

THE BROWN COUNTY HISTORICAL SOCIETY, INC.
Brown County, Indiana
ARTICLES OF INCORPORATION AND BYLAWS

ARTICLES OF INCORPORATION

ARTICLE I: NAME, DURATION, REGISTERED OFFICE AND AGENT

- A. The name of this corporation shall be THE BROWN COUNTY HISTORICAL SOCIETY, INCORPORATED.
- B. The period of duration of the corporation is perpetual.
- C. The address of the registered office of the corporation is Post Office Box 668, Nashville, Indiana 47448.
- D. The name of the registered agent of this corporation is the president of this corporation.

ARTICLE II: OBJECT

In 1957 a group of citizens felt the need for a society to make the history of this county available to the people of the county. There was no support from the county through tax money; therefore, the society had to be incorporated. The discovery of how the county came into existence and why it has the peculiar characteristics it is famous for is the rationale of the following documents.

The object of this corporation shall be:

- A. to research, interpret, collect, and preserve manuscripts, artifacts, and other materials relating to Brown County, Indiana, history;
- B. to establish, maintain, and perpetuate a Brown County Museum;
- C. to locate and mark historical sites within the county;
- D. to sponsor a history of Brown County;
- E. to cooperate with the Brown County Board of Education in furnishing materials for the teaching of the history of Brown County.

ARTICLE III: MEMBERS

The membership of the corporation shall be composed of individuals who have expressed their desire to join, have followed the procedure set forth in the bylaws, and have made the object of the corporation their own.

ARTICLE IV: MEETINGS

The corporation shall have regular meetings as often as stated in the bylaws. Special meetings may be called in such manner as may be provided by the bylaws of this corporation. Each member shall have one (1) vote.

ARTICLE V: OFFICERS

The officers of the corporation shall be provided in the bylaws and shall be elected at the annual meeting. The corporation shall have the power to create or abolish such offices, boards, and committees from time to time as the bylaws will direct.

ARTICLE VI: DISSOLUTION

It is expressly declared that this corporation is not organized for business purposes and that no dividend or pecuniary profits shall ever be shared by its members.

In the event of the dissolution of this corporation, the Board of Directors shall establish a Trust and appoint as Trustees the Director of the Indiana Historical Society, the Director of the Indiana State Museum, and one (1) member of the Board of Commissioners of Brown County, Indiana, and two (2) members of the Brown County Historical Society, Inc.

ARTICLE VII: AUTHORITY

This corporation shall have all the power and authority of corporations organized under the General Not-For-Profit Corporation Act (Acts of 1935, Chapter 157) and all Acts amendatory thereof and supplemental thereto.

ARTICLE VIII: AMENDMENTS

These Articles of Incorporation may be amended or revised at any regular or special called meeting of the corporation by a two-thirds ($\frac{2}{3}$) vote of the eligible voting membership, upon resolution adopted by the Board of Directors.

MISSION STATEMENT OF THE BROWN COUNTY HISTORICAL SOCIETY, INCORPORATED (hereinafter referred to as Society):

THE MISSION OF THIS SOCIETY IS TO COLLECT, PRESERVE, AND EXHIBIT THE HISTORY OF BROWN COUNTY, INDIANA, FOR THE EDUCATION OF STUDENTS, MEMBERS, AND THE GENERAL PUBLIC.

Adopted October 28, 1998

BYLAWS

ARTICLE I: MEMBERSHIP AND DUES

Section 1 - Membership

Any individual or business desiring a membership in the Society shall pay annual dues as determined by the Board of Directors. 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 - Classes of Membership

- Student (under 19)
- Individual
- Family
- Business
 - Life

Section 3 - Dues

Members of the Society shall pay dues each year in an amount specified by the Board of Directors. A life member shall be required to make a one-time payment in an amount specified by the Board.

ARTICLE II: MEETINGS OF THE MEMBERSHIP

Section 1 - Annual Meeting

An annual meeting shall be held in January of each year for electing officers and board members. Reports of officers and committee chairs may be published in the year's first newsletter issue and may be presented at the annual meeting.

Section 2 - General Meetings

General meetings of the members shall be held at such time and place as the Board of Directors may determine.

Section 3 - Special Meetings

A special meeting of the Society may be called at any time by the President, or in the case of the President's death, absence, or disability, by any three (3) members of the Board of Directors. A special meeting of the Society shall also be called at anytime on the written request of thirty (30) members addressed to the President.

Section 4 - Notice of Meetings

Notice of meeting dates and times normally will be published in the Society's *Newsletter* and in the Brown County newspaper. Notice of special meeting normally will be provided at least ten (10) days in advance in a form and manner determined by the Board of Directors.

Section 5 - Voting Rights

Every member shall be entitled to one (1) vote. Business memberships shall have be one (1)

vote, expressed by a representative of the business. Proxy votes shall not be permitted.

A simple majority will decide any vote except for the revision or amendment of the Articles of Incorporation or the Bylaws or for the purchase or disposition of major assets. These shall require a two-thirds ($\frac{2}{3}$) vote.

Section 6 - Quorum

The members present in person at any general meeting of the membership shall constitute a quorum for the transaction of business.

Section 7 - Voting List

The Membership Chair shall keep a complete and accurate list of all members entitled to vote. The list may be inspected by a member at any reasonable time.

ARTICLE III: OFFICERS AND ELECTIONS

Section 1 - Officers

The elected officers of the Society shall consist of a president, one or more vice presidents, a recording secretary, a treasurer, and a corresponding secretary.

Section 2 - Elections

- a. The elected officers shall be elected by ballot or by a voice vote at the annual meeting to serve a term of two (2) years or until their successors are elected, and shall be eligible for reelection to the same office. Newly elected officers shall assume their duties at the close of the meeting in which they are elected.
- b. The election of officers shall be as follows:
 - (1) The President and one or more Vice Presidents shall be elected in even-numbered years.
 - (2) The Recording Secretary, Treasurer, and Corresponding Secretary shall be elected in the odd-numbered years.
 - (3) A majority vote shall elect.
- c. The retiring Treasurer shall, within sixty (60) days following the election, turn over to her/his successor all materials pertaining to the office. All other retiring officers shall, with thirty (30) days following the election, turn over to their successors all material pertaining to their offices.

Section 3 - Vacancies

A vacancy in the office of the President shall be filled by one of the Vice Presidents. A vacancy in any other office shall be filled by the Board of Directors. An officer so elected shall hold office until the next regular election.

Section 4 - Removal

Any officer of the Society may be removed from office prior to the expiration of the term of office by the Board of Directors by a vote of three-fourths ($\frac{3}{4}$) of all members of the Board. The members of the Board (including the officer involved) shall be notified at least two (2) days prior to the Board meeting in the event any such action is contemplated and the individual officer shall be afforded the opportunity to be heard at such meeting.

Section 5 - Resignation

Any officer 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 of the Society. The acceptance of the resignation shall not be necessary to make it effective.

ARTICLE IV: DUTIES OF OFFICERS

All officers shall keep a record of activities to pass on to successors.

Section 1 - President

The President shall:

- a. preside at all meetings of the Society and of the Board of Directors;
- b. be responsible for appointing standing committees, appointed officers, special appointed personnel, and special committees with the approval of the Board of Directors;
- c. be an ex-officio member of all committees except the Nominating Committee;
- d. be responsible for maintaining the list of key holders to Historical Society buildings.
- e. in emergencies, be authorized to sign checks for the Treasurer;
- f. co-sign, with the Recording Secretary, all contracts and other legal documents of the Society as approved by the Board of Directors;
- g. report to each meeting of the Board of Directors;
- h. prepare an annual report for the Board;
- i. perform other duties as set forth in the Operating Regulations.

Section 2 - First Vice President

The First Vice President may perform the duties of the office of the President in the absence or at the request of the President, and shall:

- a. obtain programs for the general meetings of the Society;
- b. report to each meeting of the Board of Directors;
- c. prepare an annual report for the Board;
- d. perform other duties as set forth in the Operation Regulations and as requested by the President.

Section 3 - Second Vice President

The Second Vice President may perform the duties of the office of the President in the absence or at the request of the President and shall:

- a. chair the Museum Committee;
- b. report to each meeting of the Board of Directors;
- c. prepare an annual report for the Board.

Section 4 - Recording Secretary

The Recording Secretary shall:

- a. record the minutes of all meetings of the Society, the Executive Committee, and the Board of Directors. Report the minutes at each meeting of the Society;
- b. record attendance at all meetings of the Board of Directors;
- c. file a current copy of the Articles of Incorporation, the Bylaws, and the Operating Regulations.
- d. keep a current record of the membership of the Society;
- e. file all contracts, agreements, deeds, abstracts, written reports, and other important papers of the Society;

- f. co-sign, with the President, contracts and other legal instruments of the Society as approved and directed by the Board of Directors;
- g. provide copies of the Articles of Incorporation, Bylaws, and Operation Regulations to members of the Board of Directors and other members upon request.
- h. prepare an annual report for the Board;
- i. file the yearly Minutes Book in the Archives for the preservation of the Society;
- j. perform other duties as set forth in the Operation Regulations and as requested by the President.

Section 5 - Treasurer

The Treasurer shall:

- a. receive all monies of the Society and deposit them in a bank approved by the Board of Directors;
- b. keep an itemized account of all receipts and disbursements;
- c. make all payments authorized by the Board of Directors;
- d. report to each general meeting of the Society and each meeting of the Board of Directors;
- e. submit records at end of each fiscal year and at the end of term of office for a financial review;
- f. prepare an annual report for the Board, to be published in the newsletter;
- g. perform other duties as set forth in the Operating Regulations and as requested by the President.

Section 6 - Corresponding Secretary

The Corresponding Secretary shall:

- a. conduct the general correspondence of the Society;
- b. notify the voting membership ten (10) days in advance of special called meetings;
- c. report to each meeting of the Board of Directors;
- d. prepare an annual report for the Board;
- e. perform other duties as set forth in the Operating Regulations and as requested by the President.

ARTICLE V: NOMINATIONS

Section 1

A nominating Committee of five (5) members shall be appointed by the President with the approval of the Board of Directors. The Chairman shall be a member of the Board whose term expires and is not eligible for reelection.

Section 2

The Nominating Committee shall:

- a. nominate one (1) or more candidates for each elective office to be filled;
- b. obtain consent of all nominees to serve if elected;
- c. submit report to be published in the *Newsletter* prior to the annual meeting.

Section 3

Nominations for elected officers may be made from the floor provided consent of the nominee has been secured.

ARTICLE VI: BOARD OF DIRECTORS

Section 1

The Board of Directors shall be composed of the elected officers, nine (9) elected directors, with three (3) being elected each year, and one (1) representative of the Brown County Pioneer Women's Club.

Section 2 - Directors

Any active member of the Society is eligible for election or appointment to the Board of Directors.

Section 3 - Elections

Each year three (3) directors shall be elected to serve for a term of three (3) years or until their successors are elected. Directors shall be eligible for one (1) reelection. A period of one (1) year must elapse before being elected again. Newly elected directors shall assume their duties at the close of the meeting in which they were elected.

Section 4 - Voting

No Board member shall hold more than one voting position. A Board member may authorize another member of the Board to vote on his or her behalf in case of the first member's absence. The President or Recording Secretary must be notified in writing of this proxy prior to the Board meeting. Special appointed personnel shall be advisory members only.

Section 5 - Meetings

The Board of Directors shall meet monthly.

Special meetings of the Board of Directors may be called by the President or by written request of five (5) members of the Board. Time and place for holding such meetings shall be determined by the President with the approval of the Executive Committee.

Section 6 - Quorum

A majority of the Board shall constitute a quorum.

Section 7 - Vacancies

A vacancy in a directorship shall be filled by the President with the approval of the Executive Committee.

Section 8 - Duties

The Board of Directors shall:

- a. oversee the transaction of all Society business;
- b. interview, hire, and supervise the work of all paid personnel;
- c. evaluate, promote, and coordinate the activities of the Society in relation to its objectives, and initiate programs to meet the needs of the membership;
- d. approve banks for the deposit of all funds of the Society;
- e. oversee the disbursement of all funds of the Society;
- f. approve Society insurance coverage;
- g. determine the dues for each class of membership;

- h. fill vacancies occurring in elective offices, except the office of the President;
- i. approve appointed officers, committee appointments, and special appointed personnel;
- j. consider and approve proposed amendments or revisions of the bylaws before presentation to the Society;
- k. determine time and meeting place of annual, general, or special called meetings of the Society;
- l. consider actions for removal of a member of the Board;
- m. receive committee reports and authorize action;
- n. approve conditions and contributions for building use;
- o. approve contracts for construction and maintenance of Society-owned buildings and property.

ARTICLE VII: EXECUTIVE COMMITTEE

The Executive Committee shall be composed of the elected officers.

Section 1 - Meetings

- a. The Executive Committee shall meet at the call of the President. In case of emergency, the Executive Committee may take action by mail or electronic messaging;
- b. special meetings of the Executive Committee may be called by written request of three (3) voting members of the committee;
- c. Four (4) voting members of the Executive Committee shall constitute a quorum.

Section 2 - Duties

The Executive Committee shall:

- a. present programs requiring financial support to the Board of Directors for consideration and approval;
- b. approve appointments of the President for vacancies in the Board of Directors;
- c. propose insurance coverage for the benefit of the Society;
- d. report to the Board of Directors for approval all business transacted at its meetings;
- e. approve the time and place of special called meetings of the Board of Directors.

ARTICLE VIII: VOLUNTEER STAFF POSITIONS

A. Staff positions may include:

- Archeologist
- Archivist
- Curator
- Director of Publications
- Genealogist
- Newsletter Editor
- Webmaster

B. Staff positions shall be appointed by the President with the approval of the Board of Directors.

C. Duties of the staff positions shall be set forth in the Operating Regulations.

D. There may be additional staff positions as the President, subject to approval by the Board of Directors, deems necessary to carry on the work of the Society.

ARTICLE IX: COMMITTEES

- A. Appointments to all Committees shall be made by the President with the approval of the Board of Directors.
- B. Duties of all Committees shall be set forth in the Operating Regulations.
- C. There may be additional Committees as the Executive Committee, Board of Directors, or the Society deem necessary to carry on the work of the Society. The assembly authorizing the Committee shall determine the authority and responsibility of the Committee.

Section 1 - Standing Committees

The Standing Committees may include

- Acquisitions
- Archives
- Awards
- Building and Grounds
- Building Use
- Communications
- Finance
- Hospitality
- Long-Range Planning
- Membership
- Museum
- Nominating
- Project
- Publicity and Promotion
- Ways and Means

Section 2 - Subcommittees

The Subcommittees shall be accountable to the Board of Directors and may include:

- Christmas Dinner
- Indoor Garage Sale
- Spring Blossom Parade
- Quilt Show

Section 3 - Ad Hoc Committees

Ad Hoc Committees may be appointed to carry on a specific task. On presentation of its final report to the assembly, it ceases to exist.

ARTICLE X: BROWN COUNTY PIONEER WOMEN'S CLUB

The Brown County Pioneer Women's Club is a part of the Brown County Historical Society and shall:

- a. elect officers and conduct its own financial operation;
- b. submit to the Society's Treasurer an annual report of its income, expenses, and balance;
- c. submit to the Society's Treasurer annually its books for audit;
- d. have use of the Society's tax-exempt status and Federal ID number;
- e. have use of the Society's buildings for demonstrations, meetings, and workshops;
- f. choose a representative, who is a member of the Society, to serve on the Board of Directors.

ARTICLE XI: FINANCES

- A. Annual dues for the classes of membership shall be determined by the Board of Directors.
- B. Admission fees to the Museum Complex shall be determined by the Museum Committee.
- C. Rental fees for the use of buildings shall be determined by the Board of Directors.

ARTICLE XII: FISCAL YEAR

The fiscal year of the Society shall be from January 1 to December 31 inclusive. The Society shall adhere to these dates in closing its books.

ARTICLE XIII: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of the Society in all cases to which they are applicable and in which they are not inconsistent with the Bylaws, Operating Regulations, or applicable law.

ARTICLE XIV: AMENDMENTS

These Bylaws may be amended or revised at any general or special called meeting of the Society by a two-thirds (2/3) vote of the eligible membership present, upon resolution adopted by the Board of Directors.

Original Articles of Incorporation and Bylaws.....	June 12, 1958
Amended and Approved.....	September 18, 1972
Revision.....	May 17, 1976
Amended and Approved.....	May 16, 1988
Complete Revision	January 1, 2002
Amended and Approved.....	April 18, 2013

Approved by Board of Directors _____
Date

Approved at General Meeting _____
..... Date

President

Secretary