

The Oldham County Historical Society, Inc.
BY-LAWS

ARTICLE 1- NAME AND LOCATION

- I. The name of this corporation shall be The Oldham County Historical Society, Inc.
2. The principal office of the corporation shall be 106 N. Second Ave., LaGrange, Oldham County, Kentucky. The corporation may also have offices at other locations as the Board of Directors may establish from time to time or as the business of the corporation may require.

ARTICLE 11 - MEMBERSHIP

- I. Any reputable person, association, corporation, partnership or estate having an interest in history shall be eligible to apply for membership in The Oldham County Historical Society, Inc. All persons, associations, corporations, partnerships or estates who were members of The Oldham County Historical Society as of February 1975, shall be considered charter members of the corporation.
2. The classifications of membership, annual dues and benefits incident thereto shall be set by the Board of Directors.

Article III-Standing Committees

- 1) The OCHS shall maintain the following standing committees
 - a) Executive Committee-To review bylaws, overall operations, personnel and extraordinary issues.
 - i) Chair
 - ii) Vice Chair
 - iii) Executive Director (ED)
 - iv) Treasurer
 - b) Annual Report Committee-To compile the annual report for the Board and members.
 - i) Chair
 - ii) Vice chair
 - iii) Executive Director
 - iv) Treasurer
 - v) Two members of the Board
 - c) Executive Director Evaluation Committee-To review annually the performance of the Executive Director.
 - i) Chair
 - ii) Vice Chair
 - iii) Treasurer
 - iv) Two members of the Board
- 2) Finance Committee-To oversee the finances and budget of the OCHS
 - a) Chair-
 - b) Vice Chair
 - c) Executive Director
 - d) Treasurer
 - e) Two members of the Board
- 3) Development Committee-To review the membership, fund raising efforts of OCHS
 - a) Chair

- b) Vice chair
- c) Executive Director
- d) Treasurer
- e) Two members of the board.

ARTICLE IV-CONFLICT OF INTEREST

To eliminate the existence appearance of any conflict of interest, the following standard shall apply to all Oldham County Historical Society (OCHS) employees, including officers and directors.

1. Definitions
 - a. Association with a for-profit business
 - i. Being employed by a for-profit business
 - ii. Serving as an officer or director of a for-profit business, or
 - iii. Retaining a significant interest in a for-profit business
 - b. Association with a not-for-profit organization means serving as an officer or director of a not-for-profit organization.
2. Avoiding actual or perceived conflict of interest
 - a. OCHS employees and directors shall avoid both the fact and appearance of a conflict of interest in any work or service performed by OCHS
3. Annual disclosure by OCHS employees and directors
 - a. On an annual basis, all OCHS employees shall disclose to the Board Chair and Executive Director
 - i. Any association with a for-profit business,
 - ii. Any association with a not-for-profit organization, and
 - iii. Any other financial, business or community relationship that may conflict with the work or service of OCHS
 - b. On an annual basis, the OCHS Executive Director and any other officers of OCHS who are compensated for their service by OCHS shall disclose to the OCHS Board of Directors;
 - i. Any association with a for-profit business,
 - ii. Any association with a not-for-profit business,
 - iii. Any other financial, business or community relationship that may conflict with the work or service for the OCHS
 - iv. Any association with a for-profit business by a spouse or immediate family member,
 - v. Any association with a not-for-profit organization by a spouse or immediate family member, and
 - vi. Any other financial, business or community relationship of a spouse or immediate family members that may conflict with the work or service performed for the OCHS
4. Action after annual disclosure by OCHS employees
 - a. When disclosure is made by an employee in accordance with Section 3 above, the OCHS ED in the case of the employees and the OCHS Board of Directors in the case of the OCHS Executive Director must determine: (1) whether the disclosed association or relationship is, or is likely to be perceived by others as, incompatible with the mission or adversely affecting the image of the OCHS; and (2) whether any such

- incompatibility or adverse effect can be avoided by restricting the OCHS duties of the employee.
- b. If the OCHS ED, in the case of an OCHS employee, or the OCHS Board of Directors in the case of the OCHS ED determine that a disclosed association or relationship is, or is likely to be perceived by others as incompatible with the OCHS mission or adversely affecting the OCHS image, and also determines the such incompatibility or adverse effect cannot be avoided by restricting the OCHS duties of the employee, the employee making the disclosure may not continue his or her employment with the OCHS unless the disclosed association or relationship[is terminated.
 - c. If the OCHS ED, in the case of an OCHS employee, or the OCHS Board of directors in the case of the OCHS ED determine that a disclosed association or relationship[is, or is likely to be perceived by others as incompatible with the OCHS mission or adversely affecting the OCHS image, and also determines that such incompatibility or adverse effect can be avoided by restricting the OCHS duties of the employee making the disclosure, OCHS Board of Directors shall set whatever restriction it deems appropriate relating to the employee. This may include restricting the employee's participation in any OCHS report, review or action pertaining to: (1) a business/organization with which the employee is associated, (2) a competitor of the business/organization, or (3) the trade or industry of which the business/organization is a part.
5. Annual disclosure by OCHS Directors
 - a. On an annual basis, all OCHS Directors shall disclose to the OCHS Board of Directors Chair and OCHS ED any financial, business or community relationship that may conflict with the work, service or mission of OCHS.
 6. Restrictions applicable to the OCHS Board of Directors
 - a. OCHS directors who are associated with a for-profit business or a not-for-profit organization shall not vote or use personal influence on any board action pertaining to the business/organization, or the trade or industry of which the business/organization is a part. The ED may, however, participate in Board discussions relating to such action by providing information known to the ED and answering questions from other Directors. The minutes of any Board meeting relating to such Board action shall clearly state that the director did not vote on the matter and shall describe the extent of the ED's participation in any discussion
 - b. In any one calendar year, the OCHS may purchase a substantial amount of goods or services from a business or not-for-profit organization that a director is associated with only if:
 - i. At least two competitive bids are obtained from other providers, if possible; and
 - ii. The business/organization is not the lowest bidder, the OCHS Board of Directors or designated committee must be informed of the relationship and review the bids and make a recommendation to the OCHS Board of Directors.
 - iii. Due to the mission of the OCHS, a single bid may be accepted if:
 1. The service or goods provided is unique and not widely available.

2. This type of bid shall receive the approval a majority vote of the OCHS Board.
 - iv. The minutes or the ED, Board or appropriate committee shall reflect this disclosure and subsequent decision.
7. Receipt of gifts or gratuities
 - a. OCHS employees shall not accept more than nominal gifts, gratuities, or free services if;
 - b. The gift/gratuity/service is from a business/organization or person associated with a business/organization; and
 - c. The OCHS operations (including reporting, philanthropic review, dispute settlement and development or implementation of standards) significantly affect the business/organization, or competitor(s) of the business/organization, or the trade or industry of which it is a part.
 - d. The OCHS Board shall define the value of a nominal gift.

ARTICLE V-PRIVACY

The Oldham County Historical Society privacy policy

The OCHS shall make every effort to protect the privacy of its employees, board members, membership and contributors.

The OCHS privacy policy shall be available on its website and shall be strictly enforced.

The following is the OCHS privacy statement.

Your privacy is important to us. To better protect your privacy, we provide this notice explaining our online and contribution information practices. Our privacy policy is simple: we collect no information about you unless you choose to provide that information to us. In addition, we do not give, share, sell, or transfer any personal information about you to third parties. To prevent unauthorized access, maintain accuracy, and ensure the correct use of information, we have put in place appropriate physical, electronic and managerial procedures to safeguard and secure any information that we collect. If you have questions about our privacy practices, you may contact us at the telephone, address or e-mail posted on this website.

No OCHS employee or Board Member shall disseminate any information without the expressed approval of the involved party.

Violation of this policy may result in dismissal of employment or removal from the Board.

ARTICLE VI-PERFORMANCE EVALUATION OF EXECUTIVE DIRECTOR

The Oldham County Historical Society Board of Directors shall conduct a performance evaluation of the OCHS Executive Director annually.

1. A Performance Review Committee (PRC) shall be formed each January to conduct a performance evaluation of the Oldham County Historical Society Executive Director
 - a. The Chair of the OCHS Board of Directors shall act as chair.
 - i. Standing members of the PRC shall be the chair of OCHS, a member of the finance committee and the Treasurer of the OCHS
 - ii. Two other members shall be volunteers from the OCHS Board or selected by the standing members of the Performance Review Committee.
 - b. Aspects of the evaluation used as outlined in VI 1d

- c. The PRC shall interview the OCHS ED prior to a final evaluation report to the OCHS Board of Directors
- d. The OCHS ED performance evaluation may be measured by;
 - i. Staff relations and evaluations
 - ii. Administration
 - iii. Planning
 - iv. Leadership
 - v. Fiscal management
 - vi. External public relations
 - vii. Membership
 - viii. Physical plant management
 - ix. Effectiveness in working with the OCHS Board of Directors to achieve the objectives of the strategic plan
 - x. Success in helping the OCHS Board achieve its own accountability and level of responsibility.
- e. The PRC should consider;
 - i. Input from all individual Board members
 - 1. Each Board Member shall complete a survey with a ranking system devised by the PRC
 - ii. Input from membership
 - iii. Input from the community
 - iv. Self-evaluation of the ED
 - v. Observation
 - vi. The open-ended discussion with the ED
 - vii. The objectives met or unmet of the strategic plan
 - viii. The objectives met or unmet of the annual budget
 - ix. Setting the goals for the following year
- f. The PRC shall complete a performance evaluation report for the full Board and the record of the OCHS
- g. The annual PRC may be used to adjust compensation of the OCHS ED.

ARTICLE VII-BOARD OF DIRECTORS

- 1. The management of the affairs, property and business of The Oldham County Historical Society, Inc., and the direction of its work shall be vested in a Board of Directors. They shall adopt policies and procedures for conducting the business of the society and shall meet no less frequently than once a month at such time and place as determine by them.
- 2. The number of Directors shall be no more than fifteen (15) members, on staggered terms, an appropriate number appointed by the Board, each for a term of three (3) years. At the end of the three (3) year term, the Board may appoint the Director for another three (3) year term. The Board of Directors shall have the power to fill all vacancies on the Board. In addition to the regular members of the Board of Directors, the annual Gala Chairperson of the Oldham County Historical Society is an ex-officio member of the Board of Directors.
- 3. All vacancies on the Board of Directors, whether caused by resignation, death or otherwise, may be filled by the remaining Directors or a majority of the remaining Directors or a majority of the remaining Directors attending a stated or special called meeting for that purpose provided a quorum be present. A Director that is elected to

fill any vacancy shall hold office for the unexpired term of his/her predecessor until his/her successor is elected and qualified.

4. Regular meetings of the Board of Directors shall be held pursuant to written notice at the principal office of the corporation or at such other place as the Board of Directors may from time to time designate. A special meeting of the Directors may be called at any time by the President and must be called immediately if requested by any three (3) Directors. Notice of any special meeting of the Board of Directors shall be given to each Director not less than three (3) days prior to the meeting by letter, fax, telephone call or computer email.
5. A quorum at all meetings of the Board of Directors shall consist of a majority of the entire Board. The President shall preside at the meeting and the Secretary shall act as Secretary thereof.
6. On appropriate motion made, seconded and passed by majority vote, the Board of Directors may remove and/or replace any Board member who, in the opinion of the Board of Directors, does not contribute to the Society.

ARTICLE VIII - ELECTION OF DIRECTORS AND OFFICERS

1. At the first meeting of the calendar year, the Board of Directors shall elect from their number the following Officers:
 1. President
 2. Vice President
 3. Secretary
 4. Treasurer
 5. Assistant Treasurer

Members of the Executive Committee are the President, Vice-President and Treasurer. The Vice-President will record the actions of the Executive Committee for record. Each Officer shall hold office until his/her successor is elected and qualified. All Officers must be members of the Board of Directors.

2. The President shall preside at all meetings of the Board of Directors and of the membership and shall have the power of general management and supervision of the corporation subject to the control of the Board of Directors. The President shall be the principal Officer of the corporation and shall supervise and control all the business of the corporation. He/she may sign, with the Secretary or other proper Officers of the corporation, authorized by the Board of Directors, any Deeds, Mortgages, Bonds, Contracts, or other instruments which the Board of Directors have authorized to be executed, except in the instance where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these By-Laws, or by statute, to some other Officer or agent of the corporation; in general the President shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.
3. The Vice President shall discharge the duties of the President in his/her absence or disability, and in addition, such other and special duties as may from time to time be prescribed by these By-Laws or delegated to him/her by the Board of Directors. The vice President shall serve as chairman of the Development Committee.
4. The Secretary shall be responsible for taking notes at all meetings of the Board of Directors. In addition, the secretary shall be responsible for other and special duties as from time to time are delegated to him/her by the Board of Directors or delegated to him/her by the President.

5. The Treasurer shall have the custody of all monies and securities of the corporation and shall keep regular books of account. He/she shall disburse the funds of the corporation in payment of the just demands against the corporation, or as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Board of Directors from time to time as may be required of him/her, an account of all transactions of the Treasurer and the financial condition of the corporation. The Treasurer shall perform all duties incident to his/her office or as required by the Board of Directors. The Treasurer shall close the books on December 31 of each year and shall make an annual report at the March quarterly membership meeting. An appropriate surety bond shall be required of the Treasurer in an amount established by the Board of Directors. Corporate surety shall be required on the Treasurer's bond, the premium to be paid by the corporation.
6. The financial records of the Society shall be subject to an audit to be completed within ninety (90) days following the close of the Society's calendar year. Said audit shall be assigned to an independent auditor and overseen by an Audit Committee (different from the Financial Committee) designated by the Board of Directors.
7. The Assistant Treasurer shall assist the Treasurer in any manner agreed upon, and such other and special duties as may from time to time be delegated by resolution of the Board of Directors.

ARTICLE IX-STRATEGIC PLANNING AND EVALUATION

The Oldham County Historical Society's Organizational Effectiveness Assessment Policy
The OCHS Board of Directors seeks to establish a policy measuring the effectiveness of the OCHS to ensure that the organization has defined, measurable goals and objectives in place to help evaluate the success, effectiveness and impact of its programs and services.

- 1) A Strategic Planning and Evaluation (SP&E) committee comprised of the Executive Director, the Board Chair, the treasurer and two other Board members or employees as designated by the ED and Chair shall develop a strategic plan outlining the goals and objectives of the OCHS for the following two years.
- 2) This committee shall also evaluate the effectiveness of the OCHS strategic plan for the previous year.
- 3) The purpose of the strategic plan is to;
 - a) Create an understanding of the purposes, uses and mission of the OCHS
 - b) Foster an atmosphere of transparency
 - c) Serve as an advocacy for increasing membership
 - d) Serve as a method to entice contributions
 - e) Provide clear goals for future growth and programs
 - f) Facilitate smoother transitions when Board and staff turnover occur.
 - g) Provide a tool for annual evaluation of effectiveness of OCHS in meeting its goals, objectives and fulfilling its mission
- 4) The evaluation of the strategic plan shall include, but not be limited to;
 - a) Identifying goals met from the previous strategic plan
 - b) Identifying goals not met from the previous plan.
 - c) Outlining why those goals were not met.
 - d) Determining the relevance of unmet goal and whether to continue those goal(s).
- 5) All OCHS staff and the Board of Directors shall have input into the strategic plan and evaluation.
- 6) The Strategic Planning and Evaluation Committee shall submit a written report to the Board and membership

ARTICLE X-ANNUAL REPORT

The Oldham County Historical Society Annual Report
The Oldham County Historical Society shall publish an annual report each January
The Annual Report shall be prepared by a standing committee whose members shall be the ED, Chair, Vice Chair, Treasurer and other member(s) as determined by the chair.
The Annual Report shall consist of;

1. The OCHS mission statement
2. A summary of the past fiscal year's program service accomplishments
3. A roster of the officers and members of the board of directors
4. Financial information including;
 - a. Total revenue from the past fiscal year
 - b. Total program expenses
 - c. Total administrative costs
 - d. Ending net assets
5. The report shall be made available to the board, members and public
 - a. The report shall be made available on the OCHS website.

ARTICLE XI- ANNUAL MEETING

1. The annual meeting, if needed or required as determined by the Executive Committee of the Oldham County Historical Society, Inc. shall be held following the Board of Directors meeting on the third Wednesday evening in December. The annual meeting of the membership, the Board of Directors will give a report of the changes of Officers and By-Laws and the activities of the previous year. The anticipated programs for the coming year and anticipated financial needs could also be presented.

ARTICLE XII- AMENDMENT OF BY-LAWS

1. Alterations and amendments or repeals of the By-Laws may be made by the Board of Directors by a two-thirds (2/3) majority of the Directors present and voting.