**The Meigs County Pioneer and Historical Society Constitution and By-Laws**

**Article I - Name & Purpose**

 Section 1. The name of this organization shall be The Meigs County Pioneer and Historical Society, Inc., also known as The Meigs County Historical Society, hereinafter referred to in this Constitution as the “Society.”

 Section 2. This Society is non-profit and exists to further historical education in Meigs County, Ohio. To this end it shall maintain a museum for collection, preserving and interpreting archival materials and artifacts indigenous to Meigs County; encourage historical research; issue publications; sponsor displays, symposia and special events; and*,* be concerned with the day-to-day operations and purposes of the Society.

 Section 3. All the purposes stated in Article I, Section 2 of the Constitution are for carrying on the work of the Society for educational purposes and to operate solely for educational purposes as provided in Section 501(c)(3) of the Internal Revenue Code. The Society will not carry on any activities not permitted to be carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code. In the event of dissolution of this Society, the funds and tangible assets or the revenue from the sale of such tangible assets shall be distributed to an organization or organizations exempt under Section 501(c)(3) of the Internal Revenue Code.

**Article II – Membership**

 Section 1. Any person interested in Meigs County history who pays the appropriate membership fees shall become a member of the Society. Any member age 18 or older has the right to vote at the Annual Meeting of the Society and to address the Board of Trustees concerning topics relevant to the Society provided he notifies the President or Recording Secretary at least 3 days before a Board meeting in order to get on the agenda. If a member has a matter he desires to bring before the Board after the 3-day time period has elapsed, he may be added to the agenda at the President’s discretion; otherwise, he will be added to the agenda of the next regularly scheduled Board meeting. Members attending a Board meeting may be asked to leave the meeting when the Board deems it necessary to go into closed session for matters that deal with personnel issues, disciplinary actions, and other issues that require such discretion. Any disruption to a Board meeting may result in an attendee being warned by the President and ultimately asked to leave if warnings go unheeded.

 Section 2. Any member, regardless of membership type, loses his membership either upon his failure to meet the requirements of Article II, Section 1, or by vote of the membership for the reason of actions prejudicial to the good of the Society. A 2/3 majority vote by paper ballot at an Annual Meeting or a special meeting called under the criteria set below in Article III, Section2 shall be required to remove a person of his membership after stating the reason for said removal. There shall be no appeal.

 **Article III – Meetings of Members**

 Section 1. The Annual Meeting of this Societyshall be held in October annually at a time and place specified by the Board of Trustees of the Society at least 20 days in advance of said meeting. At such Annual Meeting the election of members of the Board of Trustees shall take place, annual reports shall be presented, and there may be transacted any other business which may properly be brought before the meeting.

 Section 2. Special meetings of the membership may be called by the Board of Trustees, the President of the Society, or by any five members of the Society upon written request to the Corresponding Secretary.

 Section 3. Notification of meetings of the members shall be made either by notification in any official publication of the Society being sent to the entire membership or by publication in a newspaper circulated in a majority of the area of the county.

 Section 4. A quorum for a meeting of the members shall be 16 or more members of the Society.

**Article IV – Board of Trustees**

 Section 1. The management of the Society shall be vested in a Board of Trustees consisting of sixteen (16) members of the Society.

 Section 2. Trustees shall be elected by the members at the Annual Meeting of the Society from a single slate presented and prepared by the Nominating Committee. Nominations may be made from the floor provided that the nominee has indicated his willingness to serve if elected.

 Section 3. The term of office for a Trustee shall be three (3) years. Five Trustees shall be elected every year at the Annual Meeting, with a sixth being elected for the term ending in 2014 and every three years after. Trustees may be re-elected for additional terms.All Trustees begin their term of office immediately upon election and shall serve until their death, resignation, incapacity, removal from the Board, or their respective successors are duly elected. The Recording Secretary shall keep a permanent record of all election outcomes. Each Trustee seat shall be assigned a letter; the same lettered seats will be elected together each time.

 Section 4. Honorary Trustees may be elected by the membership or by the Board of Trustees. Such Honorary Trustees shall be able to attend meetings of the Board of Trustees and speak at the same but shall not have a vote nor the ability to make motions. The criteria for being an Honorary Trustee shall be determined by the Board of Trustees or the membership and may vary from time to time.

 Section 5. The election of Officers of the Society shall be held at the first regularly scheduled meeting of the Board of Trustees following the Annual Meeting.

 Section 6. A Trustee shall be required to attend a majority of the regular meetings of the Board of Trustees, including the Annual Meeting. Therefore, he must attend four (4) out of seven (7) meetings per year; missing four (4) meetings results in removal from the Board. The year of meetings begins with the meeting following the Annual Meeting and goes until the next Annual Meeting. Upon the report of the Secretary of the failure of any Trustee to attend the required number of meetings, the President shall immediately declare the office of that Trustee vacant and a letter will be sent to him signed by the President.

 Section 7. The resignation of a Trustee from his office shall only be done in writing and given to the President.

 Section 8*.* A quorum for a meeting of the Board of Trustees shall be a majority of the elected Trustees excluding any Honorary Trustees in the calculation.

 Section 9*.* The Board of Trustees shall meet in January, March, May, July, September, and November. Mailed or electronic meeting notifications must be postmarked or dated at least five (5) days in advance and shall be sent to the Trustees. Verbal notification may also be given at least three (3) days in advance of a meeting. If after reasonable attempt has been made to notify a Trustee and such attempt fails, no violation of this Constitution has occurred. The time and place for such meetings shall be set by the Board of Trustees or by the President of the Society with the consent of the Executive Committee when a need for a change of time and/or place of a regular meeting is needed. Special meetings of the Board of Trustees may be called by the President when urgent need arises. Four (4) or more Trustees may also call a special meeting by petitioning the President in writing who must call the meeting within a 2 week period of time after receipt of the petition. In either case of the President or Trustees calling a special meeting, all Trustees must be notified as described above, and the special meeting must be held within 2 weeks of being called with enough Trustees attending to make a quorum.

 Section 10*.* The responsibility of the Board of Trustees shall be the governing, preservation, direction and operation of the Society, and such obligation shall include the facility known as the Meigs County Museum.

 Section 11. If a Trustee seat becomes vacant mid-year, the Board of Trustees may appoint someone to fill the seat. At the next Annual Meeting, the appointed Trustee will be approved to continue filling the seat for the remainder of the term through a vote of the membership separate from the vote on the slate presented by the Nominating Committee. If the term for the seat expires at the next Annual Meeting, the appointed Trustee may be included on the Nominating Committee’s slate of nominations for another three (3) year term.

**Article V – Officers**

 Section 1. The Officers of the Society shall be President, First Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, Financial Secretary, Assistant Treasurer, and Society Historian. The Board of Trustees may also authorize a Second Vice-President and a Third Vice-President.

 Section 2. All Officers shall be elected by the Board of Trustees at the first meeting of the Trustees after the Annual Meeting of the membership from a single slate presented to it by the Nominating Committee. Nominations may be made from the floor provided that the nominee has indicated his willingness to serve if elected. Newly elected officers assume their duties immediately following their election at the same meeting.

 Section 3. The Trustees shall choose a Statutory Agent when directed by law.

**Article VI – Duties of Officers**

 Section 1. The President shall preside at all meetings of the Society, the Board of Trustees, the Executive Committee, and shall be an ex-officio member of all committees except the Nominating Committee. The President shall appoint the Chairman and members of the Nominating Committee, the Chairmen of all standing committees, and Chairmen as well as members of all special committees, and assume all other duties usually pertaining to the office. The office of President shall observe a five (5) year term limit; he may be re-elected to the office of President after a time of one year.

 Section 2. The Vice-Presidents, in their respective order, shall perform all the duties of the President in case of absence, death, resignation, incapacity, or removal from office of the President. The Vice-Presidents may be assigned such other duties by the Board of Trustees as deemed necessary by the Board.

 Section 3. The Recording Secretary shall keep or cause to be kept accurate and permanent records of the meetings of the Society, the Board of Trustees, and the Executive Committee, and shall perform such other duties as may be required by the Board of Trustees.

 Section 4. The Corresponding Secretary shall conduct the correspondence for the Society as needed and keep copies of the same. The Corresponding Secretary shall also keep the names and addresses of the members of the Society and contact delinquent members for due renewals in January.

 Section 5. The Financial Secretary shall prepare the financial statements of the Society and make such financial reports to the Society and to governmental bodies as needed.

 Section 6. The Treasurer shall receive and disburse the monies of the Society; keep formal, permanent records of the same; and, report at each meeting to the Society and Board of Trustees. He shall handle such financial business as assigned by the Board of Trustees. The office of Treasurer shall observe a six (6) year term limit; he may be re-elected to the office of Treasurer after a time of one year.

 Section 7. The Assistant Treasurer shall assist the Treasurer in carrying out his duties as well as work with the Financial Secretary to prepare financial reports as needed. The Assistant Treasurer assists the Corresponding Secretary as needed in sending membership renewal notices in the fall and dues delinquency notices in January.

 Section 8. The Society Historian shall maintain a library of the activities of the Society, including but not limited to newsletters, newspaper clippings, photo albums, and any other printed material that documents the workings of the Society from year to year. These materials are to be kept in a location that is easily accessible for reference by the Officers, Trustees, and Members.

 Section 9. All Officers shall turn over all Society records in their possession to their successors. Outgoing Officers shall also orient their successors to the duties of the office until which time the new Officer feels competent to perform the duties of their office.

**Article VII – Committees**

 Section 1 – Executive Committee The Executive Committee shall be composed of all voting elected Officers of the Society. Meetings of the Executive Committee shall be called in time of emergency or need by the President of the Society. In the case of a single item of business, the President may poll members by telephone or in person rather than call a formal meeting of the Executive Committee. A quorum for a formal meeting is a majority of the Executive Committee members. All actions of the Executive Committee shall be reported by the President or acting Officer at the next meeting of the Board of Trustees, and minutes of the Executive Committee meeting will be distributed to the Trustees*.* Due to the duties of the Executive Committee, a reasonable attempt shall be made to notify a Society Officer of an Executive Committee in a timely, equitable fashion. However, failure to successfully contact a Society Officer for such a meeting shall not void any action taken by the Executive Committee at that meeting or polling of committee members. Executive Committee meetings are closed meetings unless a guest is invited to present information needed for the Committee to take an action. After the guest’s portion of the meeting is concluded, they are then excused from the rest of the meeting.

 Section 2 – Acquisition and Collection Committee The Acquisition and Collection Committee shall be headed by the Director of the Museum, for determining and implementing policy for the content of the Museum collection in accordance with the purpose of the Society. Members of the Committee shall be responsible for the determination of the authenticity of period and origin of artifacts and specimens.

 Section 3. – Committee Appointment Committees of the Society, both standing and ad hoc, shall be appointed by the President. Special committees may be appointed as deemed necessary.

**Article VIII– Dues**

 Section 1. Dues shall be collected annually except from life members. Dues are based upon the calendar year and are payable in advance between the annual meeting and the following December 31. New memberships created during or after the Meigs County Fair will entitle the member to membership for the remainder of the year and the following calendar year.

 Section 2. The Corresponding Secretary will send all Trustees who have not paid their dues by January 1 one dues delinquency notice by January 10. Any dues of a Trustee not received by January 31 shall cause the automatic removal of that Trustee from membership and from the Board of Trustees.

 Section 3 – Life membership dues may be established by the Board of Trustees in any manner chosen by them that are deemed to be fiscally sound.

 Section 4. A member of the Society forfeits his membership if his dues are not paid by January 31 of the dues year. A notice for dues shall be sent to all members between September 1 and December 31 for the next calendar year except to those members who are life members. One delinquency notice shall be sent between January 1 and January 31 of the dues year by the Corresponding Secretary. The Corresponding Secretary may notify members of dues delinquencies in any manner he deems fit; a record of notification and method used will be kept by the Corresponding Secretary.

 Section 5. The Board of Trustees shall set the amount of annual dues.

**Article IX – Miscellaneous**

 Section 1*.* The Board of Trustees shall designate to the Treasurer the institution(s) to be used for handling the monies of the Society.

 Section 2. The Board of Trustees may appoint a Museum Director and establish duties and remuneration as deemed proper. The Director shall implement all decisions and policies of the Board of Trustees regarding the collection of the Society and the operation of the Museum and Library. The Director shall have charge and supervision of the staff and all activities of the Museum and Library and shall report regularly to the Board of Trustees. The Museum Director position can be a shared position between any two Trustees or members serving as Co-Directors if needed; however, the President may not serve as a Museum Director.

 Section 3. A petty cash fund may be established by the Board of Trustees to handle daily needs of the Society. The President or Museum Director may be authorized to handle these funds and account for the same with the approval and knowledge of the Treasurer before each transaction.

 Section 4. The financial papers of the Society shall be audited yearly. The audit may be either internal or external. Every three (3) years, the audit must be completed externally.

 Section 5*.* The Board of Trustees may empower any member to handle special accounts dealing with any authorized project of the Society as long as accounting for these monies with *reports and receipts* by the empowered member(s) is made to the Board of Trustees in an expedient manner.

 Section 6. All financial accounts will require two signatures, excluding the President and any two people of the same household.

**Article X – Amendments and Rules of Order**

 Section 1. The bylaws may be amended by a majority vote of the members present at any Annual Meeting of the Society, or at any meeting called for the purpose of amending, provided that notice of any proposed amendments has been given in writing to the members two weeks prior to the meeting. A two-thirds (2/3) vote of voting members present shall be necessary for passage. Amendments shall take effect immediately following their adoption by the membership at the same meeting at which they have been presented for approval.

 Section 2. Robert’s Rules of Order Newly Revised shall govern any business of the Society *not covered in the Constitution and By-Laws.*

 Section 3. The Society shall be governed by the *Statement of Professional Standards and Ethics.*