

Tiffin Historic Trust

Operating Bylaws

Article I: Name

1.01 Name

The name of the organization shall be The Tiffin Historic Trust and shall hereinafter be referred to as "The Trust."

Article II: Purpose & Legal Powers

2.01 Purpose

(A) The Trust shall be a non-profit organization operated for education and charitable purposes within the definition of section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future amended Federal tax code.

(B) The Trust shall promote the preservation of historic properties through education, awareness, community collaboration, and public functions in the greater Tiffin Area/Seneca County Community and other such historic purposes that further the adopted mission of the organization as approved by the membership.

2.02 Powers

(A) The Trust shall have the power to directly or indirectly, alone or in conjunction with others, conduct any and all lawful acts necessary or convenient to affect the charitable purpose for which the aforementioned entity has been organized and to aid or assist other organizations with such activities that advance or further accomplish the purpose of the organization.

(B) The Legal powers of The Trust may include but are not limited to the acceptance of contributions from public and private sources, both financial or in-kind.

2.03 Non-Profit Status

The Trust is duly registered and subject to the laws of the State of Ohio and recognized as a non-profit Section 501(c)(3) entity by both the state and under the Internal Revenue Code of the United States.

2.04 Exempted Activities

(A) Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, agent, representative, or contracted agent shall take any action, or carry on activity on behalf of the Trust that is prohibited under a 501 (c)(3) as it now exists or may be amended or by any organization contributions which are deductible under section 170 (c)(2) of such Code of regulations as it now exists or may be amended.

(B) No part of the net earnings of the corporation shall inure to benefit or be distributable to any director, officer, member, or private person except that the Trust shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these bylaws.

2.05 Distribution and Dissolution

(A) In the event of the dissolution or termination of the operation of the organization, any assets or resources available for distribution shall be established in a charitable fund.

(B) The officers of the Trust at the time of its dissolution shall select an alternative organization with a similar purpose, mission, and scope to entrust the funds to with an emphasis on entities within the Seneca County area.

Article III: Membership and Dues

3.01 Membership Classes

(A) The Board of the Trust shall determine the establishment of membership classes by resolution of the board approved by a simple majority of the Board.

(B) A special class of membership may be granted at the request of the President and by vote of the Board of Trustees and shall be termed Emeriti Trustee. The Emeriti Trusteeship may be awarded where

- (1) A member has provided significant and long service to the Historic Trust; and
- (2) The contributions (monetary or non-monetary) have contributed to the success and long-term operations of the Trust over at least ten years.
- (3) Once approved the Emeriti Trustee shall
 - (a) have the same rights as any other member but shall be exempt from annual dues.
 - (b) be a participant as a non-voting member of the board for purposes of discussion
 - (c) serve on a committee other than the Board.
- (4) Emeriti Trustees wishing to serve on the Board may voluntarily give up their emeriti status in writing, pay membership dues prior to submission of their nomination, and continue as a regular member.

3.02 Rights of the Membership

A member in good standing shall be defined as any member current on their dues payments as determined under the structure defined by the Board of the Trust. Such members shall have the right to vote at annual or specially called meetings of the membership, the right to address or petition the board, the right to stand for election as an officer or Board Member, and other such privileges as approved by the Board and the general membership.

3.03 Dues

The dues for membership shall be established by the resolution of the Board and shall be effective by the due date established in any such resolution. A simple majority of the board shall be required for adoption.

3.04 Joint Resolution on Membership Class and Dues

The Board may, at its discretion, adopt, modify, or change both membership classes and dues in a joint resolution.

3.05 Changes to Membership

The change of membership classes by the Board shall take effect at the time of the resolution making the change with the exception that no existing member under a previous class shall have their membership class changed until the expiration of their current membership unless they voluntarily consent to such change.

3.06 Permanent Membership Classes

The Board may, at its discretion, grant non-voting or honorary membership or create permanent membership classes that shall be in effect for the course of the life of an individual, provided that such memberships are non-transferable and confer status on a single individual.

3.07 Declining Membership

The Board of Trustees may decline acceptance of membership and refund any monies associated with the membership application where the person or persons requesting membership have been convicted of fraud, financial crimes, or felonies, as well as any breach of trust. Such a decision may be made by a simple majority vote of the Board.

ARTICLE IV: Board of Trustees

4.01 Board of Trustees

The Trust shall have a board of trustees consisting of not less than 9 and not more than 15. Within the established limitations, the board may increase or decrease the number of required seats provided that no trustee is removed or loses their seat before the expiration of a term. This number shall include the officers of the Trust.

4.02 Quorum

Regardless of the number of seats present on the Board, a quorum shall consist of not less than six duly elected trustees to conduct business. In the event of a quorum not being present, the Executive Committee may conduct the meeting under the provisions outlined in Article VI of this document.

4.03 Terms of Office of Trustees

(A) Trustees shall be elected to serve a three-year term; however, a term may be extended until a qualified successor is elected (up to one year past the expiration of the term).

(B) Terms shall be staggered so that approximately 1/3 of all trustees' terms expire in a given year.

(C) A trustee can serve consecutive terms.

(D) The term of office shall be from July 1 to June 30th of the following calendar year.

(E) Any trustee elected as an officer shall receive an automatic three year term (by virtue of their office) and their regular board seat shall be declared vacant and may be filled for the remainder of the regular term.

4.04 Qualification of Trustees

To be qualified as a trustee, an individual must be at least 18 years of age and a current paid member of the Trust in good standing.

4.05 Vacancies of the Board

The Board of the Trust may fill vacancies on the Board due to the expiration of a term with no qualified candidate being nominated, resignation, death, or failure to perform the required duties of office and removal subject to a Quorum of the Board being present.

When such a vacancy occurs the Board shall:

(1) Consult the nominating committee for a list of potential nominees and/or request that they first solicit nominations for the vacant board position.

(2) After 30 days the board may fill the seat at its next regular meeting with a qualified candidate by majority vote subject to a quorum of the Board.

4.06 Suspension or Removal of Trustee

(A) A Trustee may be suspended by the Board for felony criminal charges or any crime involving fraud, misuse of resources, or financial misdeeds subject to the outcome of such legal proceedings. The suspension shall be in force after a majority vote of the board and shall

remain in place until the case is resolved or a majority vote of the board removes the suspension or removes the board member.

(B) A Trustee of the Board may be removed for cause under the following circumstances:

- (1) Three consecutive absences from a Board meeting without being excused by the President or Vice-President.
- (2) Conviction or felony criminal charges or lesser charges involving fraud, misuse of resources or financial related crimes including but not limited to theft.
- (3) Failure to perform duties of office as petitioned by at least three members of the Board.

(C) Any procedure to remove a Trustee from office shall be conducted as follows:

- (1) The President shall receive notice that a member is in violation of 4.06(B)(1) or (2) or receives a petition from not less than three board members under 4.06(B)(3) and presents notice to the Board to schedule a meeting for consideration of the removal.
- (2) Notice is given in writing to the Trustee subject to removal via electronic means and/or via regular U.S. mail. Failure to respond or receive the communication shall not constitute an excuse for absence.
- (3) The Board meets to consider the evidence of the removal and cause with the President or their designee presenting the information. The Trustee subject to removal may address the Board following the presentation. The President or Presiding Officer may allow for rebuttal or additional testimony.
- (4) The President shall then call the question on removal which shall not require a second and a vote shall be taken by roll call. The member subject to removal shall not be entitled to vote. A quorum of current board members must be present. The decision of the Board is final.

(D) A removed Board member shall remain a member of the Trust unless the Board also votes to rescind their membership and refund the value of their membership for the year and the removed Trustee shall be barred from membership for one full calendar year.

4.07 Meetings of the Board

(A) Regular meetings of the Board of the Trust shall be held not less than 6 times per year and shall be fixed by an annual calendar as adopted at the annual meeting.

(B) Special meetings of the Board may be called at the discretion of the President or the agreement of two officers of the Trust. In such a case, notice shall be provided to the Board

electronically and the meeting shall be scheduled no sooner than 3 business days from the notice of the meeting.

(C) Special meetings of the membership may be called by the majority vote of the Board for special purposes to ratify changes to the bylaws or major changes in the operations of the Trust and such matters as deemed appropriate. Such meetings shall be scheduled not more than 15 days from the date of the vote and notice shall be sent via mail and/or electronically to all current members of the Trust.

(D) Meetings and the Membership. All meetings of the Board shall be open to the membership of the Trust unless an executive session is declared. Each such meeting shall provide a time for members who are not on the Board to speak if they desire, subject to any time limitations set by the Board or determined by the President while presiding over the meeting.

(E) Executive Session. The Board may move to executive session for matters related to financial contracts and legal or personnel matters and shall state the nature of the need for the session. The move to executive session must be done by motion and approved by the board. In such sessions, only discussion of the topic for which the session was called can be discussed.

(F) Minutes and Financial Statements. During a regular board meeting the minutes and financial statements of the Trust shall be approved by the Board. The President may move that:

(1) Minutes are approved without objection or with changes and filed.

(2) Financial statements are approved and filed for audit or if there are objections, that such items be separated from the financial statement for separate consideration while the rest of the material is filed for audit.

(G) Review of Minutes/Financial Statements. The Secretary and Treasurer shall maintain their files respectively so that requests for previous financial statements, resolutions, actions of the Board and minutes may be provided to any member upon request within 30 days. The Board may set a fee for copies should a request be made for their provision beyond what is distributed in a meeting.

4.08 Manner of Acting

(A) Majority Vote: A majority, except as otherwise specified, shall be any vote of the Board or membership that requires one half of those present plus one vote, subject to rules on a quorum.

(B) Tie Vote: A tie vote shall be any vote where the Board or the Membership votes on a matter presented that results in an equal number of votes on both sides. In such a case, the presiding officer of the meeting shall cast a tie-breaking vote to decide the matter.

(C) Participation: When allowable or practical, board members shall be permitted to participate in meetings in alternative formats such as video links, telephone, or via another device. Such participation shall only be limited by the availability of technology.

(D) Proxy Voting: Proxy voting shall not be permitted unless authorized for specific situations via a special resolution of the Board by a 2/3 majority vote of the Board of Trustees.

4.09 Compensation of Trustees and Officers

(A) Trustees and officers shall receive no compensation for their role as members of the Trust and the Board for their normal duties.

(B) A Trustee or Officer may be compensated for professional services provided by a business owned in part or in whole by the Trustee or by which they are employed, provided that the Board has authorized the provision of the service before the submission of the request for compensation. In such cases, the Trustee in question must abstain from the vote to authorize the service, and the approval of the receipt must be considered separately during the financial report. A note of this should be made in the minutes.

4.10 Code of Ethics, Conflicts of Interest, and Training

(A) The Board of Trustees shall adopt a Code of Ethics to govern the operations and actions of its members and shall, at its first meeting following the seating of new Trustees, have each Board member sign a current copy of the pledge to abide by the Code of Ethics.

(B) As practicable, the Officers and Board shall conduct a retreat between the annual meeting and the end of July each year to train and review Board operations. The meeting must include a review of ethics, board responsibilities, and basic operational policy but may include additional topics.

(C) Conflicts of interest must be disclosed by Board Members. Any Board Member with a conflict is required to abstain from any vote pertaining to the conflict. Additionally, the Trustee in question should also refrain from any discussion during debate/discussion of the topic or withdraw from the meeting until the vote is completed.

Article 5: Committees

5.01 Committees

(A) The Board of Trustees shall adopt a resolution on or after July 1st of each year at its first organization meeting a resolution for the appointment of committees. The committees shall be established as standing committees or ad-hoc committees for special or short-term purposes. Any committee, subject to authority established in the annual authorizing resolution, shall have the authority of the Board except that no committee, regardless of resolution may:

- (1) Take final action without the authority or approval of the Board of Trustees;

- (2) Fill vacancies of the Board;
- (3) Amend or repeal resolutions, bylaws or procedures without Board or membership approval (as required);
- (4) Make any resolution, motion, or vote non-amendable or non-repealable;
- (5) Make appointments to other committees;
- (6) Approve transactions or expenditures without due authorization from the Board
- (7) Enter into agreements with other parties or organizations without the approval of the Board of Trustees.

(B) The President may, with the approval of the Board appoint an ad-hoc committee as needed for special purposes.

(C) Committee chairs may appoint sub-committees of their committee as needed or appropriate.

5.02 Committee Membership and Trustees

(A) All members of the Board shall serve on at least two committees of the Board or, alternatively, a single committee and serve as a designated representative of the Board to an outside organization.

(B) The Trust President shall serve as the Chair of the Executive Committee and as an ex-officio member of all other committees of the Board except for the Audit Committee and the Nominating Committee.

(C) All committees shall be chaired by a member of the Board of Trustees, and each committee, regardless of its number of members, shall have at least two Trustees, one serving as chair and one serving as vice-chair.

(D) The President shall appoint the Chairs and Vice-Chairs in consultation with the Board.

5.03 Committee Membership

Standing committees shall have a minimum of two Trustees with the rest of the committee made up the organization's membership. Ad-hoc committees will have at least one trustee as chair and additional members from the trust's membership. Nothing in this section shall be construed to prevent additional Trustees from serving on a committee with already two current Trustees.

5.04 Required Committees

The Board shall adopt an annual resolution specifying standing committees of the Board and the President shall appoint committee chairs and vice-chairs in consultation with the Board. *At a minimum*, the Trust shall have the following standing committees:

- (A) Audit & Governance Committee:
- (B) Building & Grounds Committee
- (C) Executive Committee
- (D) Communications & Marketing Committee
- (E) Finance, Fundraising, Budget & Investment Committee
- (F) Nominating & Awards Committee
- (G) Membership Committee
- (H) Education & Programming Committee

The Trust shall approve the list of committees at the first regular board meeting following the installation of trustees on July 1.

5.05 The Executive Committee

The executive committee shall consist of the President (Chair), Vice-President (Vice-Chair), Secretary, Treasurer, and the Immediate Past-President. The committee shall be empowered to act as follows:

- (A) In emergencies, when calling a board meeting is impractical and financial or operational decisions must be made for exigent reasons.
 - (1) The Trust Board shall adopt a policy to determine the financial threshold at which the President may act and what requires the calling of the executive Committee. This shall include the scope, authority, and nature of actions that the Executive Committee is authorized to take, but shall include:
 - (a) The sum at which the President must call the Executive Committee to expend funds.
 - (b) The nature and situations where the Executive Committee is permitted to act.
 - (c) These provisions of 5.05 (A)(1) of (a) and (b) shall be reviewed and approved by the Board at least every two years.

- (2) All actions taken under 5.50 (A)(1) shall be reported to the Board of Trustees at the next regular meeting and be recorded in the minutes.
- (3) The Executive Committee is prohibited from exercising its authority for the following:
 - (a) Entering into any agreement for the sale of property
 - (b) Executing any contract other than for emergencies that could reasonably be held at the next board meeting.
 - (c) Any action that represents a major change in the financial, operational or other role of the Trust that has not been granted by the Board and which is not of an emergency nature.

5.06 Role of Standing Committees; Changes to Standing Committees

(A) *Duties and Requirements required standing committees, as listed in section 5.04, in addition to any standing committees approved by the Board, shall be subject to the following requirements.*

- (1) Meet not less than twice per fiscal year.
- (2) Provide recommendations to the Board of Trustees for further action.
- (3) Where authorized, conduct activities, programming, and related functions on behalf of the Board and within the committee's scope of operation.
- (4) Maintain a record of meetings and a summary of all activities to be reported to the board and filed with the secretary.
- (5) The chair or their designee shall provide a brief written report of the committee's activities to the Secretary and President, either electronically or in writing, no later than May 1st for inclusion in the Trust's annual report.

(B) *Change of Committees- The President of the Trust can create ad hoc committees for special purposes but may not add standing committees during the year. Standing committees are adopted at the first meeting of the Board in July by majority vote of the Board.*

5.07 Special Committee Assignments

The following appointments and restrictions on appointments shall be made:

(A) No current officer or person acting as an interim officer on the Executive Committee can serve on the audit committee, except the Immediate Past President unless acting as interim President.

(B) The Communications Committee shall include the Secretary, Newsletter Editor, and the member responsible for Social Media/Publicity.

(C) The Finance committee includes the Treasurer

(D) The Nominating Committee shall be chaired by the Vice-President

ARTICLE VI: Board Officers

6.01 Board Officers

The officers of the Trust shall be, in order of precedence, the President, Vice-President, Secretary, Treasurer, and Immediate Past-President. They shall be required to perform the duties of office as outlined in this article.

No person shall hold more than one officer's position at a given time.

6.02 Qualifications for Election

The qualifications for election as an officer shall be the same as for election to the Board.

6.03 Terms of Office

(A) The Office of Vice-President, President, and Past President shall be considered extensions of the same office, and an annual election shall be held for a new Vice-President. The current Vice-President will move to the Presidency, and the President will become the Past President. The term of office shall be considered 3 years.

(B) The Secretary shall serve a term of three years.

(C) The Treasurer shall serve a term of three years.

6.04 Removal or Resignation

In the event of the removal of an officer by the Board under Article IV, Section 4.06 (B), or the resignation of an officer by delivering notice in writing or electronically to the Secretary and/or President, the office shall be deemed to be vacant. In the event of an officer vacancy, the Board shall fill the vacant position as follows:

- (1) President: Shall be filled by the Vice-President who shall be deemed Interim President until the next annual meeting. If the Vice-President is unable to serve as Interim President, the Board will fill the vacancy.
- (2) Vice-President: Shall be filled by the board with a nominee.
- (3) Secretary or Treasurer: Shall be filled by the board nominee for the remainder of the unexpired terms.

6.05 Office of President

The President serves as the chief volunteer and primary spokesperson for the organization. The President shall preside over all meetings of the Board, the general membership and special meetings of the Trust. The President serves as the board's key representative and spokesperson and the organization's Executive head. The President also serves as chair of the Executive Committee.

6.06 Office of Vice-President

The Vice-President assists the President in the conduct of the business of the Trust and, when the President is temporarily absent, acts in the place of the President. The Vice-President also serves as a member of the Nominating committee to help recruit future Board members and officers, assists in the planning of the organization, and acts at the direction of the President for other duties as assigned. The Vice-President is the Vice-Chair of the Executive Committee and is responsible for organizing the annual membership meeting under the guidance of the President.

6.07 Office of Secretary

The Secretary is the official keeper of records and communications of the organization. The secretary ensures recording all minutes, documents, and official non-financial records of the organization. The Secretary serves as a member of the Executive Committee. The secretary shall be responsible for the compilation of the annual report under the direction of the President.

6.08 Office of Treasurer

(A) The Treasurer shall be responsible for the receipt and expenditure of all funds as directed by the Board. The Treasurer shall maintain all financial statements, comply with all directives and processes established by the Board for financial purposes, and report the transactions made relative to all funds at each Board meeting.

(B) The Treasurer may, with the consent of the Board appoint an assistance treasurer as needed who shall have the same responsibilities as the Treasurer in the Treasurer's absence except voting on the Board of Trustees or Executive Committee.

(C) The Treasurer shall chair the finance committee

(D) The Treasurer may appoint a sub-committee to review and coordinate the investments of the Trust. Such a committee must consist of not more than five members, with the President and Treasurer being two of the five. One of the five may be a non-member who is an investment advisor or finance professional for the purposes of review of the Trust's investment operations.

6.09 Office of Immediate Past President

- (A) The office of Immediate Past-President shall be occupied by the individual who previously served the term as President of the Trust and shall be a member of the Executive Committee.
- (B) In the event of the President's resignation or incapacity, the Immediate Past-President shall assume the Presidency until the July 1st of the next fiscal year. At such time they shall again assume the role of Past-President.
- (C) The Immediate Past-President shall serve as the chair of the Nominating and Awards Committee with the Vice-President serving as Vice-Chair.
- (D) The Immediate Past President has the responsibility of conducting the election of Trustees and officers as further defined in Article VII.
- (E) In the event of the Immediate Past President's resignation from the board, the President shall appoint a past president or board member to serve as the Immediate Past President.

ARTICLE VII: Elections

7.01 Role of the Nominating Committee

The Nominating Committee shall be responsible for the review and recommendation of candidates for the Board of Trustees and the elections of Officers to the Trust. As such, the Nominating committee shall:

- (A) As appropriate solicit recommendations, resumes and other materials as needed for the review and selection of interested candidates to the Board and/or for selection as officers of the Trust.
- (B) The Nominating Committee shall solicit nominations for the positions to be voted upon at the Annual Meeting of the Board.
- (C) On or before the May Board Meeting of the fiscal year, the Nominating Committee shall recommend to Board a slate of candidates to fill the positions and create a ballot.

7.02 Membership Vote and Method of Conducting Elections

- (A) Any member in good standing can vote in the election.
- (B) The vote for officers and trustees will be conducted first in the annual business meeting and presided over by the President.
- (C) The vote shall be tallied by the Immediate Past-President and the Chair of the Nominating Committee.

(D) Proxy voting may be permitted by the Board provided the Board adopts policies and procedures by majority vote at least three months prior to the annual meeting and notification is provided to the membership of the process and methods for such voting at least one month prior to the annual meeting. A vote to allow such methods must be re-authorized annually.

7.03 Dispute of Results-Methods of Resolution

In the event of a tie vote the Immediate Past-President shall notify the membership. A re-vote will take place among the candidates for the position. In the event of three or more candidates for a position, only the top two will be considered for the re-vote.

ARTICLE VIII: Financial Policy and Indemnification

8.01 Contracts and Legal Documents

The Trust may enter into contracts and other legal arrangements consistent with the operation of the Trust, it's mission, goals, and other plans adopted by the Board of Trustees. In such cases all contracts shall:

- (A) Be reviewed and approved by the Board of Trustees;
- (B) Follow all financial policies adopted by the Board;
- (C) Signed by the President and/or Treasurer as duly authorized by the Board.
- (D) Nothing in this section shall restrict the execution of an emergency contract for temporary purposes as authorized by the Executive Committee.

8.02 Checks, Drafts, and Bank Deposits

The Board shall adopt procedures for control of the receipt and expenditure of funds. These policies shall:

- (A) Prescribe how funds are dispersed;
- (B) How the expenditure of funds shall be authorized;
- (C) Who shall be authorized to expend funds,
- (D) Other financial policies pertaining to banking and funds movement.

The finance committee should review the policies and procedures at least once every two-years in conjunction with the recommendations of the audit committee.

8.03 Loans and Mortgages

The Board shall have the authority to enter into loan and mortgage agreements subject to the following restrictions:

- (A) The loan agreement or mortgage is approved by a majority of the board.
- (B) The Board has determined that the loan is needed for the continuation, expansion, maintenance or operations of the Trust.
- (C) A plan has been developed to ensure the timely repayment and or payoff of the loan in question.

8.04 Loans and Expenses for Trustees, Officers and Other Parties

- (A) The Trust may advance funds for reasonably anticipated expenses for Trust related obligations to any Officer or Board Member. In such a case, the individual receiving funds must provide documentation for the expenditure, including receipts and other pertinent financial information or return the funds to the Trust.
- (B) The Trust shall reimburse authorized or reasonable receipts to a board member, officer or other individual where such expenses are documented and receipts are presented to the Board for payment.
- (C) No loan, obligation or other financial instrument executed on behalf of an individual, officer or other member of the Trust shall be guaranteed or underwritten by the Trust for personal use.

8.05 Determination of Bank, Investments

The Finance Committee under the direction of the Treasurer may establish a subcommittee for the purposes of review of financial instruments, banking and investments. The committee shall be composed of not more than five members including the Treasurer and the President of the Trust and may include one non-member who is an investment or financial professional. All recommendations must be approved by the Board of Trustees.

8.06 Indemnification

- (A) In accordance with and subject to the provisions, limitations and restrictions set forth in Section 1702.12 of the Ohio Revised Code, the Trust shall indemnify and agree to indemnify its Trustees, officers, employees, or agents, (the "Indemnified Parties"), who were, are, or shall become, or are threatened to become a party to any threatened, pending or completed civil, criminal, administrative or investigative action, suit or proceeding by virtue of the indemnified parties serving in any capacities for and on behalf of the corporation, subject to the following:
 - (1) The Trustees, officers, employees, or agents were in the good faith performance of their duties and roles related to the Trust;
 - (2) The individual or individuals was authorized to perform the duties either by assignment of the Board, the Executive Committee, or by virtue of the office, role, or position;
 - (3) The individual or individual was not engaged in practices or other methods contrary to the policies, procedures or ethics established by the Board.

- (B) The Trust may set limits and or policies related to the indemnification of Trustees, officers, employees, agents, and volunteers subject to the laws of the State of Ohio and the United States provided that:
- (1) No such policy is adopted that restrict the rights or limits the indemnification of an individual after the fact, nor removes an existing benefit without the written consent of the individual or parties who are indemnified.
 - (2) Adoption of and restrictions related to indemnification will take effect within 30 days following adoption of such measures and shall apply to all individuals affiliated with the Trust except those who are exempted by Section 8.06 (B) (2)
- (C) The Trust shall be further authorized to purchase and maintain insurance or other security for or on behalf of the Indemnified Parties for any of the indemnification obligations authorized by this Article.

ARTICLE IX: Operational Year, Document Retention & Transparency

9.01 Operational Year

The official operational or fiscal year of the Trust shall be from July 1st through June 30th of the following year.

9.02 Document Retention

The Executive Committee in conjunction with the Audit Committee shall establish a formal policy for the retention and digitization of documents. This schedule shall be approved by the Board and ensure compliance with all local, state and federally applicable requirements.

The policy shall be reviewed not less than every two years to ensure that the retention schedule meets applicable law.

The schedule, once approved by the Board of Trustees shall be maintained by the Secretary and all the requirements outlined in terms of records retention shall be vested in the Office of the Secretary.

9.03 Transparency

The records and the meetings of the Trust shall be transparent to the public. This includes allowing review of documents and records held by the Trust. The Board shall develop policies that comply with this purpose.

Exceptions to public meetings may be made for exemptions under the Ohio Revised Code.

9.04 IRS Forms

Prior to completion and filing of the IRS form 990 or other tax related forms, the Board shall be presented with a copy of the completed form for review.

9.05 Donor Records

The Treasurer shall exercise the following duty regarding the retention of donor records:

- (A) The donor records shall be made available for consultation to Board or volunteers as needed in the performance of their duties.
- (B) Donor records shall be retained as private records and shall not be disclosed to parties other than qualified representatives of the Trust, its agents, and officers as adopted by Board Policy, except where:
 - (1) A donor wishes to review their record of donation or related financial contributions;
 - (2) A letter of request is filed by the Internal Revenue Service, the State of Ohio Tax Authority;
 - (3) A subpoena or writ is issued by a court
 - (4) The donor has allowed disclosure of the records in writing to an outside entity.
- (C) Section 9.05 (B) shall not apply to the disclosure of active membership, promotions, special events, and or advertising. In such cases, the names shall be considered public information unless the donor has requested otherwise. The amounts and related information shall remain private unless disclosure is required under 9.05 (B)

ARTICLE X: Miscellaneous

10.01 Non-Discrimination

The Trust, its Trustees, officers, employees, agents and volunteers are prohibited in engaging in discriminatory behavior against person, persons or entities based on legally defined protective classes. The Board of Trustees shall adopt policies and procedures to ensure that all persons are reasonably protected from discrimination and harassment as well as the process for investigation, review and resolution of such matters.

10.02 Policy Violations and Reporting

A report of any policy violations and/or related matters may be made directly to the President, Vice-President, or any other board member as long as the complaint is made in writing (either written or electronic), made in good faith, and have the name of the individual reporting the complaint. The officer or board member shall notify the Executive Committee and an investigation be conducted where claims are made. The Executive Committee shall ensure that the investigation is not conducted by those who are party to the complaint. The complainant shall be protected from retaliation for bringing matters to the attention of the Trust, allow for investigation and resolution/correction of any issues present.

10.03 Engagement of Outside Services for Review of Ethics, Policy Violations

In the event the Executive Committee deems a violation of ethics, policy or process has occurred, they may retain the services of an impartial non-board member and/or outside party.

ARTICLE XI: Amendments and Severability

11.01 Amendment of Articles of Incorporation

Any amendments to the Articles of Incorporation may be adopted by a 2/3 majority vote of the Board of Trustees. Any such changes must be filed with the State of Ohio and other appropriate legal authorities.

11.02 Amendment of the Bylaws

(A) The Bylaws of the Trust may be amended by the following manner:

- (1) A recommendation from the Board of Trustees to the membership and a majority vote of the membership at a regular or special meeting.
- (2) A two-thirds vote of the Board of Trustees where such a change is required for compliance with local, state and/or Federal Law.

(B) Any amendment to the Bylaws is subject to the following restrictions:

- (1) No amendment shall be made that will cause the Trust to cease to qualify as a tax exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1986 or any corresponding section of a future tax code.
- (2) That any such amendment does not affect the voting rights of Trustees unless approved by a 2/3 vote of the membership where a quorum of all members are present.
- (3) The amendment must be consistent with the Articles of Incorporation.

11.03 Severability

If any part of these bylaws are held invalid by a court of competent jurisdiction, such a ruling shall only invalidate the section held invalid by the court and shall not strike any further language, interpretation or section of this document. In the event that such a ruling invalidates a section upon which other parts of the document are predicated upon, the Board of Trustees shall be able to invoke their emergency power to amend the Bylaws within 90 days of the ruling by a 2/3 vote and barring further legal action, present the changes to membership for review.

ARTICLE XII: Certificate of Adoption, Repeal of Prior Documents

We do hereby certify that the above stated Bylaws of the Tiffin Historic Trust were approved by

_____ on the _____ day of _____ in the year _____.

Witnessed by:

Secretary of the Board of Trustees

President of the Board of Trustees

Vice-President of the Board of Trustees

Treasurer of the Board of Trustees

Board Member

Board Member

Board Member

Board Member

Board Member

Board Member

Board Member

Board Member