

BYLAWS
OF
OHIO VALLEY RIVER MUSEUM, INC.

Article I

NAME

SECTION 1: The name of this organization shall be the Ohio Valley River Museum, Inc, as per Article I of the Articles of Incorporation.

Article II

PURPOSES

The Mission of the Ohio Valley River Museum, Inc. is to collect, preserve, and exhibit the culture and heritage of the upper Ohio Valley River region for the benefit of the public.

In furtherance of this Mission, the Museum shall:

Section 1: Own and operate a museum for the preservation and exhibition of historical objects and archival material.

Section 2: Provide public access to archival records and related publications for the purpose of education and research.

Section 3: Own, lease, purchase, and hold real estate and personal property for the purpose and benefit of the Museum.

Section 4: Seek and procure funding from a variety of sources to financially support the Museum's mission.

Section 5 Collaborate with local governmental, civic, heritage, educational, ethnic, military and religious organizations to disseminate and share historical knowledge and traditions.

Section 6: Promote and protect the rights of all persons to participate in this Museum's activities.

Article III

MEMBERSHIP

Section 1: **Qualifications for Membership**

The Membership of this Museum shall consist of those persons who are current in payment of the annual dues as determined by the Board of Trustees.

Section 2: **Dues**

The Board of Trustees shall determine levels of Membership, with appropriate dues to be paid annually.

Section 3: **Term**

The term of Membership shall be one year from the month in which the Membership is begun and annually renewable upon the anniversary date.

Section 4: **Membership Meetings**

A. **Annual Membership Meeting**

The annual meeting of the Members shall be held at a time and place to be determined by the Board at the January Board meeting. The purpose will be to elect trustees for the coming year and to transact any such business as may properly come before the membership.

B. **Notice of Annual Membership Meeting**

The President or the Secretary shall deliver to each Member of the Museum, either personally, mail or electronic mail, not less than thirty (30) days before the meeting, written notice stating the place, date and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. If such notice is mailed, it shall be deemed delivered when deposited in the official government mail, postage paid, properly addressed to the Member at his or her address as it appears on the records of the Museum. If notice is sent electronically, it shall be deemed delivered if no rejection, non-delivery receipt is received within 24 hours of the electronic mail being sent.

C. **Special Membership Meeting**

The President, the Board of Trustees, or not less than ten (10) Members entitled to vote at such a meeting, may call a Special Meetings of the Members for any purpose. Notice of a Special Meeting will be given not less than ten (10) days before the meeting and follow the same procedure outlined in Article II, Section 4.B above.

D. **Place of Meetings**

All meetings of the Members shall be held at the principal office of the organization or at such other place designated by the President or Vice President.

E. **Quorum**

A majority of Members of the Museum represented either in person by mail-in ballot or proxy, shall constitute a quorum at a meeting of the Members. If less than a quorum is represented at a meeting, a majority of the Members present may adjourn the meeting without further notice.

F. **Proxies**

A Member may vote by proxy as executed in writing by said Member. Such proxy shall be filed with the Secretary of the Board of Trustees before or at the time of the meeting. If the proxy ballot is mailed, the ballot shall be sealed within an envelope signed by the voting Member. Proxy ballots received by FAX and/or electronic mail shall also be acceptable.

Section 5: **Voting Rights**

- A. Only Members current in their dues shall be entitled to vote.
- B. Each paid Membership is entitled to one vote per issue or candidate to be elected regardless of the number of individuals constituting that Membership.

Article IV

BOARD OF TRUSTEES

Section 1: **General Powers**

The Museum shall be governed and managed by policies approved by a Board of Trustees.

Section 2: **Qualifications**

Trustees shall be persons who show interest in the purpose for which the Museum is organized.

Section 3: **Number**

The Board shall consist of an appropriate number of Trustees to accomplish the tasks at hand, but not to be less than seven (7). The Director of the Museum shall hold a permanent seat on the Board with full voting privileges.

Section 4: **Election of Trustees**

The Trustees named in the Articles of Incorporation shall serve until the first annual meeting of the Museum and/or until their successors are elected and have been qualified to serve. Thereafter, Trustees shall be elected at the annual membership meeting, with the exception of the Director who has a permanent seat (see Section 3 above). Ballots shall be distributed in time to be counted at the Annual Meeting. The election of Trustees may be conducted by mail, electronic mail, or in such manner as the Board of Trustees shall determine. The President may also appoint Trustees, if there is a vacancy, with the approval of the Board, at any other time during the year.

Section 5: Term of Office

At the first annual meeting the Board of Trustees shall be elected. A Trustee's term of office shall commence at the annual membership meeting for a three-year duration. Terms will have staggered expirations with Positions 1 & 2 ending one year followed by Positions 3, 4 and 5 the next year and positions 6 and 7 the year after that. All future terms will be for three (3) years.

Section 6: Regular Meetings

The Board of Trustees shall generally meet monthly. By resolution the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution. These meetings are open to the public. Executive Sessions of the Board may take place at Board Meetings. Executive Sessions are limited to matters defined as confidential under the Ohio Sunshine Law. Any current, sitting Board Trustee may attend Executive Sessions, which should only take place once during a Board Meeting, if possible. The discussions of the Executive Sessions shall be kept strictly confidential.

Section 7: Special Meetings

Special Meetings of the Board may be called by or at the written request of the President of any two (2) Trustees with notice delivered to each Board Trustee, either personally, by mail, or by electronic mail, not less than seven (7) days before the meeting. The written notice should state the place, date, time and purpose of the meeting.

Section 8: Emergency Actions

Trustees of the Board shall be canvassed by telephone or electronic mail in the event that decisions must be made between Board meetings.

Section 9: Place of Meetings

Meetings generally shall be held at the principal office of the Museum, or as designated by the President.

Section 10: Quorum

The majority of the Trustees shall constitute a quorum for the transaction of business at any Board meeting.

Section 11: **Resignation**

Any Trustee may resign at any time by delivering written notice to the President of the Board or the Secretary, or by giving written notice at any meeting of the Board. Any such resignation shall take effect when the Board has accepted it.

Section 12: **Removal**

Any Trustee who is repeatedly absent from Board Meetings, without prior consent of the Board, may be removed from office by action of the Board.

Section 13: **Vacancies**

The President of the Board shall appoint a Member of the Museum to fill the unexpired term of any Trustee. Such action shall be approved by a majority of the remaining Trustees.

Section 14: **Board Committees**

The Board, by resolution adopted by a majority of the Trustees in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of one or more Trustees, plus representatives from the Museum Membership. The President may appoint committee chairs or the committees may be authorized to select their own chairperson. The Vice-President is an *ex-officio* member of all committees, standing or special. Special committees shall be dissolved when the work for which they were created has been completed to the satisfaction of the Board of Directors.

Section 15: **Standing Committees**

A. Finance Committee

The Finance Committee shall consist of the Treasurer plus two (2) Members and one (1) staff member. This Committee shall prepare the preliminary annual budget and present it to the Board in September for the following year's operation, with adoption by the Board in January.

B. Development Committee

The Development Committee shall consist of two (2) Trustees plus Members as needed. This Committee plans, markets and executes fund-raising events, researches grant applications and other funding sources. This Committee shall also spearhead all membership drives and incentives.

Additional Committees will be approved as needed to serve the purposes of the Museum and will be dissolved accordingly.

Section 16: **Compensation**

The Trustees shall receive no compensation for their service as Trustees but may receive reimbursement for pre-approved expenditures incurred on behalf of the Museum.

Section 17: **Indemnification**

The Museum agrees to indemnify and hold harmless the Board of Trustees and Officers with respect to any claim that might be brought against them while engaged in Museum related business except for intentional misconduct, criminal acts or gross negligence.

Article V

OFFICERS

Section 1: **Number and Qualifications**

The Officers of the Museum shall be a President, a Vice President, a Secretary and a Treasurer and be a Trustee of the Museum.

Section 2: **Election and Term of Office**

The Officers of the Museum shall be elected each year at the first Board Meeting following the Annual Membership Meeting. The Officers' term shall be of one (1) year duration, beginning at the date of appointment, unless he/she resigns, is removed from office or is unable to serve.

Section 3: **Resignation**

Any Officer may resign at any time by delivering a written notice to the President, the Vice President, the Secretary or the Board or by giving written notice at any meeting of the Board. Any such resignation shall take effect when the Board has accepted it.

Section 4: **Removal**

Any Officer may be removed from office by the Board with a two-thirds (2/3) majority vote.

Section 5: **Vacancies**

A vacancy in any office will be filled by a majority vote of the Board for the unexpired portion of the term.

Section 6: **President**

The President shall be the chief executive officer of the Museum and shall preside over meetings of the Members and the Board. The President may sign deeds, mortgages, bonds, contracts or other instruments, except when the signing and execution thereof have been expressly delegated by the Board, or by these Bylaws, to some other officer or agent of the Museum or are required by law to be otherwise signed or executed by some other Officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board.

Section 7: **Vice President**

In the event of the President's inability to act, the Vice President shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of, and subject to all the restrictions, upon the President. The Vice President shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments.

Section 8: **Secretary**

The Secretary shall:

- i. Keep the Minutes of the Annual Membership Meeting and of the Board
- ii. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law
- iii. Be custodian of the records of the Museum
- iv. Maintain a current, accurate Membership roster based on information provided by Development Committee
- v. In general, perform all duties incident to the office of Secretary

Section 9: **Treasurer**

If requested by the Board, the Treasurer shall be bonded for faithful discharge of his/her duties in such amount and with such surety or sureties as the Board may determine. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Museum; receive and give receipts for monies in the name of the Museum in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; shall see that tax records are filed in a timely manner, shall arrange for any annual audit, and in general perform all of the duties incident to the office of Treasurer, including payroll, employee tax reports, paying bills in a timely manner, etc. Funds disbursed by the Treasurer will be required to have a second signature from another Trustee or other person so designated by the Board.

Article VI

ADMINISTRATIVE PROVISIONS

Section 1: Books and Records

The Museum shall keep at its registered office copies of its current Articles of Incorporation and Bylaws, correct and adequate records of accounts and finances, minutes of the Membership and Board meetings, records of the name and address and Membership level of each Trustee, and of the name and post office address of each officer; and such other records as may be necessary or advisable.

Section 2: Fiscal Year

The fiscal year of the Museum shall be the twelve months ending December 31st.

Section 3: Rules of Procedures

Membership and Board meetings shall be conducted in accordance with Roberts' Rules of Order on Parliamentary Procedure newly revised.

Section 4: Conflict of Interest

A. Preamble

The Board of Trustees of the Ohio Valley River Museum, Inc. (a.k.a. Museum) an Ohio non-profit corporation has adopted an Ethics Policy setting forth general principals and specific substantive standards for ethical behavior by "covered persons," as defined therein, including principles relating to actual or potential conflicts of interest. The Museum's bylaws delegate to the Committee on Ethics responsibility for monitoring compliance with the Ethics Policy, including responsibility for reviewing actual or potential conflicts and recommending action thereon to the Board of Trustees. These procedures are intended to guide the Committee on Ethics in evaluating any such conflicts of interest and to conform the Museum's practices with federal and state law relating to "excess benefit transactions," "self-dealing transactions" and other conflicts of interest on the part of trustees, officers and other key employees. The Ethics Committee shall be established on an as needed basis, as determined by the Board, and operate under the rules and regulations of Article IV, Section 14 of these bylaws.

B. Definitions

Covered Persons: As used in this Policy, "Covered Person" includes:

- i. Voting members of the Board of Trustees and its Committees;
- ii. Officers as defined in the bylaws; and

- iii. Former voting Trustees and former Officers for a period of five years from the end of their respective terms as such.

Disqualified Persons: Any person with the following relationship with a Covered Person:

- i. A spouse or domestic partner, ancestor, sibling, child, stepchild, grandchild, great-grandchild of the Covered Person, or a spouse or domestic partner of a sibling, child, stepchild, grandchild, or great-grandchild of the Covered Person (a “Family Member”); or
- ii. An entity in which the Covered Person and/or his or her Family Members own, in the aggregate, (a) in the case of a corporation, more than 35 percent of the combined voting power; (b) in the case of a partnership (or limited liability company), more than 35 percent of the profit interest; or (c) in the case of a trust of estate, more than 35 percent of the beneficial interest.

C. **Conflict of Interest**

1. Private business or personal or professional activity that would be or appear to be in conflict with the best interests of the Museum or which would otherwise appear likely to adversely affect the confidence of the public of the Museum’s integrity.
2. A transaction with the Museum in which a Covered Person or a Disqualified Person related to a Covered Person has or anticipates having, directly or indirectly, a material financial interest.
3. A transaction between the Museum and another entity in which a Covered Person is an officer, director, trustee or key employee (including a partner or member of a professional corporation).
4. A transaction in which an economic benefit is provided by the Museum directly or indirectly to or for the benefit of a Covered Person or a related Disqualified Person, which benefit is greater than the consideration received by the Museum in exchange therefore.

D. **Policy**

The review of Conflicts of Interest shall be made by the Committee on Ethics of the Board of Trustees, comprised of independent Trustees. Each Covered Person shall annually complete and sign a statement (“Disclosure Statement”) which affirms that such person has (a) received a copy of this Policy and the Ethics Policy (collectively, “Relevant Policies”); (b) has read and understands the Relevant Policies; (c) has agreed to comply with the Relevant Policies; and (d) has truthfully disclosed any actual or potential Conflict of Interest. In addition, each Covered Person has the responsibility to report, in writing, on a current basis, any new developments as to

matters included in the Relevant Policies and/or in the Disclosure Statement. In reviewing Conflicts of Interest of Covered Persons, the Audit Committee shall review the Disclosure Statements at least annually.

The General Counsel shall be available to attend all relevant meetings of the Committee on Ethics reviewing and taking any action with respect to Conflicts of Interest and shall provide advice and assistance to such persons in carrying out their responsibilities under applicable law, the Museum's bylaws, the Museum's Ethics Policy and other relevant policies and procedures.

E. Procedures

In reviewing and taking action with respect to Conflicts of Interest, the Committee on Ethics shall determine whether (a) the economic benefit provided by the Museum, if any, does not exceed the fair market value of the consideration received by the Museum; (b) such Conflict of Interest is fair and reasonable as to the Museum and is entered into for the benefit of the Museum; and (c) the Museum could not have obtained a more advantageous arrangement with reasonable effort under the circumstances.

In its discretion, the Committee on Ethics may exclude a Conflict of Interest from full review if the contract that is the subject of the Conflict of Interest: (a) is competitively awarded; (b) is otherwise entered into under the Museum's established procurement procedures for a supply of goods or services to the Museum; and (c) has terms and conditions, including the pricing, that are at least as favorable to the Museum as those provided to other customers ordering similar goods or services in similar quantities; or (d) the provision of goods or services is without charge to the Museum.

F. Administration

In administering these Procedures, the Committee on Ethics shall:

1. Review Conflicts of Interest prior to the execution of any contract binding the Museum to determine whether it meets the standards for approval set forth above and in applicable law, including the Internal Revenue Code and Ohio Non-profit laws and regulations.
2. Submit its recommendation to the Board of Trustees for approval; provided that in circumstances where it is not reasonably practicable to obtain approval of the Conflict of Interest by the Board of Trustees prior to entering into a transaction the Committee on Ethics may review and approve such transaction and such transaction shall be submitted to the Board for ratification and at its next meeting, by a vote of a majority of Trustees then in office, without the vote of the Covered Person.
3. Maintain minutes and such other contemporaneous documentation as may be necessary and appropriate to document the review of the Conflict of Interest, noting the terms of any transaction and the date

it was approved, the members of the Committee present and those who voted on it, and the names of persons who disclosed or otherwise were found to have a Conflict of Interest.

All Disclosure Statements shall remain confidential and access to such materials will be limited to the Director, the President, the Board of Trustees, members of the Committee on Ethics and, the General Counsel's Office and such other persons who have a reasonable need to know the contents thereof or whose duties involve custody of such materials.

Article VII

AMENDMENTS

Section 1: Bylaws

These Bylaws may be amended by recommendation at any regular or special meeting of the Board by a two-thirds majority vote of the Board, provided that notice of the proposed action has been communicated to all Trustees and Museum in writing at least twenty-one (21) days prior to the meeting at which the action is to be taken. Any action to amend the Bylaws must be noted in the meeting agenda. Any and all amendments must be ratified by a majority of voting Members at the Annual Meeting or a Special Meeting of the Membership called for that purpose.

Article VIII

DISSOLUTION

Section 1: Items on loan to the Museum will be disposed of in accordance with Ohio Revised Code, Chapter 3385: "Property on Loan to Museum ", adopted March 14, 2003, as may be amended in the future.

Section 2: Upon dissolution of this Museum, all archives, artifacts and assets owned by the Museum will be disbursed by the current Trustees of the Museum to facilities that maintain and advance the Mission of the Ohio Valley River Museum, Inc. as stated in Article II of these Bylaws. All financial records, ledges, receipts, and documents not considered to be artifacts, etc. will be given to the Museum's attorney of record who will maintain such documents as required by law.

The foregoing Bylaws were approved by the Board of Trustees on March 27, 2014

_____ Secretary

The foregoing Bylaws were approved by the Membership of the Ohio Valley River Museum on May 17, 2014.

_____ Secretary _____

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