

Heritage Avon Lake

DRAFT Bylaws – to be approved by membership vote (December 11, 2018)

ARTICLE I

Name and Fiscal Year

This organization is incorporated under the Laws of the State of Ohio and will be known as Heritage Avon Lake, also known herein as HAL. HAL's fiscal year will follow the calendar year, January 1 – December 31.

ARTICLE II

Mission Statement

Our mission as a community organization is to encourage the preservation and celebration of artifacts, historic sites and structures in Avon Lake. We endeavor to serve and engage the citizenship through accessible education programs involving the life, history, and heritage of Avon Lake.

Purpose, Goals, Objectives

Heritage Avon Lake is organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue code, and to:

1. preserve and promote the historical and architectural character of the community through the acquisition, ownership, restoration, preservation, operation and leasing of historical and architecturally significant landmarks, properties, buildings, structures, parks and land for the benefit of the general public;
2. work with local, regional and statewide organizations to increase awareness and appreciation of Avon Lake's historic homes, sites and artifacts;
3. solicit, collect and expend funds, and to engage in any and all activities necessary or proper to carry these purposes into effect; and
4. operate under and in conformity with Ohio Non-Profit Corporation Law.

ARTICLE III

Membership / Eligibility / Suspension and Termination of Membership

Section 1 – Any person interested in supporting the purposes of HAL as stated in the bylaws may become a member by submitting the first year's annual dues.

Section 2 – Annual dues ~~for each membership level will be determined vary based on levels of giving as decided by the executive board.~~ The dues are ~~shall be~~ payable before by April 30th of each year unless changed by the executive board. Dues are not pro-rated for part-year ~~a membership whose duration is less than a full year.~~ Payment of basic dues permits the member to vote at general membership meetings, serve on committees and volunteer ~~for other organizational activities.~~ ~~Each person remains a member as long as he/she is not delinquent in the payment of dues.~~

Section 3 - The secretary will notify members ~~who are thirty (30) days in arrears with dues.~~ ~~Any member who is delinquent for a period of sixty (60) days will be automatically forfeit suspended from all rights and privileges of membership. if such member is delinquent for at least (60) days in payment of dues fixed by the executive board.~~

ARTICLE IV

Officers and Trustees

Section 1 – The executive board of HAL will consist of at least seven (7) and no more than eleven (11) elected members; four (4) officers and up to seven (7) trustees.

Section 2 -- Nominations and elections. A nominating committee ~~shall consist~~ of two (2) ~~board~~ members, appointed at the executive board meeting which occurs two months prior to the general membership meeting. ~~The committee~~ will be charged with nominating candidates ~~for expiring terms to replace members whose terms have expired.~~ Nominations will also be accepted from the floor prior to elections. Expiring positions will be filled by a majority vote of the membership at the general membership meeting to serve a two (2) year term. New officers begin their terms in January. ~~It is HAL's intent to~~ ~~The terms of office shall overlap terms to ensure continuity of leadership.~~

Section 3 – The administration, budget and policy-making responsibilities of HAL will be vested in the executive board, which will control its properties, be responsible for its finances and direct its affairs in accordance with Article II. The executive board shall have general supervision of the affairs of HAL between the general membership meetings, make recommendations to HAL and perform such duties as are specified in these bylaws.

~~To carry out their responsibilities, Executive board members have discretion~~ ~~shall be~~ ~~authorized~~ to expend funds in amounts up to ~~\$250.00~~ ~~\$500.00~~ – single expenditures, within their area of responsibility, with approval from the president. Amounts ~~over~~ ~~exceeding~~ ~~\$250.00~~ ~~\$500.00~~ must be approved by a majority vote of the executive board members at a regular or special executive board meeting ~~or by an electronic vote.~~ In exigent or emergency circumstances, ~~with verifiable evidence of need,~~ the president and one additional officer may authorize ~~required expenses over~~ ~~an expenditure greater than~~ ~~\$250.00~~ ~~\$500.00.~~

Section 4 – Regular meetings of the executive board will be held monthly at a mutually agreeable time. If there is executive board agreement by majority vote at a meeting, the ~~immediately following~~ ~~next regularly scheduled~~ meeting may be suspended. Special executive board meetings may be called 1) by the president, 2) by written request of three

(3) members of the executive board, or 3) by petition of 10% ~~per cent~~ of the membership. The executive board must give the membership three (3) days notice before holding a special meeting by 1) email to all members, and 2) public notice on the HAL website.

Section 5 – 51% of the sitting executive board members of HAL will constitute a quorum for an executive board meeting.

Section 6 – Duties of Officers

A. President. It is the duty of the president to serve as the chief officer of HAL. He/she will preside at all general membership and executive board meetings. The president, **by and with the approval of the executive board**, ~~will~~ **shall** appoint all committee chairs and committee members. ~~and will serve as an ex-officio member of all committees.~~

B. Vice President. It is the duty of the vice president to assume the duties of the president in his/her absence or inability to serve. ~~The vice president will~~ **shall** ~~serve as chair of the program and education committee and will perform such other duties as may be directed by the president or executive board.~~

C. Secretary. It is the duty of the secretary to take minutes at all regular and special meetings, safeguard all legal documents and organizational records of HAL, attend to all general correspondence, and, in cooperation with the treasurer, ensure organizational compliance with local, state and federal regulations. The secretary will promptly send approved HAL meeting minutes to the mayor and city council members.

D. Treasurer. It is the duty of the treasurer to safeguard all funds received by HAL, to disburse funds as approved by the executive board, and to maintain HAL business records. The treasurer will present a current financial report to the executive board at each executive board meeting. At the general membership meeting in advance of the next fiscal year, the treasurer will present an annual report and proposed budget to the membership. The treasurer will send the annual report and proposed budget to the mayor and city council members promptly after the general membership meeting.

E. Trustee. It is the duty of every trustee to provide leadership to HAL members and assist any of the other executive board members as needed.

Section 7 – Any HAL executive board member or trustee with **three (3)** unexcused absences at executive board or membership meetings within a one-year time period will be deemed to have resigned their office.

Section 8 – Vacancies occurring mid-term for any office of HAL will be filled for the remainder of the term by appointment of the president, with approval of the executive board.

ARTICLE V

Committees

Section 1 -- Appointment and Duties. The president, by and with approval of the executive board, ~~will~~ shall appoint all committees and committee chairs. The president may appoint ~~such special committees and chairs~~ ad hoc committees as deemed necessary to carry out HAL programs. Committee terms will run concurrently with the term of the appointing president, unless the executive board approves a different term.

Committees will ~~carry on~~ conduct regular activities as approved by and delegated to them by the executive board. Committees will make regular reports and recommendations to the executive board. ~~Where there are co- and vice-chairs of committees, they must be kept well informed of committee business and be ready to step in if a chair is indisposed or incapacitated.~~ All committees shall have the authority to appoint a co-chair or vice-chair. It shall be the duty of the co-chair or vice-chair to assume the duties of the chairman in his/her absence or inability to serve.

Section 2 – Program and Education (PEC) Committee. This committee ~~will be composed~~ shall consist of the vice president and at least two (2) other members appointed by the president. One of these members will assume the role of vice-chair. This committee will plan and execute programs, events, and exhibits for the membership, the public, or other interested groups.

Section 3 – Publicity, Marketing and Communications (PMC) Committee. This committee ~~will be composed~~ shall consist of one (1) HAL trustee who will serve as committee chair, and at least three (3) additional members appointed by the president. This committee will be responsible for the organization's public face, including the look and feel of all print and online materials such as the HAL website and newsletters. It will use appropriate methods and channels to promote our HAL activities to the public and maintain relationships with news media for that purpose.

Section 4 – Membership (MC) Committee. This committee ~~will be composed~~ shall consist of at least three (3) members. The president shall appoint the chair. The committee will work to recruit new members to the organization, maintain ties with members, and engage them with volunteer opportunities.

Section 5 -- Building and Operations (BOC) Committee. This committee ~~will be composed~~ shall consist of at least three (3) members. The president shall appoint the chair. The committee will be responsible for planning and overseeing all maintenance, repair, and renovation activity for HAL property in cooperation with the City of Avon Lake.

Section 6 – Audit Committee. The president ~~will~~ shall appoint to this committee two (2) members who are not executive board members. The committee will audit HAL's financial accounts annually and report to the membership at the general membership meeting.

Section 7 -- Ad Hoc Committees. These shall consist of any other committees deemed necessary by the executive board, for such purpose and duration as the executive board may determine. Committee appointments and duties will be directed by the president and will serve concurrent with the terms of the appointing president, unless the executive board approves a different term. Said committees will be automatically discharged when their work has been completed and their final reports accepted, or when, in the opinion of as determined by the executive board, it is deemed wise to discontinue any such committees.

Section 8 -- Limitations of Authority. No action by any member, committee, employee, trustee, or officer will be binding upon, or constitute an expression of, policy of HAL until it shall have been approved or ratified by the executive board.

ARTICLE VI

Section 1 – Parliamentary Authority. *Robert's Rules of Order Newly Revised* will shall govern HAL proceedings in all cases to which it is applicable, unless inconsistent with these bylaws or any special Rules of Order HAL may adopt.

Section 2 – General membership meetings. The board will hold at least one general membership meeting annually. Notice of the general membership meeting shall be given by email and publication on the HAL website at least ten (10) days in advance of the meeting.

ARTICLE VII

Section 1 -- Conflicts of Interest. Whenever an officer or board member has a financial or personal interest in any matter coming before the executive board, ~~the affected person~~ that board member will a) fully disclose the nature of the interest, and b) withdraw from discussion and voting ~~refrain from participating in any votes taken~~ on the matter. Any transaction or vote involving a potential conflict of interest on the part of a board member will be ~~approved~~ conducted only when a majority of ~~disinterested voters~~ board members not affected by the potential conflict of interest determines that it is in the best interest of HAL to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and approval.

ARTICLE VIII

Section 1 – Review and Amendments. These bylaws shall be subjected to a formal review on a bi-annual basis and reaffirmed or ~~may be~~ amended by a two-thirds (2/3) vote of any members attending any regular or special general membership meeting, provided that notice for the meeting includes the text of the amendment or amendments. Any proposed amendment or amendments will be submitted to the members by email and by public notice on the HAL website at least ten (10) days before said meeting.

ARTICLE IX

Section 1 -- Dissolution. HAL will use its funds to accomplish the objectives and purposes specified in these bylaws. Upon dissolution of the Heritage Avon Lake organization(s), any funds remaining will be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organization to be selected by the executive board, as defined in the IRS Section 501 (c)(3) of the Internal Revenue code.