

By-Laws

(Latest Revision: December 2021)

The Heritage Preservation Society of Putnam County, Indiana, Inc.

An organization for historic preservation in Putnam County.

Article I: Name

Section 1:

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” and shall be further known as the “Organization” for the purposes of these By-Laws.

Article II: Principal Office

Section 1:

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

Article III: Purposes

Section 1:

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

Section 2:

To acquire, through 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 in the community and by that process, serve to educate the community in present and future times. In addition, to preserve and improve their early dignity, beauty, and surroundings 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 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 Organization.

Section 5:

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

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 Organization is exclusively for charitable, religious, 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, or the corresponding section of any future federal tax code.

No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Organization 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 III. No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization 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 Organization shall not carry on any other activities not permitted to be carried on (a) by the Organization 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) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Organization shall be nonsectarian, nonpartisan, and not-for-profit.

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 Organization, and any person shall become a member by expressing an intention to become a member and by payment to the Organization of the amount of annual dues determined by the Board of Directors.

The Organization shall acknowledge every members, annual membership, after the Annual Meeting.

Each membership shall constitute one vote. Each member has one vote on the following items:

- All questions relative to the amendment of the By-Laws.
- All elections of Directors as are hereinafter provided for.
- 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.

Amendment of these By-Laws or of the Articles of Incorporation may be made at any meeting of the membership by two-thirds majority vote of those present. It is further provided that the membership shall be informed of such proposed amendments not less than 30 days prior to a final presentation for consideration of passage and adoption.

Section 2:

The following membership categories may be authorized:

- Individual, Household, Advocate, Guardian, Preservationist

The schedule of dues shall be as follows:

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 immediately following the renewal date of any year shall constitute 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 Organization, which shall be the minimum number of meetings to be held each year. 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 no less than seven days before the meeting.

Section 2:

Such other meetings shall be upon the call of the President of the Board of Directors or of 10 members who shall have directed the President 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 20% of those members of the Organization, which number shall include at least four members who are Directors.

Article VI: Board of Directors

Section 1:

The affairs of the Organization shall be directed by a Board of Directors, all of whom shall be members of the Organization. No Director shall receive any compensation for their service as a Director. The Board of Directors shall consist of no more than 13 persons.

Section 2:

Directors shall be elected to hold office terms of three years, and such elections and terms shall be attempted to be arranged in such a way that one-third of 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 one 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 no less than four times each year, and such four meetings shall be held quarterly. The first of such four 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 President of the Board or upon the call of three members of the Board who shall direct such a call to the President of the Board. However, Board of Directors meetings shall be open to all members of the Organization, 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 to the Directors no less than seven 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.

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 Organization. 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 start the service of their first, three-year term.

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 whatsoever 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 affect the operations of the Organization, attention to the matters of its business shall be mandatory upon its members. Therefore, it is provided that the office of any member may be subject to termination upon absences from three out of four consecutive meetings. It is provided, however, that absences that 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 Organization, or any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if such action is approved 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. After approval, at the next meeting of the Board of Directors, said action shall be documented in the meeting minutes.

Section 9:

In order that the business of the Organization 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 consist of the four Officers of the Organization.

The Executive Committee shall, from time to time, be authorized or directed to perform in place of the whole Board 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 of the four members.

Article VII: Board of Advisors

Section 1:

In recognition of the special aid which certain members may be able to render the Organization, a Board of Advisors is hereby established. The Board of Directors may annually elect members to the Board of Advisors at the 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 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 Organization.

Article VIII: Officers

Section 1:

The President of the Organization shall be elected annually from the Board of Directors by the Board of Directors and shall serve a term of one year. There shall be a limit of three terms which a President may hold consecutively.

The President shall be the Chief Executive Officer of the Organization and shall have the general and active management of its affairs pursuant to the actions, orders, resolutions, and directives 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 Organization 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, which powers should include the appointment of all standing committee chairs with the assistance and approval of the Board of Directors, except the Nominating Committee.

The President shall report to the membership at the annual 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 Organization shall be elected annually from the Board of Directors by the Board of Directors and shall serve a term of one year. There shall be a limit of three terms which a Vice-President may hold consecutively.

In the event of a vacancy in the office of the Vice-President, the President may make an interim appointment pending the occurrence of a meeting of the Board.

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 their 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 with all deliberate haste.

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

Section 3:

The Secretary of the Organization shall be elected annually from the Board of Directors by the Board of Directors and shall serve a term of one year. There shall be a limit of three terms which a Secretary may hold consecutively.

In the event of a vacancy in the office of the Secretary, 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, the Board of Directors, and of the Executive Committee, and shall preserve in the books of the Organization true minutes of the proceedings of all such meetings. The Secretary shall safely keep in their custody the Seal of the Organization 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 them by the President or by the Board of Directors.

Section 4:

The Treasurer of the Organization shall be elected annually from the Board of Directors by the Board of Directors and shall serve a term of one year. There shall be a limit of three terms which a Treasurer may hold consecutively.

In the event of a vacancy in the office of the Treasurer, the President may make an interim appointment pending the occurrence of a meeting of the Board.

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

They shall record the funds of the Organization and shall render accountings of all the transactions, and of the financial condition of the Organization, to the President and to the Board of Directors, and whenever such reports are requested by the President, Board of Directors, or quorum of the membership.

If it is required by the Board of Directors, they shall deliver to the President at the expense of the Organization, 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 them by the President or by the Board of Directors.

Section 5:

It shall be unlawful for one person to hold more than one of the four offices concurrently.

Section 6:

The election of officers shall take place annually at the Board of Directors meeting immediately following the annual 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 at least three members, two-thirds of which shall not be Directors, shall be appointed by the President subject to the approval of the Board of Directors. Such appointments shall be made annually at the first annual meeting of the Board of Directors. The Nominating Committee shall elect its own Chair.

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 Chair 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 Organization and the annual program plan of the President and Executive Committee. The budget of the Organization shall cover all of the routine operations of the Organization and all of the special events and activities of the Organizations program efforts.

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 Organization may require or warrant.

Section 5:

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

Article X: Elections

Section 1:

The Nominating Committee shall each year, after its appointment, 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 submitted to the Board of Directors no less than 30 days prior to the annual meeting and upon approval of the Board of Directors, will be submitted to the entire membership along with notice of the annual meeting, no less than seven days before the annual 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 a 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 payment of money shall be signed by the President or Vice-President of the Organization.

Section 2:

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

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 Organization.

Article XI: Execution of Instruments

Section 1:

Upon the dissolution of the Organization, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the Organization, dispose of all the assets of the Organization exclusively for the purposes of the Organization in such manner, or to such organization(s) operated exclusively for the charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization(s) 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 Organization is then located, exclusively for such purposes or to such organization(s) as said court shall determine, which are operated exclusively for such purposes.