

CHAGRIN FALLS HISTORICAL SOCIETY

CONSTITUTION

Article I

The Society shall be known as the "Chagrin Falls Historical Society" (the "Society").

Article II

VISION

The Chagrin Falls Historical Society will inform and influence the deliberations of residents of all ages and community leaders through education and outreach so that all will make decisions respectful of the community's history.

MISSION STATEMENT

The Chagrin Falls Historical Society discovers, preserves, and shares evidence of and knowledge about the history of Chagrin Falls and vicinity. The Society does this to enable all who live, work, and visit the area to appreciate its past, understand its present, and plan for its future. The Society will carry out its mission by:

1. Preserving and displaying Chagrin Falls Village and Township artifacts, records and images that tell the story of Chagrin Falls.
2. Supporting and promoting projects that enhance the historical attributes of Chagrin Falls.
3. Offering programs, lectures, displays, exhibits and publications to the community and the public at large.
4. Instilling pride in the community's identification with its past and a sense of commitment and responsibility to the future.

The purpose of the Society is to promote an active interest in American history and particularly the history of Chagrin Falls, Ohio. The Society is organized exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, including, without limitation, to support appreciation of this history and development and preservation of historical resources related to this history. The Society is a non-profit organization.

CONSTITUTION (cont'd)

Article III

MEMBERSHIP

Section 1. Membership is open to any person who subscribes to the Mission and Vision of the Society, regardless of residence. A Member shall be a voting member upon submission of an application and payment of dues. Membership may be granted to persons by virtue of significant donations or contributions to the Society and such memberships shall be reviewed annually.

Section 2. Membership shall not be limited as to number. All members shall have one vote.

Section 3. Membership categories and dues shall be recommended by the membership committee subject to the approval of the Board of Trustees. Voting rights shall be established and reviewed annually by the Board of Trustees.

Article IV

EXECUTIVE BOARD AND TRUSTEES

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

Section 1. The Officers shall be a President, a Vice-President, a Secretary, and a Treasurer, who shall be elected by the Board of Trustees for a term of one (1) year. The Board of Trustees shall meet at least once every three (3) months. Meetings shall be called by the President or by a petition to the President by three (3) elected Trustees. A majority of elected Trustees must be present at a meeting to constitute a quorum. Voting shall be by elected Trustees.

Section 2. There shall be a minimum of twelve (12) elected Trustees including the President, Vice-President, Secretary, and Treasurer, each with a three (3) year term. Four terms of office shall start each year. In the event that an office is vacated, a replacement to serve until the next election may be appointed by the Board of Trustees. Trustees shall serve until replaced.

Section 3. Trustees shall be individuals who demonstrate an interest and commitment to the Mission and Vision of the Society through their active participation in the programs of the Society and through their financial support. A nomination from the governance committee to the President of a new Trustee can be admitted by a two-thirds (2/3) vote of the Trustees. The Trustee shall be up for election at the next annual meeting.

Section 4. Any Officer or Trustee may be removed from office by the affirmative vote of two-thirds (2/3) of all Trustees at any regular or special meeting called for that purpose. Grounds shall include malfeasance, nonfeasance, misfeasance, or other conduct detrimental to the interests of the Society. Trustees unable to attend the regular or special meeting may be polled electronically.

CONSTITUTION (cont'd)

Article V

No part of the assets of the Society shall inure to the benefit of any member or be distributed to any private person, except the Society shall be authorized to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in Article II hereof.

Article VI

No activities of the Society shall consist of attempting to influence legislation, nor participating in or intervening in, including the publishing or distribution of statements, any political campaign on behalf of any candidate for public office; nor shall the Society engage in any activities that are unlawful under the applicable federal, state, or local laws.

Article VII

Upon the dissolution of the Society, assets shall be distributed for one or more exempt purposes within the meaning of 501(c)(3) of the Internal Revenue Code of 1986, as amended, 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 the Probate Court of Cuyahoga County exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article VIII

References to provisions of the Internal Revenue Code of 1986 as amended shall be deemed to include corresponding provisions of any statutes which succeed such provisions.

Article IX


The Constitution 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 17, 2022

CONSTITUTION (cont'd)

The Constitution of the Chagrin Falls Historical Society has been approved by the membership on October 10, 2022.



Signature of the President

John Bourisseau

Printed Name of the President



Signature of the Secretary

Robert J. Norwick

Printed Name of the Secretary

CHAGRIN FALLS HISTORICAL SOCIETY BYLAWS

Article I – Membership Meetings

Section 1.

Regular membership meetings shall be held during the year, the number to be determined by the Board of Trustees. The October meeting shall be designated the Annual Meeting of the Society. Membership meetings shall be held on dates fixed by the Board of Trustees at places designated by the President. Notice of meetings is to be provided in the periodic newsletter and on the Society website.

Section 2.

Special membership meetings may be called by the President.

Section 3.

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 such meeting. Upon receipt of such petition, the President shall announce a special meeting within one (1) week.

Section 4.

Twenty (20) members shall constitute a quorum at a membership meeting.

Article II – Election of Officers and Trustees

Section 1.

- a. The election of members of the Board of Trustees shall be held at the Annual Meeting of the Society. Trustees shall serve three (3) years from election. Trustees' terms shall be staggered to ensure continuity on the Board.
- b. The Trustees shall elect the officers of the Society at the last meeting of the calendar year. Terms will begin January 1 of the succeeding calendar year.
- c. 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.

Section 2.

All members of the Board of Trustees shall be eligible for reelection.

Article II – Election of Officers and Trustees (cont'd)

Section 3.

At least three (3) months prior to the annual meeting, the President shall appoint a Nominating Committee consisting of the President and two (2) additional Trustees. Said committee shall submit a slate of candidates for the Board of Trustees to the membership at least ten (10) days prior to the annual meeting.

Section 4.

Additional nominations may be made from the floor of the annual meeting provided the nominee has given his or her consent in writing, has reviewed materials outlining the obligations and responsibilities of a trustee, and meets the qualifications set forth in the Constitution.

Article III – Board of Trustees Meetings

Section 1.

The Board of Trustees shall meet regularly with a minimum of four (4) meetings a year at a time and place designated by the President.

Section 2.

Board members are expected to attend Board meetings. A Board member unable to attend a meeting of the Board of Trustees should contact the President and/or Secretary prior to the meeting.

Section 3.

From time to time, an Officer or Trustee may have a conflict of interest in a decision before the Board. In such cases, the Officer or Trustee shall recuse himself or herself from voting on the issue. A “conflict of interest” in a matter before the Board is any familial, financial, professional, employment, or other relationship of an Officer or Trustee pertinent to the matter that could reasonably be expected to adversely affect the objectivity of an Officer or Trustee when participating in the action. The recusal of an Officer or Trustee with a conflict of interest is expected if the material facts regarding an Officer’s or 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.

Section 4.

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

Article III – Board of Trustees Meetings (cont'd)

Section 5.

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

Section 6.

A majority of the membership of the Board of Trustees shall constitute a quorum at any Board of Trustees meeting. For special circumstance voting see Section 7.

Section 7.

On such occasions as it becomes necessary to conduct business between the Board of Trustees 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. The results shall be reported to all Board of Trustees within a week of the vote. The same report shall be included in the minutes of the next board meeting.

Article IV – Duties of Officers

Section 1.

The President is the principal officer of the Society and shall preside at all meetings. The President shall appoint such chairs and committees as are required to conduct the business of the Society.

Section 2.

The Vice-President shall preside at meetings in the absence of the President. If the office of the President is vacated, the Vice-President shall assume all duties of the President until the next election of officers. The President may assign such duties and/or responsibilities to the Vice-President as the President shall deem appropriate.

Section 3.

The Secretary shall keep accurate records of the meetings and proceedings of the Society and shall notify the Board of Trustees of meetings and other events as designated by the President.

Section 4.

The Treasurer shall be responsible for the safekeeping of the Society's funds (operating, endowment, board designated, etc.) and for maintaining adequate financial records.

Article IV – Duties of Officers (cont'd)

Section 4. (cont'd)

1. The Treasurer shall collect dues and other monies and shall deposit them in a banking institution that is federally insured.
2. The Treasurer shall submit an Annual Budget for adoption by the Board of Trustees by the first meeting of the fiscal year of the new board.
3. The Treasurer or Executive Director shall be authorized to pay disbursements of less than Three Thousand dollars (\$3,000). Disbursements greater than Three Thousand Dollars (\$3,000) but less than Ten Thousand Dollars (\$10,000) shall require the written approval of the President, Vice-President, or other Board of Trustees designee. Disbursements of Ten Thousand Dollars (\$10,000) and above shall require, in addition to those mentioned above, approval by a majority of the Board of Trustees.
4. The Treasurer shall render a report at Board of Trustees meetings, the Annual Meeting, and at other membership meetings as requested by the President or the membership.
5. The financial records shall be reviewed periodically at the discretion of the Board of Trustees.
6. The Treasurer shall furnish to the President such financial information as is required for submission of filings with State and Federal authorities to preserve the legal and tax-exempt status of the Society.

Section 5.

The Board of Trustees shall be responsible for hiring the Executive Director under such terms and conditions as the Board shall determine. The Executive Director will report to the Board. The Board shall be responsible for terminating the employment of the Executive Director. The Executive Director shall have the authority to appoint and dismiss paid and unpaid staff subject to Board approval. The Executive Director may both approve and cease to use volunteers in consultation with staff.

Article V – Dues

Section 1.

The Board of Trustees shall set the dues for the Society for the coming fiscal year based on the recommendation of the Membership Committee.

Section 2.

Dues are due and payable January of each year. A member in arrears more than thirteen (13) months may be dropped from membership.

CHAGRIN FALLS HISTORICAL SOCIETY BYLAWS (CONT'D)

Article VI – Order of Business

Business shall be conducted according to Robert's Rules of Order.

Article VII – Financial Management

Section 1.

The President shall appoint a Finance Committee composed of the President, Treasurer and three (3) additional Board members.

Section 2.

The Finance Committee is responsible for the development of an investment policy, the recommendation of a financial advisor, and the oversight of financial decisions.

Section 3.

Monies shall be managed in accordance with the Uniform Prudent Management of Institutional Funds Act set forth in O.R.C. Sections 1715.51-1715.59.

Section 4.

Fund classifications shall include a major Reserve Fund and Donor Restricted Funds. The addition of a new donor restricted fund shall be reviewed by the Finance Committee and approved by the Board of Trustees.

Any expenditure in excess of \$10,000 from the Reserve Fund must be approved by the Board of Trustees.

Section 5.

Monies not otherwise invested shall be deposited in such depository institutions as determined by the Finance Committee and approved by the Board of Trustees.

Article VIII: Indemnification

Section 1.

The Society shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an Officer or Trustee of the Society against all expenses and liabilities, including, without limitation, counsel fees, judgements, fines, excise taxes, penalties and

Article VIII: Indemnification (cont'd)

Section 1. (cont'd)

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 Society; and further provided, that any compromise or settlement payment shall be approved by a majority vote of a quorum of the Board of Trustees 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 Society and the indemnified Officers and Trustees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified Officer or Trustee under this Article shall apply to Officer or Trustee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Article IX – Amendments

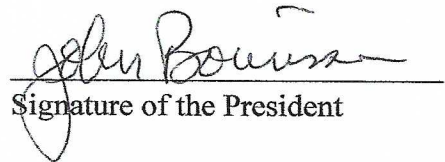
The By-Laws may be amended at the annual membership meeting by a majority vote of the members present, provided copies of the proposed amendment or amendments have been printed in the CFHS newsletter *The Exponent* or electronically delivered to all members at least two (2) weeks before the annual membership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

Approved by the Board

August 17, 2022

CHAGRIN FALLS HISTORICAL SOCIETY BYLAWS (CONT'D)

The By-Laws of the Chagrin Falls Historical Society has been approved by the membership on October 10, 2022.



Signature of the President

John Bourisseau
Printed Name of the President



Signature of the Secretary

Robert J. Norwick
Printed Name of the Secretary

