

CONSTITUTION OF THE DELAWARE COUNTY HISTORICAL SOCIETY, INC.

ARTICLE I – Name

The corporation shall be known as The Delaware County Historical Society, Inc. (DCHS), located in Delaware, Ohio, and organized under the laws of the State of Ohio. We are a 501(c)3, not for profit, educational in nature, organization.

ARTICLE II – Purpose

The Mission of the Society is to promote and sustain interest in the history of Delaware County, Ohio, through historic preservation and education.

To carry out the mission, the Society will act:

1. To promote interest in the history and cultural heritage of Delaware County;
2. To collect, preserve and share appropriate items and information pertaining to the history of the county and the families therein;
3. To maintain a library and to publish whenever possible, appropriate materials relating to local history, genealogical research, architectural, cultural and social growth in the county;
4. To encourage the education of all citizens, youth and adults, of the county in historical studies and pursuits;
5. To cooperate wherever possible with historical societies throughout the country and other related organizations;
6. To develop a master plan for the development, restoration, renovation, operation, and maintenance of any historic structure that may come under the control of the Society;
7. To maintain the status as a 501(c)(3) organization under the Internal Revenue Code.

ARTICLE III – Members

Section 1. Members. Any person interested in the purposes of the DCHS may become a member of the organization, upon payment of membership dues.

Section 2. Voting. Each member shall be entitled to one (1) vote on each matter submitted to the vote of the members.

Section 3. Termination of Membership. Membership shall be terminated upon non-payment of dues. In addition, upon the recommendation of the Membership Committee, the Board of Trustees may request the resignation or, after a two-thirds vote of the Trustees, terminate the membership of any member or members for any act or omission which is deemed by the Board of Trustees to be inconsistent with, harmful to, or interfering with the accomplishment of the purpose and objectives of the DCHS.

Section 4. Classification. Membership classification, dues structure, and billing procedures shall be set forth by the Board of Trustees.

ARTICLE IV – Dues

Each member shall pay annual dues fixed by the Board of Trustees.

ARTICLE V – Trustees

Section 1. Number. The number of trustees shall be fixed by the Board of Trustees but shall consist of not less than fifteen (15) and not more than eighteen (18) members.

Section 2. Election. The trustees shall be proposed by a nominating committee and elected by the membership at the annual meeting. A trustee shall be a member in good standing of the Society and concur with the mission statement of the Society.

Section 3. Term of Office. At least five (5) and no more than six (6) trustees, being one-third of the Board, shall be elected each year. Each trustee shall serve a term of three (3) years. A Trustee may serve no more than three consecutive terms or a maximum of ten (10) years if originally appointed to fill an unexpired term. At the end of the third term, a period of at least one year must elapse before the trustee may begin to serve another term.

Section 4. Authority. The Board of Trustees shall administer, manage, preserve and protect the property of the corporation and shall have power to administer, direct, manage and conduct the affairs of the DCHS. The Board of Trustees shall have the authority to employ an Executive Director and such other employees as it deems necessary to carry out the mission of the Society.

Section 5. Meetings.

A. Regular Meetings. The Board of Trustees shall meet a minimum of four (4) times a year, at a date, time and place decided by the Board of Trustees.

B. Special Meetings. Special meetings may be called upon the order of the president or at the written request of three (3) members of the Board of Trustees.

C. Meetings Open to All Members. Members of the Society may attend meetings of the Board of Trustees, and, if they wish to address the Board as a whole, the Board shall provide a reasonable opportunity for the Member(s) to speak.

D. Executive Session. The Board, in its discretion, after a majority vote, may enter an executive session to discuss matters including, but not limited to, marketing or business plans or other similar financial information; legal matters; employment and/or personnel; and any matters which must remain confidential under applicable law.

E. Electronic or Telephonic Meetings. The Board may hold a meeting by any method permitted by Ohio law, provided that each member of the board can hear or read in real time and participate and respond to every other member of the board.

F. Action in Lieu of a Meeting. The Board of Trustees may take any action that may be authorized or taken at a meeting of the Trustees without a meeting with the affirmative vote or approval of all of the Trustees in writing. Any such writing shall be filed with or entered upon the records of the Society. A writing may include approvals via electronic means, including electronic mail.

Section 6. Quorum. A majority of the number of Trustees with full voting privileges shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees.

Section 7. Vacancies. The Board of Trustees shall have the power of appointment to fill temporary vacancies in the Board of Trustees for the remainder of the unexpired term. The nominating committee shall submit the names of suitable appointees for consideration to the Board of Trustees.

Section 8. Annual Report. The Board of Trustees shall cause an annual report of the activities of the DCHS to be submitted to the members at the annual meeting.

Section 9. Termination of Office. A trustee may be removed at any time by a two thirds (2/3) vote of the Board of Trustees when the trustee fails the responsibilities for the Board or when the board determines that the removal of the trustee is in the best interest of DCHS.

Section 10. Trustee Emeritus. The Board of Trustees may appoint one or more persons to serve as a Trustee Emeritus. The Trustee Emeritus may attend any meeting of the Board of Trustees, but shall not have a vote on any matter that may come before the Board.

Section 11. Transitional Period. At the time of the revision of this Constitution, there are eleven (11) trustees and six (6) officers who are not considered to be trustees. From the effective date of this Constitution, the officers shall be considered to be trustees and shall first be elected trustees before being elected to be officers. At the annual meeting held in 2011, the members shall elect at least five (5) persons and no more than six (6) persons to be trustees to serve three (3) year terms, at least two (2) and no more than three (3) persons to be trustees to serve two (2) year terms, and at least two (2) and no more than three (3) persons to be trustees to serve one (1) year terms. Notwithstanding the term limits set forth in Section 3 above, the trustees elected to the two-year or one-year terms may serve no more than three (3) consecutive three-year terms in addition to the two- or one-year term to which he or she is elected at the 2011 annual meeting.

ARTICLE VI – Officers

Section 1. The officers of DCHS shall be:

President	Recording Secretary
Vice-President of Operations	Corresponding Secretary
Vice President of Development	Treasurer

Section 2. Elections. The officers shall be elected by the Board of Trustees at the first meeting of the Board of Trustees each calendar year or at the failure to elect, at the earliest subsequent meeting. Any trustee is eligible to be elected to any office.

Section 3. Length of Office. All officers shall hold office for a period of one (1) year or until their successors shall have been elected.

Section 4. Vacancies. Any vacancy in any office shall be filled by the Board of Trustees for the unexpired term of said office.

Section 5. Duties of the Officers.

A. President. The President shall perform the usual duties of a presiding officer at all meetings of the Society and the Board of Trustees. The President shall cause the provisions of the constitution to be carried into effect and shall keep informed on the affairs of the society and its officers.

This officer shall represent DCHS at meetings of other organizations such as the Ohio Local History Alliance, Ohio Historical Society or any other society of like nature. If the president cannot attend these professional meetings, a representative shall be appointed.

B. Vice President of Operations. The Vice President of Operations shall act to assist the president in the operation of the Society and to promote interest throughout the county. The Vice President of Operations shall be responsible to act as liaison between assigned committees, set forth in Article VII below, and

the president and to ensure proper functioning of these committees. At the direction of the president, the Vice President of Operations shall preside at any meeting from which the president will be absent.

C. Vice President of Development. The Vice President of Development shall act to assist the president in developing the resources of the Society including but not limited to promoting membership in and donations to the Society and procuring grants to the Society. The Vice President of Development shall be responsible to act as liaison between assigned committees, set forth in Article VII below, and the president and to ensure proper functioning of these committees. At the direction of the president, the Vice President of Development shall preside at any meeting from which the president and the Vice President of Operations will be absent.

D. Recording Secretary. The Recording Secretary shall keep the minutes of all meetings of the Society and the executive committee. This officer shall maintain a complete list of the members in conjunction with the Membership Committee.

E. Corresponding Secretary. The Corresponding Secretary shall conduct the general correspondence of the Society and send notices of meetings to the members.

F. Treasurer. The Treasurer shall have the custody of the funds of the Society, shall receive the dues of the members and keep a record of the same in conjunction with the Membership Committee. The Treasurer shall receive the bills and after specified authorization, pay them, and shall present at the annual meeting a report of the receipts and expenditures. The Treasurer may appoint, with the consent of the Board of Trustees, an Assistant Treasurer, who need not be a Trustee and, if not a Trustee, shall not have a vote at meetings of the Board of Trustees, to assist the Treasurer in carrying out his or her duties.

Section 6. Termination from Office. An officer may be removed from office at any time by a two thirds (2/3) vote of the Board of Trustees when the officer fails to fulfill the responsibilities of the office and when the Board of Trustees determines that removal of the officer is in the best interest of DCHS.

ARTICLE VII – Executive Director

The Board of Trustees may employ an Executive Director of the Society, who shall be in charge of the affairs and business of the Society and shall be its responsible managing head, subject to the control and direction of the Board of Trustees. The Executive Director shall:

a. Attend all Board of Trustees meetings, except meetings or portions thereof held to review the Director's performance;

- b. Be responsible for the management of organization personnel within the guidelines established by the Board of Trustees;
- c. Have the authority to sign documents on behalf of the Society as granted by the Board of Trustees;
- d. Have the authority to make contracts and handle financial transactions within the approved program and budget as authorized by the Board of Trustees;
- e. Be an ex-officio member of each of the committees of the Society, but does not vote on matters before the Board of Trustees; and
- f. Complete such other tasks as set forth by the Board of Trustees.

ARTICLE VIII – Committees

Section 1. Executive Committee. The Executive Committee shall be made up of the President, the Vice President of Operations, the Vice President of Development, the Recording Secretary, the Treasurer, and two Trustees at Large. The two Trustees at Large shall be elected by the Board of Trustees during the same meeting as the election of the officers and shall serve one-year terms on this committee. The Executive Committee is primarily responsible for carrying out the policies of the Board on a day-to-day basis and shall have the authority set forth by the Board of Trustees.

Section 2. Standing Committees. The standing committees of the Society shall be as follows.

A. Building and Grounds Committee. The primary responsibility of this committee shall be to maintain and preserve the properties of the Society. The Vice President of Operations shall be a member of this committee.

B. Education Committee. The primary responsibility of this committee shall be to oversee all educational efforts of the Society. There shall be several subcommittees of this committee, including but not limited to those listed in this subsection. The Vice President of Operations shall be a member of this committee.

1. Museum and Exhibits Subcommittee. The primary responsibility of this committee shall be to manage the museums operated by the Society and to develop and maintain exhibits in those museums. The chair of this committee shall be a member of the Education Committee.

2. Library Subcommittee. The primary responsibility of this committee shall be to manage the Society’s library. The chair of this committee shall be a member of the Education Committee.

3. Programs Subcommittee. The primary responsibility of this committee shall be to develop education programs to be held throughout the Delaware County community. The chair of this committee shall be a member of the Education Committee.

C. Communications Committee. The primary responsibility of this committee shall be to coordinate the communication efforts of the Society to members and to the general public. The Vice President of Operations and Corresponding Secretary shall be members of this committee. By way of illustration, this committee shall be responsible for the publication of the Society newsletter, the Society website, the Society's use of social media, marketing, and any public relations efforts of the Society.

D. Membership Committee. The primary responsibility of this committee shall be to maintain the member records of the Society and to recruit new members of the Society. The Vice President of Development and the Recording Secretary shall be members of this committee.

E. Finance and Budget Committee. The primary responsibility of this committee shall be to oversee the finances of the Society and propose the budget of the Society. The Treasurer shall be the chair of this committee, and the Vice President of Development shall be a member of this committee.

F. Resource Creation Committee. The primary responsibility of this committee shall be to develop the financial base of the Society through fundraising, donor development, and grant applications. The Vice President of Development shall be a member of this Committee. There may be several subcommittees of this committee.

G. Nominating Committee. The duties and composition of the Nominating Committee are set forth in Article IX below.

Section 3. Additional Committees. The President shall have the power to appoint such other committees that are deemed necessary and proper in the best interest of the Society.

ARTICLE IX – Amendments

Section 1. This constitution shall be amended by two-thirds (2/3) vote of the members present at the annual meeting or special meeting called for that purpose.

Section 2. A proposed amendment initiated by any Trustee shall be submitted in writing to the Recording Secretary not less than 90 days prior to the annual meeting or a special meeting to be called for the purpose of considering the proposed amendment. A proposed amendment shall be submitted in writing by any member in good standing

to the Recording Secretary not less than 90 days prior to the annual meeting. Upon receipt of the proposed amendment, the Recording Secretary shall present the proposed amendment to the Board of Trustees, who shall consider the proposed amendment and determine whether to recommend or not recommend the proposal. The proposed amendment's status as recommended or not recommended shall be communicated to the members of the Society together with notice of the proposed amendment and stated at the annual or special meeting.

Section 3. Notice. Notice of proposed amendments must be made in writing to each member at least thirty (30) days before the meeting at which the amendment will be considered by the members of the Society. Additional copies of the proposed amendments shall be made available at the office of the Society one (1) month prior to the annual or special meeting.

ARTICLE X – Nominations

Section 1. Composition. The President shall appoint a Nominating Committee no later than August 1 of each calendar year. The committee shall consist of two (2) persons from the general membership of the Society and one (1) trustee serving as chairperson of the committee, each of whom shall concur with the mission statement of the Society.

Section 2. Duties. It shall be the duty of the Nominating Committee to present names of prospective candidates for election to the position of Trustee, along with its recommendations, to the Board of Trustees at least thirty days prior to the Annual Meeting. This report shall be presented to the members of the Society for consideration at the Annual Meeting.

Section 3. Vacancies. A vacancy on the nominating committee shall be filled by appointment by the president of the Society for the unexpired term of member unable to serve.

Section 4. Nomination by Members. Any member of the Society may propose nominees for the position of Trustee by submission of desired names together with a statement of the person's qualifications and consent for service to the chairperson of the nominating committee no later than September 1.

Section 5. Transition Provision for 2011. The President shall appoint a Nominating Committee as soon as practicable following the adoption of this amendment. Nominations by members shall be made to the chairperson of the nominating committee no later than September 1, 2011.

ARTICLE XI – Meetings

Section 1. Annual Meeting. The members of DCHS shall meet annually in the month of November at the time and place to be determined by the Board of Trustees.

Notice of the time and place shall be given to the members of the Society no less than ten or not more than sixty days before the date of the meeting.

Section 2. Business. The business of the Annual Meeting shall include the election of trustees, the submission of the annual report and other such business as may be pertinent to the interest of the Society. The elected trustees will begin serving their terms of office on the following January 1.

Section 3. Special Meetings. Special Meetings of the members of the Society may be held at the call of the President, the Board of Trustees, or by petition to the Board signed by not less than ten (10) percent of the members of the Society. Notice of the time, place, and specific purpose for the meeting shall be given to the members of the Society not less than ten or not more than sixty days before the date of the meeting.

ARTICLE XII – Parliamentary Authority

Robert’s Rules of Order Newly Revised shall be the parliamentary authority for all matters of procedure not specifically covered in this constitution.

ARTICLE XIII – Governance Provisions

Section 1. Indemnification. All officers, trustees, and volunteers shall be indemnified and held harmless for any actions taken in good faith on behalf of the Society in accordance with Section 1702.12 of the Ohio Revised Code, as it may be amended from time to time.

Section 2. Conflict of Interest and Confidentiality Policies. The Board of Trustees shall adopt a Conflict of Interest Policy and a Confidentiality Policy which shall apply to all officers, trustees, employees, and volunteers of the Society.

Section 3. Examination of Books and Records. Any member in good standing of the Society may examine and copy the books, records, and minutes of the Society in accordance with this section and with applicable Ohio law. The books, records, and minutes of the Society shall be available for examination and copying at the offices of the Society during posted open hours or by appointment, and the Society shall charge normal copying fees for copies. Unless approved by the Board of Trustees, a member may not examine or copy any information that pertains to personnel matters; communications with legal counsel or attorney work product pertaining to potential, threatened or pending litigation; information that pertains to contracts or transactions currently under negotiation, or information that is contained in a contract or other agreement containing confidentiality requirements and that is subject to those requirements; or information, the disclosure of which is prohibited by state or federal law.

ARTICLE XIV – Dissolution

DISSOLUTION: In case of the dissolution of the Delaware County Historical Society, the Delaware County Commissioners shall become the custodian of all property of record for legal disposition.

Adopted by the Members at a meeting held on the ____ day of _____,
2011.

Brent Carson, President