

Adopted August, 2002
CODE OF REGULATIONS
OF
THE LAKESIDE HERITAGE SOCIETY, INC.

ARTICLE I – NAME

Section 1. Name. The name of this organization shall be THE LAKESIDE HERITAGE SOCIETY, INC., referred to herein as “the Society.”

Section 2. Status. The Society is a not for profit organization under the laws of the State of Ohio. It is a tax-exempt organization as defined by Section 501(c)(3) of the United States Internal Revenue Code. A statement of Certificate of Continued Existence for the corporation known as The Lakeside Heritage Society, Inc. is required to be filed every 5 years with the Secretary of State of Ohio. The Society Secretary shall be responsible for filing this document and shall be listed as the Society’s Official Agent.

ARTICLE II – OBJECTIVE

Section 1. Mission Statement. To preserve, promote and advance the history of Lakeside, The Marblehead Peninsula and The Chautauqua Movement in America and to be a public resource for that history.

Section 2. Purpose. In accordance with the Articles of Incorporation, the purpose of this Society is: to lease, purchase, or otherwise acquire property, both real and personal, to repair, maintain, reconstruct and/or expand the same for use and to use the same for historical and museum purposes, with accommodations for meetings and assemblies by organized groups approved by the trustees; to receive and accept contributions, donations and bequests of cash or property or historical heritage items and to preserve and display the same; to promote and advance the fine arts, both general and religious; and to promote historical interest in Lakeside, its past, present and future. The Society shall make the same available to all interested persons and to do any and all things necessary or incident to all of the foregoing.

Section 3. Policy. The actions of the Society shall be in harmony with and in support of the Mission Statement and goals of The Lakeside Association (also known as Lakeside Chautauqua.)

ARTICLE III – MEMBERSHIP

Section 1. Memberships. The Board shall establish membership categories and dues amounts for each category. An active member is defined as one whose current dues are paid in full for the current fiscal year and is in good standing with the rules and regulations of the Society. Active members shall receive copies of the Society’s newsletter and Manifest publication and shall be entitled to free or reduced rates for fee-based programs, as determined by the Board

of Trustees. Active members may serve on the Board, Standing Committees, and Special Ad Hoc Committees.

Section 2. Dues. The board of trustees shall establish annual dues for each type of membership. Annual membership is for the period January 1 through December 31 with no proration of dues. For new members, if dues are paid in the fourth quarter, the membership will be active until December 31 of the following year.

Section 3. Annual Meeting. An Annual Meeting of the membership shall be held in August. At the Annual Meeting an election of officers, trustees, and nominating committee members shall be held and reports of the current year's activities shall be made. A minimum of 15 Society active members is required for a Quorum. All active members are eligible to vote on any business matter at the Annual Meeting.

ARTICLE IV – OFFICERS

Section 1. Officers. The officers of the Society shall be the President, Vice President, Secretary and Treasurer.

Section 2. Election and Term. Officers shall be elected from the members of the board of trustees at the annual meeting for one-year terms to begin September 1.

Section 3. Vacancies. A vacancy in any office shall be filled by appointment of the President except that the Vice President shall succeed to the office of President.

ARTICLE V – DUTIES OF OFFICERS

Section 1. President. The President shall preside at all meetings of the membership, the Board of Trustees, and the Executive Committee. The President shall prepare an agenda and distribute it to the Board at least seven days prior to the meeting. The President shall give leadership to the Board; appoint standing and special committees; appoint persons to other positions created by the board; and serve as an ex-officio member of standing committees. The president shall be an alternate signature in the absence of the Treasurer. The President, in consultation with the Executive Committee, shall employ persons to fill such employed positions as may be created. The President shall supervise the Archivist and Manager of Operations. The President shall perform all other duties usually incident to the office and such other duties as may from time to time be required by the Board.

Section 2. Vice President. The Vice President shall perform the duties of President in the event of the President's absence or inability to act and shall perform such other duties as may be assigned. The Vice President shall succeed to the office of President if that office becomes vacant.

Section 3. Secretary. The Secretary shall keep an accurate record of the proceedings of the Board of Trustees and of the Executive Committee meetings and shall provide minutes to the Board Members within 30 days of each meeting. The Secretary shall see that notices of meetings of the Board of Trustees and Executive Committee are issued at least ten days prior to meetings. The Secretary shall be listed with the Secretary of State of Ohio as the organization's Official Agent and shall be responsible for filing every five years with the Secretary of State of Ohio a statement of Certificate of Continued Existence for the corporation known as The Lakeside Heritage Society, Inc. The Secretary shall keep a record of filing dates. The Secretary may appoint any Board Member to assist with routine correspondence. The Secretary shall perform such other duties as are usually incident to the office or which may be assigned by the Board.

Section 4. Treasurer. The Treasurer shall be responsible for the custody of all funds, as well as all investments, including all checking, savings, and stock accounts together with certificates of deposits, bonds, trust funds, or other investments. The Treasurer may work with a financial professional to manage all funds in accordance with the Investment Policy approved by the Board. The Treasurer shall sign all checks, orders for withdrawal or transfer of funds, stock or other investments. The Treasurer shall be responsible for seeing that all federal, state, and local tax documents are prepared and filed in a timely manner. The Treasurer, with approval of the Board, may appoint an assistant to perform some of the duties. The Treasurer shall be an ex-officio member of the Finance Committee and shall perform such other duties usually incident to this office or which may be assigned.

Section 5. Authorizing Signatures. The individuals holding the following positions will be the authorizing signatures on all banking and investment accounts, and legal documents for the organization: President, Treasurer, and Secretary. These individuals will be provided with any necessary credentials to access investment/financial accounts online. The officers agree to maintain strict control and privacy of these credentials and not share them with any other personnel. Dual signatures on amounts over \$5000 are required if no limit has been specified for the account. All financial operations are subject to audit as outlined in Article X, Section II.

ARTICLE VI – BOARD OF TRUSTEES

Section 1. Members. The Board of Trustees shall be composed of a minimum of seven and a maximum of sixteen active members including the officers.

Section 2. Terms. The term of office for Trustees shall be four years beginning September 1. A person appointed to fill an unexpired term shall be considered to have served a full term if the unexpired term was two years or more in length.

Section 3. Eligibility. All persons elected to or serving as Board Members shall be current in dues to the Society. Failure to maintain membership shall result in automatic suspension from the Board and be cause for removal from membership on the Board of Trustees.

Section 4. Vacancies. Vacancies shall be filled by the Board on the recommendation of the Nominating Committee.

Section 5. Responsibilities. The Board of Trustees shall govern the Society by exercising such responsibilities as the setting of priorities; the adoption of annual and long range plans; the adoption of budgets; the enactment of rules, regulations and policies; and such other actions as give general direction to the conduct of affairs of the Society.

The Society, by action of the Board, may acquire real or personal property by purchase, gift, bequest, or other means and may sell, lease, or otherwise convey real or personal property upon such terms and conditions as the Board deems proper; provided, however, that no property, real or personal, valued at more than \$100, shall be sold or encumbered unless the Trustees are notified in writing of the terms and conditions and unless at least two-thirds of the Trustees agree in writing or by affirmative vote at a meeting. All such votes must be recorded and made a part of the official minutes.

Section 6: There shall be at least three regular meetings of the Board each year. The president shall establish specific dates for these meetings and announce them by March 31. All meetings shall be held in person, face-to-face or be conducted using electronic communication. All electronic meetings shall be subject to and adhere to the Policy on Electronic Meeting Format and Procedure attached to this document.

Section 7. Special Meetings. The President may call special meetings or special meetings may be called on the written request of five trustees.

Section 8. Notice of Meetings. Notice of time and place of regular meetings shall be given at least ten days prior to the meeting. Notice of special meetings shall ordinarily be given by mail, telephone, fax or e-mail at least one week prior to the meeting but in the event of emergency may be given on forty-eight hours notice. The notice of special meetings shall contain time, place, and purpose of the meeting. No action shall be taken which is not consistent with the stated purpose.

Section 9. Quorum. At all regular meetings of the Board, eight board members must be present for the transaction of business.

ARTICLE VII – EXECUTIVE COMMITTEE

Section 1. Members. The Executive Committee shall be composed of the President, Vice President, Secretary, Treasurer, and two other Trustees elected by the Board of Trustees annually.

Section 2. Meetings. The Executive Committee shall meet at the call of the President or at the written request of two members of the committee. Notice of meetings shall be given at least

one week prior to the meeting by mail, telephone, fax or e-mail. In the event of an emergency, forty-eight hours notice may be given by telephone, fax, or e-mail.

Section 3. Quorum. At least four Executive Committee members must be present to constitute a quorum for the transaction of business.

Section 4. Responsibilities. The Executive Committee may take such action as is necessary between meetings of the Board of Trustees; provided, however, that the Executive Committee shall not have the power to sell or encumber any real estate or to sell any part of the Society's museum collection. All actions must be reported to the Board of Trustees at the next regular meeting of the Board. The Executive Committee may oversee fundraising committees.

ARTICLE VIII – NOMINATING COMMITTEE

Section 1. Membership. There shall be a Nominating Committee composed of five members elected at the Annual Meeting to serve two-year terms. At least two of the members shall be members of the Society who are not members of the Board of Trustees. Members may serve only one term and a year must elapse before being eligible for re-election to the Nominating Committee. Vacancies may be filled by appointment of the President.

Section 2. Responsibilities. It shall be the duty of the Nominating Committee to present at the Annual Meeting a single slate for Officers, Trustees, and members of the succeeding Nominating Committee. The slate for all positions to be acted upon at the Annual Meeting shall be sent to members of the Lakeside Heritage Society, Inc. along with the notice of the Annual Meeting at least ten days prior to the Annual Meeting. Nominations for all positions may be made from the floor. The chairperson of this committee shall be a member of the Board.

ARTICLE IX – COMMITTEES

Section 1. Standing Committees. There shall be the following standing committees: Collection, Finance, Member Services, and Building Operations.

Section 2. Committee Membership. Within thirty days after the Annual Meeting the newly elected President shall appoint committee chairpersons from the members of the Board of Trustees. The chairperson shall appoint committee members. Except for the Chairperson, membership on the Board of Trustees shall not be a prerequisite for committee membership. Committee chairpersons may appoint such sub-committees as necessary.

Section 3. Special/Ad Hoc Committees. From time to time, the president may appoint such special or ad hoc committees as may be needed. The purpose and membership of such committees shall be reported to the Board at its next regular meeting.

Section 4. Duties of Committees. The standing committees shall perform the following duties:

(a) Collections Committee. The Collections Committee shall make recommendations to the Board concerning collection and archival procedures for both the museum and the archives and for the responsibilities of all staff. The committee shall recommend to the Board of Trustees any archival, collection material, or items that do not conform to the purposes of the Society and recommend if they should be de-accessioned. The committee shall recommend to the Finance Committee, amounts to be included in the budget for display equipment and materials. The committee may recommend themes and content for the museum displays and special exhibits to the Museum Curator and Archivist. The committee shall develop a Collections Policy and follow its directives.

(b) Finance Committee. The Finance Committee shall recommend an annual budget to the Board of Trustees to be presented and voted on at the Annual Meeting. The budget shall include recommendations for special fundraising events or activities. The Committee may recommend chairpersons and oversee fundraising committees. The Committee shall recommend investments to be made with the Society's funds. The Committee shall be responsible for developing and updating as appropriate an Investment Policy for approval by the Board. The Committee shall develop and update as appropriate policies detailing the purpose, use of funds, and investment plans for all Funds. Such policies shall be approved by the Board. The Committee shall review annually the "Policies for Processing Gifts of Money and Other Income" and "Policy for Receiving Gifts of Stock" and make recommendations for appropriate changes for approval by the Board. The Committee shall meet at least semi-annually.

(c) Member Services Committee. The Member Services Committee shall be responsible for three main functions: (1) membership promotion and record maintenance, (2) communication with members and prospects, and (3) education offerings for members and prospects.

Membership - The Committee shall review the membership cards annually and seek Board approval for any changes regarding membership categories, dues amount, personal information and obtain new membership cards each year. Membership information shall be entered into the computer and lists maintained to be used for mailings. Donor information shall be submitted to the Newsletter Editor for publication in the first Newsletter following payment of dues or donations. The Committee shall be responsible for sending thank you letters to designated donors as stated in the Policy for Processing Gifts of Money and Other Income.

Communication - The Committee shall be responsible for securing a newsletter editor to gather material for three newsletters and research articles each year. The Committee shall ensure the securing of supplies and conducting of all mailings. The Committee, in consultation with the Archivist and Manager of Operations, shall be responsible for preparation of press releases, posters, web site information, and any communications or promotional items publicizing Society activities and inform the Board of such action. The Committee shall secure ads for the newsletter, by

January, and payment of same. The Committee shall communicate with a printer and purchase postage for each mailing and prepare and mail the publications. Education - The Committee shall appoint an education coordinator and subcommittee to schedule archives and museum educational programs, walking tours, and special events.

- (d) Building Operations Committee. The Building Operations Committee shall recommend plans and budget to the Board of Trustees for contracted maintenance of the museum, archives, buildings, and grounds. The Committee shall be responsible for securing volunteers to do minor maintenance such as lawn and landscaping care, leaf removal, minor repairs and painting, installation, and maintenance of window air conditioners, changing of furnace filters, and similar chores.

ARTICLE X – FISCAL AFFAIRS

Section 1. Fiscal Year. The fiscal year shall be September 1 to August 31.

Section 2. Audit. The books and accounts of the corporation shall be audited annually by an Audit Committee of at least two persons appointed by the President. A report of the audit shall be made in writing to the Board of Trustees and the audit report shall be made available upon request.

ARTICLE XI – PARLIAMENTARY AUTHORITY

Section 1. The parliamentary authority for the conduct of business shall be the current edition of Robert's Rules of Order. Newly Revised.

ARTICLE XII – AMENDMENTS

Section 1. The Code of Regulations shall be reviewed every three years and may be amended at any meeting of the Board of Trustees by affirmative vote of two thirds of the members present and voting. Any proposed amendment is to be provided to the Board ten business days prior to the meeting. The President shall appoint a board member to chair a committee to conduct this review and appoint members of the Review Committee from the Board. A revised copy of the Code of Regulations shall be on file in the Archives and given to each member of the Board.

REVISED: JUNE 7, 2003
OCTOBER 20, 2007
JUNE 19, 2010
JUNE 16, 2012
JULY 18, 2015
MAY 4, 2019
JULY 26, 2022