

DELAWARE COUNTY HISTORICAL SOCIETY, INC.

BYLAWS

ARTICLE I

NAME

SECTION 1

The name of the organization shall be the Delaware County Historical Society, Inc.

SECTION 2

This organization shall for the purposes of brevity hereinafter be referred to as DCHS.

SECTION 3

The principal office or place of business shall be at 120 East Washington Street, Muncie, Indiana.

SECTION 4

The fiscal year of the DCHS shall coincide with the calendar year.

ARTICLE II

PURPOSES

SECTION 1

The purpose of the DCHS are set forth in its Articles of Incorporation on file with the Indiana Secretary of State. The general purpose shall be to enhance community development and quality of life in Delaware County by fostering a deeper understanding and appreciation of local history and culture through advocacy, education, interpretation, stewardship, and service.

ARTICLE III

MEMBERSHIP

SECTION 1

The DCHS shall be comprised of active members.

SECTION 2

Active members of the DCHS comprise all persons who have paid the current membership dues.

SECTION 3

Membership categories and dues shall be determined from time to time by the board of the DCHS.

SECTION 4

Each membership, regardless of category, is entitled to one vote at the annual business meeting.

ARTICLE IV BOARD

SECTION 1

The Board of Trustees of the DCHS (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 DCHS.

SECTION 3

The Board shall consist of [9-13] members, [approximately 1/3] of whom shall be elected annually to serve a term of three (3) years. Members are limited to two full three-year terms. If a member is fulfilling an unexpired term from a board vacancy, they may still be elected to two three-year terms at the annual meeting.

SECTION 4

Any candidate for the Board must be a member of the DCHS prior to his/her election to the Board.

SECTION 5

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 6

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 DCHS may be removed from the Board by a majority vote of the Board members. Such action shall not be taken until the said Board member has been notified in writing and provided an opportunity to respond.

**ARTICLE V
MEETINGS**

SECTION 1

The annual meeting of the active members of the DCHS shall be held during the month of June. 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 thirty days prior to the date of the annual meeting. *At least 15* active members present shall constitute a quorum for the election of Board members or for the transaction of business at the annual meeting.

SECTION 2

Special or regular business meetings of the Board and/or 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 five members of the DCHS. Such requests should be addressed to the Board and delivered to the DCHS business office. Due notice shall be given in writing to all active DCHS members at least 7 calendar days prior to a special meeting.

**ARTICLE VI
OFFICERS**

SECTION 1

The officers of the DCHS 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 officer.s

SECTION 3

The officers shall be elected at the first regular business meeting of the Board following the annual business meeting. At said meeting of the Board, the nominating committee shall propose a slate of officers which shall be subject to additions from the floor. The election of officers shall be by majority vote.

SECTION 4

Each officer shall serve a term of approximately one (1) year until the next annual election of officers. Officers may succeed themselves. Vacancies shall be filled by a majority vote of the Board.

**ARTICLE VII
DUTIES OF THE OFFICERS**

SECTION 1: PRESIDENT

The President shall be the chief executive officer of the DCHS. The President shall preside all meetings of the membership and shall preside all meetings of the Board.

SECTION 2: FIRST VICE PRESIDENT

The Vice President shall perform all 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.

SECTION 4: TREASURER

The Treasurer shall keep correct and complete records of accounts, showing at all times the actual financial condition of the DCHS. 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 the inspection at reasonable times to any member of the Board. The Treasurer shall prepare and file on behalf of the DCHS its 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 DCHS in good standing under the law.

**ARTICLE VIII
COMMITTEES**

**SECTION 1
AMENDED JUNE 2008**

Committees of the Board may be standing or ad hoc. The President shall appoint all committees subject to approval by the Board. Standing committees are recommended to consist of a minimum of three (3) individuals who shall be responsible to the Board. At least one member of each standing committee shall be a Board Member. Committee members may be appointed from the general membership. The President may from time to time, with the approval of the Board, appoint additional members of any standing committee.

SECTION 2

Each committee shall report to the Board its recommendations upon all areas of its responsibility.

SECTION 3

The committees and their assigned functions are:

Collections Committee (standing): develops and monitors the implementation of a collections policy and approves all accessions and deaccession transactions;

Facilities Committee (standing): responsible for maintaining buildings and grounds;

Fundraising Committee (standing): responsible for raising funds for operations, maintenance and programming; designates ad hoc committees for individual efforts such as grant writing, special events, membership drives, and capital campaigns;

Heritage Library Committee (standing): oversees operation of the Heritage Library;

Program Committee (standing): arranges and conducts the regularly scheduled public programs;

Publications Committee (standing): responsible for writing and publication of the newsletter and journals and the publication of historical materials such as reprints, special studies, etc.;

Pioneer Cemetery Preservation Committee (ad hoc): responsible for assisting township trustees in the preservation of “abandoned” cemeteries and for maintaining accurate readings of such cemeteries;

Nominating Committee (ad hoc): 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; recommends candidates for vacancies on the Board; and nominates Society officers.

ARTICLE IX

STAFF

SECTION 1

The Board may employ and determine the duties; responsibilities, and compensation of a paid or volunteer director. In the absence of a paid or volunteer director, the President shall assume the director’s responsibilities.

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 DCHS. The director shall present a report on the activities of the DCHS 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 DCHS. Said ex officio status shall not be counted when determining the size of such bodies, or in determining the existence of quorum.

SECTION 3

All paid and voluntary staff of the DCHS 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.

ARTICLE X MISCELLANEOUS

SECTION 1

Meetings of the Board and membership shall be conducted according to *Roberts' Rules of Order*.

ARTICLE XI EXECUTION OF INSTRUMENTS

SECTION 1

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

ARTICLE XII DISSOLUTION

SECTION 1

In the event of the dissolution of the DCHS, all assets shall be distributed to such one or more organizations which have purposes and objects similar to those of the DCHS 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 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 or voting by proxy at any regular meeting or special meeting called for the purpose, provided the amendment has been previously passed by a two-thirds vote of the board and that the text of the amendment is submitted to the members at least thirty (30) days prior to the meeting.

These Bylaws were approved and adopted by the Board of Directors on January 11, 2017.

Secretary
Sara McKinley

President
Brandon Pieczko