

**HISTORICAL SOCIETY OF OLD BROOKLYN  
BY-LAWS**

*(Adopted November 10, 2023)*

**ARTICLE I – NAME AND PURPOSE**

Section 1: Name

The name of the organization shall be the Historical Society of Old Brooklyn, also herein referred to as HSOB.

Section 2: Purpose

The mission of the Historical Society of Old Brooklyn is to preserve, promote, and celebrate the history of Old Brooklyn, a neighborhood of Cleveland, Ohio, by engaging and inspiring people of all ages and backgrounds to connect with the past and gain a deeper understanding and appreciation of our shared history. We aim to foster a sense of pride, identity, and connection among community members, and to ensure that future generations can experience and value the rich legacy of Old Brooklyn.

Section 3: Compliance

HSOB shall be a nonprofit organization incorporated under the laws of the State of Ohio. HSOB shall comply with Section 501(c)(3) of the Internal Revenue Code and the nonprofit corporation laws of the State of Ohio.

**ARTICLE II – OFFICES**

Section 1: Offices

The principal office of HSOB shall be in the Old Brooklyn neighborhood of Cleveland, Ohio.

**ARTICLE III – MEMBERSHIP**

Section 1: Authority

The membership is the ultimate authority of HSOB. Members shall elect and delegate authority as needed to officers to manage day-to-day operations of the organization. In addition to electing the officers, members shall vote on such governance matters as organizational direction, annual budgets, major programs, policies, staffing decisions, and any substantial financial obligations or contracts. The officers may bring issues before the members as appropriate for the success and advancement of the organization.

Section 2: Dues

Membership in HSOB runs from September 1 to August 31. Membership categories and the corresponding dues may be recommended by the officers but are approved by the general membership. Continued membership in HSOB is contingent upon being up to date in the remittance of membership dues.

Section 3: Rights

Each member of HSOB age 16 years or older is entitled to one vote and may appoint one voting representative to cast the member's vote in HSOB meetings, elections, or other matters of business that come before the membership.

Section 4: Non-voting membership

Non-voting and non-dues-paying categories of membership may be established.

Section 5: Resignation and termination

A member may resign by filing a written resignation with the secretary. Resignation shall not merit a refund of any portion of dues previously paid. A member can have their membership terminated by a majority vote of members at a meeting where quorum is present. Sufficient cause for membership termination may include acting unethically or criminally; sowing divisions, discord, or dysfunction among the membership; and defying decorum or parliamentary procedures at meetings.

## **ARTICLE IV – MEETINGS OF MEMBERS**

Section 1: Annual and regular meetings

An annual meeting of the members shall take place each May. The specific date, time, and location will be designated by the president. At the annual meeting, members shall elect officers, receive reports on the activities of HSOB, and determine the direction of the organization for the coming year.

Regular meetings of the members shall take place periodically to offer programs of interest to the membership. These meetings may include brief business sessions to address organizational issues. The specific dates, times, and locations of regular meetings shall be designated by the president.

Section 2: Remote communication for meetings

The president may determine that a meeting of the board will be held in part or solely by means of remote communication. This includes telephone, internet, or such other means by which persons may communicate with each other on a substantially simultaneous basis. Participation in a meeting by any of the above-mentioned means constitutes attendance at a meeting.

### Section 3: Notice

Notice of each annual and regular meeting shall be given to each voting member by mail, email, or phone call, at least two weeks prior to the meeting.

### Section 4: Quorum

Ten voting members present at any properly announced meeting shall constitute a quorum.

### Section 5: Voting

All issues to be voted on shall be decided by a simple majority of those voting members present at the meeting where quorum exists. No voting shall occur if quorum is absent.

## **ARTICLE V – BOARD OF DIRECTORS**

### Section 1: Purpose, size, and compensation

The officers of HSOB will comprise its board of directors. The board is responsible for overall policy and direction of HSOB, and delegates as needed the responsibility of day-to-day operations. No board member shall receive compensation other than reimbursement for reasonable and documented expenses.

### Section 2: Terms

Board members shall serve two-year terms and are eligible for re-election.

### Section 3: Elections

Board members will be elected by a simple majority of members present at the annual meeting.

### Section 4: Election procedures

In those years facing end-of-terms or a vacant office, a nominating committee comprised of at least two members shall be elected by vote of the membership at its March meeting. This committee shall be responsible for nominating a slate of prospective board members representing HSOB's diverse constituency. In addition, any member can nominate a candidate to the slate of nominees.

All candidates must be age 16 years or older and be members in good standing.

### Section 5: Officers and duties

There shall be a minimum of four officers: president, vice president, secretary, and treasurer. The president shall maintain a detailed list of tasks and responsibilities for each office. General duties for each office are as follows:

- President:
  - Preside at all meetings of the board and membership
  - Call meetings to order
  - Appoint committee chairs as permitted
- Vice president:
  - Be informed of and familiar with the duties and responsibility of the president
  - Perform all the duties of the president in case of the latter's absence or disability
- Secretary:
  - Keep accurate, concise, and permanent records of the actions and policies of all business meetings of the board and membership
  - Send out meeting announcements
  - Distribute copies of minutes and the agenda to each member
- Treasurer:
  - Chair the finance committee
  - Prepare and present financial reports to the board and membership in timely fashion
  - Prepare and file financial reports and forms as required by state and federal law
  - Ensure that financial records are retained
  - Assist staff in developing an annual budget
  - Ensure that all HSOB funds are properly administered and accounted for

Additional offices may be created and filled as approved by the membership.

#### Section 6: Vacancies

When an office is vacated, the president shall appoint an interim officer to fill the vacancy until the next election.

#### Section 7: Resignation, removal, and absences

Resignation from the board must be in writing and received by the secretary.

A board member may be removed from the board for not completing their basic responsibilities thru negligence or blatant recklessness. Removal shall require a majority vote of the remaining board members. Reasons sufficient for removal also include:

- More than two unexcused absences from board meetings in a year (Sept 1 to Aug 31)
- More than three absences from board meetings in a year
- Violating HSOB policies
- Acting unethically or criminally
- Sowing divisions, discord, or dysfunction among the board or membership
- Defying decorum or parliamentary procedures at meetings

## **ARTICLE VI – MEETINGS OF THE BOARD OF DIRECTORS**

### Section 1: Meetings

The board shall meet at least annually. The specific date, time, and location will be designated by the president.

### Section 2: Remote communication for meetings

The president may determine that a meeting of the board will be held in part or solely by means of remote communication. This includes telephone, internet, or such other means by which persons may communicate with each other on a substantially simultaneous basis. Participation in a meeting by any of the above-mentioned means constitutes attendance at a meeting.

### Section 3: Notice

Notice of each meeting shall be given to each board member by mail, email, or phone call, at least two weeks prior to the meeting.

### Section 4: Quorum

At least fifty percent of board members present at any properly announced meeting shall constitute a quorum.

### Section 5: Voting

All issues to be voted on shall be decided by a simple majority of board members present at the meeting where quorum exists. No voting shall occur if quorum is absent.

### Section 6: Special meetings

Special meetings of the board shall be called upon at the request of the president or of two or more board members. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks prior to the meeting.

## **ARTICLE VII – COMMITTEES**

### Section 1: Committees

The board may create ad hoc committees as needed, such as the nominating committee each March for the May election.

The board shall create standing committees including finance, membership, and museum.

The treasurer shall chair the finance committee. The board president shall appoint all other committee chairs.

## **ARTICLE VIII – AMENDMENTS**

### Section 1: Amendments

Proposed amendment(s) to these bylaws may be voted upon for adoption at any membership meeting provided that all voting members have had not less than 20 days prior notice of the proposed change(s) and quorum is present. The notice shall describe the proposed amendment(s) and give notice of the meeting at which the amendment(s) will be presented for vote.

A two-third (2/3) majority vote shall be required to adopt amendment(s) to these bylaws.

## **ARTICLE IX – DISSOLUTION**

### Section 1: Dissolution

Upon dissolution of HSOB, residual assets shall be distributed to other nonprofit 501(c)(3) organizations and/or local, state, or federal agencies appropriate for undertaking the continuation of the responsibilities and mission of HSOB.

## **ARTICLE X – PARLIAMENTARY AUTHORITY**

### Section 1: Conduct

On all questions of conduct, order, and duty not covered by these bylaws, the current edition of Robert's Rules of Order Newly Revised shall be considered authoritative.