

DRAFT

12/14/2022 Approved by the board, to place before Membership

Membership attending the Annual Meeting, 2023, must approve changes prior to adopting.

Language removed is crossed out. New language is in red. Recommendations from the November Board meeting are in light blue on pages 10 and 11.

**BY-LAWS
OF
THE PUTNAM COUNTY MUSEUM, INC.**

Approved by the Board of Directors
On June 6, 2002

Amended by the Board of Directors
On July 12, 2009

Amended and approved by the Membership
At the Annual Meeting
On March 7, 2015

Amended and approved by the Membership
At the Annual Meeting
On March 6, 2017

Amended and approved by the Membership
At the Annual Meeting
On March 18, 2018

DRAFT 12/14/2022 No changes until accepted by Membership
BY-LAWS OF PUTNAM COUNTY MUSEUM, INC.

Article I - Membership

- A. Membership
- B. Powers and Duties

Article II - Meeting of Members

- A. Annual Meeting
- B. Special Meeting
- C. Notice of Meetings of Members
- D. Voting
- E. Proxy

Article III - Directors

- A. Number and Qualifications of Directors
- B. Election
- C. Termination
- D. Term of Office
- E. Quorum
- F. Powers and Duties of Directors
- G. Meetings
- H. Miscellaneous

Article IV - Officers and Employees

- A. Election
- B. President - Duties
- C. Executive Director
- D. Vice President
- E. Secretary
- F. Treasurer
- G. Miscellaneous

Article V - Committees

- A. Executive Committee
- B. Other Board Committees

Article VI - Indemnification and Insurance

- A. Indemnification of Directors, Officers and Agents

B. Insurance

Article VII - Amendments and Construction

Article VIII - Dissolution

**BY-LAWS
OF
THE PUTNAM COUNTY MUSEUM, INC.**

MISSION STATEMENT

The mission of the Putnam County Museum is to collect, preserve, and interpret the natural, historical, and cultural heritage of Putnam County, Indiana. [7-March 2015]

ARTICLE I - MEMBERSHIP

A. Membership

The Corporation shall keep a membership list containing the name and address of each member. A member is any person who contributes annually to the Museum, by dues, by in-kind donations, ~~or~~ is recognized in the donor honor roll, or has been awarded life time membership status. The Board of Directors may from time to time establish other classes of membership, including lifetime membership, fix the dues and fees payable in respect of such membership and determine the rights and privileges of such membership.

B. Powers and Duties

The members of this Corporation shall:

1. Elect members of the Board of Directors as provided in Article III.
2. Upon request of the Board of Directors, consult and advise with the Board.
3. Explain the purposes and operation of the Corporation to the general public and seek to promote the Corporation's growth.
4. Advise the Board of Directors and the staff of the Corporation of the resources, needs, problems, and conditions existing in the community.
5. Help the Corporation, its Directors and staff in its activities and contacts in the community.

ARTICLE II - MEETING OF MEMBERS

A. Annual Meetings

The annual meeting of the members of this Corporation shall be held each year at such time and place in Putnam County, Indiana or at any place within the State of Indiana as the Board of Directors may from time to time designate.

B. Special Meeting

Special meetings of the members may be called by the President, or in the case of his or her absence, death, or disability, the Vice President is authorized to exercise the authority of the President. The Board of Directors by action at a meeting, or the Executive Director, in consultation with an officer, may also call a special meeting.

C. Notice of Meetings of Members

Notice of all annual meetings of members shall be given at least ten (10) days before the meeting. Notice of all special meetings of members shall be given at least five (5) days before the date of the meeting. All notices shall state the time, place, and purpose of the meeting and shall be deemed given upon mailing to the usual business or residence address of each member. The Board of Directors may provide for additional notice by publication or otherwise should it be deemed advisable. A member may waive notice. Presence at a meeting shall constitute a waiver of notice for that meeting.

D. Voting

A majority of the whole number of voting members present at a meeting shall constitute a quorum.

E. Proxy

Every voting member entitled to vote at a meeting of voting members or to express consent or dissent without a meeting may authorize another person or persons to act by proxy. Every proxy must be in writing, and signed by the voting member or the voting member's attorney-in-fact. Every proxy shall be revocable at the pleasure of the voting member executing it, except as otherwise provided by law.

ARTICLE III - DIRECTORS

A. Number and Qualifications of Directors

The Board of Directors shall consist of a minimum of nine (9) and a maximum of thirteen (13) members. All members of the Board shall be members of the Corporation and ~~Putnam County residents~~ **have an affiliation with Putnam County, eg. resident, landowner, former resident.** Members of the Board of Directors shall be elected on the basis of knowledge of natural, cultural, or social heritage of Putnam County; or of museum, curatorial, or exhibition sciences; or finance and administration; or other expertise helpful to the Museum. The purpose of this provision is to provide museum with leadership and guidance specific to its mission. Members of the Board of Directors shall serve without compensation except for reimbursement of reasonable expenses on behalf of or for the Corporation.

B. Election

The persons constituting the Board of Directors shall be elected by the voting members of the Museum at the annual meeting, to hold office until successors shall have been elected and shall have qualified. The affirmative vote of a majority of the whole number of voting members present at the annual meeting shall be required for such election.

C. Termination

1. Failure to attend three (3) consecutive regular meetings of the Board of Directors or 1/3 of regular meetings held in a twelve (12) month period ~~without excuse acceptable to the Board of Directors~~ shall operate as a tender of resignation. **When the limits of absences described above have been reached, the president shall contact the member notifying them of such. The member may petition the Board via letter, requesting to be reinstated and the Board will vote on the request. Efforts will be made to place the former Board member in another capacity within the organization such as a committee member, docent, or other volunteer opportunity and there will be agreement that the former member may be invited to return to the Board when scheduling is more convenient.** Vacancies by death, resignation, refusal to serve, or otherwise, shall be filled for the unexpired term by majority vote of the members present at any annual or special meeting or by the board of Directors, at any regularly scheduled or special meeting. A vacancy may only be filled by a person who possesses the qualifications referred to in Section A of this Article III. Such person shall remain a member of the Board of Directors until the annual meeting of the members.
2. The Directors shall, by a vote of a majority of the whole number specified in Section A of Article III as from time to time amended, remove or suspend from office any Director, elected officer or employee engaged under special contract, on examination and due proof of the truth of a written complaint by any Director, of misconduct, incapacity or neglect of

duty; provided, however, that at least one week's previous notice of the proposed action shall have been given to the accused and to each Director.

D. Term of Office

The terms of 1/3 of the Members of the Board shall expire at each Annual Meeting; their successors shall be slated during a Board of Directors Meeting preceding the Annual Meeting; to take office at the next annual meeting. The members of the Board of Directors shall serve from election for a term of three (3) years and may be reelected for one **or two** additional three-year terms **for a maximum of 9 years**. After an absence of not less than one (1) year, a person is eligible to serve again for the same terms as set out above. There shall be no limit to the number of times this series may be repeated.

E. Quorum

A majority of the whole number of Directors specified in Section 1 of this Article III as from time to time amended shall constitute a quorum. All actions of the Board require a quorum to be present.

F. Powers and Duties of Directors

1. Except as otherwise provided in the Articles of Incorporation or in these By-Laws, all the powers, duties and functions of the Corporation conferred by the Articles of Incorporation, these By-Laws, Indiana statutes, common law, court decision, or otherwise shall be exercised, performed or controlled by the Board of Directors.
2. The Board of Directors shall have general charge of the affairs, property and assets of the Corporation. It shall be the duty of the Board of Directors to carry out the aims and purposes of this Corporation, and to this end, to manage and control all of its property or assets.
3. The Board of Directors may, from time to time, appoint, as advisors, persons for advice and support in determining policies and formulating programs for carrying out the corporation's purposes.
4. The Board of Directors is authorized to employ such persons, including an executive officer, attorneys, agents and assistants, or independent auditors as, in its opinion, are needed for the administration of the corporation and to pay reasonable compensation for services and expenses thereof.

G. Meetings

1. The Board of Directors shall hold regular meetings at such time and place as may be fixed by the Board, or at such time and place as may be fixed by the President. Special meetings of the Board of Directors may be called by the President and shall be called by him or her upon the request of any two Directors. A majority of the members of the Board of Directors in office shall constitute a quorum at any meeting.
2. Notice of all Directors' meetings including agenda and other pertinent information, except as herein otherwise provided, shall be given by e-mailing or mailing the same at least five (5) days before the meeting to the usual business or residence address of the Director, but such notice may be waived by any Director, or by their presence at any meeting.
3. All meetings of the Board of Directors will include a virtual option so members may phone in or be included via video conferencing.

H. Miscellaneous

1. The Board of Directors shall at least annually make such distribution of a written report of its financial condition, activities, and distributions to members and any person or organization requesting such a report within sixty (60) days as will, in the opinion of the Board of Directors, reasonably inform the interested public of the operations of the Corporation.
2. The Board of Directors shall take all other appropriate actions to make the corporation and its purposes known to the people of Putnam County, and seek gifts to the Corporation from a wide segment of the population of Putnam County.
3. Neither the Board of Directors nor any of its members individually, shall be liable for the negligent acts or omissions of an employee, agent, or representative selected with reasonable care, nor for anything it may do or refrain from doing in good faith, including errors in judgment, acts done or committed on advice of counsel, or mistakes of fact or law.
4. Prior to voting on any contract or transaction involving a company or organization with which a Board Member has a financial interest or is a director or officer of the company or organization, the Board Member must first disclose such interest to the Board of Directors.

ARTICLE IV - OFFICERS AND EMPLOYEES

A. Election

The Board of Directors shall elect from their number a President of the Board of Directors. They shall also elect one or more Vice Presidents, a Treasurer, and a Secretary. They shall also appoint an Executive Director. The Board of Directors may appoint and fix the salaries of such other officers and employees as they deem necessary, who shall hold their offices at the pleasure of the Directors.

B. President - Duties

The President of the Board of Directors may preside at all board meetings and is an ex officio member of the committees. The President shall be the chief executive officer of the Museum, shall sign all deeds, contracts and other documents in its name, and shall have general power to carry on negotiations of any and every character on behalf of the Museum. The President shall preside at board meetings **and will consult with the Executive Director when developing the Board meeting agendas.** The President shall also chair the Executive Committee.

C. Executive Director

The Executive Director shall be the chief operating officer of the Museum and shall perform such other duties as are assigned by the Directors. In the capacity of chief operating officer, the executive director shall, among other things, supervise the employees and the hiring of employees. The Executive Director shall be an ex officio member of all committees, ~~except the nominating committee.~~

D. Vice President(s)

The Vice Presidents, in order of seniority, shall have and may exercise the powers and shall perform the duties of the President in the event of absence or disability and ~~shall~~ **may** be ex officio members of all committees.

E. Secretary

The Secretary shall ~~ensure~~ **give** required notice of meetings of the Museum and of the Board of Directors **is sent, call roll and maintain attendance records,** maintain minutes of all **Board and Executive Committee** meetings, and shall have custody of the books and records of the Museum other than those of the Treasurer. The Secretary ~~shall~~ **may** be an ex officio member of all committees.

DRAFT 12/14/2022

F. Treasurer

The Treasurer shall have **oversight** ~~care and custody~~ of all ~~moneys~~ funds, valuable papers and securities of the Museum and shall **ensure** deposit all funds of the Museum in such depositories as may be designated by the Directors. The Treasurer shall have charge of the books of account of the Museum and shall present at the annual meeting a summary of its financial affairs as of the end of the calendar year. The Treasurer ~~shall~~ **may** be an ex officio member of all committees.

G. Miscellaneous

All checks must be signed by two of the approved signatories of the corporation: President, Vice President or Treasurer or **Executive Director**. The Board of Directors must approve and periodically review an annual budget. The Board may delegate authority, through resolution, to the Executive Director or his/her representative, to make expenditures up to the limit in the approved budget.

In addition to the foregoing enumerated powers and duties, the several officers of the Museum shall exercise such other powers and perform such other duties as may be provided in the bylaws or as the Directors may from time to time prescribe.

For purposes of this organization, ex officio means the officer has a right to attend any committee meetings.

ARTICLE V - COMMITTEES

A. Executive Committee

There shall be an Executive Committee which shall consist of the President, Immediate Past President, Vice President, Treasurer, Secretary, and any other Board Member the Board elects. The Executive Committee has the full authority of the Board of Directors to act on behalf of the Board when it is not in the Corporation's best interest to wait for action until its next Board meeting except:

- 1.1 To make removals from office;
- 1.2 To fill vacancies in the Board of Directors or in any committee;
- 1.3 To amend or repeal the By-Laws or adopt By-Laws;
- 1.4 To amend or repeal any resolution of the Board of Directors which by its terms shall not be so amendable or repealable.

The Executive Committee shall keep full records and accounts of its proceedings and transactions. All action by the Executive Committee shall be reported to the Board of Directors at its meeting next succeeding such action and shall be subject to control, revision, and alteration by the Board of Directors, provided that no rights of third persons shall be prejudicially affected thereby. Vacancies in the Executive Committee shall be filled for the unexpired term by the Board of

Directors, and the Board may appoint one or more Directors as alternative members of the Executive Committee who may take the place of any absent members at any meeting.

DRAFT 12/14/2022

B. Other Committees

The Board of Directors shall also have a Finance Committee, Governance and a Nominating committee, Membership Committee, Program and Exhibits Committee, Communications Committee, Events Committee and a Fundraising Committee. Other special committees may be named by the Board of Directors as it deems desirable and discontinue the same at its pleasure, e.g. Capital Campaign, Strategic Planning. Each such committee shall consist of one (1) or more Directors elected by the Board of Directors, and shall have such powers and duties and perform such functions, not inconsistent with law, as may be delegated to it by the Board of Directors. A majority of the members of any such standing committee present at any meeting shall constitute a quorum.

Board members shall serve on one or more committees.

ARTICLE VI - INDEMNIFICATION AND INSURANCE

Except as otherwise directed by the Board, any Director or Officer made a party to an action or proceeding whether civil or criminal, by reason of being or having been a Director or Officer of the corporation shall be indemnified by the corporation to the extent permitted by law. The corporation may obtain such insurance as the Board or Executive Committee shall from time to time determine, to reimburse the corporation for any obligation incurred pursuant to this Article, and to indemnify directors and officers to the fullest extent permitted by law.

ARTICLE VII - MISCELLANEOUS

1. The fiscal year of the Museum shall run from January 1 to December 31 of each calendar year.
2. The Museum shall keep complete books and records of accounts and shall have, every three years or earlier if needed, a review by a certified public accountant approved by the Directors.
- ~~3. Any notice required to be given pursuant to any provision of law may, to the extent permitted by law, be waived in writing by the person entitled thereto.~~

3.moved from Article IX. No changes.

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

DRAFT 12/14/2022

set forth in Article hereof. 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 or in opposition to any candidates for public office. Notwithstanding any other provision 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 income tax under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code or (b) by a corporation contribution which is deductible under section 170(c)(2) of the internal revenue code or the corresponding section of any future federal tax code.

ARTICLE VIII - AMENDMENTS AND CONSTRUCTION

The Directors shall, subject to the mandatory provision of law, have the power to amend, suspend or repeal any or all of these By-Laws, and to adopt any new By-Laws, provided that notice of any such proposed change in the By-Laws shall be given to all Directors prior to the regular, annual or special meeting at which such change is to be considered. Revisions to the By-Laws require a vote of two-thirds (2/3) of all Directors. Said amendments shall remain in full force and effect until the next annual membership meeting, where the amendments shall either be ratified or rejected by the members. If rejected, the By-Laws shall revert to the original text prior to the Board's action.

ARTICLE IX - DISSOLUTION

Should the Museum at any time permanently cease to function as a museum, the buildings and real property shall remain in place and be turned over to the Putnam County **Community** Foundation to be used at its discretion for **a similar organization, other educational purposes and/or educational institution, preferably within Putnam County or within the State of Indiana.**

Personal artifacts on loan to the Museum **are with restrictions and** must be returned to the lenders. ~~Artifacts and collections belonging to the Museum shall be returned, if possible, to the original donors or their heirs. Artifacts and collection which cannot be returned to donors shall be transferred to another similar organization, museum or educational institution within the State of Indiana.~~

Should there be outstanding debts owed by the museum, assets such as property, plant, and equipment shall be sold to satisfy creditors prior to selling any artifacts or collected items.

After the Corporation permanently abandons the operation of the Museum, any endowment funds shall revert to the Putnam County **Community** Foundation, ~~or to any successor not for profit agency serving Putnam County.~~

Moved to Miscellaneous. ~~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~~

DRAFT 12/14/2022

~~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 hereof. 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 or in opposition to any candidates for public office. Notwithstanding any other provision 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 income tax under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code or (b) by a corporation contribution which is deductible under section 170(c)(2) of the internal revenue code or the corresponding section of any future federal tax code.~~