

April 3, 1989
Revised June 22, 1998
Revised October 7, 2011
Revised October 5, 2018

Bylaws of the Ohio Local History Alliance

Article I. Name, Status, Location

- Section 1. This organization shall be known as the Ohio Local History Alliance, hereinafter referred to as the "Alliance." This organization was known as the Ohio Association of Historical Societies and Museums until October 2010.
- Section 2. The Alliance is a nonprofit corporation under the laws of the State of Ohio, 1702 et. seq., and provisions of 501(c)(3) of the Internal Revenue Code of 1986 et. seq.
- Section 3. The principal offices of the Alliance shall be at the Ohio History Connection, Columbus, Ohio.

Article II. Implementation of the Purposes

- Section 1. To carry out the purposes of the Alliance as stated in the Third Article of its Amended Articles of Incorporation, the State of Ohio shall be divided into geographic regions.
- Section 2. To further carry out these purposes, the Alliance shall maintain a close relationship with the Local History Services Department of the Ohio History Connection as stated in the cooperation policy adopted by the Alliance and the Ohio History Connection.
- Section 3. To further carry out these purposes, the Alliance shall also maintain a close relationship with other state and national organizations whose purposes are parallel to those of the Alliance.

Article III. Membership, Dues, and Voting

- Section 1. Membership in the Alliance shall be open to any organization or individual interested in the purposes of the Alliance upon the payment of dues.
- Section 2. Membership classification shall be set forth in Section 1 of the Standing Rules of the Alliance.
- Section 3. Rights of Members:
a. A representative from each member organization and individual member, in good standing prior to a vote, shall be entitled to one vote, method of casting votes to be defined in Section 1 of the Standing Rules of the Alliance.

- b. Membership shall be terminated for non-payment of dues or upon a written resignation to the Secretary of the Alliance.
- c. The right to vote and all rights, title, and interest in or to the Alliance shall cease on the termination of membership.
- d. No member shall be entitled to share in the distribution of the assets of the Alliance upon its dissolution.

Article IV. Government

- Section 1. The corporate powers, property, and affairs of the Alliance, subject to any limitations contained in the Ohio Revised Code, the Articles of Incorporation, and these Bylaws, shall be exercised, conducted, and controlled by a Board of Trustees whose members shall be selected from the membership roster of the Alliance.
- Section 2. The governing documents of the Alliance shall be:
 - a. The Articles of Incorporation as amended and filed with the Secretary of the State of Ohio, and
 - b. Bylaws which shall be adopted, or amended by a majority vote of the members present at the annual business meeting, and
 - c. Standing Rules of the Alliance setting forth procedures which shall be adopted or amended by a majority vote of the Board of Trustees at any regular meeting of the Board, or any special meeting of the Board called for this purpose.
- Section 3. The affairs of the Alliance shall be conducted on the basis of the calendar year commencing on January 1 of each year and ending on December 31. The fiscal year will be July 1 to June 30, in accordance with the Ohio History Connection's fiscal year.
- Section 4. Agents and Representatives
 - a. The Board of Trustees may appoint such agents and representatives of the Alliance with such powers and to perform such acts or duties on behalf of the Alliance as the Board of Trustees may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law as per the place of incorporation.
- Section 5. The Governance Committee is empowered by the Board of Trustees to conduct Alliance business between board meetings as provided in Section 2 of the Standing Rules of the Alliance.
- Section 6. Robert's Rules of Order Newly Revised shall be the parliamentary procedure of all meetings of the Alliance and Board of Trustees.

Article V. Regional Affairs

- Section 1. Geographic Regions.
 - a. The State of Ohio shall be divided into Geographical Regions as provided in Section 3 of the Standing Rules of the Alliance.
- Section 2. Regional Representatives

- a. Each geographic region shall elect representatives as provided in Section 3 of the Standing Rules of the Alliance.
- b. These representatives shall be members of the Board of Trustees with voting privileges.
- c. They shall carry out their responsibilities as provided in Section 3 of the Standing Rules of the Alliance.
- d. They shall be subject to removal under Article VI, Section 9 below.

Article VI. Board of Trustees

- Section 1. In order to conduct the business of the Alliance, the Board of Trustees shall, in addition to implementing the Articles of Incorporation, Bylaws, and Standing Rules, assume the responsibility for:
- a. Delegating assignments to each committee.
 - b. Accepting, activating or rejecting all committee reports.
 - c. Accepting all annual standing committee reports.
- Section 2. Every member of the Board of Trustees must be either a member of a member organization or an individual member of the Alliance.
- Section 3. The Board of Trustees of the Alliance shall consist of at least 25 voting members as follows:
- a. Six (5 6) officers, i.e. president, first and second vice presidents, secretary, treasurer, and immediate past-president.
 - b. Three (3) trustees-at-large
 - c. Regional representatives from each region as designated in Section 3 of the Standing Rules of the Alliance.
 - d. Trustee Emeritus as a non-voting ex-officio, to be selected by the Board of Trustees.
 - e. The head of the Local History Services Department of the Ohio History Connection (or his or her designated representative) who shall serve as Executive Secretary of the Board of Trustees with no voting power.
- Section 4. No member of the Board of Trustees shall serve in more than one voting position on the Board.
- Section 5. Candidates for the Board of Trustees will be required to submit a resume and letter of interest to the Nominating Committee prior to their region's election.
- Section 5. Election of Board of Trustees
- a. The Officers and Trustees-at-Large of the Alliance shall be elected by the membership of the Alliance at its Annual Meeting.
 - b. The Regional Representatives shall be elected at their respective annual Regional meetings as set forth in Section 3 of the Standing Rules of the Alliance.
 - 1. If no election is held in the region, the Regional Representative shall be named by the President, in consultation with the Executive Secretary and with the approval of the Governance Committee.

- Section 6. Terms of Office
- a. Officers shall serve for a term of one year and be eligible for re-election as defined in Section 4 of the Standing Rules of the Alliance.
 - b. Trustees-at-Large shall be elected for a term of three years, with one trustee elected each year, and shall be eligible for re-election as defined in Section 4 of the Standing Rules of the Alliance.
 - c. Regional Representatives shall be elected for a term of two years with one representative being elected each year as defined in Section 4 of the Standing Rules of the Alliance.
 - d. No officer, trustee, or regional representative shall be nominated, elected or appointed without giving his or her prior consent.
- Section 7. Provisions for resignation, filling of vacancies, and duties of all officers, trustees-at-large, and regional representatives shall be provided for in the Standing Rules of the Alliance.
- Section 8. Compensation
- a. Members of the Board of Trustees shall not receive any stated salary for their services, but by resolution of the board, extra ordinary expenses, such as but not limited to, travel or lodging may be granted.
- Section 9. Removal from office of members of the Board of Trustees
- a. Any member, including officers, of the Board of Trustees may be removed from office by the affirmative two thirds (2/3) vote of the Board of Trustees at any regular or special meeting called for that purpose, for:
 - a. Conduct detrimental to the interest of the Alliance
 - b. Lack of support for its objectives
 - c. Refusal to render reasonable assistance in carrying out its purposes
 - d. Unexcused absence from a regional meeting or two board meetings in one year
 - e. If a board member is no longer the authorized representative of the organization under which s/he was elected
 - b. Any such member of the Board of Trustees proposed to be removed shall:
 - a. First be contacted by telephone and email. After five business days with no response, the board shall send a certified letter with return receipt requested.
 - b. If certified mail is refused or unclaimed the letter is to be reissued by regular mail with proof of mailing obtained.
 - c. The member will ~~and~~ be entitled to at least five (5) days written notice of the meeting of the Board of Trustees at which such removal is to be voted upon and shall be

entitled to appear before, and be heard by, the Board of Trustees at such meeting.

Section 10. Delegation of Power

- d. The Board of Trustees may by regular motion delegate to committees or their own number, or to officers of the corporation such powers as they may see fit.

Article VII. Meetings

Section 1. Annual Meeting

- a. There shall be a meeting of the membership of the Alliance held annually, notice of such meeting given in writing to the membership as provided in Section 5 of the Standing Rules of the Alliance.
- b. Ten (10) member organizations being represented and all individual members who are present shall constitute a quorum for conducting business at the Annual Meeting of the Alliance. If quorum is not met during the regularly scheduled business meeting, the session may be suspended and reconvened, for the purpose of conducting necessary voting, at the following day's awards banquet as long as quorum is satisfied at the banquet.

Section 2. Regional Meetings

- a. Each region shall have at least one meeting within the region annually.
- b. Provision for notice of such Regional Meetings shall be included in the Standing Rules of the Alliance.
- c. Five (5) member organizations being represented, and all individual members of the region who are present at their regional meeting shall constitute a quorum for conducting business.

Section 3. Special Meetings

- a. Provisions for holding and notice of special meetings of the membership shall be set forth in Section 5 of the Standing Rules of the Alliance.
- b. No business shall be conducted at a special meeting except that stated in the notice.
- c. Ten (10) member organizations being represented and all individual members who are present shall constitute a quorum for conducting business at a Special Meeting of the Membership.

Section 4. Board of Trustees Meetings

- a. The Board of Trustees shall meet at least quarterly each year, as defined in Section 5 of the Standing Rules of the Alliance.
- b. Special meetings of the Board of Trustees may be called by the president or first vice president, and must be called by either of

them upon the written request of any three members of the Board of Trustees.

1. No business shall be conducted at a special meeting of the Board of Trustees except that stated in the notice.
- c. 2/3 of the members of the Board of Trustees, in good standing, shall constitute a quorum for conducting business at any regular or special meeting.

Article VIII. Committees

Section 1. The purpose of the Alliance shall be implemented by committees and individuals.

Section 2. Committees shall be named and their duties set forth in Section 6 of the Standing Rules of the Alliance.

Article IX. Amendments

Section 1. The Bylaws of the Alliance may be repealed, altered or amended by a majority of voting delegates and individual members approving at an Annual Meeting or a Special Meeting of the membership called for that purpose. The process being as follows:

- a. The proposed action must be presented in writing to the President and Executive Secretary at least three 3 weeks prior to the Board Meeting at which they are scheduled to be voted upon.
- b. Upon approval by the Board, a meeting notice which includes the proposed changes, meeting date, time, and location shall be sent to all organizational and individual members at least four weeks prior to the Annual Meeting or Special meeting called for that purpose.
- c. At the meeting called for such purpose amendments shall be adopted by an affirmative vote of a majority of the voting delegates and individual members present.

Section 2 The adoption of these Bylaws shall cause all previous Bylaws to be null and void.

IN WITNESS OF THE ADOPTION of the foregoing Bylaws, the undersigned Trustees have hereunto affixed their signatures this 5th day of October, 2018.