

THE BYLAWS OF THE  
VIGO COUNTY HISTORICAL SOCIETY

ARTICLE I - NAME

Section 1. The name of this organization shall be THE VIGO COUNTY HISTORICAL SOCIETY, INC.

ARTICLE II - OBJECTS

Section 1. This organization is formed for a purpose other than pecuniary profit: its purpose is educational and charitable, and particularly for the collection and preservation of material pertaining to the history and the development of the City of Terre Haute, the County of Vigo, and the local Wabash River Valley, and to promote, by any means which may be determined upon by its Board of Directors, an appreciation and consciousness of the historical development of the community or nation and the American heritage of its citizens.

Section 2. The mission of the Vigo County Historical Society is to collect, preserve and present to the public, the evolving history and culture of the local Wabash Valley, and maintain the Museum in a professional, educational and entertaining manner.

Section 3. In order to accomplish its objectives, the organization may own, establish, maintain and/or operate historic houses, centers, and/or museums in one or more sections of the City of Terre Haute, or the County of Vigo, Indiana. All such houses, centers, and/or museums owned, maintained or established by this organization shall be under the direction, control, and supervision of its Board of Directors.

Section 4. This organization may purchase, receive, own, hold or dispose of such property, real or personal, as may be conveyed, given, devised, or bequeathed to it or entrusted to its care and keeping, and may purchase, acquire, and dispose of any property, real or personal, as may be necessary or desirable in carrying out its objects and purposes; and may manage and utilize all of the same, as the Board of Directors deem best.

ARTICLE III - MEMBERS

Section 1. The members of this organization shall be individual, institutional and honorary.

Section 2. Individual Members Any individual who contributes the amount of dues fixed by the Board of Directors, from time to time, or more per year, to this organization, shall be a member of this organization and entitled to attend and vote at any meeting of the membership, providing he is not in default in the payment of such dues. The Board of Directors may make such classifications of Individual Members as it may deem proper or desirable, fixing varying dues for different classifications, and may change the same from time to time.

Section 3. Institutional Members - Any organization, agency, corporation, or business, public or private, interested in the objects of this organization may, upon the approval of the Executive Committee of this organization, become an institutional Member upon the payment of the dues fixed by the Board of Directors, or more, per year. Each Institutional Member shall be represented by one delegate, whose appointment shall be certified by the governing body of such institution, which delegates shall be entitled to attend and vote at all meetings of the membership.

Section 4. Honorary Life Members - The Executive Committee of this organization may elect Honorary Life Members. The selection of such Honorary Life Members shall be made solely in recognition of outstanding and unselfish service or contributions to the objects of this organization.

Nomination for Honorary Life Membership may also be made, annually, by the president of this organization, with the approval of the Executive Committee and shall be voted upon at the annual meeting of the membership at the same time officers and directors are voted upon. Recommendations for such nomination, in writing, with date supporting the same, may be submitted to the President by any Individual Member or delegate of an Institutional Member of this organization in the name of such Institutional Member.

Honorary Life Members shall be afforded all benefits of Individual Members of this organization for the duration of their life. These benefits are not transferable to another individual or institution.

#### ARTICLE IV - BOARD OF DIRECTORS

Section 1. The management and administration of this organization shall be vested in a Board of Directors, consisting of up to 30 elected directors. One-third of the elected directors shall be elected each year for a term of three years at the annual meeting of the regular membership. The members to be elected each year shall be nominated by a Nominating Committee to be appointed by the President of the organization, with the approval of the Board of Directors. The Nominating Committee shall be appointed at least 30 days prior to the annual meeting of the membership. Further nominations may be made at the annual meeting of the membership by any member.

Section 2. The Board of Directors shall fill any vacancy in the Board of Directors occurring because of resignation, death, or other inability to serve, for the remainder of

such un-expired term, from nominations made by the Nominating Committee or any member of the Board of Directors.

Section 3. Any member of the Board of Directors can be removed by just cause by a three-fourth vote of the Board of Directors.

Section 4. Any member of the Board of Directors who misses six regularly scheduled meetings in any twelve month period shall be removed as a member of the Board of Directors.

Section 5. No employee of the Vigo County Historical Society shall be a member of the Board of Directors.

Section 6. The duties of the Board of Directors shall be:

- a) To manage the affairs of this organization between meetings of the members thereof;
- b) To adopt or amend such by-laws, articles of incorporation, or policies for the government of this organization as may be consistent with, and designed to carry out, the objects of this organization;
- c) To approve the appointment of such committees as it may deem, expedient for the carrying out of the objects of this organization;
- d) To arrange for the raising of funds;
- e) To control the distribution and expenditure of funds collected;
- f) To employ such persons as it may deem necessary for the successful prosecution of the objects of this organization;
- g) To fix and change from time to time the classifications of memberships and the dues to be paid by the members of this organization.

Section 7. No person shall serve as a member of the Board of Directors of this organization more than two three-year terms until and unless such person shall be off the Board of Directors at least one year or such member has served as an officer of the Board of Directors.

## ARTICLE V - ADVISORY BOARD OF DIRECTORS

Section 1. An Advisory Board of Directors shall consist of individuals in recognition of outstanding and unselfish service, contributions, or interest in the Vigo County Historical Society.

Section 2. The duties of the Advisory Board of Directors shall be mainly advisory, or such other duties as determined by the President or Board of Directors.

Section 3. Members of the Advisory Board of Directors shall be nominated by the president of this organization, and approved by the Board of Directors. Recommendations for such nomination, in writing, with date supporting the same, may be submitted to the President by any Individual Member or delegate of an Institutional Member of this organization in the name of such Institutional Member.

Section 4. Members of the Advisory Board of Directors shall be afforded all benefits of Individual Members of this organization for the duration of their membership as a member of the Advisory Board of Directors. These benefits are not transferable to another individual or institution.

Section 5. Members of the Advisory Board of Directors shall serve indefinitely, or until such time as the member's resignation, death, or other inability to serve. Members of the Advisory Board of Directors can be removed for just cause by a majority vote of the members of the Board of Directors present at a regularly scheduled meeting.

#### ARTICLE VI - OFFICERS

Section 1. The officers of the organization shall be a President, a First Vice-President, a Second Vice-President, a Secretary, a Treasurer and a Past President, who shall be elected annually from among the Board of Directors by the Board of Directors.

Section 2. The office of Secretary and Treasurer may not be combined or held by one and the same person.

Section 3. All officers shall be elected for terms of one year and/or until their successors are elected and qualified.

Section 4. No employee of the Vigo County Historical Society shall be an Officer of the Vigo County Historical Society.

Section 5. The duties of the officers shall be as follows:

- a) The President shall preside at all meetings of the Board of Directors and of the membership; shall call all meetings of the Board of Directors and of all committees, unless otherwise directed; shall call special meetings of either the Board of Directors or the membership whenever he deems it necessary, or upon written request of five members of the Board of Directors and shall otherwise perform the customary duties of a presiding officer.
- b) The First Vice-President shall be in charge of all functions of the organization in the absence of the President and shall perform such other duties as shall be directed, from time to time, by the Board of Directors.
- c) The Second Vice-President- shall be in charge of all functions of the organization in the absence of the President and the First Vice-President, and shall perform such other duties as shall be directed, from time to time, by the Board of Directors.
- d) The Treasurer shall have charge of the funds of the organization, supervise the receipt and disbursement of all money of the organization and shall make a report of all receipts and disbursements to the Board of Directors at each meeting of that body and, annually, shall make a full and complete report of the receipts, disbursements, and balance on hand to the membership.
- e) The Secretary shall keep the minutes of this organization, of its Board of Directors, and of all its official committees and shall perform such other duties as the Board of Directors or the President shall decide.
- f) The Past President shall perform such duties as the Board of Directors or President shall decide.
- g) The line of succession of officers shall be President, First Vice-President, Second Vice-President, Past President, Treasurer, and Secretary.

## ARTICLE VII - MEETINGS

Section 1. The members of this organization shall meet at least once per calendar year at such time and place as the Board of Directors shall determine, for the election of Directors, to receive reports, and to transact any other business which may properly be presented to them. Additional meetings of the membership may be held on call of the President.

Section 2. Notice of the annual meeting of the members, or of any special meetings of the members, shall be given by such means directed by the Executive Committee. Such notice shall be given to members at least five days in advance of such meeting.

Section 3. The Board of Directors shall meet immediately following the annual meeting of the membership, for the purpose of electing officers and completing its organization. The Nominating Committee shall nominate officers for the Board of Directors. Further nominations may be made by any board member.

Section 4. The Board shall meet at such time and places as the President, with the approval of the Board of Directors, shall determine. Such time and place, unless otherwise determined by the Board of Directors, shall be fixed by the President. The call for such meeting may be either written or oral, as shall be determined by the President.

Section 5. All committees of this organization shall meet upon call of their chairmen.

#### ARTICLE VIII - EXECUTIVE COMMITTEE

Section 1. The Executive Committee of this organization shall be composed of the officers of the organization and one Director not serving as an officer of the organization; such member to be named by the Board of Directors.

Section 2. The Executive Committee shall conduct and supervise the transaction of all routine business of the organization and shall exercise all the powers of the Board of Directors between meetings of such Board of Directors and shall make a report to the Board of Directors at each meeting of the body and unless a special committee is appointed by the Board of Directors for such purpose, shall have direct supervision, control and authority over any employee of this organization.

Section 3. The members of the Executive Committee shall hold office on such committee for terms co-extensive with their terms as officers of the organization or until their successors are chosen.

Section 4. The President of this organization shall serve as Chairman of the Executive Committee.

#### ARTICLE IX - COMMITTEES

Section 1. The organization shall have the following Standing Committees: Annual Dinner, Buildings and Grounds, Collection Management, Finance, Membership, Nominating, and Personnel. Standing Committees shall be chaired by a member of the Board of Directors.

Section 2. The organization shall have such Special Committees as determined by the President of the organization.

#### ARTICLE X - QUORUM

Section 1. A quorum for a meeting of the membership of this organization shall consist of any number present at any regularly called meeting.

Section 2. A quorum of the Board of Directors shall consist of 40% of current board membership.

Section 3. A quorum of the Executive Committee shall consist of four members.

Section 4. A quorum of all other committees shall consist of that number of the duly appointed members of such committee present at such time provided all members of the committee have been notified of the time and place of such meeting, either by writing or orally.

#### ARTICLE XI - AMENDMENTS

Section 1. Any proposed amendment of the by-laws may be presented in writing by any member of the Board of Directors at any of its meetings or by the President of the organization upon written request of ten members of the organization who are not members of the Board of Directors.

Section 2. Such proposed amendment when presented, shall be referred to the Executive Committee for consideration and report.

Section 3. No proposed amendment of the by-laws shall be submitted to the Board of Directors for final adoption until it has received the approval of the Executive Committee.

Section 4. A notice of the meeting, together with a copy of the proposed amendment in full, shall be sent to all members of the Board of Directors at least ten days prior to the meeting at which the amendment is to be voted upon.

Section 5. An affirmative vote of the majority of the members of the Board of Directors present at such meeting shall be required for the adoption of any amendment to those by-laws.

AS AMENDED SEPTEMBER 1986 & AS AMENDED JUNE 1999

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