

BYLAWS OF THE  
**Beavercreek Historical Society**

Approved by the Board, May 3, 2022  
Approved by the Membership, October 25, 2022

ARTICLE I

ORGANIZATION, PURPOSE AND OBJECTIVES

Section 1: The Beavercreek Historical Society is incorporated in the State of Ohio, Charter #855974, and has been determined by the Internal Revenue Service to be a 501(c)(3) non-profit organization.

Section 2: The Society's purpose is set forth in its Articles of Incorporation approved by the Secretary of State of Ohio on October 18, 1993, and the Amended Articles of Incorporation approved by the Secretary of State of Ohio on July 18, 1994. The purpose is to preserve the past for the future by preserving structures of historical significance, developing and presenting community education programs, and creating a learning center for historic education.

Section 3: The organization operates within the geographic limits of the City of Beavercreek and Beavercreek Township, Greene County, Ohio. The organization will work with The City of Beavercreek Division of Parks, Recreation and Culture, Beavercreek Township and Beavercreek City Schools to achieve the purpose of the organization.

ARTICLE II

MEMBERSHIP AND VOTING

Section 1: Membership is open to all those with an interest in furthering the objectives of the organization.

Section 2: Membership categories are Individual, Family, Organization, and Lifetime.

Section 3: Active members of the Beavercreek Historical Society are those who have paid their annual dues.

Section 4: Annual dues for all categories except the Lifetime category shall cover the period from January 1 through December 31.

Section 5: All active members have voting privileges.

- A. Individual members have one vote.
- B. Family and Lifetime members have one vote for each active adult family member.
- C. Organization members and Liaison members have one vote per organization.

Section 6: The outcome of a vote at a general membership meeting shall be determined by a simple majority of the members present and voting, except for the requirements necessary to amend the Bylaws as outlined in Article XI, Section 5.

Section 7: Businesses may sponsor the Society by making a gift at the Annual or Lifetime level and will receive acknowledgment as such. Business sponsors do not have voting privileges.

ARTICLE III

BOARD OF TRUSTEES

Section 1: The Board of Trustees shall govern the operation of the Beavercreek Historical Society and oversee the business, property, and affairs of the Society consistent with its purpose and its policies and procedures. The board shall work closely with The City of Beavercreek Division of Parks, Recreation and Culture, Beavercreek

Township and Beavercreek City Schools. The board shall consist of the officers of the organization, standing directors, committee chairs and liaisons.

Section 2: Trustees shall be selected from the general membership and be members in good standing. Trustees shall serve without compensation.

Section 3: Officers shall hold office for a term of two years and until their successors are elected. Each officer may be re-elected to serve in the same position for additional two-year terms, with a limit of three consecutive terms (six years), after which a two-year break is required prior to serving again in the same position.

Section 4: Officers shall be elected using a staggered term process allowing for continuity on the Board of Trustees. The president and secretary shall be elected during odd years and take office January 1 of the following year. The vice president and treasurer shall be elected during even years and take office January 1 of the following year. The past president will automatically serve a one-year term following the expiration of their presidency term.

Section 5: Board of Trustees Meetings shall be scheduled by the president on a regular basis, usually monthly, to conduct the business of the Society. Fifty-one (51) percent of the board members, including two officers, shall constitute a quorum.

Section 6: Robert's Rules of Order, current edition, shall be considered the parliamentary authority on all questions of organization and procedure wherein they are not inconsistent with the Bylaws adopted by this organization.

Section 7: A vacancy in any board position due to any cause whatsoever shall be filled for the remainder of its current term by the board at a duly convened meeting. A trustee may resign at any time by written notice to the president. A trustee may be removed for just cause at any time by the affirmative vote of two-thirds of the board.

Section 8: Committee chairpersons and directors (if they have established a committee) may send a committee member as a substitute representative to Board of Trustees Meetings. This substitute shall have full voting power in their absence.

Section 9: The Board of Trustees will establish a document entitled Position Descriptions and Responsibilities to be updated as deemed necessary for the good of the Society in the accomplishment of its mission.

Section 10: The Board of Trustees will appoint a statutory agent and may establish other appointed positions for specific tasks. Appointees must be members of the Society and will accomplish the task(s) as described in the Position Descriptions and Chairperson Responsibilities document identified in Section 9 above.

#### ARTICLE IV

##### ELECTION OF OFFICERS

Section 1: An Ad Hoc Nominating Committee of at least two (2) members, with at least one (1) member from the general membership, appointed by the president, shall be formed annually for the purpose of presenting candidates for officer positions to the membership for elections to be held at the Annual Meeting.

Section 2: The slate of candidates for the officer positions shall be printed in a newsletter or other written communication to the membership at least 20 days prior to the Annual Meeting.

Section 3: Election of officers followed by installation of officers shall take place at the Annual Meeting, and terms of office shall run on a calendar year beginning in January.

#### ARTICLE V

##### OFFICERS AND DUTIES

Section 1: The elected officers of the Board of Trustees shall include the president, vice president, secretary and treasurer. These officers, along with the past president, will comprise the Executive Committee.

Section 2: Primary duties of the officers.

- A. The president shall perform the duties commonly incidental to the Office of President including call and preside at all meetings of the board, sign documents for the organization, be an ex-officio member of all committees, appoint ad hoc committees with consent of the trustees and be responsible for complying with agreements and contracts. The president has the authority to sign memorandums of agreement on behalf of the Society after review by the Executive Committee.
- B. The vice president shall be responsible for the operation of and coordination among all standing directors, shall serve in the absence of the president, and assist with other tasks within the organization as needed.
- C. The secretary shall record minutes of all Board of Trustees, executive, special and general meetings, ensure official records of the organization are stored in a secure location, and perform other duties as may be prescribed by the board.
- D. The treasurer shall act as the chief fiscal officer for the organization and shall maintain complete records of all financial transactions.
- E. The immediate past president shall serve as an advisor to the board, providing continuity of information to assist with the term transition of the president.

Section 3: Each officer shall render an annual written report of his/her respective office to be submitted to the president and Board of Trustees.

Section 4: Full officer duties are outlined in the Position Descriptions and Responsibilities document.

## ARTICLE VI

### COMMITTEES AND POSITIONS

Section 1: The Executive Committee, standing directors, and Ad Hoc Committee directors as described in this article shall conduct the business and activities of the Society.

Section 2: The Executive Committee, composed of the duly elected officers, shall:

- A. Appoint standing director positions.
- B. Exercise the authority of the Board of Trustees in matters that require immediate action between meetings, including calling special meetings. A majority of the Executive Committee shall constitute a quorum.
- C. Keep full records and accounts of its proceedings and transactions and report to the board for review and approval where appropriate at its next regular or special meeting.

Section 3: Standing director positions and duties

- A. Historical Buildings Director: The director shall develop and maintain a long-range plan overseeing and coordinating building maintenance/landscaping, including oversight of the Historical Landmarks Program, as well as new ideas and concepts for the Society.
- B. History Center Director: The director shall maintain the archives and landmark documentation for the Society, including an inventory of holdings. The director shall also oversee the acquisition of furnishings and materials of historic significance.
- C. Living History Director: Preferably two directors shall manage the Living History Program, providing fall and spring educational programming depicting early 1800's life in Beaver Creek for third-grade students in Beaver Creek City Schools, including Saint Luke School, and may be called upon to coordinate other historical educational programming offered through the Society.

- D. Membership Director: The director shall maintain current membership records for mailing needs, etc., and establish a plan to actively retain members and seek new members.
- E. Newsletter Director: The director shall oversee all aspects of the creation and publication of the *Log-by-Log* quarterly newsletter.
- F. Program Director and Special Events Coordinator: The director/coordinator shall schedule presenters and/or programs for Quarterly Meetings and other special events, and coordinate presentation needs and refreshments.
- G. Publicity Director: The director shall work with other positions to publicize the organization's programs and activities.
- H. Webmaster and Technology Director: The webmaster will oversee all web and technology needs for the Society, including the internet domain and web page and the Facebook account.

Section 4: Full director duties are outlined in the Position Descriptions and Responsibilities document.

Section 5: All directors shall serve at the pleasure of the board and be subject to its control and direction.

Section 6: Directors have the authority to establish a committee to assist with position responsibilities if desired. Any such committee shall act by a majority of its members at a meeting.

Section 7: Standing directors shall render annual written reports of their activities to be submitted to the president and the Board of Trustees annually.

Section 8: Ad Hoc Committees

- A. The president shall appoint ad hoc committees as needed subject to the approval of the Board of Trustees.
- B. The president shall appoint an ad hoc committee to conduct an annual internal financial audit.
- C. Ad hoc committees shall be tasked to accomplish specific tasks and serve for a specific length of time as designated by the president.
- D. Ad hoc committees shall report findings and/or plans to the Board of Trustees for approval to proceed.
- E. Directors of ad hoc committees shall file reports to the president and secretary to be shared with the board on a timely basis following the completion of their activity or assigned task.

## ARTICLE VII

### LIAISONS

Section 1: Liaisons are required to be current members of the Society. They will serve as board members and, as such, have voting privileges.

Section 2: A liaison from The City of Beavercreek Division of Parks, Recreation and Culture, preferably the Park Superintendent, will be approved by the board to interface between the two organizations.

Section 3: A liaison from the Beavercreek Township, preferably the Township Administration Clerk, will be approved by the board to interface between the two organizations.

Section 4: A liaison from Beavercreek City Schools, preferably the Elementary Curriculum Supervisor, will be approved by the board to interface with the Living History Program and other pertinent educational activities.

## ARTICLE VIII

### MEMORANDUMS OF AGREEMENT AND UNDERSTANDING

The Society will work with The City of Beavercreek Division of Parks, Recreation and Culture to achieve the purpose of the Beavercreek Historical Society as outlined in the Development, Maintenance and Management of Wartinger Park memorandum of agreement. The agreement is renewed every five years.

The Society has a Right to Use and Maintenance Agreement with the Board of Trustees of Beavercreek Township for space used at the Township Building on Dayton-Xenia Rd. for the BHS History Center. This agreement is reviewed annually.

The above documents will be reviewed by the BHS Executive Committee prior to the president's signature.

## ARTICLE IX

### MEETINGS

Section 1: An Annual Meeting of the Board of Trustees and general membership will be held at a time designated by the Board of Trustees. It shall be for the purpose of electing officers and transacting other business as necessary. Notification to the membership shall be given concerning the date, time, location, and meeting agenda at least twenty (20) days in advance of the meeting.

Section 2: Regular membership meetings are to be held quarterly at a time designated by the board. Special programs may be included as well as any business during these meetings.

Section 3: Special Meetings may be called at any time by request of the president of the organization or any two trustees.

Section 4: Robert's Rules of Order, current edition, shall be considered the parliamentary authority on all questions of organization and procedure wherein they are not inconsistent with the Bylaws adopted by this organization.

Section 5: Agenda items for general membership meetings shall be submitted to the Board of Trustees no less than thirty (30) days prior to the meeting.

## ARTICLE X

### LIMITATION OF LIABILITY

Section 1: No person shall be liable to the Board of Trustees or the City of Beavercreek for any loss or damage suffered by it on account of any action taken as a member or officer of the board if such person performs duties, including duties as a member of any committee of the board upon which he/she may serve in good faith and in a manner he/she reasonably believes to be in the best interest of the board and with the care that an ordinarily prudent person in a like position would use under similar circumstances.

Section 2: In performing such duties, a member or officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data prepared or presented by:

- A. One or more board members, officers, or employees of the board whom the member or officer reasonably believes are reliable and competent in the matters prepared or presented.
- B. Counsel, public accountants, or other persons as to matters that the member or officer reasonably believes are within the person's professional or expert competence.
- C. A committee of the board upon which he/she does not serve, duly established in accordance with a provision of the bylaws as to matters within its designated authority, which committee the trustees or officer reasonably believes to merit confidence.

## ARTICLE XI

### AMENDMENTS TO AND REVIEW OF BYLAWS

Section 1: An Ad Hoc Bylaws Review Committee shall be established by the president on a two-year rotation in even number years, or sooner if deemed necessary. This committee shall review the Society bylaws and present recommendations for updates and changes in the bylaws to the Board of Trustees in a timely manner.

Section 2: The Board of Trustees will review the recommended bylaw changes at a regularly scheduled board meeting. At the next regularly scheduled board meeting, the board may vote to recommend the proposed changes to the general membership or may ask the committee to make further edits for reconsideration. At least three-fourths (3/4) of the trustees must vote to make a recommendation to the general membership to alter or amend the bylaws.

Section 3: The general membership must receive twenty (20) days written official notification of the meeting where the board-recommended proposed changes to the bylaws are to be considered. Such notification shall include a synopsis of the proposed changes and information as to how to receive a complete written version of the proposal.

Section 4: A copy of the proposed board-recommended revisions to the Society's bylaws shall be publicly posted and made available in writing (hard copy or electronic communication) by the secretary upon request by any member prior to the meeting where such changes are to be considered.

Section 5: An affirmative vote of two-thirds (2/3) of those present at a general membership meeting (trustees and general members) is needed to amend or alter the bylaws.