



# Champaign County Historical Society

## ORGANIZATIONAL BY-LAWS

### ARTICLE I – NAME

1. The name of this organization is Champaign County Historical Society (hereinafter CCHS). It is a 501(c)(3) nonprofit organization and exists under the laws of the State of Ohio.

### ARTICLE II – MISSION

1. The Champaign County Historical Society collects, preserves, and interprets relevant artifacts, documents, and other resources from Champaign County to educate current and future generations about our history.

### ARTICLE III – DIVERSITY, EQUITY, AND INCLUSION STATEMENT

1. CCHS is committed to building and sustaining a diverse and inclusive community by addressing barriers to full inclusion of historically underrepresented groups. We strive to represent all history in our collections. Recognizing that multiple voices and perspectives enrich our work, we embrace a broad definition of diversity and are dedicated to ensuring an environment where differences are valued and respected and where all members of our community are wholly engaged participants in our mission.

### ARTICLE IV – MEMBERSHIP

1. The membership of CCHS shall consist of all persons who have paid the annual dues established by the Board of Trustees.
2. For the purpose of fixing annual or other dues, the Board of Trustees may divide the membership into membership levels, but such divisions shall not affect the voting rights of members as set forth.
3. At the CCHS Annual Membership Meeting, each membership, regardless of the number of people included in the membership, shall be entitled to one vote. Communication will be sent to all active members in advance of the meeting detailing nominations and changes in the by-laws to be voted on at the meeting and

members will have the option of voting in person at the meeting or coming into the museum to vote. Votes will be accepted from the day after the information is sent out until the completion of the annual meeting. The annual membership meeting shall be in January.

4. Non-payment of annual membership dues will result in termination of membership.
5. All board meetings are open to members and the public, unless called for a closed purpose, per *Robert's Rules of Order* or the need for an Executive Sessions.

## **ARTICLE V - MEMBERSHIP REVOCATION AND DENIAL**

1. The Board of Trustees of the Champaign County Historical Society reserves the right to deny or revoke membership at its sole discretion if it determines that such action is in the best interests of the organization. Reasons for denial or revocation may include, but are not limited to:
  - a) Conduct that is detrimental to the mission, values, or reputation of CCHS
  - b) Failure to adhere to the organization's bylaws, policies, or codes of conduct
  - c) Non-payment of membership dues, if applicable, within a specified period
  - d) Providing false or misleading information in the membership application process
2. Before denying or revoking membership, the Board will notify the individual in question and provide an opportunity for the individual to respond in writing. The decision of the Board will be final and binding.
3. This policy is intended to ensure that the organization maintains a collaborative and mission-aligned membership base.
4. Should the board decide to revoke membership, the membership dues will not be refunded.

## **ARTICLE VI – BOARD OF TRUSTEES**

1. The governing body of the CCHS shall be a Board of Trustees composed of not more than fifteen (15) members in good standing, including members serving as officers. Trustees shall serve for terms of two (2) years.
2. The board of trustees shall consist of four (4) officers plus no fewer than five (5) and no more than eleven (11) members of the society, a majority of whom must be residents of Champaign County. Trustees shall be elected to serve a term of two (2) years with approximately half being elected each year. The Champaign County Commissioners have a permanent non-voting seat on the Board of Trustees.

3. Any Trustee who is absent without notice for three (3) consecutive regularly scheduled meetings shall be deemed to have resigned as a member of the Board and cease to be a member thereof on the date of the third absence. Notification of an absence must be made to the President, Director, or Secretary.
4. A Trustee may be removed from office for cause, including incompetency, violation of the Code of Ethics, neglect of duty, or malfeasance in office. Such removal will be made by the Board of Trustees through a vote of the majority of the total number of Trustees, excluding the Trustee facing removal, at any meeting, special or regular, of the Board of Trustees.
5. Nominations for new Board of Trustees members shall be presented to the Board by committee chairs and Trustees before the August meeting. The Board of Trustees will vote on nominations at the October meeting.
6. Any two (2) family members related by blood or marriage or residing within the same household may not serve as a Trustee at the same time.
7. Trustees are limited to serving three consecutive 2-year terms. After a year off, they may return for another three consecutive 2-year terms. Each board member is limited to a maximum of 12 total years of service on the board.
8. Each regular and voting Board of Trustees member must sign the Code of Ethics and Conflict of Interest Form at the start of each new year.

## **ARTICLE VII – MEETINGS**

1. Regular board meetings will occur on the fourth Wednesday of each month unless changed by board agreement. Exceptions are November, when the board shall meet on Wednesday the week prior to or after Thanksgiving and January, when the board shall meet the Wednesday prior to the annual membership meeting. No meeting shall be held in December.
2. All meetings will be held at the museum unless otherwise specified. Notice of regular board meetings and annual membership meetings shall be given by organizational channels, i.e. email and newsletter, at least thirty-six (36) hours in advance. Special meetings may be called by the president or by written request of a board quorum and require at least twenty-four (24) hours advance notice.
3. Fifty-one percent (51%) of the current board members shall constitute a quorum to enable business to be conducted; a majority of those voting shall be necessary to pass motions.

4. Nothing in these By-Laws is intended to preclude the use of electronic, audio, or video conference and communication equipment for convening and/or conducting any Board or Committee business, provided that such equipment enables all persons participating in the meeting to communicate with one another and it is deemed appropriate and necessary by the President of the Board or convening Committee Chair.
5. Meetings shall be conducted in an orderly fashion. Conflicts in procedures shall be resolved in accordance with the current edition of *Robert's Rules of Order*.

## **ARTICLE VIII – OFFICERS**

1. The President shall preside at all meetings of the membership of the Champaign County Historical Society and all meetings of the Board of Trustees. The President shall have all other duties and powers assigned to the President by these by-laws, and such duties and powers as are reasonably necessary to carry out the functions of the office.
2. The Vice-President shall perform the duties assigned by the President and shall preside in the absence or disability of the President.
3. The Treasurer shall make and keep a permanent record of all monies of the CCHS and all transactions involving money of the organization. The Treasurer shall report the financial affairs as required by the Board of Trustees at all regular meetings of the Board of Trustees.
4. The Secretary shall make and keep a permanent record of all business transacted by any meeting of the Board of Trustees and shall maintain a permanent file of all official correspondence.
5. Election pattern of officers shall be: President and Treasurer on even years; Secretary and Vice President on odd years. If the need arises to replace an officer, that member shall fill the remaining term, but will not change the rotation pattern.

## **ARTICLE IX – DIRECTOR**

1. The Board of Trustees will retain a Director, who shall be accountable to and serve under the general supervision of the President of the Board of Trustees. The Director shall be responsible for the supervision of the collecting, preserving, exhibiting, and educating activities of CCHS. They shall be responsible for carrying out the policy of CCHS for planning, and day-to-day management in accordance with such policy and in following the job description set forth by the Board of Trustees.

2. The Director shall have responsibility for the hiring and supervision of paid and unpaid staff and volunteers in the performance of their duties.
3. The Director will present a report to the Board of Trustees at all regular meetings of the Board of Trustees.
4. In the event of the resignation or removal of the Director, the Board of Trustees may appoint an Interim or Acting Director to serve until a replacement is hired.

## **ARTICLE X – FINANCES**

1. The fiscal year for CCHS will start January 1 and end on December 31 each year.
2. The Board of Trustees shall commission, review, and approve an annual audit of CCHS's finances.
3. The Board of Trustees shall commission, review, and approve an external audit upon the transition to a new Treasurer.
4. Financial reports are available to members or the public either on request or within two weeks of request, with information about specific donations or membership information appropriately redacted.

## **ARTICLE XI – COMMITTEES**

1. The Board of Trustees shall have the power to create, revoke, or modify any committee deemed necessary.
2. The President shall appoint Committee Chairpersons. Each committee shall have a minimum of three (3) members. All committees are encouraged to include non-board members, and all committees must report the names of committee members to the Board of Trustees.
3. All committees shall report to the Board of Trustees at the regular meetings of the Board. Minutes must be taken and maintained with the organizational records.
4. The President and the Director are each an *ex officio* member of every committee.

## **ARTICLE XII – DISSOLUTION**

1. In the event of dissolution of the Champaign County Historical Society, its assets remaining after the payment of legal obligations shall be distributed to such organization or organizations qualified under the current Section 501(c)(3) of the

Internal Revenue Code as the Board of Trustees shall determine in consultation with the Champaign County Commissioners.

### **ARTICLE XIII – BY-LAW CHANGES**

1. These By-Laws may be amended at any meeting of CCHS when notice of such amendment has been given to the membership with the notice of meeting, at least 36 hours in advance and upon vote of a majority of the Board of Trustees.

### **ARTICLE XIV – INDEMNIFICATION**

1. Any person made a party to any action, suit, or proceeding by reason of the fact that he or she is or was a Trustee, officer, or employee of the Champaign County Historical Society, shall be indemnified by the Society against the reasonable expenses, including attorneys' fees, actually, and necessarily incurred by such person in connection with the defense of such action, suit, or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding, or in any action, suit, or proceeding initiated by the Board of Trustees, that such officer, Trustee, or employee is liable for negligence or misconduct in the performance of his or her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Trustee, officer, or employee may be entitled. Any amount payable by way of indemnity shall be determined and paid in accordance with the applicable laws of the State of Ohio, or in such other manner as the Society may determine not inconsistent with any applicable provisions of the By-laws or a resolution in a specific case.

**Adopted: February 1, 2026**