

BYLAWS

THE CLEVELAND GRAYS

1. Name and Principal Office

This organization shall be known as the Cleveland Grays. The principal office shall be located at Grays Armory, 1234 Bolivar Road, Cleveland, Ohio 44115.

2. Purpose

Organized and chartered in 1837 as an independent company of militia under the federal Militia Act of 1792 and the militia acts of the State of Ohio, today the Cleveland Grays are incorporated under the laws of the State of Ohio as a nonprofit corporation having these purposes:

- A. To preserve the historic Grays Armory.
- B. To preserve, interpret, and advance the history of the Cleveland Grays and the military heritage of greater Cleveland and northeast Ohio by:
 - (1) Maintaining and operating the Cleveland Grays Armory Museum;
 - (2) Maintaining a ceremonial militia and honor guard; and,
 - (3) By supporting other programs which increase the awareness of our military heritage.
- C. To support the men and women of the armed forces of the United States, veterans of military service, and peace officers.
- D. To engage in any other lawful purpose of an Ohio nonprofit corporation.

3. Limitations on Activities

The Cleveland Grays will not participate in any election campaign or engage in any activities having the purpose of influencing the selection, nomination, election or appointment of any individual to any local, state, or federal public office. The Cleveland Grays may, at the

discretion of the Board of Trustees, to the extent permitted by the laws governing tax-exempt organizations, participate in campaigns having the purpose of influencing legislation, including local, state, or federal legislation, constitutional amendments, referendums, or ballot initiatives, by affecting the opinions of the general public or any segment thereof.

4. Statement of Non-discrimination

- A. The Cleveland Grays will recruit and admit members without regard to race, color, gender, disabilities, national origin, or religion.
- B. The Cleveland Grays will, in its employment practices, be an equal opportunity employer.

5. Membership

A. Qualifications

Membership in the Cleveland Grays is open to all who agree to support its purpose and mission, pay the prescribed dues, abide by the Bylaws, regulations, and policies, and honor the customs and traditions of “the Company of Grays.”

B. Classes of Membership

The classes of membership shall be: Active, Life, Pioneer, Associate, Student, Honorary, Hereditary, and Corporate. All members collectively comprise “the Membership,” or “the Company of Grays.”

(1) Active

Any person eighteen years of age or over, meeting the general requirements set forth in

Section 5(A). Active members are entitled to all rights and privileges of membership, including voting, and holding office if otherwise qualified.

(2) Life

Any Active member who has contributed cash or property of a value sufficient to represent the present net value of a lifetime's dues payments may, at the discretion of the Board of Trustees, be designated a Life member; the Board may also bestow this designation on any Active member in recognition of extraordinary service to the Cleveland Grays. The minimum value of contributions necessary for Life membership will be prescribed by the Board from time to time. Life members are entitled to all the rights and privileges of Active members, but are not required to pay annual dues.

(3) Pioneer

Any person who has been a member of the company of Grays for twenty-five continuous years, whether in Active or Life status, may be designated a Pioneer. The title of Pioneer is an honorific which does not alter the rights and privileges conferred by the person's underlying status as Active or Life member.

(4) Associate

Any Active or Life member who, because of infirmity, disability, relocation outside of northeast Ohio, or other cause, is unable for an extended period to participate regularly in the fellowship of the Company of Grays, but who wishes to retain his/her affiliation with the Cleveland Grays may, upon request, be classified as an Associate member. The Board of Trustees will provide for a reduced dues for Associate members. Associate members will receive the

newsletter (*The Shako*), and are welcome at Grays Armory and Cleveland Grays meetings and events. Associate members may not vote or hold office.

(5) *Student*

Any person less than eighteen years of age, meeting the general requirements set forth in Section 5(A). Student members are not entitled to vote or hold office, but are otherwise entitled to all the rights and privileges of membership.

(6) *Corporate*

Any corporation, partnership, other organization or business entity which, in a given year, contributes cash, property, or services in an amount prescribed by the Board of Trustees may be enrolled as a Corporate member.

(7) *Honorary*

An individual who has rendered distinguished service to the United States, the State of Ohio, the City of Cleveland, or the Cleveland Grays may be made an Honorary member upon a two-thirds vote by the Board of Trustees. Honorary membership is granted for life; Honorary members are not required to pay dues, and are under no other obligations. Honorary members may not vote or hold office.

(8) *Hereditary*

Any person who is a direct, lineal descendant of someone who was a member of the Grays at any time during the period 1837 through 1903, or who is a direct, lineal descendant of a member of the Grays who served with the 3rd Infantry Regiment, Ohio National Guard or 148th

Infantry Regiment during the period 1916-1919, or with the 112th Engineer Regiment during World War II, is entitled to Hereditary membership. Hereditary members are not required to pay dues, and are under no other obligations. Hereditary members may not vote or hold office.

C. Oath of Membership

Each individual admitted as an Active or Student member will, in the presence of the company of Grays, and with the traditional ceremony, take the following historic and symbolic oath or affirmation:

I (name), pledge my word of honor that I will abide by the code of regulations and bylaws of the Cleveland Grays; That I will obey the lawful orders of my superior officers; That I will support and defend the Constitution of the United States and the State of Ohio against all enemies foreign and domestic; and, That I will on all occasions seek to raise and maintain the reputation of the Cleveland Grays. So help me God.

Honorary members may, should they desire, be sworn-in with the same ceremony as Active members. Active members, upon attaining Life or Pioneer status, and Student members upon attaining Active status, may renew their oath in the presence of the Company of Grays.

D. Meetings

Meetings of the general membership will be held each month from September through June, inclusive, at a date and time to be determined by the President and published to the Membership. A quorum for the conduct of business at a general membership meeting is 10% of the members eligible to vote. The annual business meeting and election of officers will coincide

with the May general membership meeting. Announcement of any special meeting of the membership shall be published at least 14 days in advance by email or U. S. Postal Service.

E. Removal of members

(1) Failure to pay annual dues

Any member who fails to pay annual dues when due will be stricken from the membership roll by the Adjutant.

(2) Removal for the good of the organization

Any member may be expelled from the Cleveland Grays for actions or conduct inimical to the organization, its mission, Bylaws, customs or traditions, by a three-fourths vote of the Board of Trustees and a majority vote of the general membership participating in such vote.

6. Voting and Election of Officers

A. Eligibility to Vote

Any Active, Life, or Pioneer member in good standing, whose dues are current, is eligible to vote for the election of officers, for amendments to these Bylaws, or other matters submitted to a vote of the Membership.

B. Procedure for the Election of Officers

(1) Nominations

Each year at the January membership meeting the Membership will elect a Nominating Committee of three to five members. Candidates for the Nominating Committee will be made from the floor at that meeting, and a member may nominate himself/herself for the committee.

The Nominating Committee must include at least one of the following: a past president, past vice-president, past trustee, or current trustee who is not up for re-election that year. The Nominating Committee will nominate at least one candidate for each office up for election that year.

(2) Publication of the Slate

The slate will be announced at the March membership meeting. The slate will be published in the March newsletter (*The Shako*). Additional nominations will be taken from the floor at the April membership meeting.

(3) Voting and Annual Meeting

The election will be held at the May membership meeting. Only those members in good standing, whose dues are current, and are present at the meeting shall be entitled to vote. If there are more than two candidates for any office, then the two candidates receiving the most votes on the first ballot will face-off on a second ballot.

The May membership meeting will constitute the Annual Meeting for the conduct of such business, in addition to the election, as the good of the order may require. Notice of the Annual Meeting will be published in the April newsletter (*The Shako*).

(4) Assumption of Office

All newly-elected officers will be sworn-in and assume their duties at the June membership meeting. Each officer and Trustee shall swear or affirm as follows:

I (name), having been elected (state the office) of the Cleveland Grays, do solemnly swear (or affirm) that I will, to the best of my ability, faithfully and honestly, seek to carry out the duties of the office upon which I am about to enter. So help me God.

(5) Vacancies in Elected Offices

Any vacancy in the office of Vice President or on the Board of Trustees will be filled by a vote of the Board. Any member may nominate a candidate, including himself/herself, for the vacancy. Should the office of President become vacant, the Vice President will assume the office and duties of President, and the Board will fill the vacancy in the office of Vice President.

7. Governance

The governance of the Cleveland Grays is vested in a Board of Trustees, a President, and a Vice President, who are elected by the general membership. The elected officers are assisted by a Secretary and a Treasurer who are appointed from among the general membership. The President may employ on behalf of the Grays an Executive Director, an Adjutant, and such other employees as are necessary for the operation of the Cleveland Grays Armory Museum and membership services.

A. Board of Trustees

1. Duties

Management authority of the Cleveland Grays is vested in the Board of Trustees. The Board will:

- (a) Meet at least once each quarter, and upon the call of the President, or the call of two or more Trustees.
- (b) Set policies for operations.
- (c) Develop annual and long-range goals and plans.
- (d) Establish fiscal policies, boundaries, and controls.
- (e) Provide adequate resources for the activities of the organization through direct financial contributions and a commitment to fund-raising.
- (f) Develop and maintain a communication link to the community promoting the work of the organization.
- (g) The policies developed under sections (b) and (c) above shall be memorialized in written Board resolutions (the “Code of Regulations”).

2. Size of Board

There shall be 12 members of the Board of Trustees. Trustees shall be elected to a term of 3 years, with the terms staggered so that 4 members’ terms expire each year. Any Active, Life or Pioneer member in good standing is eligible to be a Trustee. Six Board members are necessary for a quorum.

(All presently-serving Trustees will continue to serve until the expiration of their present term. However, only four, rather than the present five, Trustees will be elected each year, eventually reducing the number of Trustees from 15 to 12.)

3. Removal of Trustees

Any Trustee who is absent from 50% or more of all Board meetings in an administrative year may be removed from the Board by a majority vote of the Board. Any Trustee may be removed for cause by a two-thirds vote of the Board and a majority vote of the Membership present and voting on the issue.

B. Elected Officers

1. President

(a) Eligibility and term

The President shall have been an Active, Life, or Pioneer member in good standing for a minimum of 5 years prior to election. The President shall serve a term of 2 years.

(b) Duties

The President is the chief executive officer of the corporation, and will preside at all meetings of the Board or the Membership. The President may, with the advice and consent of the Board, appoint any appointive officers, and such committees as are necessary for the efficient function of the organization. The President may vote to break a tie on the Board, but otherwise is

not a voting member of the Board. The President may, on his sole authority, hire, discipline, or terminate any employee.

The President may, consistent with the customs and traditions of the Company of Grays, appoint members to military rank for purposes of the honor guard and ceremonial militia.

2. Vice President

(a) Eligibility and term

The Vice President shall have been an Active, Life, or Pioneer member in good standing for a minimum of 5 years prior to election. The Vice President shall serve a term of 2 years.

(b) Duties

The Vice President shall act as President during any temporary absence of the President, and may preside at meetings of the Board or Membership in the President's place. Should the office of President become vacant due to death, resignation, or removal, the Vice President shall succeed to the office of President for the remainder of the term.

The Vice President is an *ex officio* member of the Board, may vote on any issue before the Board, and will be counted in determining the presence of a quorum of the Board.

3. Removal of Elected Officers

The President or Vice President may be removed for cause upon a three-fourths vote of the Board and a majority vote of the Membership present and voting.

C. Appointed Officers

(a) Treasurer

The Treasurer will be appointed by the President with the advice and consent of the Board. The Treasurer shall have been a an Active, Life, or Pioneer member in good standing for a minimum of 1 year before appointment. The Treasurer is the chief financial officer of the corporation; will keep and maintain the financial records of the corporation; supervise the accounts and investments of the corporation; shall report regularly to the Board or Executive Committee; and, provide a written report to the Membership at the Annual Meeting. The Board may require that the Treasurer be bonded in an appropriate amount to safeguard the assets of the organization.

(b) Secretary

The Secretary will be appointed by the President with the advice and consent of the Board. The Secretary shall have been an Active, Life, or Pioneer member in good standing for a minimum of 1 year before appointment. The Secretary will keep the minutes of the meetings of the Membership, Board, and Executive Committee, and all other non-financial business records and books of the corporation.

(c) Term of Office

The Treasurer and Secretary serve at the pleasure of the President who can relieve either at any time.

D. Employees

The positions of Executive Director and Adjutant may be combined at the discretion of the President on consideration of workload or financial conditions. The creation of additional permanent, paid positions requires a majority vote of the Board. Prior Board approval is not

necessary for additional occasional, temporary or casual employees who may be employed to fulfill organizational programs or mission requirements.

1. Executive Director

The Executive Director is the chief operating officer of the corporation, responsible for day-to-day activities and operations of the Cleveland Grays Armory Museum, and such other duties as the President may assign. The Trustees may, by two-thirds vote, override the President's decision to hire or dismiss the Executive Director.

2. Adjutant

The Adjutant is responsible for all membership services and day-to-day functions of the Company of Grays, and such other duties as the President may assign.

E. Executive Committee

The Executive Committee will consist of the President, the Vice President, a minimum of three Trustees, and the Executive Director. The Executive Committee may require the Treasurer, Secretary, committee chairs, or any employee to attend, or provide a report. The Executive Committee will meet at least six times each year (in addition to the quarterly meetings of the full Board), with additional meetings at the discretion of the President. The Executive Committee will act on behalf of the Board to ensure the efficient day-to-day management of the Cleveland Grays Armory Museum; approve policies and work rules; authorize expenditures; and, where appropriate, make recommendations to the full Board for action.

F. Committees

The Board may establish by Resolution such standing and *ad hoc* committees as are needed for the efficient operation of the organization.

G. Indemnification

The Cleveland Grays will indemnify all officers, whether elected or appointed, and all Trustees, against all claims, demands, actions, or suits, including the cost of defense, arising out of the officer's or trustee's execution of his/her duties, except that the Cleveland Grays will not indemnify any person for or against his/her breaches of fiduciary duty to the Cleveland Grays or criminal actions.

8. Amending the Bylaws

Proposed amendments to the Bylaws may be submitted to the Membership by a majority vote of the Board; or, by a petition signed by 20% of the Active, Life, or Pioneer members in good standing. Each member will be provided with a copy of the proposed amendment, electronically, by U.S. Postal Service, or otherwise, at least 30 days before the regular or special membership meeting at which the vote will be taken. A three-fifths vote of the Active, Life, or Pioneer members in good standing present and voting is required to adopt an amendment.

9. Preservation of the Armory

The Cleveland Grays Armory at 1234 Bolivar Road, Cleveland, Ohio and the lot on which it stands, cannot be sold, transferred, or leased for a term exceeding one year to any person or entity except upon the vote of the Membership, at a special meeting to be called for the

express purpose of considering a sale, transfer, or lease. All members must be given 30 days notice of such meeting, in writing, whether by electronic means, U.S. Postal Service, or courier. The sale, transfer, or lease of the Armory and grounds requires the affirmative vote of nine-tenths of the Active, Life, or Pioneer members in good standing who have been members of the Grays for at least five years. The Armory and grounds may not be sold or transferred to any entity except a non-profit, tax-exempt organization. Part or all of the Armory may be rented to the public for periods of less than one year under policies adopted by the Trustees. Part (but less than all) of the Armory may be leased to an individual or organization for a period longer than one year with the approval of the Trustees.

10. Dissolution

The Cleveland Grays may be dissolved by a three-fourths vote of the Board and a three-fourths vote of the Active, Life, or Pioneer members in good standing present and voting at a special meeting of the membership called for the specific purpose of considering dissolution. All members must be given 30 days written notice of such meeting, in writing, whether by electronic means, U.S. Postal Service, or courier.

In the event of the dissolution of the Cleveland Grays, all assets, including the Armory and grounds, will be transferred to a non-profit, tax-exempt organization having the purpose or mission of preserving military history; or, alternatively, the collection will be transferred to a non-profit, tax-exempt organization having the purpose or mission of preserving military history and the Armory and grounds will be transferred to a non-profit, tax-exempt organization having

the purpose or mission of preserving historic buildings. The Board may designate by resolution one or more preferred donees of the Armory, collection, and other assets.