

**BYLAWS of the
MONROE COUNTY HISTORICAL SOCIETY, INC.**

Board approved amendment March 16, 2023, sent to membership by March 22, to amend on April 20 at annual membership meeting. Proposed changes in red.

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 6th Street, Bloomington, IN 47408.

Section 3. Fiscal Year

The fiscal year of the MCHS shall be April 1st through March 31st.

Section 4. Parliamentary Procedure

Meetings of the Board of Trustees, hereinafter called the “Board,” and membership shall be conducted according to Robert’s 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 relationship 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, at a minimum, shall operate a museum, a local history library, and a museum store.

ARTICLE III – Membership

Section 1. Qualifications

Membership in the Monroe County Historical Society, Inc. 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, including all those with Life Memberships.

Section 3. Categories and Dues

Membership categories and dues shall be proposed by the Development Committee with approval 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

1. 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 at least one month prior to the date of the annual meeting.

2. Special business meetings of the membership may be called by the President or, in absence, by the Vice President, or at the request of three (3) officers, or at the request of five (5) 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 (7) days prior to a special meeting.

3. 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 of Trustees

Section 1. Duties

The Board shall have the responsibility for the business and affairs of the MCHS.

Section 2. Number

The Board shall consist of fifteen (15) to twenty-five (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 MCHS. 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 can advance to Advisory Board status for at least one (1) year or be off the Board for at least one (1) year before being eligible for nomination for re-election to the Board.

Section 5. Unexpired Term Vacancy

An unexpired 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 their own first term at the first subsequent regular election.

An unexpired 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 (3/4) 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 the 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. At least fifty (50) percent shall constitute a quorum, whether attending in person or electronically.

Under special circumstances, the President may call for an electronic vote via email. The Secretary will maintain a record of the electronic voting. Resulting action of an electronic vote shall be documented in the next regular meeting of the Board.

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, Secretary, ~~Associate Secretary, and~~ Treasurer, ~~and Associate Treasurer.~~

Section 2. Qualifications

The officers must be elected from the members of the Board as of the date of the election. 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 MCHS the Board shall present a slate of officer candidates 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 MCHS. 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 (3/4) 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. The Executive Committee will meet at least each quarter (4 times) each year for planning purposes.

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 President

The Vice President shall perform the duties of the President in the absence of the President.

Section 3. Secretary ~~and Associate Secretary~~

The Secretary shall be responsible for keeping 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 be responsible for maintaining 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. ~~The Associate Secretary shall perform the duties of the Secretary in the absence of the Secretary.~~

Section 4. Treasurer/Associate 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. ~~The Associate Treasurer shall assist the Treasurer as needed in the completion of assigned tasks and serve as the Treasurer or successor to the Treasurer should the Treasurer be absent or the office be vacated.~~

ARTICLE VII – Committees

Section 1. Duties of Committees

- A. Committees report to the Board for final action.
- B. 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. The President may appoint other committees as needed. Committee members or chairs need not be trustees.
- C. Committees shall accomplish a work program of interest and value to the Board and organization.
- D. 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. Chairs or their designee will be responsible for the recording and submission of meeting minutes.

Section 2. Standing Committees

A. Personnel Committee

1. This committee shall be appointed by the President. The committee, in consultation with the Director, shall recommend to the Board for approval staffing needs and candidates for hire, staff compensation, staff terminations, and revisions to employee and/or employment policies. The Director may consult with the committee regarding staffing issues.

2. The President performs the Director's evaluation with recommendations from the committee.

B. Collections and Exhibits Committee

1. The collections duties of this committee shall be to qualify, accept, or reject items for the collection. The Collections Manager will make a list of the items to be deaccessioned, including appropriate disposal methods, and the committee will present the list for Board approval. In addition, the committee will present, for Board approval, a list of any artifacts costing one hundred (\$100) or more that are to be purchased for the collection using acceptable legal 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 Exhibits Manager(s) with exhibits as needed or requested.

C. Library Committee

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.

D. Buildings and Grounds Committee

This committee shall work with the Director to oversee the facility and grounds as needed for the maintenance, repair, cleanliness, safety, improvements, and perception of appearance according to the purpose of the MCHS and current legal standards. The Director shall arrange for and supervise the needed services with the committee's assistance as needed. All capital expenditures should be approved by the Board.

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, and 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, President, Vice-President, and other persons appointed by the President.

3. The Board approves check signers for the bank accounts of the MCHS. The signers may include the Director, President, Vice President, Treasurer and a member of the Finance Committee. Checks one thousand (\$1,000) or more shall require signatures of two of the individuals aforementioned.

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

F. Grants Committee

1. The Grants Committee will work with the Director, staff, and other committee chairs to identify and document projects and needs of the MCHS that may not be met within the existing budget; seek out sources and agencies external to the MCHS that provide funding opportunities well-matched to these needs; coordinate with the Director to generate and review proposals in order to secure these funds as awards; monitor the status and progress of all such proposals; make this information available to the Board; and maintain an archive of this information.

G. Development Committee

1. The Development Committee will assist the Director in planning events and activities that will attract membership, donors and sponsors. The committee also will review and develop categories of membership and associated dues, and materials and procedures used in membership, long-term funding (such as bequests), and donor relations.

2. The committee includes the President of the Board and other persons appointed by the president.

H. Education and Outreach Committee

1. The Education and Outreach Committee assists the Education Manager in coordinating educational in-house and outreach programming to reach multigenerational audiences and, when appropriate, to adhere to Indiana academic standards.

I. Inclusion, Diversity, Equity and Access Committee

1. The Inclusion, Diversity, Equity and Access (IDEA) Committee shall seek to embed the principles of inclusion, diversity, equity and access in all aspects of programming, exhibitions and collections at the Monroe

County History Center and in all aspects of the MCHS organizational Culture.

2. The President shall appoint members to serve on this committee and, in addition to MCHS members, may invite members from the community to serve in an ad hoc or ongoing basis to further the mission of this committee.

J. Nominating Committee

1. The Nominating Committee shall be appointed by the President at least two (2) months before the Annual Meeting to prepare a slate of Officers and Trustees for that meeting. This committee shall consist of three (3) to five (5) members of the Board, one (1) of whom is designated the chair

2. At least one (1) month prior to the Annual Meeting, the Nominating Committee shall cause the slate of nominees to be made available to the membership.

3. Open board positions may be filled during the year by an ad hoc nominating committee of three board members appointed by the President.

K. Bylaws Committee

1. The Bylaws Committee will be convened on a periodic basis for the purposes of reviewing and recommending changes to the MCHS Bylaws.

2. The President of the Board will appoint members to serve on the Bylaws Committee.

Section 3. Other Committees

1. Committees have been and can be formed from shared interests or to carry out programs that may benefit and/or benefit from being associated with the MCHS.

2. If the Board agrees to the formation of a new committee, the President is empowered to appoint a temporary chair to head recruitment and selection of that committee's beginning membership. Once formed, the committee can elect a chair and begin functioning.

Section 4. Ad Hoc Committees

Ad hoc Committees are established by the Board to accomplish particular goals in a specified time frame. Membership depends on the nature of the goals to be met.

ARTICLE VIII – Staff

Section 1. Selecting a Director

1. The Personnel Committee, in consultation with the Executive Committee, screens applicants for the Director's position, conducts interviews, and submits final applications to the Board. The Board hires the Director.

2. If the Director's position is vacated, the Board may temporarily appoint a staff member or another individual in accordance with established personnel policies to execute the day-to-day operations of the MCHS.

3. The Board may remove the Director by an affirmative vote of a majority of the full Board.

Section 2. Duties of the Director

1. The Director has day-to-day responsibilities for managing the organization, including carrying out the organization's mission, goals, and policies and managing the staff of the organization.

2. The Director is expected to attend all board meetings, report on the progress of the organization, answer questions of the board members, and carry out duties described in the job description. The Board can designate other duties as necessary.

Section 3. Hiring of Staff

1. The Director, in consultation with the Personnel Committee, shall have final authority to hire staff for the Historical Society as approved by the Board.

2. If a staff position other than the Director is vacated, the Director will appoint a temporary person, in consultation with the pertinent committee to the position.

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. The Director is authorized to sign contracts for which funding has been approved in the budget.

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 two-thirds (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 two-thirds (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

1. These Bylaws may be amended provided the amendment has been passed by the Board at a regular or special meeting by a two-thirds (2/3) majority vote of the entire Board .

2. A second vote is then needed of a majority of the general membership present at a regular meeting or special meeting called for that purpose provided 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 on the 20th day of April, 2023.

Secretary
MCHS

President
MCHS