

# BOONE COUNTY HISTORICAL SOCIETY

## BY-LAWS

### Article I.

#### **Name**

**Section 1.** The name of the association shall be the Boone County Historical Society, Incorporated, with permanent headquarters located in Lebanon, Boone County, Indiana, hereinafter, referred to as the "Society".

### Article II.

#### **Purpose**

**Section 1.** The general purpose(s) of the Society shall be:

- A.** To promote historical study and investigation generally, but more particularly, that pertaining to the State of Indiana, County of Boone, the City of Lebanon, the towns, villages, townships, and other civil sub-divisions of Boone County;
- B.** To encourage the discovery, collection, organization, preservation, and, if practicable, the publication of historical facts pertaining to the State of Indiana and to Boone County;
- C.** To insure the preservation and protection of all historical landmarks and cemeteries, to the extent possible;
- D.** To collect and preserve books, pamphlets, papers, genealogies, maps, pictures, relics, manuscripts, letters, journals, field books, as well as any and all items of note which will describe or illustrate the social, religious, political, industrial or educational progress of the State of Indiana and Boone County, or any of the neighboring counties;
- E.** To protect and preserve tangible objects of Boone County history by, but not limited to, the establishment of a foundation for the purpose of receiving funds and property toward the goal of building a permanent structure to preserve such objects.

### **Article III.**

#### **Membership**

**Section 1.** The charter membership of the Society shall consist of those persons who paid their required dues by July 1, 1977.

**Section 2.** There shall be five classes of membership.

- a. Adult - 18 Years plus
- b. Family - 2 adults plus children
- c. Life Time - One individual
- d. Nonprofit - Organization
- e. Business -

**Section 3.** Each member of the Society (other than Life Time & Honorary Life Time) upon receiving their dues' billing shall pay their annual dues between January 1st of each year and the last day of that month. Members whose dues are delinquent after the January deadline may be subject to loss of membership benefits.

**Section 4.** The amount of the dues will be determined by the Board of Directors and approved by the membership at the annual meeting.

**Section 5.** Membership in the Society shall be terminated by resignation, failure or refusal to pay the prescribed dues, or by death.

**Section 6.** The Society's operating year will be from January 1 through December 31 of the same year.

## **Article IV.**

### **Officers and Directors**

**Section 1.** The officers of the Society shall be a President, Vice-president, Secretary, and Treasurer, each of whom shall be elected annually by the Board of Directors at their annual meeting, and they shall serve for a period of one year or until a successor is chosen and assumes the duties of the office which may be immediately after an election. All officers must be members of the Society, residents of Boone County, Indiana, and elected members of the Board of Directors.

**Section 2.** A vacancy in the office of the President shall be filled by the Vice-president who shall serve during the remainder of the term. In the event that the President and the Vice-president shall both be absent or disqualified for any reason, the Secretary shall act as President during such absence or inability to serve. If the vacancy is permanent, the position(s) shall be filled by proper election by the Board of Directors.

### **Section 3.**

**A.** The Board of Directors shall consist of no less than nine(9) members elected from the general membership of the Society. They must be residents of Boone County, Indiana. Board members are elected to a one (1) year term.

**B.** The four elected officers (President, Vice-president, Secretary, and Treasurer) shall be members of the Board of Directors for the duration of the terms of their office.

**C.** Once elected to the Board of Directors, a Director must attend 60% of all meetings of the Board every year of the term of office. Failure to do so may terminate one's Directorship at the discretion of the Board of Directors which shall then elect a new Director to serve the balance of the unexpired term. If a Director resigns from the board with or without a letter of resignation the board shall select a replacement from the membership to serve the balance of the unexpired term.

**D. Removal.** An officer may be removed by a majority vote of the Board of Directors at a regular meeting, or by action in writing pursuant to Article VII Section 4, whenever it is in the Boards' judgment that the best interest of the Society will be served thereby.

**Section 4.** Election of Directors shall be held at the Society's annual business meeting in December. A majority of the votes of the members present and voting at the annual meeting shall be required for election.

## **Article V.**

### **Duties of Officers and Board of Directors**

**Section 1.** The President shall preside at all meetings of the Society and of the Board of Directors; appoint the members of the various committees (with board approval); call special meetings of the Society on his or her initiative or on the written request of five members; transact the business of the Society between meetings of the Society or the Board of Directors; and perform such other duties as may be assigned to this officer by the Society and/or as have been ascribed heretofore to the office of the President of the organization.

**Section 2.** The Vice-president shall perform the duties of the President in the event of the President's absence or upon the President's request. In the event that the office is vacated by the President, the Vice-president shall serve as President for the unexpired term.

**Section 3.** The Secretary shall keep the minutes of all meetings of the Society and of the Board of Directors and prepare and submit the same for adoption. The minutes shall contain all motions and acceptances as well as a record of directors present. The Secretary shall keep an up-to-date membership list for the Society and issue a membership card to each member, stating members name, month, and year of paid activity.

**Section 4.** The Treasurer shall collect all dues or other amounts owing to the Society by members or other persons and all subscriptions, gifts, and donations of money of which the Society may be a recipient; keep all monies belonging to the Society on deposit in some bank or trust company located in the county and keep an accurate account of the same; shall pay all bills that have been received and approved by the Board of Directors and make a report to the Society of the conditions of the finances at each general membership meeting and Board of Directors. A member of the Society may request a copy of this report, which will be electronically transferred or mailed. An annual financial report shall be given at the annual meeting.

**Section 5.** The Board of Directors shall be charged with the general care of the properties belonging to the Society; shall plan the work of the Society; shall outline the programs for the meetings; and shall secure proper persons to prepare and read papers, to investigate definite subjects, or to make special reports. No item is to be released, sold, loaned, or disposed of in any manner, unless approved by the Board of Directors

## **Article VI.**

### **Committees**

**Section 1.** The Board of Directors may create and dissolve such committees as are needed to conduct the business of the Society, and the members of the committee shall be appointed by the President and approved by the Board.

**Section 2.** Each committee shall have at least three (3) members.

**Section 3.** Meetings of the respective committees may be called by the chairman or by three members of the committee, and three days' notice of any such meeting shall be given to each member. No committee shall be prevented from meeting at any time when all members are present or are represented by proxy. The President of the Society may call a meeting of any committee at any time at the President's discretion by giving the required notice.

**Section 4.** Nominating Committee. The Nominating Committee shall be appointed by the President and approved by the board prior to the annual meeting. The committee shall be composed of a total of three (3) members and must include one (1) officer. A poll shall be taken of the current Board to determine who wishes the opportunity to continue to serve, and who may choose to leave the Board. The committee shall be responsible for interviewing perspective board members to fill any vacancies. Each member of the committee shall have one (1) vote and a decision shall be made by the majority. The committee will make recommendations to the board prior to the annual meeting and name at least one candidate for each available Directorship. Nominations may also be made from the floor at the election meeting.

## **Article VII.**

### **Meetings;**

**Section 1.** The annual business meeting of the general membership of the Society shall be held each year on the 2nd Sunday of the month of December and at such time and place as determined by the Board of Directors. All reports including committee reports shall be made at this meeting. The regular election of directors shall take place at this meeting.

**Section 2.** Special meetings may be called by a majority of the Board of Directors.

**Section 3.** The regular meetings of the Board of Directors shall be held on the 1st Tuesday of each month at 7:00 P.M., and at a location determined by the Board (general membership invited with no voting rights extended). If circumstances warrant a change to the time or date of the regular meeting, notice shall be posted to the Society's website and social media pages. Special meetings of the Board of Directors may also be called by the President or five members of the Board of Directors. The Board of Directors shall meet in December of each year concurrently with the meeting of the general membership of the Society. This meeting shall be the annual meeting of the Board of Directors, at which time the officers shall be elected.

**Section 4.** Action Without a Formal (In-Person) Meeting.

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a formal (in-person) meeting of all members of the Board. Action may be taken informally via email or video conference (i.e., Zoom, Teams) by a majority vote of the Board. Any action taken without a majority vote of the Board shall be null and void and not binding upon the members, Directors or officers. Discussion shall precede any electronic motions/calls for a vote. Steps should be taken to ensure all Board members are aware of the need to vote electronically. Vote results shall be recorded in the minutes of the next regular meeting.

**Article VIII.**

**Quorum**

**Section 1.** A majority of the members of the Board constitutes a quorum at the meetings of the Board of Directors. A majority of the membership of any committee shall constitute a quorum to transact business of that committee.

**Article IX.**

**Amendments**

**Section 1.** These by-laws may be amended by a two-thirds vote of those present at any regular or special meeting of the Society, and notice of the proposed amendment shall have been given at the previous regular meeting.

**Article X.**

**Parliamentary Authorities**

**Section 1.** The rules contained in Roberts' Rules of Order, Newly Revised, shall govern the proceedings of this Society, subject to the special rules which have been or may be adopted.

**Revised: November 4, 2008**

**Revised: March 3, 2009**

**Revised: April 6, 2010**

**Revised: January 3, 2012**

**Revised: January 8, 2013**

**Revised/adopted Sept 7, 2021**