

**CONSTITUTION**  
of the  
**Bremen Area Historical Society**  
**2012**

**ARTICLE I - NAME**

**BREMEN AREA HISTORICAL SOCIETY**

**ARTICLE II - PURPOSE**

1. Said organization is organized exclusively for charitable, religious, educational, or scientific purposes under #501 (C) (3) of the Internal Revenue Code.
2. To promote an interest in history in general and in the history of the Bremen area in particular. To foster this interest by providing programs and events of an historical nature. To promote, encourage and facilitate preservation and restoration of property, both personal and real, that the Society deems historically significant to the Bremen, Ohio, area; to borrow money and pledge or mortgage assets of the Society; to solicit funds in the form of donations, grants or by fund raising activities and to accept or dispose of money or property, both personal or real, in furtherance of such purpose.
3. No part of the net earnings of the organization shall inure to the benefit of, or be distributed to members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensations for services rendered and to make payments and distributions in furtherance of the purposes set forth hereof.
4. No substantial part of the activities of the association shall be the carrying on of propaganda, or otherwise attempting to influence legislations, the organization shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.
5. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under #501 (C) (3) of the Code, or by an organization contributions to which are deductible under #170 (C) (2) of the Code.
6. Upon dissolution of the organization, the officers shall, after paying or making provisions for the payment of all the liabilities of the association, dispose of the remaining assets of the organization to such organizations organized and operated exclusively for charitable, education, religious or scientific purposes which at the time qualify as exempt organizations under #501 (C) (3) of the Code.

**ARTICLE III - MEMBERSHIP**

Any person, having an interest in furthering the purposes of the Society is welcome to become a member of the Society.

## **ARTICLE IV - DUES**

Dues shall be as set forth in the By-Laws.

## **ARTICLE V - VOTING**

Each member in good standing shall be entitled to one vote on any issue properly brought before the Society membership at large. There will be no voting by proxy or absentee voting.

Voting shall be orally or by show of hands at the discretion of the presiding officer. Voting may be by written ballot after proper motion, second and majority approval.

A quorum shall consist of 10% of the members.

## **ARTICLE VI BOARD OF DIRECTORS**

Except for the powers expressly given to the membership at large by this constitution, the business and affairs of the Bremen Area Historical Society shall be governed by the Board of Directors.

The Board of Directors shall consist of the officers, four trustees and the museum chair. The officers and trustees shall be elected by the members. The museum chair shall be appointed annually by the officers and trustees and serve at the pleasure of the Board. All directors shall be members in good standing of the Society.

There shall be an Executive Committee of the Board of Directors consisting of the officers. The Executive Committee shall exercise all of the power and authority of the Board of Directors between meetings of the Board of Directors, except the Committee is not empowered to amend the By-Laws of the Society, or to take action that is inconsistent with previous action taken by the Board of Directors.

The Board of Directors may create and assign duties to such other committees as it deems appropriate.

The nominations, election, terms and meetings of the Board of Directors shall be prescribed in the By-Laws.

## **ARTICLE VII OFFICERS**

The officers of the Society shall consist of a President, Vice President, Secretary, Treasurer and such other officers as the By-Laws may prescribe.

The officers of the Society shall be elected by the members present at the Annual Meeting of the members each year.

Officers must be members in good standing of the Society. The nominations, elections, terms and duties of the officers shall be prescribed in the By-Laws.

#### **ARTICLE VIII - MEETINGS OF THE MEMBERS**

At least one business meeting, the Annual Meeting, shall be held each year. The Annual Meeting shall be held in November. Additional meetings may be called by the President with the approval of the Board of Directors. All such meetings shall be held in Bremen, Ohio, at a time and place to be decided by the Board of Directors.

At least fifteen (15) days' notice of the time and place of the Annual Meeting and of the time, place and purpose of any other meeting of the members shall be given.

Ten percent (%) of the members of the Society constitute a quorum.

#### **ARTICLE IX BY-LAWS**

The Board of Directors shall adopt and may amend or modify the By-Laws of the Society.

The By-Laws shall provide for the rules required by the Constitution and may provide such other rules as the Board deems necessary for the governance of the Society provided that such rules are not inconsistent with the Constitution of the Society.

#### **ARTICLE X - ADOPTION OF AMENDMENT**

When adopted as prescribed in the previous Constitution of the Society, this Constitution shall supersede and replace the prior Constitution.

After such adoption, this constitution may be amended by a two-thirds (2/3) vote of the members present at the Annual Meeting or at any meeting called for that purpose, provided the amendment has been proposed by the Board of Trustees or by a committee authorized by the By-Laws or the Board of Trustees and a copy has been posted on the Society's website and made available to any member requesting it.

Members must have been provided with at least 30 days' notice of any voting on a proposed amendment to the Constitution.

President:

Vice President:

Secretary:

Treasurer:

**BY-LAWS**  
**of the**  
**BREMEN AREA HISTORICAL SOCIETY**  
Amended October 4, 2018

**ARTICLE I - OFFICERS**

Officers shall be those as prescribed in the Constitution. (An office may be shared by two people. Each person sharing an office shall have all the authority of that office whether acting jointly or separately.)

Officers shall perform the duties as prescribed by the By-Laws and such additional duties as assigned by the Board of Directors.

**PRESIDENT:** Shall be the Chief Executive Officer of the association and shall exercise general supervision over its interest and welfare.

He/she shall preside over all meetings of the members, Board of Directors and Executive Committee. He/she shall appoint all committees authorized by the By-Laws and be an ex-officio member of all committees. He/she shall be present at the Annual Meeting of the Bremen Area Historical Society.

**VICE PRESIDENT:** He/she shall preside over the meetings of the members, the Board of Directors and the Executive Committee if the President is unable to do so. Other duties of this office shall be as assigned by the President or the Board of Directors.

**SECRETARY:** He/she shall keep the records of the proceedings of the meetings of the members, the Board of Directors and the Executive Committee. He/she shall be the custodian of the records of the Society. The secretary's records shall be deposited at the Society's office at least annually for safe keeping and archiving.

**TREASURER:** He/she shall collect the dues, receive the funds of the Society and shall deposit them in accordance with the directions given by approval of the Board of Directors. He/she shall draw thereon by check, signed by the Treasurer and either the President or the Vice President, for the payment of the bills of the Society and shall make a report at each month to the Board of Directors or the President. The treasurer's records shall be deposited at the Society's office at least annually for safe keeping and archiving.

The Treasurer shall, at least annually, make the records of the Society available for an audit. Said audit shall be conducted according to the directions of the Board of Directors.

**ARTICLE II - BOARD OF DIRECTORS**

Regular meetings of the Board of Directors (BOD) shall be held as prescribed by the BOD.

Special meetings of the BOD may be called by the President. The President shall call a special meeting of the Board of Directors upon request of at least two members of the BOD. Reasonable notice of a special meeting shall be given and the purpose of the meeting shall be stated in the notice. No business except that stated in the notice may be transacted at the special meeting.

One-half of the entire membership of the Board of Directors, excluding vacancies, shall constitute a quorum.

### **ARTICLE III - EXECUTIVE COMMITTEE**

The Executive Committee shall consist of the President, Vice President, Secretary and Treasurer.

Executive Committee shall meet at the call of the President. Reasonable notice shall be given for such meeting. The purpose of the meeting need not be stated. If the President deems it necessary, the Executive Committee may act by telephone vote without prior notice being given.

Three members of the Executive Committee shall constitute a quorum.

Actions of the Executive Committee shall be reported to the Board of Directors at its next regular meeting.

### **ARTICLE IV - NOMINATIONS, ELECTIONS, TERMS AND VACANCIES OF OFFICERS AND TRUSTEES**

At its regular September meeting, in any year when officers or trustees will be elected, the Board of Directors shall elect a Nominating Committee, consisting of three members, two of whom shall be from the Board of Directors and one from the general membership. The Nominating Committee shall make a report of its nominations to the Board of Directors at its regular meeting in October. The Board of Directors shall immediately post the report to the Society's website.

Nominations, in addition to those made in the report, may be made only as follows:

Additional nominations of any member may be filed with the Secretary, provided the nomination is in writing, is signed by at least five members, has the written consent of the nominee, and is received by the Secretary prior to the opening of the Annual Meeting.

In the event that a person nominated becomes unable or unwilling to serve, the nomination shall be deemed withdrawn and other nominations for the position involved shall be called for at the annual meeting. A substitute nomination may then be made by the Nominating Committee, and nominations may be made from the floor.

If there is more than one nomination for a particular office or there are more nominees

for Trustees than there are positions as Trustees to be filled, the election for that office the elections of such Trustees shall be determined by plurality of valid, written ballots cast.

At the 2012 annual meeting a president, Vice President, Secretary and Treasurer shall be electing for a one year (interim) term. Said term shall be from January 1, 2013 to December 31, 2013.

At the 2012 annual meeting and every four years thereafter (i.e. 2016, 2020, 2024, etc.) four trustees shall be elected to serve a 4 year term. Said term shall begin January 1 of the calendar year following the annual meeting. Any trustee elected in 2012 or after, may serve up to 3 consecutive terms.

At the 2013 annual meeting and every four years thereafter (ie. 2017, 2021, 2025, etc.) a President, Vice President, Secretary and Treasurer shall be elected to serve a 4 year term. Said term shall begin January 1 of the calendar year following the annual meeting. Any officer elected in 2012 or after, may serve up to 3 consecutive four year terms.

A member of the Board of Directors may be removed from the Board following written notification from the Board and two-thirds approval of the Board of Directors.

If a vacancy occurs in the office of the President, the Vice President shall automatically become the President for the unexpired term. If a vacancy occurs in any other office or on the Board of Directors, the Board of Directors may elect a successor for the unexpired term.

#### **ARTICLE V - ASSOCIATION COMMITTEES**

There may be standing association committees and special committees of the association as the President or the Board of Directors deem necessary.

Members of each standing committee and each special committee shall be appointed by the President with the approval of the Board of Directors.

Standing Committees shall continue from year to year until terminated by amendment of these By-Laws or by action of the Board of Directors. Vacancies may be filled by appointment by the President.

Special committees shall expire upon the conclusion of its assignment or by action of the Board of directors.

#### **ARTICLE VI - FUNDS AND INVESTMENTS OF THE BREMEN AREA HISTORICAL SOCIETY**

All funds and investments shall be held for safekeeping in accounts insured by the Federal Government or such depository authorized by the Board of Directors and

identified in the name of the association .

The authorized signature of the Treasurer and at least one other officer shall be required for withdrawals of any funds or investments from any account or depository of the association. The treasurer may transfer funds between accounts, held by the society, as is necessary to conduct the routine and ordinary business of the Society.

#### **ARTICLE VII - PARLIAMENTARY AUTHORITY**

To the extent not inconsistent with the Constitution of these By-Laws, Robert's "Rules of Order Revised", shall govern procedures at all meetings of the members and of the Board of Directors of the Bremen Area Historical Society.

#### **ARTICLE VIII - FISCAL YEAR**

The Fiscal Year of the Bremen Area Historical Society shall be January 1 – December 31.

#### **ARTICLE IX - DUES**

Dues for membership in the Bremen Area Historical Society are:

**\$25.00 for an INDIVIDUAL MEMBERSHIP**, which entitles one person to 1 vote on issues properly before the membership

**OR**

**\$35.00 for a FAMILY MEMBERSHIP**, which entitles 2 adults residing at the same address to vote on issues properly before the membership.

Dues qualify a member for active status for one calendar year. Dues are to be paid at least annually, during or before the month the member(s) originally paid dues OR in the month shown on the member(s)' newsletter label.

The amount of the dues may be changed by an amendment of the By-Laws.

#### **ARTICLE X - AMENDMENTS**

These By-Laws may be amended or additional By-Laws may be adopted by a two-thirds (2/3) vote of those present at a duly called meeting of the Board of Directors, provided copy of the amendment has been sent in writing with the notice of the meeting at which it is to be considered.

President:

Vice President:

Secretary:

Treasurer: