

The documents below are in this order:

Ohio Secretary of State's public report concerning the Club – this can be accessed in its original at <http://www2.sos.state.oh.us/pls/bsqry/f?p=100:1:0> to obtain a better copy than in the attachment.

The Club's 1852 filing with Hamilton County – in the form recorded by the Secretary of State, with Charter # 0000 1111 at the top

The Club's recording Certificate based on our Amended Articles, assigning us current day Charter # 2258815 as a non-profit corporation

The Club's Amended Articles of Incorporation (effective January 6, 2014)

The Club's Constitution as adopted 1.6.14

The Club's By-laws as adopted 1.6.14.

Business Name
Business Name - Exact
Number Search
Agent/Contact Name
Prior Business Name

Corporation Details

Corporation Details		
Entity Number	2258815	
Business Name	THE LITERARY CLUB	
Filing Type	CORPORATION FOR NON-PROFIT	
Status	Active	
Original Filing Date	08/30/1852	
Expiry Date	01/10/2019	
Location: CINCINNATI	County: HAMILTON	State: OHIO

Filings		
Filing Type	Date of Filing	Document Number/Image
DOMESTIC ARTICLES/NON-PROFIT	08/30/1852	0000 1111
DOMESTIC/AMENDED RESTATED ARTICLES	01/10/2014	201401002055

[Return To Search Page](#) | [Return To Search List](#) | [Printer Friendly Report](#)

Recd
 Dec 30
 1852

The Literary Club

At a meeting of the Literary Club of Cincinnati held Saturday evening March 27th 1852, present Messrs Henry B. Blackwell
 - Robert W. Garrard, Nelson Croft - Martin P. Grooms - W. M. Dickson - Edwin D. Doud, Manning T. Force, H. P. Gatchell, J. no Gundry, R. B. Hayes, John W. Herron - E. W. Johnston
 J. B. Leake - Thos A. Logan - W. C. McDowell, S. G. Menzies
 W. Miller, J. B. Read - B. K. Stephenson - W. C. Spofford, James
 Wilson, K. H. A. Harrison & D. J. Wright it was resolved that
 this Club for the purpose of being incorporated under the
 act of March 11th 1845, proceed to the election of three Trustees
 & a Clerk to serve for the period of one year.

In accordance with the resolutions Messrs Henry B. Blackwell
 - Nelson Croft & W. C. Spofford were elected Trustees & D. J.
 Wright Clerk. The corporate name chosen was
 that of "The Literary Club" & a Constitution was adopted
 & these proceedings ordered to be placed on the Records of
 Hamilton County Shereby certify the foregoing to be a
 true record of the proceedings of the above meeting

D. J. Wright

Clerk

201401002055

DATE: 01/10/2014	DOCUMENT ID 201401002055	DESCRIPTION DOMESTIC/AMENDED RESTATED ARTICLES (AMA)	FILING 50.00	EXPED .00	PENALTY .00	CERT .00	COPY .00
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Receipt

This is not a bill. Please do not remit payment.

FROST BROWN TODD LLC
3300 GREAT AMERICAN TOWER
301 E. 4TH ST.
CINCINNATI, OH 45202

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Jon Husted

2258815

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

THE LITERARY CLUB

and, that said business records show the filing and recording of:

Document(s):

DOMESTIC/AMENDED RESTATED ARTICLES

Document No(s):

201401002055

Effective Date: 01/10/2014



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio this
10th day of January, A.D. 2014.

A handwritten signature in black ink that reads "Jon Husted".

Ohio Secretary of State

AMENDED ARTICLES OF INCORPORATION

First – The Name of the Corporation is The Literary Club.

Second – The location of the principal office in Ohio is the City of Cincinnati, Hamilton County Ohio. The Corporation was incorporated on March 30, 1852, as recorded in the Church Book, Volume 1, page 59, of the Recorder of Hamilton County, Ohio.

Third: The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes, for the pursuit of literary, educational and scientific endeavors consistent with the Constitution and By-Laws of the Corporation as amended.

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

Fifth: Upon the dissolution of the Corporation, assets shall be distributed for one of more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 consistent with the Corporation's principal activities prior to dissolution. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Sixth: The Corporation shall indemnify any Trustee, Director and Officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding by reason of the fact that the person is or was a Trustee, Director or Officer of the Corporation, or is or was serving at the request of the Corporation in another capacity, to the fullest extent permitted by Ohio law. The Corporation may indemnify persons who are not trustees, directors or officers to the extent authorized by resolution of the Board of Directors (also known as the Board of Management).

THE LITERARY CLUB CONSTITUTION AND BY-LAWS

Adopted January 6, 2014

THE CONSTITUTION

ARTICLE I - PURPOSE

Section 1. The purpose of The Literary Club is to provide a forum for its members to read original papers, written solely by them, to an audience limited to the members of the Club and their guests. In addition, the Club may pursue such other literary, educational, scientific or charitable endeavors as chosen by vote of the members.

ARTICLE II - OFFICERS

Section 1. The officers shall be President, Vice-President, Secretary, Treasurer, three Trustees, Archivist, Conservator, Clerk, Historian, Librarian, Parliamentarian and Counsel. These officers and the immediate past President, but excluding the Archivist, Conservator, Historian, Librarian, Parliamentarian, and Counsel, shall constitute the Board of Management.

Section 2. The President, Vice-President, Secretary, Treasurer, and Clerk shall be elected at the last meeting in May of each year, or, in case of failure to elect then, as soon thereafter as may be practicable. At the same meeting, one Trustee shall be elected to serve for three years, and the membership shall fill by election any office made vacant by the preceding elections. All voting shall be by secret ballot unless a motion is passed to elect a particular individual by acclamation. The Archivist, Conservator, Historian, Librarian, Parliamentarian, and Counsel shall be appointed annually by the Board of Management. Officers shall assume office at the end of the last meeting in June.

Section 3. The President shall preside at all meetings of the Club and of the Board of Management, and perform such duties as may be assigned to him by the membership or by the Board of Management. He shall, with the Treasurer, sign all written contracts of the Club.

Section 4. The Vice-President shall perform the duties of the President in the President's absence, and keep an up-to-date and official copy of the Constitution and By-laws available for inspection by any member at all reasonable times.

Section 5. The Secretary shall keep minutes of all meetings of the Club and of the Board of Management; keep a record of papers read before the Club, and have such minutes and papers transcribed, bound and placed in the custody of the Librarian and stored in digital form on the Club's website by the Archivist; keep a record of the number of members attending each meeting of the Club, and of all matters and events of interest; notify new members of their election; and conduct Club correspondence. All records shall be open to the inspection of members.

Section 6. The Treasurer shall collect and, under the direction of the Board of Management,

disburse all funds. He shall report at the annual meeting, and oftener if requested, on the state of the treasury.

Section 7. The Clerk shall issue notices of all meetings of the Club and of the Board of Management, schedule the literary program of the Club, and perform such other duties as the Board of Management may direct.

Section 8. The Trustees shall, in accordance with the statutes of Ohio, represent the Club in all matters of a legal nature; shall, subject to the Board of Management, have charge of all property of the Club, other than financial assets, dues, and assessments; and shall provide for the service of refreshments, purchase of supplies, employment of necessary help, and for furnishing, cleaning and repairing the Club quarters.

Section 9. The Conservator shall be ex-officio chairman of the Preservation Committee and shall have the authority to order emergency repairs when needed without convening the Preservation Committee. He shall have charge of any objects of art owned by the Club.

Section 10. The Historian shall keep a complete record of the history of the Club and, so far as practicable, of events connected with the history of its members, and shall, from time to time, report thereon to the Club.

Section 11. The Librarian shall have charge of the Club library, keep a catalogue of its contents and have general supervision of the use of books belonging to the Club. He shall also have charge of photographs of members.

Section 12. The Archivist shall maintain the electronic records of the Club, with the help, as needed, of members appointed by the President and the Board to assist him.

Section 13. The Parliamentarian shall assist the President, at the President's request, in interpreting Robert's Rules of Order and in maintaining proper meeting procedure and decorum.

Section 14. The Counsel shall advise the Club on all legal matters, and shall be responsible for all required filings by the Club as an Ohio corporation.

Section 15. All officers not part of the Board may be asked by the President to meet with the Board at such times as he deems appropriate.

Section 16. The Board shall have general charge of the affairs, funds and property of the Club, fill all vacancies in office, except as noted in Section 2, caused by resignation or otherwise, for the remainder of the term, and do all things necessary to carry out the objects and purposes of the Club according to its charter, constitution and By-laws.

ARTICLE III - STANDING COMMITTEES

Section 1. The Finance Committee shall consist of the President, the Treasurer, and two other Club members to be nominated by the President and appointed by the Board of Management. The two members shall have staggered four year terms and may serve for more than one term.

The Chairman of the Committee shall be elected from and by its members and shall hold office until his membership on the Committee is terminated. The Committee shall develop and present to the Board a budget by January 1st each year for the general operations for the ensuing Club year. The Committee shall receive each year by December 1st such necessary information and recommendations from the Preservation Committee as to make possible the preparation of a rolling one year and five year budget for building maintenance and furnishings. This budget is to be presented to the Board by January 1st each year.

The Finance Committee shall have the responsibility for the investment of all Club funds. The Treasurer shall execute the investment program of the Committee. The investment policy of the Committee shall be reviewed annually by the Board.

The Committee shall have such other duties of a financial nature as shall be assigned to it by the Board. The Treasurer shall give the report of the Finance Committee at the Annual Business Meeting.

Section 2. The Preservation Committee shall consist of the President, the Conservator, who shall be ex-officio Chairman, and two other Club members to be nominated by the President and appointed by the Board of Management. The two members shall have staggered four year terms and may serve for more than one term.

The Preservation Committee, with the guidance of the Conservator, shall develop and present to the Board by January 1st each year in conjunction with the Finance Committee's budget, a program of preservation activities for the ensuing year, including cost estimates. It shall also develop, and revise annually, a long range preservation master plan for the building and grounds and for the care, maintenance, repair, restoration, replacement and/or addition of equipment, furnishings, furniture, and chattels.

The Preservation Committee shall be responsible for the execution of programs approved by the Board, and shall have such other duties and responsibilities as shall be assigned to it by the Board. The Conservator shall give the report of the Preservation Committee at the Annual Business Meeting.

Section 3. Nothing herein shall prevent any member of the Club from serving on both standing committees simultaneously.

ARTICLE IV - MEMBERSHIP AND DUES

Section 1. The number of active members shall be limited to one hundred.

Section 2. Any member after reading his first paper may advise the President in writing that he intends to propose for membership a specific candidate who has been an invited guest to at least 3 Club meetings and who has been introduced to Club members and to the members of the Board of Management in particular.

Section 3. The President shall submit to the Board the notice of the member's intention and invite the member to discuss the proposed candidate's qualifications informally with the Board.

Section 4. At least 30 days after giving the President the notice of intention, the sponsoring member may make a formal proposal for membership by completing and handing to the President a standard form designed by the Board which shall be signed by three or more members of the Club and contain information sufficient to satisfy members that the candidate meets Club ideals and will contribute to Club life. The President shall submit each completed proposal for membership to the Board, which may solicit additional information on the candidate. The Board will require a minimum of one writing sample from the proposed candidate.

Section 5. The Board shall consider all pertinent information concerning each candidate, including that which is communicated to the Board by members of the Club, of which information no record shall be made. After reviewing such information, the Board may request, either prior to or after posting a proposal on the bulletin board, that the sponsoring member withdraw his proposal for membership.

Section 6. For each Club vacancy, the Secretary shall post on the bulletin board one formal proposal for membership. The proposal shall be posted at the next meeting after the proposal is submitted to the Board by the President. In case of simultaneous vacancies and multiple formal proposals, the Board shall decide how many formal proposals to post at any one time. The proposal shall be posted at least two weeks before being voted on. At the time of posting, the Clerk shall transmit to the members copies of each posted proposal for membership and notice of the date of the vote on each candidate, which date the board shall schedule within eight weeks of the initial posting.

Section 7. Voting on a candidate shall be by secret ballot. The negative votes of 15% or more of the members present and voting shall be necessary to prevent election of a candidate.

Section 8. Every candidate, upon election, shall pay to the Treasurer an initiation fee in an amount established as set forth in the By-laws.

Section 9. The initiation fee of new members and annual dues of members shall be in an amount and payable in a manner established as set forth in the By-laws. If, in the opinion of the Board of Management, there shall exist a need for additional revenue, a special assessment may be made for any one year by a two-thirds vote of the Board of Management in an amount not exceeding the annual dues for such year.

Section 10. When the dues of any member shall remain unpaid for a period of three months, without a response to requests from the Treasurer and lacking any mitigating circumstances approved by the Board of Management, the Treasurer shall notify the member in writing that, unless the same be paid within 30 days thereafter, his membership will be terminated. If said dues shall not be paid pursuant to such notice, he shall thereupon cease to be a member unless the Board of Management otherwise directs.

Section 11. Any member may be suspended or expelled for failure to meet minimum responsibilities of Club membership, by the votes of three-fourths of the members present and voting, and after a written recommendation signed by a majority of the Board of Management. Notice shall be sent to the member so charged. Action thereon may be taken only after four weeks following the sending of said notice. When any member shall be

dropped for non-attendance, a proportionate amount of the dues paid by him for the current period shall be refunded.

Section 12. Any member or ex-member of the Club who has been a member for twenty-five years, may be elected to Honorary Membership by the vote of nine-tenths of the members present after the name has been posted not less than four weeks. The number of honorary members at any time shall not exceed twelve. Honorary members shall have the privileges of active members, but shall not be subject to the payment of dues.

Section 13. Any member of The Literary Club, having neither a place of abode nor a place of business or occupation within a 50 mile radius of Cincinnati, or being unable to attend Club meetings or fulfill his membership responsibilities by reason of infirmity, may, upon request, be elected by the Board of Management to be an Associate Member of The Literary Club. Associate members of The Literary Club who reestablish either abode or business within a 50 mile radius of Cincinnati or who regain their capacity both to attend meetings and fulfill their membership responsibilities, may not retain associate membership but may, upon request, and with the approval of the Board, be restored to active membership within the limits as set forth in Section 1 of this Article. Annual dues of Associate Members shall be fixed as set forth in the By-laws. Associate Members shall expect to be asked to contribute a "budget paper". Associate Members, upon visiting Cincinnati and The Literary Club, are entitled to all of the privileges of membership except that of voting.

ARTICLE V - MEETINGS

Section 1. There shall be a meeting of the Club on every Monday night from the fifteenth day of September to the fifteenth day of June, inclusive, unless otherwise provided by by-law. The business of the Club shall be transacted at the first meeting of every month. The meeting in February shall be the annual business meeting. The last meeting in October shall be celebrated as the anniversary of the Club. The exercises at all meetings shall be such as the Board of Management may direct.

Section 2. A special meeting may be called at any time by the Board of Management upon its own motion, or upon the written request of five members, the request specifying the object of such meeting.

Section 3. Twenty members of the Club shall constitute a quorum.

ARTICLE VI - VISITORS

Section 1. The Board of Management may extend the privileges of the Club to strangers distinguished in literature or any of the fine arts who may visit the city.

Section 2. Members may personally introduce visitors to the rooms or to the meetings, other than to the Anniversary Banquet and the Spring Outing (to which only the President may bring guests) and to special meetings. Members shall have such visitors sign the register. This privilege may be suspended by the Board of Management in regard to any member or visitor.

ARTICLE VII - GIFTS AND BEQUESTS

Section 1. The Treasurer is responsible for maintaining the financial records of the Club, for collecting dues and other fees, and for paying expenses from the Club operating account.

The Treasurer is responsible for making certain that gifts and bequests are deposited in the fund designated by the donor.

The various funds of the Club shall be invested by the Treasurer in accordance with the policy established by the Finance Committee, which policy has been reviewed and approved by the Board of Management.

Section 2. The Club shall maintain an endowment fund into which gifts and bequests may be made by members and others. The Treasurer shall hold this fund separate and apart from other funds of the Club.

The fund shall be known as the George Rieveschl Memorial Endowment Fund and shall be administered as follows:

- (a) The income from the Fund (other than non-recurring income or capital gains) may be expended in the calendar year of its receipt for any Club purpose, including general operating expenses, as may be directed by the Board of Management.
- (b) The principal of the Fund may be expended for any purpose proposed by the Board of Management after posting notification of such proposal on the bulletin board, and ratification thereof not less than four weeks from the date of posting by the majority of members present and voting on such ratification.
- (c) The Fund shall be invested as set forth in Section 1.
- (d) While gifts to this Fund may be made in honor of a living or deceased member, there shall be no obligation to carry the honored member's name in the Fund's records.

Section 3. The Club shall maintain a fund into which gifts and bequests may be made by members specifically for the purpose of preserving and maintaining the Club building. The Treasurer shall hold the fund separate and apart from other funds of the Club.

This fund shall be known as the Eslie Asbury Memorial Building Fund and shall be administered as follows:

- (a) The income and principal of the Fund may be used from time to time at the discretion of the Board of Management or appropriate committee for the maintenance and preservation of the Club building, grounds, and furnishings.
- (b) Gifts of any size may be made to the Fund with the donor's understanding that the entire gift may be expended.
- (c) The Fund shall be invested as set forth in Section 1.

(d) While gifts to this Fund may be made in honor of a living or deceased member, there shall be no obligation to carry the honored member's name in the Fund's records.

ARTICLE VIII – OWNERSHIP OF PAPERS

All papers written by a member shall remain the member's property and will not be carried on the Club's records if the member so requests. The Club's gift of papers to the Cincinnati Historical Society does not constitute a change in copyright ownership, which remains with the author.

ARTICLE IX – BY-LAWS AND AMENDMENTS

Section 1. By-laws may be enacted or amended by majority vote at any regular business meeting, provided that such proposed By-laws shall have been posted on the bulletin board and provided in writing to members four weeks prior to said business meeting.

Section 2. Amendments to this Constitution may be proposed at any regular business meeting of the Club by three or more members, and shall then be posted on the bulletin board for one month and provided in writing to members. They shall then be acted on at the first regular business meeting following the completion of such notice. The affirmative vote of two-thirds of the members present and voting shall be necessary for the adoption of an amendment.

THE BY-LAWS

Section 1. INITIATION FEE. The initiation fee shall be as set by the Board of Management and approved by the members by the same process used to amend these By-laws. Initiates shall also pay a photography fee determined by the then-current charges of the photographer.

Section 2. DUES.

- a. The annual dues for regular and associate members shall be as set by the Board of Management and approved by the members by the same process used to amend these By-laws.
- b. Dues will include the costs of the Anniversary Banquet and the Spring Outing. There will be no special charges for those two events. Members not attending either or both of the events will not receive a reduction in dues.
- c. Current dues and payment schedules will be posted on the Club's website.

Section 3. MEETINGS

- a. Annually, prior to his preparation of the calendar of meetings for the ensuing Club year, the Clerk shall review with the President the dates of the Mondays falling on nationally observed holidays; and with concurrence of the President, the Clerk may eliminate meetings on such Mondays. In particular, when December 24, 25, 31, or January 1 falls on a Monday, meetings on those dates may be eliminated, or at the discretion of the President and the Clerk a day other than a Monday may be set for any eliminated meeting.
- b. Members and guests are not permitted to make audio or video recordings of a paper without the express permission of the speaker and presiding officer.

Section 4. MEMBERSHIPS. The Secretary shall notify sponsors of persons proposed for membership of the date and time when their candidates will be voted upon by the membership.