

BY LAWS OF THE OLMSTED HISTORICAL SOCIETY

**FROSTVILLE MUSEUM, ROCKY RIVER RESERVATION
CLEVELAND METROPARKS, NORTH OLMSTED, OHIO**

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WEBSITE: www.olmstedhistoricalsociety.org

Adopted: July 10, 2005

Replaces: Code of Regulations 1989, 1997

ARTICLE I

Name and Location

SECTION 1. This Society, which is a corporation not for profit under the laws of the State of Ohio, pursuant to its Articles of Incorporation, shall be known as the Olmsted Historical Society, and shall have its offices at Frostville Museum in the Rocky River Reservation (North Olmsted, Ohio), Cleveland Metroparks.

ARTICLE II

Purpose

SECTION 1. The purpose of the Olmsted Historical Society is (but not limited to) to: collect, preserve, hold, exhibit, interpret and demonstrate relics and artifacts and historical sites and buildings that will serve to illustrate and promote the history of the lands and townships surrounding and including the Frostville area, and to collect and acquire books, manuscripts, maps, documents, and records pertaining thereto.

To disseminate knowledge and stimulate interest in the history of the area through the operation and maintenance of Frostville* Museum, through publications, lectures and other educational activities and research services, using radio, television, electronic and print media to awaken and promote public interest.

To cooperate with area schools, colleges, other historical societies, governmental agencies, firms, individuals and other organizations, to conduct and participate in educational events such as pageants, addresses, lectures, papers and discussions in the fulfillment and promotion of any one or more of the above objectives.

***Frostville:**

Elias Carrington Frost settled in Olmsted just west of Cedar Point Valley about 1819. He immediately took an active roll in Township affairs. In 1829, he opened the first area Post Office in his home. He called the postal station Frostville although there was never a town with that designation. When a name was chosen for the museum complex, it seemed appropriate to reclaim from oblivion this early name that had been used for the locale.

ARTICLE III

Membership

SECTION 1. ELIGIBILITY. Membership in the Olmsted Historical Society is open to all without regard to race, religion, national origin or gender. Any person, corporation, partnership, or other organization or institution interested in promoting the purposes of the Society may become a member of the Society upon payment of the dues and fulfillment of the other conditions of membership as established by the Board of Directors. The Board of Directors shall determine the terms and conditions for membership.

SECTION 2. VOTING MEMBERSHIP. Every person eighteen years of age or older, who is a member of the Society in good standing, including the authorized representative of a corporation, partnership or other organization or institution shall have the right to vote, to hold office and otherwise to take part in the proceedings of the Society.

SECTION 3. MEMBERSHIP DUES. The Board of Directors may establish the annual dues for

membership. See Appendix aA.

SECTION 4. TERMINATION OF MEMBERSHIP. The Board of Directors of the Society shall have the power to terminate the membership of any person, corporation, partnership or other organization or institution at any time upon such member conducting his or her self in such a manner that would be detrimental to the interests of the Society. The Board of Directors may adopt such rules and regulations as it may deem necessary for the termination of any member.

ARTICLE IV

Meetings of Members

SECTION 1. ANNUAL MEETING. The Annual Meeting of the Members of this Society shall be held in November, or at such other time during the year as the Board of Directors may determine. The Annual Meeting shall be for the purposes of electing Directors and Officers, reports of Committee Chairs, and for any other business that may arise. The Annual Meeting shall be for Members only.

SECTION 2. GENERAL MEETINGS. The General meetings of the Members of this Society shall be held on the first Sunday of every month excepting the month of November which shall be for the Annual Meeting of the Members. All General meetings shall be open to Members and guests.

SECTION 3. SPECIAL MEETINGS. Special meetings of the Members of this Society may be called: By the President, or in the case of his or her absence, death, or disability, the Vice-President. By any two (2) Directors of the Board by verbal or written notification to all Directors and shall be called by the President.

By the Society Membership by written petition, of not fewer than 20% of the Members, submitted to the President or the Board of Directors.

Purpose of Special meetings must be stated.

SECTION 4. NOTICE MEETINGS. Notice of all General, Annual, and Special Meetings of the Members shall be given not fewer than seven (7) days before the date of such meeting to each member by mail at his or her known address, and all such notices shall state the time and place of the meeting.

SECTION 5. VOTING. Each member, excepting Junior Members, shall be entitled to one vote. Any member may be represented at any meeting of Members in person or by absentee ballot.

SECTION 6. QUORUM. Unless otherwise specified by these regulations, the majority of the Members of the Board of Directors present shall constitute a quorum for the transaction of business at any meeting of Members.

SECTION 7. MEETING. A meeting of the Board of Directors shall take place in December of each year and include the President-Elect as an Ex-Officio Director. At that meeting, the appointment of a Recording Secretary and a Corresponding Secretary shall be made. This meeting shall also include a report by the Finance Committee Chairperson regarding the budget for the upcoming year, report by the Program Chairperson regarding programs for the upcoming year, and for transacting of any other business as may properly come before the Board.

The Board of Directors shall hold regular meetings throughout the year at such time and place as may be decided by the President. All Board of Directors Meetings shall be open to the membership of the Society. Special Meetings of the Board of may be called by the President and shall be called by him or her upon request of any two (two) Directors. A majority of the Board of Directors must be present in person at any Board of Directors Meeting to designate a quorum.

They shall meeting no less than four (4) times a year.

SECTION 8. NOTICE OF MEETINGS. Notice of the time and place of each meeting of the Board of Directors shall be given not less than seven (7) nor more than thirty (30) days before the date of such meeting to each elected Officer and Director.

ARTICLE V

Committees

SECTION 1. STANDING COMMITTEES. - Standing Committee Chairpersons shall be appointed by the President. All committee members shall be appointed by the President upon recommendation of the appointed Committee Chairperson. If the need arises the President may appoint ad hoc committees to provide advice and counsel. The Standing Committees of this Society shall be:

FINANCE - The elected Treasurer shall be the Chairperson of the Finance Committee. The Finance Committee shall assist the Treasurer in the preparation of an annual Budget. This budget shall be the appropriation measure of the Society, with or without modification, as passed by the Board of Directors. The President shall once a year, appoint an independent committee to audit the books of the Society and to report all findings to the Chairperson of the Finance Committee and to the Board of Directors.

PROGRAM - The elected Vice-President shall be the Chairperson of the Program Committee. The Program Committee will coordinate all events offered by the Society. The Committee will review all new proposals for events for merit and will evaluate current YEAR.

PUBLIC RELATIONS ñ - Shall arrange for publicity in news media, promote knowledge of said Society's activities and promote general community good will.

MEMBERSHIP ñ - Shall arrange for the greeting of all members and guests; introduce new members and guests; keep the meeting registration book; promote membership in the community, and announce the number of people attending the meeting.

HOSPITALITY - As needed, shall arrange for refreshments at meetings and promote sociability, and to send greeting cards and floral arrangements when appropriate.

f.) **CURATORIAL** ñ - Shall be in charge of the Museum operations generally; to receive and index artifacts; to supervise Museum housekeeping, storage, displays, research restoration of artifacts and buildings.

Section 2. SECTION 2. NOMINATING/ELECTION COMMITTEE. The President, with the approval of the Board of Directors, shall appoint each year a Nominating/Election Committee consisting of four (4) voting members in good standing, none of whom currently hold an office in the Society, although they may run for an office during the current election period.

One member shall serve as Chairperson of this committee. When the need to elect officers or directors arises, the Nominating/Election Committee shall begin in August to prepare a slate of candidates for President, Vice President, Treasurer or Directors which shall be distributed to members in attendance at the October meeting. Additional nominations for positions may be made at the August, September and October meetings. At the end of the business meeting in October, nominations will be closed. It is the responsibility of this Committee to recruit and encourage members to volunteer for service as officers and directors. The consent of any candidate must be obtained before his/her name is placed in nomination.

The Nominating/Election Committee shall also be responsible for preparing and mailing an official ballot to all eligible voting members. Each member shall receive an official ballot via the U.S. Postal Service. A member who wishes to vote an absentee ballot may mark the ballot and mail it to the Recording Secretary in an envelope displaying a return address label. The Recording Secretary shall register the receipt of the envelope and store the unopened ballots until the Annual Meeting where they will be opened and counted by the tellers.

A member, who chooses not to vote an absentee ballot, **MUST** bring the ballot to the Annual Meeting in November. Three (3) tellers, who are not themselves running for an office, shall be appointed by the President to preside over the registration of voters and the counting of the ballots. The tellers shall announce the winners of the election.

In the event that all the candidates should run unopposed, an ad hoc election will be declared by the President. There will be no balloting and the candidates will be considered "elected" to their respective posts.

The President, with the approval of the Board of Directors, shall appoint each year a Nominating/Election Committee consisting of four (4) voting members in good standing, none of whom currently hold an office in the Society, although they may run for an office during the current election period.

One member shall serve as Chairperson of this committee. When the need to elect officers or directors arises, the Nominating/Election Committee shall begin in August to prepare a slate of candidates for President, Vice President, Treasurer or Directors which shall be distributed to

members in attendance at the October meeting. Additional nominations for positions may be made at the August, September and October meetings. At the end of the business meeting in October, nominations will be closed. It is the responsibility of this Committee to recruit and encourage members to volunteer for service as officers and directors. The consent of any candidate must be obtained before his/her name is placed in nomination.

The Nominating/Election Committee shall also be responsible for preparing and mailing an official ballot to all eligible voting members. (A sample ballot is included in the By-Laws.) Each member shall receive an official ballot via the U.S. Postal Service. A member who wishes to vote an absentee ballot may mark the ballot and mail it to the Recording Secretary in an envelope displaying a return address label. The Recording Secretary shall register the receipt of the envelope. After separating the ballot from the envelope and disposing of it, the Secretary shall be responsible for storing the ballots until the Annual Meeting when they will be counted by the tellers.

A member, who chooses not to vote an absentee ballot, **MUST** bring the ballot to the Annual Meeting in November. Three (3) tellers, who are not themselves running for an office, shall be appointed by the President to preside over the registration of voters and the counting of the ballots. The tellers shall announce the winners of the election.

ñ The President, with the approval of the Board of Directors, shall appoint each year a Nominating Committee consisting of three (3) voting members in good standing, none of which currently hold an office in the Society. One member shall serve as Chairperson of the Nominating Committee.

The Nominating Committee shall recommend a slate of persons for election as President, Vice President, Treasurer and Directors at the Annual Meeting of Members. This report shall also be sent to each Member with the notice of the Annual Meeting. Other nominations for President, Vice President, Treasurer, and Directors may be made from the floor at the Annual Meeting. The consent of any candidate must be obtained before his or her name is Placed in nomination.

SECTION 3. SPECIAL PROJECT COMMITTEES ñ . The President may appoint committees to undertake special projects/programs that extend beyond the scope of the Standing Committees. These committees shall have a clear outline of responsibility and authority as stated in them minutes by the President.

ARTICLE VI

Elected Officers and Board of Directors

SECTION 1. NUMBER AND ELECTION OF OFFICERS AND BOARD OF DIRECTORS

The Officers of this Corporation elected by the Membership, shall be a President, a Vice President, and a Treasurer, who shall have all the rights and privileges of Directors. Election of Officers and Directors shall be held at the Annual Meeting of Members. A simple majority vote of Members present, and/or voting by absentee ballot, is required for the election of Officers and Directors.

Two or more people who are related by blood, marriage, or any form of kinship may not serve as an Officer and/or Director for concurrent terms.

SECTION 2. TERM OF OFFICE. - The President, Vice President, and Treasurer shall hold office for two consecutive years. The remaining six (6) Directors shall serve for staggered terms of three years, so that two (2) Directors are elected each year. No elected Officer shall serve more than two (2) successive terms.

SECTION 3. RESPONSIBILITIES AND DUTIES OF THE BOARD OF DIRECTORS

a.) President. ñ The President shall preside at all meetings of the Society and the Board of Directors. The President shall be an ex-officio member of all committees except the Nominating Committee. The President shall manage the affairs of the Society subject to any limitation or direction by vote of the Board of Directors and the provisions of these By-Laws.

b.) Vice President. ñ The Vice-President shall assist the President and shall perform the duties of the President in case of absence or disability of the President. In the event of death, resignation or absence of the President, the Vice President shall assume the duties of President.

c.) Treasurer. ñ The Treasurer shall have charge of, and be responsible for, the receipt, disbursement and safekeeping of all funds and securities of the Society. The Treasurer shall deposit all such funds in the name of the Society at such financial institutions as may be directed by the Board of Directors. He/She shall sign all checks and drafts for the withdrawal of funds. Treasurer must be bondable.

SECTION 5. REMOVAL OR RESIGNATION. Any elected Officer or Director by notice in writing to the Board of Directors, may resign at any time. Any elected Officer or Director may be removed from office at any meeting for stated cause by a simple majority vote of Members present. All elected Officers, Directors, and Appointees shall be expected to attend all General and Special meetings of the Members on a regular basis. At any time, failure to attend three (3) consecutive meetings shall constitute cause for immediate removal from office and such Officer, Director, or Appointee may be removed from office by a simple majority vote of the Board of Directors. Upon leaving office, Officers, Directors and Committee Chairs shall turn over all records, keys and properties of the Society to his or her successor without delay.

SECTION 6. VACANCIES. - Should the Vice-President, Treasurer, or Director be unable to complete his or her term the President, with the approval of the Board of Directors, shall appoint a Director or Member to fill the vacancy until the next regularly scheduled election meeting of members. At that time, the Members shall elect a Director or Member to complete the unexpired portion of the term. Should the President be unable to complete his or her term, the Vice-President shall assume the duties of President (Article VI, Section 4, b.) The Nominating Committee shall include this position and add it to the slate for the next regularly scheduled election meeting.

The remaining members of the Board of Directors by a majority vote shall appoint a Director or Member to fill the vacancy of Vice-President until the next meeting of Members. At that meeting, the Members shall elect a Director or Member to complete the unexpired portion of the term of the President. A simple majority of the Membership present will elect an Officer or Director.

ARTICLE VII

Recording Secretary, Corresponding Secretary, Archivist

SECTION 1. RECORDING SECRETARY. - The President shall appoint, with a simple majority vote of the Members, a Recording Secretary. The Recording Secretary shall record minutes for meetings of the Board of Directors as well as for all meetings of Members, and prepare such minutes for publication. He/she shall receive, register and store unopened absentee ballots to be counted by the tellers at the Annual Meeting in November, in addition to such duties as may be determined by the President. The President shall appoint, with a simple majority vote of the Members, a Recording Secretary. The Recording Secretary shall record minutes for meetings of the Board of Directors as well as for all meetings of Members, and prepare such minutes for publication, in addition to such duties as may be determined by the President.

SECTION 2. CORRESPONDING SECRETARY - The President shall appoint, with a simple majority vote of the Members a Corresponding Secretary. The Corresponding Secretary shall handle all correspondence of the Society, in addition to such duties as may be determined by the President. The President, with the approval of the Members, may also appoint an Assistant Secretary, or such additional appointees as he or she deems desirable.

SECTION 3. ARCHIVIST AND ASSISTANT ARCHIVIST. ñ The President, with the approval by simple majority vote of the Members, shall appoint a Museum Archivist. At the Archivist's discretion, he or she may appoint an Assistant Archivist. The duties of the Archivists shall be: to collect, classify and catalogue and arrange for the preservation of all available of all available records and manuscripts pertinent to the Society's history and functions, including genealogical records, photographs and other historical data of the area served by this Society.

SECTION 4. RESIGNATION AND REMOVAL OF APPOINTEES. Any appointee, by notice in writing to the Board of Directors, may resign at any time. Any appointee may be removed from office at any meeting for a stated cause by a simple majority vote of Membership present.

ARTICLE VIII

Parliamentary Authority

SECTION 1. ROBERTS RULES OF ORDER. Roberts Rules of Order shall be the parliamentary guide for the proceedings of the Society, the Board of Directors and the general membership.

ARTICLE IX Indemnification

SECTION 1. The Society shall indemnify and hold harmless each elected or appointed Officer, and each Director, each former Director or Officer of the Society, and each person who is serving or has

served at its request as a Trustee, Director, Officer, or employee of another corporation (whether non-profit, or for profit), against expenses, judgments, decrees, fines, penalties or amounts paid in settlement in connection with the defense of any past, pending, or threatened action, suit or proceeding, criminal or civil, to which he was, is, or may be a party by reason of being or having been such Trustee, Director, Officer, or employee, provided a determination is made by the Board of Directors acting at a meeting at which a quorum consisting of Board members who neither were nor are parties to or threatened with any such action, suit or proceeding is present, that (a) such Trustee or Officer was not, and has not been adjudicated to have been negligent or guilty of misconduct in the performance of his or her duty to the Society or such corporation of which he or she is or was a Trustee, Director, Officer or employee, (b) he or she acted in good faith in what he or she reasonably believed to be the best interests of the Society or such corporation, (c) in any matter the subject of a criminal action, suit or proceeding, he or she had no reasonable cause to believe that his or her conduct was unlawful.

SECTION 2. The foregoing rights of indemnification's shall not be deemed exclusive of any other rights to which such Director or Officer may be entitled apart from the provision of the Article IX.

SECTION 3. The Society may purchase and maintain insurance on behalf of any person who is or was an Officer or Director or designated agent of the Society, or is or was serving at the request of the Society as Trustee, Director, Officer, employee or designated agent of another corporation (whether non-profit or for profit), partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Society would have the power to indemnify him or her against such liability under the provisions of this Article or of Chapter 1702 of the Ohio Revised Code.

ARTICLE X Fiscal Year

The fiscal year of the Society shall be the twelve (12) month period beginning with January 1 and ending on December 31.

ARTICLE XI Gifts and Bequests Policy

SECTION 1. GIFTS. Any article given to the Society shall be given with the understanding that title becomes vested in the Society and that the article may be displayed, loaned, retained, sold or disposed of in the best interests of the Society, at the discretion of the President, the Curatorial Committee and the Board of Directors. An agreement setting forth this stipulation shall be signed by the donor and President before the article is accepted.

SECTION 3. TITLES. Except for the purpose of temporary exhibits, the Society will not accept as a loan any article for which the title remains with the owner and not with the Society.

ARTICLE XII Sexual Harassment

SECTION 1. SEXUAL HARASSMENT POLICY. It is against the Organization's policies for any Officer or Member, male or female, to sexually harass another Member or Volunteer of the same or opposite sex.

SECTION 2. SEXUAL HARASSMENT DEFINED. Sexual harassment has been defined as "unwelcomed sexual advances, requests for sexual favors and other verbal or physical conduct of a sexual nature".

ARTICLE XIII

Amendments

SECTION 1. BY-LAWS. These By-Laws of the Olmsted Historical Society may be amended, altered, repealed, or restated by a simple majority vote of the Members present at a meeting called for that purpose or at the Annual Meeting of Members: provided that written notice of such proposed amendment shall be mailed to all voting Members not less than seven (7) nor more than thirty (30) days before such amendment is voted upon.

APPENDIX A

Current Membership Dues shall be due on or before January 10 and shall fall into one of the following classifications:

- 1. Annual dues for Individual Members shall be \$ 10.00**
- 2. Annual dues for Junior Members (17 years & under) \$ 5.00**
- 3. Annual dues for Family Membership \$ 25.00**
- 4. Business Professional or Institution dues \$ 50.00**
- 5. Lifetime Member..... \$100.00**