

## **ARTICLE I – General Provisions**

### **Section 1. Name**

The name of this organization shall be “Monroe County Historical Society, Inc.,” hereinafter “MCHS,” and shall encompass the bodies previously known as “The Monroe County Historical Society, Inc.,” “The Genealogy Chapter,” and “The Monroe County Historical Society Museum.” The building may be called the Monroe County History Center.

### **Section 2. Office**

The principal office or place of business shall be at 202 E 6<sup>th</sup> Street, Bloomington, IN 47408.

### **Section 3. Fiscal Year**

The fiscal year of the MCHS shall be April 1<sup>st</sup> through March 31<sup>st</sup>.

### **Section 4. Parliamentary Procedure**

Meetings of the Board and membership shall be conducted according to Roberts’ Rules of Order.

## **ARTICLE II – Purpose and Means**

### **Section 1. Purpose**

The mission of the MCHS is to foster a deeper understanding and appreciation of Monroe County’s history, culture, and natural environment by all. To accomplish this purpose and mission, the MCHS will collect, preserve, research, interpret and exhibit the genealogy, history and artifacts of Monroe County, Indiana as well as research and interpret the relation of that County’s genealogy, history and artifacts to the State of Indiana and the United States.

### **Section 2. Means**

To accomplish this mission and purpose the MCHS shall at a minimum operate a museum, a local history library, and a museum store.

## **ARTICLE III – Membership**

### **Section 1. Qualifications**

Membership is open to any interested persons.

### **Section 2. Composition of MCHS**

The MCHS shall be composed of active members. Active members of the MCHS are persons who have paid the current membership dues.

### **Section 3. Categories and Dues**

Membership categories and dues shall be determined from time to time by the board of the MCHS.

### **Section 4. Voting**

Each member, regardless of category, is entitled to one vote at the annual membership business meeting or any

special membership meeting at which business is conducted.

### **Section 5. Meetings and Quorum**

The annual meeting of the active members of the MCHS shall be held during the month of April. The time and place of the annual meeting shall be determined by the Board. Notice of the meeting shall be provided to all members prior to the date of the annual meeting. Special business meetings of the membership may be called by the President or, in absence, by a Vice President, or at the request of three officers, or at the request of five members of the MCHS. Such written requests should be addressed to the Board and delivered to the MCHS business office. Due notice shall be provided to all MCHS members at least seven days prior to a special meeting.

The active members present shall constitute a quorum for the election of Trustees, officers, and the transaction of business at the annual meeting and any special meetings.

## **ARTICLE IV – Board**

### **Section 1. Duties**

The Board of Trustees of the MCHS (hereinafter called the “Board”) shall have the responsibility for the business and affairs of the MCHS.

### **Section 2. Number**

The Board shall consist of 15 to 25 Trustees including officers.

### **Section 3. Qualifications**

Any candidate for the Board must have given consent and be an active member of the MCHS prior to election to the Board. Paid staff of MCHS may not be trustees.

### **Section 4. Election and Term**

Trustees shall be elected to serve a three (3) year term by the general membership present at the annual meeting of the Society. Nominations may be made from the floor at the annual meeting. Trustees may be elected by acclamation if there is only one nominee for a position; otherwise they shall be elected by written ballot.

Trustees may be re-elected to serve a second consecutive three (3) year term. Following a second consecutive term they may either advance to Advisory Board status for at least one year or be off the Board for at least one year before being eligible for nomination for re-election to the Board.

### **Section 5. Un-expired Term Vacancy**

An un-expired term vacancy which occurs between regular elections may be filled at the discretion of the Board from nominations made by the Trustees and a majority vote of the Board. The new Trustee must run for election to his/her own first term at the first subsequent regular election.

An un-expired term vacancy which occurs at or just prior to a regular election will be filled by nomination of the Nominating Committee and election by the membership to candidate's own first term.

#### Section 6. Removal

A Trustee may be removed by a vote of three-fourths of the Board. Such action shall not be taken until the Trustee involved has been notified in writing and provided an opportunity to respond.

#### Section 7. Meetings and Quorum

Regular or special business meetings of the Board may be called by the President or, in absence, by a Vice President, or at the request of three officers, or at the request of five members of the MCHS. Such written requests should be addressed to the Board and delivered to the MCHS business office. Due notice shall be provided to all Trustees at least seven days prior to a special meeting where practical. Eight Trustees shall constitute a quorum.

#### Section 8. Advisory Board

Advisory Board members shall have voice but no vote. Any outgoing Trustee or officer may advance to Advisory Board status at his/her discretion. The Chair of a Board committee may serve in Advisory Board status if not an elected Trustee.

### **ARTICLE V – Officers**

#### Section 1. Officers

The officers of the MCHS shall be the President, Vice President of Finance, Vice President of Operations, Secretary, Associate Secretary, and Treasurer.

#### Section 2. Qualifications

The officers must be elected from the members of the Board as of the date of the election, and no person shall be eligible for election to the office of President unless previously a member of the board for at least one year.

#### Section 3. Elections & Term

At the annual business meeting of the Society the Board shall cause to be presented a slate of officers which shall be subject to additions from the floor. The election of officers shall be by majority vote of those present at the annual meeting of the Society. Officers may be elected by acclamation if there is only one nominee for a position; otherwise they shall be elected by written ballot. Each officer shall serve a term of one (1) year or until the next annual election of officers. Officers may succeed themselves.

#### Section 4. Vacancies

Vacancies shall be filled by a majority vote of the Board.

#### Section 5. Removal

Any Officer of the Board may be removed by a vote of three-fourths of the Board. Such action shall not be taken until after that officer has been notified in writing and provided an opportunity to respond.

#### Section 6. Executive Committee

The Executive Committee shall consist of all of the officers of the MCHS, the immediate past president, and, at the discretion of the President, an at-large board member.

### **ARTICLE VI – Duties of Officers**

#### Section 1. President

The President shall be the chief executive officer of the MCHS. The President shall preside at all meetings of the membership and shall preside at all meetings of the Board. The president is an ex officio member of all committees and can be a regular member of any committee.

#### Section 2. Vice Presidents

The Vice President of Finance shall perform the duties of the President in the absence of the President, and coordinate the activities of the financial committees. The Vice President of Operations shall perform the duties of the President in the absence of the President and Vice President of Finance and coordinates the activities of the operating committees. The Vice Presidents are ex officio members of the committees under their jurisdiction and can be a regular member of any committee.

#### Section 3. Secretary/ Associate Secretary

The Secretary or Associate shall keep an accurate record of minutes of all meetings of the Executive Committee, Board and general membership, and keep a current list of board members with contact information. The Secretary also shall maintain a current list of all committees, their responsibilities, their chairs, and their members. The Secretary is responsible for an annual deposit of the Secretary's records of the previous year with the Director for permanent storage in the internal archives by May 1 of the new year.

#### Section 4. Treasurer

The Treasurer shall cause to be kept correct and complete records of all accounts, showing at all times the actual financial condition of the MCHS. The Treasurer shall present a financial report at all regularly scheduled Board meetings and at the annual meeting of the membership. The Treasurer shall make all financial books and records available for inspection at reasonable times to any member of the Board. The Treasurer shall cause to be prepared and filed on behalf of the MCHS its annual Not-For-Profit Corporation Annual Report and other such financial reports and returns as may be required from time to time to maintain the MCHS in good standing under the law. The Treasurer shall cause an annual audit or review of the books to be made and aid the Director in the

preparation of the annual budget. The Treasurer is responsible for an annual deposit of the Treasurer's records of the previous year with the Director for permanent storage in the internal archives by May 1 of the new year.

## **ARTICLE VII – Committees**

### **Section 1. Committees**

A. Committees and their Chairs shall be appointed by the President, with staff serving ex officio on relevant committees. Other duties and responsibilities may be assigned or authorized by the Board as the need arises. If a committee is Ad Hoc the president shall designate the name, activity, and duty of the committee and that information shall be recorded in the minutes of that date. Committee members or chairs need not be Trustees.

B. Committees shall accomplish a work program of interest and value to the Board. If a staff responsibility exists for that work then the staff is responsible to develop and carry out that work as approved by the associated committee, and the associated committee will assist the staff as needed. If the committee and staff have an unresolved conflict, the president and the two vice presidents shall hear reasoned arguments from both parties, then the president and two vice-presidents shall provide the resolution.

C. The Chairs of Committees shall be responsible for notifying committee members of meetings. A regular meeting time, by agreement among the committee members, may be substituted for chair notification.

### **Section 2. Standing Committees**

#### **A. Personnel Committee**

1. This committee shall be appointed by the President. The committee shall determine staffing needs, hire staff, review staff performance, set staff compensation, and approve terminations.

2. Meetings shall be scheduled when it is necessary to perform the listed duties.

#### **B. Collections and Exhibits Committee**

1. The collections duties of this committee shall be to qualify, accept, reject, and authorize disposal of artifact-like materials according to the purpose of the MCHS, perception of appropriateness, current legal standards, and professional advice of the Staff. This committee will approve the purchase or sale of artifacts under applicable legal and ethical standards.

2. The exhibits duties of this committee shall be to approve the planned list of exhibits or changes to that list

and to assist the staff with exhibits as needed or requested.

3. The Chair of the Collections and Exhibits Committee shall serve as Curator pro tempore if a paid Curator is not on the staff.

4. Meetings shall be scheduled when it is necessary to perform the listed duties.

#### **C. Library Committee**

1. This committee shall work with the library manager to ensure that the resources needed for historical and genealogical investigation of Monroe County history within the purposes of the MCHS are made available to the public. This committee shall be appointed by the President with input from the library manager and shall include at least one professional librarian.

2. The Chair of the Library Committee shall be a member of the Collections and Exhibits Committee.

4. Meetings shall be scheduled when it is necessary to perform the listed duties.

#### **D. Buildings and Grounds Committee**

1. This committee shall be responsible for overseeing the entire facility and grounds as to need of maintenance, repair, cleanliness, safety, and improvements according to the purpose of the MCHS, perception of appearance, current legal standards, and professional advice of the Director. The Director shall arrange for and supervise the needed services with the committee's assistance as needed.

2. This committee shall arrange for the necessary resources for the Director to remedy defects and cause upgrades as funding allows.

3. Meetings shall be scheduled when it is necessary to perform the listed duties.

#### **E. Finance Committee**

1. This committee shall be responsible for overseeing the finances and funds of the MCHS, including all operating, endowment and building funds, for reviewing the proposed budget prior to adoption each year and for reviewing the budget during the year.

2. The committee shall include the treasurer, the vice-president for finance, and other interested persons.

3. Meetings shall be scheduled when it is necessary to perform the listed duties, but the committee shall meet at least quarterly.

F. Nominating Committee

1. The Nominating Committee shall be appointed by the President at least two months before the Annual Meeting to prepare a slate of officers and board members for that meeting. This committee shall consist of three to five members of the Board, one of whom is designated the chair.

2. At least one month prior to the Annual Meeting, the Nominating Committee shall cause the slate of nominees to be made available to the membership.

**ARTICLE VIII – Staff**

The Board may hire staff as needed and as funding allows. The Personnel Committee will act for the board in determining needs, determining resources, and the carrying out of this function.

**ARTICLE IX – Execution of Instruments**

Unless otherwise ordered by the Board, all written contracts and other documents entered into by the MCHS shall be executed on behalf of the organization by the President. The Board may authorize any officer or officers, member or members of staff, agent or agents of the MCHS to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the MCHS. Such authority may be general or confined to specific instances.

**ARTICLE X – Special Approval**

1. Any proposal to remove the Local History Library, Museum, or Museum Store shall require the unanimous vote of the Board followed by at least a 2/3 vote of members present at a regular or special membership meeting.

2. Any proposal to sell or purchase property over \$10,000 shall require a 2/3 vote of the Board.

3. Any proposal to spend any part of the corpus of the MCHS Inc. Founders Endowment Fund shall require a unanimous vote of the Board.

**ARTICLE XI – Dissolution**

Dissolution is covered by the Articles of Incorporation for the Monroe County Historical Society, Inc. and by the property Deed.

**ARTICLE XII – Amendments**

These Bylaws may be amended by a majority vote of members present at any regular meeting or special meeting called for the purpose, provided the amendment has been previously passed by a two-thirds vote of the

Board and that the text of the amendment is made available to the membership at least thirty (30) days prior to the meeting.

These Bylaws were approved and adopted

\_\_\_\_\_ [April 7, 2011].

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Secretary