

## **GENE STRATTON-PORTER MEMORIAL SOCIETY, INC. BY-LAWS**

### **ARTICLE I: NAME AND LOCATION**

- Section 1      Name: The name of the organization shall be Gene Stratton-Porter Memorial Society, Inc. dba as the Gene Stratton-Porter Society, a not-for-profit corporation incorporated in the State of Indiana.
- Section 2      Address: The official address of this organization shall be Gene Stratton-Porter Memorial Society, Inc. at the Gene Stratton-Porter Society, PO Box 16, Rome City, Indiana 46784.

### **ARTICLE II: TERMINOLOGY**

- Section 1      Terminology: The following terminology applies to these by-laws:
- A. COMMISSION means the Indiana State Museum and Historic Sites Corporation.
  - B. SOCIETY means The Gene Stratton-Porter Memorial Society, Inc., dba the Gene Stratton-Porter Society, PO Box 16, Rome City, Indiana 46784.
  - C. SITE means the Gene Stratton-Porter State Historic Site, 1205 Pleasant Point, Rome City, Indiana 46784.
  - D. BOARD means the Gene Stratton-Porter Memorial Society, Inc. Board of Directors.

### **ARTICLE III: OBJECTIVES**

- Section 1      The objectives of the Society shall be to further and promote the legacy of Gene Stratton-Porter through the support of related organizations that preserve her legacy.
- Section 2      Non-for-profit: Said Society is organized exclusively for charitable, religious, educational, and scientific purposes including for such purposes of distributions to organizations that qualify as exempt organizations under Section 501(c)3 of the Internal Revenue Code or the corresponding section of any future federal tax code.

## **ARTICLE IV: MEMBERSHIP AND VOTING ENTITLEMENT**

- Section 1      Qualification: Memberships in this Society shall be comprised of persons, organizations, and businesses who are interested in furthering the objectives of this Society and are willing to subscribe to the by-laws, and who are otherwise qualified under provisions set forth in the by-laws.
- Section 2      Regular Membership: Regular membership in this Society shall be open to any persons, organizations, or businesses upon application for membership and approval by the secretary. The Board may, at its discretion, establish classes of membership and qualifications for each class. All members shall be entitled to vote at meetings of the Society or if a vote is taken by mail, as per outlined in Article IV, Section 3.
- Section 3      Classes of Membership and Voting Entitlements:
- A. Single: Any adult – one (1) vote.
  - B. Family: Any adult or adults and related children at one address – two (2) adults, one (1) vote each.
  - C. Sustaining: Any adult or adults who are inactive and contribute \$20 or more per year – two (2) adults, one (1) vote each; one (1) adult, one (1) vote.
  - D. Non-Profit Organization: One (1) vote by a designated representative.
  - E. Business: One (1) vote by a designated representative.
  - F. Life - Single: Any person 40 years of age or older. One (1) vote.
  - G. Life – Married Couple: Any couple 40 years of age or older. Two (2) adults, one (1) vote each.
  - H. Honorary: Conferred upon individuals or businesses at such times and under conditions as the Board may determine. No voting rights.
- Section 4      Removal: Members of any classification may be removed from membership by the Board for cause by two-thirds (2/3) vote. For any cause, other than non-payment of dues, removal shall occur only after the member complained against has been advised of the complaint lodged against him or her and has been given reasonable opportunity for defense; and such member, if removed, may appeal the decision of the Board to the annual meeting of the Society, providing that notice of intent to appeal is provided to the secretary at least thirty (30) days in advance of the meeting.
- Section 5      Resignation: Any member may resign by filing a written resignation with the secretary.
- Section 6      Members in Good Standing: All members duly approved by the secretary, who maintain their membership by payment of dues as required under these by-laws and who otherwise qualify, shall be considered in good standing and entitled to full privileges of membership.

## **ARTICLE V: DUES**

- Section 1      Establishment of Dues: Dues for all classes of membership shall be established by the Board and be for a calendar year.
- Section 2      Refunds: No dues shall be refunded to any member whose membership is terminated for any reason.

## **ARTICLE VI: RECEIPTS**

- Section 1      Receipts: All money received from membership, all donations and all other receipts shall be deposited in a local bank designated by the Board. All receipts except for those from the Trust Funds received for designated special projects shall be used for the operation of the Society and under the direction of the Board and in accordance with the By-Laws and Articles of Incorporation.
- Section 2      Society Investments: Society operating checking account monies not needed for immediate operations may, at the discretion of the Society treasurer may be invested in interest bearing F.D.I.C. instruments, the amount and investment time to be determined by the treasurer. Society operating account monies are to be identified as Society “operating fund investments” When these investments are chased, the principal plus any accrued interest shall be deposited in the designated account, or if not needed, may be renewed or reinvested in a new investment.
- Section 3      Special Projects: Money received for special projects shall be used only for the designated purpose as decided by the Board and/or donors in accordance with the by-laws and Articles of Incorporation.

## **ARTICLE VII: MEETING OF GENE STRATTON-PORTER SOCIETY MEMBERS AND VOTING**

- Section 1      Annual Meeting: The annual meeting of the Society shall be held at such place and such date and time or done by electronic means as may be determined by the Board.
- Section 2      Special Meetings: Special meetings of the Society may be called by the Board at any time, or may be called by the president upon receipt of a written request by ten (10) members within thirty (30) days after filing such request with the secretary. The business to be transacted at any special meeting shall be stated in the notice thereof, and no other business may be considered at that time.
- Section 3      Notice of Annual Meetings: Notice of any meeting of the Society at which official Society business is to be transacted shall be fulfilled by one or more of the following means for each member at no less than fifteen (15) days before the meeting date:
- A. Mailed to the member's last known address.
  - B. Electronically mailed to the member's last known email address.
  - C. Posted on the Gene Stratton Porter Society website to inform members of an upcoming meeting.
  - D. Posted on social media to inform members of an upcoming meeting.
- Section 4      Quorum of Members: At any meeting of members, as provided in these by-laws, five (5) percent of the members of the Society, as provided in the records of the secretary and present in person or in proxy, shall constitute a quorum and a majority vote of any such quorum shall be necessary for the transaction of any business, unless a greater number is required by the by-laws and the Articles of Incorporation.
- Section 5      Rules of Order: The meetings and proceedings of this Society shall be regulated and controlled according to Robert's Rules of Order (Revised) for parliamentary procedures, except as may otherwise be provided in these by-laws.
- Section 6      Language: All Board, annual, and especially called meetings shall be conducted in the English language.

## **ARTICLE VIII: ELECTION OF BOARD OF DIRECTORS**

- Section 1      Elected Officers: The elected officers of the Society shall be a president, vice-president, secretary, treasurer, and a past president or Board member-at-large. Officers are to be elected at the annual meeting and all officers shall be members in good standing of the Society and are to serve until their successors have been duly elected and assume office. A candidate receiving a majority of the votes of a quorum of members as per Article VII, Section 4, shall be declared elected. Elected officials of the board may serve no more than six (6) consecutive years. If elected to a partial term, time served during that partial term shall not count as part of the six (6) years consecutive years. After a one (1) year hiatus, a previous officer of the board may serve again.
- Section 2      Nomination and Election of Board of Directors: In accordance with the procedures specified in Article XI, Section 1, the nominating committee for officers and board members shall prepare and submit to the president of the Board a nomination for each of the elected offices and board members of the Society. Any person so nominated shall have given his or her prior consent to nomination and election as an officer. Nominations may also be accepted from the floor.
- Section 3      Terms of Office: Each Board member shall be elected for a term of three (3) years. The Board of Directors term shall start January 1<sup>st</sup> of each year after the election.
- Section 4      Vacancies and Removals: Vacancies in any elected office may be filled for the balance of the term thereof by the Board at any regular or special meeting. The Board, at its discretion by a majority vote, may remove any officer from office for cause.

## **ARTICLE IX: DUTIES OF OFFICERS**

- Section 1      President: The president shall be the chief elected officer of the Society. He or she shall preside at all Board, regular, annual, and special meetings. He or she shall discharge all the usual functions of the chief executive of the Society, including the execution on behalf of the Society all deeds, leases, contracts, and other official documents and shall perform such other duties as this code of by-laws or the Board may prescribe. At the annual meeting of the Society and at such other times as the president shall deem proper, the president shall communicate to the members such matters and make such suggestions that in his or her opinion tend to promote the welfare and increase the usefulness of the Society. In case of a tie in voting, the president will cast the deciding vote.
- Section 2      Vice-President: The first vice-president shall perform all the duties incumbent upon the president during his or her absence or disability, and shall perform such other duties as this code of by-laws or the Board may prescribe.
- Section 3      Secretary: The secretary shall attend all meetings of the members, of the Board, and of the annual meeting and shall keep, or cause to be kept, a true and complete record of the proceedings of such meetings. The secretary shall attest to the execution of all deeds, leases, contracts, and other official documents. He or she shall attend to the giving and serving of all notices of Society meetings pursuant to these by-laws, shall have custody of the book (except books of account), records, the Corporate Seal, and in general shall perform all duties pertaining to the office of secretary and such duties as these by-laws or the Board may prescribe. At the end of his or her term, the secretary shall deliver over to a successor all property of the Society in his or her possession.
- Section 4      Treasurer: The treasurer shall be in charge of the Society's operating funds, investments, and any special accounts set up by the Board as per Article VI, Section 3, and financial records. As treasurer, this person shall collect all dues and receipts, disburse funds with proper documentation, and shall establish proper records for handling the funds and shall be responsible for the keeping of the financial books subject to the Board. At the end of the year the treasurer shall prepare an annual report. At the end of his or her term the treasurer shall deliver over to a successor all property of the Society in his or her possession.

## ARTICLE X: BOARD OF DIRECTORS

- Section 1      Authority and Responsibility: The governing body of this Society shall be the Board. The Board shall have supervision, control, and direction of the affairs of the Society, its committees, and publications; shall determine the policies or changes therein; shall actively prosecute its objectives and supervise the disbursement of the funds.
- Section 2      Composition: The board shall consist of the elected officers of the Society; namely the president, the vice-president, the secretary, the treasurer, and the immediate past president and the members-at-large. In the event the immediate past president succeeds himself or herself as president of the Society, the immediate past president does not become a member of the Board, rather this seat is filled by a member-at-large who is elected at the annual meeting. The term of office of this Board member is the same as the other elected officers and shall have the same voting right as the other officers. The presiding officer of the Board meetings shall be the Society president, or in the president's absence, the remaining officers in the order named above. Under no circumstances shall the Board consist of less than six (6) members. The property manager and/or the naturalist of the Site **may** be ex-officio members of the Board and may act in an advisory capacity with no voting rights. Relationships with members of other organizations may also serve in a similar capacity.
- Section 3      Quorum and Call of Meetings: A majority of the Board shall meet at a minimum of quarterly and constitute a quorum at any duly called Board meeting. The president or presiding member of the Society shall call such meeting of the Board as the business of the Society may require. Each member shall be notified at least three (3) business days prior to the meeting date. A legal quorum may be established either by physical presence at the meeting or through technological means such as conference call, video conferencing or through social media.
- Section 4      Internal Revenue Reports: The Board shall see that the treasurer has all Internal Revenue Service 501(c)3 reports, forms, or returns completed and filed with the Internal Revenue Service by the fifteenth (15<sup>th</sup>) day of the fifth (5<sup>th</sup>) month after the end of the accounting period and that all Indiana Internal Revenue forms be completed and filed. A copy shall be made a part of the minutes of the Board meeting after completed.
- Section 5      Other Reports: The Board shall see that all necessary reports and filings are completed for the State of Indiana and Noble County.

## **ARTICLE XI: COMMITTEES**

- Section 1      Nominating Committee: At least thirty (30) days before the annual meeting, the Board shall select a nominating committee for selecting candidates for the Board of Directors to be voted on at the coming annual meeting. The nominating committee shall nominate one (1) candidate for each office to be filled at the next annual election, and in the event the immediate president chooses to run for president again, a member to fill the Board Seat of a member-at-large. The committee shall report the choice of candidates to the president of the Board at such date as he or she may direct.
- Section 2      Other Committees: The president of the Board shall appoint such other committees from time to time as he or she may deem necessary to facilitate the handling of the affairs of the Society such as Membership, Marketing, Fund Raising, Board Development, etc.

## **ARTICLE XII: LIMITATIONS**

- Section 1      Limitations: No part of the earning of the Corporation shall inure to the benefit or be distributed 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 set forth in Article III, Section I. 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 publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for political office. Notwithstanding any other provisions of these articles the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal tax under section 501(c)3 of the Internal Revenue Code or the corresponding section of any future federal code or (b) by a Corporation, contributions to which are deductible under Section 170(C)2 of the Internal Revenue Code or the corresponding section of any future tax code.
- Section 2      Conflict of Interest: Should any Board member have a substantial interest or conflict of interest, directly or indirectly, with respect to any matter which comes before the Board, such Board member shall disclose same and refrain from participating in discussing and voting on such matter.
- Section 3      Compensation: Board members shall not receive any compensation for their services, but nothing herein contained shall preclude a Board member from serving the Organization in any other capacity and receiving compensation therefore.



## **ARTICLE XIII: DISSOLUTION**

Section 1      Dissolution: Upon dissolution of the Corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)3 of the Internal Revenue Code or the corresponding section of any future federal tax code or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not so disposed of by a court of competent jurisdiction of the country in which the principle office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

## **ARTICLE XIV: ENDOWMENTS**

Section 1      Endowments: Endowments for the purposes of the Society may be created or endowed by the act of the Board or by the membership of this Society on action as provided for amendment of these by-laws.

## **ARTICLE XV: AMENDMENTS**

Section 1      Amendments by the Board: These by-laws may be amended or repealed by the Board at any regular or special meeting duly called, notice of such proposed changes having been sent in writing to all members of the Board five (5) days before the date of such meeting.

Section 2      Amendments by Regular Members: These by-laws may also be amended or repealed by the regular members of the Society in the following manner: Any amendment must be proposed in writing over the signatures of ten (10) or more regular members and submitted to the secretary. These amendments shall then be submitted to the regular members with the next succeeding annual meeting and shall be adopted if such amendments receive the affirmative vote of a majority as specified in Article VII, Section 4.

Section 3      Publication of Amendments: Amendments to these by-laws shall be published within ninety (90) days after adopted and copies of the revised by-laws shall be made available upon request to all members on record in the secretary's book as of that date. Reimbursement of costs shall be the responsibility of the member requesting such a copy.

## **ARTICLE XVI: REIMBURSEMENT FOR MEETING AWAY FROM THE SITE**

Section 1      Reimbursement for Meetings: The Society shall assume any and all related expenses for any or all the Board and its representative or representatives for any pertinent meeting called by the Commission, any group or association at which matters concerning the Society and/or Commission and/or the State of Indiana will be discussed. Reimbursement for expenses for such meeting will be as follows: car expenses such as gasoline, miscellaneous car expenses, toll fees, parking expenses for one (1) vehicle capable of comfortably carrying five (5) adults. Breakfast, lunch and dinner, including tips for each participant for one (1) day sessions. For sessions lasting two days or longer, same as for one (1) day sessions plus overnight lodging for each participant. Reimbursement shall be in the form of a check from the Society's operating checking account.

## **ARTICLE XVII: CORPORATE INDEMNIFICATION**

Section 1      Corporate Indemnification: To the extent no inconsistent with the laws of the State of Indiana, every person (and their heirs, estate, executor, administrator and personal representative of such person) who is or was a member of the Board or an officer of the Society shall be indemnified by the Corporation as provided in the act.

## **ARTICLE XVIII: EFFECTIVE DATE**

Section 1      Effective Date: These by-laws supersede any and all previous by-laws and amendments and become effective as of this date: May 04, 2020.

Section 2      Motion: These Society by-laws have been studied by the Board and upon motion made and seconded, were unanimously approved by the Board.