

CODE OF BY-LAWS OF
THE MUNSTER HISTORICAL SOCIETY, INC.

Revised January 1991 and January 1993

ARTICLE I. Name, Location, Seal

Section 1. Name. The name of the Corporation is “Munster Historical Society, Inc.”.

Section 2. Location. The Post Office address of the Corporation is the Munster Town Hall, 1005 Ridge Road, Munster, Indiana 46321; the name of the corporation’s resident agent is the current president, whose address is as published in the membership roster. The location of the principal office of the Corporation, and the designation and address of its resident agent, may be changed from time to time when authorized by the Board of Directors in the manner provided by law.

Section 3. Seal. The seal of the Corporation shall be circular in form and mounted on a metal die, suitable for impressing on paper. About the upper periphery of the seal shall appear the words “The Munster Historical Society, Inc.”, and about the lower periphery thereof the word “Indiana”. In the center of the seal shall appear the word “Seal”.

ARTICLE II. Fiscal Year.

The Fiscal Year of the Corporation shall begin on the first day of January in each year and end upon the last day of December, same year.

ARTICLE III. Meetings of Members.

Section 1. Place of Meetings. Meetings of the members of the Corporation shall be held within the State at the Munster Town Hall, 1005 Ridge Road, Munster, Indiana **or at the Munster Historical Society Museum, 1154 Ridge Road, Munster, Indiana**, at which time specified in the respective notices, or waivers of notice thereof. There shall be at least four (4) meetings of the Corporation in each year.

Section 2. Annual Meetings. The annual meeting of the Corporation shall be held at a specified time and date **at the beginning** of each year.

Section 3. Special Meetings. Special meetings of members may be called by the president, by a majority of the Board of Directors or by written petition signed by not less than one-tenth (1/10th) of all members authorized to vote.

Section 4. Notices. A written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose for which the meeting is called, shall be delivered or mailed by the Secretary, or by the office or person calling the meeting to each member of the record entitled to vote at that meeting, by the Articles of Incorporation, at least ten (10) days before the date of meeting. Notice of any meeting of members may be waived in writing filed with the secretary, or, by attendance in person.

Section 5. Voting. Every member in good standing shall have the right at every meeting to one (1) vote on every item of business requiring a vote. No member, whose dues or assessment is unpaid shall be entitled to vote. A member may vote in person, by proxy executed in writing, or by mail. No proxy shall be valid after eleven (11) months from the date of its execution unless a longer time is expressly provided in the proxy.

Section 6. Quorum. A majority of the persons entitled to vote as members, represented in person or by proxy, shall constitute a quorum.

Section 7. Voting List. The secretary of the Corporation shall keep at all times, at the principal office of the Corporation a complete and accurate list of all

member entitled to vote by the Articles of Incorporation which may be inspected by any member, for any proper purpose, at any reasonable time.

Section 8. Voting by Consent in Writing. Any action to be taken at a meeting of the members of the Corporation, or any action which may be taken at a meeting of the members, may be taken without a meeting if, prior to such action, a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof, and such written consent is filed with the minutes of the proceedings of the members. Such consent shall have the same effect as a unanimous vote of members, and may be stated as such in any articles or document filed with the secretary of state under this chapter.

Section 9. Rules. The rules contained in “Robert’s Rules of Order, Revised”, shall govern the Corporation in all cases to which they are applicable and in which they do not conflict with the By-Laws of the Corporation.

ARTICLE IV. Board of **Directors.**

Section 1. Election and Qualifications. At the annual meeting of the members, the Board of Directors, who shall all be members, shall be elected by the members. There shall be eight (8) directors, one of whom shall be the immediate past president. Board members shall be elected for three-year, two-year or one-year terms and thereafter for three-year terms, in order to ensure continuity of the organization. At least two (2) months in advance of the meeting, the president shall appoint a Nominating Committee Chairman, who shall chair a committee, consisting of three (3) members of the Corporation. At the annual meeting, the Nominating Committee shall place in nomination the name of at least one (1) candidate for each of the officer and director positions to be filled. After the report of the Nominating Committee has been made to the members present at the annual meeting, and before the report has been adopted, any member may, from the floor of the meeting, place in nomination, for any position, the name of any other eligible member and there shall be no limit to the number of candidates who may be nominated for any one (1) office. The vote shall be taken by a show of hands if there is only one (1) candidate for each position. If there is more than one (1) candidate for any one (1) position, then written ballots must be cast. The election having been determined, the president shall announce the results and declare the successful candidates duly elected.

Section 2. Vacancies. Any vacancy occurring on the Board of Directors caused by death, resignation, or otherwise, shall be filled until the next annual meeting through a vote of a majority of the remaining members of the Board.

Section 3. Quorum. A majority of the entire Board of Directors shall be necessary to constitute a quorum. However, when filling vacancies, a majority of the existing directors shall be required for a quorum. The act of a majority of the directors present at a meeting who constitute a quorum shall be the act of the Board of Directors.

Section 4. Annual Meeting. The Board of Directors shall meet each year **promptly** after the annual meeting of the members, at the place where such meeting of the members is held, for the purpose of organization and the

consideration of any other business that may be brought before the meeting. A notice to all members shall be necessary for the annual meeting.

Section 5. Other Meetings. Other meetings of the Board of Directors may be held upon the call of the President or Vice-President, or of any member of the Board of Directors, at such place, within or without the State of Indiana, upon twenty-four (24) hours' notice specifying the time, place and general purposes of the meeting, given to each director either personally, or by mail or **e-mail**. At any meeting at which all directors are present, notice of the time, place and purpose thereof shall be deemed waived. The signatures of the directors subscribed to the minutes of any meeting shall be considered a full and complete waiver of notice thereof and an affirmance of all matters transacted thereat.

Section 6. Powers. The Board of Directors shall have the powers necessary to carry out the purposes of the **Corporation** as stated in the Articles of Incorporation; and further the powers to carry out the exercise the "General Powers" of the Corporation pursuant to the Indiana Not-for-Profit Act, as amended; and further the power of designate two (2) or more members of the Corporation to constitute an Executive Committee with such powers and duties the directors shall designate.

Section 7. Removal. Any or all of the members of the Board of Directors may be removed, with or without cause at a meeting of the members called expressly for that purpose, by a vote of the majority of the members entitled to vote at an election of directors.

ARTICLE V. Officers.

Section 1. Election. At the annual meeting, the membership shall elect a president, vice-president, a secretary and a treasurer for a term of **two (2) years**. If the annual meeting of directors is not held at the time designated in these **By-Laws**, such failure shall not cause any defect in the corporate existence of the Corporation, but the officers for the time being shall hold over until their successors are chosen and qualified.

Section 2. Vacancies. Whenever any vacancy shall occur in any office by death, resignation, increase in the number of offices of the Corporation or otherwise, the same shall be filled by the Board of Directors and the officers so elected shall hold office until their successors are chosen and qualified.

Section 3. The President. The President shall preside at all meetings of members and directors, and shall discharge all duties which devolve upon a presiding officer. **The President** shall perform such other duties as this code of By-Laws provides or the Board of Directors may prescribe.

Section 4. The Vice-President. The Vice-President shall perform all duties incumbent upon the President during the absence or disability of the President, and such other duties as this code of By-Laws may require or the Board of Directors may prescribe.

Section 5. The Secretary. The Secretary shall attend all meetings of the members and of the Board of Directors, and shall keep or cause to be kept in a book provided for the purpose a true and complete record of the proceedings of such meetings and of all proceedings of standing committees when required. **The Secretary** shall attend to the giving and serving of all notices of members' and directors' meetings, and shall perform such other duties as this code of By-Laws may require or the Board of Directors may prescribe.

Section 6. The Treasurer. The Treasurer shall keep correct and complete records of account showing accurately at all times the financial condition of the Corporation. **The Treasurer** shall be the custodian of all moneys, notes, securities and other valuables which may from time to time come into the possession of the

Corporation. **The Treasurer** shall immediately turn over to the Munster Historical Society, Inc., all cash funds of the Corporation for credit to the Corporation's cash account, if such shall be authorized by the Board of Directors, otherwise **the Treasurer** shall immediately deposit the funds of the Corporation in such bank or other depository as may be designated by the President or by the Board of Directors in the name of the Corporation. **The Treasurer** shall furnish at meetings of the Board of Directors or whenever requested a statement of the financial condition of the Corporation and shall perform such other duties as this code of By-Laws may require or the Board of Directors may prescribe.

Section 7. Delegation of Authority. In case of the absence of any officer of the Corporation or for any other reason that the Board of Directors may deem sufficient, the Board may delegate the powers or duties of such office to any other officer or to any director for the time being.

ARTICLE VI. Tax Exempt Organization.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these By-Laws, the Corporation shall not carry on any other activities not permitted to be carried on **(A:)** by a corporation exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or **(B:)** by a corporation contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VII. Membership.

Every member in good standing shall have the right to vote and to hold office and to exercise equal privileges with all other members.

Members are pledged to observe the following Standards of Practice:

1. To seek out and preserve information and items that reflect the history of Munster. **(Landmarks, buildings, etc.)**
2. To cling steadfastly to the truth in the publishing of material about and for the Town of Munster, Indiana.
3. To work toward public enlightenment to the importance of preservation of valued information for posterity.
4. To seek public confidence on the basis of highest standards of honesty and integrity, when entrusted with valued information to be preserved in secrecy as prescribed by the donor.
5. To study methods employed by other organizations dealing with the history of their communities in promoting prestige and business, and to make the results of this study available to the members.
6. To cooperate to the fullest extent within its membership on all questions of common concern.

ARTICLE VIII. Annual Dues.

Annual dues for members of the Corporation shall be as follows:

1. Institutional Membership	\$25.00
2. Individual Membership	10.00
3. Family Membership	15.00
4. Honorary Membership (1 year)	No dues
5. Over Age 65 Membership	5.00

These amounts can be changed and other categories added upon recommendation of the Board of Directors and a majority vote of the membership.

Dues for active members shall be payable annually in January. A member becomes delinquent if dues are not paid by July 1st. Payment of dues restores a member to good standing. A notice will be mailed notifying members of delinquency.

ARTICLE IX. Dissolution.

Upon the Dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine.

ARTICLE X. Amendments.

The By-Laws of the Corporation may be amended by a two-thirds (2/3rds) vote of the members **present**. Every amendment to the Articles of Incorporation shall first be proposed by the Board of Directors by the adoption of a resolution setting forth the proposed amendment and directing that it be submitted to a vote of the members entitled to vote in respect thereof at a designated meeting of the members, which may be an annual meeting or a special meeting of the members. If the resolution shall direct that the proposed amendment is to be submitted at an annual meeting, notice of the submission of the proposed amendment shall be included in the notice of the annual meeting. If the resolution shall direct that the proposed amendment is to be submitted at a special meeting, this special meeting shall be called by the resolution proposing the amendment, and notice of the meeting shall be given at the time and in the manner provided by these By-Laws.

The undersigned, all being members of the Board of Directors of “The Munster Historical Society, Inc.”, do hereby certify that the foregoing code of By-Laws was adopted, as revised, by the members of the Corporation at the annual meeting, held on the *** day of January, 2009.

Len Walavich, President & Director

Jerry Gillespie, Vice-President & Director

Susan Schmidt, Treasurer & Director

Shirley Gillespie, Secretary & Director

, Director

, Director

, Director

, Director