

BYLAWS OF THE
Beavercreek Historical Society
Revision 2020 Draft
Approved by board August 2020 to present to Membership

ARTICLE 1

ORGANIZATION, PURPOSE AND OBJECTIVES

Section 1: The Beavercreek Historical Society is incorporated in the State of Ohio, Charter #855974, and has been determined by the Internal Revenue Service to be a 501(c) (3) non-profit organization.

Section 2: The Society's purpose is set forth in its Articles of Incorporation approved by the Secretary of State of Ohio on October 18, 1993, and the Amended Articles of Incorporation approved by the Secretary of State of Ohio on July 18, 1994. The purpose is to preserve the past for the future by preserving structures of historical significance, to develop and present community education programs, and to create a learning center for historic education.

Section 3: The organization operates within the geographic limits of the City of Beavercreek and Beavercreek Township, Greene County, Ohio. The organization will work with the City of Beavercreek Department of Parks, Recreation and Culture to achieve the purpose of the organization.

ARTICLE II

MEMBERSHIP AND VOTING

Section 1: Membership is open to all those with an interest in furthering the objectives of the organization.

Section 2: Membership categories are: Individual, Family, Group/Organization, Patriot, and Lifetime.

Section 3: Active members of the Beavercreek Historical Society are those who have paid their annual dues.

Section 4: Annual dues for all categories except the Lifetime category shall cover the period from January 1 through December 31.

Section 5: All active members have voting privileges.

- A. Individual members have one vote.
- B. Family and Lifetime members have one vote for each active adult family member.
- C. Organization members and liaison members have one vote per organization.

Section 6: The outcome of a vote at a general membership meeting shall be determined by a simple majority of the members present and voting with the exception of the requirements necessary to amend the Bylaws as outlined in Article XI, Section 5.

ARTICLE III

BOARD OF TRUSTEES

Section 1: The Board of Trustees shall govern the operation of the Beavercreek Historical Society and oversee the business, property, and affairs of the Society consistent with its purpose and its policies and procedures. The Board shall work closely with the City of Beavercreek Department of Parks, Recreation and Culture. The Board shall consist of the officers of the organization, standing committee chairs and liaisons.

Section 2: Trustees shall be selected from the general membership, and be members in good standing. Trustees shall serve without compensation.

Section 3: Officers shall hold office for a term of two years and until their successors are elected. Each officer may be re-elected to serve in the same position for additional two-year terms, with a limit of three consecutive terms (six years), after which a two-year break is required prior to serving again in the same position.

Section 4: Board of Trustee Meetings shall be scheduled by the President on a regular basis, usually monthly, to conduct the business of the Society. Fifty one (51) percent of the Board members, including two officers, shall constitute a quorum.

Section 5: Robert's Rules of Order, Current Edition, shall be considered the parliamentary authority on all questions of organization and procedure wherein they are not inconsistent with the Bylaws adopted by this organization.

Section 6: A vacancy in any Board position due to any cause whatsoever shall be filled for the remainder of its current term by the Board at a duly convened meeting. A Trustee may resign at any time by written notice to the President. A Trustee may be removed for just cause at any time by the affirmative vote of two-thirds of the Board of Trustees

Section 7: Committee Chairpersons may send a committee member as a substitute representative to Board of Trustees meeting(s). This substitute shall have full voting power in place of the absent chairperson.

Section 8: The Board of Trustees will establish a document entitled Job Descriptions and Chairperson Responsibilities to be updated as deemed necessary for the good of the Society.

Section 9: The Board of Trustees will appoint a Statutory Agent and may establish other appointed positions for specific tasks. Appointees must be members of the Society and will accomplish the task(s) as described in the Job Descriptions and Chairperson Responsibilities document identified in Section 8 above.

ARTICLE IV

ELECTION OF OFFICERS

Section 1: An ad hoc nominating committee of at least two (2) members, with at least one (1) member from the general membership, appointed by the President, shall be formed annually for the purpose of presenting candidates for officer positions to the membership for elections to be held at the Annual Meeting.

Section 2: The slate of candidates for the officer positions shall be printed in a newsletter or other written communication to the membership at least 20 days prior to the Annual Meeting.

Section 3: Election of officers followed by installation of officers shall take place at the Annual Meeting, and terms of office shall run on a calendar year beginning in January.

ARTICLE V

OFFICERS AND DUTIES

Section 1: The elected officers of the Board of Trustees shall include the President, Vice President, Secretary and Treasurer. These officers will comprise the Executive Committee.

Section 2: Primary duties of the officers

- A. The President shall perform the duties commonly incidental to the office of president including: call and preside at all meetings of the Board, sign documents for the organization, be an ex-officio member of all committees, appoint ad hoc committees with consent of the Trustees and be responsible for complying with agreements and contracts. The President has the authority to sign memorandums of agreement on behalf of the Society after review by the Executive Committee.
- B. The Vice President shall be responsible for the operation of and coordination among all standing committees, shall serve in the absence of the President, and assist with other tasks within the organization as needed.
- C. The Secretary shall record minutes of all Board of Trustees, executive, special and general meetings, insure official records of the organization are stored in a secure location, and perform other duties as may be prescribed by the Board.

- D. The Treasurer shall act as the chief fiscal officer for the organization, and shall maintain complete records of all financial transactions.

Section 3: Each officer shall render an annual written report of his/her respective office to be submitted to the President and Board of Trustees.

ARTICLE VI
COMMITTEES

Section 1: The Executive, Standing, and Ad Hoc Committees as described in this article shall conduct the business and activities of the Society.

Section 2: The Executive Committee, composed of the duly elected officers, shall:

- A. Appoint standing committee chairpersons.
- B. Exercise the authority of the Board of Trustees in matters that require immediate action between meetings, including calling Special Meetings. A majority of the Executive Committee shall constitute a quorum.
- C. Keep full records and accounts of its proceedings and transactions and report to the Board for review and approval where appropriate at its next regular or special meeting.

Section 3: Standing Committees and duties

- A. Acquisition Committee shall manage and coordinate the acquisition of structures, furnishings and materials of historic significance, and maintain an inventory.
- B. Archives Committee shall maintain the archives and the landmarks documentation for the Society.
- C. Education Committee shall provide information via programs, special events, resources, materials and services to the community on subjects/areas of historic interest.
- D. Long Range Planning Committee shall develop and keep updated a long range plan, including new ideas and concepts for the Society.
- E. Membership Committee shall maintain current membership records for mailing needs, etc., and establish a plan to maintain current members and actively seek new members.
- F. Newsletter Committee shall publish a periodic newsletter on a schedule determined by the Board of Trustees.
- G. Program Committee shall provide presenters and/or programs for quarterly meetings and other special events.
- H. Publicity Committee shall work with the other committees to publicize the organization's programs and projects.

Section 4: All standing committees shall serve at the pleasure of the Board and be subject to its control and direction. Any standing committee shall act by a majority of its members at a meeting.

Section 5: Standing committee chairpersons shall render annual written reports of their respective committees to be submitted to President and the Board of Trustees at the end of each year-long term.

Section 6: Ad Hoc Committees

- A. The President shall appoint Ad Hoc Committees as needed subject to the approval of the Board of Trustees.
- B. Ad Hoc Committees shall serve for specific tasks and for a specific length of time as designated by the President.

- C. Ad Hoc Committees shall report findings and/or plans to the Board of Trustees for approval to proceed.
- D. Chairpersons of ad hoc committees shall file reports to the President and Secretary to be shared with the Board on a timely basis following the completion of their activity or assigned task.

ARTICLE VII

LIAISONS

Section 1: Liaisons are required to be current members of the Society. They will serve as a board member and, as such, have voting privileges.

Section 2: A liaison from the City of Beavercreek Department of Parks, Recreation and Culture will be approved by the Board to interface between the two organizations.

Section 3: A liaison from Beavercreek City Schools, preferably the Elementary Curriculum Supervisor, will be approved by the Board to interface with the Living History Program and other pertinent educational activities.

ARTICLE VIII

MEMORANDUMS OF AGREEMENT AND UNDERSTANDING

The Society will work with the City of Beavercreek Department of Parks, Recreation and Culture to achieve the purpose of the Beavercreek Historical Society as outlined in the Development, Maintenance and Management of Wartinger Park memorandum of agreement. The agreement is renewed every five years.

The Society has a Right to Use and Maintenance Agreement with the Board of Trustees of Beavercreek Township for space used at the Township Building on Dayton-Xenia Rd. for the BHS History Center. This agreement is reviewed annually.

The above documents will be reviewed by the BHS Executive Committee prior to the President's signature.

ARTICLE IX

MEETINGS

Section 1: An Annual Meeting of the Board of Trustees and general membership will be held at a time designated by the Board of Trustees. It shall be for the purpose of electing officers and transacting other business as necessary. Notification to the membership shall be given concerning the date, time, location and meeting agenda at least twenty (20) days in advance of the meeting.

Section 2: Regular Meetings are to be held quarterly at a time designated by the Board. Special programs may be included as well as any business during these meetings.

Section 3: Special Meetings may be called at any time by request of the President of the organization or any two Trustees.

Section 4: Robert's Rules of Order, Current Edition, shall be considered the parliamentary authority on all questions of organization and procedure wherein they are not inconsistent with the Bylaws adopted by this organization.

Section 5: Agenda items for general membership meetings shall be submitted to the Board of Trustees no less than fifteen (15) days prior to the meeting.

ARTICLE X

LIMITATION OF LIABILITY

Section 1: No person shall be liable to the Board of Trustees or the City of Beavercreek for any loss or damage suffered by it on account of any action taken as a member or officer of the Board if such person performs duties, including duties as a member of any committee of the Board upon which he/she may serve in good faith and in a manner he/she reasonably believes to be in the best interest of the Board and with the care that an ordinarily prudent person in a like position would use under similar circumstances.

Section 2: In performing such duties, a member or officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data prepared or presented by:

- A. One or more Board member, officer, or employee of the Board whom the member or officer reasonably believes are reliable and competent in the matters prepared or presented.
- B. Counsel, public accountants, or other persons as to matters that the member or officer reasonably believes are within the person's professional or expert competence.
- C. A committee of the Board upon which he/she does not serve, duly established in accordance with a provision of the bylaws as to matters within its designated authority, which committee the Trustees or Officer reasonably believes to merit confidence.

ARTICLE XI

AMENDMENTS TO AND REVIEW OF BYLAWS

Section 1: An Ad Hoc Bylaws Review Committee shall be established by the President on a two-year rotation in even number years, or sooner if deemed necessary. This committee shall review the Bylaws and present recommendations for updates and changes in the Bylaws to the Board of Trustees in a timely manner.

Section 2: The Board of Trustees will review the recommended Bylaw changes at a regularly scheduled Board meeting. At the next regularly scheduled Board meeting, the Board may vote to recommend the proposed changes to the general membership, or may ask the ad hoc committee to make further edits for reconsideration. At least three-fourths (3/4) of the Trustees must vote in order to make a recommendation to the general membership to alter or amend the Bylaws.

Section 3: The general membership must receive twenty (20) days written official notification of the meeting where the Board-recommended proposed changes to the Bylaws are to be considered. Such notification shall include a synopsis of the proposed changes and information as to how to receive a complete written version of the proposal.

Section 4: A copy of the proposed Board-recommended revisions to the Society's Bylaws shall be publicly posted and made available in writing (hard copy or electronic communication) by the Secretary upon request by any member prior to the meeting where such changes are to be considered.

Section 5: An affirmative vote of two-thirds (2/3) of those present at a general membership meeting (Trustees and general members) is needed to amend or alter the bylaws.