

BY-LAWS
LAKEWOOD HISTORICAL SOCIETY
As Approved by Members on April 17, 2024

ARTICLE I
Name / By-Laws

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

ARTICLE II
Mission and Vision

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.

The Society's vision: we strive to increase community awareness of Lakewood's history for residents of all ages by celebrating the past, by connecting with the present, all for the benefit of the future.

ARTICLE III
Members

Section 1

Any person interested in the purposes and objectives of the Society may become and continue to be a member by paying the annual dues established by the Board of Trustees. Membership shall be terminated for non-payment of dues.

Section 2

The Board of Trustees may elect any individual who has performed significant and special services for the 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
Meetings of Members

Section 1

There shall be a meeting of the membership of the Society held in April of each year, known as the Annual Meeting, for the purpose of electing new Trustees and transacting such other business as may properly come before the meeting.

Section 2

Special meetings of members 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.

Section 3

Notices of meetings of members shall be given to members at least ten (10) days and not more than sixty (60) days prior to the date of the meeting and shall specify the business to be transacted at the meeting. Such notices of meetings may be delivered by authorized communication equipment or as part of a newsletter or other publication regularly sent to members, as provided in Section 1702.02 of the Ohio Revised Code.

Section 4

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

ARTICLE V Board of Trustees

Section 1

The corporate powers, property, and affairs of the Society, 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 fourteen (14) Trustees, each of whom shall be a member of the Society.

Section 2

New Trustees shall be elected at the Annual Meeting of members. Each Trustee shall hold office for a term of three (3) years or such lesser term approved at the time of their election and shall serve from the Annual Meeting at which they were elected until the Annual Meeting at the end of the term established at the time of election. The President of the Women's Board shall also serve as a Trustee, shall be considered for a quorum, and shall have a vote.

No elected Trustee shall be elected to succeed himself or herself after serving two (2) consecutive three (3) -year terms as a Trustee. This provision shall not operate to prevent a member's election as a Trustee following one (1) 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 an elected Trustee shall become vacant for any reason, the Governance Committee may nominate, and a majority of the remaining Trustees in office may elect, a successor who shall hold office for the unexpired term, and after completing that term shall be eligible to serve two (2) consecutive three (3) – year terms as a Trustee. The President with the approval of the Executive Committee may remove a Trustee for lack of attendance or just cause.

Section 4

Following the Annual Meeting of members, the Trustees shall meet to elect officers and appoint Standing Committees. Regular meetings of the Board of Trustees are held at such times and at such places as the President of the Board may determine after consultation with the Board. Fifty-one percent (51%) of the persons serving on the Board shall constitute a quorum at any meeting of the Board of Trustees.

Section 5

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.

Section 6

Any action which may be taken at a meeting of the Board 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 the persons serving on the Board; such consent in writing may be executed in counterparts. Any such consent in writing shall be filed with the records of the Society.

Section 7

Trustees shall serve without compensation, but the Society may reimburse any Trustee for any reasonable expenses they may incur in the performance of their duties as a Trustee.

Section 8

Each Trustee has the following responsibilities:

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

Section 9

The Governance Committee may recommend former Trustees having served as Trustee not less than six (6) years and having served as President not less than two (2) years, to the class of Honorary Trustee. Appointment to the Honorary Trustee class must be approved by the membership at the Annual Meeting. Honorary Trustees shall be invited to attend and participate in all Board meetings in a non-voting capacity. No minimum meeting attendance is required.

ARTICLE VI Executive Committee

Section 1

The Executive Committee, comprised of the officers and the Director, the latter participating without a vote, shall possess and may exercise during the intervals between the meetings of the Board any and all powers of the Board in the management of the property and affairs of the Society. The Executive Committee shall cause minutes of each meeting of the Executive Committee to be presented to the Board of Trustees for its information and approval at the first meeting of the Board following each Executive Committee meeting.

Section 2

The President or any two (2) of the other officers may call meetings of the Executive Committee. Four (4) members of the Executive Committee shall constitute a quorum. Executive Committee members may participate in a meeting in person or by any means of authorized communication equipment which allows each Committee member participating in the meeting to contemporaneously communicate with each other.

ARTICLE VII Committees

Section 1

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

- a) Executive Committee
- b) Governance Committee
- c) Finance Committee
- d) Outreach and Membership Committee
- e) Buildings and Grounds Committee
- f) Program and Education Committee
- g) Preservation Committee
- h) Collections 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 by the Board following the Annual Meeting of members.

Section 4

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

ARTICLE VIII Officers

Section 1

The officers shall be President, First Vice President, Second Vice President, Secretary and Treasurer.

The President shall preside at all meetings of the membership and Board of Trustees and perform all duties incident to such office, or which may be required by the Board of Trustees.

The First Vice President shall perform all duties of the President in case of the President's absence or disability.

The Second Vice President shall perform all duties of the First Vice President in case of the First Vice President's absence or disability.

The Secretary shall have oversight of the records of the Society, including all the minutes of the meetings of the membership, Board of Trustees and Executive Committee.

The Treasurer shall have oversight of the monies of the Society and report to the Board of Trustees on the financial condition of the Society.

These officers shall also have the powers and perform the duties prescribed by these By-Laws and law and assigned by the Board of Trustees.

Section 2

The Governance Committee shall nominate candidates for Trustees to be elected at the Annual Meeting of members and candidates for the offices to be filled at the first meeting of the Board of Trustees following the Annual Meeting of Members or at any Board meeting called for such purpose.

Section 3

The officers shall be elected by the Board of Trustees to serve for one (1) year from their election or until their successors are elected.

Section 4

No member shall hold more than one (1) 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 currently serving Trustee.

ARTICLE IX Director

Section 1

The Director of the Society shall be appointed by the Board of Trustees and shall serve at the pleasure of the Board. The Director shall be charged with responsibility for the general operations of the Society and for carrying out the policies established by the Trustees and perform such duties as may from time to time be authorized by the Trustees.

Section 2

The Director shall attend all meetings of the Board of Trustees and Executive Committee, unless specifically requested not to attend.

ARTICLE X Conflicts of Interest

The provisions of Section 1702.301 (A) (1) and (2) of the Ohio Revised Code shall apply to any personal or financial interest of a Trustee in a contract, action or transaction involving the Society.

ARTICLE XI Indemnification

Section 1

The Society shall indemnify any Trustee, officer, employee, agent or volunteer ("Indemnitee") or any former Indemnitee of the Society to the fullest extent provided by or permissible under Section 1702.12 of the Ohio Revised Code, including but not limited to indemnification against attorney's fees and expenses, judgements, decrees, fines, penalties or amounts paid in settlement actually and reasonably incurred by the Indemnitee in connection with the defense of any pending or threatened action, suit or proceeding, criminal or civil, to which the

Indemnatee is or may be made a party by reason of being or having been such Trustee, officer, employee, agent or volunteer provided it is determined in the manner hereinafter set forth (a) that such Indemnatee has not been adjudicated to be liable for negligence or misconduct in the performance of the Indemnatee's duty to the Society, (b) that the Indemnatee acted in good faith in what the Indemnatee reasonably believed to be in or not opposed to the best interests of the Society, and (c) that, in any matter the subject of a criminal action, suit, or proceeding, the Indemnatee had no reasonable cause to believe that the Indemnatee's conduct was unlawful. Such determinations shall be made either (i) by the Trustees of the Society 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 a written opinion of independent legal counsel selected by the Trustees or (iii) by court adjudication.

Section 2

Expenses with respect to any pending or threatened action, suit or proceeding may be advanced by the Society 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 they are entitled to indemnification hereunder.

Section 3

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 of Incorporation, the By-Laws, any agreement, any insurance purchased by the Society, vote of disinterested Trustees or members or otherwise.

ARTICLE XII 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. "Authorized communications equipment" means any communications equipment that provides a transmission, including, but not limited to, by telephone, teleconference, videoconference, or any electronic means, from which it can be determined that the transmission was authorized by, and accurately reflects the intention of the person involved and, with respect to meetings, allows all persons participating in the meeting to contemporaneously communicate with each other.

Article XIII Fiscal Year

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

Article XIV Amendment of By-Laws

The By-Laws can be amended at any regular meeting of members of the Society by a two-thirds vote of those members 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.

