

**AMENDED AND RESTATED  
CODE OF REGULATIONS  
OF  
THE INDIAN HILL HISTORICAL MUSEUM ASSOCIATION, d/b/a  
THE INDIAN HILL HISTORICAL SOCIETY**

**ARTICLE I**

**NAME OF CORPORATION**

The name of this corporation shall be The Indian Hill Historical Museum Association (the “Corporation”). The Corporation has also registered “The Indian Hill Historical Society” as a tradename with the State of Ohio. References to the Corporation in this Amended and Restated Code of Regulations (the “Code of Regulations”) shall include both names.

**ARTICLE II**

**MEMBERSHIP**

**Section 1. CLASSES OF MEMBERSHIP:** The Board of Trustees shall have the power to create and change such classes of membership as it may deem advisable and to establish the dues, qualifications, and benefits for each classification created. The membership of the Corporation shall at all times consist of those persons who have paid their required dues. Non-payment of dues shall terminate one’s membership in the Corporation unless exempted from this obligation by the Board of Trustees.

**Section 2. ANNUAL MEETING:** An Annual Meeting of the members of the Corporation shall be held on or before the third Sunday in April or on such other day as may be designated by the Board of Trustees. The Annual Meeting shall be devoted to the election of Trustees, Reports of the Officers, and to the transaction of any other business that may come before the Corporation.

**Section 3. SPECIAL MEETINGS:** A Special Meeting of the members of the Corporation may be held at any time upon the call of the President or a majority of the Board of Trustees.

**Section 4. PLACE OF MEETINGS:** All meetings of the members shall be held at any place as may be fixed by the President or by a majority of the Board of Trustees calling the meeting.

**Section 5. VOTING:** Each member shall be entitled to one vote.

**Section 6. PROXIES:** Any person who is entitled to vote at any meeting shall be entitled to be represented, to vote, or to exercise any other of their rights by proxy or proxies, signed by such person, which need not be sealed, witnessed, or acknowledged.

**Section 7. NOTICE:** Notice of all meetings of the members shall be given either by email, mail, telephone, publication of the notice in the *Indian Hill Village Bulletin*, or publication on the Corporation's website at least five days prior to the date of the meeting, and in the case of any Special Meeting, the notice shall state briefly the purpose of the meeting.

**Section 8. QUORUM:** The members present at any meeting of the members shall constitute a quorum. Members and proxy holders who are not physically present at a meeting of the members may attend the meeting by the use of communications equipment authorized by the Board of Trustees ("Authorized Communications Equipment") that enables the members and proxy holders to participate in the meeting and to vote on matters submitted to members, including an opportunity to read or hear the proceedings of the meeting, to participate in the proceedings, and to communicate contemporaneously with the persons who are physically present at the meeting. Any member or proxy holder who uses Authorized Communications Equipment is deemed to be present in person at the meeting whether the meeting is held at a designated place or solely by means of Authorized Communications Equipment. The Trustees may adopt procedures and guidelines for the use of Authorized Communications Equipment and to maintain a record of any vote or other action taken at the meeting.

**Section 9. MAJORITY VOTE:** The affirmative vote of a majority of the members present at a meeting at which a quorum is present shall be necessary for the authorization or taking of any action voted upon by the members. Provided, however, that no action which is required by law, the Articles of Incorporation, or the Code of Regulations to be authorized or taken by a specified proportion of the membership shall be authorized or taken by a lesser proportion or number.

### **ARTICLE III**

#### **TRUSTEES**

**Section 1. TRUSTEES:** The affairs of the Corporation shall be governed by a Board of Trustees, consisting of not less than eighteen nor more than twenty-five persons, who shall be members of the Corporation.

**Section 2. ELECTION:** The election of Trustees shall be held at the Annual Meeting of the members or at a Special Meeting of the members called for that purpose. Voting at the election may be by any means or methods established by the President or the designated Chairperson of the Annual Meeting.

**Section 3. TERM:** The term of office for a Trustee shall be three years or until a successor is elected and shall commence on the date of the Annual Meeting. Terms of office shall be staggered so that the terms of no more than one-third of the Trustees expire each year.

**Section 4. MEETINGS:** The Board of Trustees shall meet at least quarterly (except for the months of July and August) and for any Special Meetings that may be called by the President or by any seven Trustees.

**Section 5. NOTICE:** Notice of all meetings of the Board of Trustees shall be given either by email, mail, or telephone and shall indicate the time and place of the meeting.

**Section 6. QUORUM:** A majority of the members of the Board of Trustees shall constitute a quorum. A majority of the Trustees present at any meeting, whether or not a quorum is present, may adjourn the meeting. A Trustee who uses Authorized Communications Equipment is deemed to be present in person at the meeting whether the meeting is held at a designated place or solely by means of Authorized Communications Equipment.

**Section 7. MAJORITY VOTE:** The affirmative vote of a majority of the Trustees present at a meeting at which a quorum is present shall be necessary for the authorization or taking of any action voted upon by the Trustees. Provided, however, that no action which is required by law, the Articles of Incorporation, or the Code of Regulations to be authorized or taken by a specified proportion of the Trustees shall be authorized or taken by a lesser proportion or number.

**Section 8. VACANCIES:** Vacancies occurring between Annual Meetings shall be filled at a regular meeting or a Special Meeting of the Board by a vote of the Board of Trustees. The term of office for a member filling a vacant position shall be the balance of the unexpired term of the position being filled.

**Section 9. EXECUTIVE COMMITTEE:** The Board of Trustees may establish an Executive Committee. The Executive Committee shall consist of the President, the Vice-Presidents, the Treasurer, the Secretary, and any one or more other Trustees appointed by the President and shall meet at the times and places determined by the President. The

Executive Committee shall have all the powers of the Board of Trustees during the period of time between meetings of the Board of Trustees, except the power to authorize the borrowing of money by the Corporation and the power to fill vacancies on the Board, which powers the Board of Trustees reserves to itself. A majority of the duly appointed, qualified, and acting members of the Executive Committee shall constitute a quorum, and the act of the majority of those present at any meeting at which a quorum is present shall be the act of the Executive Committee. A member of the Executive Committee who uses Authorized Communications Equipment is deemed to be present in person at the meeting whether the meeting is held at a designated place or solely by means of Authorized Communications Equipment.

**Section 10. REGENTS:** The Board of Trustees may create a class of “Regents” for retiring Trustees. A Regent shall not have voting power and shall serve solely in an advisory capacity. Regents are expected to attend at least three Board meetings per year.

**Section 11. ADVISORY BOARD:** The Board of Trustees may elect and designate distinguished members of the community to serve on an Advisory Board. The Advisory Board shall meet at the times and places as it deems convenient and may advise the Board of Trustees on all matters of concern to the Corporation.

**Section 12. ADDITIONAL COMMITTEES:** The Board of Trustees may establish, from time to time, other committees to assist in the operation of the Corporation. The Board of Trustees shall determine the membership, term, purpose, and function of each committee so established.

## **ARTICLE IV**

### **OFFICERS**

**Section 1. OFFICERS:** The Board of Trustees, as soon as may be practicable after the election of Trustees each year, shall elect from its members the following officers: a President, one or more Vice-Presidents, a Secretary, and a Treasurer of the Corporation. The Board may, from time to time, elect additional Vice-Presidents and may appoint assistant Secretaries and assistant Treasurers and other officers, agents, and employees as it may deem proper, who may, but need not be, members of the Board of Trustees. The Board of Trustees may, in its discretion, elect from its members a Chairman of the Board.

**Section 2. TERM:** All officers, agents, and employees so elected shall hold office or position for the period that the Board of Trustees designates or, failing such designation, at the pleasure of the Board of Trustees.

**Section 3. DUTIES:** Subject to the limitations that the Board of Trustees may prescribe, the officers, agents, and employees so elected by the Corporation shall each have the powers and duties that generally pertain to their respective positions and any further powers and duties that the Board of Trustees may confer.

**Section 4. VACANCIES:** Vacancies in any office or position created by the Corporation may be filled for its unexpired term by the Board of Trustees at any Special Meeting of the Board called for that purpose or at any regular meeting of the Board.

## ARTICLE V

### AMENDMENTS

This Code of Regulations may be amended, supplemented, or repealed, and restated regulations may be adopted at any meeting of the members by two-thirds of the members present, provided that notice of the proposed changes is given in the notice of the meeting.

Enacted this 9<sup>th</sup> day of May, 2020.

  
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Susan K. Holzapfel, Secretary of the Meeting