

BYLAWS OF THE MARION COUNTY HISTORICAL SOCIETY

Adopted: June, 1990

Amendments & Revisions Adopted: June, 1990; January, 1991;
January, 1997; August, 1997; September, 2000; December, 2004

Reviewed: January, 2015

ARTICLE I

NAME, STATUS, LOCATION

Section 1 - Name: This organization shall be known as The Marion County Historical Society, hereinafter referred to as the Society.

Section 2 - Status: The Society is a nonprofit corporation under the laws of the State of Ohio, 1702 et seq. and provisions of 501 (c)(3) of the Internal Revenue Code of 1986 et seq.

Section 3 - Location: The principal offices of the Society shall be located at Heritage Hall, 169 E. Church Street, Marion, Ohio 43302.

ARTICLE II

PURPOSE, OBLIGATION, HEADQUARTERS

(This supplements the legal purposes in MCHS Articles of Incorporation)

Section 1 - Purpose: The Society was formed in 1969 to maintain the existing interest in the history of Marion County, Ohio; create an interest where it does not now exist; and to do those things appropriate to such a Society which from time to time may appear necessary and proper.

Section 2 - Obligation: To carry out this purpose the Society shall collect, preserve, exhibit, and interpret, for public education and enjoyment, historical artifacts and information and encourage historical research and publication.

Section 3 - Headquarters: In fulfilling such purposes the Society shall support, maintain, and operate Heritage Hall at 169 E. Church Street, Marion, Ohio 43302 for its headquarters, offices, museum, archives, and resource center.

ARTICLE III

MEMBERSHIP

Section 1 - Eligibility: Membership shall be open to any person, partnership, organization, or institution interested in the purposes of the Society upon payment of membership dues.

Section 2 - Rights of Members: Every person who is a member of the Society in good standing, including the authorized representative of a corporation, partnership, organizational, or institutional member, shall be entitled to one vote, to hold office, and to take part in the proceedings of the Society.

Section 3 - Termination of Membership: Membership shall be terminated for non-payment of dues or upon a written resignation addressed to the secretary of the Society. All membership rights cease on the termination of membership.

Section 4 - Particulars: Membership classifications, dues structure, and billing procedures shall be set forth by the Board of Trustees (hereinafter referred to as the Board) in the Standing Rules of the Society.

ARTICLE IV GOVERNMENT

Section 1 - Control: The government, corporate powers, property, and affairs of the Society, subject to any limitations contained in the Ohio Revised Code, the Articles of Incorporation, and these Bylaws, shall be exercised, conducted, and controlled by the Board whose members shall be selected from the roster of the Society.

A. Executive Committee Powers: The Executive Committee is empowered by the Board to conduct Society business between Board meetings as set forth in the Standing Rules of the Society.

Section 2 - Membership Powers: The membership of the Society shall have the power to elect officers and trustees, amend the Articles of Incorporation and the Bylaws, and to act upon recommendations of the Board.

Section 3 - Governing Documents: The governing documents of the Society shall be:

- A.** The Articles of Incorporation filed with the Secretary of the State of Ohio, and any amendments.
- B.** These Bylaws to the Articles of Incorporation which shall be adopted, amended, or repealed by a majority vote of the members of the Society assembled as necessary to constitute a quorum as defined in these Bylaws.
- C.** The Standing Rules of the Society setting forth procedures, which shall be adopted, amended or repealed by a majority vote of the Board assembled as necessary to constitute a quorum as defined in these Bylaws.

Section 4 - Agents and Representatives: The Board may appoint such agents and representatives of the Society with such powers and to perform such acts or duties on behalf of the Society as may be consistent with these Bylaws to the extent authorized or permitted by law.

Section 5 - Fiscal Year: The affairs of the Society shall be conducted on the basis of the calendar year starting on January 1 and ending on December 31.

Section 6 - Parliamentary Authority: The rules contained in the current edition of *Robert's Rules of Order, Revised*, shall govern procedures of the Society in which they are applicable and in which they are not inconsistent with these Bylaws.

ARTICLE V BOARD OF TRUSTEES

Section 1 - Ethics: Members of the Board shall conduct themselves honorably in all matters pertaining to the affairs of the Society under the Code of Ethics of the Society.

Section 2 - Constituents: The Board shall consist of the officers of the Society: president, vice-president, recording secretary, corresponding secretary, treasurer, and fifteen trustees who shall be elected by the membership at the Annual Meeting. The Board shall take office on the following January 1.

- A.** The immediate past president shall be an ex-officio member of the Board with full voting privileges.
- B.** The Board may elect current or former Board members as Trustees Emeritus to serve on the Board with full voting privileges. Trustees Emeritus shall have a lifetime appointment or until such time as they present their written resignation to the Board.

Section 3 - Election: The Board shall be elected by the membership of the Society at the Annual Meeting of the Society. Procedures for nomination and election shall be set forth in the Standing Rules.

Section 4 - Officers: All officers of the Society shall serve as officers of the Board.

Section 5 - Duties: The Board shall implement the Articles of Incorporation and Bylaws, adopt and implement the Standing Rules, govern their own procedures, perform the duties prescribed by these Bylaws, and conduct the administrative and business affairs of the Society.

- A. Officers and trustees shall perform those duties usually associated with their offices as specifically set forth in the Standing Rules.

Section 6 - Terms of Office:

- A. The president and vice president shall be elected for a term of one year or until their successors are elected, and may be reelected for two more terms of one year. They shall not be eligible for reelection unless at least one year elapses between the end of their third term and the beginning of the next term.
- B. The recording secretary, corresponding secretary, and treasurer shall be elected for a term of one year, or until their successors are elected, and may be reelected for succeeding terms of one year.
- C. The trustees shall be elected for a term of three years, or until their successors are elected, and may be reelected for one more term of three years. One third (five) of the trustees shall be elected each year. They shall not be eligible for reelection unless at least one year elapses between the end of their second term and the beginning of the next term.

Section 7 - Filling of Vacancies: Provision for resignations and filling of vacancies shall be set forth in the Standing Rules of the Society.

ARTICLE VI MEETINGS

Section 1 - Membership Meetings:

- A. The Annual Meeting of the Society shall be held after the November Board meeting and before the end of the fiscal year on a date and at a place fixed by the Board.
 - 1. Notice of the time and place shall be given to the membership by mail, phone, or electronic communication no less than two weeks before the Annual Meeting.
 - 2. The Agenda for the Annual Meeting shall be set forth in the Standing Rules.
- B. Special Meetings of the Society may be held at the call of the President, the Board, or by petition to the Board signed by twenty-five or more members.
 - 1. Notice of the time, place, and purpose shall be given to the membership by mail, phone, or electronic communication no less than three days before the Special Meeting.
- C. Program Meetings for the membership shall be held at least four times each year with the dates to be fixed annually by the Board.
 - 1. Business may be conducted at Program Meetings.
 - 2. Notice of the time and place shall be given to the membership by mail, phone, electronic communication, or by publication in the Society newsletter no less than two weeks before the Program Meeting.
- D. A quorum shall be constituted by those members of the Society who are present at any Annual, Special, or Program meeting.

Section 2 - Board Meetings:

- A. The Board Meeting shall be held monthly at least ten times during the year at such dates and places as the Board shall fix.
 - 1. Written notice of each regular meeting of the Board shall be given to each member of the Board at least one week before the meeting.

- B. A Special Meeting of the Board may be called by the President or any five Trustees with all Board members notified of time, place, and purpose of the meeting at least one day prior to the meeting
- C. A quorum for any regular or special meeting of the Board shall consist of one-third of the voting members of the Board.
- D. Meetings of the Board shall be open to the membership of the Society.

ARTICLE VII COMMITTEES

Section 1 - Objectives and functions of the Society shall be implemented by the Board in cooperation with committees and individuals.

Section 2 - Standing Committees of the Society shall be named and their duties set forth in the Standing Rules of the Society.

Section 3 - The Executive Committee shall be composed of the officers of the Society, the immediate past president, and one other Board member appointed by the President.

Section 4 - The four main functions of the Society shall be carried out by the four principal committees: Education, Finance, Membership, and Operations.

- A. Sub committees shall be named by the Executive Committee to carry out ongoing activities under the chairman of the principal committees.

Section 5 - Ad-Hoc Committees may be named as deemed necessary. The president shall appoint chairmen and members in consultation with the Executive Committee.

ARTICLE VIII ACQUISITIONS

Section 1 - Gifts, contributions, and bequests may be accepted on behalf of the Society under the provisions of the Collection Management Policy which provides for a signed release from the donor. The Board retains the right of disposition of gifts, contributions, or bequests.

ARTICLE IX LIABILITIES

Section 1 - As provided in Section 1702.12(e) of the Revised Code of the State of Ohio, all officers, trustees, and volunteers shall be indemnified and held harmless for any actions taken in good faith on behalf of the Society.

Section 2 - The Society shall be liable only for financial obligations assumed on the behalf of the Society that are authorized in the annual budget for ordinary operating expenses, except those obligations that may be contracted for upon a majority vote of the Board.

ARTICLE X AMENDMENTS

Section 1 - Amending Bylaws: Upon the recommendation of the Board, or upon a petition signed by twenty-five member of the Society, these Bylaws may be amended or repealed by an approving vote of the members present at the Annual Meeting or at a Special Meeting called for that purpose.

Section 2 - Notice of the submission of each proposed amendment, or intention to repeal, must be given in writing or by electronic communication to the membership at least two weeks prior to the vote at the Annual or Special Meeting.

**ARTICLE XI
DISSOLUTION**

Section 1 - This Society can be dissolved upon a majority vote of the membership, written notice of such vote having been given to the membership thirty days prior to vote.

Section 2 - No member shall be entitled to share in the distribution of the assets of the Society upon its dissolution.

Section 3 - Disposition of Assets. Upon dissolution all assets of the Society - property and capital - shall become the property of Marion County under the care of the Marion County Commissioners.

Section 4 - Alternative Disposition. In the event that Marion County does not accept the assets and property of the Society, it shall be distributed at the direction of the Board to an Ohio organization or organizations tax exempt under Section 501(c)(3) of the United States Treasury Internal Revenue Code.