

CONSTITUTION OF THE
OBERLIN HISTORICAL AND IMPROVEMENT ORGANIZATION

This nonprofit (501[c][3]) corporation is incorporated under the laws of the State of Ohio.

Article I – Name

The name of this nonprofit corporation is the “Oberlin Historical and Improvement Organization,” hereinafter referred to as “the Organization.” The corporation shall do business as the “Oberlin Heritage Center.”

Article II – Mission

The mission of the Organization shall be to preserve and share Oberlin’s unique heritage and to make our community a better place to live, learn, work, and visit.

Article III – Membership

All persons interested in the purposes of the Organization may become members by payment of annual dues in amounts and categories of membership as the Board of Trustees may determine. Each member is entitled to one vote at a meeting of the Organization’s membership and to such other benefits as the Board of Trustees may determine.

Article IV – Trustees

The Board of Trustees shall govern and establish policy for the Organization in accordance with the Articles of Incorporation, the Constitution, the By-Laws, and the terms and conditions of any other agreements into which the Organization may enter.

Article V – Officers

Section 1. The Officers shall comprise the President, one or more Vice Presidents, a Secretary, and a Treasurer. All Officers shall be members of the Board of Trustees.

Section 2. The Officers shall be elected by the Organization’s members present and voting at the Organization’s Annual Meeting from a slate approved by the Board of Trustees.

Article VI – Executive Committee

Section 1. The Executive Committee shall comprise the Organization’s Officers and its immediate Past President.

Section 2. The Executive Committee shall 1) recommend policy and financial considerations to the Board of Trustees for approval; 2) consider and act upon appointments, resignations, and removal of Officers; and 3) have the full authority to act for the Board of Trustees on other matters requiring attention between meetings of the Board of Trustees.

Article VII – Meetings

Section 1. The Annual Meeting of the Organization’s members shall take place at such time and place as the Board of Trustees may determine.

Section 2. Regular Meetings of the Board of Trustees shall be held at least quarterly, at such time and place as the President and the Executive Director may determine.

Section 3. Except as hereinafter provided with respect to amendments to the Constitution, notice of each Regular Meeting of the Board of Trustees shall be given to each Trustee not less than 48 (forty-eight) hours prior to the time of the meeting.

Section 4. Special Meetings of the Board of Trustees may be called at any time by the President, a Vice President, or any four Trustees. All Trustees shall receive at least 24 (twenty-four) hours' advance notice of the date, time, location, and agenda of any Special Meeting.

Article VIII – Amendments

Section 1. Amendments to this Constitution may be proposed by the Board of Trustees.

Section 2. This Constitution may be amended at the Annual Meeting of the Organization by a vote of two-thirds of the Organization's members present and voting, provided that notice of the proposed amendments is presented in writing to all members at least 7 (seven) days prior to the Annual Meeting.

Article IX – Non-Discrimination

The Organization does not discriminate on the basis of race, ~~religion, age, gender, color, disability, sexual orientation, or national or ethnic origin~~color, ethnicity, national origin, religion, sex, gender expression, sexual orientation, age, disability, political affiliation, marital status, pregnancy, citizenship status, military status, genetic information, medical condition or on account of any other basis prohibited by City, State, or Federal law.

Article X – Rules of Order

Any question or conflict in the procedure and rules of order of meetings shall be resolved by reference to the most recent edition of *Robert's Rules of Order*, as long as the solution is not in conflict with the Constitution and By-Laws of the Organization.

Article XI – Dissolution

The Organization may be dissolved by the affirmative vote of three-fourths of the members present and voting at a Special Meeting called for that purpose, notice of such meeting and proposed dissolution having been distributed to the entire membership 30 (thirty) days in advance of the meeting. If the Organization is dissolved, the Board of Trustees shall take appropriate action to distribute its assets to one or more tax-exempt (501[c][3]) nonprofit organizations with a mission similar to that specified in the Organization's Constitution.