

**BY-LAWS**  
**of the**  
**BIG WALNUT AREA HISTORICAL SOCIETY**  
Amended February 16, 2010, March 13, 2012, May 12, 2015, October 10, 2018

**Article I: NAME OF ORGANIZATION**

The name of the organization shall be: The Big Walnut Area Historical Society.

**Article II: GOALS & OBJECTIVES**

- A. The primary objective of the Big Walnut Area Historical Society is to promote the preservation of local history in all forms in Eastern Delaware County. The goals of the Society are to:
1. promote the identification, research and preservation of historic structures in the Big Walnut area.
  2. provide educational and informative programs of interest to old and young alike to stimulate an interest in our local history.
  3. promote the preservation of locally significant personal property and artifacts in the community.
  4. develop a long term plan for an educational and curatorial program for the Society's collections, holdings, and facilities as well as those privately owned.
  5. develop a master plan for the development, restoration, renovation, operation, and maintenance of any historic structure that may come under the jurisdiction of the Big Walnut Area Historical Society.

**Article III: MEMBERSHIP**

- A. Membership in this Society shall be open to any adult or child who is interested in studying and preserving the history of Eastern Delaware County, Ohio. To be a member in good standing an individual must pay the required membership dues prior to the lapsing of the individuals dues.
- B. Dues shall be set by action of the Board of Trustees and approved by a vote of the general membership. This action shall be taken prior to the beginning of each calendar year.
1. Individual - This category is open to any individual.
  2. Family - This category of membership is open to two or more individuals who live at the same address.
  3. Contributing - This category of membership also shows financial support in the organization.
  4. Business - Special rate offered to businesses.
  5. Patron - This category of membership represents a show of financial support in the organization.

This group has three classifications: Patron, Silver Patron and Gold Patron

6. Life - Honorary memberships bestowed on worthy recipients by the Historical Society's Board of Trustees.

#### **Article IV: OFFICERS**

- A. The officers of this association shall be a President, a Vice-President, a Secretary, and a Treasurer, each of whom shall serve for a term of two years beginning the first of January. To stagger the change of officers, the President and Vice President will be elected for two years to begin serving in odd numbered years. The Secretary and Treasurer first two year term will begin in even numbered years.
- B. **Nomination of Officers** - A nomination committee of three (3) shall be appointed by the President at least ninety (90) days prior to the October meeting. Said committee shall consist of three (3) members with at least one (1) Trustee. Their duties shall be to submit nominees for officers and trustees. The committee shall present nominations for Vice-President, Secretary, Treasurer, and Trustees (as needed). The President of the Society shall be the Vice-President from the preceding year. Following the report of the nomination committee at the October meeting, the meeting shall be opened for nominations from the floor.

All Officers shall be elected for a term of two (2) years. Trustees shall be elected for terms of three (3) years each. In the November election, the candidates receiving the highest number of votes shall be elected to serve.

C. **Publishing of Ballot** - The ballot for officers to be elected will be announced to the membership at the October meeting.

D. **Election of Officers** - The officers and trustees shall be chosen by a majority of members at the November meeting. If candidates are unopposed, the election may be made by a show of hands, otherwise a Secret Ballot must be used.

1. **Absentee Ballot** - Anyone wishing to vote absentee may obtain an official ballot from the Nominating Committee Chairperson. The completed ballot is returned in a sealed envelope to the Nominating Chairperson no later than noon of the day that the vote is to be held.

E.. **Vacancies** - In the event of a vacancy in any office provided for herein, by death, resignation, or other cause, such vacancy shall be filled for the unexpired term by the Board of Trustees.

#### **F. Duties of Officers**

1. **President** - The President shall preside at all meetings of the Historical Society and appoint such special committees as may be deemed necessary. The President shall sign the records thereof and may have the authority to sign checks. The President shall attend all sessions of the Board of Trustees and assume further duties as required by the Trustees.
2. **Vice-President** - The Vice-President shall perform all the duties of the President in the case of the absence, death or disability of the latter until the office of President is filled by an election. In case both the President and Vice-President are absent or unable to perform their duties, the Trustees may appoint a President pro tempore.
3. **Secretary** - The Secretary shall keep minutes of all the proceedings of the meetings of the membership and the trustees and put the records on file.

4. **Treasurer** - The Treasurer shall receive and be in charge of all monies and securities belonging to this society and shall disburse or otherwise deal with the same as shall be ordered by the Trustees. The Treasurer shall keep an accurate account of all monies received and disbursed by him/her. The Treasurer shall give an oral report of receipts and expenditures at each meeting of the general membership. On the expiration of his/her term of office, he/she shall: 1) within 10 days turn over to his/her successor or to the Trustees, all monies, books, receipts, bills and/or property of this society in his/her hands. 2) within 30 days issue a final written report of the financial status of the Big Walnut Area Historical Society.

The general membership, upon a motion from the Trustees, shall vote on bonding the Treasurer. A two-thirds vote shall be needed to approve such a motion.

5. **Executive Board**- This Board shall consist of the President, Vice-President, Secretary, Treasurer and the Curator.
6. **Trustees** - Nine (9) Trustees shall be elected from the general membership of the Society or from the community-at-large. Trustees elected from the community-at-large will become members prior to the first trustee meeting. Each Trustee shall be elected for a term of three (3) years. From the beginning the terms of office for Trustees shall be staggered so that no more than three trustees are up for reelection during any given year. Each Trustee's term shall begin the first of January.

#### **Article V: THE BOARD OF TRUSTEES**

**A. Board of Trustees** - The Board of Trustees shall be comprised of the nine elected Trustees, the elected Officers and the Curator. Each Trustee, Officer and Curator shall have one vote.

**B. Election of Trustees** - The nominating committee (IV,B) will submit three (3) nominees to the association.

**C. Meetings of the Board of Trustees** - The Board shall meet at such a time and on such a date as directed by the President of the Society or by a majority vote of the Society's Trustees.

1. A quorum of five Trustees shall be required for the board to act.
2. Attendance of a Trustee is expected at all board meetings. In the event a Trustee cannot make a scheduled meeting, notification should be given *at least* 24 hours prior to the meeting to assure a quorum. In the event that a Trustee misses three consecutive meetings or is absent from 50% of all scheduled board meetings in a calendar year, the Trustee's resignation will be deemed to have been tendered and accepted. For Trustees elected after the January board meeting, 50% of all scheduled board meetings will be based on the number of meetings remaining in the calendar year from their election date.

#### **D. Duties of the Board of Trustees**

1. The Trustees shall maintain liability insurance protecting the Society, Society Officers, Trustees, and its members both jointly and separately from liability arising out of functions of the Society.
2. The Board of Trustees shall be responsible for the negotiation of any contracts with a value of more than \$100.00 and any other legal proceedings concerning the good of the Society. Any contracts or legal proceedings shall be approved by the general membership.

3. The Board of Trustees will hire Staff needed to operate the business of the Society.
4. The Board of Trustees shall fill a vacancy made by death, resignation, or other cause in an unexpired term of an officer or Trustee of the Society.

#### **Article VI: Staff**

- A. Board of Trustees will hire the Museum Curator as an 'at will' employee.
- B. All Museum Staff will be hired by the Board of Trustees at will upon the recommendation of the Museum Curator. All staff will be subject to annual evaluations.
- C. Other Staff will be hired by the Board of Trustees

#### **D. Duties of the Museum Curator**

1. Museum Curator is responsibility for the acquisition and care of objects, documents and exhibits of local historical value to the community.
2. The Curator recommends housing or display equipment for the archives and exhibits The Curator will be sure items are exhibited or stored in a safe way.
3. The Curator will inventory objects and provide documentation for exhibits.
4. The Curator will train docents and schedule them to staff the museum.

#### **Article VII: MEETINGS**

- A. Regular meetings of the general membership shall be held at a site, on a date and at a time designated by the President or the Board of Trustees at least once per month.

#### **Article VIII: COMMITTEES**

- A. There shall be two types of Committees operating within the Society: Committees and Ad Hoc Committees.
  1. A committee shall be composed of not less than three (3) nor more than seven (7) members including the Chairperson. The Chairperson of a committee shall be appointed by the President of the society and approved by the membership. Members of a committee shall be appointed by the respective committee Chairperson.
  2. An ad hoc committee can be established or appointed at any given time by the President. Ad hoc Committees are formed on the spur of the moment and designed to deal with a specific current subject and/or issue. The Chairperson of an ad hoc committee is usually appointed by the Society President.

#### **B. Committees**

1. **Program Committee** - It shall be the duty of the Program Committee to develop an annual program schedule for the Society. This will include programs to be presented during regular Society meetings.

2. **Facilities Committee:** It will be the duty of the Facilities Committee to oversee the maintenance and upkeep of the facilities and grounds.
3. **Membership:** It shall be the duty of the Membership Committee to organize and conduct an annual membership drive.
4. **Finance:** It shall be the duty of the Finance Committee to work with the Society's Treasurer to maintain accurate and up-to-date books and to develop the Society's budget prior to the Society's May meeting. The Finance Committee will also periodically conduct an audit of the Society's books.
5. **Capital Funding Committee** - It shall be the duty of the Capital Funding Committee to write grants and work in the direction of securing the necessary funding for the Society operation and projects.
6. **Publicity Committee:** It is the duty of the Publicity Committee to secure adequate publicity for all Society accomplishments, programs, functions, meetings, and events.

#### **Article IX: PARLIAMENTARY AUTHORITY**

The rules contained in the latest edition of Robert Rules of Order, Revised shall govern the society in all cases to which they are applicable, and are not inconsistent with the Articles of Incorporation, Bylaws, or special rules of this Society.

#### **Article X: AMENDMENTS**

Amendments may be made to this Constitution and these By-laws by presenting said amendment in writing at any regular meeting of the Society, but no action shall be taken thereon until the next regular meeting. It shall require a 2/3 vote of the members present to adopt an amendment.

#### **Article XI: EXPENDITURE OF SOCIETY FUNDS**

Any member seeking monies of the society in excess of \$100 for any purpose shall first submit his/her request to the Board of Trustees either in person, or by letter to the Board. The Board should then approve or reject such expenditures in writing. A petty cash fund shall be maintained by the Society's Treasurer to cover individual expenses not exceeding \$100.

#### **Article XII: LOGO AND NAME**

- A. The name of the society, shall be registered and thus protected for the use of members only.
- B. The logo of this society, shall be registered as a trademark and thus protected for the use of members only. The logo shall appear on all correspondence, promotional materials and advertising produced by the society.

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