

CONSTITUTION & BYLAWS
of
CEDAR LAKE HISTORICAL ASSOCIATION, INC.

Approved: 7/27/2014

This Constitution & Bylaws of the Cedar Lake Historical Association, Inc., hereinafter referred to as the “Association,” are promulgated by the Board of Governors of the Association pursuant to authority granted by the Articles of Incorporation and the Corporation Code of the State of Indiana, for the purpose of facilitating the conduct of the affairs of the Association by the Board of Governors.

Article I, Name

Section 1. Name. The name of the organization shall be Cedar Lake Historical Association, Inc., a nonprofit 501(c) (3) organization, hereinafter called the “Association.”

Article II, Purpose

Section 1. Purpose. The Association is organized as a public benefit corporation exclusively for charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code) and more specifically: The mission of the Association is to bring together those interested in the history of Cedar Lake and those seeking to understand our traditions and heritage. The Association’s major focus is to discover and collect any material, artifacts and memorabilia which relate to the history of Cedar Lake and its environs, as well as history outside the area when it is necessary to understand or more fully explain Cedar Lake history or when it complements Cedar Lake’s history. The Association maintains and operates the Lake of the Red Cedars Museum, hereinafter referred to as the “Museum.” The Association collects printed material of historical, genealogical, biographical, and descriptive matter pertaining to Cedar Lake; also Museum material of artifacts including pictures and identified photographs, paintings,

antiques, and aboriginal and Indian relics, which are curated in the Museum. The Association conducts meetings with lectures, discussions, and the dissemination of historical information. The Association shall be non-political, non-partisan, and non-secular, and cooperate with the County and State Historical Societies.

Article III, Membership

Section 1. Membership. Any person, organization, institution or corporation interested in the history of Cedar Lake and the surrounding regions may be accepted into a membership classification in accordance with categories designed by the Board of Governors and upon payment of dues.

Section 2. Terms. All memberships shall begin upon acceptance by the Association and payment of proper dues and shall expire one year from the date the membership was accepted.

Section 3. Gifts. Any gifts of money, goods, and/or services shall be considered separate from membership dues.

Section 4. Dues. Annual dues, determined by the Board of Governors, shall be payable to the Association and used for operating funds.

Section 5. Voting. Each dues-paying member shall be entitled to one (1) vote at the Annual Election Meeting and any other Special Membership Meeting.

Article IV, Membership Meetings

Section 1. Annual Election Meeting. The annual election of the Board of Governors and Officers of the Association by the membership shall be held during the month of November. The time and place of the meeting shall be determined by the Board.

Section 2. Quorum. At a duly called Meeting, the total members present shall constitute a quorum.

Section 3. Special Membership Meetings. Special meetings of the Membership for any purpose or purposes shall be called at any time by the President or, by any Three (3) or more Governors or, by any Fifteen (15) or more Members of the Association in good standing. Notice of and the purpose of such special meetings, unless waived or by written consent to the holding of the meeting, shall be given to the Membership by verbal or written notice at least five (5) days before the date of such meeting via telephone, email, in-person, or public posting.

Article V, Board of Governors

Section 1. Powers. Subject to limitations of the Articles of Incorporation of the Association, the Constitution & Bylaws of the Association, and of the Indiana Corporation Code, all corporate powers and the activities and affairs of the Association shall be exercised by or under the authority of shall be exercised by the Board of Governors. Without prejudice to such general powers, it is hereby expressly declared that the Board of Governors shall have the following powers, to wit:

First: To alter, amend or repeal the Articles of Incorporation and the Constitution & Bylaws of the Association.

Second: To select and remove all the other Officers, Agents, Appointees and Employees of the Association, and prescribe such powers and duties for them as may not be inconsistent with law, or with the Articles of Incorporation or the Constitution & Bylaws, and fix their compensation.

Third: To conduct, manage, and control the affairs and activities of the Association, and to make such Policies, Rules and Regulations and Operating Procedures not inconsistent with the law, or with the Articles of Incorporation or the Constitution & Bylaws, as they may deem best.

Fourth: To borrow money and incur indebtedness for purposes of the Association, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds,

debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor.

Fifth: To appoint an Executive Committee and/or such other committees, and to delegate to such committees any of the powers and authority of the Board in the management of the activities and affairs of the Association, except the power to adopt amend or repeal the Articles of Incorporation and the Constitution & Bylaws.

Section 2. Number and Qualification of Governors. The authorized number of Governors of the Association shall be an odd number, not less than Nine (9), nor more than Thirteen (13), until changed by amendment to this Bylaw.

Section 3. Election of Governors. A standing nominating committee consisting of Three (3) persons appointed by the President from the members of the Board of Governors and approved by a majority of the Board, shall identify, solicit and report to the Board of Governors, a slate of nominees for vacant or expiring Board positions each October. All candidates for the Board of Governors must be active members prior to election. Members of the Board to fill vacancy created by the expiration of the Term of a Governor, shall be elected at the Annual Election Meeting of the Association each November. New Board members must be elected by a majority vote of all Association members present and shall assume their office effective January 1st. All Governors shall hold office as set out in this Article V, Section 11.

Section 4. Removal. A Governor shall miss no more than Three (3) regularly scheduled board meetings without proper or prior notification to an Officer of the Board of Governors. Failure to do so will result in the loss of office. Furthermore, a Governor may be removed from office at any time for any reason, by a two-thirds (2/3) vote of all members of the Board.

Section 5. Resignation. Any Governor may resign at any time by delivering notice to the Board of Governors or the president or secretary of the Association. A resignation shall be effective when the notice is delivered, unless the notice specifies a later effective date.

Section 6. Vacancies. Vacancies on the Board of Governors may be filled by a majority vote of the remaining Governors, and any Governor so elected shall serve out the term of the Governor whose resignation or removal created such vacancy.

Section 7. Place of Board Meetings. Regular and special meetings of the Board of Governors shall be held at any place designated by action of the Board, from time to time by resolution or by written consent of one-half (1/2) of the members of the Board.

Section 8. Annual Business Meeting. The Annual Business Meeting of the Association shall be held during the month of January of each calendar year, at which time Governors will assume the office of those Governors whose term shall expire in accordance with Section 11 below and shall receive such other reports and conduct such other business as might be necessary.

Section 9. Regular Board Meetings. Regular meetings of the Board of Governors shall be scheduled monthly. The schedule for the year shall be set at the Annual Business Meeting.

Section 10. Special Board Meetings. Special meetings of the Board of Governors for any purpose or purposes shall be called at any time by the President or, if he or she is absent or unable or refuses to act, by any Three (3) or more Governors. Notice of and the purpose of such special meetings shall be given to each Board member by verbal or written notice at least five (5) days before the date of such meeting via telephone, email, or in-person.

Section 11. Term of Office. The term of a Governor shall be Three (3) years. Members of the Board of Governors may serve Two (2) consecutive terms and would be eligible to serve again after a One (1) year absence.

Section 12. Quorum. A majority of the total number of Governors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the Governors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Governors. The Governors present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Governors to number less than a quorum.

Section 13. Meetings by Telephone. Members of the Board of Governors of the Association, or any committee designated by such Board, may participate in a meeting by means of conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear one another, and such participation in a meeting shall constitute presence in person at the meeting.

Section 14. Adjournment. A majority of the Governors present may adjourn any Board of Governors meeting to meet again at a stated day and hour or until the time fixed for the next regular meeting of the Board.

Section 15. Votes and Voting. All votes required of Governors hereunder may be by voice vote, show of hands, or email, unless a written ballot is requested, which request may be made by any one Governor. Each Governor shall have one vote. Every reference to a majority shall refer to a majority of the votes of such Governors. A Governor may, in advance of a meeting of the Board give his or her proxy, in writing, which shall be limited to a single meeting and shall list all subjects upon which the proxy may be exercised. Said proxy shall be disclosed at the time the meeting is called to order and roll is taken. Any issue resulting in a tie vote shall be tabled to the next Regular or Special meeting of the Board when a true majority can be established and said votes that resulted in the tie shall not be permitted to change at the next meeting. In the event that a quorum does not exist for a Regular or Special meeting while a vote by proxy is in effect for said meeting, the meeting shall be conducted with the sole purpose

of voting on the issue for which the vote by proxy is in effect and all remaining agenda items shall be tabled until the next Regular or Special meeting.

Section 16. Inspection of Books and Records. Any Governor shall have the right to examine the Association's books and records for a purpose reasonably related to such Governor's position as a Governor.

Section 17. Compensation and Reimbursement. Governors shall not receive any compensation for their services as Governors, but, by resolution of the Board, may be reimbursed for expenses incurred which would otherwise be an expense of operation of the Association.

Section 18. Governor Emeritus. The Board of Governors may confer the title of Governor Emeritus upon past governors to honor outstanding service to the Association by a two-thirds (2/3) vote of all Board members.

Section 19. Administrative Appointments to the Association. The Board of Governors may appoint an Executive Director, Curator, Historian, or any other administrative role as deemed necessary by a two-thirds (2/3) vote of all Board members, to perform the daily operations of the Museum, and/or any other historic site the Association may acquire, and carry out the mission and purpose of the Association under the direction of the Board of Governors. Appointees shall not serve concurrently as a member of the Board of Governors or Officer of the Association. The appointee shall serve until resignation, or the Board of Governors terminates the appointment by a two-thirds (2/3) vote of all Board members.

Article VI, Officers

Section 1. Officers. The officers of the Association shall be a President, a Vice-President, a Secretary and a Treasurer.

Section 2. Election of Officers. The nominating committee as set out in Article V, Section 3, shall identify, solicit and report annually to the Association Membership, a slate of officer nominees from the membership of the Board. The Association Membership at its Annual Election Meeting shall elect the officers by a majority vote and their term of office shall commence January 1st. Each officer shall hold office until he or she shall resign, or shall be removed or otherwise disqualified to serve, or a successor be elected, or until the term expires. No officer of the Association can serve more than Three (3) consecutive One (1) Year terms in the same office. In the event that an officer has served the maximum term and a successor is not elected or nominated, said officer shall continue to serve until a replacement is identified, nominated and elected.

Section 3. Compensation of Officers. Officers of the Association shall not receive salaries or other compensation, but may receive an expense reimbursement as shall be determined by resolution of the Board of Governors, adopted in advance or after expenses are incurred. The Board of Governors shall have authority to hire such employee or employees and set salaries as may be deemed necessary or assign such duties to the management of the Association. No Governor, or Officer of the Association, shall be eligible for hiring as an employee or appointed to an administrative role as outlined in Article V, Section 19. Immediate family members of the Governor or Officer of the Association must be disclosed during the application process and shall only be hired or appointed upon a two-thirds (2/3) vote of the Board of Governors conducted by secret ballot.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, or disqualification shall be filled by a majority vote of the Board of Governors at any Regular or Special Meeting of the Board.

Section 5. Removal and Resignation. Any officer may be removed by a two-thirds (2/3) vote of the Governors at the time in office, at any Regular or Special meeting of the Board. Any officer may resign at any time upon written notice to the Association.

Section 6. President. The President shall preside at all meetings of the Board of Governors. The President shall be an ex officio member of all the standing committees, if any, except the nominating committee, and shall have the general powers and duties usually vested in the office the chairperson of an association, and shall have such other powers and duties as may be prescribed by the Board of Governors or the Constitution & Bylaws.

Section 7. Vice-President. In the absence or disability of the President, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice-President shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Governors or the Constitution & Bylaws.

Section 8. Secretary. The Secretary shall keep, or cause to be kept, a Book of Minutes of all meetings of Governors and Board committees, with the time and place of holding, whether Regular or Special. Minutes should be in a form acceptable to the Board.

The Secretary shall keep, or cause to be kept, a Board Roster, showing the names of the members, their addresses, their election and term of office, and the date upon which their term shall expire in accordance with this Constitution & Bylaws.

The Secretary shall keep, or cause to be kept, a Membership Roster, showing the names of the members, their addresses, membership category, and the date upon which their membership shall expire in accordance with this Constitution & Bylaws.

The Secretary shall give, or cause to be given, notice of all the meetings of the members and of the Board of Governors required by the Constitution & Bylaws to be given, and shall have such other powers and perform such other duties as may be prescribed by the Board of Governors or the Constitution & Bylaws.

Section 9. Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and financial transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus and shares. The Books of Account shall at all reasonable times be open to inspection by any Governor.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Association with such depositories as may be designated by the board of Governors. The Treasurer shall disburse the funds of the Association as may be ordered by the Board of Governors, shall render to the President and Governors, whenever they request it, including all Regular Meetings of the Board, an account of all transactions as Treasurer, and of the financial condition of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Board of Governors or the Constitution & Bylaws. The Treasurer shall be bonded and a background search shall be conducted, if required by the Board of Governors. All checks written on behalf of the Association shall be signed by no less than two Officers.

Article VII, Miscellaneous

Section 1. Use of Roberts Rules of Order. The most current revision of Roberts Rules of Order shall be used for the conduct of all Governors meetings except as otherwise provided hereunder or in the Articles of Incorporation. Any conflict between Roberts Rules of Order and the Constitution & Bylaws are controlled by these rules.

Section 2. Authority to Execute Documents. The Board of Governors, except as in the Constitution & Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Governors, no Governor, Officer, Appointee, Employee, or Agent of the Association shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount; provided, however, that any contract, agreement, deed or other instruments conveying lands or any interest therein, and any other document shall be executed on behalf of the Association by the President (or by the Vice-President serving in the absence of the President), or by any other specific officer or agent or attorney so authorized by the Board of Governors.

Article VIII, Fiscal Year

Section 1. Fiscal Year. The Board of Governors shall have the power to fix and from time to time change the Fiscal Year of the Association. In the absence of action by the Board of Governors, however, the fiscal year of the Association shall end on December 31 of each year, until such time, if any, as the fiscal year shall be changed by the Board of Governors.

Article IX, Dissolution

Section 1. Dissolution. Upon the dissolution of this Association, the governing body shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code with a mission similar to that of the Association, as amended, as the governing board shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Association 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 X, Amendment of Constitution & Bylaws

Section 1. Amendments. This Constitution and Bylaws may be amended, at any regular or special meeting; provided that, notice of the proposed alteration or amendment is contained in the notice of the meeting. To be considered, an amendment must have been submitted, in writing, to the Board.

Section 2. Adoption. An affirmative vote of two-thirds (2/3) of the Association Membership present and voting shall be required for adoption of an amendment.

Article XI, Previous Constitution & Bylaws Superseded

Section 1. This Constitution & Bylaws, as revised, supersede all provisions of any previous Constitution & Bylaws of this Association.

Original Constitution & Bylaws unanimously adopted at the meeting of September 8, 1977.

Proposed Revision, September 3, 1981

Approved October 26, 1981

Proposed Revision, May 18, 2014

Approved July 27, 2014