

OH THESE IRISH HILLS! BYLAWS

9-13-2004

ARTICLE I, NAME & PURPOSE

Section 1: The name of the organization shall be OH THESE IRISH HILLS!

Section 2: Oh These Irish Hills! is organized exclusively for charitable, scientific and educational purposes, more specifically to preserve, develop and celebrate the Irish Hills area.

ARTICLE II, ORGANIZATION & MEMBERSHIP

Section 1: Organization.

Oh These Irish Hills! is intended to engage the people of the Irish Hills area and is organized to meet the requirements of a non-profit organization while fully allowing for the participation of the greater Irish Hills public. To that end a Board of Directors consisting of the President, Vice President, Secretary, Treasurer and up to 8 not less than 4 Trustees shall be nominated and elected by inaugural vote of interested persons from the Irish Hills.

Section 2: Membership.

For purposes of these bylaws, membership shall consist only of the members of the Board of Directors who are charged with involving the greater public and creating consensus for Board actions.

ARTICLE III, ANNUAL MEETING

Section 1: Annual Meeting.

The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.

Section 2: Notice.

Notice of each meeting shall be given to each voting member, by mail, not less than ten days before the meeting.

ARTICLE IV, BOARD OF DIRECTORS

Section 1: Board Role, Size, and Compensation.

The Board of Directors is responsible for overall policy and direction of the organization. It may delegate responsibility for day-to-day operations to the officers, trustees, and committees. The Board shall have up to 12 and not fewer than 8 members. The Board shall receive no compensation other than for reasonable expenses as determined by a majority of the Board of Directors.

Section 2: Meetings.

The Board shall meet at least 6 times a year, at an agreed upon time and place.

Section 3: Board Elections.

Election of new directors or reelection of current directors to a second term shall occur as the first item of business at the annual meeting of the organization. Directors will be elected by a majority vote of the current directors after soliciting input from the greater community.

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Section 4: Terms.

All Board members shall serve 2-year terms, but are eligible for re-election. In the inaugural election one-half of the Board of Directors will serve a 3-year term, so that no more than half are renewed in any one year.

Section 5: Quorum.

A quorum requires the attendance of at least 51 percent of the Board members. A simple majority of a quorum must be present to pass a motion.

Section 6: Officers, Trustees and Duties.

The Board shall elect four officers: a President, Vice President, Secretary, and Treasurer. There shall be eight Trustees. Their duties are as follows: The President shall convene regularly scheduled Board meetings, shall preside or arrange for other officers to preside at each meeting in the following order: Vice President, Secretary, and Treasurer. The Vice President will chair committees on special subjects as designated by the board.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that the organization records are maintained.

The Treasurer shall make a report at each Board meeting. The Treasurer shall chair the finance committee, assist in the preparation of the budget, make financial information available to Board members and the public and prepare for the annual audit.

The Trustees shall chair committees.

Section 7: Vacancies.

When a vacancy on the Board exists, nominations for new members may be received from present Board members after soliciting input from the greater community. Nominations need to be received by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

Section 7: Terms.

All Board

Section 8: Resignation, Termination and Absences.

Resignation from the Board must be in writing and received by the Secretary. A Board member may be removed by a three-fourths vote of the remaining directors.

Section 9: Special Meetings.

Special meetings of the Board shall be called upon request of the President or one-third of the Board. Notices of special meetings shall be phoned, emailed, faxed or mailed by the Secretary to each Board member with at least 24 hours notice.

ARTICLE V, COMMITTEES

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Section 1: Committees.

The Board may create committees as needed.

Section 2: Finance Committee.

The Treasurer shall chair the Finance Committee, which shall also include two other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must also be approved by the Board. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the Board members and the public.

ARTICLE VI, AMENDMENTS

Section 1: Bylaw Amendments.

These Bylaws may be amended, when necessary, by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

ARTICLE VII, DISSOLUTION

Section 1: Dissolution.

In the event of dissolution, all assets shall become the property of the Adrian Chapter of the Ancient Order of Hibernians.

These Bylaws were approved at a meeting of the Board of Directors of Oh These Irish Hills! on August 23, 2004.