

ADAMS COUNTY HISTORICAL SOCIETY, INC. BY-LAWS

Article I: Name

- Section 1.** The name of the organization shall be the Adams County Historical Society, Inc.
- Section 2.** This organization shall for the purposes of brevity hereinafter be referred to as “ACHS” the “Society”.
- Section 3.** The principal office or place of business shall be at 420 West Monroe Street, Decatur, Indiana.
- Section 4.** The fiscal year of the ACHS shall coincide with the calendar year.

Article II: Purposes

- Section 1.** The purposes of ACHS are set forth in its Articles of Incorporation on file with the Indiana Secretary of State. The Adams County Historical Society shall collect, preserve, research, and interpret the heritage of Adams County, Indiana, and thereby foster a deeper understanding and appreciation of our county’s history, art, and natural environment by all.

Article III: Membership

- Section 1.** The ACHS shall be composed of active members.
- Section 2.** Active members of the ACHS comprise of all persons who have paid the current membership dues and have actively volunteered/participated with activities in the current year.
- Section 3.** Membership categories and dues shall be determined from time to time by the board of the ACHS.
- Section 4.** Each membership, regardless of category, is entitled to one vote at the annual business meeting.
- Section 5.** When a member fails to pay appropriate dues, the member automatically shall cease to be a member. A written reminder or phone call shall be made to the member before action to remove from membership roll is taken.

Article IV: Board

- Section 1.** The Board of Trustees of the ACHS (hereinafter called “the Board”) shall be elected by the general membership at the annual meeting of the Corporation.
- Section 2.** The Board shall have the responsibility for the business and affairs of the ACHS.
- Section 3.** The Board shall consist of nine (9) members, three (3) of whom shall be elected annually to serve a term of three (3) years.
- Section 4.** Board members shall be residents of Adams County, Indiana or land owners within the County, and the nominating committee shall attempt to select board member candidates so that at least 2 come from the south portion of the county; 2 from the central portion of the county and 2 from the north portion of the county.
- Section 5.** Any candidate for the Board must be an active member of the ACHS prior to his/her election to the Board and must have served on a committee in the current year.
- Section 6.** In the event of a vacancy on the Board prior to the completion of term, the nominating committee shall present its nominations at any regular or special meeting of the Board.

Subject to additional nominations from the floor, the vacancy shall be filled by a majority vote of the trustees present at said meeting. The person elected shall fill the remainder of the unexpired term.

Section 7. Any member of the Board who shall be absent for three meetings a year without presenting satisfactory excuse or who has failed to maintain membership in the ACHS may be removed from the Board by a majority vote of the board members. Such action shall not be taken until said Board member has been notified in writing and provided an opportunity to respond.

Section 8. Ex-officio or honorary board members may be appointed by the Board of Directors and may attend and participate in all discussions of the Board. However, such ex-officio or honorary members may not vote.

Section 9. In an attempt to allow all members of ACHS a vote at the Annual Meeting a separate mailing will be sent to all members and shall include the date, time and location of the meeting, a tentative agenda for the meeting, ballot and any other information and/or documents pertinent to the meeting. Any member who will be unable to attend the Annual Meeting but wants the opportunity to vote can return the ballot to ACHS prior to the Annual Meeting. These mail-in ballots in order to be counted must be received by Saturday preceding the Monday's meeting. The exact date will be stated in the meeting notice. All members will have only one (1) vote. All mailings will be done by First Class Mail.

Article V: Meetings

Section 1. The annual meeting of the active members of the ACHS shall be held during the month of November. The time and place of the annual meeting shall be determined by the Board. Notice of the meeting will be provided to all members at least twenty-one (21) days prior to the date of the annual meeting. The active members present and the ballots received prior to the annual meeting (as set out in Article IV, Section 9) shall constitute a quorum for the election of Board members or for the transaction of business at the annual meeting.

Section 2. Business meeting of the Board of Directors shall be the last Monday of every month or change by vote at the previous regular meeting.

Section 3. Special business meetings of the Board and/or the membership may be called by the president or, in his/her absence, by the vice president, or at the request of three officers, or at the request of ten or more members of the ACHS. Such requests should be addressed to the Board and delivered to the ACHS business office. Due notice shall be given in writing to all active ACHS members at least 5 days prior to a special meeting if notice is by U.S. Mail and 3 days prior if notice is by email or personal service.

Section 4. Notice of meetings shall be given in any of the following ways:

1. By email to those members or Trustees who have provided an email address to the Board.
2. By First Class United States Mail to those members or Trustees who have not provided an email address.
3. By personal service by hand delivering the notice to members or Trustees.

Section 5. In the event of an emergency or if a decision is required to be made before a meeting of the board can be called in a timely manner, the President and/or Secretary of the Board may contact the remaining Board members by email and/or telephone and obtain a vote from the Board members to take action. The resulting electronic or telephonic vote shall be documented by the President and/or Secretary. Thereafter, the vote and resulting action shall

be placed in the minutes of the Board which minutes shall be approved at the next regular meeting.

Section 6. Program meetings of the membership may be held each month and are open to the public. The Program Committee or whoever is in charge of programs may determine the program schedule and must present to the Board for approval.

Article VI: Officers

Section 1. The officers of the ACHS shall be the president, vice president, secretary, and treasurer.

Section 2. The officers must be elected from the members of the board as of the date of the election, and no person shall be eligible for election to the office of president unless he/she has continuously been a member of the board since the preceding regular annual election of officers.

Section 3. The election of officers shall be by majority vote of the voting members of the Board.

Section 4. Each officer shall take office after the close of the annual meeting in November and shall serve until the next annual meeting of the following year. All present officers must update their replacement with all information. The present treasurer must close the financial books for the present year; give to the society's accountant prior to the next treasurer taking that office. Officers may succeed themselves. Vacancies shall be filled by a majority vote of the Board.

Article VII: Duties of Officers

Section 1: President. The President shall be the chief executive officer of the ACHS. The President shall preside at all meetings of the membership and shall preside at all meetings of the Board.

Section 2: Vice President. The Vice President shall perform the duties of the President in the absence of the President.

Section 3: Secretary. The Secretary shall keep an accurate record of minutes of all meetings of the Board and general membership. Distribute to board members in a reasonable time.

Section 4: Treasurer. The Treasurer shall keep correct and complete records of accounts, showing at all times the actual financial condition of the ACHS. The Treasurer shall present a financial report at all regularly scheduled Board meetings and at the annual meeting of the membership. The Treasurer shall make all financial books and records available for inspection at reasonable times to any member of the Board. The Treasurer shall prepare and file on behalf of the ACHS its bi-annual Not-For-Profit Corporation Annual Report and other such financial reports and returns as may be required from time to time to maintain the ACHS in good standing under the law. The Treasurer shall cause a bi-annual audit of the books to be made.

Section 5. A complete list of duties for each officer is listed the board of directors handbook.

Article VIII: Committees

Section 1: Committees of the Board may be standing or ad hoc. The President shall appoint all committees subject to approval by the Board. Standing committees shall consist of a minimum of three (3) individuals; at least one (1) member of the Board. That member will be

responsible for bringing committee reports back to the Board for any action that may be needed. At least one member of each standing committee shall be appointed from the general membership, i.e., shall not be a Board member. The President may from time to time, with the approval of the Board, appoint additional members of any standing committee.

Section 2: Each standing committee shall report to the Board its progress and recommendations upon all areas of its responsibility. At the December (board to decide) or January board meeting, each standing committee shall present to the budget committee its proposed budget for the new fiscal year.

Section 3: The standing committees and their assigned functions are:

- Budget / Finance Committee—prepares a proposed budget for Board approval at the December or January meeting of the Board in each fiscal year and recommends budgetary adjustments during the course of each year as deemed necessary; and plans and implements special and ongoing endowment development activities, monitors investments of the Corporation's assets, advising the Board of Trustees of any recommended changes in investments;
- Membership Committee—develops programs for maintaining and expanding Society membership;
- Nominating Committee—reviews performance of board members eligible for re-election; recruits and nominates potential Board members, presents a slate of proposed Board members at the annual membership meeting, and recommends candidates for vacancies on the Board,
- Collections Committee—develops and monitors the implementation of a collections policy and approves all accessions and deaccession transactions.
- Program/Public Relations Committee – Selects the program or other activities of the monthly program meetings also promotes the Society to the general public and works with local newspapers and radio to inform the public concerning the activities and purposes of the Society.
- Fund Raising Committee – organizes and develops activities and promotions to raise funds for the benefit of the Society.
- Education Committee –develops activities/programs for all schools in the county: elementary, middle, high schools; all Amish and Home Schooling.
- Maintenance and Grounds Committee – oversees the grounds and buildings owned by the Society and makes recommendations to the board concerning maintenance of the grounds, buildings and equipment.
- Volunteers Committee –Coordinates with other committees to determine volunteer needs and helps recruit members to staff various programs and events during the year. Is responsible for promoting volunteerism among members, determining their interests and arranging appreciation events.

Article IX: Staff

Section 1. The Board may employ and determine the duties, responsibilities, and compensation of a paid or volunteer director, which paid or volunteer director shall not be a voting member of the Board.

Section 2. The director shall be responsible to the Board and shall be subject to the direct supervision of the president. The director shall be responsible for the implementation, operation, and administration of the programs and activities of the ACHS. The director shall present a report on the activities of the ACHS at each regularly scheduled Board meeting and at the annual membership meeting. The director shall be an ex officio member, without vote, of all standing and ad hoc committees of the ACHS. Said ex officio status shall not be counted when determining the size of such bodies, or in determining the existence of a quorum.

Section 3. All paid and voluntary staff of the ACHS shall be responsible to the director. Staff activities and services for any standing committee shall be arranged through and coordinated by the director. The director may recommend the creation of staff positions and the employment, promotion, and termination of any staff member, subject to approval by the Board.

Section 4. The Board shall evaluate of the director on an annual basis, and the director shall evaluation the all employees on an annual basis.

Article X: Miscellaneous

Section 1. Meetings of the Board and membership shall be conducted according to Robert’s Rules of Order.

Section 2. The minutes of each meeting shall be read and approved at the next meeting thereafter.

Article XI: Execution of Instruments

Section 1. Unless otherwise ordered by the Board, all written contracts and other documents entered into by the ACHS shall be executed on behalf of the organization by the President. The Board may authorize any officer or officers, agent or agents of the ACHS to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the ACHS. Such authority may be general or confined to specific instances.

Section 2. All checks issued by and on behalf of ACHS shall be signed by two (2) members of the Board.

Article XII: Dissolution

Section 1. In the event of the dissolution of the ACHS, the Articles of Incorporation, as amended, provide in Article 12 for the proper distribution of assets. For further clarification through these by-laws, all assets shall be distributed to such one or more organizations that have purposes and objects similar to those of the ACHS and are exempt from United States income taxes under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, 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. 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.

Article XIII: Amendments

Section 1. These Bylaws may be amended by a majority vote of members present at any regular meeting or special meeting called for the purpose, provided the amendment has been previously passed by a two-thirds (2/3) vote of the board and that the text of the amendment is submitted to the members at least twenty-one (21) days prior to the meeting.

These Bylaws were approved and adopted _____, 2016.

Rebecca Webb, Secretary