

Refer to the By-Laws Summary for Members file for additional information regarding the revisions found in this document.

Revision Key:

Black text is the current bylaw verbiage

Blue text identifies proposed revisions or additions.

Areas with ~~strikethrough~~ text are proposed deletions.

Red text provides pertinent information regarding adjacent revision.

PREAMBLE (new)

The mission of the Parma Hilton Historical Society is to discover, preserve, and educate the public on the rich history of the local community.

ARTICLE I Members

SECTION 1. Eligibility for Membership

Any person interested in the history of the Parma Hilton area who applies for membership and who has paid the required dues shall thereby become a member of the Parma Hilton Historical Society (hereafter, the "Society") (PHHS).

SECTION 2. Memberships (move section to operations manual)

There shall be five (5) types of Membership as follows:

- A) Regular Membership;
- B) Family Membership, consisting of two (2) Members living in the same household;
- C) Lifetime Membership; and
- D) Honorary Membership. The Board of Trustees (hereafter, the "Board") may recognize any person as an Honorary Member because of significant contribution to the mission of the Society.
The Town of Parma Historian and the Village of Hilton Historian may be appointed Honorary Members of the Society by the Board of Trustees.
- E) Associate Membership in recognition of those who support the Society through their membership in Summit Federal Credit Union.

SECTION 32. Fiscal Year and Dues

The Society's PPHS fiscal year shall begin on June 1st and end on the subsequent May 31st. Dues are to be paid annually on or before May 31st.

SECTION 4. Member Votes (move section to operations manual)

- A) Each Regular, Lifetime and Honorary Member shall have one Member vote.
- B) Family Member shall have two (2) Member votes to be exercised separately by each of the Family Members.

- C) Associate Members shall not have a Member vote.
- D) No individual shall have more than one Member vote at a time.

SECTION 53. Membership Meetings

- A) The Board of Trustees shall approve and the Secretary shall maintain the contents of an Operations Manual, and other information relating to the operation of the Society. **(item moved to Article II Section 1)**
- B) There shall be ten (10) Membership meetings per year, unless otherwise determined by the board.
- A) The Board of Trustees shall determine the time, place, manner and procedure for Membership meetings, including all notification requirements, consistent with the By-Laws and Society Manual. **(current item F – relocate to item A)**
- B) The Annual Membership meeting shall be scheduled for April of each year to elect the Society PHHS Officers and Trustees and conduct such other business as may be presented by the Board or by any Member.
- C) Special membership meetings may be called by the President of the Society PHHS or by a majority vote of the board.
- D) Ten percent (10%) of the members eligible to vote shall be considered a quorum to conduct business at all membership meetings.
- E) Membership meetings may be conducted electronically.
- F) The Board shall determine the time, place, manner and procedure for Membership meetings, including all notification requirements, consistent with the By-Laws and the Society Manual.

ARTICLE II: Board of Trustees

SECTION 1. Board of Trustees: Powers

- A) The Board of Trustees (hereafter, the “Board”) shall have the responsibility to oversee the operations, finances and affairs of the Society.
- B) The Board shall approve and maintain an Operations Manual containing detailed information regarding the policies, procedures and operations of PHHS.

SECTION 2. Board of Trustees: Composition Elected Trustees

The Board of Trustees shall be selected from the Members of the Society PHHS and include: nine (9) elected Trustees; four (4) elected officers: President; Vice President; Secretary; and Treasurer; and a Museum Curator, appointed by the Board. The Town of Parma Historian, and the Village of Hilton Historian, may be appointed to the Board by the Board.

- A) Each member of the Board shall be referred to as a Trustee of the Parma Hilton Historical Society.
- B) All elected members of the Board are voting members and no individual serving on the Board shall have more than one (1) vote at a time.

- C) The offices of President and Secretary may not be held by the same person simultaneously.

SECTION 3. Ex Officio Trustees (new section)

The Curator of Collections, the Town of Parma Historian, and the Village of Hilton Historian shall be appointed to the Board, by a majority vote of the Board, to serve in an ex-officio capacity as voting members of the Board.

SECTION 34. Board of Trustees: Elections

- A) The Board shall determine the manner, place, and procedure for all elections.
- B) A Nominating Committee comprised of three (3) Board members shall be appointed by the Board in January of each year to provide recommendations for nominations to the Board.
- C) Recommended nominees for Officer and Trustee positions shall be presented to the Board of Trustees annually, no later than the March Board meeting, by the Nominating Committee or, by a Member of the PHHS Society with the prior consent of the nominee.
- D) Each year at the Annual Membership Meeting (April monthly meeting), nominees for open positions shall be presented to the membership for election to the following positions and terms of office: President, Vice President, Secretary, and Treasurer of the Society, each for a term of one (1) year, from June 1 through May 31 of the following year; and three (3) Trustees, for terms of three (3) years each, from June 1 through May 31 of the third following year: based on the following terms of office:
 - a. President and Treasurer for election in even years, each for a term of two (2) years, from June 1 through May 31 of the second following year,
 - b. Vice President and Secretary for election in odd years, each for a term of two (2) years, from June 1 through May 31 of the second following year,
 - c. Three (3) Trustees for a term of three (3) years each, from June 1 through May 31 of the third following year.

Procedures for rectifying election cycles that become out of synchronization are provided in the PHHS Operations Manual.

- E) The Membership shall vote at the April monthly Membership meeting, and the nominee receiving a majority of the votes cast for each position, shall be duly elected.
- F) When there is only one nominee for a position, election by acclamation is permitted.
- G) All candidates for the office of President must have served at least one (1) complete term on the Board in some capacity other than President.
- H) At the April 2026 Board election only, three (3) Trustees shall be elected for a term of three (3) years, from June 1, 2026 through May 31, 2029; and one (1) Trustee and the Vice President and the Secretary shall be elected for a term of one (1) year, from June 1, 2026 through May 31, 2027. (this item is added as a one-time event to resynchronize officer and trustee terms – to be removed with next bylaw update)

SECTION 45. Board of Trustees: Meetings

- A) The Board of Trustees shall meet monthly.
- B) The Board shall determine the time, place, manner and procedure for Board meetings, including all notification requirements, consistent with the By-Laws and the Society PHHS Operations Manual.
- C) The Board of Trustees shall elect a Chairperson, who shall serve at the pleasure of the Board, and shall conduct its meetings in accord with *Robert's Rules of Order Newly Revised*, except where the procedure is otherwise established by the Board or the By-Laws.
- D) Special meetings of the Board of Trustees may be called by the Chairperson of the Board or the President of the Society PHHS.
- E) At any meeting of the Board of Trustees, eight (8) or greater Board members shall constitute a quorum.
- F) The Board may authorize that a meeting be conducted by electronic means, and that Board members may participate electronically.

SECTION 5. Board of Trustees: Calendar (move section to the operations manual)

The Board of Trustees shall take the following actions:

- A) January meeting: the Board shall appoint a Nominating Committee;
- B) March meeting: the Board shall nominate candidates for the election of Officers and Trustees at the Annual Membership Meeting;
- C) May meeting: the President shall appoint a Budget Committee, which shall include the Treasurer;
- D) June meeting: the Board shall adopt a budget, set the dues for the upcoming fiscal year, from June 1st through May 31st.
- E) June meeting: the Board shall make the following appointments for a term of one (1) year, from June 1st through May 31st:
 - 1) Collections Curator;
 - 2) Collections Registrar;
 - 3) Program Chair;
 - 4) Webmaster;
 - 5) Membership;

ARTICLE III: Officers and Officials Responsibilities

SECTION 1. Officer Responsibilities

The President, Vice President, Secretary, Treasurer, and other officials of the Society PHHS shall have the responsibilities set forth in this Article.

SECTION 2. President

The President shall be elected annually biennially by the Membership and shall be responsible for directing and managing the Society PHHS. The President shall preside at all

Membership meetings ~~and~~ may call special meetings of the Membership or the Board of Trustees; ~~may appoint delegates of the PHHS; and may appoint committees.~~

SECTION 3. Vice President

The Vice President shall be elected ~~annually~~biennially by the Membership, ~~shall assist the President~~, and assume the duties of the President in the event of the President's absence, resignation, or removal from office.

SECTION 4. Secretary

The Secretary shall be elected ~~annually~~biennially by the Membership, and be responsible for:

- A) Maintaining the official records of the ~~Society~~ PHHS, pertaining to:
 - 1) Elections and appointments,
 - 2) Minutes of all Board and Membership meetings,
 - 3) The ~~Parma Hilton Historical Society~~ PHHS Operations Manual.
- B) Communications including:
 - 1) Board communications,
 - 2) Delivery of required notices,
 - 3) Electronic communication is authorized for all Society purposes.
- C) ~~The elected Secretary may appoint an Assistant Secretary and others to assist in fulfilling these responsibilities. The Assistant Secretary shall assume the responsibilities of the Secretary in the event of the Secretary's absence, resignation, or removal from office.~~
- D) Reports: (will become item C)
 - 1) Monthly to the Board, as it may request, Minutes of the previous Board meeting for approval,
 - 2) Annually to the Membership regarding the ~~Society's~~ PHHS activities.

SECTION 5. Treasurer

The Treasurer shall be elected ~~annually~~biennially by the Membership; and be responsible for the ~~Society's~~ PHHS finances.: ~~including the safekeeping of all funds of the Society in government insured bank accounts; maintaining financial records, and proposing an annual budget for the Board's approval. The Treasurer shall serve as the Chair of the Budget Committee and shall make all required tax filings. The Treasurer shall report to the Board monthly concerning the Society's financial matters. Items that are struck through above have not been deleted but are shown in list form below)~~

The duties of the Treasurer include:

- A) the safekeeping of all funds as authorized by the Board,
- B) maintaining financial records,
- C) providing a monthly financial report to the Board for approval.
- D) proposing an annual budget for the Board's approval,
- E) chairing the annual budget committee,
- F) making all required tax filings.

~~PHHS Society~~ funds shall be disbursed only by the Treasurer, or the President, or by a designated member of the Board. ~~Funds may only be disbursed by means of debit card, electronic funds transfer, sequentially numbered check, or such other means as specifically authorized by the Board.~~

SECTION 6. Curator of Collections

The Curator of the Society's Artifact Collections (~~hereafter "Collections"~~) shall be appointed annually by the Board, ~~as a voting member of the Board~~, and shall be responsible for the management of the Collections and the operations of the facilities housing the Collections, in accord with the Society's **PHHS** Collections Management Policy.

(move to operations manual)

~~An Assistant Curator, who shall assist with the Curator's responsibilities may be proposed by the Curator and approved by the Board.~~

SECTION 7. Registrar of Collections (move section to operations manual)

~~The Registrar of the Society's Artifact Collections shall be appointed annually by the Board, and shall be responsible for the technical administration of the Collections in accord with the Society's Collections Management Policy. The registrar along with the Curator, are the key personnel in determining what items are moved into the Society's permanent collection. Registrars must have a keen eye for detail to note the condition of each artifact and assure the accuracy of information and data entered into the society's information management system. The duties and responsibilities this position places the registrar as the lead person in charge of maintaining adherence the society's New York State Charter as it pertains to collection management. [sic]~~

SECTION 8. Program Chair (move section to the operations manual)

~~The Program Chair shall be appointed annually by the Board, and shall be responsible for organizing and executing educational presentations.~~

~~An Assistant Program Chair, who shall assist with the Program Chair's responsibilities may be proposed by the Chair and approved by the Board.~~

ARTICLE IV Committees

SECTION 1. Appointment of Committees

~~The President **Board of Trustees** may appoint those committees that the President **Board** deems advisable for directing and managing the Society **PHHS**. The President may be a member of any committee.~~

SECTION 2. Nominating Committee

A Nominating Committee shall be appointed by the Board of Trustees to recommend candidates for the Board's approval, for election as officers and trustees, ~~and for appointments as Curator and Registrar.~~

SECTION 3. Budget Committee

A Budget Committee shall be appointed by the ~~President~~ [Board of Trustees](#) to recommend Membership dues and a Budget for the upcoming fiscal year.

The Treasurer shall be the Chair of the Budget Committee.

SECTION 4. Collections Committee

A Collections Committee shall be appointed by the Board, pursuant to the ~~Society's~~ [PHHS](#) Collections Management Policy, to advise and assist the Curator and Registrar with their responsibilities.

ARTICLE V Vacancies

SECTION 1. Removal from Office

Any member of the Board of Trustees, ~~the Curator, Registrar or Program Chairperson~~ may be removed from office, with or without cause, at any time, by a vote of three-fourths (¾) of the members of the Board of Trustees who are in office at the time of the vote.

SECTION 2. Resignations

Any Officer, Trustee or other official of the ~~Society~~ [PHHS](#) may resign before the end of their term by giving written notice of their resignation to the Chairperson of the Board of Trustees, or to the President or Secretary of the ~~Society~~ [PHHS](#).

SECTION 3. Surrender of Records

Any Officer, Trustee, or other official of the ~~Society~~ [PHHS](#) who resigns, retires or is removed from office shall promptly deliver to the ~~Secretary~~ [Board](#) all records, documents and other information pertaining to the PHHS that have been collected or generated during the exercise of their office.

SECTION 4. Filling Vacancies

A vacancy in any Trustee or Officer position occurring before the end of their elected or appointed term shall, except as otherwise provided by the By-Laws, be filled for the balance of that term by a vote of three-fourths (¾) of the members of the Board of Trustees who are in office at the time of the vote.

ARTICLE VI Amendment of the By-Laws

SECTION 1. Amendments Procedure

These By-Laws may be amended by a vote of two-thirds (⅔) of the ~~m~~ Members of the Board of Trustees who are in office at the time of the vote, followed by a vote of two-thirds (⅔) of

the members present at a ~~membership~~ meeting of the ~~Society~~ [PHHS](#) held within six (6) months of the Board of Trustees vote. The ~~membership~~ shall be provided with a copy of the proposed By-Law Amendments and notice of the ~~membership~~ meeting at least thirty (30) days in advance of their vote.