

**BY-LAWS**  
**Lakewood Historical Society**  
*Approved by Members on September 21, 2011*

**ARTICLE I**  
**Name / By-Laws**

The name of this organization shall be The Lakewood Historical Society. These By-Laws shall constitute the Code of Regulations of the Society.

**ARTICLE II**  
**Mission**

The mission of the Lakewood Historical Society is to enhance the quality of life in Lakewood by offering educational programs for all ages; providing stewardship of artifacts and buildings; and advocating for our historic community.

**ARTICLE III**  
**Members**

Section 1

Any person interested in the purposes and objectives of the Lakewood Historical Society may become and continue to be a member by paying the annual dues established by the Board of Trustees.

Section 2

The Board of Trustees may elect any individual who has performed significant and special services for the Lakewood Historical Society as a lifetime honorary member. Honorary members shall have the rights and privileges of regular membership but shall not be required to pay dues.

**ARTICLE IV**  
**Officers**

Section 1

The officers shall be President, First Vice President, Second Vice President, Secretary and Treasurer. These officers shall have the powers and perform the duties prescribed by these By-Laws and assigned by the Board of Trustees..

Section 2

The Governance Committee shall nominate by April 1 candidates for the offices to be filled at the regular annual meeting of the Board of Trustees or at any meeting called for such purpose.

Section 3

The officers shall be elected by the Board of Trustees to serve for one year or until their successors are elected, and their term of office shall be effective for the fiscal year for which such officers are elected.

Section 4

No member shall hold more than one office at a time, and no member shall be eligible to serve more than three (3) consecutive terms in the same office.

Section 5

Each officer must be a Trustee.

**ARTICLE V**  
**Meetings of Members**

Section 1

The Board shall establish the number and schedule of regular meetings of members each year, which shall include a meeting prior to the end of the fiscal year.

Section 2

The regular meeting prior to the end of the fiscal year shall be known as the annual meeting and shall be for the purpose of electing Trustees and the transacting of such other business as may properly come before the meeting.

Section 3

Special meetings can be called by the President or by the Board of Trustees or shall be called upon the written request of twenty-one (21) members of the Society. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least three (3) days written notice shall be given.

Section 4

Ten (10) members of the Society shall constitute a quorum.

**ARTICLE VI**  
**Board of Trustees**

Section 1

The corporate powers, property and affairs of the Corporation, except as otherwise provided by law, or by the Articles of Incorporation or by these By-Laws, shall be vested in, exercised, controlled and managed by a Board of up to twenty-four (24) Trustees, each of whom shall be a member of the Society.

Section 2

The Corporation's Trustees shall be classified with respect to the time they shall severally hold office by dividing them into three (3) classes of approximately seven (7) Trustees each. Terms of each class shall be staggered so the term of office of one class of Trustees shall expire each year. New Trustees shall be elected at the annual meeting of members. Each Trustee shall hold office for a term of three (3) years. The President of the Women's Board shall also serve as a Trustee.

No Trustee shall be elected to succeed himself or herself after serving two (2) consecutive three-year terms as a Trustee. This provision shall not operate to prevent a member's election as a Trustee following one year of ineligibility to serve as a Trustee.

A former President who would not otherwise be a Trustee shall, in the year following the year of his or her presidency, serve as an ex-officio Trustee, but such ex-officio Trustee shall not be considered for a quorum and shall have no vote.

Section 3

Whenever the office of Trustee shall become vacant for any reason, the Governance Committee shall nominate, and a majority of the remaining Trustees in office shall elect, a successor who shall hold office for the unexpired term. The President with the approval of the Board of Trustees may remove a Trustee for lack of attendance, interest or just cause.

Section 4

A regular meeting of the Board of Trustees shall be held following each annual meeting of the members of the Corporation for the purpose of electing officers and the transacting of such other business as may properly come before the meeting. The Board of Trustees may, by resolution, provide for additional meetings to be held at such time and place as it may determine.

Special meetings of the Board of Trustees can be called by the President or shall be called upon the written request of five (5) members of the Board of Trustees. Eight (8) of the acting and qualified Trustees shall constitute a

quorum at any meeting of the Board of Trustees. Any action which may be taken at a meeting of Trustees may be taken without a meeting, if a consent in writing setting forth the action to be taken shall be signed by all of the Trustees of the corporation; such consent may be executed in counterparts.

Section 5

Each Trustee has the following responsibilities:

- 1) Serve on at least one Standing Committee (defined in Article VIII, Section 1).
- 2) Attend a majority of the Board of Trustee meetings per year.
- 3) Attend an initial orientation meeting.

**ARTICLE VII  
Executive Committee**

Section 1

The management and conduct of the business of the corporation, when neither a meeting of members nor a meeting of the Board of Trustees is in session, shall be vested in the Executive Committee. During the intervals between such meetings the Executive Committee shall possess and may exercise all powers of the Board of Trustees. The Executive Committee shall, at each regular meeting of the Board of Trustees, and at such other times as requested by the Board of Trustees, make a full report of all business transacted by the Executive Committee.

Section 2

The Executive Committee shall be comprised of the officers.

Section 3

The President or any two of the other officers may call meetings of the Executive Committee. Four (4) members of the Executive Committee shall constitute a quorum.

**ARTICLE VIII  
Committees**

Section 1

The Standing Committees of the Board of Trustees shall consist of the following:

- a) Executive Committee
- b) Governance Committee
- c) Long Range Planning and By-Laws Committee
- d) Finance Committee
- e) Fund-Raising and Outreach Committee
- f) Buildings and Grounds Committee
- g) Program and Education Committee

Section 2

The Board shall from time to time prescribe the duties and responsibilities of the Standing Committees. Membership on Standing Committees may include members who are not Trustees. Each Committee shall have a chair.

Section 3

The chairpersons and all Standing Committee members will be appointed at the first Trustee meeting of the new fiscal year.

Section 4

The Board may create and abolish such other committees as it deems to be in the best interests of the Corporation. Specifically, the Board may create and abolish Task Forces, whose membership may include Trustees and members who are not Trustees.

**ARTICLE IX**  
**Indemnification of Trustees, Officers & Employees**

The Corporation shall indemnify any Trustee, officer or employee, or any former Trustee, officer or employee of the Corporation to the fullest extent provided by or permissible under Section 1702.12 of the Ohio Revised Code, including but not limited to indemnification against reasonable attorney's fees and expenses, judgments, decrees, fines, penalties or amounts paid in settlement actually and necessarily incurred by him or her in connection with the defense of any pending or threatened action, suit or proceeding, criminal or civil, to which he or she is or may be made a party by reason of being or having been such Trustee, officer or employee, provided it is determined in the manner hereinafter set forth (a) that such Trustee, officer or employee was not, and has not been adjudicated to have been, negligent or guilty of misconduct in the performance of his or her duty to the Corporation of which he or she is or was a Trustee, officer or employee, (b) that he or she acted in good faith in what he or she reasonably believed to be the best interest of the Corporation, (c) that, in any matter the subject of a criminal action, suit, or proceeding, he or she had no reasonable cause to believe that his or her conduct was unlawful, and (d) in case of settlement, that the amount paid in the settlement was reasonable. Such determinations shall be made either (i) by the Trustees of the Corporation acting at a meeting at which a quorum consisting of Trustees who are not parties to or threatened with any such action, suit or proceeding is present, or (ii) by independent legal counsel selected by the Trustees in a written opinion.

Expenses with respect to any pending or threatened action, suit or proceeding may be advanced by the Corporation prior to the final disposition thereof, upon receipt of any undertaking by or on behalf of the recipient to repay such amounts unless it shall ultimately be determined that he or she is entitled to indemnification hereunder.

The indemnity hereinabove provided for shall not be deemed to be exclusive of any other rights to which any person may be entitled under the Articles, the By-Laws, any agreement, any insurance purchased by the Corporation, vote of members or otherwise.

**ARTICLE X**  
**Authorized Communications Equipment**

The Society expressly permits the use of any available communications equipment for the purpose of voting, giving notice of meetings, giving any notice required by law, attending and participating in meetings, giving a copy of any document, transmitting any writing required or permitted under these By-Laws or under law.

**ARTICLE XI**  
**Fiscal Year**

The fiscal year of The Lakewood Historical Society shall commence on June 1 of each year or on such other date as may be fixed by the Board of Trustees.

**ARTICLE XII**  
**Amendment of By-Laws**

These By-Laws can be amended at any regular meeting of members of the Society by a two-thirds vote of those present and voting at the meeting or other meeting specifically called for that purpose, provided that the notice of such meeting has been duly given and that such notice has stated that the meeting is called for the purpose of amending the By-Laws.