

# **Parma Hilton Historical Society**

## **By-Laws**

### **PREAMBLE**

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 (*PHHS*).

#### **SECTION 2. Fiscal Year**

The PHHS fiscal year shall begin on June 1st and end on the subsequent May 31st.

#### **SECTION 3. Membership Meetings**

- A) The Board of Trustees shall determine the time, place, manner and procedure for Membership meetings.
- B) The Annual Membership meeting shall be scheduled for April of each year to elect the 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 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. Refer to the PHHS Operations Manual for details.

### **ARTICLE II: Board of Trustees**

#### **SECTION 1. Powers**

- A) The Board of Trustees (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. Elected Trustees**

The Board shall be selected from the Members of PHHS and include: nine (9) elected Trustees; four (4) elected officers: President; Vice President; Secretary; and Treasurer.

- 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**

The Curator of Collections, the Town of Parma Historian, and the Village of Hilton Historian serve in an ex officio capacity as voting members of the Board.

### **SECTION 4. 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 annually, no later than the March Board meeting, by the Nominating Committee or, by a Member of the PHHS 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 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,
  - a. 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 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; 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.

### **SECTION 5. Meetings**

- A) The Board 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 PHHS Operations Manual.

- C) The Board shall elect a Chairperson, who shall serve at the pleasure of the Board, and shall conduct its meetings according to *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 may be called by the chairperson of the Board or the President of the PHHS.
- E) At any meeting of the Board, 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 a Board members may participate electronically. Refer to the PHHS Operations Manual for details.

## **ARTICLE III: Officers and Officials Responsibilities**

### **SECTION 1. Officer Responsibilities**

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

### **SECTION 2. President**

The President shall be elected biennially by the Membership and shall be responsible for directing and managing the PHHS. The President shall preside at all Membership meetings and may call special meetings of the Membership or the Board of Trustees.

### **SECTION 3. Vice President**

The Vice President shall be elected 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 biennially by the Membership, and be responsible for:

- A) Maintaining the official records of the PHHS, pertaining to:
  - 1) Elections and appointments,
  - 2) Minutes of all Board and Membership meetings,
  - 3) The PHHS Operations Manual.
- B) Communications including:
  - 1) Board communications,
  - 2) Delivery of required notices.
- C) Reports:
  - 1) Minutes of the previous Board meeting for approval,
  - 2) Annually to the Membership regarding the PHHS activities.

### **SECTION 5. Treasurer**

The Treasurer shall be elected biennially by the Membership and be responsible for the PHHS finances including:

- 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 funds shall be disbursed only by the Treasurer, or the President, or by a designated member of the Board.

## **SECTION 6. Curator of Collections**

The Curator of PHHS Artifact Collections (Collections) shall be appointed by the Board and shall be responsible for the management of the Collections and the operations of the facilities housing the Collections, according to the PHHS Collections Management Policy.

## **ARTICLE IV: Committees**

### **SECTION 1. Appointment of Committees**

The Board may appoint those committees that it deems advisable and necessary for directing and managing PHHS.

### **SECTION 2. Nominating Committee**

A Nominating Committee shall be appointed by the Board, recommending officer and trustee candidates for approval prior to election by the membership.

### **SECTION 3. Budget Committee**

A Budget Committee shall be appointed by the Board to recommend Membership dues and a Budget for the following 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 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 may be removed from office, with cause, at any time, by a vote of three-fourths ( $\frac{3}{4}$ ) of the members of the Board who are in office at the time of the vote.

### **SECTION 2. Resignations**

Any Officer, Trustee or other official of PHHS may resign before the end of their term by giving written notice of their resignation to the Chairperson of the Board, President, or Secretary of PHHS.

### **SECTION 3. Surrender of Records**

Any Officer, Trustee, or other official of PHHS who resigns, retires or is removed from office shall promptly deliver to the Board all records, documents, and other information pertaining to 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 ( $\frac{3}{4}$ ) 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 in the following order:

- A) Proposed amendments must be approved by two-thirds ( $\frac{2}{3}$ ) of the Board in office at the time of the proposal(s).
- B) A Membership meeting must be scheduled and conducted within six (6) months of the Board's approval of the amendment(s).
- C) PHHS members must be provided with a copy of the proposed By-Law amendments and notice of the scheduled Membership Meeting not later than thirty (30) days in advance of the meeting and vote.
- D) Two-thirds ( $\frac{2}{3}$ ) of the members present at the Membership Meeting are required to approve the By-Law change, assuming a quorum is present as stipulated in Article I, Section 1. D), above.