

CONSTITUTION AND BYLAWS OF THE MADEIRA HISTORICAL SOCIETY

ARTICLE 1 – NAME

This organization shall be known as the Madeira Historical Society. The Madeira Historical Society is recognized as a tax exempt charitable organization under the guidelines of Section 501 (C) (3) of the Internal Revenue Tax Code.

ARTICLE II – MISSION

The Mission of the Madeira Historical Society shall be the discovery, preservation, and dissemination of knowledge about the history of Madeira and the surrounding area.

1. Discover and collect any material which may help to establish and illustrate the history of exploration, settlement, development, and activities in peace and in war, and its progress in population, wealth, education, arts, science, agriculture, manufacturers, trade, and transportation; printed material such as histories, genealogies, biographies, descriptions, gazetteers, directories, newspapers, pamphlets, catalogues, circulars, handbills, programs, and field books; and museum materials such as pictures, photographs, paintings, portraits, scenes, relics indigenous to the area, and objects illustrative of life, conditions, events, and activities in the past or present.
2. Provide for the preservation of material and for its accessibility, as far as may be feasible, to all who wish to examine or study it; to cooperate with officials in ensuring the preservation and accessibility of the records and archives of the area and its institutions; and to bring about the preservation of historic buildings, monuments, and markers.
3. Disseminate historical information and arouse interest in the past by publishing historical material in the newspapers or otherwise; by holding

meetings with lectures, papers, and discussion; and by marking historical buildings, sites, and trails.

4. Maintain a Museum within the city of Madeira, available to the public, to house historical photographs, information and artifacts.

ARTICLE III – MEMBERSHIP

1. **The Madeira Historical Society**, (Society) shall be composed of dues paying and honorary members. Both dues paying members and honorary members shall have voting privileges and rights of membership. An honorary member is a person given that status as determined by the Society Board of Directors, by resolution, in consideration of achievements, and or for services rendered to the society.
2. **Any person interested** in the history of Madeira and the surrounding area may be enrolled as a member of the society, and may be elected as an officer or Society Board member upon payment of their dues or designated as an Honorary Member of the Society.
3. **The annual dues** of Society Members shall be established and voted on by the Officers and Board Members, (The Board of Directors) payable annually on May 1st of each year (effective on May 1st 2019).
4. **Members failing to pay** their dues for eighteen months will receive a notice, with notification of their failure to pay their dues, prior to being dropped from the membership rolls. The Notification shall be approved by the Society Board of Directors.

ARTICLE IV – GOVERNMENT

1. **There shall be a “Board of Directors”**, comprised of the President, Vice President, Treasurer, Recording Secretary, Communications Secretary and seven Board Members. One of the seven Board Members shall also be the “Museum Director”. This “Board of Directors” shall establish the dues and manage the affairs of the Society, to such regulations and restrictions as shall be prescribed by the society and report on a regular basis to the Society membership. Reporting can be accomplished via Society membership meetings, Society website, and the Society FB Page or whatever future methods of communication may become available.

2. **All Board of Directors Members**, Officers and Board Members shall have equal voting rights. Board of Directors Members, must be in “Good Standing”.
3. **The Society Officers and Board Members** (Board of Directors) shall be elected at the December annual meeting of the membership by ballot. At the December, 2012 annual meeting, 6 (six) members of Board of Directors shall be elected for a one year term and 6 (six) members of the Board of Directors shall be elected for a two year term. In either instance, the terms of office shall began on January 1 and conclude on December 31st. At the December, 2013 annual meeting of the membership, the 6 (six) terms then elapsing shall be filled with Board of Directors members elected for two year terms, thus implementing a system of “Staggered terms”. This system shall be utilized thereafter. Unless re-elected to the Board of Directors, an officer or board member shall hold his or her office for two years or until his or her term on the Board of Directors elapses, which ever time comes first.
4. **There shall be a nominating committee** of three Society members in good standing, appointed by the President, including at least one member of the Board of Directors whose term will not be elapsing at the year’s end. The nominating committee shall be appointed in early October nominating Board Members and or Officers as required. In the case of any Board of Directors vacancy, the Board of Directors shall be authorized to make an appointment of a Society member in good standing, including an honorary member. The member appointed shall serve the unexpired term of the person replaced.

ARTICLE V – DUTIES OF OFFICERS

1. **President** - It shall be the duty of the president to preside at all meetings of the society, and to appoint committees necessary to achieve objectives in Article II, Mission, and to perform other duties as pertain to the office. In addition,
 - Prepare the annual budget of the Society, by November 15th for the upcoming year, including expected income, expenditures, and investments. The Society Board of Directors must review and approve the Annual budget by December 31. The budget shall then be made available to the Society Membership.

- **Prepare a Society Calendar**, including meeting dates, programs, and any other Society events. The calendar shall be approved by the Society Board of Directors by March 1st of each year, prior to distribution.
2. **Vice President** - The Vice President shall preside at all meetings in the absence of the President and otherwise perform the duties delegated by the President. In the event that the President should become incapacitated, that he or she resigns, or dies while serving, then the Vice President shall assume all of the duties and responsibilities of the President as set forth in the Constitution and Bylaws of The Madeira Historical Society. A meeting of the Officers and Board Members shall be called for the purpose of affirming the Vice President's new role as President and for the purpose of appointing a new Vice President. The President and Vice President shall serve for the unexpired term of the former President and former Vice President.
 3. **Recording Secretary** – The Recording Secretary shall keep the minutes of the Society, including all Board of Directors meetings and membership meetings of the Society. The minutes shall be in a printable format and recorded into the minutes at the following Board of Directors meeting. The Recording Secretary shall maintain all Society Correspondence for public viewing.
 4. **Communications Secretary** – The Communications Secretary (replaces the previous corresponding secretary) shall post and maintain Society news and information on the Society Website, the Society FB Page, and publish the Society newsletter. The Communications Administrator can seek assistance from other members of the Society Board of Directors as needed.
 5. **Treasurer – Have the custody** of the Society membership dues, monetary donations, revenue from fund raising activities, and money donated for specific purposes. Shall keep an account of expenditures, receipts, and investments. Shall provide financial reports at all Board of Directors meetings and upon request of the President or any member of the Board of Directors.
 - **Shall have the authority** to make payments as required and approved in the Annual Society Budget. Funds / Monies donated for Specific / or Earmarked purposes can be expended for those Specific / Earmarked purpose's as required and with the approval of the president.

- **Shall have the authority** to make a payment when an unforeseen emergency occurs, not previously considered in the Budget. The treasurer in the case of an emergency expenditure, shall have the approval of both the President and the Vice President. The limit authorized in the case of an emergency expenditure is \$500.00. Any emergency expenditure exceeding \$500.00 will require approval by six or more members of the Board of Directors.

Article VI – COMMITTEES

The President May Appoint – with approval of the Society Board of Directors the following standing committees, one chairperson and up to three members.

- Budget, Development, and Investment Review.
- Miller House Grounds.
- Facilities, including the Miller House Interior, Exterior and Driveway.
- Constitution and Bylaws Review.
- Membership and Publicity.

The Committee Chairperson shall appoint his or her members of the committee.

The President shall be an ex-officio member of all committees, or may delegate the Vice President as the ex-officio member of any committee. The President may also appoint the Vice President as the chair of any committee.

Each Committee Chairperson shall set goals and objectives as guidance for their committee, and provide written reports as required or as needed.

Article VII – MEETINGS

Open meetings of the Society shall be held on the third Saturday of March, September, and November. The “Annual Meeting of the Society” will be held in December, the date to be determined. The Annual Meeting can be combined with a Christmas / Holiday Dinner. The Annual meeting shall include election of those persons seeking positions as members on the Board of Directors.

Special Meetings of the membership may be called for at the discretion of the president, any four members of the Board of Directors, or upon written request of any group of 10 (ten) members of the Society.

The Board of Directors shall hold no less than four (4) quarterly meetings of the Society, Board of Directors annually, and at the discretion of the president additional Board of Directors Meetings may be called for. Any three (3) Members of the Board of Directors can require a meeting, by filing a request with the Society President. Six Board of Directors in attendance, will constitute a “quorum” at any meeting of the Society Board of Directors.

Passage of any motion will require a simple majority of those Board of Directors, members in attendance at a Board of Directors meeting. The Society Board of Directors has adopted “Roberts Rules of Order” (11th edition) as the parliamentary authority to be followed during Board and Membership meetings, or any summary of “Roberts” rules as may be adopted annually by the Society Board of Directors.

Article VIII – Museum Director

- **The president may** with the approval of the Board of Directors, make an appointment to the position of “Miller House Museum Director”.
- **The Museum Director** shall be responsible for the collection, recording, archiving, and custody of all material received by the Society and for the safe keeping and display of such material. The Miller House Museum Director shall be responsible for the operation of the Miller House Museum and for related museum activities and functions. The Museum Director will report to the Madeira Historical Society President, and shall have a position on the Society Board of Directors, as a Board Member.
- **Divesting** – The Museum Director based on redundancy, conditions of relevance, or other pertinent reasons, arrange for the sale or return, or disposal of certain items displayed within the Miller House Museum. Prior to the disposal or return of such items, the Museum Director shall notify the Society Board of Directors, via email.

Article IX – AFFILIATION WITH STATE SOCIETY

- **The Society may be enrolled** as a member of the “Ohio History Connection and the Society Board of Directors may elect to send a

delegate to represent the Madeira Historical Society at the annual meeting of the Ohio History Connection.

Article X – AMENDMENTS

- **Amendments to the Madeira Constitution and Bylaws** – may be initiated by a committee appointed by the president or by any 5 (five) members of the Society membership. Amendments shall in either case be decided by a two thirds vote of the membership in attendance at a Society membership meeting. The Society shall notify the membership of proposed amendments including a copy of proposed amendments, prior to any meeting of the membership.

Article XI – DISSOLUTION

- **Dissolution of the Society** – must never be considered unless there are overwhelming and justifiable reasons for considering dissolution of the Society. Justification must be undeniable. No dissolution can begin without nine members of the Society Board of Directors voting for dissolution. The property located at 7226 Miami Avenue, known as the “Miller House” located in Madeira Ohio, 45243, (auditors parcel number 525-0001-0113) shall follow the directives of the limited Warranty Deed dated October 12, 1998, which is expressly incorporated here-in and made apart hereof. The Society Board of Directors shall dispose of all assets and collections belonging to the Madeira Historical Society, to such organizations operated exclusively for educational non-profit purpose as shall at the time qualify as an exempt organization under section 501 C (3) of the internal Revenue Code.
- **Items on loan** – or donated to the Madeira Historical Society shall be offered to their owner or rightful heirs before transfer to said, educational, non - profit organization.

Amended and Approved December 6, 2023