

**THE HERITAGE PRESERVATION SOCIETY OF PUTNAM
COUNTY, INDIANA, INC.**

**AN ORGANIZATION FOR HISTORIC PRESERVATION IN
PUTNAM COUNTY**

BY-LAWS

ARTICLE I NAME

This organization, incorporated under the Indiana General Not-For-Profit Corporation Act of 1971, shall be known as **THE HERITAGE PRESERVATION SOCIETY OF PUTNAM COUNTY, INDIANA, INC.**

ARTICLE II PRINCIPLE OFFICE

The principal office of the corporation shall be located in Greencastle, Putnam County, Indiana.

ARTICLE III PURPOSES

Section 1

To promote and encourage interest in historic homes and their families, buildings, properties, public structures, history and heritage of the Putnam County area.

Section 2

To acquire, by means of purchase, lease, endowment, etc., and to resell, release, or otherwise dispose of such sites, structures, or artifacts which are of historic, archeological or architectural value to help ensure that the properties are preserved and rehabilitated so that they can function economically in the community and by that process serve as educational in the community and by that process serve as educational instruments in present and future times. In addition, to preserve and improve their early dignity, beauty and surroundings as nearly as may be feasible.

Section 3

To assist in locating and designating sites, districts, and structures of historic, archeological or architectural value; and to spread knowledge of these sites and structures. Further, to collect, preserve, and display the records of their uses and of the persons active in their history.

Section 4

To solicit and accept endowments, grants, contributions, and gifts of money or property and to use these funds solely for the purposes stated herein; and to maintain and account for these funds as designated in the by-laws of the corporation.

Section 5

To hire personnel and to procure office space, materials, and equipment that may become necessary to fulfill the purposes of the corporation.

Section 6

To cooperate with and assist individuals, groups, governmental bodies, officials and employees of governments in carrying out the purposes of the corporation and to cooperate with other historical, educational, cultural, civic and philanthropic organizations or individuals who are interested in the history and heritage of the Putnam County area.

Section 7

Said corporation is organized exclusively for charitable, educational, and scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law .)

No Part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 the preceding paragraph. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) of by (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

Section 8

To engage in any and all types of activities not prohibited by law or these by-laws which shall promote interest in the history and heritage of the Putnam County area.

ARTICLE IV MEMBERSHIP

Section 1

Membership shall be open to all persons and organizations who are interested in the purposes of the corporation, and any person shall become a member by expressing an intention to become a member and by payment to the corporation of the amount of annual dues determined by the board of directors.

The corporation shall confer upon every member a certificate signed by the President and Secretary, stating that he is a member of the Corporation.

Each membership shall constitute one vote. Each member has one vote on the following items: 1) All questions relative to the amendment of the By-Laws, and 2) all elections of directors as are hereinafter provided for, and 3) in all other matters of questions which may be submitted to the membership from time to time. Each member, subject to the qualifications as are hereinafter provided, shall be eligible to be nominated to the elections of directors.

Section 2

The following membership categories may be authorized. The schedule of dues shall be as follows:

Individual

Student

Active

Family

Sustaining

Life Patron

Charter Member

Organizations

Active

Sustaining

Such dues shall be determined by the Board of Directors and shall be payable in each calendar year. The failure of a current member to pay dues within the period of sixty days (60) immediately following his renewal date of any year shall constitute a delinquency, and any delinquent member may be dropped from the membership roles. Such membership revocations shall be in accordance with a lawful procedure hereinafter provided.

Under no conditions are dues refunded.

ARTICLE V MEMBERSHIP MEETINGS

Section 1

There shall be an annual meeting for the membership of the corporation. It shall be held in March of each year and shall have as its principal matter of business the annual elections, the presentations of program reports, financial statements and audits, and any related summaries and forecasts. Notice of the annual meeting shall be given in writing not more than twenty (20) nor less than ten (10) days prior to the meeting.

Section 2

The annual meeting provided for under Section 1 of this article shall be the minimum number of membership meetings to be held each year. Such other meetings as may be necessary or desirable shall be upon call of the President of the Board of Directors or of ten (10) members who shall have directed the President in writing to call such a membership meeting.

Section 3

For the purpose of doing business at any meeting of the membership, a quorum shall consist of twenty-five (25) percent of those members of the Corporation present, which number shall include at least (4) members who are Directors.

ARTICLE VI BOARD OF DIRECTORS

Section 1

The affairs of the Corporation shall be directed by a Board of Directors, all of whom shall be members of the Corporation. No Director shall receive any compensation for his services as a Director. The Board of Directors shall consist of thirteen (13) persons.

Section 2

Directors shall be elected to hold office terms of three (3) years, and such elections and terms shall be arranged in such a way that one third (1/3) of the persons who are elected as Directors shall be elected in each year. A Director may serve two consecutive terms of service after which a lapse of year must occur. Directors shall serve until the next Board of Directors' meeting following the annual membership meeting.

Section 3

The Board of Directors shall meet not less than four (4) times each year, and such four meetings shall be held quarterly. The first of such four (4) meetings shall be held as soon as possible after the annual elections meetings of the membership. The Board may hold such other meetings as may be necessary and desirable, and such other meetings shall be either upon the call of the Chairman of the Board or upon the call of three (3) members of the Board who shall direct such a call in writing to the Chairman of the Board. However, Board of Directors meetings shall be open to all members of the Corporation; but no member other than the Board of Directors shall have voting power. The minutes of the Board of Directors shall be open to the membership. Notice of any and all meetings of the Board shall be given in writing to the Directors not more than twenty (20) nor less than ten (10) days prior to such meeting.

Section 4

A majority of the whole Board of Directors shall constitute a quorum for the lawful doing of business. It is provided, however, that for the purpose of filling vacancies on the Board, a quorum shall consist of a majority of the existing members.

Section 5

The Board of Directors shall have the power to fill any vacancies which may occur in its own membership, and it shall further have the power to fill, any vacancies among the officers of the Corporation. Provided that any person who is elected by the Board to fill vacancies shall serve only until the next annual elections, at which time nominees shall be elected to serve the remainder of the original terms as herein provided.

Notwithstanding the provisions of Section 2 of this Article, persons who are elected to fill portions of unexpired terms shall be eligible to succeed themselves by election as hereinafter provided.

Section 6

The Board of Directors shall have such powers as may be hereinbefore, or after enumerated, in addition to such powers which are set forth in the Indiana General Not-For-Profit Corporation Act of 1971, and which are not prohibited to organizations under Section 501 (c) (3) et seq. of the Internal Revenue Code. The Board shall have the power of the purse, and no expenditures shall be made for any reason whatever until the Board shall have acted upon such expenditures or shall have determined upon the ways in which such expenditures shall be made.

Section 7

Inasmuch as the Board of Directors is the essential management body of the representation of the membership, and further, inasmuch as its strength and effectiveness will vitally effect the operations of the Corporation, attention to the matters of its business shall be mandatory upon its members. Therefore, it is provided that the office of any member absences himself from meetings of the Board on any three out of four consecutive meetings. It is provided, however, that absences which are the result of such events or accidents over which the member could have had no control shall not be counted towards a vacancy declaration.

Section 8

Any action required to be taken at a meeting of the Board of Directors of the Corporation, or any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the members of the Board of Directors. This consent shall have the same effect as a unanimous vote of the Board of Directors.

Section 9

In order that the business of the Corporation may be conducted in the most efficient manner possible, the Board of Directors is hereby authorized and directed to create and maintain an executive committee of the Board. Such Executive Committee shall not consist of the four officers of the Corporation.

The Executive Committee shall, from time to time, be authorized or directed to perform in place of the whole Board of in such matters as may be deemed appropriate, but in no case shall the Executive Committee possess powers which have not been specifically conferred upon it by the whole Board.

A quorum of the Executive Committee for voting purposes shall consist of three (3) of the four (4) members.

ARTICLE VII BOARD OF ADVISERS

In recognition of the special aid which certain members may be able to render the Corporation a Board of Advisors is hereby established.

The Board of Directors may annually elect members to the Board of Advisors at the Directors' March annual meeting and from time to time as the Board of Directors shall determine. The members of the Board of Advisors shall serve for a term of one (1) year and may be reappointed to consecutive terms without limit.

The function of the Board of Advisors is to give counsel and aid to the Board of Directors and the Corporation.

ARTICLE VIII OFFICERS

Section 1

A President of the Corporation shall be elected annually from the Board of Directors by the Board of Directors and shall serve a term of one (1) year. There shall be a limit of three (3) terms which a President may hold consecutively.

The President shall be the Chief Executive Officer of the Corporation and shall have the general and active management of its affairs pursuant to the actions, orders, resolutions and directive or other communications from the Board of Directors.

The President shall preside at all meetings of the membership at all meetings of the Board of Directors and shall be ex-officio a member of all the committees of the Corporation except the nominating committee. The President shall have all of the general powers and duties of supervision and management which are usually vested in a President of a corporation, which powers should include the appointment of all standing committee chairmen with the assistance and approval of the Board of Directors, except the nominating committee.

The President shall report to the membership at its March meeting each year. Such report shall summarize the results of any current matters and shall propose to the membership the general program of activities which is planned for the then current year. Such program proposal together with the general outlines of the financial plan for the then current year shall first have been submitted to the Board of Directors and such proposal and plan shall have enjoyed the approval of the Board.

Section 2

The Vice-President of the Corporation shall be elected annually from The Board of Directors by the Board of Directors and shall serve a term one year. There shall be a limit of three (3) terms which a Vice-President may hold consecutively.

The Vice-President shall be empowered to act for and on behalf of the President in the event that the President is unable for whatever reasons to perform the duties of his office. Upon the occasion of a vacancy in the office of the President, the then Vice-President shall call a special meeting of the Board of Directors to fill said vacancy and such call shall be issued will all deliberate haste.

The Vice-President shall perform such other duties as may be directed upon him from time to time by the Board of Directors or by the President.

Section 3

There shall be two additional offices in the administration of the Corporation which shall be called the offices of the Secretary and the Treasurer. Such offices shall be elected annually by the Board of Directors from the Board of Directors. In the event of a vacancy in the office of Secretary or Treasure, the President may make an interim appointment pending the occurrence of a meeting of the Board.

The Secretary shall attend all meetings of the membership and of the Board of Directors and of the Executive Committee and shall preserve in the books of the Corporation true minutes of the proceedings of all such meetings. The Secretary shall safely keep in his custody the seal of the Corporation if and when the Board of Directors shall choose to adopt one, and shall affix the same to all instruments where its use is required only upon the authority of the Board of Directors. The Secretary shall execute notices of all meetings and shall perform such other duties as may be delegated to him by the President or by the Board of Directors.

The Treasurer shall have custody of all the Corporate funds and securities and shall keep in books belonging to the Corporation full and accurate accounts of all receipts and disbursements. He shall deposit all monies and securities in such depositories as may be designated for that purpose by the Board of Directors.

He shall disburse the funds of the Corporation as may be ordered by the Board of Directors or upon the authority of approved budget, subject to the availability of funds, taking proper vouchers for such disbursements and shall render accountings of all his transactions as Treasurer and of the financial condition of the Corporation to the President and to the Board of Directors and whenever such reports are requested by the President, or by the Board of Directors, or by a quorum of the membership.

If it is required by the Board of Directors, he shall deliver to the President at the expense of the Corporation, a bond to be kept in force and in such form and amount and with a surety which is satisfactory to the Board of Directors.

The Treasurer shall perform such other duties which may from time to time be delegated to him by the President of by the Board of Directors.

Section 4

It shall be unlawful for one person to hold more than one of the four offices (President, Vice-President, Secretary, and Treasurer) concurrently.

Section 5

The election of officers shall take place annually at the Board of Directors meeting immediately following the annual membership meeting.

ARTICLE IX COMMITTEES

Section 1

There shall be at least two standing committees which shall include the Nominating Committee and the Budget Committee.

Section 2

The Nominating Committee, consisting of three (3) members, two-thirds of which shall not be Directors, shall be appointed by the President subject to the approval of the Board of Directors, and such appointments shall be made each year in the month of February. The Nominating Committee shall elect its own Chairman.

Section 3

The Budget Committee shall be appointed by the President subject to the approval of the Board of Directors, and such appointment shall be made annually at the first annual meeting of the Board of Directors. A Budget Committee Chairman shall be appointed by the President.

It shall be the responsibility of the Budget Committee to propose its best estimates of the financial requirements and plans which will support the activities of the Corporation and the annual program plan of the President and Administration. The budget of the Committee shall cover all of the routine operations of the Corporation and all of the special events and activities of the Corporation's program effort.

Section 4

The President is authorized, subject to the approval of the Board of Directors, to establish and staff such other operating committees as the business of the Corporation may require or warrant.

Section 5

Committee meetings shall be held upon the call of the President or upon the call of the Committee Chairman or upon the call of a majority of the Committee membership, which call shall be delivered to the committee Chairman or the President.

ARTICLE X ELECTIONS

Section 1

The Nominating Committee shall each year, after its appointment in February, meet and consider nominations for all upcoming vacancies in the Board of Directors. Any member may place a name before the Nominating Committee to be placed upon the ballot.

Section 2

The Nominating Committee will prepare a ballot listing the slate of willing candidates. The ballot will also provide for write-in candidates. Such ballot will be mailed to all members with notice of the annual March membership meeting not more than twenty (20) nor less than ten (10) days prior to the meeting.

Section 3

Each member is entitled to cast one vote for each of the Board of Director positions being filled.

Those wishing to vote in absentia must return their ballot before the membership meeting. All others must return their ballot in person to vote at the membership meeting. The Board of Directors positions shall be filled in order of the most votes received. In case of tie a run-off vote shall be held at the meeting.

ARTICLE XI EXECUTION OF INSTRUMENTS

Section 1

All checks, drafts and other orders for the payment of money shall be signed in the name of the corporation and shall be countersigned by the treasurer and one of the three other officers of the corporation.

Section 2

When the execution of any contract, conveyance, other instrument has been authorized by the Board of Directors it will be signed by the President or the Vice-President, as well as the Secretary.

Section 3

The Board of Directors shall have the power to designate such officers and agents who shall have the authority to execute any instrument on behalf of the Corporation.

ARTICLE XII AMENDMENT

Amendment of these By-Laws or of Articles of Incorporation may be made at any meeting of the membership by a two-thirds (2/3) majority vote of those present. It is further provided that such proposed amendment shall first be proposed in writing and read at a membership meeting not less than thirty (30) days prior to a final presentation of such proposed amendment at a membership meeting for consideration of passage and adoption.

ARTICLE XIII DISSOLUTION

Upon the dissolution of the Corporation, the Board of Trustees shall after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court 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.