

ADAMS COUNTY HISTORICAL SOCIETY BYLAWS

ARTICLE I NAME AND LOCATION

The name of the corporation shall be the Adams County Historical Society. It is an Ohio not-for-profit corporation originally registered with the State of Ohio, Secretary of State, on February 25, 1931.

The principal office is at the Adams County Heritage Center, located at 262 Heritage Way, West Union, Ohio. The Board of Trustees may establish other offices.

ARTICLE II PURPOSE AND MISSION

For promoting a knowledge of History, especially of Adams County, Ohio by establishing and maintaining a library of books, manuscripts, maps, charts etc., properly pertaining thereto; a museum of historic and prehistoric relics and natural or other curiosities or specimens of art or nature promotive of the objects of the association -- said library or museum to be open to the public on reasonable terms -- and by course of lectures and publications books, papers, and documents touching subjects so specified, with power to receive and hold gifts and devises of real or personal estate for the benefit of such society, and generally to exercise all powers legally and properly pertaining thereto.

This corporation is organized exclusively for charitable, religious, educational, and/or scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE III MEMBERSHIP

Section 3.1 Definition of Members

Any natural person interested in the history of Adams County or the State of Ohio may become a member of this association, upon the receipt of the Treasurer of the payment of dues as defined hereafter as Section 3.2 of this Article III.

Section 3.2 Member Dues

The dues of the members and the effective date of the change shall be set by majority vote of the members present at a duly called and noticed regular or special meeting. Written notice must be sent to the members 30 days prior to the meeting. The notice must state the proposed dues adjustment. The dues shall be published either on the corporation's website or at the principal office.

Section 3.3 Failure to Pay Dues

Members failing to pay their dues for one year after they become payable shall be dropped from the rolls one month after the mailing of a notice of such default. The Secretary shall be responsible for mailing the notice of default.

ARTICLE IV MEETING OF MEMBERS

Section 4.1 Member Meetings

Regular meetings of the Adams County Historical Society members shall be held on the second (2nd) Monday of each odd month (January, March, May, July, September, November). The Annual meeting of the members shall be on the second (2nd) Monday of January for the purpose of electing trustees, and for the transaction of such other business as may properly come before the members, shall be held at such place, and at such time during the month of January of each year as the officers from year to year fix, or if the officers fail to fix a date, place and time for the meeting in any year, the said annual meeting shall be held at the Adams County Heritage Center at 262 Heritage Way, West Union, Ohio, on the second (2nd) Monday of January, at 6:00 P.M., if not a legal holiday under Ohio law, the annual meeting shall be held on the first succeeding day which is not a legal holiday.

Section 4.2 Special Meetings

A special meeting of the members of this corporation may be called by the President, the Vice-President, or two Trustees, said notice stating, time and place.

Section 4.3 Quorum

At all member meetings a total of ten (10) active adult members of the corporation shall constitute a quorum, except as otherwise provided by the statutes of Ohio. The affirmative vote of a majority of the voting members present at such a meeting at which a quorum is present shall be necessary for the authorization or taking of any action voted upon by the members, and a majority of the voting members present at a meeting may adjourn such a meeting from time to time.

The member meeting shall be conducted by the President, and in the absence of the President, the Vice-President, Treasurer, Secretary, in that order shall conduct the member meetings.

ARTICLE V TRUSTEES

Section 5.1 Election, Responsibilities

There shall be nine (9) adult members appointed by the members to act as Trustees for the corporation. The Trustees shall comprise the Board of Trustees. The members shall vote and appoint trustees at its annual meeting. Each trustee shall serve a term of three (3) years. Trustees shall hold office until their successors have been elected.

If there is a vacancy on the Board of Trustees, the President, Vice-President or two members of the Board of Trustees may call a special meeting for the purpose of electing a trustee to fill the unexpired term of the vacant trustee seat. Any trustee may resign by providing written notice to the Board of Trustees.

The Secretary shall keep a roster of the Board of Trustees, the date of their appointment, the expiration date of their term, and their address, phone number and e-mail address. The roster of trustees shall be posted at the Heritage Center.

The Board of Trustees shall safeguard the long-term preservation of the corporation, its assets, and its purposes. The Trustees hold legal and financial accountability for the corporation. The Trustees appoint the Officers. The Trustees delegate day-to-day management of the corporation to the Officers and authorize actions and ratify actions of the Officers. The Board retains final authority and reviews of Officer performance.

Section 5.2 Trustee Meeting, Attendance, and Quorum

Board of Trustee meetings are held on the 2nd Monday of every even month (February, April, June, August, October, December) unless the Board dispenses with the necessity of a meeting.

A total of five (5) Trustees shall be necessary to constitute a quorum for a meeting of the Board of Trustees. The act of a majority of the Trustees present at a meeting at which a quorum is present is the act for the Board.

The Officers of the corporation shall be present at all Board of Trustee meetings, unless excused by the Board.

The trustee meeting shall be conducted by the President, and in the absence of the President, the Vice-President, Treasurer, Secretary, in that order, shall conduct the trustee meetings. The Board of Trustees may appoint a Chairperson to conduct the trustee meeting, if it is determined by majority vote of the Trustees present that none of the Officers shall conduct the meeting.

The Secretary shall keep the minutes of the Board of Trustees. In the absence of the Secretary, the Assistant Secretary shall keep the minutes. The Board of Trustees may appoint a secretary to keep minutes for the trustee meeting, if it is determined by majority vote of the Trustees present that neither the Secretary nor the Assistant Secretary shall keep the minutes of the meeting. All meeting minutes shall be retained by the Secretary and made available upon request.

ARTICLE VI OFFICERS; EXECUTIVE COMMITTEE

Section 6.1 Appointment, Titles

The Board of Trustees shall appoint officers of the corporation.

The Officers of the corporation shall be President, Vice—President, Secretary, Assistant Secretary, and Treasurer, which shall comprise the Executive Committee. An Officer does not need to be a member of the Board of Trustees though they may be, but must be a member of the corporation.

Section 6.2 Election, Term, Compensation, Meeting

The Officers of this corporation shall be elected bi-annually by the Board of Trustees at the first Board of Trustees meeting for the calendar year. Officers shall hold office for a term of two (2) years, ending on the date of the first Board of Trustees meeting for the year that is two (2) years following the officer's appointment or until their successors are appointed and qualified. Compensation for Officers, if any, may be fixed by the Board of Trustees.

The Officers shall attend the Board of Trustees and membership meetings.

The Officers may meet from time to time as determined by the President at a meeting duly called by the President or Vice-President.

Section 6.3 Duties of Officers

6.3.1 President

The President shall preside at all meetings of the members of the Executive Committee, membership, and Board of Trustees meetings, sign the records thereof and perform generally the duties usually performed by the president of like corporations, subject to the direction of the Board of Trustees. He shall have and exercise general charge and supervision of the affairs of the corporation and shall do and perform such other duties as may be assigned to him by the Board of Trustees. The President may appoint the following committees:

- a. Membership
- b. Finance and Endowment
- c. Historical Research
- d. Restoration and Preservation
- e. Housing and Maintenance
- f. Archives
- g. Nomination
- h. Any other committees as may be deemed necessary.

These committees may consist of a varying number of members at the discretion of the President, and the President shall appoint the chairman of each Committee, and the

President or any member of the Executive Committee may be an ex-officio member of all committees as determined by the President.

6.3.2 Vice-President

The Vice-President shall perform all the duties of the President in case of the absence, death or disability of the latter, and shall assist the President at all times and shall perform such other duties as may be assigned to him by the Executive Committee.

6.3.3 Secretary

The Secretary shall keep minutes of all the proceedings of the members, the Executive Committee, and the Board of Trustees of this corporation and generally shall perform such duties as may be required of the Secretary by the Executive Committee. The Secretary shall keep a record containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their place of residence, contact information, payment of dues, and their status as an active member. The Secretary shall notify defaulting members in accordance with Section 3.3. The Secretary may sign with the President or Vice-President, in name and on behalf of the corporation, any contracts or agreements, deeds, mortgages, notes or other papers authorized by the Executive Committee. The Secretary shall, in general, perform all the duties incident to the office of secretary of a corporation of like nature, subject to the direction of the Executive Committee and Board of Trustees.

6.3.4 Assistant Secretary

The Assistant Secretary shall perform all duties of the Secretary in case of the absence, death or disability of the latter, and shall perform such other duties as may be assigned to the Assistant Secretary by the Executive Committee or the Board of Trustees.

6.3.5 Treasurer

The Treasurer shall have custody of all funds, securities, and property of the corporation, subject to such regulations as may be imposed by the Executive Committee and shall disburse or otherwise deal with the same as shall be ordered by the Executive Committee. The Treasurer shall keep an accurate record of all the moneys received and disbursed, file annual charitable reports and tax exempt forms with the State of Ohio and the Internal Revenue Service, and shall generally perform such duties which are incident to the office of a treasurer of corporations of like nature, and such other duties as may be required by the Executive Committee and the Board of Trustees. On expiration of his or her term of office he or she shall turn over to his or her successor, or the Executive Committee, all money and property of the corporation in his or her hands.

ARTICLE VII ORDER OF BUSINESS

Unless this Article is suspended by a majority vote of the voting members present at any meeting

of the members or the Board of Trustees the order of business for all meetings shall be as follows:

- a. Reading of minutes of last preceding members meetings.
- b. Reading of reports and statements.
- c. Unfinished business.
- d. Election of officers, if such is in order at the meeting in question.
- e. New or miscellaneous business.

ARTICLE VIII INVESTMENTS

This corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it according to the judgement of the Executive Committee, without restriction. No action shall be taken by or on behalf of the corporation if such action is prohibitive or would result in the denial of the tax exemption under Section 501, 503, or 504 of the Internal Revenue Code, and its regulations as they now exist or as they may be amended.

ARTICLE IX AFFILIATION WITH STATE SOCIETY

The Adams County Historical Society shall be enrolled as an annual institutional member of the Ohio State Historical Society, paying dues a year in advance, and as such, it shall, whenever feasible, send a delegate to represent it at the annual meeting of the Ohio State Historical Society, and shall make an annual report to the Executive Committee of the Association.

ARTICLE X DISSOLUTION

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI AMENDMENTS

Amendments to the By-Laws may be made by a majority vote of the voting members present at a meeting called for that purpose, or at any annual meeting of members.

The Bylaws were amended by majority vote of the voting members at a meeting called for that purpose on _____, 2026.

We, the undersigned President and Secretary do hereby certify that these Bylaws were duly adopted and approved by the members present at a meeting called for the purpose of amending the bylaws held on _____, 2026.

President

Secretary

PROPOSED