society as well as make deposits to the accounts of the Society. The treasurer shall be required to submit a statement of financial condition to the membership on an annual basis as well as on a quarterly basis to the trustees. The Treasurer shall maintain the financial books of the Society fully and accurately and make such reports as required by ORC 307.24. the Treasurer shall perform such other duties as may be assigned by the Board of trustees. The Treasurer may be bonded in manner and amount set by the Board of Trustees.

General Council: Who is responsible for securing any needed legal advisor as determined by the Board to be necessary for the Society in legal matters. If not a current Trustee, the Legal Counsel serves as a non-voting Legal advisor to the Board of Trustees.

Section D. **Vacancies**

The President is empowered to temporarily appoint a replacement in event an officer's position becomes vacant. This appointment is valid until such time as the Trustees take formal action to select a replacement.

ARTICLE VII **STANDING COMMITTEES**

Section A. **Appointment**

The President is empowered to appoint various committees for the tasks and projects that arise in the course of Society business.

Section B. **Standing Committees**

Standing committees will function as Initiatives. The President will appoint Trustees to chair /or resume membership in one of three Committee Initiatives to develop Focal Approaches. The Chair and Co-chair of these committees may recruit members from the general membership, staff and volunteers.

Section C. **Long Range Planning (Strategic Planning)**

Initiative committees will first meet separately from the Board of Trustee meeting to research, plan and bring to the board Focused Approaches. These working groups will seek ways to achieve the initiatives set forth by the committee and be reviewed on a three year basis. Focal Approaches may be added to or completed as the year progresses. Long Range planning is preferred to consider both financial and people resources that are necessary to carry out the Society's mission. Long Range planning is imbedded in each of the initiatives.

Section D. **Committee Initiatives**

1.) Operational Initiatives

Operational Initiatives provide sustainability and growth of the organization through proper financial stewardship, fundraising, membership growth, preservation of local artifacts, structures and history memory.

2.) Outreach Initiatives

Outreach Initiatives provides for community education and engagement through programs and events regarding history using such means as public forums and publications.

3.) Structure and Clarification Initiatives

Structure and Clarification Initiatives provide regular review of all personnel, long range planning, Bylaws, nominating committee and regular meeting structure and effectiveness.

ARTICLE VIII **EXECUTIVE DIRECTOR**

Section A. **Appointment**

The Board of Trustees may recommend that the President fill the position of Executive Director. A three-fourths (3/4) affirmative vote of the members present is required for approval to hire. The Executive Director shall serve as the day-to-day manager of the Society business and affairs subject to the direction of the President and the advice of the Board.

Section B. Duties

The Executive Director is responsible for supervising the employees and the volunteer staff of the Society. He/she is additionally responsible for working with the Treasurer in managing the Society financial accounts, payment of bills, collections of monies due, and authorizing any emergency expenditures. The director is also charged with coordinating the activities of the various committees and Society operations.

Section C. Term

The Executive Director serves at the pleasure of the President. The rate of compensation and schedule of Executive Director is to be determined by the Structure and Clarification Initiative (Personnel Committee) and the President.

Section D. Status

The Executive Director shall be an ex-officio member of the Board of Trustees and the Structure and Clarification Initiative (Personnel Committee).

ARTICLE IX FISCAL YEAR

Section A. Fiscal Year

The fiscal year of the Society shall coincide with the calendar year. The term of all officers and trustees begins in the month of August.

ARTICLE X AMENDMENTS

Section A. Quorum

The BYLAWS may be amended when so recommended by the Board of Trustees, a simple majority vote of the Trustees being required. This recommendation is then presented to the general membership at the Annual Communication, where two-thirds vote (2/3) vote of the eligible voting members present must occur.

Section B. Special Meeting

In extraordinary circumstances, the President or member of the Executive Board can convene a special meeting of the general membership for the purpose of amending the BYLAWS, providing that the notice requirement of Section C of Article X are adhered to.

Section C. Notice

Notice of any proposed amendment(s) to the BYLAWS shall be put forth by June 1. Copies of the proposed amendment(s) shall be available to any member of the Society at the office of the Society or by mail, upon request. A dated copy of the public notice shall be attached to the minutes of the Annual Communication or special meeting, if called.

ARTICLE XI MEETINGS

Section A. **Business**

The business of any meeting of the Board of Trustees shall be as follows: A parliamentary procedure is in place to keep the meetings organized, timely and productive.

- 1.) Call to Order
- 2.) Staff Reports
- 3.) Initiative Committees
- 4.) Full Board Discussion
- 5.) Adjourn