

HUDSON HERITAGE ASSOCIATION CODE OF REGULATIONS

Proposed Revision: April 2021.

Article I NAME

HUDSON HERITAGE ASSOCIATION is a not-for-profit corporation organized under the laws of the State of Ohio, with all the powers and subject to all the conditions and limitations provided by the general corporation laws of the State of Ohio and by the articles of incorporation and regulations as prescribed by the Hudson Heritage Association (HHA). Wherein these regulations the word “Association” is used, reference is being made to the Hudson Heritage Association (HHA). Wherein these regulations the name “Hudson” is used, reference is being made to the City of Hudson, Ohio.

Article II

OBJECT AND PURPOSE

The purpose of this Association is to encourage the maintenance of the appearance and character of Hudson, a quaint, essentially residential, city with its associated stores and places of business: quiet, unpretentious and well-kept.

Since Hudson derives most of its individuality from being a nineteenth-century farming community with a strong cultural tradition, the Association will focus its energies in the following areas:

- i. Advocating for the historic preservation of buildings that are fine or interesting examples of architecture and/or are significant to the history of the community.
- ii. Helping enforce zoning laws and building codes in order to encourage, in new buildings, a style consistent with the one that Hudson's founders brought with them from Connecticut.
- iii. Promoting the maintenance of David Hudson's village green and public square as the central feature of Hudson.
- iv. Encouraging the preservation and planting of trees throughout the community.
- v. Advancing greater community awareness in the history of our region.
- vi. Cooperating with other committees and organizations devoted to the same ends, which is to say, continuing the development of a well-integrated community in keeping with its tradition as an early settlement of the Western Reserve of Connecticut.

The Association conceives of these purposes as the fulfilling of a responsibility, not only to the residents of Hudson, whose property values and way of life are strongly influenced by the amenities it seeks to preserve, but to the County, State and Nation, whose pioneer heritage is so well exemplified by Hudson.

For the above stated purposes, the Association is empowered to exercise all rights and powers conferred by the laws of the State of Ohio upon nonprofit corporations, including (but not limited to) the following: 1) to purchase, own, hold, convey, lease and otherwise use and enjoy real and personal property of all kinds; 2) to acquire, construct, maintain and operate buildings and equipment deemed necessary or convenient in executing its mission; 3) to make contracts, borrow money, issue notes, bills and any other evidence of indebtedness; and 4) to mortgage or otherwise encumber its property to secure payment of same.

Article III

MEMBERSHIP

Section 1 – Annual Dues

Members will pay dues at an annual rate established by the Board of Directors. Dues cover membership from July 1st of a given calendar year to June 30th of the following year.

The Board will have the power to change the membership dues when circumstances warrant.

Section 2 – Honorary HHA Membership

Honorary Members, elected by a two-thirds affirmative vote of the Board for extraordinary and distinguished service to the Association, pay no dues but are complimentary members and are entitled to all the rights and privileges of the Association for a term specified by the Board.

Article IV

DIRECTORS & OFFICERS

Section 1 – Number and Terms of Directors

The governance of the Association will be vested in a Board of Directors, hereinafter collectively referred to as the Board, consisting of fifteen (15) to eighteen (18) Directors. All members of the Board will be elected to three-year terms. No Director will be elected to serve more than three (3) consecutive three-year terms. All Directors will serve without compensation.

After a hiatus of three (3) or more years a former Director may be re-elected to the Board.

Section 2 – Election of Officers

Each year, the Board will elect from within its ranks up to five (5) Officers: a President (or two Co-Presidents), Vice President, Secretary, and Treasurer. A two-thirds majority vote of current Directors is required to secure said offices. This election is to be held at the last Board meeting before the summer recess.

Section 3 – Officer Terms

The President(s), Vice President, Secretary, and Treasurer will hold their offices for a term of one (1) year. They may be elected to serve in the same office for no more than three (3) consecutive one-year terms. However, if the Board is unable to fill any office, the Board may hold a special vote for a continuance of an expired term until such time as said office can be filled. Such an election will require a simple majority.

Section 4 – Board Terms for Former Officers

A Director who is elected to the office of President (or Co-President), Vice President, Secretary, or Treasurer will, upon the end of her or his term in said office, continue to serve out her or his term as a member of the Board if the termination of the two do not coincide. Past Presidents may continue to serve on the Board for one (1) additional year following the expiration of her or his term of office if the end of said term coincides with the end of any of her or his three-year terms.

Section 5 – Nominating Directors

At least three (3) months prior to the Annual Meeting of the Association, the President(s) will appoint members to the standing Governance & Nominating Committee, consisting of five (5) members of the Board, including at least one (1) member of the previous year's Governance & Nominating Committee. The announcement of the membership of this committee will be made at the time of the appointments. At such time, any current Director may forward to members of the Governance & Nominating Committee the names of any potential new Directors. It will be the sole duty of the Governance & Nominating Committee to make official nominations of new Directors so as to maintain at all times, if possible, a Board of fifteen (15) to eighteen (18) members. The Governance & Nominating Committee will present a list of said nominees (with accompanying details of their credentials) to the Board. All nominees who agree to have their names presented for election either must be current Association members in good standing or must have avowed a willingness to join the Association upon election. New Directors will be elected by a majority vote of the Board.

Current Directors serving in the final year of either a first or second three-year term may also be re-elected, upon the recommendation of the Governance & Nominating Committee, to an eligible additional term by a majority vote of the Board. Information as to which current Directors wish to serve an additional term for which they are eligible should be gathered prior to the nominating process so as to know how many openings on the Board are anticipated.

The official nominations of Board members (whether new or returning) by the Governance & Nominating Committee are to be considered motions made and seconded, subject only to subsequent discussion and vote by the Board. These nominations and votes should take place prior to the Annual Meeting of the Association.

Section 6 – Director Vacancies, Removal, and Replacement

A vacancy will arise on the Board whenever any Director proves unable or unwilling (whether by death, physical or mental incapacity, or voluntary resignation) to execute her or his responsibilities. A Director may be involuntarily removed by a two-thirds vote of the Board for cause (e.g. an excess of absences, a conflict of interest, misappropriation of funds, etc.). A vacancy may be filled by a Board appointment (requiring a majority vote). Board appointees will serve out the remainder of the term of the Director they are replacing. Should an appointee subsequently go on to be nominated and serve as a full-term Director, their vacancy term will count as a full term served as applied to established term limits. Any appointees must either be current Association members or join the Association upon appointment.

Section 7 – Honorary Directors

Honorary Directors may be elected at any time, with no term limits, by a two-thirds majority vote of the current Board. Honorary Directors will serve as advisers to the Board and may attend meetings upon invitation, but they will have no vote.

Section 8 – Residence Requirement

All Directors must be residents of Hudson.

Article V

DUTIES OF OFFICERS

Section 1 – Role of Board President(s)

The President(s) will, under normal circumstances, preside over all meetings of the Association, and the Board will perform all duties associated with the office of President.

Section 2 – Role of Vice President

In the absence of the President(s), the Vice President will act in that capacity.

Section 3 – Role of Secretary

The Secretary will conduct the official correspondence, preserve all books, documents and communications, and maintain an accurate record of the proceedings of the Association and the Board. At the expiration of her or his term of office, she or he will deliver to the Board all books, papers and property of the Association. The Secretary will be responsible for the preservation and distribution of the minutes of all meetings of the membership and the Board. The Secretary will also maintain an up-to-date copy of the Associations “HHA Board of Trustees Standing Rules.” (See Article VII, Section 6.)

Section 4 – Role of Treasurer

The Treasurer will receive, deposit, and disburse the funds of the Association. She or he will make financial reports to all regular meetings of the Board. The Treasurer will be required to give acceptable security bond in such sum as the Board may determine for the performance of her or his duties. The premium on this bond will be paid for by the Association as a general maintenance expense. In the absence or disability of the President (or Co-Presidents) and Vice President, the Treasurer will act temporarily as President.

Section 5 – Reporting of Board Activities to Annual Meeting of the Association

The President(s) and Treasurer will provide a report of the administration of their respective offices and the performance of their duties to the members at each Annual Meeting of the Association. (See Article VI, Section 4.)

Article VI

ASSOCIATION MEETINGS

Section 1 – General Meetings of the Association

General meetings, or programs, of the Association will ordinarily be held on the second Thursday of each month, with the exception of June, July, August, and December, when there will usually be no meeting/programs.

Section 2 – Special Meetings

Special meetings of the Association may be called by the President(s) or Secretary when deemed advisable. The President(s) will, upon the written request of a majority of the Board stating the object and purpose of such meeting, call a special meeting.

Notice of the time, place, and reason(s) for holding special meetings will be communicated in writing (printed or electronic) to members of the Association at least five (5) days in advance of the proposed meeting date.

At all special meetings of the Association only such business as the meeting was called to consider will be discussed or acted upon.

Section 3 – Quorum Rules for General and Special Meetings of the Association

Ten percent (10%) of the members of the Association will constitute a quorum at any general or special meeting of the Association.

Section 4 – Annual Meetings

Under normal circumstances, the Annual Meeting of the members of the Association will be held during the second quarter of each calendar year at such time and place as may be designated by the Board. The main purpose of these Annual Meetings will be to present to the general membership of the Association the work of the Board over the preceding year and to celebrate any notable achievements. (See Article V, Section 5.)

Article VII

BOARD MEETINGS

Section 1 – Scheduling of Board Meetings

Within thirty (30) days of the Annual Meeting of the Association, the Executive Committee will meet and arrange for the holding of at least seven (7) Board meetings for the subsequent membership year.

Notice of the date, time, and place of all Board meetings will be communicated in writing (printed or electronic) to each member of the Board by the Secretary at least three (3) days prior to said meeting. This three (3) day notice requirement may be waived if a special meeting of the Board is called during a meeting of the Board at which all members are present.

Section 2 – Quorum Rules for Board Meetings

A majority of the members of the Board will constitute a quorum at any regular or special meeting of the Board.

Section 3 – Order of Business for Board

The order of business at any Board meeting will generally be as follows: 1) Call to order, 2) Approval of minutes, 3) Treasurer's report, and 4) Other business as necessary.

Section 4 – Making and Voting On Board Motions

As per Robert's Rules of Order (see Article XIII), any Director may make a motion for action at any meeting of the Board. Any Director may second a motion (other than the Director who made the motion). A seconded motion will be discussed and voted upon. A majority vote of Directors present will be required for passage of any seconded motion. Motions may be amended during the process of discussion upon majority concurrence of the Board members present.

Section 5 – Making and Voting On Board Motions When Meeting In Person Proves Impossible

Under normal circumstances, motions will be made during the regular Board meetings of Directors. However, if the Board is prevented from meeting in person (or via video conference), motions may be made by a committee chair, with the approval of said committee. Whether circumstances warrant such an alteration from standard practice will be determined by the Executive Committee and then communicated to the other members of the Board via email. In this event, such motions will be considered already seconded (as having already acquired committee approval) and will be open to Board discussion. All discussions of said motions will transpire via either email or an online survey engine (such as SurveyMonkey or Google Forms), with all said communications addressed to all Board members. If changes or amendments to the original motion are deemed necessary (see Section 4), the entire Board will receive language of the final motion from the Executive Committee via email prior to voting. The final vote will take place via email, with all Board members required to register a yea, nay or abstain.

Section 6 – Standing Rules

Any approved motions that create a new “Standing Rule” (i.e. a change in standard Board procedure(s) not already defined and dictated by this Code of Regulations) will be recorded in a document entitled “HHA Board of Trustees Standing Rules.” This document will be kept up to date by the Secretary and copies of it (along with any and all revisions) will be distributed to all Board members.

Section 7 – Recording of All Offered Resolutions

All resolutions offered at any Association, Board or Committee meeting must be put in writing (printed or electronic) and submitted to the Secretary of the Association, unless this requirement is suspended by the President(s).

Article VIII COMMITTEES

Section 1 – Appointing of Standing or Special Committees

The President(s) will appoint such standing or special committees as is deemed necessary or proper to carry out the activities of the Association, subject to confirmation by a majority of the Board. The President(s) will designate the duties of standing and special committees.

Section 2 – Calling of Standing or Special Committee Meetings

Meetings of standing and special committees may be called at any time by the President(s) of the Association or the respective Committee Chairperson.

Section 3 – Setting Plan of Governance for Committees

Each committee may follow such a plan of government as it may consider necessary and proper, provided the same is consistent with the general regulations of the Association.

Section 4 – Reporting Rules for Committee Work

All standing or special committees will report their proceedings at the regular meetings of the Board, and each committee will submit to the Board, prior to its last meeting before the Annual Meeting of the Association, a full report of its activities: Standing committees will report on their work from the previous membership year (July 1st to June 30th); Any special committee will report on all actions and/or findings since the time of its appointment.

Section 5 – Discharging Committees

Should any standing or special committee fail to discharge the duties assigned to it with reasonable promptness, such committee will be declared discharged by the President(s), who will report this decision to the Board and may at that time appoint a new committee for confirmation.

Section 6 – Dissolving Committees

Any committee of this Association may be dissolved by the President(s), or by the Board, upon the request of the members thereof or upon petition approved by two-thirds of the Board members present at a meeting called for the purpose of considering such dissolution, or may be dissolved or suspended for any violation of the regulations, bylaws, or rules of the Association. Any committee charged with a violation will have a reasonable opportunity to be heard.

Section 7 – Replacing Vacancies on Committees

Vacancies for any cause, in any committee, will be filled by the President(s) subject to approval by the Board.

Section 8 – Status of President(s) on Committees

Presidents will be ex-officio members of all committees except the Governance & Nominating Committee.

Section 9 – Term of Membership on Committees

The membership of all standing and special committees will be considered discharged at the conclusion of the final Board meeting of any membership year (June 30th). The new membership of all standing and special committees for the subsequent membership year (starting July 1st) will be announced by the President(s) during the summer recess.

Article IX

EXECUTIVE COMMITTEE

Section 1 – Composition of Executive Committee

At the last spring meeting of the Board, the President(s) will nominate an Executive Committee composed of the President(s), Vice President, Secretary, Treasurer, and one (1) other member of the Board. Appointment to the Executive Committee is subject to a two-thirds majority vote of the Board. (See Article IV, Sec. 2)

Section 2 – Role of Executive Committee

The Executive Committee will act on behalf of the Board in the interim between its meetings or in the absence of a quorum thereof. The Executive Committee will have the authority to order disbursements for the necessary expenses of the Association. It will have supervision of the rooms and property of the Association. It will accept special designated duties and carry out the study of pertinent problems assigned it by the President(s). It will submit at regular meetings of the Board reports of its acts and/or minutes of its proceedings for confirmation.

Section 3 – Quorum Rules for Executive Committee

Three (3) members of the Executive Committee will constitute a quorum.

Article X

MEMBERS, BOARD AND COMMITTEES

Section 1 – Proper Conduct of Board, Committee and Regular Members Representing HHA

No Board or committee or member acting for the Association will pursue any policy prejudicial to or inconsistent with the policy and purposes of the Association, nor will they contract any indebtedness for which the Association will be liable. Nominated Directors are to disclose, to the best of their abilities, any potential conflicts of interests with the work of the Association prior to the time of their election to the Board.

Section 2 – Definition of Acts Binding Upon or Expressive of Sentiment of the Association

No action or resolution of any Board member or committee of the Association will be binding upon or expressive of the sentiments of the Association, unless ratified by the Board.

Section 3 – Responsibility of Board toward Association Funds and Property

The Board will hold any and all money or property received by the Association from time to time. The Board will manage, invest, and reinvest money or property received together with the income and gains or profits arising therefrom, and will make payments from such property in the manner hereinafter set forth. The Board will be responsible only for such money or property as will actually be received by it as stated.

Section 4 – Additional Fiduciary Duties and Powers of Board

In addition to the general duties and powers of fiduciaries, the Board will have the following duties and powers:

- i. To invest and reinvest the property of the Association in such debt obligations, stocks, or other securities as it deems proper and suitable, as long as they represent investments permissible to an Ohio nonprofit corporation or Ohio fiduciary.
- ii. To retain, at its discretion, a reasonable portion of the property of the Association in cash while temporarily awaiting investment, without liability for interest thereon.
- iii. To retain, at its discretion, so much of the property of the Association in cash as may be necessary to pay the expenses of the activities of the Association contemplated under the Articles of Incorporation of the Association.

- iv. To open or close and deposit or withdraw Association funds in any bank in the name of the Association in an account from which withdrawals may be made by signature of the Treasurer and one other officer of the Association.
- v. To make such payments from the property of the Association at such time and to such persons and in such amounts as it deems necessary to conduct the activities contemplated under the Articles of Incorporation of this Association and this Code of Regulations.

Section 5 – Indemnity of Board Regarding Legal Counsel with Respect to these Regulations

The Board may consult with legal counsel with respect to the meaning or construction of this Code of Regulations, the Articles of Incorporation of this Association, the Board’s duties and powers thereunder, or with respect to any action or proceeding proposed. The Board will be fully protected with respect to any action taken or omitted by it in good faith pursuant to the advice of such counsel.

Section 6 – Indemnity of Board When Acting in Good Faith absent Negligence or Misconduct

The Board will use ordinary care and reasonable diligence in the exercise of its powers and the performance of its duties as the Board hereunder. The Board will not be held accountable for any mistake of judgment or other action taken in good faith, or for any loss, unless resulting from its own negligence or misconduct. The Board will not be accountable for any loss sustained by the property of the Association by reason of the purchase, retention, sale or exchange of any investment by the Board in good faith and in accordance with this Code of Regulations.

Section 7 – Keeping and Inspection of Receipts, Disbursements, and Other Records

The Board will keep full accounts of all receipts and disbursements. The books and records of this Association will be open to inspection by any Board member at all reasonable times.

Section 8 – Annual Board Reporting of Transactions and Acts of Association

The Board, by its President(s) and Treasurer, will compile and render to the Board and the members an accounting of the transactions and acts of the Association during each year of operation.

Article XI

FISCAL POLICIES

Section 1 – Term of Fiscal Year

The fiscal year of the Association will commence on January 1st and end on December 31st.

Section 2 – Designation of Membership and Other Funds Received by HHA

All money received from membership dues or otherwise will be credited to the general income account, unless otherwise designated by the Board.

Section 3 – Designation of Special Funds Received by HHA

All money received from any source to be expended for a special purpose will be credited to a special account for said same, and when such purpose will have received complete attention and a final report made and accepted, any balance remaining will, if possible, be returned. Otherwise such balance will be transferred to the general fund.

Section 4 – Designation of Funds Received from Sale or Rental of Property or Interest

All money received from the sale or rent of property or interest on investments will be credited to such fund as the Board may order.

Section 5 – Paying of Routine Expenses and Committee Budgets

At the beginning of each fiscal year, the Board will authorize the Treasurer to pay the routine and normal operating expenses such as rent, utilities, fees, insurance, membership maintenance, marketing, and program expenses. At the final Board meeting before the close of the fiscal year, all committees will submit budgets for the Board's approval, and upon the Board's approval all expenses will be paid. The Treasurer will pay other expenses as authorized by the Board.

Section 6 – Proper Use of Funds

No expenditure of the funds of the Association will be made for any other purpose than to provide for the maintenance and furtherance of the Association to purchase and maintain property, both real and personal, or to make investments of said funds for the benefit of the Association—provided nothing herein will affect the right of the Association to accept funds donated or otherwise given to the Association for a special purpose and to invest and disburse said funds in accordance with the terms of said donations or gifts.

Section 7 – Requirements upon Dissolution of Association

In the event that this Association dissolves, the property, files and other items belonging to the Association will become the property of the Hudson Library and Historical Society to be used for the purposes for which the Association was organized, as outlined in Article II of this Code of Regulations, and the treasury will be donated to a preservation organization as determined by a majority vote of the Board.

Article XII INDEMNITY

Section 1

Any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed cause of action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than a suit by or in the right of the Association) by reason of the fact that he or she is or was a Director, officer, employee, or agent of the Association, or is or was serving at the request of the Association as a Director, officer, employee, or agent of a corporation, partnership, joint venture, trust, or other enterprise, will be indemnified by the Association for expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such cause of action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association, and with respect to any criminal action or proceeding, had no reasonable cause to believe her or his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, will not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that her or his conduct was unlawful.

Section 2

Any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed cause of action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he or she is or was a Director, officer, employee or agent of the Association, or is or was serving the at the request of the Association as a Director, officer, employee or agent of a corporation, partnership, joint venture, trust, or other enterprises will be indemnified by the Association against expenses (including reasonable attorneys' fees) actually and reasonably incurred by her or him in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association. However, no indemnification will be made in respect of any claim, issue, or matter as to which such person will have been adjudged to be liable for negligence or misconduct in the performance of her or his duty to the Association unless, and only to the extent that, the court in which such action or suit was brought will determine, upon application, that despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as such court will deem proper.

Section 3

Any indemnification under Sections 1 and 2 (unless otherwise ordered by a court of competent jurisdiction) will be made by the Association only as authorized in the specific case upon a determination that indemnification of the officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in sections 1 and 2. Such determination will be made (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion. Notwithstanding the provision of sections 1 and 2 of this Article, to the extent that a Director, officer, employee, or agent of the Association has been successful on the merits, or otherwise, in defense of any action, suit or proceeding referred to in such sections, or in the defense of any claim, issue, or matter therein, he or she will in any event, be indemnified against expenses (including reasonable attorneys' fees) actually and reasonably incurred by her or him in connection therewith.

Section 4

Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Association before the final disposition of such action, suit, or proceeding. Such expenses may be authorized by the Board of Directors in a specific case only upon receipt by the Association of an undertaking by or on behalf of the Director, officer, employee, or agent to repay any such amount unless it will ultimately be determined that he or she is entitled to be indemnified in such amount by the Association.

Section 5

The indemnification provided by this Article XII will not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by any law of the State of Ohio, bylaw, agreement, vote of members or disinterested Directors, or otherwise, both as to action taken in her or his official capacity and as to action in another capacity while holding such office and will continue as to a person who has ceased to be a Director, officer, employee, or agent and such rights will inure to the benefit of such person's heirs, executors, and administrators.

Article XIII
PARLIAMENTARY AUTHORITY

[ROBERT'S RULES OF ORDER](#) will govern in all proceedings requiring a parliamentary ruling.

Article XIV

AMENDMENTS

This Code of Regulations may be altered, revised or amended upon the recommendation of a majority vote of the Board and subsequent ratification by a two-thirds vote of members present at any regular or special meeting. Ten percent of Association membership will constitute a quorum for said purposes. (See Article VI, Section 3). Notice of the intended amendment, revision or alteration, along with the language of the changes being proposed, will be communicated in writing (either printed or electronic) to each Association member ten (10) days prior to such meeting.

As approved by the HHA Board of Trustees – January 2021

Chris Bach

Marty McCormack

John Campanelli

Diccon Ong

Nancy Forhan

Jon Ridgway

Nora Jacobs

Kathy Russell

Francoise Massardier-
Kenney

Pat Rydquist

Nicholas Kent

Shelley Sedlacek

Phil Leiter

Rob Swedenborg

Linda Matty

Curt VanBlarcum