

CONSTITUTION AND BYLAWS
OF THE
WATERVILLE HISTORICAL SOCIETY (2020)

Article I- Name

The name of this Society shall be the Waterville Historical Society. The Society shall be incorporated within the State of Ohio as a charitable organization and shall maintain the charitable 501 (C)(3) status of the Internal Revenue Code.

Article II- Purpose and Mission

The purpose of the Society shall be to bring together those persons interested in history, especially history of the Waterville area. It shall collect, organize, protect, and display materials and artifacts which illustrate local history, and make them available to the public. It shall encourage the preservation of historic buildings, monuments and markers. The Society may, from time to time, organize events and programs to promote local history, with special emphasis on programming for area schools.

Article III- Membership and Dues

Section 1

Any individual, family or organization that subscribes to the purposes of the Society, applies for membership, and pays the required dues, shall be members of the Society, and entitled to all the privileges of membership. Individual and organizational memberships are entitled to one vote; family memberships to a maximum of two votes.

Section 2

The Board of Directors shall, from time to time, set the amount of dues and categories of membership of the Society. Those members who fail to pay dues by May 1 of each year shall be considered lapsed members of the Society.

Article IV- Officers and Duties

Section 1

The officers of the Society shall be a President, First Vice-President, Second Vice-President, Recording Secretary and Corresponding Secretary who shall be elected to one-year terms, and Treasurer, who shall be elected to a three-year term.

Section 2

The President shall have executive supervision over the activities of the Society, within the scope provided by this Constitution and the parliamentary authority adopted by the Society; shall preside at all meetings of the Society and Board of Directors; shall report at the Annual Meeting on the activities of the Society; shall appoint members of committees and delegates to represent the Society as not otherwise provided for in this Constitution and By-Laws.

Section 3

The First Vice-President shall be responsible for arranging suitable programing and activities, and for setting the time, place and date of meetings and activities. The First Vice-President shall assume the duties of the President in the event of the absence, incapacity, or resignation of the President.

Section 4

The Second Vice-President shall be responsible for membership drives, renewals and maintaining membership records.

Section 5

The Recording Secretary shall keep the minutes and records of all official meetings of the Society, including meetings of the Board of Directors. All records kept by the Secretary, and not in current use, shall be maintained in the archives of the Society.

Section 6

The Corresponding Secretary shall handle Society correspondence, maintain records of memorial contributions, and file all records not in use in the archives of the Society.

Section 7

The Treasurer, who shall be bonded by the Society, shall be responsible for the safekeeping of Society funds and for maintaining appropriate financial records. Funds collected or received by the Treasurer shall be immediately deposited into a bank account, savings and loan association, or the Waterville Historical Society Foundation, as designated by the Board of Directors.

All bills shall be paid by check, and shall be signed by the Treasurer. In the event of the absence or unavailability of the Treasurer, checks may be signed by another officer of record. All checks written in excess of \$250 shall be signed by the Treasurer and President; in the absence of either or both officers, checks may be signed by another officer or officers of record. The Treasurer shall be authorized to procure and maintain a credit card in the name of the Society to facilitate payment of regular or standing debts. The maximum credit limit of the card shall be established by the Board of Directors. A printed copy of all such payments shall be maintained in the Treasurer's records.

The Treasurer shall reconcile all bank statements, make a report to the Society at its annual meeting, and shall report to the Board of Directors at each board meeting. The Treasurer shall arrange for an annual audit of financial matters to be conducted by a qualified person who is not a member of the Board of Directors. All records and audits not in current use by the Treasurer shall be maintained in the archives of the Society.

The Treasurer shall be responsible for any financial filings required by the Internal Revenue Service or the State of Ohio. The Treasurer shall also be responsible for custody of the corporate charter of the Society, and shall be required to file any corporation renewals required by the Secretary of State of Ohio.

The Treasurer may, with the approval of the Board of Directors, appoint Assistant Treasurers to assist in maintaining financial records of the Society.

Section 8

The President and Secretary shall sign all written contracts binding the Society for the payment of money following approval by the Board of Directors. In the absence of either officer, any officer of record may sign such contracts.

Article V- Board of Directors and Duties

Section 1

The Board of Directors shall consist of the Officers, Chairs of the Standing Committees, and up to nine members-at-large. The Board shall meet a minimum of six times in any calendar year and shall be provided by the President or Secretary with a written meeting agenda prior to, or

at, each meeting. They shall have general supervision over the organization and its policies. The Board, through its President, shall report to the membership at the Annual Meeting.

Section 2

The nine at-large members of the Board shall be divided into three classes. Beginning with the election immediately following the adoption of this constitution the seats of members of the first class shall be vacated at the expiration of the first year, of the second class at the expiration of the second year, and of the third class at the expiration of the third year, so that one third may be chosen every year.

Section 3

The President may call special meetings of the Board, or such meetings may be called by a written request of any three members of the Board.

Section 4

Sixty percent of Board members shall constitute a quorum to transact business. In the event a Board member is to be absent from a meeting, a proxy vote may be cast provided that the member has designated a person to cast the proxy vote, whether the proxy vote is to be confined to a specific subject to be brought before the Board, or if the proxy vote is able to be cast for any vote taken by the Board. The member is to communicate the proxy request to the President or Secretary, prior to the commencement of the meeting in writing, by telephone, in text or other form of communication.

Section 5

The President may, when the need is urgent, call for a vote of the Board of Directors through electronic means, or by telephone, computer, or other form of communication. A response by a majority of all members of the Board is required for taking any type of action. Any such action taken shall be made a record of the Society and filed with the Secretary.

Section 6

There shall be created a six-person Executive Committee of the Board of Directors, and it shall consist of the five Officers and one board member designated by the President. The Executive Committee shall have decision making authority for urgent matters for the organization between meetings of the membership and Board of Directors. Any actions taken by the Executive Committee shall be confirmed at the next meeting of the Board of Directors.

Section 7

Any member of the Society may attend a regular or special meeting of the Board of Directors. Such member, or members, may address or petition the Board, but may not vote.

Section 8

Any vacancy in an office, or on the Board of Directors, shall be filled by appointment to the unexpired term by the President, with the approval of the Board of Directors.

Section 9

Members of the Board of Directors shall not present themselves to the public as representatives of the Society, unless they have been specifically authorized to do so by the Board.

Section 10

The Board of Directors may, from time to time, employ persons to assist in the functioning of the Society. These positions may include, but are not limited to, an Executive Director.

Article VI- Standing and Special Committees

Section 1

There shall be Standing Committees for the Society. They will include, but are not limited to, Archives, Museum and Historic Sites, Publicity and Public Affairs, Building and Grounds, and Collections Management.

As soon as the election of officers at the Annual Meeting has been concluded, the President shall appoint, with the approval of the Board of Directors, the chairs of these committees. They shall serve as members of the Board of Directors. The President may at any time, with the approval of the Board of Directors, create special committees and appoint their chairs.

In the event that any one person holds more than one office entitled to a vote on the Board of Directors, that person shall be allowed only one vote in matters brought before the Board.

Article VII- Duties of the Standing Committees

Section 1

The Archives Committee shall be responsible for collecting, cataloging, preserving, caring for, repairing and arranging books, manuscripts, newspapers, photographs, genealogical and other historical source materials and for making the collections available to the public. The committee shall prepare and maintain both computer and paper based inventories of all objects and records owned by the society. The committee shall also be responsible for production, sale, distribution and inventory of publications produced by the society for public information including website and social media and will provide genealogical or historical

information to the public upon request. The committee will work with the Museum and Historic Sites Committee to see that all objects are identified and any new acquisitions are properly marked and added to the inventory.

Section 2

The Museum and Historic Sites Committee shall be responsible for collecting, cleaning, conserving, repairing and storing of historic objects and for monitoring the current inventory of historic objects owned by or on loan to the Society. The committee will arrange museum exhibits and provide for the correct historic interpretation of such exhibits. The committee will provide public access to the exhibits and educational programs as determined by the Board of Directors. The committee shall also be responsible for establishing the historic validity for sites proposed for marking as historical sites and for obtaining and placing appropriate markers as approved by the Board of Directors

Section 3

Publicity and Public Affairs Committee shall maintain a permanent record of the activities of the Society by all appropriate media. These records will be maintained in the Archives and shall be available to any member upon request. The committee chair will research and advise the Board on past actions or activities of the Society upon request. The committee shall also be responsible for publicity regarding public events and programs, and for publishing newsletters or bulletins to members.

Section 4

The Building and Grounds Committee shall be responsible for the physical care and repair of the buildings and grounds. This shall include making recommendations for security and improvements to buildings. The committee may obtain estimates for work and, subject to Board approval, negotiate with contractors.

Section 5

The Collections Management Committee shall be responsible for the acquisition, de-accession or loan of items from the archive or museum collections. It shall maintain a written Collections Management Policy, approved by the Board of Directors, defining the composition of the committee and the professional criteria used to manage the archive and museum collections. This policy shall be reviewed bi-annually by the committee.

Article VIII- General Meetings

Section 1

At least four general membership meetings of the society shall be held each calendar year, which may include public programs or activities. One of the four meetings shall be held in the month of November, which shall be designated as the Annual Meeting of the Society. Notice of all general meetings shall be announced through appropriate media outlets when such dates have been determined.

Section 2

The President may call a special meeting of the membership of the Society, or through a written request of at least three members of the Board of Directors. Notice of special meetings shall be sent to those entitled to attend and vote at such meetings by electronic communication at least seven (7) days prior to the meeting.

Section 3

Twenty-five members, including at least three elected officers, shall constitute a quorum for any meeting of the full membership.

Article IX - Nominating Committee and Elections

Section 1

All Officers and Directors shall be elected at the Annual Meeting in November, unless otherwise determined by the Board of Directors.

Section 2

The Nominating Committee shall be comprised of three Society members. The President shall appoint one member to serve as Chairperson and shall be approved by the Board at the first meeting of the year. The Chairperson shall select two additional persons to also serve, one of whom shall be a Board member, subject to Board approval. The committee shall serve until the end of the Annual Meeting.

Section 3

The Nominating Committee shall present nominations to the Annual Meeting to fill all offices. No person shall nominate another person without first having obtained the permission of such person. Persons nominated from the floor must be present and agree to serve or have sent their written consent to serve.

Section 4

All persons elected to office shall begin their terms the following January and shall serve until their successors are duly elected and qualified.

Article X- Parliamentary Authority

The rules contained in the latest printed edition of Robert's *Rules of Order, Newly Revised* shall govern the proceedings of the Society, except when in conflict with this Constitution and By-Laws.

Article XI- Amendments

This Constitution and By-Laws may be amended at any regular meeting of the Society, by a two-thirds vote of those present and voting, provided notice was provided at the previous meeting and included any proposed amendments to be adopted. Or it may be amended by two-thirds vote at a special meeting called for that purpose, with at least fifteen days prior notification by electronic communication. Such notice shall include any proposed amendments to be adopted.

Article XII – Dissolution of the Organization

The Board of Directors may, at any time, adopt a resolution to dissolve the organization. Such resolution shall be presented to the membership for consideration, and upon an affirmative vote of sixty percent, the organization shall be dissolved. An attorney shall be retained to assure that all necessary papers are filed with the State of Ohio, and any other entities entitled to notification, to ensure proper dissolution. Any assets of the organization shall be disposed of by majority vote of the membership.

Original adopted 03.10.1964

Incorporated 03.15.1965

Revised 02.08.1974

Revised 02.17.1974

Revised 05.18.2001

Revised 11.20.2002

Revised 10.20.2004

Revised 11.18.2015

Revised 11.15.2017

Revised 11.30.2020