

# **BYLAWS OF SILVER HILLS HISTORICAL SOCIETY**

**PREAMBLE:** These bylaws are the regulations by which the Silver Hills Historical Society, a public benefit corporation, operates under the Indiana Code requirements for non-profit corporations.

## **ARTICLE I NAME**

The name of this organization shall be Silver Hills Historical Society, (“the society”).

## **ARTICLE II LOCATION**

The Society is located in the community of Silver Hills, New Albany, Indiana.

## **ARTICLE III STATEMENT OF PURPOSE**

The Silver Hills Historical Society’s mission is to provide stewardship for the Silver Hills and surrounding community’s significant history by nurturing respectful discovery, preservation, collection, and public dissemination of the history. The Society is organized exclusively for charitable (the Society plans to erect and maintain a public building, in this case a museum), educational and scientific purposes under 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code.

## **ARTICLE IV BOARD OF DIRECTORS**

### Section 1. Powers, Number, Election

The corporate powers, property, affairs and business of the Society shall be conducted, exercised and governed by a Board of Directors, (“the Board”), consisting of not less than three nor more than five members. Members of the Board shall be elected for a term of three years. Members of the Board shall be elected by the members of the Society at an Annual Meeting of the Members preceding the Board’s Annual Meeting. All Board members must be members of the Society at the time of their election. Newly-elected Board members shall take office at the conclusion of the Annual Meeting of the Board.

## Section 2. Vacancies.

The number of Board members at any time shall be fixed by the Board, subject to the limitations contained in Section 1 hereof. Any vacancy on the Board occurring during the interim between two successive Annual Meetings may be filled for the unexpired term by election by a majority of the Board members present at a Board meeting.

## Section 3. Board Meetings.

The Board of Directors and Officers shall meet on the second Tuesday of January, April, July, and October at a time and place to be designated in the call. Under circumstances either the Board or the Executive Officers may set an alternative date. As part of their duties, Board members are expected to attend Board meeting. The October meeting shall be the annual meeting. At the conclusion of the Board's Annual Meeting, or any adjournment thereof, officers of the ensuing year and new Board members, other than those elected under Section 2 hereof, shall be installed.

## Section 4. Special Meetings.

The Board of Directors may also at any time to transact special business on the call of the Director or the Secretary of the Society, who shall issue such call to all Board members whenever requested to do so by the Director or, in writing, two or more Board members. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least three day's notice shall be given.

## Section 5. Quorum.

A majority of the elected number of Board of Directors shall constitute a quorum at all meetings of the Board.

## Section 6. Written Assent.

Business may also be transacted by the written and signed assent of all the Board of Directors, providing the proposed transaction has been submitted in writing to all the Board members.

## Section 7. Attendance.

Board members shall notify the Executive Director or the Secretary of the Society, in advance of the Board meeting, when they are unable to attend. Any Board member who shall fail to attend three Board meetings in a calendar year may be considered for removal from the Board, in accordance with Article IV, Section 8.

## Section 8. Resignation and Removal.

A Board member may resign at any time in writing to the President or the Secretary of the Society.

A Board member may be removed, with or without cause, by the affirmative vote of two-thirds of the Board member present at a regular or special meeting of the Board, provided that a notice

of the meeting and of the proposed action has been sent to all Board members at least ten days in advance of the meeting.

#### Section 9. Code of Ethics.

The Society subscribes to the “Code of Ethics for Museums” (current edition attached), promulgated by the American Alliance of Museums, in the performance of all of the Society’s related duties. This includes a commitment by members of the Board, staff, and volunteers to act to affirm the Society’s mission and enhance the Society’s effectiveness in the community. In the event that there is a conflict between the Code of Ethics and these Bylaws, these Bylaws shall govern.

## **ARTICLE V OFFICERS**

#### Section 1. Officers, Term, Election.

The officers of the Society shall be Director, Co-Director, Secretary, and Treasurer and shall hold office for the term of one year or until their successors are elected and qualified. The officers shall be elected by the members of the Board at the October Board meeting. The Board will act as the Committee on Election by gathering nominations from the membership at large. Newly-elected officers shall take office at the conclusion of the Board’s Annual Meeting.

#### Section 2. Vacancy.

A vacancy in any office by death, resignation, disqualification, or otherwise created, shall be filled for the unexpired term by election by a majority of the Board present at a Board meeting.

#### Section 3. Additional Officers.

The Board shall have authority to appoint from time to time such other officers as they may deem desirable and to prescribe their qualifications and duties.

#### Section 4. Resignation and Removal.

An officer may resign at any time in a written communication to that effect sent to the President or the Secretary of the Society. An officer may be removed from office, with or without cause, by a majority vote of the Board at a regular or special meeting, provided that a notice of the meeting and the proposed action has been sent to all Board members at least ten days in advance of the meeting.

#### Section 5. The Director.

The Director shall have general supervision and direction of the affairs of the Society and shall preside at all meetings. The Director shall be chair of the Executive Committee and a member, ex officio, of all committees except the Committee on Elections. The Director shall be responsible, with the assistance of the Co-Director, for the organization of all committees and the appointment of committee chairpersons.

#### Section 6. The Co-Director.

There shall be one Co-Director. During the President's absence or inability to act, a Co-Director shall be designated Acting Director by either the Director of the Executive Committee and shall have the powers of the Director. In the absence or inability of the Director or Co-Director to act, the Board of Directors shall designate Acting Director and shall so act.

#### Section 7. Secretary.

The Secretary shall keep records of the proceedings of all meetings of the Board and of the Executive Committee, and of all business transacted by written assent. With the assistance of the Director, the Secretary shall issue calls for meetings of the Board and of the Executive Committee and shall perform all the usual duties of the office and such duties as the Board and Executive Committee may require.

#### Section 8. Treasurer.

The Treasurer shall oversee the funds of the Society. As far as is practicable, at each regular meeting of the Board, the Treasurer shall report in writing the balances of money in the several accounts and the outstanding obligations of the Society. The Treasurer shall make a full report at the Annual Meeting of the receipts and disbursements and shall review proposed budget for the coming year, with such suggestions as to the financial management of the Society as is deemed proper. The Treasurer shall be a member of the Executive Committee. The accounts of the Society shall be open to inspection by the Board at all reasonable times.

## **ARTICLE VI COMMITTEES**

#### Section 1. Committees

Committees may be established or dissolved by a majority vote of the Board at any regular or special meeting. All committees shall operate in accordance with these Bylaws and the Society's Policies and Procedures.

## **ARTICLE VII MEMBERSHIP**

#### Section 1. Membership

The Board shall devise a system of membership in the Society and shall prescribe the conditions and privileges of the several categories of membership. Individuals who are Members in any membership category shall be voting Members of the Society shall have one voting right.

The Board may establish categories of organizational memberships as well as special categories to recognize extraordinary gifts or distinguished services to the Society.

## Section 2. Annual Meeting of Members.

The Annual Meeting of the Members of the Society shall take place in October preceding the Annual Meeting of the Board. The members of the Society present at the meeting shall constitute a quorum. New Members of the Board shall be elected by a majority vote of those present at the meeting, provided a notice of the meeting and the names of the nominees proposed have been sent to all Members at least twenty-one days in advance of the meeting.

All Members of the Society in good standing who are present at the Annual Meeting may vote. No votes shall be cast by proxy. The names of persons nominated for the Board shall be in nomination at the Annual Meeting and additional nominations may be made by Members at the Meeting, provided the consent of the nominee has been secured in advance. Each Member present at the Annual Meeting may cast as many votes as there are vacancies to be filled on the Board. Cumulative voting shall not be permitted. The nominees receiving the most votes shall be elected as Members of the Board, until all vacancies are filled. Tie votes shall be broken by conducting a second ballot between only the nominees involved in the tie.

## **ARTICLE VIII POLICIES AND PROCEDURES**

The Board may adopt statements of Policies and Procedures, consistent with these Bylaws, to provide for the care and management of the property of the Society and for the day to day operation of its affairs. Policies and Procedures may be amended at any meeting of the Board by a majority vote of those present, provided the proposed amendment has been previously submitted in writing to all Board Members a least ten days before the meeting. In the event of any inconsistency between these Bylaws and Policies and Procedures adopted by the Board, these Bylaws shall govern.

## **ARTICLE IX PROHIBITED ACTIVITES**

The Society shall not take part in any political campaign, either directly or indirectly; nor shall it take any position in favor of or against any political candidate or issue; nor shall any of its funds or other assets by expended or used in any way for political purposes.

## **ARTICLE X AMENDEMENTS**

Amendments to these Bylaws shall be submitted in writing at any regular meeting of the Board or at any special meeting held more than twenty-eight days prior to a regular meeting of the Board. Such proposed amendments shall be considered and acted upon at the next regular

meeting of the Board and, if approved by the vote of at least two-thirds of the authorized membership of the Board, shall become a part of these Bylaws.

## **ARTICLE XI CONFLICT OF INTEREST POLICY**

An Office or Board member having a conflict of interest or conflict of responsibility on any matter involving the Society and/or any other business entity or person shall refrain from voting on such matter. No Officer or Board member shall use his or her position as an Office or Board member of the Society for his or her own direct or indirect financial gain. The Society has adopted the IRS sample of Conflict of Interest Policy for the purpose of establishing guidelines governing the Society's Conflict of Interest Policy.  
(See attached IRS Policy).

## **ARTICLE XII DISSOLUTION**

Upon the dissolution of the Society, assets remaining shall be distributed for one or more exempt purposes within the meaning of section 501©3 of the Internal Revenue Code, or corresponding section of any future federal tax code, for public purpose shall be distributed to the New Albany Floyd County Public Library, Stuart Barth Wrege Indiana Historical Room, New Albany, IN; Floyd County Historical Society, Floyd County, Indiana and/or Carnegie Center for Art & History also located in Floyd County Indiana. All three listed organizations must be 501(c)3 exempt at the time of dissolution, otherwise assets remaining shall be distributed to the federal government, or to a state or local government, for a public purpose. Artifacts donated by individuals may request the artifacts be returned to the original owner and/or heirs subject to approval by the Society Board.

## **ARTICLE XIII PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of the Robert's Rules of Order shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with the Bylaws of the Society.

## ARTICLE IX REVIEW

These Bylaws shall be reviewed by the Board every five years.

*Origination – January 2,, 2013*

*Approved – January 28, 2013*

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Director Board Member	Kelly Carnighan
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Co-Director	Robert C. Caesar
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Secretary	Ric Manning
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Treasurer	James F. Stein
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Borad Member	Nancy Stein
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Board Member	Nancy Everbach
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Board Member	Anne Banet
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Date