

PURPOSE:

For promoting a knowledge of History, especially of Adams County, Ohio by establishing and maintaining a library of books, manuscripts, maps, map charts etc., properly pertaining thereto; a museum of 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.

ARTICLE I: MEETING OF MEMBERS

Section I: Meetings:

The regular meeting of the Adams County Historical Society shall be held on the third (3rd) Monday of each month. The Bi-annual meeting of the members of the Adams County Historical Society, for the purpose of electing officers, and for the transaction of such other business as may properly come before the meeting, shall be held at such place, and at such time during the month of June 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 Bi-annual meeting shall be held at the Adams County Court House, West Union, Ohio, on the third (3rd) Monday of June, at 7:30 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 1.2: Special Meetings:

A special meeting of the members of this corporation may be called by the president, or in case of his or her absence, death, or disability, the Vice-President, may call a special meeting, said notice stating, time and place.

Section 1.3: Quorum:

At all 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.

ARTICLE II: TRUSTEES

Section 2.1: Election:

The Trustees shall approve the actions and proposals of the

Executive Committee, relative to the property and business corporation, subject to the laws of the corporation, code of regulations and by-laws. Trustees shall consist of nine (9) people who are adult members thereof and shall be appointed by the Executive Committee at the organizational meeting. At the expiration of the respective terms, Trustees shall thereafter be elected by the membership at large. At the initial organizational meeting, the terms of the groups of three (3) Trustees each shall be fixed at one (1) year, two (2) years, and three (3) years respectively for each said three Trustee group classification, and election of said Trustees shall be had. At the expiration of the initial term of office of each respective group of three (3) Trustees, and thereafter, their successors shall be elected to serve a term of three (3) years. Trustees shall hold office until their successors have been elected to hold their first meeting. The election of Trustees shall be held at the Annual meeting of the members.

Section 2.2: Quorum:

A total of five (5) Trustees shall be necessary to constitute a quorum for a meeting 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.

Section 2.3. Chairman:

At all meetings of the Board of Trustees, the President or Vice-President, or in their absence, a chairman chosen by the Trustees present shall preside. The Board of Trustees shall appoint their own recording secretary.

ARTICLE III OFFICERS:

Section 3.1: Numbers and Titles:

The officers of this corporation shall be President, Vice-President, Second Vice-President, Secretary, Assistant Secretary, Treasurer, and Liaison Officer, which shall comprise the Executive Committee.

Section 3.2: Election, Terms of Office, etc:

The officers of this corporation shall be elected Bi-annually, by the members at large and shall hold office until the date fixed by these regulations for the Bi-Annual meeting next following the election of such officers, and until their successors are elected and qualified. At such time as deemed necessary, compensation may be fixed by the Executive Committee for the office of Secretary or Curator.

Section 3.3: The Executive Committee:

The Executive committee shall be composed of the President, Vice-President, Second Vice-President, Secretary, Assistant Secretary,

Treasurer, and Liaison Officer, and has charge of property and business, subject to approval of the Board of Trustees.

Section 3.4: The Honorary Executive Committee:

The Honorary Executive Committee shall be composed of the duly elected Adams County Commissioners with the privilege of attending all the meetings of the Executive Committee and the Board of Trustees.

Section 3.5: Duties of Officers:

1. **President:** The President shall preside at all meetings of the members of the Executive Committee, sign the records thereof and perform generally the duties usually performed by the president of like corporations. 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 shall 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 and the Executive Committee shall be an ex-officio member of all committees.

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.
3. **Second Vice-President:** The Second Vice-President shall perform all the duties of the Vice-President, and in case of absence, death or disability of the latter, shall assist the Vice-President at all times and shall perform such other duties as may be assigned to him by the Executive Committee.
4. **Secretary:** The Secretary shall keep minutes of all the proceedings of the members and of the Executive Committee of this corporation and generally shall perform such duties as may be required of him by the Executive Committee. He shall keep a record containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their place of residence. He 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. He shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Executive Committee.

5. **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 him by the Executive Committee.
6. **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. He shall keep an accurate record of all the moneys received and disbursed by him, 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 of him by the Executive Committee. On expiration of his term of office he shall turn over to his successor, or the Executive Committee, all money and property of the corporation in his hands.
7. **Liaison Officer:** The Liaison Officer shall serve as a channel and communication between the units of the corporation and perform such other duties as might be assigned to him by the Executive Committee.

ARTICLE IV: MEMBERS. QUALIFICATIONS, ETC.

Section 4.1: 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 4.2 of this Article IV.

Section 4.2: Dues of Members:

The dues of the members shall be as follows:

Life Membership:	Any person of adult age may become a Life member of the association by the payment of \$100.00; but this Life Membership shall only include one person.
Contributing Membership:	Any person of adult age may become a Contributing Member of the association by the annual payment of \$25.00; this membership may include only one person.
Single Membership:	The dues of adult single persons shall be \$3.00 per year, payable in advance on the date of the annual meeting.
Family Membership	Family memberships shall be defined

	as including both husband and wife and any children thereof who are considered dependents for income tax purposes, and all such persons shall be members of the association, except that minor children shall not be permitted to vote, but each such minor child shall exercise all other rights of membership. The dues of Family Membership shall be \$5.00 per year per family payable in advance on the date of the annual meeting.
Corporations and Organizations:	Corporations and Organizations may join as a contributing member or as a life member, exercising the privilege of one vote.

Section 4.3: Failure to Pay Dues:

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

ARTICLE V: INVESTMENTS:

Section 5.1:

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 #503, or Section #504 of the Internal Revenue Code, and its regulations as they now exist or as they may be amended.

ARTICLE VI: AFFILIATION WITH STATE SOCIETY

Section 6.1:

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 VII: AMENDMENTS

Section 7.1:

Amendments to the code of regulations and 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.

ARTICLE VIII: ORDER OF BUSINESS

Section 8.1:

Unless this regulation is suspended by a majority vote of the voting members present at any meeting of the members, the order of business at all members meetings shall be as follows:

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

We, the undersigned incorporators and initial Executive Committee of this association do assent to the adoption of the within regulations and By-Laws, for the government of said corporation, and we further certify that the said regulations and By-Laws were also duly adopted and approved by members at the initial organizational meeting of this corporation held on Monday, June 17, 1974 at 7:30 P.M., The Adams County Court House, West Union, Ohio 45693.

Helen Frank Roush

John R. Lewis

Agnes C. Lang

Donald Hooper

Lloyd Mosier

We, the undersigned president and secretary of the organizational meeting of the Adams County Historical Society, do hereby certify that within regulations and By-Laws were duly adopted and approved by the members present at the initial organization of said association held on Monday June 17, 1974, at 7:30 P.M., The Adams County Court House, West Union, Ohio 45693