

## ARTICLE I – NAME

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The name of this organization shall be the Ohio Preservation Council.

## ARTICLE II – PURPOSE AND OBJECTIVES

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**Section 1** – The Ohio Preservation Council serves as a coalition of allied preservation professionals who recognize the serious threat to documentary heritage. Our membership includes, preservation administrators, conservators, librarians, registrars, archivists, curators, collections managers, and the institutions they represent. The Ohio Preservation Council members believe that cooperative, statewide efforts across geographic and professional lines are needed to meet preservation challenges.

**Section 2** – The Council shall serve as a forum for articulating preservation concerns, discussing conservation issues, sharing current information and promoting a systematic approach to preservation efforts, education and mentorship, as well as materials conservation throughout Ohio. The Council shall:

- Encourage the implementation of new preservation efforts at the institutional level.
- Work to forge cooperative links among existing programs.
- Seek to educate colleagues and the general public on the importance of preserving cultural heritage resources.
- Seek to ensure positive action by institutional administrators, professional organizations and appropriate agencies of state and federal government.
- Provide support and resources to allied students and those thinking about entering the field of preservation.
- Perform other appropriate functions, which shall be within the bounds of efforts to preserve library and archival materials.

**Section 3** – The Council is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distribution to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## ARTICLE III – MEMBERSHIP AND DUES

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**Section 1** – The members of this Council shall be individual members or designated representatives of member institutions and agencies who are committed to the purpose and objectives of the Council and who have paid the established membership fee.

**Section 2** – Dues are payable annually. A dues schedule shall be reviewed annually by the Council at the November business meeting. The Council reserves the right to review and amend the dues schedule at any meeting of the Council.

**Section 3** – Use of Dues. Dues collected by this Council may be used to support proposed projects; other educational and/or training programs/workshops; reimbursements, lobby expenses, printing expenses; materials and supplies as required for programming; and administrative costs. Dues may also be used for Council members to travel to regional and national workshops as a delegate of the Council, in accordance with established guidelines adopted by the Council.

## ARTICLE IV – ORGANIZATION

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**Section 1 – Officers** - The officers of this Council shall be Chair, Chair-elect, Secretary, Treasurer, Education and Programs Officer(s), Marketing and Outreach Officer(s), Membership Liaison(s), and Community Liaison(s). Any Officer Can Be A Co-Chair. The term of office shall extend for two years commencing on January 1 of the year following the election. Officers of this Council shall receive no compensation for their services.

### **Section 2 – Election of Officers**

At the September meeting prior to the end of the current officers' terms the Chair shall call for the formation of a Nominations Committee by the Chair-Elect for the purpose of nominating a slate of members to run for office. The names of the nominees shall be sent to all members of the Ohio Preservation Council two weeks before the biannual meeting. Floor nominations shall also be accepted at the November meeting. Each officer shall be elected by majority vote at the November meeting.

### **Section 3 – Duties of Officers**

*Chair* – The Chair shall be the chief officer of the Council. It shall be the duty of the Chair to preside at meetings of the Council; have general management of the affairs of the Council; see that all orders and resolutions of the Council are carried into effect; and perform such other duties as ordinarily pertain to this office.

*Chair-elect* – The Chair-elect shall be in training to serve as Chair and shall be nominated to serve as Chair the year following the term as Chair-elect. In the absence of the Chair, it shall be the duty of the Chair-elect to perform the duties of the Chair; preside at meetings of the Council; and perform such other duties as ordinarily pertain to this office. The Chair-elect is responsible for all aspects of the OPC grant; including, but not limited to, coordination with OPC leadership on communication, budget, and administrative workflow.

*Secretary* – The Secretary shall be responsible for the official records of the Council. It shall be the duty of the Secretary to record and preserve the minutes of Council meetings, making them available to the membership in a timely manner following each meeting, and perform such other duties as ordinarily pertain to this office. Upon retirement from office, the Secretary shall turn over all original Council records and property to the archives. Copies of Council records and property necessary for the timely continuation of Council business shall be turned over to the successor.

*Membership Liaison(s)* – It shall be the duty of the Membership Liaison(s) to receive membership data from the fiscal agent; maintain the official membership roster; provide updates to the Webmaster for inclusion on the Council's website; and perform such other duties as ordinarily pertain to this office. Upon retirement from office, the Membership Liaison(s) shall turn over all original Council records and property to the archives. Copies of Council records and property necessary for the timely continuation of Council business shall be turned over to the successor.

*Finance Treasurer* – The Finance Treasurer shall prepare a budget of estimated income and estimated expenditures for the next year and submit it to the Council for adoption at the November regular membership meeting. An adopted budget shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Council. The Officer(s) shall review the dues schedule and submit a recommendation for the next year to the Council for adoption at the November regular membership meeting. The Officer(s) shall recommend for consideration by the Council fiscal policy and procedure for the smooth coordination of Council operations with the fiscal agent.

*Education and Programs Officer(s)* – The Education and Programs Officer(s) shall develop educational and training opportunities, including curriculum and materials, that support the mission of the Council. Officer(s) will keep members of the Council abreast of trends, developments, resources and techniques of the conservation and preservation professions. The Officer(s) shall seek consensus from the Council in regards to participation in or support of outside educational opportunities. Education and Programs Officer(s) work closely with Marketing and Outreach Officer(s) to raise awareness of OPC-supported educational opportunities.

*Marketing and Outreach Officer(s)* – The Marketing and Outreach Officer(s) shall actively work on member recruitment, partnering with all appropriate agencies to promote the Council and its mission. The Officer(s) shall coordinate ongoing and unified public relations activities to promote the Council to funding agencies and the general public. Activities may include statewide press releases, assisting members working with local editorial boards, partnering and collaborating with agencies whose missions support Council goals for advocacy efforts. The Officer(s) shall oversee the design, maintenance, and content of the Council's website and social media platforms.

*Community Liaison(s)*: The role of the Community Liaison(s) is to strengthen OPC's engagement with members of allied organizations and leverage OPC resources to support community developed networks. In coordination with the Executive Committee, the duties of the Liaison(s) shall be to engage with members of the cultural heritage community through education and programming on related topics that the Community Liaison(s) has developed expertise in. The Community Liaison(s) will coordinate with the Membership Liaison(s), Marketing and Outreach Officer(s), Education and Programs Officer(s), and Treasurer to facilitate exchange of resources and information.

#### **Section 4 – Co-Officers**

The Chair shall annually appoint additional officers to support the above positions as needed.

#### **Section 5 – Vacancies in Office**

Vacancy in the office of the Chair shall be filled by the Chair-elect. Vacancy in the offices of Chair-elect, Secretary and Membership Liaison shall be filled by regular election at the next meeting of the Council after any such vacancy occurs.

#### **Section 6 – Fiscal**

The Council shall select a fiscal agent to collect revenue and disburse funds authorized for payment by the Chair. The fiscal agent shall follow Generally Accepted Accounting Principles (GAAP); provide regular financial reporting to the Council; and perform such other duties as ordinarily pertain to this office. The fiscal agent shall provide regular membership data reporting to the Membership Liaison.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### **Section 7 – Archives**

The Council shall select an appropriate institution in which to archive its documents, including minutes, financial records, correspondence, publications by the Council, materials related to symposia and workshops sponsored by the Council, and any other documentation, record or artifact, in any format, pertaining to the existence of the Council. The Council shall execute a letter of agreement with the institution selected as the archive depository to govern management, inventory, access, security, and the notification time necessary for either entity to terminate the agreement. The Council shall retain permanent ownership of all its documents and materials, and have sole responsibility for developing and implementing an appropriate record retention policy.

The Secretary and the Membership Liaison(s) shall retain all pertinent documentation necessary for the timely continuation of Council business. Original materials and materials not in demand shall be delivered to the archives biannually.

## **ARTICLE V – MEETINGS**

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### **Section 1 – Membership meetings**

The regular membership meeting of the Council shall be the third Thursday of March, May, September and November.

The agenda for the November regular membership meeting of the Council shall include, but not be limited to: adopting the membership dues schedule and budget for the next year; finalizing the calendar for the next year; and reviewing the Bylaws and letters and/or memoranda of agreement with service providers.

### **Section 2 – Biannual Meeting**

The biannual meeting of the Council shall be held as part of the November membership meeting. Officers shall be elected at the biannual meeting. This meeting may also serve as a forum or "in-service" training session for informing institution administrators about the work of the Council.

### **Section 3 – Other Meetings**

The Chair, or any of the other officers may schedule meetings of the Council at other times as the Chair or the other officers, or the Council, shall deem necessary.

A meeting may be scheduled upon the request of any two (2) members of the Council.

### **Section 4 – Quorum**

Members present shall constitute a quorum and be empowered to conduct business at the biannual meeting, regular membership meetings, and any other meetings of the Council. A simple affirmative majority of members present is needed to pass a motion or adopt a resolution, except to amend the Bylaws, which requires a two-thirds vote of the members present, as outlined in ARTICLE IX - AMENDMENTS.

### **Section 5 – Meeting notification**

All meetings shall be held at a publicized place and time as determined by the Chair.

## **ARTICLE VI – COMMITTEES AND TASK FORCES**

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**Section 1** – The Chair shall appoint committees and task forces as the Chair may deem necessary, and assign responsibilities to each. Committees are constituted to consider issues broad in nature and may result in recommendations made to the Council for action, and may be of long-term duration. Task forces are constituted for specific projects and will be of short-term duration.

**Section 2** – The Chair shall be ex officio member of all committees and task forces and as such shall have all the privileges of membership thereon.

**Section 3** – Each committee and task force shall transact such business as may be referred to it by the Chair.

**Section 4** – Except where special authority is given by the Council, such committees and task forces shall not take action until a report has been provided to the Council and a course of action determined.

### **Section 5 – Executive Committee**

An Executive Committee shall be comprised of the Chair, Chair-elect, Secretary, Membership Liaison(s) and the elected officers. The Chair of the Council shall serve as chair of the Executive Committee.

The Executive Committee shall be empowered to act on behalf of the Council when it is necessary to conduct or transact business that cannot reasonably be deferred until the next meeting of the Council.

The Executive Committee is authorized to conduct or transact business and authorize actions via electronic means. A full accounting of all actions taken by the Executive Committee on behalf of the Council shall be provided to the membership no later than the next regular meeting of the Council.

Records of the Executive Committee shall be maintained by the Secretary and delivered to the archives of the Council subject to the same guidelines as other Council records.

## **ARTICLE VII – DISSOLUTION**

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Upon the dissolution of this Council, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

## **ARTICLE VIII – PARLIAMENTARY PROCEDURE**

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Parliamentary Authority Roberts Rules of Order, current edition, shall be followed unless in conflict with the Bylaws of this Council.

## **ARTICLE IX – AMENDMENTS**

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These Bylaws may be amended by a two-thirds vote of members present, provided that notice of the proposed change has been given to the membership at least two weeks prior to the meeting.

Adopted: October 25, 1984

Amended:

February 1, 1990

November 8, 1990

November 19, 1998

November 21, 2002

September 15, 2005

November 17, 2005

January 25, 2006

March 15, 2012

January 16, 2014

March 19, 2015

November 18, 2021

May 11, 2023