

THE HISTORICAL SOCIETY OF GREENFIELD, OHIO, INC.
By-laws

As Amended February 2, 2012

ARTICLE I NAME

The official name of this organization shall be THE HISTORICAL SOCIETY OF GREENFIELD, OHIO, INC. but shall be commonly referred to as THE GREENFIELD HISTORICAL SOCIETY. The address of the Society shall be Travellers Rest, 103 McArthur Way, Greenfield, Ohio 45123 or such other address as hereinafter designated.

ARTICLE II PURPOSE

SECTION 1 The Greenfield Historical Society is organized exclusively for charitable, religious, educational, and scientific purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c) 3 of the Internal Revenue Code, or corresponding section of any future federal tax code.

SECTION 2 No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of this document, the organization shall not carry on any other activities prohibited (a) by an organization exempt from federal income tax under section 501(c) 3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III MISSION STATEMENT

The Greenfield Historical Society is non-profit and exists to further historical preservation and education in Greenfield, Ohio and the surrounding area. To this end it shall own and maintain all Greenfield Historical Society's properties for collecting, preserving and interpreting archival materials and artifacts indigenous to the Greenfield area; encourage historical research; sponsor programs, displays and special events; be concerned with the preservation of historical buildings; and cooperate with other organizations interested in historic preservation.'

THE HISTORICAL SOCIETY OF GREENFIELD, OHIO, INC.

By-laws

As Amended February 2, 2012

ARTICLE IV MEMBERSHIP DUES AND FISCAL YEAR

SECTION 1 Membership in the Society shall be open to all individuals interested in the purpose and objectives of the Society. Membership dues as determined by the Board of Trustees shall be assessed.

SECTION 2 The Board shall have the power to establish such classes of membership and assess membership dues deemed to be necessary or prudent for the operation and the best interest of the Society, provided that any change in dues shall take effect from the beginning of a fiscal year.

SECTION 3 The fiscal year of the Society shall begin on January 1 of each year and end on December 31 of that year.

ARTICLE V BOARD OF TRUSTEES

SECTION 1 The management of the Society shall be vested in a Board of Trustees consisting of nine (9) members of the Society. The Board shall schedule and meet monthly throughout the year to carry out the business of the Society.

SECTION 2 Trustees shall be elected by the members at the Annual Meeting of the Society from a slate presented by the nominating committee. Nominations may be made from the floor provided that the nominee has indicated a willingness to serve if elected.

SECTION 3 A trustee's term of office shall be three (3) years. Three trustees will be elected each year. All trustees shall serve until their respective successors are duly elected and qualified.

SECTION 4 A total of five (5) trustees shall be necessary to constitute a quorum for a meeting of the trustees. The act of a majority of the trustees present at a meeting at which a quorum is present is the act of the Board.

SECTION 5 Vacancies on the Board of Trustees occurring between Annual Meetings may be filled for the unexpired term upon nomination by the nominating committee and a majority vote of the remaining members of the Board of Trustees.

SECTION 6 Any trustee may be removed for just cause by the affirmative vote of a majority of the remaining members of the Board of Trustees.

SECTION 7 Trustees shall not receive compensation for their service as such, but any trustee may be reimbursed for expenses incurred on behalf of the Society, subject to approval by the Board of Trustees.

ARTICLE VI EXECUTIVE COMMITTEE

The Board of Trustees may appoint an Executive Committee of not less than

THE HISTORICAL SOCIETY OF GREENFIELD, OHIO, INC.

By-laws

As Amended February 2, 2012

three members from their own number, who shall have charge of the management of the business and affairs of the Society in the interim between the meetings of the trustees, with power generally to discharge the duties of the Board of Trustees, but not to incur debts, excepting for current expenses, unless specially authorized. They shall at all times act under the direction and control of the Board of Trustees and shall make reports to the Board of their act, which reports shall form part of the official records of the Society

ARTICLE VII OFFICERS

SECTION 1 Officers of the Society shall be a President, a Vice President, Secretary, Treasurer and Assistant Treasurer.

SECTION 2 The officers of the Society shall be elected annually by the membership of the Board of Trustees at the first official meeting of that Board to be scheduled as soon as practical following the membership elections. Officers shall hold office until successors are duly elected and qualified.

SECTION 3 Eligibility to hold office in the Greenfield Historical Society is current membership in the Society. However, it is strongly recommended that the offices, particularly that of President and Vice-President, be filled by duly elected and qualified Trustees.

SECTION 4 Any officer may be removed for just cause by the Board of Trustees at any meeting where a quorum is present. Any officer may resign by giving written notice to the Board of Trustees, the President or the Secretary. The vacancy of such office caused by removal, resignation, or death shall be filled by the trustees at their next meeting.

SECTION 5 The duties of the officers are as follows:

- A. The President: shall preside at all meetings of the Board of Trustees and membership, sign the records thereof, appoint the members of the nominating committee, the chair of all standing committees; be an ex- officio member of all committees except the nominating committee, exercise general supervision of the Society and perform such other duties as may be assigned by the Board of Trustees.
- B. The Vice-President: shall, in the absence of the President, perform the duties pertaining to that office and such other duties as may be assigned by the Board of Trustee
- C. The Secretary: shall keep an accurate record of the proceedings of all the meetings of the Board and the membership, read the minutes of the previous meetings thereof, and perform such other duties as may be assigned by the Board of Trustees.
- D. The Treasurer: shall have the custody of all funds, securities and property of the Society, subject to such regulations as may be

THE HISTORICAL SOCIETY OF GREENFIELD, OHIO, INC.
By-laws

As Amended February 2, 2012

imposed by the Board of Trustees, and shall receive and disburse all funds of the Society; keep suitable books of account which will be open at all times for the inspection of the Board or its designated representative; make all disbursements as authorized by the Board of Trustees; report the receipts, disbursements and financial condition of the Society at each meeting of the Board and membership. On the expiration of his or her term of office the Treasurer shall turn over to the successor or Board of Trustees all money and property of the Society.

- E. The Assistant Treasurer: will assist the Treasurer with his or her duties listed above. The Assistant Treasurer and/or Secretary will provide current membership information.

ARTICLE VIII MEETINGS

SECTION 1 The Annual Meeting: of the members of the Society shall be held during the month of January for the purpose of electing officers and trustees and for transaction of other such business as may properly come before the meeting.

SECTION 2 Monthly Board Meetings: will be held and are open to all society members and the general public. The Board shall develop and publicize the time and location of the monthly meetings to the membership.

SECTION 3 Special Meetings: may be called by the President, a majority of the Board of Trustees, or by written notice, stating the purpose for the meeting, signed by at least five (5) adult members of the Society and delivered to the president, vice president or secretary of the Society. The secretary will provide notice of such meeting to the membership not less than five (5) or more than forty (40) days before such meeting, said notice stating the purpose, time and place of such meeting.

SECTION 4 The members present at any meeting of the membership shall constitute a quorum for the transaction of business.

ARTICLE IX AMENDMENTS AND RULES OF ORDER

SECTION 1 These regulations may be amended in any respect at any duly constituted meeting of the Society provided that notice of any proposed amendment has been given in writing to the members at least four (4) weeks prior to such meeting or notice has been given at a previous meeting. A two-thirds vote of members present shall be necessary for passage.

SECTION 2 "Roberts Rules of Order, Newly Revised" shall govern the conduct of all business of the Society.

ARTICLE X DISSOLUTION

SECTION 1 In the event of the dissolution of the corporation, the Board of Directors shall, after paying and making provisions for the payment of the

THE HISTORICAL SOCIETY OF GREENFIELD, OHIO, INC.
By-laws

As Amended February 2, 2012

liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation, in such a manner, or to such organization or organizations organized and operated for the purpose(s) outlined in these organizing documents of the Council and shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principle office of the corporation is then located exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XI INDEMNIFICATION

The Greenfield Historical Society shall indemnify every Trustee, officer, his/her heirs, executors, and administrators against all loss, cost, and expense reasonably incurred by him/her in connection with any action, suit, or proceeding to which he/she may be made a party, by reason of his/her being or having been a member of the Board or officer of the organization, including reasonable matters wherein he/she shall be finally adjudged in such action, suit, or proceeding to be liable for or guilty of negligence, except to the extent such liability, damage, or injury is covered by any type of insurance; however, this indemnification shall not cover any acts of gross negligence, willful misconduct, or with fraudulent or criminal intent. The foregoing rights shall be in addition to and not exclusive of all other rights to which such Director/Officer may be entitled.

In witness whereof, we have hereunto subscribed our names this

____ Day of _____ year _____

President

Secretary

All programs and services of the Greenfield Historical Society are offered on a nondiscriminatory basis without regard for race, color, national origin, age, sex, religion, marital status or handicap.