



PO Box 63, Leesburg, OH 45135

# **Bylaws of the Corporation**

**Adopted May 20, 2020**

**Last Revised October 24, 2024**

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## **ARTICLE I. NAME OF ORGANIZATION**

The name of the organization (corporation) is the Leesburg Area Historical Society.

## **ARTICLE II. CORPORATE PURPOSE**

### **Section 1. Nonprofit Purpose**

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **Section 2. Specific Purpose**

The Leesburg Area Historical Society's purpose shall be:

- to preserve and restore local historical locations and items tied to the history of the community
- to preserve information of local historical importance
- to provide learning opportunities for all who are interested in the history of the community

## **ARTICLE III. MEMBERSHIP**

### **Section 1. Eligibility for Membership**

Application for voting membership shall be open to any person who supports the purpose statement in Article II, Section 2. Membership is granted after completion and receipt of a membership application and annual dues.

### **Section 2. Annual Dues**

The amount required for annual dues shall be \$5 each year, unless changed by a majority vote of the members at an annual meeting of the full membership. Continued membership is contingent upon being up-to-date on membership dues.

### **Section 3. Rights of Members**

Each member shall be eligible to appoint one voting representative to cast the member's vote in the annual election.

### **Section 4. Resignation and Termination**

Any member may resign by filing a written resignation with the secretary. A member can have their membership terminated by a majority vote of the Board of Directors.

## **ARTICLE IV. MEETINGS OF MEMBERS**

### **Section 1. Regular and Annual Meetings**

Regular meetings of the members shall be held monthly, with the exception of the month of October, at a date, time, and place designated by the President of the Board of Directors.

An annual meeting of the members shall take place in the month of October of each calendar year, at a date, time, and place designated by the President of the Board of Directors. At the annual meeting the members shall elect officers, receive reports on the finances and activities of the Organization, and determine the direction of the Organization for the coming year.

Notice of each regular and annual meeting shall be given to each member, by e-mail, not less than ten business days prior to the meeting. Notice of each meeting shall also be given to the public on the Organization's website, [www.leesburghistory.org](http://www.leesburghistory.org), not less than ten business days prior to the meeting.

### **Section 2. Special Meetings**

Special meetings of the members may be called by the President or a simple majority of the Board of Directors. A petition signed by ten percent (10%) of voting members may also call a special meeting, with the date, time, and place of the meeting determined by the President of the Board of Directors within two days of receipt of the petition. Notice of any special meeting of the members shall be given to all members at least two business days in advance of the meeting by telephone or e-mail, or five business days by mail.

### **Section 3. Quorum and Voting**

The members present at any meeting shall constitute a quorum for the transaction of business. All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

## **ARTICLE V. BOARD OF DIRECTORS**

### **Section 1. General Powers**

The Board of Directors (Directors) shall have control of and be responsible for the management of the affairs, finances, and property of the Organization.

### **Section 2. Number, Tenure, Requirements, and Qualifications**

The number of Directors shall consist of no less than five (5) nor more than nine (9) including the following officers: President, Vice-President, Secretary, Treasurer, and Publicity & Fundraising Chair.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors are duly elected and qualified. All members of the Board of Directors must be approved by a majority vote of the members present and

voting. No vote on new members of the Board of Directors shall be held unless a quorum of the Board of Directors is present as provided in Section 5 of this Article.

Each member of the Board of Directors shall be a member of the Corporation whose membership dues are paid in full.

Each member of the Board of Directors shall attend at least seventy-five percent of the scheduled meetings of the Board per year.

### **Section 3. Regular and Annual Meetings**

Regular meetings of the Board of Directors shall be held monthly, except for the month of October, at a date, time, and place designated by the President of the Board of Directors. The monthly meeting may be one and the same as the regular meeting of members or scheduled as a separate Executive Session as needed.

An annual meeting of the Board of Directors shall take place in the month of October of each calendar year, at a date, time, and place designated by the President of the Board of Directors. The annual meeting may be one and the same as the regular annual meeting of members or scheduled as a separate Executive Session as needed.

Notice of each regular and annual meeting shall be sent to all members of the Board of Directors by e-mail no less than ten business days prior to the meeting date.

### **Section 4. Special Meetings**

Special meetings of the Board of Directors may be called by or at the request of the President or a simple majority of the members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may designate any date, time, and place for the meeting.

Notice of any special meeting of the Board of Directors shall be given to all Directors at least two business days in advance of the meeting by telephone or e-mail, or five business days by mail. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

### **Section 5. Quorum and Voting**

The presence, in person or by teleconference or videoconference, of a majority of members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

### **Section 6. Forfeiture**

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article shall automatically forfeit his or her seat on the Board. The Secretary shall notify the President in writing that his or her seat has been declared vacant, and the Board of Directors may

forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who forfeit their positions are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 7 of this Article in these by-laws.

#### **Section 7. Removal of Board Member**

Any member of the Board of Directors may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten business days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

#### **Section 8. Vacancies**

Whenever any vacancy occurs in the Board of Directors it may be filled by a majority vote of the remaining members of the Board of Directors at a regular meeting.

#### **Section 9. Compensation**

Members of the Board of Directors shall not receive any compensation for their services as Directors.

#### **Section 10. Informal Action by Directors**

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, including e-mail, setting forth the action so taken, shall be obtained from two-thirds of the Directors following notice of the intended action to all members of the Board of Directors. Any such action shall be recorded by the Secretary as part of the Organization's official records.

#### **Section 11. Confidentiality**

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations' purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

#### **Section 12. Advisory Council**

An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve

the community and support the work of the Corporation by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Council.

### **Section 13. Parliamentary Procedure**

Meetings shall proceed according to Robert's Rules of Order. Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

## **ARTICLE VI. OFFICERS**

The officers of this Board shall be the President, Vice-President, Secretary, Treasurer, and Publicity/Fundraising Chair. All officers must have the status of active members of the Board. The officers of the Board of Directors shall constitute the Executive Committee.

### **Section 1. President**

The President shall have the following duties:

- a. He/She shall preside at all meetings of the members, Board of Directors, and Executive Committee.
- b. He/She shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
- c. He/She shall submit a report of the operations of the program for the preceeding year to the members at their annual meetings, and shall report to the Board all matters that may affect this program.
- d. He/She shall be Ex-officio member of all committees and shall have the power and duties usually vested in the office of the President.

### **Section 2. Vice-President**

The Vice President shall have the following duties:

- a. He/She shall perform all the duties of the President during the absence of the latter, and shall perform such other duties as may, from time to time, be determined by the president.

### **Section 3. Secretary**

The Secretary shall have the following duties:

- a. He/She in concert with the President shall make the arrangements for all meetings of the members and of the Board of Directors, including the annual meeting of the Organization, and shall ensure that all members and Directors have ten business days' notice of the date, time, and place of scheduled meetings.
- b. He/She shall attend all meetings of the Executive Committee, and all meetings of members, and will act as a clerk thereof, recording all votes and minutes of all proceedings in a book to be kept for that purpose.

- c. He/She shall present a complete and accurate monthly report of the votes and minutes at each monthly meeting of the members, or at any other time upon request to the Board of Directors.
- d. He/She shall present a complete and accurate annual report of the votes and minutes at each annual meeting of the members, and shall make this information available to the public upon request.
- e. He/She shall perform all official correspondence from the Board of Directors as may be prescribed by the board or the President.

#### **Section 4. Treasurer**

The Treasurer shall have the following duties:

- a. He/She shall present a complete and accurate report of the funds raised, held, and expended at each monthly meeting of the members, or at any other time upon request to the Board of Directors.
- b. He/She shall present a complete and accurate annual report of the funds raised, held, and expended at each annual meeting of the members, and shall make this information available to the public upon request.
- c. He/She shall assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.
- d. He/She shall attend all meetings of the Board of Directors in which fiscal procedures, fundraising plans, and the annual budget are developed, approved, and/or revised.
- e. He/She shall perform such other duties as may be prescribed by the President under whose supervision he/she shall be.

#### **Section 5. Publicity and Fundraising Chair**

The Publicity and Fundraising Chair shall have the following duties:

- a. He/She shall maintain the Organization's website, [www.leesburghistory.org](http://www.leesburghistory.org), ensuring that upcoming meetings and events are accurately described and making information about the Organization's mission, major initiatives, membership requirements, donation procedures, and contact information accessible to the public.
- b. He/She shall organize and oversee the dissemination of information about the corporation through traditional media, social media, and in-person events, ensuring that members and the public are able to access information about the Organization through multiple means.
- c. He/She shall respond to inquiries from members, the media, and the public which arise from traditional and social media outlets, providing information in a timely manner.
- d. He/She shall present a complete and accurate report of publicity and fundraising efforts and their results at each monthly meeting of the members, or at any other time upon request to the Board of Directors.
- e. He/She shall convene meetings of and guide the efforts of members and other volunteers who wish to contribute their time to promote or raise funds for the Organization.

#### **Section 6. Election of Officers**

The members of the Board of Directors shall, at the meeting prior to the annual meeting, nominate persons for the respective offices of the Board of Directors. Nominations shall also be received from the floor. The election shall be held at the annual meeting of the members and Board of Directors. Those officers elected shall serve a term of one year, commencing at the next meeting following the annual meeting.

Officers of the Board of Directors shall be eligible to succeed themselves in their respective offices for two terms only.

#### **Section 7. Removal of Officer**

The Board of Directors with the concurrence of three-quarters of the members voting at any monthly meeting may remove any officer of the Board of Directors. No officer of the Board of Directors shall be removed without notice of such motion given to the member in writing ten business days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion. The officer shall have the opportunity to be heard and attempt reconciliation at the meeting prior to the vote.

#### **Section 8. Vacancies**

The Board of Directors shall be responsible for nominating persons to fill vacancies of offices which occur between annual meetings. The persons so nominated and elected by simple majority vote shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

### **ARTICLE VII. COMMITTEES**

#### **Section 1. Committee Formation**

The Board of Directors may create committees as needed, such as fundraising, history, education, etc. The President of the Board of Directors appoints all committee chairs.

#### **Section 2. Executive Committee**

The five officers serve as the members of the Executive Committee of the Board of Directors. Except for the power to amend the Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors.

### **ARTICLE VIII. CORPORATE STAFF**

#### **Section 1. Executive Director**

The Board of Directors may hire an Executive Director who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff members under the



Executive Director's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. No officer, Executive Committee member or member of the Board of Directors may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the President or the Board. The Executive Director shall be an ad-hoc member of all committees.

The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.

## **ARTICLE IX. CONFLICT OF INTEREST AND COMPENSATION**

### **Section 1. Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **Section 2. Definitions**

- a. Interested Person  
Any director, officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- b. Financial Interest  
A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - 1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
  - 2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
  - 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board (Executive Committee) or Board-created committee decides that a conflict of interest exists, as described in Section 3 of this Article.

### **Section 3. Procedures**

- a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all

material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

- b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. Procedures for Addressing the Conflict of Interest
  1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  3. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- d. Violations of the Conflicts of Interest Policy
  1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
  2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Section 4. Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Section 5. Compensation**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

### **Section 6. Annual Statements**

Each director, officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

### **Section 7. Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management Organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

### **Section 8. Use of Outside Experts**

When conducting the periodic reviews as provided for in Section 7 of this Article, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## **ARTICLE X. INDEMNIFICATION**

### **Section 1. General**

To the full extent authorized under the laws of the State of Ohio, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights

to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

### **Section 2. Expenses**

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Organization in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

### **Section 3. Insurance**

The Organization may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

## **ARTICLE XI. BOOKS AND RECORDS**

The Organization shall keep complete books and records of financial accounts and minutes of the proceedings of the Board of Directors.

## **ARTICLE XII. AMENDMENTS**

### **Section 1. Bylaws**

These Bylaws may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Board Member at least two business days in advance of such a meeting if delivered personally or by e-mail, or five business days if delivered by mail. Any amendment to Article III or Article VI of the Bylaws shall require the affirmative vote of all Board Members. All other amendments of the Articles shall require the affirmative vote of a majority of Board Members.

## **ADOPTION OF BYLAWS**

We, the undersigned, are elected officers of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 12 preceding pages, as the Bylaws of this Corporation.

ADOPTED AND APPROVED by the Board of Directors on this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

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Ken Worley, President

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Attest: Alice Teeters, Secretary