

# BYLAWS

## ADA HISTORICAL SOCIETY

### **Article I – Name**

The name of this nonprofit organization shall be Ada Historical Society.

### **Article II – Purpose**

*Mission Statement:* The Ada Historical Society preserves, shares, and celebrates the unique history of the Ada community.

*Vision Statement:* Ada Historical Society seeks a greater understanding of the people and heritage of Ada to inspire an enhanced appreciation and shared sense of community.

### **Article III – Membership**

**Section 1. Eligibility.** Membership in the Ada Historical Society shall be open to any person interested in the work and activities of the Society. Any member of the Society who is current with payment of the annual membership dues shall be entitled to vote on all issues at regular and special membership meetings of the Society and shall be eligible to hold office in the Society.

**Section 2. Life Members.** Any person can become a life member when recommended for life membership and when a motion is made and approved by a majority vote of the Board of Directors. Life members will have all the rights and privileges of other members, but shall be exempt from payment of dues.

**Section 3. Honorary Members.** Any person that has shown significant efforts to further the goals and purpose of the Society or lives at a distance from the area and is unable to regularly attend meetings and transact Society business may be considered for honorary membership. Honorary members may be recommended when a motion is made and approved by a majority of the Board of Directors. Honorary membership shall be granted for the duration of one (1) year and eligible for renewal. Honorary members shall be exempt from dues but will not have voting privileges.

**Section 4. Removal.** Any member of the Society whose annual dues are more than three (3) months past due shall cease to be a member of the Society.

### **Article IV – Board of Directors**

**Section 1. Composition.** The property and business affairs of the Society shall be administered by a Board of Directors of not less than eleven (11) members including a President, Vice President, Secretary and Treasurer, each of whom will be an elected member of the Society, who had paid their annual dues. The President will serve as the chair of the Board of Directors.

**Section 2. *General Powers.*** The Board of Directors shall have and exercise authority in the management of the business affairs of the Society. The Board shall direct the organization in such manner as to best achieve its mission while remaining relevant to its community and viable into the future. The Board of Directors shall be committed to incorporating the values of diversity, equity, and inclusion in the governance and operations of the organization.

**Section 3. *Terms.*** The term of office of the Board of Directors shall be two (2) years. Terms shall be staggered with President, Treasurer and four (4) Directorships filled in even-numbered years and Vice President, Secretary and four (4) Directorships filled in odd-numbered years. There is no restriction on the number of terms a member may be elected to any office.

**Section 4. *Elections.*** The election shall be held at the annual May membership meeting of the Society by a majority of received ballots. President, Treasurer and four (4) Directorships shall be elected in even-numbered years and Vice President, Secretary, and four (4) Directorships in odd-numbered years. Chair of the nominating committee shall conduct elections at annual membership meeting or as directed by the Board.

At the April meeting, the nominating committee shall present a slate of Officers and Board members to serve new terms. The slate of nominees shall be sent to the membership two (2) weeks prior to the annual membership meeting. Any member wishing to have additional nominations added to the ballot may present them at the April meeting. No additional nominations from the floor will be accepted at the May annual membership meeting.

Members may vote either in attendance at the annual membership meeting, by mail, email, or dropping off their signed ballot at the Society office. Drop off, mailed, and emailed ballots shall be signed and received at the office no later than two (2) days prior to the annual membership meeting. Ballots received after the due date will not be counted.

**Section 5. *Change of Election Date.*** The date of the election and/or the annual membership meeting may be changed for cause by a majority vote of the Board of Directors. The postponed election shall be held within a six (6) month time period from the originally scheduled election with the terms expiring on the original date.

**Section 6. *Vacancy.*** Any vacancy on the Board of Directors may be filled temporarily by appointment by the Board. Such appointee shall serve until the next annual meeting of the membership, at which time a successor shall be elected to fill the vacancy for the remainder of the (vacated) term.

**Section 7. *Bond.*** The Board of Directors may require any officer or agent of the Society to file with the Society satisfactory bond conditioned upon faithful performance of such officer's or agent's duties. The fee for such bond shall be paid by the Society.

**Section 8. *Proxy.*** Voting by Directors by proxies shall not be permitted. An absentee Board member may not designate an alternate to represent him or her at a Board meeting.

**Section 9. *Resignation.*** A Director may resign at any time by submitting a written resignation to the President.

**Section 10. Removal.** The Board may remove any Officer or Director for cause by two-thirds (2/3) vote of all Board members then in office, at any regular or special meeting of the Board, provided that a statement of the reason or reasons shall have been mailed or emailed to the Officer or Director proposed for removal at least thirty (30) days before any final action is taken by the Board. This statement shall be accompanied by a notice of the time and place the Board is to take action on the removal. The Officer or Director shall be given an opportunity to be heard and the matter considered by the Board at the time and place mentioned in the notice.

## **Article V – Officers**

**Section 1. Positions and Elections.** The Society members shall elect the following officers for a term of two (2) years: President, Vice President, Secretary, and Treasurer. The elections will be held at the annual membership meeting. The newly elected officers will assume office at the meeting following the election.

**Section 2. President.** The President shall be the chief officer of the Society, and shall preside over all Society and Board meetings. The President shall appoint the committee chair of all committees; shall plan and supervise activities of the Society during the President's term, subject to the direction and approval of the general membership; shall have the ability to call special meetings when needed or required; and shall perform such other duties and acts as usually pertain to that office, or as may be designated by the general membership. All Committee Chairs report to the President

**Section 3. Vice President.** The Vice President shall perform the duties and exercise the powers of the President should the President become incapacitated or otherwise unable to perform the duties of the office. The Vice President shall preside over all Society and Board meetings during the absence of the President and shall perform such other duties as the Board may assign. The Vice President may serve as the committee chair for the Programs/Education Committee and work with members as pertaining to programs, speakers, and tours (school and other groups).

**Section 4. Secretary.** The Secretary shall attend all possible meetings of the Society and Board of Directors. Meetings may be recorded when the Secretary is unable to attend. The Secretary shall preserve in books true minutes of the proceedings of the meetings; shall keep a list of the Society membership; will be custodian of all of the books, reports, and records of the Society; shall handle the correspondence as may be delegated by the general membership, the President, or the Board of Directors; will acknowledge all contributions to the Society; and shall perform such other duties and acts as usually pertain to that office, or as may be designated by the general membership. The Secretary may serve as committee chair of the Publicity Committee and work with members and the community as pertaining to press releases and general correspondence.

**Section 5. Treasurer.** The Treasurer shall be responsible for all funds and securities of the Society; keep a complete and accurate account of all receipts and disbursements; disburse the funds of the society as may be authorized by the Board in a timely manner; render a written accounting of all transactions of changes in the financial condition of the Society to the Board of Directors at their regular meeting; maintain the financial books and records of the Society; and shall perform such other duties and acts as usually pertain to that office or as may be designated by the general membership. The

Treasurer may serve as the chair for the finance committee and work with members as pertaining to general financial matters, fundraising, grants, and estate planning gifts, foundations and endowments.

The Treasurer, or anyone authorized by the Board of Directors, is authorized to sign checks for the disbursement of the Society's funds. Board approval shall be required for expenditures exceeding \$500. Emergency funding requests may be made to Board members via phone and/or email if necessary. An Annual Report will be prepared for the fiscal year, May 1st through April 30th, as soon as possible after the May meeting. The Treasurer's books should be checked and reviewed/audited once a year by independent review appointed by the Board, and a report shall be made at the next Society meeting.

## **Article VI --Museum Manager**

Ada Historical Society shall engage a Museum Manager. The Museum Manager shall serve as curator; shall oversee the procurement, processing, storage, and exhibiting of the Museum's collections, oral histories, and other historical information that pertains to the Society; shall develop and maintain the records pertaining to the Museum collections; shall serve as committee chair for the Collections Committee; shall make presentations to the Board members whenever necessary, i.e. recommend donations for acceptance by the Board. Museum Manager shall conduct historical research; shall be involved in coordination of interpretation and educational programs related to the Museum, exhibits, and Society activities, and shall serve as committee chair of the display committee. Museum Manager shall assist in administrative work related to fundraising, grants, outreach, publicity, volunteer coordination and property and facilities management.

## **Article VII – Committees**

**Section 1. *Establishment.*** Committee Chairs (excluding programs/education, publicity, finance, and collections) shall be appointed by the President from the Society membership following elections. Committee chairs shall serve a term as designated by the President but for no more than the (President's) current term of office. There is no restriction on the number of terms a member may be appointed.

**Section 2. *Standing Committees.*** Standing committees shall be:

- a. Nominating Committee. No later than the annual March meeting, a nominating committee shall be formed, composed of four (4) Society members in good standing and approved by the Board. The nominating committee shall prepare a slate of Officers and potential Board members for the April meeting. The nominating committee chair shall be appointed by the President and shall conduct elections at the annual membership meeting and as directed by the Board.
- b. Technology Committee, with committee chair appointed by the President, shall be responsible for the maintenance of the technology for the Society including computer equipment and technology services. This committee may work with the Museum Manager and shall report to the President.

- c. Facilities Committee, with committee chair appointed by the President, is responsible for grounds maintenance issues and makes requests and recommendations for the upkeep of the physical structure and gardens. This committee reports to the President who determines the action needed and the committee chair will then relay requests to Ada Township as needed.
- d. Collections Committee, with Museum Manager serving as committee chair, is responsible for the acquisition of artifacts. The committee researches, reviews the collection needs of the Society and recommends purchases or wish list items for specific collections, exhibits, and archival materials. The committee is also responsible for assisting the Museum Manager in accessioning/deaccessioning items of the permanent collections, including processing accessions, maintaining object files, data entry, and proper storage of items.
- e. Display Committee, with Museum Manager serving as committee chair, is responsible for design and installation of exhibits, working with the collections committee to display artifacts, and procuring temporary and/or permanent structures used for exhibiting artifacts and museum materials.
- f. Finance Committee, with committee chair designated by the President, is responsible for financial transactions and reports, budgets, and assisting with the annual audit and tax reports. Members of the committee shall maintain a system of checks and balances to ensure fiduciary integrity and will make recommendations for improvements in cash flow and long-term financial planning as necessary. This committee will seek grants, estate planning gifts, endowments and other such opportunities.
- g. Historical Committee, made up of the President, Museum Manager, and one (1) Board member, shall serve on the Ada Township Historical Committee to maintain a positive and consistent dialogue to promote the Society in the community and update the township on the Society's goals, programs and overall state. Members outside this committee will bring any concerns/questions pertaining to the township's relationship to this committee.
- h. Membership Committee, with committee chair designated by the President, is responsible for seeking new members and maintaining and growing the Society membership. This committee will handle the renewals of membership, provide member surveys, and make reports as to the condition of the Society membership.
- i. Volunteer Committee, with committee chair designated by the President, shall coordinate a volunteer schedule for events and programming; maintain relationships with existing volunteers; promote the Society and Museum in an effort to attract new volunteers; coordinate new volunteer training; and may coordinate volunteer appreciation events and/or recognition.
- j. Publicity Committee, with committee chair designated by the President, shall contact local media and employ social media for notification of current Society events, news and communications; prepare/edit the Society's press releases and newsletters; update website; and work with the membership committee to coordinate

communications to members via phone, email, and mail regarding upcoming programs and events. Publicity committee shall maintain the gift shop.

- k. Programs/Education Committee, with committee chair designated by the President, creates, develops and schedules events, speakers, and programs for the Society and community. This committee may coordinate with community partners such as Ada Township, Ada Business Association and Ada retailers to coordinate community events.

**Section 3. *Temporary Committees.*** The President may establish temporary committees to operate as the President deems necessary and desirable to promote the purpose and goals of the Society. The committees shall be for such a term as the President shall designate, or as long as required to complete the project.

## **Article VIII – Meetings**

**Section 1. *Annual Meeting.*** The annual membership meeting of the Society shall be held on the month of May each year, with two (2) week prior notice of the meeting.

**Section 2. *Regular Meetings.*** The regular meetings of the Society shall be held once a month on a day and time to be determined by the Board. These meetings will be hosted by the Board and used as a time when the membership can more informally communicate with the Board and each other and a time for socialization. The time of special meetings shall be determined by the Board.

**Section 3. *Board Meetings.*** Regular meetings of the Board of Directors shall be held at a time fixed by the Board. A two-thirds (2/3) majority of membership of the Board of Directors shall constitute a quorum.

**Section 4. *Location.*** All meetings of the Society membership and Board of Directors shall be held at the Averill Historical Museum of Ada, 7144 Headley St., Ada, unless otherwise directed by the Board.

**Section 5. *Quorum.*** Eight (8) Board members present at any regular Society meeting shall constitute a quorum for the transaction of business.

**Section 5. *Meeting Notice.*** Notice of the annual and special meetings of the Society shall be sent via email or postal address to each member two (2) weeks before the date of such meeting. This notice shall specify items to be considered at the special meeting. In case of an emergency meeting, members may be notified by email or telephone.

**Section 6. *Attendance.*** All officers, Board members, committee chairs and committee members are expected to regularly attend meetings and fulfill the duties assigned to them.

## **Article IX Finances**

**Section 1. *Membership Dues.*** The annual dues of the Society members shall be determined by the membership committee and approved by the Board of Directors. The Society shall have one or more classes of membership, as determined by the

Membership Committee and approved by the Board of Directors. The membership dues are payable and eligible for renewal annually.

**Section 2. Compensation.** The Society shall be a nonprofit organization and no member shall receive any compensation, dividend, or financial distribution from the Society. Members may be compensated for services rendered, which are not within their voluntary duties, provided that the compensation is approved by the Board of Directors in advance of the performance of such service. Members may be reimbursed for actual expenses incurred in carrying out their voluntary duties provided that the appropriate claim for reimbursement is filed with and approved by the Society's Treasurer.

### **Article X – Indemnification**

The Society shall indemnify its members, Board, and officers from any personal liability incurred as a result of performing their authorized duties in pursuit of Society activities and it may obtain such insurance coverage as will accomplish this purpose.

### **Article XI Dissolution**

**Section 1.** Upon dissolution of the Society, the building and real property shall remain in place and be turned over to Ada Township to be used for other education/historical purposes.

**Section 2.** The Historic Collections and other items which are the permanent property of the Society may be transferred to another museum, educational institution, or non-profit organization. This determination shall be made and proposed by the Board of Directors and ratified by a majority vote of the membership.

**Section 3.** Should there be a vote by the membership (see; Art. XII for voting process) against dissolution and the Board determines that the maintenance of the Society is not financially viable, the Board shall proceed to legally dissolve the Society and distribute its property. Should there be outstanding debts owned by the Society, sufficient of said property may be sold to satisfy creditors.

**Section 4.** The financial books and records of the Society shall be turned over to a person designated by the Board at the time of such dissolution.

### **Article XII Amendments**

These bylaws may be amended, altered, or repealed by a majority vote of members of the Society at a special meeting called for that purpose. Notification of proposed changes as well as the time of the special meeting will be made a minimum of one (1) month prior to the special meeting. Members may vote either in attendance at the special meeting, by mail, email, or dropping off their signed ballot at the Society office. Drop off, mailed, and emailed ballots shall be signed and received at the office no later than two (2) days prior to the special meeting. Ballots received after the due date will not be counted.

### **Article XIII Parliamentary**

**Authority** The rules contained in Robert's Rules of Order, Newly Revised, shall govern the deliberation of the Society in all cases which they are applicable and in which they are not inconsistent with the bylaws.

Adopted and in effect on September 12, 2019

Amended October 10, 2019