

CHAGRIN FALLS HISTORICAL SOCIETY BYLAWS

Updated 10/16/23

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ARTICLE I: Organization Name

The organization's registered name is Chagrin Falls Historical Society (CFHS) doing business as Chagrin History Center (CHC).

ARTICLE II: Organization Vision and Mission Statements

Refer to the CFHS Constitution for vision and mission statements.

ARTICLE III: Membership

Section 1: Eligibility for Membership

Membership is open to any person, organization or business who subscribes to the CFHS purpose, regardless of residence location. A member shall be a voting member upon submission of a membership application and annual dues payment. CFHS membership may be granted to persons, organizations or businesses by virtue of significant monetary or in-kind donations or contributions. Such memberships shall be reviewed annually.

The number of CFHS memberships shall be unlimited and are on a calendar year basis. All members are expected to be CFHS goodwill ambassadors.

Section 2: Annual Dues

Membership categories and dues shall be recommended by the Membership Committee subject to approval by the Board of Trustees (Board).

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If the Membership Committee is inactive, the President, Executive Director and Treasurer will make a dues recommendation for the coming year.

Section 3: Rights of Members

Each member in good standing shall have one vote at the annual members meeting.

Twenty (20) members may, by signed petition, instruct the President to call a special meeting of the membership. The petition shall state the reason for the meeting. Upon receipt of such petition, the President shall call a special meeting within one (1) week, with the meeting being held within three (3) weeks.

ARTICLE IV: Membership Meeting

Annual and/or special membership meeting(s) shall be held during the year with the time and location determined by the President.

Meeting notice shall be provided in the periodic newsletter, on the CFHS website and by electronic notification not less than two weeks prior to the meeting.

Twenty (20) members shall constitute a quorum at a membership meeting and issues voted on shall be decided by a simple majority of those members present.

ARTICLE V: Board of Trustees

Section 1: General Powers

The Board shall exercise control of and be responsible for the management of CFHS assets, and strategic direction.

The Board shall approve the Executive Director's employment and ratify the position's compensation and benefits package under such terms and conditions as the Board shall determine. The Executive Director shall report to the President and is responsible for managing CFHS daily operations, serving as ambassador and point of contact with the community and local organizations, developing community outreach opportunities, creating and orchestrating fundraising events, managing paid and volunteer staffs, and attending Board and committee meetings.

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Section 2: Number of Trustees, Tenure and Requirements

The Board shall consist of a minimum of twelve (12) Trustees including the following officers: President, Vice-President, Secretary, and Treasurer.

All appointments to the Board shall be for a term of three (3) years, with the term commencing on January 1 of each succeeding year. The Trustees' terms shall be staggered to ensure Board continuity.

All Trustees are limited to serving two (2) consecutive three-year terms, after which the Trustee must take a one-year hiatus from serving on the Board.

Renomination of any current or former Trustee is at the discretion of the Governance Committee based on a simple majority of the Governance Committee quorum.

Annually, Trustees are expected to be CFHS members, to contribute monetarily and be CFHS goodwill ambassadors. Trustees do not receive any financial compensation for serving on the Board.

Each Trustee shall execute a CFHS confidentiality agreement.

Section 3: Trustee Election and Removal; Past President

The Governance Committee, including the President and the Executive Director, shall develop a slate of Trustee candidates to be presented for approval at the last Board meeting before the annual members meeting.

The Trustee slate, approved by a simple majority vote of the Board, will be voted on by CFHS members at the annual members meeting.

If a Trustee is unable to fulfill his/her three-year term, the President will nominate a replacement with Governance Committee approval, to serve out the remaining portion of the term. The candidate will be voted upon at the next regularly scheduled Board meeting.

Any Trustee may be removed from office by an affirmative vote of a simple majority of all Trustees at any regular or special meeting called for that purpose. Grounds shall include malfeasance, nonfeasance or misfeasance, or other conduct detrimental to CFHS interests. Trustees unable to attend the regular or special meeting may be polled electronically.

The immediate Past President shall serve, if asked by the Board and willing, as an ex-officio nonvoting Board member. The request is to be renewed each year, congruent with the election of Trustees.

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Section 4: Board Meetings

There shall be a minimum of four Board meetings a year at a time and place designated by the President.

Trustees shall attend Board meetings either in-person or electronically. A Trustee unable to attend a Board meeting, shall contact the President and/or the Secretary prior to the meeting.

The President shall create the Board meeting agenda and arrange for an electronic connection if needed.

A majority of the Trustees must be present at the meetings, either in-person or electronically, to constitute a quorum. For special circumstances, see Section 5 Special Meetings.

Any questions concerning parliamentary procedure at all meetings shall be determined by the President according to Robert's Rules of Orders.

Section 5: Special Meetings

The President may call a special Board meeting with written, electronic or phone notice to Trustees with a minimum of five (5) days' notice.

Five (5) Board members may by written or electronic notice instruct the President to call a Board meeting. The notice shall include the purpose of the requested meeting.

On such occasions as it becomes necessary to conduct business between Board meetings, the President may call for a vote on a specific question via electronic voting by email or personal phone call. Electronic voting shall remain open for a minimum of 72 hours and may remain open longer if needed to reach a quorum. Electronic votes shall be tabulated by name and vote and reported to the Board electronically within the week of the vote. The same report shall be included in the minutes of the next board meeting.

Section 6: Board Discussion Topics

The Board is the primary CFHS strategic decision maker and is responsible for overseeing its management. Therefore, the Board must approve any strategic decision, before commitment or execution, involving significant financial, legal or tax issues, or any major program-related expenditure, acquisition, or other such matter.

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Section 7: Conflict of Interest

In cases where a Trustee has a conflict of interest the Trustee shall recuse himself or herself. A conflict of interest in a matter before the Board is any familial, financial, professional, employment, or other relationship of a Trustee pertinent to the matter that could reasonably be expected to adversely affect the objectivity of a Trustee when participating in the action. The recusal of a Trustee with a conflict of interest is expected if the material facts regarding a Trustee's interest in a matter are disclosed or are known to the Board before the Board takes action on the matter giving rise to the conflict and the action taken by the Board in such a case is not voidable.

ARTICLE VI: Board Officers

CFHS officers shall be President, Vice-President, Secretary, and Treasurer. All officers must be active Board members and shall serve a one (1) year term.

The Governance Committee, including the President and the Executive Director, shall develop the officers slate for approval at the last Board meeting of the calendar year and shall be elected by a simply majority vote of the Trustees.

Section 1: President

The President leads and supervises the Board, focuses on the organization's strategic direction and supervises the Executive Director providing guidance and support.

- Serves as an ambassador of the organization in conjunction with the Executive Director.
- Functions as an ex-officio member of all Board committees and task forces.
- Chairs the Search Committee for Executive Director position recruitment and hiring pending Board approval.
- Establishes Board meeting agenda.

Section 2: Vice-President

The Vice-President attends Board meetings and the annual members meeting and presides in the absence of the President.

- Assumes all the duties of the President, if the office is vacated, until the next election of officers.
- Carries out duties and/or responsibilities as assigned by the President.

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Section 3: Secretary

The Secretary attends Board meetings and the annual members meeting.

- Maintains accurate records of all meeting votes, discussions and proceedings.
- Publishes minutes for all Board meetings and the annual membership meeting in a timely manner and in advance of the next Board meeting.
- Assumes responsibilities of President at Board meetings if both the President and Vice-President are absent or unavailable.

Section 4: Treasurer

The Treasurer attends all Board meetings and the annual members meeting.

- Ensures complete and accurate financial reports are available for Board review.
- Develops the annual budget.
- Participates in the annual review of the organization's financial records and oversees the implementation of any procedural recommendations.
- Oversees the organization's investment strategy and portfolio management.

ARTICLE VII: Board Committees

The Board has three permanent committees: Governance, Finance and Development. The President may request the formation of an ad hoc committee or task force to address specific organizational business issues or opportunities.

Committee chairs shall be elected by each committee at the first committee meeting of the year.

Section 1: Governance Committee

The Governance Committee shall include the Executive Director, President, up to two additional Board members, and one or two non-Board subject matter experts.

The Governance Committee is responsible for reviewing the governance structures and practices of the organization and reporting its findings and recommendations to the Board.

Governance Committee responsibilities include:

- Develop Board member recruitment strategy that involves continual identification and recruitment of candidates.
- Recommend retention and re-election of incumbent Board members.

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- Recommend the request for resignation or removal of a Board member.
- Develop and implement a Board orientation and onboarding strategy.
- Recommend annual officer slate and develop officer succession planning.
- Oversee updates to CFHS governing documents and policies.
- Provide performance input on the Board and committees.
- Ensure timely and compliant election of Board members and officers.

Section 2: Finance Committee

The Finance Committee shall include the Executive Director, President, Treasurer, up to two additional Board members, and one or two non-Board subject matter experts, one of which is the Investment Advisor(s).

Finance Committee responsibilities include:

- Update the investment policy.
- Oversee the Investment Advisor's performance.
- Evaluate all financial dealings and participate in all financial decisions.
- Manage CFHS funds in accordance with the Uniform Prudent Management of Institutional Funds Act set forth in O.R.C. Sections 1715.51 – 1715.59.
- Maintain fund classifications including the Board Designated Fund and individual donor restricted funds. Review the creation of new major/significant donor restricted funds according to the Gift Acceptance Policy and report to the Board any new donor restricted funds.
- Recommend depository institutions to house funds not otherwise invested with the Investment Advisor(s).
- Oversee annual review/audit results to ensure accuracy of CFHS financial records and to review any recommendations or procedural changes.
- Review fiscal procedures and the annual budget with staff and the Board.

Section 3: Development Committee

The Development Committee shall include the Executive Director, President, up to two additional Board members, and one or two non-Board subject matter experts, one of which is the Grant Writer.

The Development Committee shall be responsible for raising capital and operating funds necessary to ensure CFHS financial viability and stability and to advance its purpose.

Development Committee responsibilities include:

- Create a fundraising plan in conjunction with the Executive Director and President to support the CFHS's annual budget and strategic initiatives.

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- Plan and participate in fundraising events.
- Develop relationships and foster a positive organizational image in the community.
- Organize training, as needed, to encourage the full Board to be CFHS ambassadors and to support realization of fundraising goals.
- Coordinate efforts with grant writers.

ARTICLE VIII: Indemnification

Section 1

CFHS shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a CFHS Trustee against all expenses and liabilities, including, without limitation, counsel fees, judgements, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the CFHS; and further provided, that any compromise or settlement payment shall be approved by a majority vote of a quorum of the Board who are not at that time parties to the proceedings.

Section 2

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

Section 3

This Article constitutes a contract between the CFHS and the indemnified Trustees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified Trustee under this Article shall apply to a Trustee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

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ARTICLE IX: Books and Records

CFHS shall keep complete books, records of accounts, and minutes of Board proceedings.

ARTICLE X: Amendments

The By-Laws may be amended at the annual membership meeting by a majority vote of the members present, provided copies of the proposed amendment or amendments have been printed in the CFHS newsletter *The Exponent* or electronically delivered to all members at least two (2) weeks before the annual membership meeting.

Approved by the Board August 9, 2023.

The Bylaws of the Chagrin Falls Historical Society have been approved by the membership on October 16, 2023.

Signature of the President

Signature of the Secretary

John Bourisseau

Robert J. Norwick

Printed Name of the President

Printed Name of the Secretary