

**Code of Regulations of
The Huron County Chapter
of The Ohio Genealogical Society**

ARTICLE I

Section I.

Members

Members of the Corporation shall be individuals who support the purpose of the organization as stated in Section III of the Articles of Incorporation, and who shall make an annual contribution to the Corporation in such amounts as the Board of Trustees shall determine. Each Member shall be entitled to one vote. Membership in OGS shall be encouraged, but not required.

Section 2.

Annual Meeting

The annual meeting of the Members of the Corporation shall be held for the purpose of electing Trustees and Officers and for the consideration of reports to be presented at the meeting. The annual meeting shall be held in January or February at a time and place the Board of Trustees shall designate.

Section 3.

Regular Meetings

Regular meetings of the Members shall be held every 4th Monday at 7:30 pm, unless otherwise notified by the Board of Trustees, with the exception of December, when there shall be no meeting.

Section 4.

Special Meetings

Special meetings of the Members shall be held at such times and places, within or without the State of Ohio, as may be specified in the notice therefore, whenever called by any of the following: the President; in case of the President's absence, death or disability, the Vice President authorized to exercise the authority of the President; the Secretary; a majority of the Members of the Board of Trustees acting with or without a meeting (or by a lesser of (a) 10% of the whole number of Members or (b) 25 of such Members). Upon a request in writing delivery to the President or to the Secretary by any persons entitled to call such a meeting of Members, stating the purposes for which such a meeting is called, it shall be the duty of the President or the Secretary to give notice thereof to the members in the manner set forth in Section 4 of this Article I, and if such request be refused, then the persons making such request may fix the time of the meeting, and give notice thereof in the manner set forth in Section 4, of this Article 1.

Section 5.

Notice of Meetings

Written notice of the annual, and special meetings of the Members shall state the time, place and purposes thereof and shall, unless waived in writing by such Members, be given by the President or the Secretary to each Member entitled to notice of such meeting by personal delivery, electronic or postal mailing such notice at least (10) days but not more than forty-five (45) days before the date fixed for such meeting to each Member so entitled to notice, the Member at this address as the same appears upon the records of the Corporation. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

Section 6.

Waiver of Notice of Meetings

A Member may waive notice of the time, place and purpose of any meeting of the Members, either (a) by written waiver, specifying the date and place of the meeting, signed and filed with, or entered upon the records of the meeting either before or after such meeting, or (b) by the attendance in person (or by proxy) of such a Member at such meeting, without protesting, prior to or at the commencement of such meeting, the lack of proper notice.

Section 7.

Quorum

At any meeting of Members, there shall be present, in person (or by proxy) in order to constitute a quorum, ten percent (10%) of the Members of the Corporation. The majority of Members present in person (or by proxy) at any meeting of Members shall constitute a quorum for the purpose of adjourning the meeting from time to time without notice other than announcement at such meeting, until a quorum competent to act on any matter or proposal is present, and at any such adjourned meeting there may be transacted any business which might have been transacted at the meeting as originally notified.

Section 8.

Voting

At any meeting of Members, each person who is a member of the Corporation on the date fixed pursuant to Section 10 of Article II of this Code of regulations as the record date for the determination of Members entitled to vote at such meeting, or, if no such record date shall have been fixed, then at the time of such meeting, shall be entitled to one vote on each matter properly submitted to the Members for their vote, consent, release or other action. At any meeting of Members at which a quorum is present, all questions coming before the Members for decision shall be decided by a vote of a majority of the Members present at the meeting.

Section 9.

Rescission

The authorization or taking of any action by vote, consent, waiver or release by the Members of this Corporation may be rescinded or revoked by the same vote, consent, waiver or release as at the time of rescission or revocation would be required to authorize or take such action in the first instance, subject, however, to the rights of third parties in contract.

Section 10.

Membership List

The Corporation shall maintain a membership list, which shall contain the name and address of each Member of this corporation and the date of his or her admission to membership. The Treasurer shall keep this Membership List. Only individuals whose name is reflected in the Membership List on the date fixed pursuant to Section 10 of Article II, shall be entitled to vote on any matter properly submitted to the members for their vote, consent, waiver, release or other action.

Section 11.

Order of Business

At all Members' meetings, after the ascertainment of Members present in person, or by proxy, and the presentation, approval and filing of proxies with the Recording Secretary, the business of the Corporation shall be considered in such order as the President or majority of the Members deem advisable and expedient.

Section 12.

Action without Meeting

Any action that may be authorized or taken at a Members' meeting may be authorized or taken without a meeting in a writing or writings signed by seventy-five percent (75%) of the Members who would be entitled to notice of a meeting of the Members held for such purpose, and such writing or writings shall be made a part of the records of the Corporation.

Section 13.

Proxies

Any Member of record may be represented at any meeting of the members, annual or special, and may vote by proxy or proxies, evidenced by an instrument in writing, but such written proxy must be first filed with the Recording Secretary of the Corporation before the person authorized may vote thereunder. No proxy shall be valid after the expiration of one (1) year from the date of its execution, unless the Member executing it shall have specified therein the length of time it shall continue in force. The presence at a meeting of the person appointing a proxy does not revoke the proxy.

Section 14.

Dues and Assessments

The dues shall be a recommendation of the Board of Trustees and shall be voted upon by the Membership at the Annual Meeting. These dues shall be payable at such times and in such manners as the Board of Trustees may from time to time determine. Single membership – \$10.00; Couple membership – \$12.00; Junior membership, up to 18 years of age – \$8.00; Life membership – \$200.00 or a minimum of \$20.00 per year for 10 years. Any person joining the Organization after October 1st shall receive a membership packet and their dues shall be applied to the following year's membership. Persons joining prior to October 1st shall receive all prior newsletters of the current year in their new member packet and their dues for the following year shall be due the following January 1st. Moneys paid toward a Life Membership in the corporation shall be placed into a separate fund. The interest generated by this fund shall be placed in the general fund yearly. Any monetary or other donations, including those made in memory of the deceased, shall be placed into the publishing fund, unless otherwise specified by the donor.

Section 15.

Admission of Members

All applications for membership must be in writing on such forms as approved from time to time by the Board of Trustees and must be accompanied by dues for one (1) year.

Section 16.

Resignation

All resignations of Members must be submitted in writing to the Board of Trustees.

Section 17.

Suspension

The Board of Trustees may suspend the privileges of any Member for any improper conduct of such Member's conduct that may be at variance with the Articles of Incorporation, Code of Regulation or Rules and Regulations.

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**ARTICLE II
Board of Trustees**

Section I.

General Powers

The Board of Trustees shall exercise all of the authority of this Corporation, except as otherwise provided in the Articles of Incorporation or by Chapter 1702, Ohio Revised Code. A Trustee shall perform his duties as a trustee in good faith; in a manner he reasonably believes to be in the best interests of the Corporation, and with the care that an ordinarily prudent person in a like position would use under similar circumstances. In performing his duties, a Trustee, when acting in good faith, is entitled to rely on information, opinions, reports or statements, including financial statements or other financial data that are prepared or presented by (a) one or more Trustees, Officers, Members or employees of the Corporation whom the Trustee reasonably believes are reliable and competent in the matters prepared or presented; (b) counsel, public accountants or other persons as to matters that the Trustee reasonably believes are within the person's professional or expert competency; or (c) a committee of the Trustees upon which he does not serve, duly established in accordance with Section 14 of this Article II, as to matters within its designated authority, which committee the Trustee reasonably believes to merit confidence.

A trustee shall not be found to have failed to perform his duties, unless it is provided, by clear and convincing evidence, in an action brought against the trustee that he has not acted in good faith, or a manner he reasonably believes are within or not opposed to the best interests of the corporation, or with the care that an ordinarily prudent person in a like position would use under similar circumstances, such an action includes, but is not limited to, an action that involves or affects any of the following:

- 1.A change or potential change in control of the Corporation;
- 2.A termination or potential termination of his service to the corporation as a trustee.
- 3.His service in any other position or relationship with the corporation.

Subject to Sections 1702.30(D)(2) and 1702.30(D)(3) Ohio Revised Code, a trustee is liable in damages for any act that he takes or fails to take as a trustee only if it is proved, by clear and convincing evidence, in a court with jurisdiction that the act of omission of the trustee was one undertaken with a deliberate intent to cause injury to the Corporation or was one undertaken with a reckless disregard for the best interests of the corporation. In determining what a trustee reasonably believes to be in or not opposed to the best

interests of the Corporation, a trustee shall consider the purpose of the corporation and may consider any of the following:

- 1.The interests of the employees, Members, suppliers, creditors, and customers of the Corporation;
- 2.The economy of this state and of the nation;
- 3.Community and societal considerations;
- 4.The long-term and short-term best interests of the Corporation, including, but not limited to, the possibility that those interests may be best served by the continued independence of the Corporation.

Section 2.

Number

The Board of Trustees of the Corporation shall consist of officers elected for two (2) year terms, and Trustees elected for staggered three (3) year terms and any Committee Chairpersons as appointed by the Board of Trustees. The officers shall be President, Vice-President, Secretary, Corresponding Secretary, and Treasurer. At the discretion of the Board, two people, such as Co-Presidents, may share an office. There shall be a minimum of three (3) and a maximum of six(6) Trustees, as determined by the Board. Terms shall begin upon appointment at the Annual Meeting.

Section 3.

Election

The Board of Trustees shall be elected at the annual meeting of Members, or, if not then elected, or if such meeting be not held at the time fixed therefore, then at a special meeting of the Members held for the purpose of electing Trustees. Only persons nominated as candidates shall be eligible for election. At all elections of Trustees, the candidates receiving the greatest number of votes shall be elected.

Section 4.

Term

Each Trustee elected at any annual or any special meeting of the Members shall serve until his term expires and until his successor is elected, or until his earlier resignation, removal from office or death.

Section 5.

Vacancies

The office of a Trustee shall become vacant if he dies, is removed or resigns. A resignation shall take effect immediately or at such other time as said Trustee resigning may specify. The remaining Trustees, though less than a majority of the whole authorized number of Trustees, may, by a vote of the majority of their number, fill any vacancy in the Board for

the unexpired term. The Trustee elected to fill a vacancy shall serve until the next Annual Meeting of the Members and until his successor is elected and qualified.

Section 6.

Removal

All of the trustees or any individual Trustee may be removed from office by the vote of a majority of the Members present at a meeting of Members called for the purpose of removing Trustees, if a quorum is present. Such removal shall create a vacancy or vacancies on the board.

Section 7.

Annual Meeting; Special Meetings

The annual meeting of the Board of Trustees shall be held immediately following the annual meeting of the Members at which Trustees are elected, and no notice of the annual meeting of the Board of Trustees shall be required to be given. Special meetings of the Board of trustees may be called from time to time by the President, any Vice President or any two Trustees. All meetings of the Board of Trustees shall be held at the offices of the Corporation in Huron County, Ohio, or at such other places within or without the State of Ohio, as the President or the Board of Trustees may designate from time to time and as may be specified in the notice of meeting. Meetings of the Board of Trustees may be held through any means of communication equipment if all persons participating can communicate with each other.

Section 8.

Notice of Meetings

Notice of meetings of the Board of Trustees shall be electronically or postal service mailed to each Board Member, addressed to him at his residence or usual place of business, or delivered to him personally, at least three (3) days prior to the holding, of such meeting. Every such notice shall state the time and place of the meeting, but shall not be required to state the purpose thereof. Notice of any meeting of the Board of Trustees need not be given to any Trustee, however, (a) if waived by him in writing and such waiver is filed with the Recording Secretary either before or after the holding of such meeting, or (b) if he shall be present at said meeting without protesting, prior to or at the commencement of such meeting, the lack of proper notice. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

Section 9.

Quorum

At all meetings of the Board of Trustees, two-thirds (2/3) of the trustees in office is necessary to constitute a quorum for the meeting of such Board of Trustees, except that the majority of the Trustees in office constitutes a quorum for filling a vacancy in the Board of

Trustees. The act of a majority of the Trustees present at a meeting at which a quorum is present is the act of the Board.

Section 10.

Record Date for Members

The Board of Trustees shall fix a time not exceeding thirty (30) days preceding the date of any meeting of Members, as a record date for the determination of the Members entitled to notice and to vote at any such meeting, and in such case, only the persons who are Members of record on the date so fixed shall be entitled to notice of and to vote at such meeting, notwithstanding any termination of membership on the books of the Corporation after any record date fixed as aforesaid, and such persons shall conclusively be deemed to be the Members of the Corporation on such record date notwithstanding notice or knowledge to the contrary; and the Board of trustees may close the books of the Corporation against the admission or termination of membership during the whole or any part of during the whole or any part of such period.

Section 11.

Provisional Trustee

Upon the petition of not less than one-fourth ($\frac{1}{4}$) of the Trustees of this corporation, the Court of Common Pleas of Huron County, Ohio, may, pursuant to Section 1702.521, Ohio Revised Code, appoint a provisional Trustee for this Corporation. Such appointment may be made even though a different number of Trustees has been fixed by or pursuant to Section 2 of Article II.

Section 12.

Bylaws

For the government of its actions, the Board of Trustees may adopt bylaws consistent with the Articles of Incorporation and this Code of Regulations.

Section 13.

Action Without Meeting

Any action which may be authorized or taken at a Board of Trustees' meeting may be authorized or taken without a meeting in a writing or writings signed by all of the Board Members who would be entitled to notice of a meeting of Board Members held for such purpose, and such writing or writings shall be made a part of the records of this Corporation.

Section 14.

Committees of the Board of Trustees

The Board of Trustees may create an Executive Committee, which shall consist of such number of Trustees, not less than three, as the Board of Trustees shall from time to time

determine. The members of the Board of Trustees shall select the Members of such Executive Committee. The Executive Committee shall serve at the pleasure of the Board of Trustees, shall act only in the intervals between meetings of the Board of Trustees, and shall be subject to the control and direction of the Board of Trustees. The Executive Committee may act by a majority of the members of the Executive Committee at a meeting or in a writing or writings signed by all of its Members. The Board of Trustees may create such additional standing committees or ad hoc committees as the Board of Trustees shall deem appropriate, with such membership, powers and duties as may be deemed necessary or advisable in conducting the business, activities and affairs of the Corporation, and shall elect the members thereof.

Section 15.

Conflicts of Interest

No contract, action, or transaction shall be voided or voidable with respect to the Corporation because the contract, action, or transactions between or affects the Corporation and one or more of its Trustees or Officers, or is between or affects the Corporation and any other person in which one or more of its Trustees or Officers are directors, trustees, or officers, or in which one or more of the Corporation's Trustees or Officers participate in or vote at the meeting of the Board of Trustees or a Committee thereof that authorizes the contract, action, or transaction, if any of the following applies: (a) the material facts as to his or their relationship or interest and as to the contract, action, or transaction are disclosed or are known to the Trustees or the Committee, and the Trustees or Committee, in good faith reasonably justified by the material facts, authorizes the contract, action, or transaction by the affirmative vote of a majority of the disinterested trustees, even though the disinterested trustees constitute less than a quorum of the Trustees or Committee; or (b) the material facts as to his or their relationship or interest and as to the contract, action, or transaction are disclosed or known to the Members held for the such purpose of voting on the contract, action, or transaction by the affirmative vote of a majority of the Members of the Corporation not interested in the contract, action, or transaction; or (c) the contract, action, or transaction is fair as to the Corporation as of the time it is authorized or approved by the Trustees or a Committee thereof.

Common or interested Trustees may be counted in determining the presence of a quorum at a meeting of the Trustees or a Committee thereof, which authorizes the contract, action, or transaction.

The Trustees shall receive no compensation for their services and duties. They may be reimbursed for out-of-pocket expenses incurred in connection with the business of the organization if such expenses are pre-approved by the Board of Trustees.

A Trustee is not an interested trustee solely because the subject of a contract, action, or transaction may involve or effect a change in control of the Corporation or his continuation in office as a Trustee of the corporation.

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**ARTICLE III
Officers**

Section 1.

General Provisions

The Officers of the Corporation shall consist of a President, Vice President, Recording Secretary, Corresponding Secretary and Treasurer. These officers shall be elected by the Membership at the Annual Meeting. The Board of Trustees may, from time to time, create such offices and appoint such other Officers and Assistant Officers as it may determine. These additional Officers shall be appointed by the Board of Trustees and shall serve until the next Annual Election. The same person may hold any two of such offices, but no officer shall execute, acknowledge or verify any instrument in more than one capacity. The Officers elected by the Membership may be paid such compensation as the Board of Trustees may, from time to time, determine.

Section 2.

Term of Office

The Officers of the Corporation shall hold office for a term of two years, and until their successors are chosen and qualified unless removed by the Board of Trustees. The Board of trustees may remove any Officer at any time, with or without cause, by a two-thirds (2/3) vote. The Board of Trustees may fill a vacancy in any office, however created.

Section 3.

President and Vice President

The President shall preside at all meetings of Members and Trustees and shall be the Chief Executive Officer of the Corporation. He/she shall have general supervision, management, control and oversight of the business of the Corporation, subject to this Code of Regulations and subject to the orders of the Board of Trustees, and shall, in General, perform all the duties incident to the office of President or that may be imposed or required by the Members or Board of Trustees. In his/her absence or inability to act, the Vice President shall discharge the duties of the President and shall perform such other duties as shall be determined by the Board of Trustees. [Note:] Per Article 3 Section 3 of the OGS Bylaws: The president (and President Elect (V.P.) shall be member of the Ohio Genealogy Society).

Section 4.

Recording Secretary

The Secretary shall (a) keep minutes of all of the meetings of the Members and of the Board of Trustees, as well as all actions by written consent and waivers of notice; (b) give notice

of all meetings of Members and Trustees, except as otherwise provided by this Code of Regulations (c) keep such books as may be required by the Board of Trustees and (d) perform such other duties as may be assigned to him/her from time to time by the Board of Trustees or by the President. All books and papers pertaining to the office of the Secretary shall be subject at any time to the inspection of any member of the Board of Trustees, and, on the expiration of the secretary's term of office such Secretary shall deliver all books, papers and other property of the Corporation in his/her possession or under his control to the President or to the secretary's successor in office; and, in general, the Secretary shall perform all duties pertaining to such office as may be required by the President or Board of Trustees.

Section 5.

Corresponding Secretary

The Corresponding Secretary is responsible for all of the correspondence of the Corporation as directed by the Board of Trustees as well as, (a) keep such books as may be required by the Board of Trustees; (b) perform such other duties as may be assigned to him/her from time to time by the Board of Trustees or by the President. All books and papers pertaining to the office of the Secretary shall be subject at any time to the inspection of any member of the Board of Trustees, and, on the expiration of the secretary's term of office such Secretary shall deliver all books, papers and other property of the Corporation in his possession or under his/her control to the President or to the Secretary's successor in office, and, in general, the Secretary shall perform all the duties pertaining to such office as may be required by the President or Board of Trustees.

Section 6.

Treasurer

The Treasurer shall have general supervision of all finances; shall receive and safely keep all moneys belonging to the Corporation and shall perform such other duties as from time to time may be assigned by the Board of trustees. He/She shall keep proper books of account and keep accurate account of the finances of the corporation and shall present, at the annual meeting of Members, a statement of profit and loss and surplus, including a summary of profits and other changes in the surplus account of the Corporation, and a balance sheet containing a summary of the assets and liabilities, stated capital and surplus as of the close of the Corporation's fiscal year. The financial statement shall have appended thereto a certificate signed by the President or a Vice President and the Treasurer or as Assistant Treasurer, or by a public accountant or a firm of public accountants, to the effect that the financial statement present fairly the financial position of the Corporation and the results of its operations in conformity with generally accepted accounting principles applied on a basis consistent with that of the preceding period or such other certificate as is in accordance with sound accounting practice. At any meeting of the Board of Trustees, the Treasurer shall furnish summary statements of the financial condition of the Corporation

as of the date requested by the President of the Board of Trustees. Upon the expiration of his term of office, the Treasurer shall deliver all money, books, papers, and other property of the corporation that shall be in his/her possession or under his/her control to his/her successor in office. The Treasurer shall maintain a registry of the Members of the Corporation.

Section 7.

Auditing Committee

The Auditing Committee shall consist of two Members of the Corporation appointed by the Board of Trustees. The Treasurer's books shall be closed at the end of December and the Auditing Committee shall make its report at the Annual Meeting.

**Code of Regulations of
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ARTICLE IV, V and VI

ARTICLE IV

Indemnification of Trustees and Officers

Each Trustee, officer, director, agent, employee or volunteer of this Corporation, and any trustee, officer director, agent, employee or volunteer of any other corporation serving as such at the request of this Corporation shall be indemnified by this Corporation under the standards set by and to the fullest extent allowable under Section 1702.12(E), Ohio Revised Code, as the same shall be amended from time to time.

The foregoing right of indemnification shall be in addition to any other rights to which any person seeking indemnification may be or become entitled by law, vote of Members or disinterested Trustees of This Corporation or

ARTICLE V

Amendments

The Members at a meeting held for such purpose, may adopt an amendment to these Regulations by the affirmative vote of two-thirds (2/3) of the Members present if a quorum is present, provided notice of the proposed amendment has been given to all members at a previous meeting and by mail, unless otherwise stated in that Article or Section. In addition to or in lieu of adopting an amendment to the Regulations, the Members may adopt amended Regulations by the same action or vote as that required to adopt the amendment.

ARTICLE VI

Miscellaneous

Section 1.

Fiscal Year

The fiscal year of the Corporation shall end on the 31st day of December in each year, or such other-day as may be fixed from time to time by the Board of Trustees.

Section 2.

Mortgages

The Board of Trustees may authorize any mortgage or pledge of all or any of the property of this Corporation of any description, or any interest therein, for the purpose of securing

the payment or performance of any obligation or contract of this Corporation. No vote or consent of the Members of this Corporation or authorization from a court pursuant to Section 1715.39, Ohio Revised Code, is necessary for such action.

Section 3.

Property

All property acquired by this Corporation by purchase, gift, and bequest or otherwise shall be the absolute property of this Corporation, unless at the time of acquiring such property it is otherwise specified in writing.

Section 4.

Sale of Disposition of Assets

The Board of Trustees of this Corporation may authorize the lease, sale, exchange, transfer or other disposition of any of the assets of this Corporation without the necessity of procuring authorization from the court pursuant to Section 1715.39, Ohio Revised Code, and any such lease, sale, exchange, transfer or other disposition shall be made in whole or in part for money or other property, including shares or other securities or promissory notes of any corporation for profit.

Section 5.

Books and Records

Any member or any trustee or the agent or attorney of any Member or any Trustee may examine the books and records of this Corporation for any reasonable and proper purpose at any reasonable time.

Section 6.

Newsletter

This Corporation shall produce a quarterly newsletter, *The Kinologist*. Any Member may submit material or query for inclusion in the newsletter. Any inclusion shall be left to the discretion of the Newsletter Chairperson. Queries submitted for inclusion shall be free to all current Members of the Corporation. Queries submitted by a non-member shall be printed for a small fee as set from time to time by the Board of Trustees.

Section 7.

Expenditures and Speakers Fees

The program Chairperson has the authority to spend up to \$500.00 per year on speakers. This amount will cover speaker's fees, mileage, meals and overnight accommodations as needed. The Board of Trustees must approve any individual Speaker Fee that exceeds \$150.00. The Board of Trustees may adjust these amounts from time to time.

Section 8.

Non-Profit Status

This organization is exclusively for the purposes set forth in the Articles of Incorporation, subject to the provisions of Section 501 (c) (3) of the Internal Revenue Code. The Organization shall not carry on any activities not permitted under this code. In the event of the dissolution of the Chapter, any remaining assets shall be transferred to the Ohio Genealogical Society.

Section 9.

Parliamentary Authority

Roberts Rules in Plain English, 1997 Copyright 1st Edition, shall govern procedural questions not covered by these regulations.