

Bylaws as amended: November 14, 2017

**BY-LAWS
of
THE PIONEER AND HISTORICAL SOCIETY
OF MUSKINGUM COUNTY**

ARTICLE I

NAME AND LOCATION OF SOCIETY

The name of this organization (doing business under the trade name *Muskingum County History*) is the Pioneer and Historical Society of Muskingum County, Ohio. Its principal office is located in Zanesville, Ohio.

ARTICLE II

PURPOSE

The Pioneer and Historical Society of Muskingum County believes that an understanding and appreciation of our historic heritage is essential to maintaining a unique and meaningful identity as a community. The mission of the Society is to celebrate and preserve the history of Muskingum County and its people and to assure that this legacy is passed on to future generations. Towards this end we will: educate and engage a diverse public through a variety of programs; maintain our museum buildings and collections; support research; publish historical documents; and manage the society openly, ethically, and professionally.

ARTICLE III

NON-DISCRIMINATION POLICY

Membership in the Society, admission to its museum and activities and opportunities for employment will be open to all interested people without regard to race, age, national origin, sex, sexual orientation or disability.

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| Section 1 | Some programs may be limited to people who are members of the Society. |
| Section 2 | Different fee schedules may apply to members and non-members. |
| Section 3 | The Society will comply with the Americans with Disabilities Act as much as possible given the limitations imposed by the historic significance of its buildings. |

ARTICLE IV

MEMBERSHIP

- Section 1 Membership in this Society is open to all people.
- Section 2 Membership categories and dues will be determined by the Board of Trustees.

ARTICLE V

MEETINGS OF MEMBERS

- Section 1 Place of Meetings: The location of meetings shall be determined by the Board of Trustees.
- Section 2 Special Meetings: It shall be the duty of the President to call a special meeting of the members as directed by resolution of the Board of Trustees, or upon a petition signed by five members of the Society and presented to the Secretary. The notice of any special meeting shall state the time and place of such meeting and its purpose and will be sent at least 7 days prior to the meeting. No business shall be transacted at a special meeting except as stated in the notice unless by consent of a quorum of the members present.
- Section 3 Quorum: The presence in person of at least ten of the members of record of the Society shall constitute a quorum for the transaction of business of all meetings of members.
- Section 4. Voting: At every meeting of the members, each member present shall have the right to cast one vote on each question. The vote of the majority of those present in person shall decide any question brought before such meeting unless the question is one which, by express provision of statute or of the Certificate of Incorporation or of these By-laws, a different vote is required, in which case such express provision shall govern and control.
- Section 5 Proxies: No proxy shall be accepted.
- Section 6 Rules of Order: Unless otherwise addressed in these by-laws, all membership meetings will be conducted according to Robert's Rules of Order.

Section 7 Annual Report: The Society will make available to its members an annual written report summarizing the activities and finances of the Society during the preceding year.

ARTICLE VI

TRUSTEES

Section 1 Number and Qualifications: The affairs of the Society shall be governed by a Board of Trustees composed of sixteen persons, all of whom shall be members of the Society, and one of which shall be appointed by the Friends of the Pioneer and Historical Society.

Section 2 Powers and Duties: The Board of Trustees shall have the powers and duties necessary for the administration of the affairs of the Society and may do all such acts and things as are not by law or by these By-laws directed to be exercised and done by the members.

Section 3 Term of Office: Trustees serve a term of three years, commencing on January 1 and ending on December 31. Trustees may succeed themselves. In the case of a Trustee elected to fill a vacancy on the Board of Trustees, the Trustee's term commences upon election and ends when his predecessor's term would have ended.

Section 4 Vacancies: Vacancies in the Board of Trustees caused by any reason shall be filled by vote of the majority of the remaining Trustees, even though they may constitute less than a quorum.

Section 5 Removal of Trustee: A Trustee who has missed three consecutive monthly meetings of the Board of Trustees or whose conduct has not been in accordance with the Pioneer and Historical Society Code of Ethics or Conflict of Interest Policy may be removed from office by a majority of all remaining Trustees. Any Trustee whose removal has been proposed on grounds of unethical behavior will be given the opportunity to address the Board of Trustees before a vote is taken.

Section 6 Compensation: No compensation shall be paid to Trustees for their services as Trustees. No remuneration shall be paid to a Trustee for services performed for the Society in any other capacity, unless a resolution authorizing such remuneration shall have been unanimously adopted by the Board of Trustees before the services are undertaken. A Trustee may not be an employee of the Society.

Section 7 Meetings: The Board of Trustees shall schedule at least eleven meetings a year at a time and place agreed upon by the Trustees. Notice of regular

meetings of the Board of Trustees shall be sent to each Trustee at least three days prior to the day named for such meetings.

- Section 8 **Special Meetings:** Special meetings of the Board of Trustees may be called by the President on three days' notice to each Trustee given personally, or by mail, telephone or electronic media. Such notice shall state the time, place, and purpose of the meeting. Special meeting of the Board of Trustees shall be called on the written request of at least three Trustees.
- Section 9 **Waiver of Notice:** Attendance by a Trustee at any meeting of the Board shall be a waiver of notice to him of the time and place of said meeting. If all the Trustees are present at any meeting of the Board no notice shall be required and any business may be transacted at such meeting.
- Section 10 **Quorum:** At all meetings of the Board of Trustees, nine of the Trustees shall constitute a quorum for the transaction of business, and the acts of the majority of the Trustees present at a meeting at which quorum is present shall be the acts of the Board of Trustees. If, at any meeting of the Board of Trustees, there be fewer than a quorum present, the majority of those present may adjourn the meeting and any business which might have been transacted at the meeting as originally called may be transacted without further notice.
- Section 11 **Rules of Order:** Unless otherwise addressed in these by-laws, all meetings of the full board and all committee meetings will be conducted according to Robert's Rules of Order.
- Section 12 **Fidelity Bonds:** The Board of Trustees may require all officers and employees of the Society handling or responsible for corporate funds to furnish adequate fidelity bonds. The premiums for such bonds shall be paid by the Society.
- Section 13 **Insurance:** The Society shall purchase Directors' and Officers' insurance to protect Trustees from financial risk in the event of a lawsuit.

ARTICLE VII

OFFICERS

- Section 1 **Designation:** The principal officers of the Society shall be a President, a Vice-president, a Secretary and a Treasurer. They shall be elected by the Trustees. The Trustees may appoint an assistant treasurer and an assistant secretary and such officers as in their judgment may be necessary.
- Section 2 **Election of Officers:** The officers of the Society shall be elected annually.

- Section 3 Removal of Officers: Upon an affirmative vote by a majority of the total of the members of the Board of Trustees, any officer may be removed, either with or without cause, and a successor elected at any regular meeting of the Trustees or at any special meeting of the Trustees called for such purpose.
- Section 4 President: The President shall be the chief executive officer of the Society and shall preside at all meetings of the members and of the Board of Trustees. The President shall have all of the general powers and duties which are usually vested in the office of president of a Society, including but not limited to the power to appoint committees from the membership from time to time as he may, in his discretion, decide is appropriate to assist in the conduct of the affairs of the Society.
- Section 5 Vice-President: The Vice-president shall take the place of the President and perform his duties whenever the President shall be absent or unable to act. If neither the President nor the Vice-president is able to act, the Board of Trustees shall appoint some other member of the Board to do so on an interim basis. The Vice-president shall also perform such other duties as shall from time to time be imposed by the Board of Trustees.
- Section 6 Secretary: The Secretary shall keep the minutes of all meetings of the Board of Trustees and the minutes of all meetings of the Society, and shall have charge of such other books and papers as the Board of Trustees may direct, and shall in general perform all the duties incident to the office of Secretary.
- Section 7 Treasurer: The Treasurer shall keep and process all the financial books of the Society, deposit all income in the proper accounts and pay all expenses of the Society. The Treasurer will prepare a monthly report for the meetings of the Board of Trustees.

ARTICLE VIII

COMMITTEES

The President shall appoint the following standing committees to serve for the full year of his term: Buildings and Grounds Committee, Programming Committee, Collections Committee, Membership Committee, Finance (budget) Committee and Publications Committee. Each committee will have not less than two members. The President will be a member of all committees. Committees will meet as needed or as indicated by the current MCH organizational calendar.

- Section 1 Buildings and Grounds Committee:
- A. Will prepare a list of priorities for repairs and rehabilitation of the museums and their grounds with the guidance of the Director. Such lists are to be approved by the Board of Trustees for action as the money becomes available.
 - B. Any action to be finalized by the committee will be under the guidance of the Director and upon approval of the Board of Trustees.
- Section 2 Programming Committee: will make all arrangements for the programs of the Society.
- Section 3 Collections Committee
- A. Acceptance of donations. The Collections Committee will work with the Curator and Director in making decisions regarding the acceptance of donations to the collection. The Curator and Director will have the authority to accept donations in accord with the Collections Policy however their decisions may be overridden by a majority of the committee.
 - B. Loans. The Curator or Director will be responsible for decisions regarding in-coming or out-going loans from the collection.
 - C. Deaccessioning. All motions to remove artifacts from the collection will originate with the Collections Committee following the guidelines of the Collections Policy.
- Section 4 Membership Committee:
- A. Will keep a current file of active members at the offices of the Society.
 - B. Will contact persons who have not renewed their membership.
- Section 5 Finance Committee:
- A. Will be concerned directly with the financial state of the Society.
 - B. Will prepare a budget for the coming year.
 - C. Will explore means of increasing the Society's financial base.

Section 6 Publications Committee: will oversee the publications of the Society, excluding those publications of a promotional or advertising nature, whether in a printed form or distributed through electronic media.

ARTICLE IX

PERSONNEL

- Section 1 Historical Society personnel shall include, but are not limited to, a Director and a Curator. Terms of employment, compensation (if any) and duties will be determined by the Board of Trustees.
- Section 2 Director: The Director shall have charge of the museums, collection, historical records and library. Other specific duties, the rate of pay, and the terms of employment will be contained in the Director's contract.
- Section 3 Curator: The Curator will be responsible for the documentation and care of the collection with specific tasks to be determined by the Board of Trustees. In the absence of a Curator, the Director will assume all curatorial duties.

ARTICLE X

FINANCIAL MANAGEMENT

- Section 1 Fiscal Year: The fiscal year of the Society shall begin on the first day of the calendar year. The commencement date of the fiscal year shall be subject to change by the Board of Trustees should corporate practice subsequently dictate.
- Section 2 Books and Accounts: Books and accounts of the Society shall be kept under the direction of the Treasurer.
- Section 3 Auditing: At the closing of each fiscal year the books and records of the Society will be reviewed by a certified public accountant or other person acceptable to the Trustees.
- Section 4 Inspection of Books: Society Financial reports shall be available at the principal office of the Society for inspection at reasonable times.

Section 5 Execution of Corporate Documents: With the prior authorization of the Board of Trustees, all notes and contracts shall be executed on behalf of the Society by either the President or Vice-president. All checks shall be signed by the Treasurer or other person designated by the Board of Trustees.

Section 6: Endowment:

- A. The Society will establish an endowment, the income from which may be used to support the activities of the Society. The principal of the endowment will not be expended unless approved by the three-fourths vote of the entire Board of Trustees upon the recommendation of the Finance Committee.
- B. A formal written **Investment Policy** approved by the Board shall govern the management of the Society's endowment.

ARTICLE XI

AMENDMENTS

These By-laws may be amended by two-thirds vote of the members present and voting at any regular or special meeting, provided that a quorum as prescribed in Article V, Section 3, is present at any such meeting. Amendments may be proposed by the Board of Trustees or by petition signed by at least one hundred of the members. The text of any proposed amendment shall accompany the notice of the meeting or may be posted on the Society's internet web site.

This copy of the By-laws supersedes all previous constitutions and by-laws and includes all amendments adopted as of November 14, 2017