

HELLENIC PRESERVATION SOCIETY OF NORTHEASTERN OHIO
CODE OF REGULATIONS
(Hereafter referred to as Bylaws)

ARTICLE I - NAME

The name of this corporation shall be The Hellenic Preservation Society of Northeastern Ohio.

ARTICLE II - MISSION STATEMENT

“Our mission is to present a unified voice of the Hellenes in Northeastern Ohio that will promote the Greek experience through programs, collections and preservation.”

ARTICLE III - OBJECTIVES

The objectives of the Society shall be:

1. To collect, preserve and present artifacts, objects, printed, and digitized material that reflect the culture and history of Greek immigrants from Northeastern Ohio, culture and history of their ancestors and their descendants.
2. To develop an awareness of Hellenism through programs.
3. To support projects whose purpose is to maintain and/or advocate for Hellenic culture and heritage.
4. To be apolitical in all of its endeavors.

ARTICLE IV - MEMBERS

Section 1. Board of Trustees

Members of the Board of Trustees (hereafter referred to as Board) are the designated members of the Society as defined by Chapter 1702 of the Ohio Revised Code. Trustees vote on all issues, unless otherwise specified in these Bylaws, and represent the Society in all matters affecting finances, commitments, election of Trustees (except the Trustee elected by the General Members), filling all Trustee

positions vacated for any reason, election of officers, appointment of committees, and any other action pertinent to the operation of the Society.

Section 2. General Members

General Members advise the Board on programs and projects that may be initiated to fulfill the objective of the Society and assist in executing the cultural preservation projects of the Society as approved by the Board.

Section 3. Additional Member Classifications

Any number of member categories may be established from time to time by the Board for individuals, as well as for honorary members, corporations, clubs, societies, fraternities, and other entities. Each classification may be assigned certain privileges and benefits. One of these privileges may include membership to the Society.

Section 4. Dues and Fees

All dues and fees shall be established by the Board.

Section 5. Removal and Reinstatement

Any member may be suspended or expelled by a 2/3 vote of the Board at a Board meeting with a quorum for conduct unbecoming a member, or for failure to remain current with dues, fees, or other financial obligations as prescribed by the Board. Reinstatement shall be at the discretion of the Board.

ARTICLE V – GENERAL MEMBERS

Section 1. Makeup and Authority

The General Members shall be composed of persons who support the objectives of the Society and wish to contribute to the achievement of its goals.

Section 2. Members

Any individual may become a member upon meeting the dues requirements and any other criteria that may be established from time to time by the Board and the Bylaws.

Section 3. Regular and Special Meetings of the General Members

Regular meetings of the General Members shall be held on such dates as designated by the Board. Special meetings of the General Members may be called upon the written request of any 35 members to the Secretary of the Board.

Written notice of the time and place of each such meeting of the General Members, whether regular or special, shall be given to the General Members by electronic mail at least seven (7) days before the meeting. A notice for a regular meeting need not specify the purpose of the meeting or an agenda, A notice for a special meeting must specify the purpose of that meeting. No business may be transacted during a special meeting other than that specified in the notice.

Section 4. Annual Meeting of the General Members

At least one annual meeting of the General Members shall be held in a place designated by the Board. Additional General Members meetings may be called as needed at dates and times specified by the Board.

Section 5. Quorum

At all General meetings, twenty-five (25) General Members present constitutes a quorum. No business may be conducted without a quorum.

ARTICLE VI BOARD OF TRUSTEES

Section 1. Authority

The corporate powers, property, affairs, and policy matters of the Society, subject to the limitations contained under Ohio law and these articles and/or regulations, shall be exercised, conducted, controlled, and determined solely by the Board.

Any vacancies on the Board shall be filled by a majority vote of the remaining Trustees present to vote.

Any Trustee may be expelled or removed by a three-fourths (3/4) vote of the Trustees present at a Board meeting called for such a purpose.

Any member of the Board who misses three consecutive meetings may be deemed to have resigned as a member of the Board.

The Board has the authority to amend the Bylaws of the Society with a 2/3 vote of the Trustees present at a Board meeting called for that purpose.

The Board shall engage an outside independent audit of the Society's financial records every three years.

The Board has the authority to dissolve the Society and distribute its assets upon dissolution by a three-fourths (3/4) vote of all the current Trustees at a Board meeting called for such purpose.

Section 2. Number of Trustees, Qualification, and Election

The number of trustees shall be at least eight (8), but not more than fourteen (14).

This number may be fixed from time-to-time by the Board at a meeting called for that purpose, or at the Board meeting during which the trustees are elected to office.

[The question of open and secret ballots needs to be addressed]

a. Board Elections

The Nominating Committee shall put forth qualified candidates for openings on the Board.

The Board shall consider those recommended by the Nominating Committee and elect the number of Trustees required to fill all of the other expired terms. The Board may consider other Board candidates and elect those at their discretion. The term of office for these Trustees shall be three years.

Trustees elected by the Board annually to fill expired three-year terms shall be elected by the Board at the annual meeting of the Board, or at a special meeting called for that purpose. Each elected Trustee must receive a majority vote of those Trustees present and voting.

Voting may be held via email if the Board determines necessity. Email voting is not limited solely to Board or officer elections.

1.) The Board member whose motion requires approval is responsible for sending an email to the current HPS Board members regardless of whether or not they were at the meeting, explaining the topic and providing a summary of any discussion the Board may have had on the topic.

2.) The Board will have two days to raise any questions. All Board members be copied on any questions and also copied on all responses. This will ensure that the Board has the same understanding of and information relating to the topic. The person submitting the email is to respond to all questions presented.

3.) Once all of the questions have been answered the Secretary or Vice President will send an email asking for a vote on the topic. Board members will have two days in which to cast their vote. When that has been completed the Secretary or Vice President will notify all Board members of the outcome. At the next regularly scheduled Board meeting the email vote will be read and captured in the meeting minutes.

b. Eligibility

The Nominating Committee shall establish the eligibility of potential Board members.

Only paid-in-full General Members of at least one year's standing shall be eligible to be elected to the Board. The sitting Board may waive this requirement for certain nominees, by motion passed, as it sees fit.

Upon approval of the Nominating Committee, Trustees may succeed themselves, if duly re-elected, for a period of one year. Beyond that, the Trustee must sit out for one year before seeking re-election to the Board. The sitting Board may waive this requirement for certain nominees, by motion passed, as it sees fit.

A proposed Trustee shall fill out an application as established by the Board.

c. Ex officio Board of Trustee Members

A Trustee who had served two consecutive terms and according to the Bylaws is not eligible to seek a third consecutive term, may, upon the discretion of the Board, be invited to continue to serve as an ex-officio member with no voting or quorum rights, but with the full authority to participate in discussions during Board meetings, and to retain all other rights and privileges vested in Trustees.

Section 3. Regular and Special meetings of the Board

Regular meetings of the Board shall be held on the first Wednesday of each month at least eight times per year, or whatever day is decided upon by the Board, specified at the December meeting the year preceding. Special meetings of the Board may be called by the President, or upon the written request of any four members to the Secretary. All meetings shall be held in person with the option for members to join by video.

Meetings of the Board shall be held at any such place as the Board may, from time to time, determine.

The Secretary shall give written notice of the time and place of each meeting of the Board. Special meetings shall give notice by electronic transmission at least two (2) days before the meeting.

A notice for a special meeting must specify the purpose of that meeting. No business may be transacted during a special meeting other than that specified in the notice.

Section 4. Annual Meetings of the Board

An annual meeting of the Board shall be held in November to elect Board of Trustee members for the next year.

An annual meeting of the Board shall be held to elect officers in January of each year.

Section 5. Quorum

At all meetings, a majority of the total number of trustees in office constitutes a quorum. No business may be conducted without a quorum.

Section 6. Approval of Expenditures

All expenditures of five hundred dollars (\$500) or more shall be approved by a majority vote of the Board.

ARTICLE VII – OFFICERS

Section 1. Officers

The elected officers of this Society shall be a President, a Vice-President, a Secretary, a Treasurer, a Corresponding Secretary, and an Assistant Treasurer.

Duties of officers shall be those described in the bylaws, the parliamentary authority adopted by the Society, and those duties designated by the Board from time to time as amendments to the Bylaws.

Section 2. Election of Officers

The officers of this Society shall be elected by the Board. Elections shall be conducted during the organizational meeting of the Board in January.

The election of officers shall be by majority vote of those Trustees present at that meeting.

Officers shall be elected to serve for a term of one year and shall remain in office until their successors have been elected and qualified, or until an earlier resignation, removal from office, or death.

Section 3. Duties of Officers

a. President

The president shall be the chief executive officer of the Society and shall preside at all meetings of the Board.

The President shall coordinate activities between the Board and its various standing committees. The President shall appoint the members of the standing committees of the Board, and shall be ex officio, a member of all committees.

The President will have no vote during committee meetings and will not be counted in the quorum for a committee meeting.

Unless otherwise determined by the Board, the President shall have authority to represent the Society at meetings of other Societies or organizations.

The President shall execute all authorized deeds, mortgages, bonds, contracts, and other obligations in the name of the Society and shall have such other powers and duties as may be prescribed by the Board.

The President shall be responsible for the management or management delegation of the Society's property.

The President shall at all meetings of the General Members, assume the duties of the chair during said meetings when the Chairperson (Vice President of the Board) is unable to attend.

The President shall also perform those duties as specified by the Board of Trustees.

b. Vice President

The Vice President shall perform all the duties of the President in the absence of the President but shall not assume any of the authority of the President, i.e., committee appointments. The Vice President shall also perform those duties as specified by the Board. In the case of death or inability of the President to carry out their duties, the Vice President shall assume the office of President.

The Vice President shall be the chairman of the General Members meetings and preside at all of its meetings. The Vice President shall serve as the liaison between the General Members and the Board.

The Vice President shall coordinate the follow up of audits for the various HPS committees.

c. Secretary

The Secretary shall keep the minutes of all proceedings of the Board of this Society and make a proper electronic record.

Minutes must be read, corrected, and approved at the first regular meeting following the recording of the minutes. Once approved, the minutes shall be placed in the electronic files of the Society.

The Secretary shall give all notices of meetings of the Board.

The secretary shall generally perform such other duties as may be required by the Board.

When there is a Corresponding Secretary, the Secretary shall coordinate the writing of correspondence for the Society with the Corresponding Secretary.

The Secretary shall serve as secretary during all meetings of the General Members and Honorary Advisory Board.

d. Treasurer

The Treasurer shall have responsibility for all funds and securities of the Society subject to such regulations as may be imposed by the Board; act as signatory for any accounts or financial instruments; ensure that a true and accurate accounting of the financial transactions of the Society is made; and shall, upon the expiration of their term of office, submit to their successor, or the Board, books, papers, and money of the Society.

The Treasurer shall provide the necessary records for the periodic independent audit.

The Treasurer shall have such other powers and duties as may be prescribed by the Board.

The Treasurer shall chair the Budget Committee and with the committee develop a budget for approval by the Board.

When an Assistant Treasurer is elected to office, the Treasurer may recommend to the Board the duties to be performed by the Assistant Treasurer.

e. Corresponding Secretary

The Corresponding Secretary shall carry out such duties as assigned by the Board. The Board is not required to fill the office of Corresponding Secretary.

f. Assistant Treasurer

The Assistant Treasurer shall carry out such duties as assigned by the Board. The Board is not required to fill the office of Assistant Treasurer.

g. Legal Advisor

The Legal Advisor may also be a member of the Board, but shall not vote on Board matters if they are not.

The Legal Advisor advises and guides the President and Board on all legal matters which arise during the course of the Society's business and duties.

The Legal Advisor shall:

- a) know and advise the President and Board on the provisions of these bylaws
- b) act and advise the President and Board consistent with the best interests of the Society and not the individual interests of any Society member
- c) Attend any Board meeting when called upon to do so by any member of the Board
- d) advise the President and Board on the conduct of business at meetings pursuant to the bylaws and Robert's Rules of Order where applicable

- e) promptly deliver all original documents or deeds received or prepared during their term to the Secretary
- f) provide to the Board a copy of all their correspondence and documents prepared on behalf of the Society
- g) surrender a copy of all their files and records of their work to their successor
- h) render their services without compensation (except that the Board may approve compensation if a lawsuit is filed on behalf of or against the Society, and the Legal Advisor is instructed to enter an appearance).

The Board shall seek the opinion of its Legal Advisor on proposed rentals, management agreements or contracts.

The Legal Advisor may be nominated from the Society's membership and has been a paid member of the Society for at least one year immediately preceding the election of the Board. The Legal Advisor must be licensed to practice law in Ohio and have practiced law for a minimum of five years.

At the Board meeting to elect the Legal Advisor, the nominee shall describe their background, qualifications and experience, and dedication to the office. The nominee shall be elected to the position by a majority vote of the Board.

The Legal Advisor serves in an advisory capacity only and decisions of the Society are made by the officers and Board as delineated in these bylaws.

The term of office for the Legal Advisor shall be one year so that their term expires upon the election of new officers.

ARTICLE VIII - STANDING COMMITTEES OF THE BOARD

Section 1. General

The Board shall maintain standing committees in support of the goals and mission statement of the Society.

Any Trustee or General member may be appointed to serve on these committees. All standing committee Chairpersons shall present written reports of all their meetings to the Board.

Section 2. Standing Committees

a. Archives Committee

This committee shall collect, record and preserve documents that relate to the Greek communities and their members past and present of the Northeastern Ohio region. Presentation may be either physical or electronic copies. These documents such as letters, photographs, newspaper clippings, and electronic media (video, slides, film, etc.) would be components comprised of the archival record-keeping for the Society. In general, all documents related to the Greek communities should be accepted. If they are copied in electronic form from a physical document, the physical document shall be returned to the donor.

b. Program and Education Committee

This committee shall oversee programming, educational activities, youth programs and scheduling of events with the community-at-large and have the principal responsibility to educate the community-at-large concerning the object of this Society.

c. Budget Committee

This committee shall prepare an annual budget for the Society and present the same for approval to the Board.

This committee shall review the funds and finances of the Society and shall recommend to the Board those areas in which funds may be invested to perpetuate the Society's objectives. The committee shall make

recommendations to the Board directly, along with proposed methods for implementing their recommendations.

d. Collections Committee

This committee shall collect works of fine arts and preserve these same objects, such as icons, textiles, ceramics, manuscripts, drawings, sculptures, musical instruments, etc.

e. Communications Committee

This committee shall prepare and disseminate all communications, prepare the newsletters on behalf of the Society as authorized by the Board.

f. Development Committee

This committee will develop fundraising strategies and implement those strategies for special projects and the society. This committee will coordinate their efforts with the ad-hoc committees for special projects, the Programs and Education Committee and the Membership Committees. The committee shall include efforts to obtain endowments for ongoing projects, programs and educational endeavors of the society.

g. Long Range Planning Committee

This committee shall present to the Board of Trustees plans and projections for future goals.

h. Membership Committee

This committee shall conduct membership drives and maintain membership records of the Society.

i. Nominating Committee

This Committee shall seek out those persons qualified to serve as a Trustee and submit their names, along with their qualifications as nominees for election to the Board, pursuant to Article VI, Section 2(b).

j. Organization and Institution Liaison Committee

This committee shall represent the Society in interacting with other organizations and institutions.

ARTICLE IX – Ad-hoc Committee of the Board

Section 1 -- Ad-hoc Project Committees

Any number of ad-hoc Committees may be created by the Board. These projects could include but are not limited to building, purchase of real estate, capital improvements and any other projects that require special planning and expertise. This may also include the bylaws Committee.

ARTICLE X – Honorary Advisory Board

Section 1 – Members of the Honorary Advisory Board

An Honorary Advisory Board shall be composed of up to fourteen individuals that are Society members. The Advisory Board shall be those that in the judgment of the Board are major contributors to the Society, and/or major donors and contributors to the work of the Society. Honorary Advisory Board members shall be dedicated to the objectives of the Society. The Honorary Advisory Board Members shall be elected annually at the first Board of Trustee meeting after the Board and officers are elected. They shall be nominated and seconded by any member of the Board and elected upon a majority vote of the board members present at the meeting.

Section 2 -- Meetings of the Honorary Advisory Board

Two meetings per year shall take place as decided by members. The meeting shall be held at a location specified by the Board. Those in attendance shall include all Honorary Advisory Board members, the HPS officers and any other

member of the Board may attend at their discretion. The Secretary of HPS shall take the minutes of the meeting.

The Secretary shall give written notice of the time and place of each meeting at least seven days before the meeting.

At each meeting the Board as coordinated by the President shall provide a review of the Society's recent efforts and plans for the future. Advice from the Honorary Advisory Board shall be solicited on the Society's activities and direction. The President shall report to the Board suggestions made by the Honorary Advisory Board at the following Board meeting. The Honorary Advisory Board serves in an advisory capacity only and decisions of the Society are made by the officers and Board as delineated in these bylaws.

ARTICLE XI – DISSOLUTION

Upon any dissolution of the Society, or any partial or entire liquidation of its property or assets, all of the Society's property of every nature and description shall, after making provision for discharge of all of the liabilities of the Society, be paid over and transferred to such organization (or organizations) organized and operated exclusively for literary, charitable, religious, and/or educational purposes, which are then exempt from tax under Section 501(c)(3) and described in Section 1702(b)(A) of the Code, as shall be selected by the Members of the Society.

ARTICLE XII - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of ROBERT'S RULES OF ORDER NEWLY REVISED shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rule(s) the Society may adopt.

ARTICLE XIII – AMENDMENTS

The bylaws may be amended at any regular meeting of the Board by two-thirds (2/3) vote of Trustees present and voting, provided that written notice has been given at the previous meeting. Notice shall be given to each member at least ten days prior to the meeting at which the amendment(s) will be considered.

ARTICLE XIV – ADOPTIONS AND REVISIONS

June 14, 1991 Bylaws adopted.

May 5, 1994 Bylaws amendment and restated.

June 1, 1999 Bylaws Restated incorporating changes adopted since 4-10-95.

2023 Bylaws revised and restated

President: Jean Wendland Porter; Secretary: Bea Meros; Chair of the Bylaws
Committee: Chris Partis

February 12, 2024 This document was completed and will be proposed for acceptance at the February 2024 meeting of the Board.

April 24, 2024 This revised document was duly approved by the Board.

January 16, 2025 This revised document was duly approved by the Board on January 15, 2025.