

**CONSTITUTION OF
THE GRANDVIEW HEIGHTS/MARBLE CLIFF HISTORICAL SOCIETY**
(By-Laws and Standing Rules appended) Revised September, 2020

ARTICLE I: Name and Location

Section 1. This Society, which is a corporation not for profit under the laws of the State of Ohio, pursuant to its Articles of Incorporation, shall be known as the Grandview Heights/Marble Cliff Historical Society, and shall have its offices at Grandview Heights, Ohio.

ARTICLE II: Purposes

Section 1. The purposes of this Society, as set forth in its Articles of Incorporation are:

To discover, collect and preserve information, materials, structures, and landmarks which may help to establish interest in the historic record of the founding and development of the communities of Grandview Heights and Marble Cliff and thereby educate the citizens of those communities and other interested persons; to maintain historical archives to support the research and preservation of the early history of Grandview Heights, Marble Cliff and their environs.

ARTICLE III: Membership

Section 1. Any person, corporation, partnership or other organization or institution interested in promotion the purposes of the Society may become a member of the Society. The board of Trustees of the Society shall determine the terms and conditions for membership and may provide for such classes of members as it may from time to time establish.

Section 2. Every person, eighteen years of age or older, who is a member of the Society in good standing, including the authorized representative of a corporation, partnership or other organizational or institutional member, shall have the right to vote, to hold office, and otherwise to take part in the proceedings of the Society.

Section 3. The Board of Trustees of the Society shall have the power, for cause and after written notice and a hearing, to terminate the membership of any person, corporation, partnership or other organization or institution. The by-laws of the Society may contain detailed provisions on the termination of membership.

ARTICLE IV: Governance

Section 1. (9/30/02) The governance of the Society shall be vested in a Board of Trustees, of not less than 9 nor more than 11 in number, all of whom shall be elected by the Society. Each Trustee shall serve for a term of three years, or until their successors shall be elected and qualified. If a vacancy should occur among the Trustees elected by the Society, the Board of Trustees shall fill the vacancy until the next annual meeting, when the vacancy shall be approved by the Society for the remainder of the unexpired term.

Section 2. It shall be the policy of the Society in all elections of Trustees to select qualified and active persons with an interest in the purposes of the Society. They need not be residents of Grandview Heights or Marble Cliff.

Section 3. The Board of Trustees may create an Executive Committee or any other committee of the Board to consist of not less than three Trustees, and may delegate to any such committee any authority of the Board; however conferred. The Board may appoint one or more Trustees as alternate members of any such committee, who may take the place of any absent member or members at any meeting of such committee. Each such committee shall serve at the pleasure of the Board of Trustees, shall act only in the intervals between meetings of the Board, and shall be subject at all times to the control and direction of the Board.

Section 4. The Board of Trustees shall have the power to adopt by-laws to govern their own procedures and the administrative business affairs of the Society.

ARTICLE V: Officers and Administrative Staff

Section 1. (9/30/02) The officers of the Society shall be a president, a vice president, a secretary, and a treasurer, each of whom shall be elected by the Board of Trustees from their number at their first meeting after the annual meeting, said first meeting to be held not later than two weeks following the annual meeting of the Society. The officers of the Society shall be the officers of the Board.

Section 2. The Board of Trustees may appoint a director, who shall serve at the pleasure of the Board and shall be charged with the administrative business affairs relating to the operation of the Society, subject to the control and direction of the Board of Trustees. The director shall formulate an administrative and operating organization, and recommend all personnel required in the service of the Society, subject to the approval and continuing supervision of the Board of Trustees.

Section 3. The term of office, the duties and the rates of compensation of the director and all members of the administrative and operating staffs and of all persons in the service of the Society shall be fixed by the Board of Trustees, and shall be subject to alteration from time to time in its discretion.

ARTICLE VI: Meetings

Section 1. (9/30/82) The annual meeting of the Society shall be held during the months of September and October, on a date and at a place in Franklin County, Ohio, fixed by the Board of Trustees, or in the event that the Board shall not act, by the president. Special meetings of the Society may be held at the call of the president or shall be held at the written request of three Trustees. Those persons present at any meeting, in person or by proxy, shall constitute a quorum.

Section 2. Notice of the annual or any special meeting shall be provided to all voting members of the Society at least ten days prior to the date of such meeting.

Section 3. (9/30/82) Meetings of the Board of Trustees shall be held at least four times a year, at such dates and places in Franklin County, Ohio, as the Board shall fix.

ARTICLE VII: FISCAL AFFAIRS

Expenditures, other than for ordinary operating expenses shall not be contracted nor any financial obligations assumed on behalf of the Society except on the authorization of the Board of Trustees or its executive committee.

ARTICLE VIII: AMENDMENTS

Any amendments to this Constitution shall be made only by the Society in an annual or special meeting. A majority of all votes cast shall be required for adoption.

ARTICLE IX: Parliamentary Authority

(9/30/82) The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern the Society in all cases to which they are applicable and in which they are consistent with this constitution and any special rules of order the Society may adopt.

**BY-LAWS OF
THE GRANDVIEW HEIGHTS/MARBLE CLIFF HISTORICAL SOCIETY**

RESOLVED, that pursuant to the authority granted the Board of Trustees of the Society the following by-laws are hereby adopted:

MEMBERSHIPS

Section 1. Any person, corporation, partnership or other organization or institution interested in promoting the purposes of the Society may become a member of the Society. The Society shall have three classes of members, namely, Annual Members, Benefactor Members and Honorary Members:

(a) (9/1/20) Annual Members who shall pay dues as follows:

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|------------------|------------------------|
| 1) Single Person | dues \$30.00 per annum |
| 2) Family | dues \$60.00 per annum |
| 3) Organization | dues \$75.00 per annum |

(b) Benefactor Member – one payment of \$1000 or more in cash, or by contributions other than by cash, made in any one year and determined by the Board to have value to the Society of at least \$1,000.

(c) Honorary Members shall be persons distinguished for their attainments in the fields of history, science, literature, art or civic or public service, who may be elected for life. An Honorary Member shall not be required to pay dues.

Section 2. The dues of an Annual Member of any category shall be paid before he/she is admitted to membership. Dues of all Annual Members shall cover the period from September 1st to the following August 31st. If the dues of an Annual Member in any category are not paid on or before March 1st, his membership shall terminate on that date. Dues of an Annual Member joining the Society after July 1st shall be credited from the date of payment to September 1st of the following year. The dues of a continuing member of any category shall be paid before his/her admission to membership.

Section 3. In accordance with the provisions of Section 1702.13 (A) of the Revised Code of Ohio, the Society shall keep a membership record containing the name and contact information of each member, the date of his/her admission to membership, and the membership class to which he belongs. Upon termination of any membership in the Society, that fact and the date of termination shall be recorded in the membership records.

Section 4. Any member of the Society may be removed from membership for conduct prejudicial to the best interests of the Society, by a two-thirds vote of the entire membership of the Board of Trustees taken at any regular meeting or at any special meeting of the Board called for the purpose, provided that at least ten days written notice of the charges against such member and of the time and place of the meeting, at which the charges against him or her will be considered, shall have been served upon him or her by mail or by depositing same at the member's address as shown in the membership book of

the Society, and provided the member shall have been given opportunity to produce his or her witnesses, if any, and to be heard at a regularly convened meeting of the Board at or before the time when a vote is taken on his/her removal.

Section 5. This by-law may be altered, amended or rescinded by vote of a majority of the members of the Board of Trustees present at any duly constituted regular or special meeting of the Board.

GIFTS

Section 1. The Board of Trustees shall have sole authority to accept or reject, on behalf of the Society, each contribution, gift, devise or bequest of whatever kind, and to specify the disposition to be made of each such gift.

Section 2. The Board of Trustees shall have sole authority to approve or disapprove limiting conditions placed upon any contribution, gift, devise or bequest made to the Society and to reject any such contribution, gift devise or compliance herewith is difficult or impossible.

Section 3. A list and description shall be submitted regularly to the Board of Trustees of each contribution, gift, devise or bequest therefore offered to the Society.

Section 4. This by-law may be altered, amended or rescinded by a majority vote of the Board of Trustees at any regular or special meeting of the Board.

BOARD MEMBERS

1. Each member of the board of trustees shall be a member of the Society prior to his/her election to the board.

2. No member of the board shall act for the Society or commit the Society to a course of action without authorization by the board.

BOARD MEETINGS

1. The board shall meet on the first Tuesday of each month except July and December, when there shall be no meeting.

2. A member who cannot attend a meeting shall notify the President.

EXPENDITURES

1. No bill shall be paid without approval of the Board.

2. All claims for reimbursement of expenses in connection with work of a committee shall be submitted on a form showing the date of, the amount of, the supplier of, and the reason for the expense. When possible, a receipt verifying the purchase shall be attached to the form.

DUTIES OF OFFICERS

PRESIDENT shall:

- be the official representative of the organization;
- prepare agendas for and preside at all meetings of the Society and of the board;
- provide each board member with a copy of the Society's constitution, by-laws and standing rules;
- supervise the preparation and distribution of all additional notices, newsletters, and invitations;
- appoint all committee chairmen except the program chairman

VICE PRESIDENT shall:

- serves as chairman of the annual meeting program;
- preside at meetings in the absence of the president;
- perform other duties which may be assigned

SECRETARY shall:

- prepare the Minutes of each general meeting and each board meeting;
- send the Minutes of any meeting to the President not later than one week preceding the next following board meeting;
- sign a copy of the minutes after they have been approved and file it in the minutes book;

TREASURER shall:

- receive and disburse all monies of the Society;
- report at each board meeting all fiscal transactions since the previous meeting, including a statement of the current balance;
- transmit to the membership chairman a record of dues paid;

CHAIRMEN OF REGULAR COMMITTEES

Each chairman shall select from the society membership as many committee members as he/she may deem necessary to carry out the work of the committee. For practical reasons, the following chairmen shall be members of the board of trustees.

AUDITING COMMITTEE

Two members of the Society shall be appointed each year to examine the treasurer's records for the period beginning July 1 and ending June 30, to be reported to the Board of Trustees.

Adoption of these standing rules shall nullify all previous agreements that have been in effect.