

Proposed BYLAWS OF THE CANAL WINCHESTER AREA HISTORICAL SOCIETY, INC.

Article I. NAME

The name of this corporation shall be THE CANAL WINCHESTER AREA HISTORICAL SOCIETY, INC., hereinafter referred to as CWAHS.

Article II. OBJECTIVES

The objectives of the CWAHS shall be:

1. To collect articles of historical significance and preserve and protect all such articles, books, buildings, maps, papers, real estate, records, and any other items of historical significance to the residents of Canal Winchester, OH, and the surrounding area.
2. To promote programs that will arouse public interest in the historical records of the founding and growth of the Canal Winchester area.
3. To provide educational programs of historical significance at the facilities owned by the Society and elsewhere, to the people of the community.
4. To do any and all things reasonably necessary to carry out the above three objectives.

Article III. CWAHS MEMBERSHIP

Section 1. Any person or organization interested in the objects of this corporation shall be eligible for membership upon payment of membership dues.

Section 2. Individual Members

Individual members shall be those who have paid annual dues. Members shall have, during the period of their membership, the right to vote and to serve on the Board of Trustees together with all the rights and privileges of membership in the corporation including receiving all official publications.

Section 3. Life Members

Life members shall be those individuals who have paid for a lifetime membership, which shall not be transferable. Life members shall have all the rights and privileges of individual members.

Section 4. Student Members

Student members shall be those individuals who are students, under the age of eighteen and in elementary or high school, who pay annual dues. Student members shall have all privileges of individual members, except voting privileges and serving as a trustee of the corporation.

Section 5. Organization and Business Members

Any organization or business may become a member of the corporation by paying annual dues. Such members shall not have the right to vote or serve on the Board of Trustees, but shall have all other rights and privileges of membership in the corporation including the right to receive all official publications.

Section 6. Honorary Members

Honorary members shall be those individuals who have made significant contributions of their time or services to the corporation. Any voting member of the corporation may propose to the Board of Trustees a candidate for honorary membership. Honorary members shall not be required to pay dues, and they shall not have the right to vote or serve on the Board of Trustees; but, they shall have all other rights and privileges of membership in the corporation including the right to

receive all official publications. They shall be acknowledged as such in the Directory of the Corporation. Nothing in this section shall prevent such honorary members from voting or holding office in the Corporation if they are also a life or individual member of the corporation.

Section 7. Charter Members

Any person joining the corporation and paying the dues of a voting member before January 1, 1976, shall be considered a charter member of the corporation.

Section 8. Dues Period

The annual period for each category of membership in the corporation, except honorary and life members, shall be the same as the respective fiscal year of the corporation.

Section 9. Voting Membership

The voting membership of this corporation shall be composed of individual and life members. The non-voting membership of this corporation shall be composed of the following: Organization and/or Business, Honorary, and Student.

Article IV. NBMHOF MEMBERSHIP

Section 1. Any person interested in supporting the NBMHOF shall be eligible for membership upon payment of membership dues.

Section 2. Individual Membership

Individual membership shall be those who have paid dues. Members shall have, during the period of their membership, the right to receive all official publications.

Section 3. Family Membership

Family membership includes two (2) adults and all children eighteen (18) and under. Family membership shall be those who have paid annual dues. Members shall have, during the period of their membership, the right to receive all official publications.

Article V. BOARD OF TRUSTEES

The Board of Trustees shall have the power and authority to set management policies, maintain properties, recommend acquisition and sale of property to the voting membership, and oversee legal and financial affairs of the corporation except on items specifically mentioned in other parts of the bylaws.

Section 1. Voting Privileges

Each member of the Board of Trustees shall have one vote at the meetings of the board. A member of the Board of Trustees must be present at any meeting in order to vote and may not vote by proxy.

Section 2. Corporation Membership

All members of the Board of Trustees must be voting members of the corporation.

Section 3. Quorum

A simple majority of the total authorized number of members of the Board of Trustees shall constitute a quorum for all meetings of the board.

Section 4. Resignation

Resignation from office shall be submitted in writing to the president or secretary of the Board of Trustees and shall be presented to the Board of Trustees at its next meeting.

Article VI. NOMINATIONS AND ELECTION OF THE BOARD OF TRUSTEES

Section 1. The Board of Trustees shall consist of nine (9) members, eight (8) elected by the voting membership and the curator of the NBMHOF. Members of the Board of Trustees shall serve without remuneration for three (3) years. The election cycle will be three (3) trustees, three (3) trustees, two (2) trustees. Said trustees shall not serve more than two (2) consecutive terms unless voted by a majority of the trustees to extend. An trustee who has served more than half a term is considered to have served a full term.

Section 2. To be nominated for society trustee, a person must have been a member of the CWAHS for at least the two (2) consecutive years immediately preceding the election.

Section 3. The election of trustees shall be held at the annual meeting on the first Tuesday of October, and they shall take office at the reorganization meeting of the board in January of the following year.

Article VII. Board of Trustees and Officers

Section 1. The Board of Trustees is to be the executive and governing body of the corporation and shall establish a fiscal year for the corporation.

Section 2. The Board of Trustees shall elect its own president, vice-president, secretary, treasurer, and assistant treasurer. They shall serve as the officers of the corporation as well as for the Board of Trustees and shall hold office for the term of one year unless voted by a majority of trustees to extend. Said officers shall not serve more than two (2) consecutive terms. An officer who has served more than half a term is considered to have served a full term.

Section 3. A CWAHS trustee shall serve at least one year as a trustee before being elected president. In the event that there is no trustee with experience to serve as president, the one year requirement may be waived with a majority vote of the trustees.

Section 4. Should the Board of Trustees determine that it is advisable to have other officers, then it should recommend to the voting membership that such office(s) be established.

Section 5. Any vacancy during the term of office shall be filled by the Board of Trustees by appointment for the remainder of the term for which the retiring trustee was elected.

Section 6. Should a member of the Board of Trustees miss three (3) consecutive meetings, the President may call for the removal of that member, unless the member requests an absence on the basis of illness or other justifiable cause.

Section 7. Removal of Elected Officers

An elected officer may be removed from office, with reasonable cause, at any time by a simple majority vote of the members present at a duly called membership meeting, provided that the proposal to remove such elected officer has been submitted in writing to the entire voting membership at least fifteen (15) days prior to the membership meeting.

Section 8. Removal of Appointed Officers and Chairmen

An appointed officer or chairman may be removed from office, with reasonable cause, at any time by a simple majority vote of the Board of Trustees, a quorum being present.

Section 9. Funds, Records, Property

Immediately upon the resignation or removal from office of an elected or appointed officer or chairman, all funds, records or property belonging to the corporation or held in its custody and in the possession of such officers shall be delivered to the president of the Board of Trustees or to an agent designated in writing by him.

Article VIII. DUTIES OF OFFICERS

Section 1. President

The president of the Board of Trustees shall have general direction of the affairs of the corporation during his/her term of office. He/she shall preside at all Board of Trustees and all general membership meetings and shall be a non-voting member of all committees, except the Nominating Committee. The president shall appoint the chairman of all standing committees.

Section 2. Vice-President

The vice-president shall have all the powers and duties of the president in the event the president is unable or unwilling to function and shall preside at all Board of Trustees and membership meetings in the absence of the president. The vice-president shall be responsible for educational programs.

Section 3. Secretary

The secretary shall have charge of all records of the corporation, shall carry on the correspondence of the corporation and keep on file copies of all such correspondence, shall record proceedings of the Board of Trustees and membership meetings, and shall send out notices of meetings. The secretary shall record the term of office of each trustee, date elected and date of term expiration, and notify the Board of Trustees of expiring terms each July for the purpose of elections.

Section 4. Treasurer

The treasurer shall perform the following duties:

- a. Receive all monies and keep an accurate record of all receipts and disbursements.
- b. Sign all corporate checks.
- c. Deposit all monies in the name of, and to the credit of, the corporation in such depositories as may be designated by the Board of Trustees.

d. maintain the records required of a nonprofit corporation by the Internal Revenue Service.

e. Prepare, in conjunction with the Finance Committee, a proposed annual budget for the corporation for the next fiscal year, which shall be presented to the Board of Trustees for approval not later than thirty (30) days prior to the current fiscal year end.

f. Perform any other duties that may be required by these bylaws or by the Board of Trustees.

Section 5. Assistant Treasurer

The treasurer's duties shall be performed by the assistant treasurer in case the treasurer is absent.

Article IX. MEETINGS

Section 1. Each year there shall be at least one general meeting, called the annual meeting, of the voting members of the corporation. This annual meeting shall be held on the first Tuesday of October each year.

Section 2. A majority of the Board of Trustees or any five members of the voting membership may call a special meeting of the voting members by giving at least seven (7) days' written or electronic transmission notice to all members, prior to the date of the meeting. The purpose of the special meeting shall be included in the notice.

Section 3. The Board of Trustees shall have at least one meeting per year, called the January organizational meeting. Regular meetings of the trustees shall be scheduled at the January annual meeting. Special meetings may be called by the president or upon request of three (3) other members of the board. The secretary shall give all members of the board at least seven days' notice of any such meeting. Emergency meetings may be called with each trustee being notified in advance.

Article X. COMMITTEES

Section 1. The committee chairmen shall be appointed by the president, with approval by the Board of Trustees, at the board's reorganizational meeting in January. The committees shall be Archives/Collections, Buildings and Grounds, Finance, Membership, National Barber Museum and Hall of Fame (NBMHOF) Advisory, Public Relations, and Ways and Means.

Section 2. The Board of Trustees may name and appoint any other committees it deems advisable, except for the Nominating Committee, which shall be elected by the voting membership at the August meeting and shall report at the annual meeting in October.

Section 3. All committee chairs (including the NBMHOF Curator), committee members, and advisory board members shall serve without remuneration.

Article XI. DUTIES OF THE COMMITTEES

Section 1. Archives/Collections Committee

a. This committee shall investigate and recommend to the Board of Trustees what books, maps, magazines, plats, records, designs, etc., should be acquired and how these acquisitions shall be stored. At least one member of this committee should act as liaison with the Landmarks Commission and report Landmarks proceedings to the membership at the general meetings. The committee will perform any other duties assigned by the Board of Trustees.

b. This committee shall also have the responsibility of maintaining the society's collections. The chairman of the Archives/Collections Committee shall be called the Curator. The curator must follow the approved collections management policy. This person shall be a member of this society, but not necessarily a trustee.

Section 2. Buildings and Grounds Committee

The Buildings and Grounds Committee shall recommend repairs, improvements, and maintenance work needed on the buildings and grounds of Prentiss School, the Canal Winchester Depot, the Chaney Mill, the National Barber Museum and Hall of Fame, hereinafter referred to as NBMHOF, and any other structures and grounds under corporation authority. These recommendations of repairs and maintenance shall be forwarded to the CWAHS Finance Committee or the City of Canal Winchester.

Section 3. Finance Committee

The Finance Committee shall consist of the treasurer, assistant treasurer, and one other persons. They shall prepare a proposed annual budget for the corporation for the next succeeding fiscal year. This shall be presented to the Board of Trustees for approval not later than 30 days prior to the current fiscal year end. They shall be responsible for preparing the Treasurer's books for outside audit.

Section 4. Membership Committee

The Membership Committee shall collect and record dues, actively pursue new members, encourage past members to rejoin for both the CWAHS and the NBMHOF, and maintain a membership directory. The corporation secretary shall be automatically seated on this committee.

Section 5. NBMHOF Advisory Committee

- a. The NBMHOF Advisory Committee shall consist of up to seven (7) members. The committee shall include the NBMHOF Curator and one society Trustee selected by the Board of Trustees.
- b. The chairman of the NBMHOF Advisory Committee shall be called the Curator. The Curator must follow the approved collections management policy. The Curator makes regular reports and prepares recommendations to the NBMHOF Advisory Committee. The Curator shall be the administrative director and custodian of the NBMHOF collections and library and oversee its day to day operations. The

Curator's duties shall also include arranging programs and presentations, fundraising, overseeing acquisitions and lending, maintaining and creating exhibits at the Hall of Fame, as well as training personnel.

c. The NBMHOF General Fund and Hall of Fame Fund shall be managed by the Advisory Committee, with the provision that any expenditure exceeding three hundred dollars (\$300.00), within routine operations, shall be approved by the CWAHS Board of Trustees. Any recommendation for projects requiring expenditure of funds outside of routine operations to be considered by the NBMHOF shall be submitted to the CWAHS Board of Trustees.

d. The NBMHOF Advisory Committee has the responsibility of preparing/modifying all exhibits, as well as reviewing all donations and offered purchases to and de-accessions from the Museum's collections.

e. When gifts are given to the NBMHOF, a Deed of Gift shall be prepared and properly executed by the donor and the Curator.

Section 6. Public Relations Committee

The Public Relations Committee shall plan, design, and recommend to the Board of Trustees ways in which the corporation can gain favorable publicity and recognition in the community. This committee shall also be responsible for publishing a newsletter at least four times a year and for releasing information to the media. This information shall be pre-approved by the President/Board of Trustees before release.

Section 7. Ways and Means Committee

The Ways and Means Committee shall recommend to the Board of Trustees ways of raising funds for the upkeep of the buildings, the collections, the educational programs, as well as the general operation of the CWAHS and the NBMHOF. They shall plan and implement fundraising activities when so directed by the board. This committee shall also be responsible for researching and preparing grant requests.

Article XII. PARLIAMENTARY AUTHORITY

Robert's Rules of Order, as currently revised, shall be the parliamentary authority governing the conduct of the affairs of the Corporation in which they are consistent with the Bylaws of the CWAHS.

Article XIII. AMENDMENTS

Section 1. These bylaws may be amended by a vote of two-thirds (2/3) of the voting membership present at any stated meeting, providing there are at least twenty (20) voting members present and all voting members have been given ten (10) days' notice by written/electronic notification prior to the meeting of any proposed bylaws change.

Section 2. Unless otherwise provided prior to its adoption, or in the motion to adopt, an amendment to the bylaws shall be in effect at the close of the meeting at which it is adopted.

Section 3. Newly established changes shall be published and distributed to the voting membership.

Article XIV. DISSOLUTION

Section 1. Upon dissolution of this corporation, for any reason, all property owned by this corporation, shall be distributed to the City of Canal Winchester, Ohio, and no property of this corporation shall revert to any individual member or person.

Section 2. Any real estate owned by this corporation shall be disposed of upon the recommendation of the Board of Trustees and voted upon by the voting membership as described in Article III of these bylaws.

Ratified May 4, 1993

Revised XXXXX, 2017