

GRIFFITH HISTORICAL SOCIETY, INC.



BY-LAWS

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K. Karlstedt, Sr.

GRIFFITH HISTORICAL SOCIETY – BY-LAWS

ARTICLE I

MEMBERSHIP

Section 1. Membership and Dues

The memberships in this Society consist of the following:

Membership Classification	Membership Fee
1. Individual	*See addendum (B) for current fee structure
2. Family	
3. Sustaining	
4. Senior Citizen	
5. Senior Couple	
6. Business	
7. Organization	
8. Angel	
9. Student	
10. Life	

- A. The anniversary of annual dues shall be January 1st of each year. Those members whose renewals are not paid within three (3) months of the due date shall be automatically dropped from the membership in the Society.
- B. Membership privileges in this Society shall commence upon an application which has been approved by the Membership Secretary and payment of one year's dues.
- C. Any applicant who has activities which would create a conflict of interest with our activities shall not be approved by the Membership Secretary, but instead shall be submitted to the entire Board of Directors for further consideration.
- D. Approval of such an application shall require an affirmative vote of a majority of the Directors. Membership shall be available to any person regardless of age, sex, national origin, race or religious preference.

Section 2: Eligibility to Vote

- A. Only members whose dues have been paid shall be eligible to hold office and vote at meetings.
- B. Each type of membership shall have one vote per membership, except for business memberships which have no vote.
- C. Membership must be valid for six months prior to cast a vote in any election or any amendment that requires a vote by the general membership.
- D. Members must be at least 18 years old in order to vote.

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Section 3: Expulsion of a Member

- A. A recommendation that a member be expelled must be presented to the Board of Directors for review. The Board will then determine the validity of the charges leveled against said member. If the recommendation is deemed valid, then it will be presented to the general membership.
- B. This member must be informed in writing of the charges leveled against them at least 14 days prior to a meeting of the general membership. The member shall be given an opportunity to be heard at such meeting. A vote of not less than 3/4ths of the members present at a general membership meeting will be required to expel a member.

ARTICLE II

MEETINGS

Section 1: Membership Meetings

- A. There shall be an annual meeting for all Members of the Society to be held in the month of November. The purposes of this meeting shall be to inform Members of activities of the current year, to elect and swear in Officers and Directors for the subsequent year, and to enjoy the fellowship of our Association.
- B. Special meetings of the Society may be held at the call of an Officer, any Committee chairman, a majority of the Board of Directors or by a quorum of the membership.
- C. The President shall establish the time, date and location of all such meetings of the membership.
- D. Notice to all members shall be made in advance of any such meetings by written or oral notification at least 14 days prior to the meeting.
- E. Any suggested changes in the By Laws or Constitution of this organization shall be submitted in writing to all members who are in attendance at said annual meeting and may be voted upon at the next subsequent meeting of the Members whether that be at a Special Meeting called for that purposes or at the next scheduled annual meeting.

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Section 2: Board of Director Meetings

- A. The Board of Directors shall meet monthly on the second Monday of each month at one o'clock in the afternoon. Any change in this meeting date or time shall be approved by a majority of the Board of Directors and notice of the change shall be given to all Board members at least 14 days prior to the scheduled meeting. This notice shall be the duty of the Secretary.
- B. Special Meetings of the Board of Directors may be scheduled at any time upon the call of an Officer or upon the request of a majority of the Board. Notice to all members of the Board shall be made in writing or by phone at least 72 hours in advance of the meeting. The Secretary shall be responsible for this notification of members, either verbal or in writing and may ask other Officers to help if so needed so long as the secretary verifies that said notifications have been made.
- C. Special meetings and regular meetings of the Board of Directors shall be held at the Griffith Senior Center unless prior notice is given of a different location at least 72 hours in advance of the meeting.
- D. A simple majority of Board members present shall constitute a quorum for transacting business at any meeting of the Board. The act of a simple majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the entire Board unless the law or these By-Laws specifically require the act of a greater number. The Board may also act by telephone, email or personal contact.
- E. Only Board members shall be eligible to make motions and vote at Board meetings even though the entire membership is always welcome to attend the meetings. The President or other person chairing the meeting shall not make or second motions or vote except in the case of a tie.
- F. Any Officer or Director who misses 3 consecutive Board Meetings, regular or special, may be considered inactive and their office may be declared vacant by the Board of Directors at the 4th meeting after the absences begin. The Board may choose to allow the Officer or Director to continue regardless of attendance.

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ARTICLE III **OFFICERS, DIRECTORS, TERMS OF OFFICE**

Section 1: Officers

The Officers of the Society shall be a President, Vice-President, Secretary, Treasurer, and Membership Secretary.

Section 2: Directors

The Board of Directors shall consist of from 5 to 15 members as set forth in our Constitution, to include the Officers who shall automatically be Members of the Board.

Section 3: Terms of Office

- A. All Officers shall serve for a term of one year commencing in January in the year following their election in November, serving continuously until December 31st of that year.
- B. All Directors shall serve for two years after their election beginning on January 1st of the year following their election and continuing through December 31st of the second year of their term. One-half of the Directors shall be elected on even numbered years and one-half shall be elected on odd numbered years.

Section 4: Vacancies

- A. In the case of a vacancy in the Office of the President, the Vice-President shall assume all of the duties of the President.
- B. In the case of a vacancy in the remaining Officer and Director positions, for any reason, the remaining Officers and Directors shall elect a successor to hold office for the unexpired portion of the term.
- C. For the purpose of this section, a quorum shall consist of all elected or appointed Board members and all Board members will be required to vote.
- D. A Board member may be removed from office for cause by a vote of not less than $\frac{3}{4}$ of the Board.
- E. The notice of the meeting and the proposed action shall be provided to each Board member in writing not less than 14 days prior to the meeting. The Board member involved shall be given the opportunity to be heard at such meeting.

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ARTICLE IV

DUTIES OF OFFICERS AND DIRECTORS

Section 1: Officers' Duties

It shall be the duty of the Officers to administer the Society in accordance with the wishes of the membership and at the direction of the Board of Directors within the objects and policy resolutions of this Society, and in accordance with our Constitution and By-Laws. It shall also be their duty to carry out such actions as ordinarily pertain to the nature of their office.

Section 2: Directors' Duties

It shall be the duty of the Directors to oversee the Officers and management of the Society in accordance with the wishes of the membership, to guide the Officers and to issue such directions as are in keeping with the educational and historical policy guidelines set forth in our Resolutions, Constitution and By-Laws. The Board shall oversee the budget of our Society and monitor all expenditures made in accordance therewith. They shall provide insurance and other protections deemed necessary for the protection of the property', possessions and activities of the Society.

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ARTICLE V

OFFICER DESCRIPTIONS AND DUTIES

Section 1: President

- A. It shall be the duty of the President to chair the meetings of the Society. The President shall prepare and follow an agenda.
- B. The President shall prepare a budget for the organization with the aid of the Treasurer and present same to the Board for approval at their December meeting, said budget to be effective for the year following its approval. The budget shall include guidelines for each Committee chairman.
- C. The President shall appoint the Chairmen of each standing committee at the December meeting and shall oversee their activities throughout the year.
- D. The President shall replace any Chairman whose committee is not fulfilling their stated goals.

Section 2: Vice-President

- A. The Vice-President shall assume the duties of the President if the President fails to perform them and shall chair meetings if the President is not in attendance.
- B. The Vice-President shall also perform other duties assigned by the President or the Board.

Section 3: Secretary

- A. The Secretary shall keep records of all meetings of the Organization and distribute them for approval to those in attendance at the subsequent meeting of the Board of Directors.
- B. The minutes may be distributed in person, by email, or by regular mail. The Secretary shall retain a copy of the minutes in printed form for the Official Minute Book of the organization.
- C. Copies of correspondence written by the group should also be maintained by the Secretary. The Secretary will be asked to prepare letters on behalf of the Organization.

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Section 4: Treasurer

- A. The Treasurer shall receive funds and make deposits on behalf of the Organization and shall keep detailed records of same.
- B. The Treasurer will assist the President in the preparation of a budget for the subsequent year. The Treasurer shall present sufficient records of the financial activities of the Organization to the Accountant who is preparing our tax returns and other legal filings which are required by the State of Indiana or the federal government.
- C. The Treasurer shall pay all the bills occasioned by our activities and shall obtain the proper signatures on checks.
- D. The Treasurer shall prepare and file with the financial institutions the requisite paperwork required by them to facilitate our use of the money deposited with them.
- E. The Treasurer shall make sure that our funds are separated by the proper categories to comply with the laws regarding same and in accordance with these By Laws.
- F. The Treasurer shall prepare a report of the current month's activity and present it for approval to the Board of Directors at their meeting in the subsequent month.
- G. The Treasurer will keep the Membership Secretary apprised of all paid memberships.

Section 5: Membership Secretary

- A. The Membership Secretary, in conjunction with the Treasurer, shall maintain at all times a current list of the paid members of our Organization. This list shall be distributed to any Member upon their request.
- B. The Membership Secretary shall distribute membership applications as needed, and approve same as are proper, conferring with the Board of Directors regarding any application which is questioned.
- C. The Membership Secretary shall also be responsible for new member recruitment.

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ARTICLE VI

Dealing with Funds Belonging to the Historical Society

- A. The Treasurer shall be the custodian of all funds belonging to the Society and shall, in accordance with the other elected Officers, fulfill the financial obligations of the Society as follows:
- B. All payments shall be made by check and shall have two of the Officers other than the Treasurer approve and sign them.
- C. All statements of money expended by other members shall be submitted to the Treasurer for payment approval.
- D. Any request deemed improper or outside of our normal guidelines shall be submitted for consideration to the Board of Directors for their determination as to whether or not payment should be made. Copies of the submitted request and the documentation therefore shall be kept.
- E. All income shall be properly noted and records regarding the source of the money shall be kept.
The income shall be deposited into institutions approved by the Board of Directors and records from those institutions shall be maintained.
- F. In the absence of the Treasurer, the President or Secretary shall perform these duties.
- G. The Officers shall be bonded as directed by the Board of Directors.
- H. The Fiscal Year of the Society shall be concurrent with the calendar year.
- I. The Treasurer or the Officer who is acting-as-Treasurer shall submit all records to the Auditing Committee at the end of the year and shall deliver all records and funds to the Treasurer elected for the subsequent year.
- J. The Board of Directors shall establish a uniform bookkeeping system to be followed by the Officers and shall vote on and establish the budget submitted to them in December which will become effective as of the following January' 1st.
- K. The Board may authorize any Officer to enter into any contract or execute and deliver any instruments in the name of and on behalf of the Corporation. Such authority should be specific and confined to a specific instance.

ARTICLE VII

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Standing Committees and Their Duties

Section 1: Audit Committee/Chair

- A. The Audit committee shall be chaired by a qualified professional. If no one with such credentials is a member of our group, a professional accountant should be employed to counsel the group.
- B. This Committee, in conjunction with the Treasurer, shall make certain that proper accounting guidelines are being followed by our Officers, that the proper forms are being prepared and filed with governmental entities, and that our not-for-profit status is being maintained.
- C. They shall also oversee the preparation of an annual financial statement to be given to all Members for approval at the annual meeting.

Section 2: Curator of Railroad Depot Museum

- A. Inventory and place a value on the items displayed at the Museum and other artifacts owned, leased or in the possession of the Society. Maintain records regarding the provenance and ownership of all items in our possession.
- B. Optimize the displays in order to encourage visitors and ensure that the facility is organized, neat and clean. Within the established budget, hire cleaning or display helpers as needed.
- C. Coordinate with the publicity and program Chairmen to assure that visitors will want to attend events and see the displays at the Museum. This might include special openings for school or civic groups or other railroad clubs from outside of the Griffith area. Determine whether we have excess or redundant display items which might be sold to help us preserve our records, artifacts and buildings.
- D. Obtain approval of the majority of the Board of Directors prior to the sale or disposal in any manner of any item.

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Section 3: Curator of Franklin Museum

- A. Inventory and place a value on the items displayed at the Museum and other artifacts owned, leased or in the possession of the Society.
- B. Maintain records regarding the provenance and ownership of all items in our possession.
- C. Optimize the displays in order to encourage visitors and ensure that the facility is organized, neat and clean. Within the established budget, hire cleaning or display helpers as needed.
- D. Coordinate with Publicity and Advertising Program Chairman to assure that visitors will want to attend events and see the displays at the Museum. This might include special openings for school or civic groups, especially those who might be interested in our Sports memorabilia or who might wish to help us by donating money to help us meet our goals, for example, the local Chamber of Commerce, Rotary or Lions Clubs. They could be offered a tour in lieu of their normal meeting times even if we must be open in the evening or on a weekend. Determine whether we have excess or redundant display items which might be sold to help us preserve our records, artifact and building.
- E. Obtain approval of the majority of the Board of Directors prior to the sale or disposal of any manner of any item.

Section 4: Newsletter

- A. Prepare and distribute in a timely manner informational detail for the Group in order to encourage more memberships and renewal of existing Special Event memberships.
- B. Keep our membership informed about our activities, encourage volunteer work, and provide interesting articles for the Membership. Distribute the newsletter at least Quarterly.

Section 5: Programs

- A. Prepare material and plans for special tours and visitors to both museums.
- B. Attend meetings of other groups in Northwest Indiana in order to encourage more widespread support, both financially and in order to get

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more volunteers.

- C. Work in conjunction with the Curators of both Museums. Encourage our Senior Citizens and all citizens of Griffith to come to the Depot or Franklin to be interviewed for our oral History project. Sign people up and publicize the dates for those who are not too shy to be interviewed in a public setting; interview others in private.

Section 6: By Laws

Review our existing By Laws and Constitution and all Resolutions to determine their propriety and suggest Amendments if needed. Prepare, in writing, copies of these suggestions and distribute them to the Membership and Board as required.

Section 7: Ways and Means

- A. Consult with the treasurer to maximize investment returns on our existing funds.
- B. Suggest other fundraising activities that will increase the monies we have on hand to achieve our goals.

Section 8: Special Event Chair-persons

- A. A Chairperson is to be appointed for each event and will recruit additional help from within and outside our Organization.

Special Events

- a) Rock ‘n’ Rail Fest Booth
- b) Ice Cream Social
- c) Open Hours at the Depot
- d) Open Hours at Franklin
- e) Santa in the Caboose
- f) Raffle Sales
- g) Beer Fest

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- B. Make plans for the event and report progress or lack thereof to the board of Directors.
- C. Each Chairperson shall: follow the allotted budget or request additional monies from the Board of Directors; maintain the equipment and supplies needed for the event/activity, and; recruit volunteers to help staff the activity.

9: Barrel Train Coordinator

The Barrel Train Coordinator shall make sure that the barrel train is maintained and manned for those events when requested; work with the publicity chairman to ensure that the activities of the train will get "out" to those who would support it, **and**; sign up advertisers and affix signs.

Section 10: Merchandise / Purchasing Agent

- A. Order items that we can resell at a profit at all of our Events.
- B. Keep an ongoing inventory of all such items. Track sales and determine which items made a sufficient profit for the Group.
- C. Watch sales and use discounts for purchases as available. Price the items and deliver them to the people selling them at the Events and at the Museums.
- D. Consolidate orders of paper and office supplies which have not been donated in order to reduce our cost per item.
- E. Store materials as needed by the Group and distribute them as needed.

Section 11: Maintenance / Cleaning / Grounds Facilitator

- A. Assure that our facilities are being maintained in good order.
- B. Perform repairs as needed or recruit other volunteers to do same. When we need to hire outside the group, get competitive bids and present them to the Board for a decision if the bids exceed the annual budget allotted to this committee.
- C. Work with Special Event Committees to ensure that the necessary tents, tables, chairs, garbage cans and other equipment are set up and torn down after the event.

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Section 12: Publicity Coordinator

- A. Work in conjunction with the Chairman of the Various Committees to ensure that we have good exposure and potential for attendance, not just in Griffith, but all over the Region, and with other groups who may be interested.
- B. Use the various electronic, website social media and mail potentials to accomplish this.

ARTICLE VIII

Nominations and Elections

Section 1: Nominating Committees

- A. On or before September 1st of each year, the President shall appoint a nominating committee and name a Chairman of that group.
- B. The Committee shall solicit and recommend candidates for all Offices of the Society, including Officers and Board of Directors seats which need to be filled for the subsequent year. Additional nominations may be made by Members attending the annual meeting.
- C. Any person nominated by the Committee or nominated from the floor shall give his or her consent to having their name place on the ballot.
- D. A majority vote by those serving on the Committee shall be sufficient to place a name on the ballot.

Section 2: Election of Officers or Board Members

No member of the nominating committee shall be a candidate or nominee, either elected or appointed, for any office or position in the Society, other than as Chairmen or members of standing committees.

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ARTICLE IX

Resolutions

- A. The General Policy of the Society shall be established in our Constitution and By Laws and through Resolutions established by the Membership and presented at the Annual Meeting or at a special meeting called to consider same.
- B. Resolutions are to be viewed as documents which break new ground, or which re-examine or revise our present policies. They should only be used to reflect substantive policy changes and for issues of vital importance.
- C. Resolution may be prepared and presented by Committee Chairman, the Board of Directions, and any Member of the Society or Officers. A simple plurality of those Members attending the Annual Meeting, or a Special meeting shall be sufficient to pass and adopt any new Resolution.
- D. A review should be made by the By Law Committee before the membership is asked to vote on same, and this group should be furnished with a copy of the proposed Resolution at least 14 days prior to any Annual meeting or Special Meeting.
- E. They should be prepared to answer questions from the Membership regarding the Resolution prior to any vote on same. Copies of the proposed Resolution should also be presented to the General Membership at least 14 days prior to any meeting of that group.

ARTICLE X

Parliamentary Procedures

- A. The meetings of the Society shall be governed by the latest edition of Robert's Rules of Order. The President may appoint someone to advise him/her as Chairman on all points of Order or disputed procedures.
- B. Although we prefer to follow a set agenda for all meetings, no Member shall be denied the right to speak on any subject which is important to them. Any such statements should be considered as new business and only permitted after the standard monthly reports, Committee Reports and all Old Business is concluded. The rules of any meeting may be suspended upon an affirmative vote by a majority of those in attendance.

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ARTICLE XI

By Law Amendments

- A. All By-Law Amendments may be voted upon at an annual meeting or at a Special Meeting of the General Membership.
- B. If a majority of those present at the Meeting vote for approval, the amendments will be considered adopted.
- C. Each member is to be given a written copy of the proposals and the By Law Committee shall provide their phone numbers so that Members can question the wording or impact of a given change.
- D. Once the committee determines that the Membership is satisfied with the document, the President may either call a Special Meeting for the purposes of approval or may wait for the next scheduled Annual Meeting to present same.
- E. No vote on an amendment shall be made at the same meeting where members receive their written copy. If more amendments are made prior to a vote on them, the Committee shall furnish a copy of same as amended at least 14 days before the vote.

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ARTICLE XII

Miscellaneous

- A. No member, officer or board member shall receive any compensation for the work they do for this Association unless approved by a majority of the Board of Directors. They may, however, be reimbursed for expenditures they have made on behalf of the Society so long as proper documentation is furnished.
- B. No member shall derive any income or personal gain from the sale of artifacts, equipment, gifts or donations made to or for the Corporation. This does not prevent the trading, sale exchange, or lending of these items, as long as the Corporation is the sole recipient of such transactions. Any violation of this paragraph will result in censure and possible expulsion.

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<u>ADDENDUM A: 2019 CURRENT YEAR NAMES</u> of; Officers, Directors, Standing Committee, Special Events & Nominating Chairpersons.		
		Individual Names:
OFFICERS		
	President	
	Vice-President	
	Secretary	
	Treasurer	
DIRECTORS		
	Director 1	
	Director 2	
	Director 3	
	Director 4	
	Director 5	
STANDING COMMITTEE CHAIRS		
	1. Audit Committee Chair	
	2. Railroad Museum Curator / Chair	
	3. Franklin Museum Curator / Chair	
	4. Newsletter Chair	
	5. Programs Chair	
	6. By-Laws Chair	
	7. Ways & Means Chair	
	8. SPECIAL EVENTS CHAIR-PERSONS	
	a) Rock ‘n’ Rail Fest Booth	
	b) Ice Cream Social	

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c) Open Hours at the Depot Museum	
d) Open Hours at Franklin Museum	
e) Santa in the Caboose	
f) Raffle Sales	
g) Beer Fest Sales	
9. Barrel Train Coordinator	
10. Merchandise / Purchasing Agent	
11. Maintenance/Cleaning Grounds Facilitator	
12. Publicity Coordinator	
NOMINATING COMMITTEE CHAIR	

ADDENDUM (B) MEMBERSHIP DUES / FEE STRUCTURE

Membership Classification	2019 Membership Fee
1. Individual	
2. Family	
3. Sustaining	
4. Senior Citizen	
5. Senior Couple	
6. Business	
7. Organization	
8. Angel	
9. Student	
10. Life	