

## **THE GRANVILLE, OHIO, HISTORICAL SOCIETY BY-LAWS**

### **ARTICLE I: OPERATIONS**

#### **SECTION 1: BOARD OF TRUSTEES**

- (A) The Board of Trustees will form committees to accomplish the tasks of the organization. These will be arranged in three primary areas: the museum, its collections, and their display; the archives and their use by researchers and historians; and public interaction through programs, publications, and educational efforts.
- (B) The membership will determine the size of the Board of Trustees.
- (C) Each Member-at-Large of the Board will chair a committee, an ad hoc committee, oversee a special project, or serve as an officer.
- (D) The Board of Trustees shall establish standing committees to oversee and perform specific functions required for the operation of the Society. The following committees are required standing committees to ensure the mission of the Society is carried out:
  - a. Development Committee
  - b. Exhibitions Committee
  - c. Programming Committee
  - d. Publications Committee
- (E) The Nominating Committee will use this requirement as a guideline in selecting candidates for office according to their qualifications to fill existing needs of the organization. The Nominating Committee recommends, and the general membership approves standing committee chairs when they are appointed or reappointed to the Board of Trustees. A Committee Chair may not be removed or reassigned without the standing committee chair's agreement or a vote of the general membership. All midterm standing committee chair vacancies shall be filled based on a recommendation from the Nominating Committee and approval of the Board of Trustees.
- (F) Ad hoc committees may be established by either President or Board of Trustees authority. Ad hoc committees may exist only for a defined period of time and to address a specific issue or complete a task. Ad hoc committees appointed by the President may not continue upon the completion of the President's term. Ad hoc committee appointed by the Board of Trustees may not continue upon the organization of a new Board of Trustees in the following January.
- (G) If the President determines that there is a single subject question that requires urgent consideration by the Board of Trustees before the next scheduled Board meeting, the single subject question may be voted on by the Board of Trustees by electronic mail and recorded by the Secretary as a part of the next monthly meeting of the Board of Trustees.
- (H) Meetings will occur at the call of the President; the Executive Committee, which is the President, Vice President, Immediate Past President, Secretary, and Treasurer; or at the written request of a majority plus one of Members-at-Large of the Board.

#### **SECTION 2: ARCHIVES AND COLLECTIONS**

- (A) The Archives and Collections divisions of the Society will have permanent heads as volunteers named by the Board.
- (B) They must be members of the Society, but membership on the Board is not a condition of the position.

- (C) If not serving in a Board capacity, they may attend Board meetings and participate in discussion but not vote.

### **SECTION 3: FIDUCIARY RESPONSIBILITIES**

- (A) The Board will adopt prudent policies for endowment and investment and maintain them in a disciplined way.
- (B) It will insure adequate administration of its activities and operations. Attention will be given to marketing, fundraising, publicity, and membership development.
- (C) Sound buildings and grounds practices will be adhered to and adequately funded. Board members will be conversant with contemporary technology and employ it where appropriate and feasible.

### **SECTION 4: EMERITUS STATUS**

At the discretion of the Board of Trustees, former Board Members or Officers may be nominated as Emeritus/a members, in non-voting, non-governing status that recognizes long and high quality involvement. A minimum of ten years of service as an officer and/or a Board member will be required for consideration for Emeritus status.

### **SECTION 5: MEETINGS OF THE BOARD OF TRUSTEES**

- (A) For meetings of the Board, a quorum will be established of seven of the Officers and Members-at-Large of the Board.
- (B) Decisions of the Board must be approved by a majority of those present.
- (C) Visitors may observe Board meetings by invitation of the Executive Committee only.
- (D) Those elected by the Board to Emeritus/a Status may attend Board meetings but not vote.
- (E) The Board of Trustees will meet at least eight times a year including the Annual Meeting, which may or may not be considered a monthly meeting.
- (F) Each member of the Board has one vote and proxy voting is not permitted. Board members and Officers may participate and vote through teleconferencing or video conferencing. The President may vote only to break a tie.
- (G) Meetings will occur at the call of the President; the Executive Committee, which is the President, Vice President, Secretary, and Treasurer; or at the written request of six Members-at-Large of the Board.

### **SECTION 6: ANNUAL MEETING**

The Annual Meeting will normally occur in November. For meetings of the Society, a quorum shall be the number of members in attendance. Each member present has one vote and proxy voting is not permitted.

### **SECTION 7: DUTIES OF THE PRESIDENT**

The President is empowered to carry out the business of the Board as it represents the Society between Board meetings as long as this activity is consistent with plans and policies of the Board and in consultation with committee chairs as necessary.

### **SECTION 8: CODE OF ETHICS, REMOVAL, AND RESIGNATION**

- (A) Volunteers including Officers and Board members may not in any way financially profit or benefit in other ways from Society activities, nor may they be paid for their services. They must abide by the Society's conflict of interest policy.
- (B) Officers and Board members are not eligible for awards of the Society.
- (C) Members and officers must attend 75 percent of the regularly called Board meetings during the calendar year regardless of whether or not the absence is excused, unless the Board approves a leave of absence in special cases.
- (D) Board members or officers may be removed by the President from the Board after two consecutive unexcused absences or by action of the majority of the entire Board when it is deemed in the best interests of the Society.
- (E) Resignation from the Board should be in writing and if possible the departing member should have an exit interview with the President.

## **SECTION 9: POLICIES**

Without waiving any of the rights the Society has under law, the Society will adopt and abide by those policies that are necessary for the good order and operation of the Society.

## **ARTICLE II: AMENDMENTS**

### **SECTION 1: NOTIFICATION AND VOTE**

- (A) These Bylaws can be changed by a sixty percent majority of those present at an Annual Meeting, or at a special meeting called for the purpose of revision provided that thirty days notice by the US Postal Service or email is given to the entire membership of the Society in either case.
- (B) The notification must include a written statement of the proposed changes to the Bylaws. Officers and Members-at-Large can be recalled by sixty percent vote of the members present at a meeting following thirty days notice by the US Postal Service or email. Recall can be initiated by fifteen percent of the membership.

## **ARTICLE III: FUNDS**

### **SECTION 1: MEMBERSHIP DUES**

- (A) Members will be charged annual dues specified by the Board.
- (B) There shall be no new complementary individual memberships.

### **SECTION 2: ANNUAL FUND**

- (A) The Board will conduct an Annual Fund drive for operations, along with periodic Capital Campaigns and smaller fundraising efforts, and be vigilant for grant opportunities.
- (B) The Board must approve an annual budget not later than the January following the Annual Meeting and must subject its books to a simple annual outside audit to insure that it is conducting its financial activities in accordance with generally accepted accounting procedures and its own procedures and rules.

## **ARTICLE IV: INDEMNIFICATION**

Conditions for Indemnification: The Society shall indemnify each Board member, Officer, employee and each former Board member, Officer, and employee of this Society, and each person who is serving or has served at its request as Board member, Officer, or employee of another organization, 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/she was, is or may be made a party by reason of being or have been such board member, officer, or employee, provided a determination is made by the Board of Trustees of this Society 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 . The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which such Board of Trustees member, officer, or employees may be entitled apart from the provisions of this indemnification article.

#### **ARTICLE V: DISSOLUTION**

In the event the Board of Trustees votes to dissolve, the Granville Historical Society will ensure that the requirements of Ohio Revised Code 1702.47 are complied with and proper notification is provided to the Internal Revenue Service (IRS). Consistent with guidance of the IRS, any remaining artifacts and assets will be distributed to another nonprofit organization that has a similar mission to that of the Granville Historical Society. Any action to dissolve the Society must gain three quarters of the votes of the full Board and sixty percent of the members attending a special meeting with thirty days notice by US Postal Service or email.

Adopted at the Fall Banquet of the Granville Historical Society, November 17, 2025.