

# CODE OF BYLAWS

OF THE

INDIANA  
HISTORICAL SOCIETY



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### ARTICLE 1 Identification

**Section 1.01. Name.** The name of the corporation (the "Society") shall be as provided in the legislative charter.

**Section 1.02. Principal Office.** The post office address of the principal office of the Society is 315 West Ohio Street, Indianapolis, Marion County, Indiana 46202.

**Section 1.03. Seal.** The seal of the Society shall be circular in form and mounted upon a metal die, suitable for impressing upon paper. About the periphery of the seal shall appear the words "INDIANA HISTORICAL SOCIETY" and the year "1830." In the center of the seal shall appear the word "Seal" and the design of the original state capitol building at Corydon, Indiana.

### ARTICLE 2 Membership and Dues

**Section 2.01. Membership.** A person desiring a membership in the Society shall submit a written application in a form approved by the board of trustees. Anyone shall be eligible to apply for membership; the board of trustees shall have final authority to elect members in the Society. Membership may be terminated by the board of trustees for cause. A person shall cease to be a member for failure to pay dues upon such terms as the board may, from time to time, specify.

**Section 2.02. Classes of Membership.** The classes of membership shall include annual, sustaining, contributing, life, and such other memberships as the board of trustees shall from time to time establish.

**Section 2.03. Dues.** Members of the Society with an annual, contributing, or sustaining membership shall pay dues each year on or before January 30 in an amount specified by the board of trustees. Failure to pay dues shall sub-

ject a member to suspension or expulsion. A life member shall only be required to make a single payment in an amount specified by the board of trustees.

### ARTICLE 3 Meetings of the Membership

**Section 3.01. Annual Meetings.** An annual meeting of the members shall be held at a time and place as the board of trustees may determine. Failure to hold an annual meeting shall not work a forfeiture or dissolution of the Society.

**Section 3.02. Special Meetings.** A special meeting of the Society may be called at any time by the president, or, in the case of his death, absence, or disability, by any three trustees. A special meeting of the Society shall also be called at any time on the written request of thirty (30) members addressed to the president.

**Section 3.03. Place of Meetings.** All meetings of the membership of the Society shall be held at a place, within Indiana, as may be specified in the notice of the meeting. If no place is specified, then the meeting shall be held at the principal office of the Society.

**Section 3.04. Notice of Meetings.** A notice of a meeting will be provided at least ten (10) days in advance in a form and manner determined by the board.

**Section 3.05. Voting Rights.** Every member shall be entitled to one vote.

**Section 3.06. Voting by Proxy.** Voting may be in person, by proxy, or by mail as the board may specify.

**Section 3.07. Quorum.** Six members present in person at any meeting of the membership shall constitute a quorum for the transaction of business.

**Section 3.08. Voting List.** The executive secretary of the Society shall keep a complete and accurate list of all members entitled to vote at the principal office of the Society. The list may be inspected by a member at any reasonable time.

### ARTICLE 4 The Board of Trustees

**Section 4.01. Governing Body.** The governing body of the Society shall be a board of fifteen trustees. At each annual meeting, the members shall elect five trustees, each to serve a three year term.

**Section 4.02. Meetings of Trustees.** Meetings of the trustees shall be held not less than annually and may be held upon the call of the chairman or upon the call of three or more trustees at any place within the state of Indiana upon 48 hours notice. The notice shall specify the time, place, and general purpose of the meeting and shall be given to each trustee personally, by mail, or by telephone. Notice of a meeting may be waived, and attendance at a meeting shall excuse the requirement of notice.

**Section 4.03. Quorum of Trustees.** Eight trustees shall constitute a quorum for the transaction of business at any meeting.

**Section 4.04. Resignation.** A trustee may resign by notifying the chairman of the board.

**Section 4.05. Vacancies.** A vacancy in the board of trustees shall be filled by the remaining members of the board. A trustee so selected shall serve the unexpired balance of the term.

### ARTICLE 5 The Officers of the Society

**Section 5.01. Officers.** The officers of the Society shall consist of a chairman of the board



of trustees, a president, one or more vice-presidents, a treasurer, and an executive secretary. Two or more offices may be held by the same person, except the office of president and secretary shall not be held by the same person. The trustees shall elect the officers at their first meeting after the annual meeting of the members of the Society. Each officer shall hold office for a term of one year or until his successor is elected.

**Section 5.02. Vacancies.** Whenever a vacancy shall occur in any office, the board of trustees may fill the vacancy, and an officer so elected shall hold office until the next regular election of officers as provided in Section 5.01.

**Section 5.03. Chairman of the Board.** The chairman of the board shall preside at all meetings of the board of trustees, shall, in the absence of other provision, appoint the chairman and members of all standing and temporary committees, and shall perform such other duties as the board may prescribe.

**Section 5.04. The President.** The president shall preside at all meetings of the membership and shall preside at meetings of the trustees if requested to do so by the chairman and shall discharge all duties that devolve upon a presiding officer and perform such other duties as the trustees may prescribe. He shall be an ex officio member of all standing committees.

**Section 5.05. Vice-President.** A vice-president designated by the board of trustees shall perform all duties incumbent on the president during the absence or disability of the president. Vice-presidents shall perform such other duties as the board of trustees may prescribe.

**Section 5.06. The Treasurer.** The treasurer shall have custody of all corporate funds and securities and shall keep or cause to be kept in books belonging to the Society full and accurate accounts of all receipts and disbursements. He shall deposit all money and securities in

such depository as may be designated for that purpose by the board of trustees. He shall furnish at meetings of the board of trustees, or whenever requested, a statement of the financial condition of the Society and shall perform such other duties as may be prescribed by the board of trustees. He shall report all receipts and disbursements at the annual meeting of the membership as required by the Society's charter.

**Section 5.07. Executive Secretary.** The executive secretary shall be a full-time employee of the Society, shall be its chief administrative officer, and shall have general management of its affairs subject to the discretion and control of the board of trustees. The executive secretary shall be an ex officio member of all standing committees, in charge of correspondence with the membership and with others and shall assist the board of trustees, officers, and committees in the performance of their functions. The executive secretary shall keep custody and care of the corporate seal and minutes of the Society. The executive secretary shall attend all meetings of the membership and of the board of trustees and shall keep or cause to be kept a true and complete record of the proceedings of such meetings in a book provided for the purpose. The executive secretary shall perform such other duties as the board of trustees may prescribe.

**Section 5.08. Removal.** Any officer of the Society shall serve only at the pleasure of the board of trustees.

**Section 5.09. Resignation.** Any officer or member of a committee may resign at any time. A resignation shall be made in writing and shall take effect at the time specified therein, and, if no time is specified, at the time of its receipt by the president or executive secretary of the Society. The acceptance of a resignation shall not be necessary to make it effective.



## ARTICLE 6 Committees

**Section 6.01. Executive Committee.** Unless the board shall provide otherwise, the officers of the Society elected by the board shall constitute an executive committee of the Society. The executive secretary of the Society shall serve as secretary of the executive committee. The executive committee shall transact such business of the Society as may require attention between meetings of the board of trustees. All business transacted by the executive committee shall be reported to and be subject to approval by the board of trustees at its next regular meeting.

**Section 6.02. Finance Committee.** The chairman of the board of trustees shall, with the advice of the board of trustees, appoint from among the trustees a chairman and not fewer than two additional members to a standing committee to be designated the finance committee. The finance committee shall review the financial affairs of the Society, determine what financial policies and courses of action are prudent and appropriate, and make recommendations to the board of trustees concerning financial matters, including the management, investment, and use of the Society's assets. In performing these functions, the finance committee shall give due consideration to the need to preserve the Society's assets and to the future and long-range needs of the Society. The finance committee shall hold regular quarterly meetings and such special meetings as may be called by the chairman of the finance committee or a majority of its members. A majority of the finance committee shall constitute a quorum at any meeting of the finance committee. The finance committee shall submit a written report to the board of trustees at least annually.

**Section 6.03. Library Committee.** The chairman of the board of trustees shall, with the advice of the board of trustees, appoint a

standing committee not to exceed 15 persons in number to be designated as the library committee. Each appointment shall be for a three year term. The library committee shall select its own officers and determine its own quorum and procedure. Vacancies on the library committee shall be filled by the chairman with the advice of the board of trustees. The library committee shall be responsible for the formulation and execution of a policy for the Society in the acquisition of books, manuscript materials, and artifacts. The library committee shall propose a budget for its operation to the board of trustees each year prior to the board's budget meeting. The library committee shall make a written report of its actions and acquisitions each year to the board of trustees.

**Section 6.04. Other Committees.** The board of trustees may, from time to time, create other standing or temporary committees as it shall determine necessary or desirable for the execution of the Society's mission.

## ARTICLE 7 Sections

**Section 7.01. Authorization of Sections.** The board of trustees may from time to time authorize the creation of a special section of membership from among the general membership relating to a special interest within the Society's general mission, such as genealogy, military history, or other special interests. The board may discontinue, combine, or change sections previously authorized.

**Section 7.02. Section Membership.** Membership in a section shall be open to all members of the Society upon reasonable terms that the board of trustees or a majority of the section members may specify for all members of the section. Section dues or fees may be established by a section, provided that such dues or fees are approved by the board of trustees.

**Section 7.03. Government of Sections.** A section shall be governed by written rules de-



veloped by the section, which written rules shall be subject to the approval of the board of trustees. Such rules shall provide for a board or officers and for the periodic election thereof by the members of the section. Such rules shall also identify the representative or representatives authorized to expend the funds budgeted for the section.

**Section 7.04.** *Liaison with Board of Trustees.* The board or officers of a section, as provided by the section's rules, shall select a delegate who shall be entitled to attend each meeting of the board of trustees. A section delegate shall be entitled to be heard on any matter particularly affecting his section but shall not be entitled to vote unless he shall also be an elected trustee.

**7.041.** Prior to a meeting of the board of trustees, a section delegate may request a place on the agenda of that meeting, which request shall be granted unless the chairman of the board of trustees decides that there is insufficient time available.

**7.042.** A section delegate shall receive copies of the agenda and minutes of meetings of the board of trustees and copies of other materials prepared for the use of the trustees at such meetings.

**Section 7.05.** *Section Budgets.* A section shall submit to the members of the executive committee a proposed budget for its operation on or before September 1 of each year, for submission to the board of trustees for approval.

**7.051.** After a section budget is approved, a section shall be entitled to the expenditure of any money authorized by its budget, as approved by the board of trustees, upon the submission of an appropriate voucher.

**7.052.** A section shall be responsible to the board of trustees for a written accounting of its expenditures on request by the board of trustees and in any event promptly after the conclusion of the Society's fiscal year.

**Section 7.06.** *Section Responsibility.* The formulation and execution of the policy and activities of a section shall conform to the written rules referred to in Section 7.03. Actions by a section in the name of the Society or on its credit, and publications issued by a section in the name of the Society, shall be subject to the approval of the board of trustees.

## **ARTICLE 8**

### **Budget**

An annual budget shall be prepared by the executive secretary of the Society and submitted to the board of trustees for approval prior to the end of each fiscal year.

## **ARTICLE 9**

### **Corporate Books**

The books and records of the Society may be kept at such places within the state of Indiana as the board of trustees may from time to time determine.

## **ARTICLE 10**

### **Contracts, Checks, Notes, Etc.**

All contracts and agreements authorized by the board of trustees, and all checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money, shall, unless otherwise directed by the board of trustees, or unless otherwise required by law, be signed by any two of the following officers, who are different persons: president, any vice-president, or treasurer. The board of trustees may, however, authorize any one of such officers to sign checks, drafts and orders for the payment of money singly and without the necessity of a counter-signature, and may designate employees of the Society, other than those named above, who may, in the name of the Society, execute drafts, checks and orders for the payment of money in its behalf.

**ARTICLE 11**  
**Indemnification of Trustees**

The Society shall indemnify any person (and his successors in interest) who may serve or has served as a trustee or officer of the Society against any expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by him in connection with the defense or settlement of any claim, action, suit, or proceeding asserted against him by reason of his service as a trustee or as an officer, unless he shall have acted in bad faith or willful disregard of the Society's best interests. This indemnification shall be in addition to any other rights to which he may be entitled under any law, agreement, vote of members, or otherwise.

**ARTICLE 12**  
**Amendments**

The power to make, alter, amend, or repeal this code of bylaws is vested in the board of trustees.