

**BY-LAWS OF THE
KELLEYS ISLAND HISTORICAL ASSOCIATION, INC.**

ARTICLE I (1) - MEMBERSHIP AND DUES

- A. Any person interested in the history of Kelleys Island who applies for membership and tenders the necessary dues MAY become a member.
- B. Annual dues for individual members shall be set by the board from time to time.
- C. January 1st through December 31st shall constitute the “membership year.”

ARTICLE II (2) - BOARD OF DIRECTORS

- A. BOARD OF DIRECTORS
 - 1. The management and direction of the affairs and property of the Kelleys Island Historical Association (KIHA), shall be vested in a Board of Directors (the Board), and all the powers of the Association shall vest in and may be exercised by the Board.
 - 2. The Board shall consist of nine (9) members in good standing, to be elected at the annual meeting by a majority of the membership present and/or represented by proxy.
 - 3. Board members serve for three years, with a limit of two consecutive terms.
 - 4. Any Board Member may, with or without cause, be removed by vote of a majority of the Board.
 - 5. Any Board Member or officer may resign at any time. Such resignation shall be made verbally at a KIHA meeting or in writing and shall take effect upon receipt of such notice by the Board.
- B. ELECTION OF BOARD MEMBERS
 - 1. If a member wishes to nominate him/herself, or another member for a seat on the Board, the member shall provide the name of his/her proposed candidate to the Nominating Committee no later than June 5, or 45 days prior to the annual Meeting in August.
 - 2. The slate chosen by the Nominating Committee shall be comprised of members in good standing who possess an interest in furthering KIHA objectives.
 - 3. Only one person from an immediate family residing in the same household shall serve on the Board.
 - 4. No nominations will be taken from the floor (see B-1 above).
 - 5. Proxy ballots shall be mailed at least 30 days before the Annual Meeting. Official proxy ballots must be signed and dated by the member and either mailed to KIHA, or delivered to the museum, or presented at the Annual Meeting.
 - 6. No Board Member or officer shall receive any compensation for his services as such.

ARTICLE III (3) - OFFICERS

- A. Officers serve for one year and shall be elected by the Board of Directors at the first meeting after the annual meeting and shall consist of a President, Vice-President, Recording Secretary, Corresponding Secretary And Treasurer.
- B. The President and Vice President must be elected from the Board of Directors.
- C. The Board may elect the remaining officers from the general membership, however non-Board officers do not have a vote at meetings and their presence is not counted in determining a quorum.
- D. If a Board Member is unable to fulfill the duties of the office, the vacancy shall be filled at the first Board Meeting following the vacancy. The newly elected Board Member shall occupy the remaining unexpired term.
- E. Officers shall be:
 - 1. **President** - Convenes and conducts meetings, represents the Association in matters of negotiation and public relations and has the general supervision of the affairs of KIHA. The President shall act as statutory agent for KIHA. The President may establish committees or fill vacancies on committees as needed.
 - 2. **Vice President** - Convenes and conducts meetings in the President’s absence, and performs such other duties as the President or Board shall, from time to time, prescribe.
 - 3. **Recording Secretary** - Keeps the minutes and records of Association business.
 - 4. **Treasurer** – keeps full and accurate accounts of receipts and disbursements in books belonging to KIHA and shall deposit all monies and all other valuable effects in the name and to the credit of KIHA and reports to the Board. The outgoing Treasurer is responsible for duties through the end of fiscal year. The new Treasurer term begins with the fiscal

year (See article I-E above). The Treasurer shall present, at the annual meeting or whenever requested, an account of KIHA transactions and of the fiscal condition of KIHA. The Treasurer shall be responsible for the timely filing of all federal and state returns.

November 1st through October 31st shall constitute the “fiscal year.”

5. **Corresponding Secretary** - Oversees the handling of mail, memorials, donations, memberships, and newsletters.

ARTICLE IV (4) - MEETINGS

A. ANNUAL MEETING

1. One annual meeting shall be held each year, generally in August.
2. Twenty members or 20% of membership shall be a quorum for the Annual Meeting represented by proxy votes and members present.
3. Each membership is entitled to one vote at the annual meeting.

B. BOARD MEETINGS

1. A majority of Board Members (5) at a Board Meeting shall constitute a quorum.
2. Board Meetings shall be held when necessary.
3. Meetings may be called by the President, or by a majority of the Board Members.
4. In the absence of a quorum, the Board may continue the meeting as a work session, however no decisions requiring a vote may be made and minutes of the work session shall be kept. A work session may also be called for fact gathering, assignment of tasks for an upcoming event, or to gather information for presentation at the next regular or special meeting at which a quorum is present.

ARTICLE V (5) – ARTIFACTS AND COLLECTIONS

The Association has the authority to accept donations of artifacts and items pertinent to the history of the island and to review them for suitability for inclusion in displays or reference archives. Items accepted into the collection will be considered the property of the association and will be used and shared at its discretion.

ARTICLE VI (6) - PUBLICITY AND PRIVACY

- A. Any publicity copy or statements containing reference to, or specifying, the letters “KIHA” or the words, “Kelleys Island Historical Association” or “Kelleys Island Historical Museum” shall be required to have the approval of the President and Vice President. The President is the first contact for the media.
- b. The membership list of the association shall not be made available to any other organization or individual outside of the Board Members, except by a majority vote of the Board authorizing such disclosure.

ARTICLE VII (7) - DISBANDMENT OF THE ASSOCIATION

In the event of dissolution of this corporation, distribution of assets remaining after payment of all liabilities shall be determined by direction of the members at a meeting called for that purpose and upon recommendation of the Board of Directors. Recipients of said distribution in dissolution shall be limited to recognized nonprofit organizations, preferably to another society having similar purposes who could continue serving the society’s membership. Approval requires a majority vote of the members, either present or represented by proxy.

ARTICLE VIII (8) - AMENDMENTS TO THE BYLAWS

Amendments to these bylaws may be adopted at the annual meeting or at a special meeting of the members, by the affirmative vote of the majority of members present in person, or represented by proxy. Members will be notified of any proposed alteration of the bylaws and shall be provided with a copy of the proposed changes prior to the meeting at which they will be presented for adoption.

Adopted at the Annual Meeting, August 9, 2014
Article II A 3 was amended and adopted at the Annual Meeting, August 20, 2017

Send 11-21-2013
Your KIHA board vote is still needed

I have not received your vote yet on the following items.
Please let me submit your comments as soon as possible.
Leslie

Anne
Changes to Constitution (sent 11/12/13 due 11/20/13)
Changes to ByLaws (sent 11/15/2013, due 11/25/13)

Ila
Changes to Constitution (sent 11/12/13 due 11/20/13)
Changes to By-Laws (sent 11/15/2013, due 11/25/13)
Draft letter-building donation/Life membership (sent 11/17/13)
Automatic Life Membership with \$500 donation (sent 11/16/13)

Jeri
Changes to Constitution (sent 11/12/13 due 11/20/13)
Changes to By-Laws (sent 11/15/2013, due 11/25/13)
Draft letter-building donation/Life membership (sent 11/17/13)

Terri
Changes to Constitution (sent 11/12/13 due 11/20/13)
Changes to ByLaws (sent 11/15/2013, due 11/25/13)
Draft letter-building donation/Life membership (sent 11/17/13)

Fred
Changes to By-Laws (sent 11/15/2013, due 11/25/13)
Draft letter-building donation/Life membership (sent 11/17/13)
Automatic Life Membership with \$500 donation (sent 11/16/13)

TEXT FOR BY-LAWS CHANGE LETTER.

What could be more exciting than a re-write of our Constitution and By-Laws? That was the task we faced this winter as we took a new look at our official documents. You, the members, must approve these changes.

We undertook this task under the recommendation of Jerri Yoest who headed up our Strategic Planning Committee. Once we dug in we discovered that what we had was outdated, incomplete and in some cases, contradictory. The last update to the By-laws occurred in 2004 and a change in Board positions in 2013.

To help you sort out what originally appeared and what we are proposing, we put our SUGGESTIONS IN CAPITAL LETTERS, and the text we are removing has a ~~strike through~~.

COMMENTS ON FULL BYLAWS DRAFT PACKAGE

----- Original Message -----

From: Charles Herndon

To: KIHA

Sent: Friday, November 15, 2013 10:18 AM

Subject: Re: Final DRAFT By-Laws - comments due 11-25-2013

That is a lot of text- I have these comments. Re. the advisory board: I do not recall there ever being one. One certainly doesn't exist now.. I would eliminate any reference to it. If we decide later to have one, we can. Re. the limit on expenditures without a vote of the general membership: we should eliminate the \$5000 limit. We have been spending far more than that regularly with work on the church, and I believe will continue to incur unpredictable expenses which would easily go over that limit.

Chuck

----- Original Message -----

From: Pat Fresch

To: KIHA

Cc: Herndon, Chuck ; Behrends, Teri ; Eddowes, Anne ; Ritchie, Dee Dee ; Dick, Ila ; Yoest, Jeri ; Korenko, Leslie ; Walcott, Fred ; Herndon, Cindy

Sent: Friday, November 15, 2013 12:49 PM

Subject: Re: DRAFT Constitution Revision - comments due November 20, 2013

I feel that we should keep the By Laws and clear up the Constitution. I agree to the changes in the By Laws, but still think that we should send a report to the church as a courtesy. Thank you and Deedee for all your hard work in this matter.

----- Original Message -----

From: BEHRENT@nationwide.com

To: Klmuseum@msn.com

Sent: Thursday, November 21, 2013 1:37 PM

Subject: Re: Final DRAFT By-Laws - comments due 11-25-2013

I feel this is fine. Thanks, Teri

----- Original Message -----

From: kiila5@frontier.com

To: KIHA

Sent: Tuesday, November 26, 2013 1:29 PM

Subject: Re: Resending By-Laws

I agree with the proposed new language in the By-Laws. Ila

COMMENTS ON THE ORIGINAL SHORT PACKAGE.

----- Original Message -----

From: kiila5@frontier.com

To: Jeri Yoest ; Charles Herndon ; behrent@nationwide.com ; Pat Fresch ; Dee Dee Ritchie ; Leslie Korenko ; Fred Wolcott ; eddowes@earthlink.net

Sent: Wednesday, October 30, 2013 12:34 PM

Subject: Fw: Fw: KIHA - Questions on By-Laws sections - comments due November 15, 2013

----- Forwarded Message -----

From: Lois Brown <westwind2211@gmail.com>

To: "kiila5@frontier.com" <kiila5@frontier.com>

Sent: Monday, October 28, 2013 1:24 PM

Subject: Re: Fw: KIHA - Questions on By-Laws sections - comments due November 15, 2013

#1. The annual report was sent to Rev. Perl, pastor of the church when we obtained it. That is in records I am sure. It was so we maintained the church as it was intended. Sis was taking care of that when I was there. Since then, I have no idea.

#2. All past presidents were invited to continue attending meetings and, when necessary, give their ideas about any particular problem or large decision to be made. Their expertise was to help keep everyone on the right track, but could only recommend, not make any final decisions.

#3. It seems to me we tried to get more people to be on board. Some were not board members first, but would be IF they were willing to take an office. Once they were, they would automatically become a board member. At one time, you could NOT be elected to office UNLESS you were in

the organization for 2 years, and/or a board member. That was changed to elect from membership.

Hope this helps, but is about all I know as to rationale back then. We left the Island 10 years ago and the organization several years before that. Good luck to all. Lois

----- Original Message -----

From: Pat Fresch

To: jyoest@columbus.rr.com ; KIHA ; Anne Eddowes ; Charles Herndon ; ILA dICK ; Leslie Korenko ; ddarchiable@gmail.com ; beverly luck ; Walcott, Fred ; cindy herndon ; terri betzenheimer

Sent: Monday, October 28, 2013 2:08 PM

Subject: Re: KIHA - Quesitons on By-Laws sections - comments due November 15, 2013

1. It is my feeling that we should send a report to the church, establishing that we are following the deed intentions.
 2. The Advisory Board is questionable, would any of the past president be willing to be on this board?
 3. Electing officers from the general membership is a gray area, perhaps it was added as a fail safe in the past to ensure all offices were filled. I don't feel it would have a negative impact if removed.
- Hope you are all having a great day. Talk to you soon, Patti

----- Original Message -----

From: jyoest@columbus.rr.com

To: Pat Fresch ; KIHA ; Anne Eddowes ; Charles Herndon ; ILA dICK ; Leslie Korenko ; ddarchiable@gmail.com ; beverly luck ; Walcott, Fred ; cindy herndon ; terri betzenheimer

Sent: Monday, October 28, 2013 1:22 PM

Subject: Re: KIHA - Quesitons on By-Laws sections - comments due November 15, 2013

Could being on an Advisory Board have some prestige? The elder statesmen, if you will. Perhaps contacting Lois Brown for her input on this would be helpful. We're going to need a lot of hands going forward, and if this helps, then let's shine a light on it and continue. Of maybe this is where the current and/or past officers serve? By the way, who are the current officers?

Jeri

----- Original Message -----

From: Charles Herndon

To: KIHA ; Leslie Korenko ; terri betzenheimer ; Walcott, Fred ; Jeri Yoest ; ddarchiable@gmail.com ; Anne Eddowes ; ILA dICK ; Pat Fresch ; beverly luck ; cindy herndon

Sent: Saturday, October 26, 2013 3:13 PM

Subject: Re: KIHA - Quesitons on By-Laws sections - comments due November 15, 2013

I believe the deed for the property requires an annual report be sent to the NW Ohio.... I think this is to test our use of the church as a museum and to show that we are still a viable organization.

Let's can the advisory board. It may have been a good idea once, but I doubt it.

People not on the board should have no vote. Leslie, I think you were an officer before you were elected to the board. We were happy to have you, as we might be happy to have some one else serve in like fashion in the future.

Chuck

----- Original Message -----

From: KIHA

To: Herndon, Chuck ; Fresch Patti ; Behrends, Teri ; Eddowes, Anne; Ritchie, Dee Dee ; Dick, Ila ; Yoest, Jeri ; Korenko, Leslie ; Walcott, Fred

Sent: Saturday, October 26, 2013 8:34 AM

Subject: KIHA - Quesitons on By-Laws sections - comments due November 15, 2013

At the October meeting, DeeDee and I were formally appointed to the Nominating Committee - which, for the purposes of Strategic Planning, was put in charge of several administrative tasks relating to KIHA as an organization. Jeri recommended a review of the By-laws and Constitution as two of those tasks.

After reading the information that she provided, reviewing KIHA's By-Laws and Constitution, and reviewing the documents of several other organizations, DeeDee and I met and reviewed a draft package of revisions. After going through the By-Laws item by item, we discovered that this document was incomplete, out of date and requires updating to meet the requirements of this organization.

Before we circulate the proposed revised document, there are three items that require input from the Board.

1. *The annual report of the NW Ohio Assoc. of the United Church of Christ* - Does anyone know what this is and if we are still required to file this report? Roger Williams indicated that he has never filed this report, but the bylaws make it the Secretary's responsibility.
2. *The Advisory Board - the bylaws indicated that there shall be a board that advises, works on events, but has no vote, consisting of past Presidents only.* Is this Board still needed and what is the point if they don't have a vote and no official standing except as advisors. If they do not attend meetings, they will not know what is happening with KIHA and if we need advice or assistance, wouldn't we contact them anyway? Would removing this section impact the organization?
3. *The Board may elect officers from the general membership.* Have we ever had an Officer that was not a Board Member? Should this stay in the By-Laws? If so, we need to clarify if they have a vote and count in the quorum. (ex. With 2 officers elected from the membership, this brings the Officers & Board Members from 9 to 11, the quorum changes from 5 to 6, likewise the majority vote changes from 5 to 6.) Why would anyone serve as an officer if they do not have a vote?

Both DeeDee and myself request that you comment on these three items so a final package can be circulated for review. It is our goal to handle the discussions and reach consensus by email in the next few weeks in order that we can avoid lengthy, repetitive discussions at the spring meeting.

Please respond with your comments by November 15, 2013 so that we may move ahead with this project. Any changes to the By-Laws will need to be approved by the membership at the Annual Meeting.

Thank you - Leslie Korenko (chair - Nominating Committee for Strategic Planning).

----- Original Message -----

From: KIHA

To: Herndon, Chuck ; Fresch Patti ; Behrends, Teri ; Eddowes, Anne ; Ritchie, Dee Dee ; Dick, Ila ; Yoest, Jeri ; Korenko, Leslie ; Walcott, Fred

Cc: Herndon, Cindy

Sent: Friday, November 15, 2013 8:55 AM

Subject: Final DRAFT By-Laws - comments due 11-25-2013

To the KIHA Board -

After reviewing the comments (see my October 26 request for comments), attached, in PDF, is the final DRAFT document for updating the KIHA By-Laws. At the end of this document are items deleted from the By-Laws, but recommended for revision and inclusion in the Standing Rules.

Please have your comments back to me in 10 days, no later than November 25, 2013

If you have any problems opening this document, please let me know and I will resend in Word format.

To make it easy to track the changes:

Regular text = The original wording of the by-laws

~~Strikeout~~ = Text that is being deleted

CAPITAL LETTTERS = new text being added

HIGHLIGHTED TEXT = Explanations and comment – will not be part of the by-laws.

Bylaws are a negotiated agreement. There is no single format that must be followed; however, bylaws often address the authorized number of board members and terms, voting rights and privileges, approved business activities, appointment of officers and establishment of committees, quorum percentages, annual meeting frequency, procedure for amending the bylaws and for dissolving the organization, and other issues that are part of the management of the organization as a whole.

PDF ATTACHMENT:

**PROPOSED BY-LAWS
KELLEYS ISLAND HISTORICAL ASSOCIATION, INC.**

ARTICLE I (1) - MEMBERSHIP AND DUES

- A. Any person interested in the history of Kelleys Island who applies for membership and tenders the necessary dues ~~shall thereby~~ MAY become a member.
- B. Annual dues for individual members shall be SET BY THE BOARD FROM TIME TO TIME. ~~ten dollars (\$10.00); for family memberships twenty five dollars (\$25.00). Family memberships include children who have not reached the age of 18. Patron memberships shall be one hundred dollars (\$100.00) per year.~~
- C. ~~Life memberships shall be five hundred dollars (\$500.00) and include spouses.~~
- C. ~~January 1st through December 31st shall constitute the "membership year."~~
- E. ~~November 1st through October 31st shall constitute the "fiscal year."~~ **MOVED TO TREASURER SECTION**

ARTICLE II (2) - OFFICERS AND BOARD OF DIRECTORS

- A. ~~The~~ BOARD OF DIRECTORS
 - 1. THE MANAGEMENT AND DIRECTION OF THE AFFAIRS AND PROPERTY OF THE KELLEYS ISLAND HISTORICAL ASSOCIATION (KIHA), SHALL BE VESTED IN A BOARD OF DIRECTORS (THE BOARD), AND ALL THE POWERS OF THE ASSOCIATION SHALL VEST IN AND MAY BE EXERCISED BY THE BOARD.
 - 2. THE BOARD SHALL CONSIST OF NINE (9) MEMBERS IN GOOD STANDING, TO BE elected at the Annual Meeting BY A MAJORITY OF THE MEMBERSHIP PRESENT AND/OR REPRESENTED BY PROXY.
 - 3. BOARD MEMBERS SERVE FOR THREE YEARS.
 - 4. ANY BOARD MEMBER MAY, WITH OR WITHOUT CAUSE, BE REMOVED BY VOTE OF A MAJORITY OF THE BOARD. **THIS PROBLEM AROSE PREVIOUSLY WHEN BOARD MEMBERS WRE APPOINTED BUT NEVER ATTENDED A MEETING.**
 - 5. ANY BOARD MEMBER OR OFFICER MAY RESIGN AT ANY TIME. SUCH RESIGNATION SHALL BE MADE VERBALLY AT A KIHA MEETING OR IN WRITING AND SHALL TAKE AFFECT UPON RECEIPT OF SUCH NOTICE BY THE BOARD.
- B. ELECTION OF BOARD MEMBERS
 - 1. If a member wishes to nominate him/herself, or another member for ~~an open~~ seat on the Board, the member shall provide the name of his/her proposed candidate to the Nominating Committee no later than ~~July 15th~~ JUNE 5, OR 45 DAYS PRIOR TO ~~before~~ the annual Meeting in August.
 - 2. The slate chosen by the Nominating Committee shall be comprised of members in good standing who possess an interest in furthering KIHA objectives.
 - 3. Only one person from an immediate family residing in the same household shall serve on the Board.
 - 4. No nominations will be taken from the floor (SEE B-1 ABOVE).
 - 5. Proxy ballots shall be mailed AT LEAST 30 DAYS ~~a month~~ before the Annual Meeting. Official proxy ballots must be signed and dated by the member and either mailed to KIHA, or DELIVERED TO THE MUSEUM, or PRESENTED AT the Annual Meeting ~~sent with an attending member.~~ **NOTE THAT IN 2013 THE ANNUAL MEETING WAS AUGUST 10, BUT THE DEADLINE FOR SUBMITTING NAMES WAS JULY 15.**

~~BALLOTS HAD TO BE MAILED BY JULY 10 (ONE MONTH) WHICH PRECEDED THE PRESENTATION OF A SLATE. MORE TIME IS NEEDED TO GET THE BALLOTS BACK AS SEVERAL CAME IN AFTER THE MEETING.~~

6. NO BOARD MEMBER OR OFFICER SHALL RECEIVE ANY COMPENSATION FOR HIS SERVICES AS SUCH.

ARTICLE III (3) - OFFICERS

~~THE BOARD OF DIRECTORS AND OFFICERS WERE PREVIOUSLY COMBINED INTO ONE SECTION.~~

- A. OFFICERS SERVE FOR ONE YEAR AND ~~should~~ SHALL be elected ~~from~~ BY the Board of Directors ~~except~~ AT THE FIRST MEETING AFTER THE ANNUAL MEETING AND SHALL CONSIST OF A PRESIDENT, VICE-PRESIDENT, RECORDING SECRETARY, CORRESPONDING SECRETARY AND TREASURER.
- B. The President and Vice President must be elected from the Board of Directors.
- C. The Board may elect the remaining officers from the general membership, HOWEVER NON-BOARD OFFICERS DO NOT HAVE A VOTE AT MEETINGS AND THEIR PRESENCE IS NOT COUNTED IN DETERMINING A QUORUM.
- D. IF ~~no~~ a Board Member is UNable to fulfill the duties of the office, THE VACANCY ~~They~~ shall be elected FILLED at the first Board Meeting following the ~~Annual Meeting~~ VACANCY. ~~and shall hold office for one year.~~ THE NEWLY ELECTED BOARD MEMBER SHALL OCCUPY THE REMAINING UNEXPIRED TERM.
- E. Officers shall be:

1. **President** - Convenes and conducts meetings, represents the Association in matters of negotiation and public relations AND HAS THE GENERAL SUPERVISION OF THE AFFAIRS OF KIHA. THE PRESIDENT SHALL ACT AS STATUTORY AGENT FOR KIHA. THE PRESIDENT MAY ESTABLISH COMMITTEES OR FILL VACANCIES ON COMMITTEES AS NEEDED.
2. **Vice President** - Convenes and conducts meetings in the President's absence, ~~oversees the selection of speakers for the general membership meetings and Butterfly Festival, and oversees the coordination of all events~~ AND PERFORMS SUCH OTHER DUTIES AS THE PRESIDENT OR BOARD SHALL, FROM TIME TO TIME, PRESCRIBE.
3. **Recording Secretary** - Keeps the minutes and records of Association business, ~~submits report to the Northwest Ohio Association of the United Church of Christ.~~

~~ROGER HAS BEEN SECRETARY FOR 6 YEARS AND HAS NEVER FILED THE REPORT, NOR RECEIVED A REQUEST FOR THE REPORT. IT DOES NOT NEED TO APPEAR IN THE BY-LAWS FOR THE REPORT TO BE FILED.~~

4. **Treasurer** - KEEPS FULL AND ACCURATE ACCOUNTS OF RECEIPTS AND DISBURSEMENTS IN BOOKS BELONGING TO KIHA AND SHALL DEPOSIT ALL MONIES AND ALL OTHER VALUABLE EFFECTS IN THE NAME AND TO THE CREDIT OF KIHA ~~Keeps financial records~~ and reports to the Board. THE outgoing Treasurer is responsible for duties through THE end of fiscal year. THE new Treasurer term begins with THE fiscal year (SEE ARTICLE I-E ABOVE).THE TREASURER SHALL PRESENT, AT THE ANNUAL MEETING OR WHENEVER REQUESTED, AN ACCOUNT OF KIHA TRANSACTIONS AND OF THE FISCAL CONDITION OF KIHA. THE TREASURER SHALL BE RESPONSIBLE FOR THE TIMELY FILING OF ALL FEDERAL AND STATE RETURNS.
 5. NOVEMBER 1ST THROUGH OCTOBER 31ST SHALL CONSTITUTE THE "FISCAL YEAR."
 6. **Corresponding Secretary** - Oversees the handling of mail, memorials, donations, memberships, and newsletters.
- ~~F. The Advisory Board shall consist of past presidents of the Association who remain members in good standing. Advisory Board members may offer counsel, work on Association events and projects, but shall not vote as Board Members. MOVED TO STANDING RULES~~

ARTICLE IV (4) - QUORUM/MEETINGS SCHEDULE

- A. ANNUAL MEETING
 1. ONE ANNUAL MEETING SHALL BE HELD EACH YEAR GENERALLY IN AUGUST.
 2. Twenty members or 20% of membership shall be a quorum for the Annual Meeting REPRESENTED BY PROXY VOTES AND MEMBERS PRESENT.
 3. EACH MEMBERSHIP IS ENTITLED TO ONE VOTE AT THE ANNUAL MEETING

B. BOARD MEETINGS

1. A majority of Board Members ~~present (4)~~ (5) at a Board Meeting shall constitute a quorum.
2. Board Meetings shall be held when necessary.
3. MEETINGS MAY BE CALLED BY THE PRESIDENT, OR BY A MAJORITY OF THE BOARD MEMBERS. ~~Two general meetings may be held each year at the discretion of the Board and the Annual Meeting shall be held in August.~~
4. IN THE ABSENCE OF A QUORUM, THE BOARD MAY CONTINUE THE MEETING AS A WORK SESSION, HOWEVER NO DECISIONS REQUIRING A VOTE MAY BE MADE AND MINUTES OF THE WORK SESSION SHALL BE KEPT. A WORK SESSION MAY ALSO BE CALLED FOR FACT GATHERING, ASSIGNMENT OF TASKS FOR AN UPCOMING EVENT, OR TO GATHER INFORMATION FOR PRESENTATION AT THE NEXT REGULAR OR SPECIAL MEETING AT WHICH A QUORUM IS PRESENT.

Standing Committees

All Committees shall be appointed by the President and shall serve at the discretion of the President.

~~A. Nominating—Contacts and recruits prospective Board members from the roster of active members.~~

~~B. Ways and Means—Responsible for fund-raising events and gift shop.~~

~~C. Acquisition and Display—Develops and implements policy for acquiring items for the museum with the approval of the Board of Directors, determines appropriateness and acceptability of items to be donated to the Association collection.~~

~~D. Education—Develops and implements programs and activities which promote interest and education.~~

~~SEE SECTION III(E)(1) PRESIDENT ESTABLISHES COMMITTEES AS NEEDED.~~

Expenditures

~~A. The Board of Directors shall be limited to expenditures not to exceed \$5,000. per expense with the exception of the gift shop. The gift shop start-up budget shall be limited to 50% of the previous year's gift shop expenditures or \$10,000. whichever is less. The Board must approve this initial budget before expenditures are made.~~

~~B. All other expenditures, over \$5,000. must be approved by not less than 51% of the membership present at a General, Annual, or Special Meeting.~~

~~C. No expenses shall be incurred unless funds are available.~~

~~NOT BY-LAWS MATERIAL, SHOULD BE STANDING RULES~~

ARTICLE V (5) – ARTIFACTS AND COLLECTIONS

THE ASSOCIATION HAS THE AUTHORITY TO ACCEPT DONATIONS OF ARTIFACTS AND ITEMS PERTINENT TO THE HISTORY OF THE ISLAND AND TO REVIEW THEM FOR SUITABILITY FOR INCLUSION IN DISPLAYS OR REFERENCE ARCHIVES. ITEMS ACCEPTED INTO THE COLLECTION WILL BE CONSIDERED THE PROPERTY OF THE ASSOCIATION AND WILL BE USED AND SHARED AT ITS DISCRETION.

ARTICLE VI (6) - PUBLICITY AND PRIVACY

A. ANY PUBLICITY COPY OR STATEMENTS CONTAINING REFERENCE TO, OR SPECIFYING, THE LETTERS “KIHA” OR THE WORDS, “KELLEYS ISLAND HISTORICAL ASSOCIATION” OR “KELLEYS ISLAND HISTORICAL MUSEUM” SHALL BE REQUIRED TO HAVE THE APPROVAL OF THE PRESIDENT AND VICE PRESIDENT. THE PRESIDENT IS THE FIRST CONTACT FOR THE MEDIA.

B. THE MEMBERSHIP LIST OF THE ASSOCIATION SHALL NOT BE MADE AVAILABLE TO ANY OTHER ORGANIZATION OR INDIVIDUAL OUTSIDE OF THE BOARD MEMBERS, EXCEPT BY A MAJORITY VOTE OF THE BOARD AUTHORIZING SUCH DISCLOSURE.

ARTICLE VII (7) - DISBANDMENT OF THE ASSOCIATION

~~THE IRS REQUIRES NON-PROFIT ORGANIZATIONS IDENTIFY WHO SHOULD GET ASSETS OF CORPORATION IF IT DISSOLVES.~~

IN THE EVENT OF DISSOLUTION OF THIS CORPORATION, DISTRIBUTION OF ASSETS REMAINING AFTER PAYMENT OF ALL LIABILITIES SHALL BE DETERMINED BY DIRECTION OF THE MEMBERS AT A MEETING CALLED FOR THAT PURPOSE AND UPON RECOMMENDATION OF THE BOARD OF DIRECTORS. RECIPIENTS OF SAID DISTRIBUTION IN DISSOLUTION SHALL BE LIMITED TO RECOGNIZED NONPROFIT ORGANIZATIONS, PREFERABLY TO ANOTHER SOCIETY

HAVING SIMILAR PURPOSES WHO COULD CONTINUE SERVING THE SOCIETY'S MEMBERSHIP. APPROVAL REQUIRES A MAJORITY VOTE OF THE MEMBERS, EITHER PRESENT OR REPRESENTED BY PROXY.

ARTICLE VIII (8) - AMENDMENTS TO THE BYLAWS

AMENDMENTS TO THESE BYLAWS MAY BE ADOPTED AT THE ANNUAL MEETING OR AT A SPECIAL MEETING OF THE MEMBERS, BY THE AFFIRMATIVE VOTE OF THE MAJORITY OF MEMBERS PRESENT IN PERSON, OR REPRESENTED BY PROXY. MEMBERS WILL BE NOTIFIED OF ANY PROPOSED ALTERATION OF THE BYLAWS AND SHALL BE PROVIDED WITH A COPY OF THE PROPOSED CHANGES PRIOR TO THE MEETING AT WHICH THEY WILL BE PRESENTED FOR ADOPTION.

THERE WERE NO PREVIOUS GUIDELINES FOR AMENDING THE BYLAWS IN THE BYLAWS, BUT THERE WAS A REQUIREMENT IN THE CONSTITUTION FOR AMENDING THE BYLAWS:
REVISIONS

A. Revisions to this Constitution may be made at the Annual or at a Special Meeting of the general membership with prior study by the Board of Directors.

B. A vote of 75% of the members present at the will be required to change the Constitution or By-Laws.

END OF DRAFT BY-LAWS

ITEMS TO BE REVIEWED AND ADDED TO STANDING RULES

Standing rules are administrative in nature and establish specifics for conduct, such as the time, date and frequency of meetings, procedures for fulfilling bylaws requirements, establishing regular work guidelines, setting salaries, etc.

Standing Rules track decisions we have made about how we do our day-to-day business. Standing Rules should contain a list of clarifications that the Board has adopted.

These items appeared in the By-Laws, but should be revisited and included in Standing Rules.

F. The Advisory Board shall consist of past presidents of the Association who remain members in good standing. Advisory Board members may offer counsel, work on Association events and projects, but shall not vote as Board Members.

Standing Committees

All Committees shall be appointed by the President and shall serve at the discretion of the President.

- A. Nominating- Contacts and recruits prospective Board members from the roster of active members.
- B. Ways and Means- Responsible for fund-raising events and gift shop.
- C. Acquisition and Display- Develops and implements policy for acquiring items for the museum with the approval of the Board of Directors, determines appropriateness and acceptability of items to be donated to the Association collection.
- D. Education- Develops and implements programs and activities which promote interest and education.

Expenditures

- A. The Board of Directors shall be limited to expenditures not to exceed \$5,000. per expense with the exception of the gift shop. The gift shop start-up budget shall be limited to 50% of the previous year's gift shop expenditures or \$10,000. whichever is less. The Board must approve this initial budget before expenditures are made.
- B. All other expenditures, over \$5,000. must be approved by not less than 51% of the membership present at a General, Annual, or Special Meeting.
- C. No expenses shall be incurred unless funds are available.

(From By-Laws revision 06/03/04)

STANDING RULES

I arranged the Standing Rules to reflect sections of the bylaws that are being clarified. These are the decisions that the Board makes to clarify items or establish procedures.

BACKGROUND:

Why do we need Standing Rules?

Organizations Benefit from establishing formal rules to fairly and effectively manage operations. Two types of governing instruments, bylaws and standing rules, detail specific policies and procedures to be followed by decision-makers in the conduct of business. Despite having the same functional objective, however, these two instruments complement each other and are not interchangeable.

Bylaws are the written rules agreed upon by the people in charge of an organization to formalize how decisions can be made and business conducted. The adoption of bylaws indicates a commitment to following a certain parliamentary procedure and, as explained by Encyclopedia Britannica, the "generally accepted rules, precedents, and practices commonly employed in the governance of deliberative assemblies."

After adopting a set of bylaws, an organization can decide to further supplement and clarify the bylaws. Standing rules are rules or resolutions that are of a continuing (or standing) nature. These rules deal only with administrative matters and function under the umbrella of the organization's bylaws.

Key Features

Bylaws are a negotiated agreement. There is no single format that must be followed; however, bylaws often address the authorized number of board members and terms, voting rights and privileges, approved business activities, appointment of officers and establishment of committees, quorum percentages, annual meeting frequency, procedure for amending the bylaws and for dissolving the organization, and other issues that are part of the management of the organization as a whole.

Standing rules are administrative and establish specifics for conduct, such as the time, date and frequency of committee meetings or the use of petty cash.

STANDING RULES

ARTICLE I - MEMBERSHIP

- d. Life Members. The By-Laws indicate that Life Memberships include spouses. In the event that spouses should separate, does the separated spouse become a life member in his/her own right and how does this affect a new spouse? After much discussion, it was determined that the Member who achieved Life Membership through a spouse, continues retains that Life Membership and if the original Life Member remarries, that new spouse gets a Life Membership. (July 7, 2013 meeting)

ARTICLE II – BOARD OF DIRECTORS

6. It was noted that the Members do not actually get the chance to vote but were required to designate a current Board Member to cast their votes for them at their discretion. After much discussion, it was determined that the ballots should allow the Members to cast their own votes, or designate a current Board Member to cast their votes for them. (7-7-2013 meeting)

ARTICLE III - STANDING COMMITTEES

- E. Duties of the Officers
1. The President shall establish committees and appoint chairpersons.
 2. Committees shall include, but not be limited to:

- a. Nominating Committee - Contacts and recruits prospective Board members from the roster of active members.
- b. Ways and Means - Responsible for fund-raising events and gift shop.
- c. Acquisition and Display - Develops and implements policy for acquiring items for the museum with the approval of the Board of Directors, determines appropriateness and acceptability of items to be donated to the Association collection.
- d. Education - Develops and implements programs and activities which promote interest and education. (6-8-2013)
- e. Strategic Planning – Identify and prioritize plans for the organization, prepare and present plans for dealing with repairs to buildings, accepting and disposing of donations, and assuring compliance with rules and regulations governing museums and non-profit organizations. (8-10-2013 meeting)
- f. Advisory Board - that shall consist of past presidents of the Association who remain members in good standing. Advisory Board members may offer counsel, work on Association events and projects, but shall not vote as Board Members. (By-Laws adopted 6-3-2004)

ARTICLE IV – BOARD MEETINGS

B. BOARD MEETINGS

1. A majority of Board Members ~~present (4)~~ (5) at a Board Meeting shall constitute a quorum.
While it is the intention that KIHA business be conducted at Board meetings, due to the seasonal nature of presence on the island and the occasional short deadline to make decisions, votes on deadline items may be taken by email or telephone, providing sufficient information is made available to make an educated decision. (meeting of 9-15-2013)

ARTICLE V (5) - SUNDRY PROVISIONS

Under the Articles of Incorporation, KIHA has the authority to ‘raise funds.’ This sections deals with the various methods that KIHA can raise funds.

GIFT SHOP - At various times, the operations of the Gift Shop have been reviewed and guidelines established.

1. **ORDERING STOCK/SALARY** – The salary for managing the gift shop is \$1100 a year. Contractor’s are required to pay Self Employment tax. To offset this expense the contract amount was increased by \$100 from the original contract wage. (6-8-2013 meeting)

NOTE THAT THIS IS A CONFLICT WITH THE BYLAWS:

A. The Board of Directors shall be limited to expenditures not to exceed \$5,000. per expense with the exception of the gift shop. The gift shop start-up budget shall be limited to 50% of the previous year’s gift shop expenditures or \$10,000. whichever is less. The Board must approve this initial budget before expenditures are made. (revised 06/03/04)

2. **FINANCIAL** – To assure the smooth operation of the Gift Shop, the following ordering procedure was established:
 - a. Small purchases, where invoice does not exceed \$100, do not need prior approval. However, as a courtesy, the President would like to review new items, prior to purchasing.
 - b. Large purchases, where invoice exceeds \$100, Board approval is necessary. The items and descriptions and price should be sent to President, who will secure Board approval by email or at a meeting, whichever is more expedient.
 - c. The Gift Shop budget shall not exceed \$2,500 without prior approval of the Board. (6-8-2013 meeting)

- d. No more than \$200 shall be stored overnight in the cash register. (7-7-2007 meeting)

RENTAL OF BUILDINGS

- A. The fee for renting either the Church or the Parsonage is \$250.00 (for the day). The church is suitable for weddings, meetings and funerals. However, use of the yards is NOT included in the rental. This means there will be no outside receptions on the grounds. (6-8-2013 meeting)
- B. A contract/agreement must be signed by the applicant. (6-8-2013 meeting)
- C. The rental form should appear on the Website. (6-8-2013 meeting)
- D. A deposit of \$200 is required along with the rental fee to confirm the reservation. (9-15-2013 meeting)

ARTICLE VI (6) – ARTIFACTS AND COLLECTIONS

ACQUISITION PROCEDURES - Under the Articles of Incorporation, KIHA has the authority to 'collect contributions' and to provide education material and functions to the general public.

Since various people accept donations, the following procedures were established:

- A. When a donation is received, a donation form must be completed. Encourage the donator to include a story about the item. (6-8-2013 meeting)
- B. The donation and sheet should be put into the secured cage area, or on the table outside of the cage. (6-8-2013 meeting)
- C. The donation should be approved by THREE Board members (any three will do). (6-8-2013 meeting)
- D. The item cannot be put on display until it is approved, logged in, tagged and photographed. (6-8-2013 meeting)

USE AND DUPLICATION OF COLLECTION

MISCELLANEOUS ITEMS

FACEBOOK (search: Kelleys Island History Museum on www.facebook.com)

- A. Facebook page should be updated weekly during the summer with small items of interest and information. (6-8-2013 meeting)
- b. Care should be taken to assure the hours in the heading are accurate as the season and hours change. (6-8-2013 meeting)

WEBSITE

The website is currently owned by KIHA, but managed by Delores Cole. A new website was unveiled in September 2013. We do, however, have the capability of making small changes to the website.