

Wood County Historical Society Bylaws

Bylaws were last approved by the membership at the annual membership dinner Nov. 4, 2015.

Article I: Name

Wood County Historical Society

Article II: Purpose

The Wood County Historical Society is a community organization that makes connections between our past, present and future by capturing stories and cultivating memories of Wood County, Ohio, and the County Home.

Article III: Membership

Section 1. Membership in the Wood County Historical Society, (hereafter known as the Society), is open to all who are interested in promoting the Society's purposes and are current in their payment of dues. Members are entitled to one vote for election of the elected members of the Society's Board of Trustees. To vote, members must be in attendance at called meetings.

Section 2. Membership dues shall be established by the Board of Trustees.

Section 3. The annual membership meeting for the purpose of electing Trustees shall be held in the fall in connection with the fall dinner. Board members take office on January 1 of the year following their election.

Section 4. Special membership meetings may be called by the Society's President, or upon a petition of one third of the Trustees, with ten days advance notice to all members.

Section 5. Members of the Society may petition the Board of Trustees for the purpose of holding a special meeting of the membership. The meeting may only occur when ten percent of the membership provide a signed petition to the Executive Committee.

Section 6. A quorum at the annual or special membership meeting will be not less than five (5) percent of the Society membership.

Article IV: Board of Trustees

Section 1. Membership Composition - The Society's Board of Trustees shall consist of fifteen members, who must reside or work in Wood County, ten of whom are elected by the membership, three appointed by the Wood County Commissioners, and two appointed by the Wood County Park District Board of Park Commissioners. The Director shall serve as ex-officio.

Section 2. Terms of Trustees - Members of the Board of Trustees, (elected by the Society and appointed by the Wood County Park District Board of Commissioners and the Board of County Commissioners), shall serve for a three-year term and can be re-elected or re-appointed for one additional three-year term. Board members must rotate off the Board for a minimum of one year after serving two consecutive elected or appointed full terms.

Section 3. Nomination of Elected Trustees – The Nominating Committee shall receive and review all applications for vacancies to the Board of Trustees no later than thirty (30) days prior to the Fall Membership Meeting. Eligibility of candidates will be determined by paid up-to-date membership dues in the Society; complete information on application; and residency or employment in Wood County. No nominations from the floor will be accepted. Trustees shall be elected by a majority of the members present at the Fall Membership Meeting. Board members who move during their terms are permitted to finish their terms.

Section 4. Duties of the Board of Trustees are to determine the policy of the Society, hold title to or manage all funds and property, both real and personal, and work closely with the Director.

Section 5. No Trustee shall be entitled to any distribution or apportionment of, or have interest in, the assets or earnings, if any, of the Society.

Section 6. Each member of the Board shall be entitled to one vote in all business matters. To vote, the Trustee must have membership dues current and be in attendance at a called meeting.

Section 7. Regular Meetings - The regular meetings of the Board of Trustees shall be held once a month on regular days except as otherwise determined by the Board.

Section 8. Special meetings - Special meetings of the Board of Trustees can be called by the President or upon petition by at least five Board members. The Board shall be notified of the meeting at least seventy-two (72) hours prior to the meeting.

Section 9. Vacancies of Trustees – Vacancies for unexpired terms of elected Trustees shall be filled through an election by the Board of Trustees of the Society of eligible candidates, as recommended by the Nominating Committee. The completion of unexpired terms shall not affect the term limits of Trustees as described in Article IV, Section 2 above.

A trustee who cannot attend a regular meeting shall contact the president or director prior to the meeting, except if an emergency precludes giving notification. Remote attendance will not be considered an absence, maximum of three (3) permitted annually. The secretary of the society shall send a notification letter of non-attendance to any Trustee with three (3) unexplained absences in a calendar year. If a Board member is absent from three Board meetings in a calendar year, s/he may be subject to removal from the board by a majority vote of the executive committee and may be replaced by the election stated above. Said board member can appeal this decision by submitting a written request to the board president within 30 days of receiving notification of removal. The issue will then be sent to the full board for a vote. A letter shall be sent by the president to the appointing authority noting the situation and requesting a replacement to fill the unexpired term.

Any Trustee or Officer may be removed from office by the affirmative vote of two-thirds of the membership of the Board at any regular or special meeting called for that purpose for any of the following reasons: Nonfeasance, malfeasance, failure to comply with the policies and procedures of the Society, for conduct detrimental to the interests of the Society, or for the refusal to render reasonable assistance in carrying out the objectives of the Society.

Section 10. Quorum. A majority of the Board members shall constitute a quorum of the Board. A majority shall be defined as one more than half of those considered in attendance and voting.

Article V: Officers

Section 1. Officers of the Board shall be President, Vice President, Secretary, and Treasurer. All shall serve for one-year terms, or until their successors have been elected, but may be re-elected for a second term. Except for the Treasurer, officers may not serve more than two successive terms. These officers shall be elected by a majority of the Trustees present at a special meeting to be held within the first two weeks of January each year. A majority shall be defined as one more than half of those present and voting.

Section 2. Vacancies arising among the officers shall be filled by appointment made by the Executive Committee from the standing Trustees and approved by the Board.

Section 3. The President shall preside at all meetings of the general membership, Board of Trustees, and Executive Committee. The Vice President shall preside in the absence of the President. The President shall, in consultation with the Executive Committee, appoint chairs for all committees on an annual basis and is an Ex-Officio of all committees.

Section 4. The Secretary shall keep a record of all Board and membership meetings.

Section 5. The Treasurer shall keep an accurate record of all revenues received and all disbursements made by the Society. He/she shall submit a written monthly statement of all accounts and investments for review and approval by the Board.

Article VI: Director

Section 1. The Director, an employee of Wood County, is responsible to the Board of Trustees and shall maintain close communications with the President, Executive Committee and the Board of Trustees. The Director, or a designee, shall report at all Board meetings, including the Executive Committee meetings, and provide a report of the Director's and staff activities.

Section 2. The Director shall implement all decisions and policies of the Board and be responsible for the day-to-day operations of the Society and all of its programs, events, projects, and other activities that promote and interpret Wood County history, and other activities that serve the mission of the Society.

Section 3. The Director shall have the authority to expend up to one thousand dollars (\$1000.00) from the petty cash checking account, for items that are usual and customary for general operations. Such funds shall be replenished from the appropriate Society funds.

Section 4. The Director shall have charge of and supervision of all staff.

Section 5. The Director, and/or a designee, shall be an ex-officio member of all committees and provide aid and assistance to all the committees.

Section 6. The Director shall be evaluated at least annually by the Evaluation Committee.

Section 7. The Director shall develop an annual budget, in conjunction with the Finance and Development Committee, to be submitted to the Board of Trustees in time for their review at the December meeting.

Article VII: Committees

Section 1. Committees' members, including chairs, shall be members of the Society or employees of the County. They may or may not be Board members.

Section 2. Chairs of all committees shall report to the President and make oral or written reports at Board meetings.

Section 3. Each standing committee, unless otherwise noted or specifically approved by the Board of Trustees, shall consist of no less than five (5) and no more than seven (7) voting members.

Section 4. Each committee shall be responsible for developing a proposed annual budget and providing it to the Director and Finance and Development Committee.

Section 5. Each committee may include subcommittees to ensure that committee responsibilities are carried out.

Section 6. The following standing committees shall be established:

EXECUTIVE COMMITTEE: This committee shall consist of the President, who shall serve as chair, Vice President, Secretary, Treasurer, and Director, and any other Ex-Officio members as determined by the President. This committee shall evaluate the performance of the Director at least annually. The Chairman shall select the committee members. This evaluation shall occur one month prior to annual staff evaluations as scheduled by the County Commissioners. Evaluation shall be based on objective criteria, e.g. American Association of Museums, and may include input from staff or Society members. A written report of this evaluation shall be provided to the Board and to the County Administrator. This Committee shall also review and recommend the annual budget; address special situations that may arise; and establish Board and Membership meetings.

AUDITING COMMITTEE: The chair of this committee shall be appointed by the President of the Society upon consultation with the Executive Committee. This Committee consisting of three non-trustee members of the Society shall review the Society's financial records on an annual basis. The Chairman shall select the Committee members. The Treasurer and the bookkeeper shall be present for this annual review.

COLLECTIONS COMMITTEE: The chair of this committee shall be appointed by the President of the Society upon consultation with the Executive Committee. The Chairman shall select the committee members. This committee shall be responsible for overseeing, updating and implementing the Collections Management Policy, which includes acquisitions and preservation of the items relevant to the history of Wood County.

FACILITIES AND PROPERTY COMMITTEE: The chair of this committee shall be appointed by the President of the Society upon consultation with the Executive Committee. The Chairman shall select committee members. This Committee shall establish a comprehensive program to ensure that the Center site is maintained properly and efficiently. This shall be done through the implementation and periodic revision of the comprehensive Site Plan.

FINANCE AND DEVELOPMENT COMMITTEE: The chair of this committee shall be appointed by the President of the Society upon consultation with the Executive Committee. This committee, consisting of two trustees, the Treasurer, the County Auditor, or his/her appointee, and up to three (3) non-trustee Society members, and working with the Director, shall formulate the annual budget for the Society. The committee, except for the Treasurer, shall be appointed by the chairman. This committee will ensure the effective management of the financial resources of the Society and work to ensure that these resources are sufficient to support the Society's mission. This shall include all revenue-generating opportunities.

NOMINATING COMMITTEE: The chair of this committee shall be appointed by the President of the Society upon consultation with the Executive Committee. This committee shall consist of two elected Trustees, and one non-Trustee member of the Society. The Chairman shall select the committee members. This committee shall:

1. Seek eligible candidates for vacancies on the Board.
2. Review eligible candidate applications and submit those to the Board in accordance with Article IV, Section 3 and Section 9.
3. This Committee shall strive to present to the Board a broad range of skilled and experienced candidates from throughout Wood County.

Article VIII: Incorporation

Section 1. The Wood County Historical Society elects and declares to be governed and controlled by 1702.01 et. seq. of the Revised Code of Ohio, as a non-profit corporation in accordance with 501 (c) (3) of the Internal Revenue Code with perpetual existence unless terminated as provided in the Wood County Historical Society's Articles of Incorporation. Title to all property, real or personal, shall be vested in the corporation.

Section 2. In the event of dissolution of the Society, all property, real or personal, will become the property of Wood County.

Article IX: Order of Business

Section 1. Robert's Rules of Order shall be the parliamentary authority of all meetings of the Society.

Section 2. At the regular meetings of the Society, the following shall be the order of business -- call to order, approval of minutes of the previous meeting, treasurer's report, report of the committees, Director's report, old business, new business, and adjournment, unless changed by the President.

Article X: Amendment

Section 1. These bylaws may be amended, supplemented, or repealed by two-thirds vote of the members present at any regular membership meeting, or any special meeting called for that purpose with thirty days advance notice.