

# **BY-LAWS OF THE ERIE COUNTY HISTORICAL SOCIETY INC.**

**OUR MISSION:** The mission of the ECHS is to tell the story of Erie County, Ohio, to residents and visitors.

## **ARTICLE I (1) - MEMBERSHIP AND DUES**

- A. Any person interested in the history of Erie County or the surrounding areas who applies for membership and tenders the necessary dues may become a member.
- B. Annual dues shall be set by the Board from time to time.
- C. January 1st through December 31st shall constitute the “membership year.”
- D. At any meeting where the Members are asked to vote – each membership shall have one vote no matter the type.

## **ARTICLE II (2) - BOARD OF DIRECTORS**

### **A. BOARD OF TRUSTEES**

- 1. The management and direction of the affairs and property of the Erie County Historical Society (ECHS), shall be vested in a Board of Directors/Trustees (the Board), and all the powers of the Society shall vest in and may be exercised by the Board.
- 2. The Board shall consist of a minimum of nine (9) members in good standing, to be elected after the annual meeting by a majority of the Board Members present.
- 3. Vacancies on the Board need not be filled as long as there are a minimum of nine members on the Board.
- 4. Board members serve for three years.
- 5. Any Board Member may, with or without cause, be removed by a majority vote of the Board.
- 6. Any Board Member or officer may resign at any time. Such resignation shall be made verbally at an ECHS meeting or in writing and shall take effect upon receipt of such notice by the Board.
- 7. No Board Member or officer shall receive any compensation for his services as such.

## **ARTICLE III (3) - OFFICERS**

- A. Officers serve for one year and shall be elected by the Board at the first meeting after the annual meeting and shall consist of a President, Vice-President, Secretary, and Treasurer.
- B. The Officers must be elected from the Board of Trustees.
- C. If a Board Member is unable to fulfill the duties of the office, the vacancy shall be filled at the first Board Meeting following the vacancy. The newly elected Board Member shall occupy the remaining unexpired term.
- E. Officers shall be:
  - 1. **President** - Convenes and conducts meetings, represents the Association in matters of negotiation and public relations and has the general supervision of the affairs of the ECHS.
  - 2. **Vice President** - Convenes and conducts meetings in the President’s absence, and performs such other duties as the President or Board shall, from time to time, prescribe. In the absence of both the President and Vice President, the Board shall elect a President pro tem to perform the President’s duties.
  - 3. **Secretary** - Keeps the minutes and records of Association business and oversees the handling of mail, memorials, donations, memberships, and newsletters. At

the end of the Secretary's elected term, all books, records and files shall be turned over to the newly elected Secretary or to the President.

4. **Treasurer** – Keeps full and accurate accounts of receipts and disbursements in books belonging to ECHS and shall deposit all monies and all other valuable effects in the name and to the credit of ECHS and reports to the Board. The outgoing Treasurer is responsible for duties through the end of fiscal year. The new Treasurer term begins with the fiscal year. The Treasurer shall present, at the annual meeting or whenever requested, an account of ECHS transactions and of the fiscal condition of ECHS. The Treasurer shall be responsible for the timely filing of all federal and state returns.
  - a. January 1st through December 31st shall constitute the “fiscal year.”
  - b. The President shall appoint signatories for financial records of the organization as needed.

#### **ARTICLE IV (4) - MEETINGS**

##### **A. BOARD MEETINGS**

1. A majority of Board Members shall constitute a quorum.
2. A minimum of four meetings or events of the Society shall be held through the year.
3. Meetings may be called by the President, or by a majority of the Board Members.
4. In the absence of a quorum, the Board may continue the meeting as a work session, however no decisions requiring a vote may be made and minutes of the work session shall be kept. A work session may also be called for fact gathering, assignment of tasks for an upcoming event, or to gather information for presentation at the next regular or special meeting at which a quorum is present.

##### **B. ANNUAL MEETING**

1. The annual meeting shall be held each calendar year, followed by an organization meeting for the election of officers and for other business.

#### **ARTICLE V (5) - PUBLICITY AND PRIVACY**

- A. Any publicity copy or statements containing reference to, or specifying, the letters “ECHS” or the words, “Erie County Historical Society” shall be required to have the approval of the President or Vice President, unless otherwise noted. The President is the first contact for the media.
- b. The membership list of the association shall not be made available to any other organization or individual outside of the Board Members, except by a majority vote of the Board authorizing such disclosure.

#### **ARTICLE VI (6) – DONATIONS, ARTIFACTS AND COLLECTIONS**

The ECHS has the authority to accept donations of artifacts or suggest an appropriate location to the donor. The society is organized exclusively for charitable and educational purposes, including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### **ARTICLE VII (7) - INDEMNIFICATION**

- A. **RIGHTS OF INDEMNIFICATION:** The corporation may indemnify any Director or any former Director or Officer of the Corporation or any person who is or has served at the request of the Corporation as a member, director, officer, or trustee of another corporation, joint venture, trust or other enterprise (and his or her heirs, executors and administrators) against expenses, including attorneys' fees, judgments, fines or amounts paid in settlement, actually and reasonably incurred by him or her by reason of the fact that he or she is or was such member, director or officer in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal,

administrative or investigative to the extent and according to the procedures and requirements set forth in the Ohio Non-Profit Corporation Law. The indemnification provided for herein shall not be deemed to restrict the right of the Corporation to indemnify employees, agents and others permitted by such law.

- B. PURCHASE OF INSURANCE: The Corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, volunteer or agent of the Corporation, or is or was serving at the request of the Corporation as a member, director, or officer of another corporation or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article or of the laws of the State of Ohio.

#### **ARTICLE VIII (8) - DISBANDMENT OF THE ASSOCIATION**

- A. In the event of dissolution of this corporation, distribution of assets remaining after payment of all liabilities shall be divided equally to the nonprofit organizations existing at the time of dissolution which are listed on the ECHS website and located within the boundaries of Erie County.
- B. In the event that the ECHS website is no longer available, distribution should be made to each nonprofit organization in Erie County that has an historic site, museum or historical society actively working to preserve the history of their community or Erie County.

#### **ARTICLE IX (9) - AMENDMENTS TO THE BYLAWS**

Amendments to these bylaws may be adopted by the Board by the affirmative vote of the majority of Board Members at a regular or special Board meeting.

Adopted by the Board of the Erie County Historical Society  
August 21, 2019