

**Heritage Avon Lake
Bylaws – approved by membership vote October 12th, 2015**

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 purpose 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 will vary based on the following incremental support levels: Individual, Family, Supporting, Patron, and Corporate. The sum is payable before April 30th of each year unless changed by the executive board. Dues are not pro-rated for part-year membership. Payment of basic dues permits the member to vote at general meetings, serve on committees and volunteer. 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 30 days in arrears with dues. A member will be automatically 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 seven (7) elected members; four (4) officers and three (3) trustees.

Section 2 -- Nominations and elections. A nominating committee of two members, appointed at the October meeting, will be charged with nominating candidates for expiring positions. 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 November meeting to serve a two (2) year term. New officers begin their terms in January. It is HAL's intent to 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 its business meetings, make recommendations to HAL and perform such duties as are specified in these bylaws.

To carry out their responsibilities, board members have discretion to expend funds in amounts up to \$250.00 – single expenditures, within their area of responsibility, with approval from the President. Amounts over \$250.00 must be approved by a majority vote of the executive board members at a regular or special meeting. In exigent or emergency circumstances, the president and one additional officer may authorize required expenses over \$250.00.

Section 4 – Regular meetings of the board will be held monthly at a mutually agreeable time. If there is board agreement by majority vote at a meeting, the immediately following meeting may be suspended, Special board meetings may be called by the president, by written request of three (3) members of the executive board, or by petition of 10 per cent of the membership. Three (3) days notice by phone or email to all members must be made of special meetings.

Section 5 – Four (4) executive board members of HAL will constitute a quorum for a 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 membership and executive board meetings. The President will 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 serve as chair of the program 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 of all regular and special meetings; safeguard all legal documents and business records of HAL; attend to all general correspondence, and, in co-operation with the treasurer, ensure organizational compliance with local, state and federal regulations.

D. Treasurer. It is the duty of the treasurer to safeguard all funds received by HAL and for their approved disbursements. The treasurer will present a current financial report to the executive board at each meeting, and an annual report to the membership and the city of Avon Lake.

E. Trustee. It is the duty of every Trustee(s) to provide leadership on committees and assist any of the other officers as needed.

Section 7 – Any elected official of HAL with 3 unexcused absences at executive board or membership meetings within a one-year time period will be considered 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 appoint all committees and committee chairpersons. The President may appoint such special committees and chairpersons as deemed necessary to carry out programs of HAL. Committee appointments and duties shall be directed by the president and will serve concurrent with the terms of the appointing president, unless the executive board approves a different term.

It will be the function of committees to make investigations, conduct studies and hearings. They will carry on regular activities as approved by and delegated to them by the Executive Board. They will make regular reports to the executive board. Co- and vice-chairs of committees must be kept well informed of committee business and be ready to step in if a chair is indisposed or incapacitated.

Section 2 – Finance (FIN) Committee. This committee will be composed of the treasurer and at least one (1) other member appointed by the president who will serve as vice-chair for the committee. This committee will prepare a budget in advance of each fiscal year before the November meeting. The committee can, from time to time, submit supplements to the budget for the current fiscal year.

Section 3 – Program and Education (ProEd) Committee. This committee will be composed 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, publications and exhibits for the membership and public and co-operate with other committees to ensure success of these activities.

Section 4 – Publicity, Marketing and Communications (PMC) Committee. This committee will be composed of at least three (3) members appointed by the president. One of these members will assume the role of co-chair. This committee will be responsible for the organization's public face, including the look and feel of all print and online materials such as our website and newsletters. It will use appropriate methods and channels to promote our activities to the public and maintain relationships with news media for that purpose.

Section 5 – Membership and Fundraising (MFR) Committee. This committee will be composed of at least three (3) members appointed by the president. One of these members will assume the role of co-chair. This committee will work to recruit new members to the organization, maintain ties with members and engage them with volunteer opportunities. It will develop and execute plans for fundraising activities in co-operation with other committees and members.

Section 6 – External Relations (ER) Committee. This committee will be composed of at least two (2) members appointed by the president. One of these members will assume the role of co-chair. The committee and its members will meet with representatives from all levels of government, as needed and as possible, to inform them of our activities and discuss mutual assistance. The committee and its designates will also establish and maintain relationships with community groups to grow partnerships, and maintain memberships with professional and peer organizations in order to gather, summarize and share best practices within our organization.

Section 7 -- Building and Operations (BO) Committee. This committee will be composed of at least three (3) members appointed by the president. One of these members will assume the role of co-chair. The committee and members or those so delegated will be responsible for planning and executing all maintenance, repair and renovation activity for HAL property in co-operation with the City of Avon Lake. It will also be responsible for coordinating rental and use of facilities by third

parties, ensuring consistent policy, good service and execution of these functions as required by other committees, as well as responsibility for any paid staff or contractors required to complete said work.

Section 8 – Audit Committee. This committee will be composed of two (2) members appointed by the president who are not executive board or finance committee members. This committee will audit HAL's financial accounts twice during the fiscal year, and report to the membership at membership meetings.

Section 9 -- 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 the executive board, it is deemed wise to discontinue any such committees.

Section 10 -- 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.

Section 11 -- Once the executive board has approved committee action, it will be incumbent upon the committee chairperson or in his/her absence, the person the committee designates as being familiar enough with the issue to give testimony to, or to make presentations before, civic and governmental agencies.

ARTICLE VI

Section 1 – Parliamentary Authority; *Robert's Rules of Order Newly Revised* will govern HAL in all cases to which it is applicable, and in which it is not consistent with these bylaws and any special Rules of Order HAL may adopt.

ARTICLE VII

Section 1 -- Conflicts of Interest. Whenever an officer has a financial or personal interest in any matter coming before the executive board, the affected person will a) fully disclose the nature of the interest, and b) withdraw from discussion and voting on the matter. Any transaction or vote involving a potential conflict of interest will be approved only when a majority of disinterested voters 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 -- Amendments. These bylaws may be amended by a two-thirds (2/3) vote of any members attending any regular or special meeting, provided the notice for the meeting includes the amendment or amendments. Any proposed amendment or amendments will be submitted to the members in writing by regular postal mail or email at least ten (10) days before said meeting.

ARTICLE IX

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