

BYLAWS OF TIFFIN HISTORIC TRUST, INC.
(Amended October 1988)

ARTICLE I. EXECUTIVE BOARD

SECTION 1. NUMBER: The Executive Board shall consist of the four (4) elected officers plus at least seven (7) trustees and not more than eleven (11) trustees, who shall be elected by the general membership at the Annual Meeting. The general membership shall elect such additional trustees, beyond eleven (11), as are needed to carry on the work of the organization.

SECTION 2. VACANCIES: Additional or substitute trustees may be elected to fill a vacancy by a majority vote of the trustees held for such purpose.

SECTION 3. TERM: The terms of the members of the Executive Board shall be for three (3) years and shall begin on the first (1st) day of July following their election.

SECTION 4. SUCCESSION: Members of the Executive Board may succeed themselves to subsequent terms without limitation.

ARTICLE II. MEETING OF EXECUTIVE BOARD

SECTION 1. MEETINGS: Meetings of the Executive Board may be called by the president, the vice-president, or any trustee, by written notice given at least ten (10) days before the date of such meeting, to each member of the Executive Board, by mail at his or her address as it appears on the records of the corporation. Notice of the time, place, and purposes of any such meeting may be waived in writing either before or after the holding of such meeting by any member of the Executive Board. Such waiver shall be filed with or entered upon the records of such meeting. The attendance of any member of the Executive Board at any board meeting of the Executive Board without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by such trustee of notice of such meeting. Emergency meetings may be called on forty-eight (48) hour notice.

SECTION 2. QUORUM: A minimum of five (5) members of the Executive Board shall constitute a quorum.

SECTION 3. PASSAGE OF MOTIONS: A simple majority vote shall be sufficient for the passage of any motion or for the transaction of any business by the Executive Board.

ARTICLE III. DUTIES and POWERS OF EXECUTIVE BOARD

SECTION 1. GENERAL DUTIES: The Executive Board shall hold any money or property from time to time received by them. Such money or property shall, together with the income, and the gains and profits arising therefrom, constitute the "Foundation Endowment". The Executive Board shall manage, invest and reinvest the Foundation Endowment and shall make payments from such Endowment in the manner hereinafter set forth. The Executive Board shall be responsible only for such money or property as shall actually be received by them as members of the Executive Board. It shall not be the duty of the Executive Board to collect any sum, but they shall receive and hold as an Executive Board hereunder such money and property paid over to them from time to time by contributors to the Foundation.

SECTION 2. ADDITIONAL DUTIES and POWERS: In addition to the general duties and powers of fiduciaries, the Executive Board shall have the following duties and powers:

- (1) To invest and reinvest the Foundation Endowment in such debt obligations, stocks and/or other securities as they deem proper and suitable, and as may be permitted by law.
- (2) To retain, in their discretion, a reasonable portion of the Foundation Endowment in cash while temporarily awaiting investment, without liability for interest thereon.
- (3) To retain, in their discretion, so much of the Foundation Endowment in cash as may be necessary to pay the expenses of the activities of the corporation contemplated under the Articles of Incorporation of this corporation.
- (4) To deposit the portion of the Endowment held in cash in any bank in the name of the corporation in an account, signed by at least two (2) officers, one of which must be the treasurer or president.
- (5) To make such payments from the Foundation Endowment at such times and to such persons and in such amounts as they deem necessary to conduct the activities contemplated under the Articles of Incorporation of this corporation.

SECTION 3. LEGAL COUNSEL: The Executive Board may consult with legal counsel with respect to the meaning or construction of these Bylaws, the Articles of Incorporation of this corporation, their duties and powers thereunder, or with respect to any action, proceeding or question of law. The Executive Board members shall be fully protected with respect to any action taken or omitted by them in good faith pursuant to the advice of such counsel.

SECTION 4. STANDARD OF CARE: The members of the Executive Board shall use ordinary care and reasonable diligence in the exercise of their powers and the performance of their duties as members of the Executive Board hereunder. The members of the Executive Board shall not be held accountable for any mistake of judgment or other action taken in good faith, or for any loss, unless resulting from their own negligence or misconduct. The Executive Board shall not be accountable for any loss sustained by the Foundation Endowment by reason of the purchase, retention, sale or exchange of any investment by the Executive Board in good faith and in accordance with these Bylaws.

SECTION 5. TAXES: The Executive Board shall deduct from and charge against the Foundation Endowment any taxes which may be imposed upon the Foundation Endowment, or the income or gains and profits therefrom, which this corporation is required to pay.

SECTION 6. BOOKS OF ACCOUNT: The Executive Board shall keep full accounts of their receipts and disbursements. The books and records of this corporation shall be open to inspection by the members of the Executive Board at all times. The financial records shall be audited annually prior to the Annual Meeting.

SECTION 7. ANNUAL REPORT: Within thirty (30) days after the close of each fiscal year of this corporation, the president and treasurer shall compile and render to the Executive Board an accounting of the transactions and the acts of the corporation during such year.

SECTION 8. VACANCIES IN OFFICE: The Executive Board may appoint officers to fill any vacancy occurring in an office of the corporation. Such appointed officer shall serve until the next term of office commences.

SECTION 9. UNEXCUSED ABSENCES: A member's place on the Executive Board shall be declared vacant if the member is absent from three (3) successive regular meetings without an excuse.

ARTICLE IV. OFFICERS

SECTION 1. OFFICERS: The officers of this corporation shall be a president, vice-president, secretary, and treasurer.

SECTION 2. ELECTION: The officers shall be elected by the membership at the Annual Meeting of the corporation.

SECTION 3. TERM: An officer shall hold office until either his or her successor is elected and qualified or his or her earlier resignation, removal from office, or his or her death.

SECTION 4. HOLDING OFFICE: Officers may serve in any office from year to year without restriction.

SECTION 5. EXECUTIVE COMMITTEE: The Executive Board shall appoint an Executive Committee consisting of no fewer than three (3) members of the Executive Board. The Executive Committee shall exercise such power and authority as may be delegated to it and shall report on all actions taken by it between regular meetings of the Executive Board.

ARTICLE V. DUTIES OF OFFICERS

SECTION 1. PRESIDENT: The president shall preside at all meetings of the Executive Board, sign the records thereof, and perform such other duties as shall be required of him or her by the Executive Board.

SECTION 2. VICE-PRESIDENT: The vice-president shall perform all the duties of the president in case of absence, death or disability of the president, and such other duties as shall be required of him or her by the Executive Board.

SECTION 3. SECRETARY: The secretary shall keep minutes of all the proceedings of the Executive Board of the corporation and of the annual and general membership meetings of the corporation and make a proper record of the same, which shall be attested to by him or her, and generally perform such duties as may be required of him or her by the Executive Board.

SECTION 4. TREASURER: The treasurer shall receive and have charge of all money and property belonging to the corporation and shall disburse or otherwise deal with the same as shall be directed by the Executive Board. He or she shall keep accurate record of all money or property received or disbursed by him or her, and shall perform such duties as may be required of him or her by the Executive Board. On the expiration of his or her term of office, he or she shall turn over to his or her successor, or to the Executive Board, all money or property of the corporation held by him or her.

ARTICLE VI. NOMINATIONS and ELECTIONS

SECTION 1. NOMINATING COMMITTEE: The Nominating Committee shall consist of three (3) members elected at the Annual Meeting. Nominations for trustees, officers, and the succeeding Nominating Committee will be made by the Nominating Committee. Any vacancy on the Nominating Committee may be filled by the Executive Board. Suggestions for nominations for trustees and for members of the succeeding Nominating Committee may be sent to the current committee by any voting member.

SECTION 2. REPORT OF NOMINATING COMMITTEE and NOMINATIONS FROM THE FLOOR: The report of the Nominating Committee shall be sent to all members thirty (30) days before the date of the Annual Meeting. The report of the Nominating Committee shall be presented also at the annual meeting. Immediately following the presentation of this report, nominations may be made from the floor by any voting member provided the consent of the nominee shall have been secured.

SECTION 3. ELECTIONS: The election shall be by ballot. When there is but one (1) nominee for each trusteeship, however, the secretary may be instructed to cast the ballot. A majority vote of those qualified to vote and voting shall constitute an election. Absentee or proxy voting shall not be permitted.

ARTICLE VII. MEETINGS

SECTION 1. ANNUAL MEETINGS: The regular Annual Meeting of the members of the corporation shall be held during the month of May at a time and place to be decided by the Executive Board.

SECTION 2. SPECIAL MEETINGS: Special meetings of the members may be held at any time upon the call of the president or a majority of the Executive Board.

SECTION 3. NOTICE OF MEETINGS: Notice of meetings of the members shall be mailed to each member appearing as such on the books of the corporation by the secretary at least fourteen (14) days prior to the date of such meeting, and in all cases of special meetings the notice therefor shall state briefly the objects thereof.

SECTION 4. QUORUM: Two-thirds (2/3) of members present shall constitute a quorum for the transaction of business at any annual or special meeting of the corporation.

ARTICLE VIII. COMMITTEES

SECTION 1. COMMITTEES GENERALLY: There shall be five (5) standing committees as follows:

- (1) Finance
- (2) Membership
- (3) Publicity
- (4) Program
- (5) Publications

In addition, special committees shall be constituted as needed.

SECTION 2. The chairpersons of the Finance and Membership Committees shall be chosen from the membership of the Executive Board.

SECTION 3. The committees shall be subject to the direction and control of the Executive Board who shall from time to time prescribe their duties.

SECTION 4. A policy committee may be appointed by the Executive Board as needed to determine matters of operating policy designated by the Board.

ARTICLE IX. FINANCIAL ADMINISTRATION

SECTION 1. FISCAL YEAR: The fiscal year of the corporation shall commence on the first (1st) day of July each year.

SECTION 2. DUES: The dues, structure and amounts, shall be determined by the Executive Committee upon the recommendation of the Finance Committee. Further, that should the Finance Committee not be in existence, or unable to pass upon said dues recommendation, then the Executive Board may establish dues, structures and amounts, by their own action. Dues shall be payable on the first (1st) day of the anniversary month of the member's joining. Any member who fails to pay dues within ninety (90) days after they become payable shall be dropped from the membership rolls.

SECTION 3. BUDGET: A budget for the ensuing year shall be submitted by the Executive Board to the Annual Meeting for adoption.

SECTION 4. BUDGET COMMITTEE: A Budget Committee shall be appointed by the Executive Board at least two (2) months prior to the Annual Meeting to prepare a budget for the ensuing year. The proposed budget shall be sent to all members one (1) month before the Annual Meeting. The treasurer shall not be eligible to serve as chairperson of the Budget Committee.

ARTICLE X. AMENDMENTS

SECTION 1. AMENDMENTS: These Bylaws may be amended by a two-thirds (2/3) vote of the voting members present and voting at the Annual Meeting, provided the amendments were submitted to the membership in writing at least one (1) month in advance of the meeting.

**PROPOSED AMENDMENTS TO THE BYLAWS OF
TIFFIN HISTORIC TRUST, INC.**

To be voted on at the May 12, 1994, 6:30 p.m. Annual Meeting:

It is proposed that the several requirements of notice to the membership of 30 days or 1 month before the Annual Meeting be amended to 14 days. Those amended sections after amendment would read as follows: (Amended portions are bolded, deleted portions are struck)

ARTICLE VI. SECTION 2. REPORT OF NOMINATING COMMITTEE and NOMINATIONS FROM THE FLOOR: The report of the Nominating Committee shall be sent to all members ~~thirty-(30)~~ **fourteen (14)** days before the date of the annual meeting. The report of the Nominating Committee shall be presented also at the Annual Meeting. Immediately following the presentation of this report, nominations may be made from the floor by any voting member provided the consent of the nominee shall have been secured.

ARTICLE IX. SECTION 4. BUDGET COMMITTEE: A Budget Committee shall be appointed by the Executive Board at least two (2) months prior to the Annual Meeting to prepare a budget for the ensuing year. The proposed budget shall be sent to all members ~~one (1)-month~~ **fourteen (14) days** before the Annual Meeting. The treasurer shall not be eligible to serve as chairperson of the Budget Committee.

ARTICLE X. SECTION 1. AMENDMENTS: These Bylaws may be amended by a two-thirds (2/3) vote of the voting members present and voting at the Annual Meeting, provided the amendments were submitted to the membership in writing at least ~~one-(1)-month~~ **fourteen (14) days** in advance of the meeting.

PROPOSED AMENDMENTS TO THE BYLAWS OF
TIFFIN HISTORIC TRUST, INC.

Voted on and approved at the September 14, 2020, 6:30 p.m. Annual Meeting via Zoom:

ARTICLE IX. FINANCIAL ADMINISTRATION

SECTION 2. DUES: The dues, structure and amounts, shall be determined by the Executive Committee upon the recommendation of the Finance Committee. Further, that should the Finance Committee not be in existence, or unable to pass upon said dues recommendation, then the Executive Board may establish dues, structures and amounts, by their own action. **Dues shall be payable within ninety (90) days of the first (1st) day of January of each calendar year. Any member who fails to pay dues within ninety (90) days after they become payable shall be dropped from the membership rolls.**