

AMENDED CODE OF REGULATIONS OF THE
HANCOCK HISTORICAL HUSEUM ASSOCIATION
(CORPORATION)

Article I: Members' Meetings

(a) Annual Meetings. The annual meeting of the Members, as defined herein below in Article V, Section (a), of this Corporation shall be held each year in Findlay, Ohio at 5:00 p.m. on the first Wednesday of April, or at such time and date and at such place may be designated by the Board of Trustees.

(b) Special Meetings. A special meeting of the Members may be called by the President, or in case of their absence, death or disability the Vice-President, the Trustees action at a meeting or a majority of the Trustees acting without a meeting, or by twenty percent (20%) of the voting Members, by written notice, given at least ten (10) days before the date of such meeting, to each Member, by mail, at their address as it appears on the records of the Corporation, or by publication once, at least ten (10) days before the date of such meetings, in a newspaper published in Findlay, Ohio.

(c) Quorum. At all meetings twenty (20) Members shall constitute a quorum, except as otherwise provided by the statutes of Ohio.

(d) Action. The vote of a majority of the Members present at a meeting of Members is required for action by the Members. In lieu of personal attendance, a Member may designate another Member to act as their proxy to attend on their behalf for the purpose of casting the vote directed by the Member; said proxy designation shall be made in writing and transmitted on paper or by electronic means.

Article II: Trustees

(a) Number, Qualifications, Terms and Election.

(1) The number of Trustees shall be no fewer than three (3) and not more than twenty-three (23), as may be fixed by the Members from time to time at the annual meeting or other meeting held for the election of Trustees. The election of Trustees shall be held as the annual meeting of Members, or as a special meeting called for the purpose of electing Trustees.

(2) Trustees shall be elected for a Term of three (3) years ("Term") with one-third of the number designated by these regulations of the Trustees elected each year. Initial Trustees elected after the adoption of this Article II shall be elected for staggered Terms as set forth in the nomination motion, so that the Term of one-third of those so elected shall expire in one (1), two (2) and (3) years, respectively.

(3) Each Trustee shall hold office for the Term stated in the motion for their election, and until their successor is elected and qualified or until their earlier

resignation or death. Vacancies created by resignation or death of a Trustee shall be filled by a vote of the remaining Trustees. Such successor Trustee shall hold office for the remainder of the Term of the Trustee they succeed.

(4) **Emeritus Trustees:** An Emeritus Trustee is a former active Trustee who provides guidance but does not hold voting power. An Emeritus Trustee is not counted in a quorum. An Emeritus Trustee seat on the Board of Trustees may be offered or revoked at the discretion of the Board President.

(5) Commencing with Terms beginning in April 2013, an elected Trustee shall not serve for more than two consecutive Terms of three (3) years each (a total of six (6) years). At the discretion of the President, a former Trustee may continue to serve on a committee as a community member. A former Trustee is eligible for re-election as a Trustee after a period of one (1) year and upon proper nomination at the annual membership meeting, as defined herein above in Article I, Section (a).

(6) **Founder's Seat Trustee:** Commencing January 1, 2016, one Trustee shall be designated as the "Founder's Seat Trustee." The Founder's Seat Trustee shall be a member so designated to fill this seat for a term that does not expire and is not subject to election or the Term limitations provided in Article II(a)(2) and (5) above. The initial designation shall be made by Mr. Joseph Opperman, who may designate himself or another member. The designated Founder's Seat Trustee shall renew their commitment to fulfilling this role not less than every three years, made in writing, is not revocable by the Board of Trustees. The Founder's Seat shall hold voting power and shall be counted in a quorum. The Founder's Seat Trustee, with one exception: the Founder's Seat Trustee may not server concurrently as the Treasurer of the Hancock Historical Museum Association. A Founder's Seat Trustee vacancy, without prior written successor designation, shall be filled upon the nomination and 80% vote of the entire Board of Trustees.

(b) **Quorum.** A majority (one-half plus one) of the whole elected number of Trustees shall constitute a quorum except that a majority of the Trustees in office shall constitute a quorum for filling a vacancy in the board. If a quorum be present, then, unless otherwise provided by law, or the regulations, a majority of the Trustees present may decide any question coming before any meeting of the Trustees, but less than a quorum may adjourn the meeting from time to time.

(c) **Executive Committee.**

(1) An Executive Committee of the Trustees shall be constituted at each organizational meeting consisting of the Officers, as defined herein below in Article III. of the Corporation elected to hold office at that meeting. Such Executive Committee shall have the power to act for the Association between regular meetings of the Trustees. Meetings of the Executive Committee shall be at such time and at such place as designated by the President of the Association. Three of the members of the Committee shall constitute a quorum and a majority of the members present at a meeting shall be required for action by the Committee. The Committee may also act by

a writing signed by all of its members, or by electronic communication, which includes, but is not limited to, telephone, video calls, and email, so long as each member can communicate with each of the other members.

(2) The Executive Committee of the Board of Trustees shall possess all the powers of the Trustees, except it shall not have the power to dispose of or alienate real or personal property belonging to the Corporation with a value greater than \$5,000.00 or to obligate the Corporation to any expenditure in excess of \$50,000.00

(d) Duties of Trustees: Trustees are required to:

(1) attend the majority (half plus one more) of the regularly scheduled monthly Board meetings, unless and except extraordinary circumstances occur, as determined by the Officers;

(2) Serve on a least one committee with similar attendance expectations;

(3) Be a Member of the Hancock Historical Museum, preferably at the financial level set as a "Supporting Friend."

(e) Standing Committees and Charters:

(1) The standing committees of the Board of Trustees shall consist of the following:

- (i) Executive Committee
- (ii) Governance Committee
- (iii) Finance Committee
- (iv) Buildings, Ground and Collections Committee
- (v) Fundraising and Marketing Committee

(2) In addition to duties as outlined in its Charter, and as assigned by the President, the Finance Committee shall also serve as advisory committee for the Founder's Account (defined in Article X). The Finance Committee shall at all times include as a committee member the Founder's Seat Trustee. The Finance Committee shall have exclusive responsibility for the management and oversight of the designated Founder's Account; and shall be responsible for annual allocations from this fund to the Corporation for the support of its general operations. Allocations shall follow the guidelines established by the Hancock Historical Museum Foundation prior to its dissolution. Any change to the disbursement formula, or disbursements from principal, shall require an 80% vote of the entire Board of Trustees, said 80% approving shall include the Founder's Seat Trustee or by void. The Charter for this committee shall be written by the committee members, and adopted by 100% vote of the committee. Mr. Joseph Opperman and Mr. John Koehler shall initially serve on the Finance Committee and shall be entitled to nominate their own successors to this committee; said right of designation shall enure also to all future designees for these committee seats.

(3) Additional Ad hoc committees or sub-committees may be designated by the President of the Board.

(4) Charters providing specific duties and responsibilities of each of the five standing committees shall be adopted separately by the Board of Trustees and reviewed on an annual basis.

Article III: Officers

The Officers of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer, all of whom shall also be a Trustee. Said Officers shall be chosen by the Trustees by a majority vote, and shall hold office until the date fixed by these regulations for the annual meeting of the Members next following the election of such Officers, and until their successors are elected and qualified.

Article IV: Duties of Officers

(a) President. The President shall preside at all meetings of the Members and Trustees, sign the records thereof, and perform generally all the duties usually performed by presidents of like corporations, and such other and further duties as shall be from time to time required of them by the Trustees.

(1) The President shall serve a two (2) year term, and may be elected to serve a maximum of one additional two (2) year term.

(b) Vice-President. The Vice-President shall perform all the duties of the President in case of the absence, death or disability of the latter. In case both President, Vice-President and the second Vice-President, if any, are absent or unable to perform their duties, the Trustees may appoint a President pro tempore.

(1) The Vice-President shall be the presumed President elect, and shall, with the approval of a majority of the Trustees, serve as President upon the completion of the current President's term

(c) Secretary. The Secretary shall keep minutes of all the proceedings of the Members and Trustees of this Corporation and make a proper record of the same, which shall be attested by them, and generally shall perform such duties as may be required of them by the Trustees. Said minutes shall be prepared and available to the Board of Trustees prior to the next scheduled meeting. On the expiration of their term of office they shall turn over to their successor, or to the Trustees all records of this Corporation in their hands.

(d) Treasurer. The Treasurer shall receive and have control of all money and securities belonging to this Corporation and shall disburse, or otherwise direct and oversee same as ordered by the Executive Officers. They shall keep an accurate account of all monies received and disbursed by them, and shall generally perform such duties as may be required of them by the Executive Officers. On the expiration of their term of office they shall turn over to their successor, or to the Trustees all money and property of this Corporation in their hands.

Article V: Members

(a) Members. There shall be but one class of voting membership of the Corporation which shall be identified as “Member.” Members shall be such natural persons over twenty-one (21) years of age as shall have indicated their desire to become a Member by paying the dues specified in these regulations, as defined herein below in Article VI. Persons shall continue to be Members of this Corporation for so long as the dues set forth in these regulations, payable by such person, and current.

(b) Other Classes. The Trustees may from time to time designate other classes of membership, subject to such terms, conditions, qualifications and designation as they may determine at the time establishing such class of membership. Further, any class of membership so designated shall not be bestowed with a power greater than that bestowed on the class of membership established in these regulations.

Only Members in good standing shall be entitled to vote, serve as Trustee and to hold office in the Corporation.

Article VI: Dues

The annual dues of Members shall be that sum as determined from time to time by action of the Trustees of this Corporation. In the case of husband and wife memberships, each person is deemed a Member of the Corporation. Dues are current when the same are paid for the calendar year. In matters involving a person’s status as a Member of this Corporation, the records of the Corporation shall determine and shall be final. Failure to pay said dues within 30 days after the same are due and payable shall void the membership.

Article VII: Order of Business

Unless this regulation is suspended by a majority vote of the Members present at any meeting of the Members, the order of business at all Members’ meetings shall be as follows:

- (1) Reading of the minutes of the last preceding Members’ meeting.
- (2) Reading of reports and statements.
- (3) Unfinished business.
- (4) Election of Trustees, if in order at the meeting in question.
- (5) New or miscellaneous business.

Article VIII: Indemnity of Officers and Trustees

Each present or future Trustee, Officer or employee or any person serving as a Trustee, Officer or employee of the Corporation shall be indemnified by the Corporation against expenses, judgments, decrees, fines, penalties or amounts paid in settlement in connection with any pending or threatened action, suit or proceedings, criminal or civil, to which they are or may be made a party by reason of being or having been such a Trustee, Office or employee, provided (a) they are adjudicated or determined not to have been negligent or guilty of misconduct in the performance of their duty (b) that they acted in good faith in what they reasonably believed to be the best interest

of such Corporation and (c) that in any matter the subject of a criminal action, suit or proceeding, they had no reasonable cause to believe that their conduct was unlawful. The determination as to (b) and (c) and as to (a) in the absence of an adjudication by a court of competent jurisdiction shall be made by the Board of Trustees acting at a meeting at which a quorum consisting of Trustees who are not parties to or threatened by such action, suit or proceeding is present [or by disinterested reputable counsel selected by the Corporation].

Article IX: Amendments

Notwithstanding the other Articles of these regulation, these regulations may only be amended, supplemented or repealed by a vote of two-thirds of the voting Members present at a meeting called for that purpose, or at any annual meeting of the Members, and with the exceptions noted below and elsewhere herein.

Amendments of the following sections shall require an 80% vote of the entire Board of Trustees, said 80% approving shall include the Founder's Seat Trustee or be void: Article II, Paragraph (a)(6) Founder's Seat Trustee; Article II, Paragraph (e)(2) Advisory Committee for Founder's Account; Article IX Amendments; and Article X, Founder's Account.

Article X: Founder's Account

These bylaws have been adopted contemporaneously with the 2016 merger of the Hancock Historical Museum Association and the previously existing, separate entity Hancock Historical Museum Foundation (HHMF), which has ceased to exist following the merger. Funds received from the HHMF at the time of its dissolution shall be held in financial accounts separate from the other accounts of the Corporation, in perpetuity. The allocation and distribution of the principal shall be at the sole direction of the Finance Committee and shall require a unanimous recommendation of this committee, prior to an 80% approval vote of the entire Board of Trustees; said 80% approving shall include the Founder's Seat Trustee or be void. Said Finance Committee shall be charged with the duty of fulfilling the purpose of maintaining the corpus of the fund as existed on the date of merger, and to responsibly and prudently exercise its power of allocation in support of the general operations. Gifts and donations made or designated by a writing, prior to January 1, 2016, as gifts to HHMF shall be placed in the Founder's Account by Corporation, with the exception of gifts from any prior Board Member of the HHMF who shall be entitled to designate gifts to the Founder's Account at any time during his/her life, whether or not the designation was made prior to the date of the merger of the two entities.

Adopted