

GRIFFITH HISTORICAL SOCIETY, INC. 2025

BY-LAWS

Originated, June 6, 1983

Revised, November 13, 1990

Revised, November 14, 2005

*Document checked, reformatted and converted to
digital format, February 25, 2019.*

*Fully Revised and Updated
as of February 28, 2025*



**BYLAWS of
GRIFFITH HISTORICAL SOCIETY, INC.**

ARTICLE I

General

Section 1. Name, Origins and Purpose

The name of the Organization is: Griffith Historical Society Inc. (the 'Organization').

The Organization is a nonprofit 501c3 corporation originally organized and formed on June 6, 1983. Its purpose has been and continues to be, to provide the means to preserve, honor and share Griffith's railroad heritage, together with the town's historical records, files, and artifacts. This work and mission are housed, supported and presented within and through the Organization's three History Museums: *The Depot & Train Museums, and the Town History Museum.*

Section 2. Powers

- (a) As a 501c3 the Organization shall be and is empowered to acquire and own personal property, equipment, intellectual property and land for use for corporate purposes.
- (b) Notwithstanding any other provision of the Articles of Incorporation or these Bylaws, neither the Board of Directors ('Board') nor the Organization shall have the power or authority to do any act that will prevent the Organization from being an organization described in the Internal Revenue Code (the 'Code') 501(c)(3).

Section 3. Annual Meeting

The annual meeting of the Organization shall be at a time and place set forth by the Board.

Section 4. Fiscal Year

The fiscal year of the Organization shall begin on January 1 and end on December 31.

ARTICLE II Members

The Organization shall have no members as that term is defined by the Indiana Nonprofit Corporation Act of 1991.

ARTICLE III Officers

Section 1. Officers of the Organization

The Officers of the Organization shall be the President, Vice-President, Treasurer, Membership Secretary and Secretary, and such other Officers as the Board may otherwise elect. Except for the offices of the President and Vice-President, if elected, an Officer may simultaneously hold more than one (1) office. Officers, except for the President will serve as Directors for their term of office.

Section 2. Powers of Officers

The duties of the Officers shall include all duties imposed by law, and:

- (a) **The President** shall primarily be responsible for all day-to-day operations, oversight for budget creation and proposing and implementing corporate policies.

The President shall preside at all meetings of the Board, create committees and appoint their Chairs as needed, and assign short-term Officer responsibilities as required to support the work of the Board as vacancies may occur.

The President will direct the operation of the Board in conformance with the Articles, Bylaws and resolutions of the Board.

- (b) **The Vice-President** shall assume all the duties of the President in the event of his/her absence or disability and perform such other functions as assigned by the President.
- (c) **The Treasurer** shall receive and safely keep all funds of the Organization within Board approved financial institutions, make approved disbursements, and maintain an accurate accounting of all financial transactions. This includes receiving , accounting for and placing into safekeeping, all notes, securities, and other assets coming into the possession of the Organization.

The Treasurer shall organize and maintain a reference library for all the Organization's financial records and any other books of accounts, and shall furnish, whenever required by the Board or the President, a statement of the financial condition of the Organization. This includes providing for the preparation and filing of all government tax and other documents as required by law.

In addition, the Treasurer shall perform duties usual to that position and such other duties as the Board or President may prescribe.

- (d) **The Secretary** shall be the custodian of all papers, books, and records of the Organization, will maintain an Organization Document Library, and will authenticate the records placed within. This does not include financial records, and other books of accounts which will be the responsibility of the Treasurer.

The Secretary shall record and create Minutes of the Board Meetings, distribute them to the Board prior to the next meeting and maintain them in an Official Book of Minutes.

The Secretary shall ensure that corporate records, annual reports and other information as required by state or local law are adequately filed and maintained in conformance with such laws.

The Secretary shall perform other duties usual to such position.

- (e) **The Membership Secretary**, in conjunction with the Treasurer, shall maintain a list of all current paid Museum Members, shall make Museum membership applications available , and shall actively provide opportunities to recruit new members for the Museums.

Section 3. Election of Officers

The Board shall elect the Officers at the annual meeting. Those Officers shall serve a one- year term or until a successor has been duly elected and qualified. Officers may, at the discretion of the Board, serve multiple consecutive terms.

Section 4. Removal or Resignation of Officers

An Officer may be removed by majority vote of the Board, with or without cause, at any regular or special meetings of the Board, provided that written notice of the proposed removal is sent to the Officer at least ten days prior to the meeting at which the removal will be proposed. Officers may resign by providing written notice to the President and/or Secretary of the Board. Any vacancy that occurs in any office shall be filled by the Board, and the person appointed to fill the vacancy shall hold such office until the expiration of the term vacated.

ARTICLE IV

Board of Directors

Section 1. Powers of the Board of Directors

Except as otherwise required by law, as provided in the Articles and these Bylaws, all details of the operation and management of the Organization and its affairs and property are vested in the Board of Directors. ('Board')

Section 2. Number and Term

The Board shall consist of at least three (3) but no more than (8) individuals (the 'Directors') who shall serve for two-year staggered terms, or

until a qualified successor has been duly appointed. Each Director shall hold office commencing on the day of his or her appointment until the expiration of his or her term or, if earlier, the date of his or her resignation, death, or removal from office.

Section 3. Election of Officers and Directors, and Vacancies

The Directors shall be elected at the duly held annual meeting, or, in the event of a vacancy, at a meeting called for the purpose of electing Directors. A majority vote of the Directors present at such meeting shall be sufficient for election of a Director or filling a vacancy. A Director who has resigned but not yet vacated office may vote in the election of his or her successor.

Section 4. Meetings of the Board

Regular Meetings. The Board shall hold regular meetings, as fixed by these Bylaws or by resolution of the Board, for the purpose of transacting business that may come before the Board. These regular meetings shall normally be held monthly at a set time and place, but at least quarterly with the Annual Meeting counting as one of the regular meetings. Meetings of the Board will be held inside the State of Indiana, within Griffith, Indiana, as set forth by resolution and direction of the Board.

Special Meetings. In addition to regular meetings, a special meeting of the Board may be called by two (2) Directors or by the President, for any lawful purpose upon two (2) days' notice. A special meeting shall be held at such date, time, and place inside the State of Indiana, within Griffith, Indiana, as is specified in the call of the meeting. Notice of the date, time, and place of each special meeting shall be sent by the Secretary of the Organization, or by the person or persons calling the meeting, to each Director. The notice need not describe the purpose of the special meeting.

Means of Communication. All meetings of the Board shall be in person, by phone, or via other user-identified means (webcams, digital uplinks, etc.) whereby all Directors may simultaneously hear each other during the meeting. Proxies are not allowed.

Section 5. Quorum and Approval of Actions

A majority of Directors in office when action is taken shall be necessary to constitute a quorum for the transaction of any business at a meeting of the Board. The affirmative vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law, the Articles, or these Bylaws.

Section 6. Board Action by Means Other Than Meeting

Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if a written consent describing the action is signed by each Director and the written consent is included in the minutes or filed with the corporate records. The Board may adopt procedures to allow Directors to sign a written consent by electronic means. Action taken under this section is effective when the last Director signs the consent unless the consent specifies a prior or subsequent effective date.

Section 7. Attendance

Attendance at Board meetings shall be a matter of record. Directors are expected to attend all Board meetings unless excused by the President. The unexcused absence of a Director from two (2) consecutive meetings of the Board shall be deemed as tendering a resignation as provided in Section 8 below. The Board may accept such resignation by Board action at any succeeding meeting provided, however, that if the Director attends one or more meetings of the Board before the Board takes action to accept the resignation, the Director's attendance shall be deemed to void the resignation.

Section 8. Resignation and Removal of Directors

Resignation. A Director may resign at any time by providing written notice to the Board. The Director's resignation shall be effective immediately upon receipt unless a subsequent effective date is specified in the written notice. A Director shall be deemed to have tendered his or her resignation as the result of two (2) consecutive, unexcused absences from regular or special meetings of the Board as described in more detail in Art. III, Section 7, above.

Removal. A Director may be removed by majority vote of the Board at a duly called meeting or by a majority of the Directors, with or without cause, at

any regular or special meeting of the Board, provided that written notice of the proposed removal is mailed or emailed to the Director at least ten (10) days prior to the meeting at which the removal will be proposed.

ARTICLE V

Standing Committees

Section 1. Purpose of Standing Committees

Within the Organization, Standing Committees as well as temporary ‘ad hoc’ committees will be formed by and accountable to the Board to coordinate and support the purposes of the Organization, and to provide for the distribution of responsibilities to carry out its work and to achieve its goals and objectives within the provisions of these By-laws.

There shall be at least one Director on each Standing Committee, assigned by the President, to act as chair. Other volunteer committee members may be selected as needed.

Committee meetings and actions shall be governed by, held, and taken in accordance with the provisions of these Bylaws.

Section 2. Standing Committees and their Duties

Audit Committee

- 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 the Organization is using a uniform bookkeeping accounting system and that proper accounting guidelines are in place and being followed by our Officers and Board.
- c) The committee will perform a yearly audit review and will verify that the proper forms are being prepared and filed with governmental entities, and that our not-for-profit status is being maintained.
- d) The committee shall also oversee the preparation of an annual financial statement to be reviewed by the Board for approval at the

annual meeting.

Curator of Railroad Depot Museum

- a) The Curator will plan for and coordinate the presentation of the Depot Museum, Tower, Railroad Cars and Griffith Depot Park Grounds to optimize the facility and displays to encourage visitors.
- b) The Curator will plan public events and establish a schedule of projects, programs and hours of operation. This includes working with the publicity and program Chairs to help promote the opportunity for visitors to attend events and see the Museum displays.
- c) The Curator will maintain a property inventory, and place a value on the major items displayed at the Museum and other artifacts owned, leased or in the possession of the Organization. Records of the inventory will be maintained regarding the provenance and ownership of all items possessed by the Organization.
- d) The Curator will obtain the approval of the Board of Directors prior to the sale or disposal of any item.

Curator of Franklin Museum

- a) The Curator will plan for and coordinate the presentation of the Franklin Museum to optimize the facility and displays to encourage visitors.
- b) The Curator will plan public events and establish a schedule of projects and hours of operation. This includes working with the publicity and program Chairs to help promote the opportunity for visitors to attend events and see the Museum displays.
- c) The Curator will maintain a property inventory and place a value on the major items displayed at the Museum and other artifacts owned, leased or in the possession of the Society. Records of the inventory will be maintained regarding the provenance and ownership of all

- items possessed by the Organization.
- d) The Curator will obtain the approval of the Board of Directors prior to the sale or disposal of any museum item in our possession.

Newsletter

- a) The Newsletter committee will publish a museums newsletter three times per year in March, July and November, and will distribute them to all Museum Members.
- b) The newsletter will provide information about the Organization's activities, the individual Museums, its Museum Members, our Board of Directors, available volunteer work, and other interesting articles.

Special Programs

- a) These Programs are developed out of special needs that support the Mission of the Organization to both preserve and communicate the history of our town. This is done by service to the community and public by outreach to area residents , schools, businesses and organizations.
- b) The Board will strive to attend meetings and special events of other groups in Northwest Indiana to build fellowship and develop volunteers , encourage more widespread support, both financially and in order to get more volunteers.
- c) Our Special Programs will work in conjunction with the Curators of both Museums, to encourage our Senior Citizens and all citizens of Griffith to come to the Depot or Franklin to be interviewed for our oral History project. This includes signing people up and publicizing the dates for those who are willing to be interviewed in a public setting and with others who would be interviewed in private.

By Laws Committee

Perpetually review our existing By Laws to determine their propriety and suggest Amendments if needed. Prepare, in writing, copies of these suggestions and present them to the Board as required. Verify that each Officer and Director always have individual up-to-date copies of the By Laws.

Ways and Means Committee

Works with the Board to lead the creation of financial resources, and within the community to organize and coordinate fundraising events.

Special Events are those that occur regularly for a specific period within each year but do not last throughout the year and therefore do not qualify as a Standing Committee.

- a) A Chairperson will be appointed for each Special Event as required and will recruit volunteers as needed to assist.
- b) Each Chairperson will make plans for the event and report progress to the board on a regular basis.
- c) Each Chairperson shall follow the allotted budget or request additional funds from the Board of Directors and will maintain the equipment and supplies needed for each event or activity.

Barrel Train

The Barrel Train Coordinator shall make sure that the barrel train is maintained and has a crew for each events when requested. The coordinator will work with the publicity chairman to ensure that the schedule and activities of the train get communicated for those who would support it, and for those who would provide sponsorship by donating funds for advertising.

Facilities, Railroad Equipment and Depot Park Grounds Committee

- a) Assure that our facilities, building and museum railroad equipment, and park grounds are being maintained and are in good order.
- b) Perform repairs as needed or recruit other volunteers to do the required work.
- c) When we need to hire outside the group, get competitive bids and present them to the Board for a decision.
- d) Work with Special Event Committees to provide support as needed to set up and take down event equipment.

Publicity / Communications Committee

- a) Work in conjunction with the Chairman of the various Committees to coordinate all local, area and social media communication platforms, regarding plans, projects and programs that inform and promote the public about the operation and activities of the Organization.
- b) Create and establish these communications not only in Griffith, but within the NW Indiana Region, and with other historical museums and societies across the nation.

ARTICLE VI

Nominations and Elections

Section 1: Nominating Committees

- a) Before September 1st of each year, the President shall appoint a nominating committee and Chairman that shall solicit and recommend candidates for all Offices of the Organization, including Officers and Board of Directors seats which need to be filled for the subsequent year.
- b) 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, with 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.

ARTICLE VII

Dealing with Funds Belonging to the Organization

The Treasurer shall be the custodian of all funds belonging to the Organization and shall, in accordance with the other elected Officers, fulfill the financial obligations of the Society as follows:

- a) All payments may be made by check or debit card by either the Treasurer or President through the Organization's financial institution. These payments will all be recorded as per the Organization's accounting procedures.
- b) All statements of money expended by others on the Board shall be submitted to the Treasurer for payment approval.
- c) Any request deemed improper or outside of our normal guidelines shall be submitted for consideration to the Board for their determination as to whether or not payment should be made. Therefore, copies of the submitted request and the documentation shall be kept.
- d) In the absence of the Treasurer, the President or Secretary shall perform these duties.
- e) The Officers shall be bonded as directed by the Board. Therefore, the Board is authorized and empowered to purchase insurance covering the Organization's liabilities and obligations under this Article, and insurance protecting the Organization's Directors, Officers, employees, agents, and/or other people.
- f) 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.

- g) 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-
- h) The Board may authorize any Officer to enter into any contract or execute and deliver any instruments on behalf of the Corporation. Such authority should be specific and confined to a specific instance.

ARTICLE VIII

Provisions for Regulation and Conduct of Affairs

Section 1. Conflict of Interest

Directors and Officers shall abide by the Conflict-of-Interest Policy adopted by the Board. The Conflict-of-Interest Policy shall provide that Directors, Officers and employees shall carry out their respective duties in a fashion that avoids actual, potential, or perceived conflicts of interest. Directors will not be compensated for their service on the Board.

Section 2. Notice

All notices sent by the Organization, the Board, individual Directors, or any combination thereof shall be sent according to the procedures detailed herein.

- (a) **Oral notice** shall include communications via phone call, voicemail, cellphone, in- person, webcam, or any other similar means of communication.
- (b) **Written notices** shall include communication via mail or other similar delivery methods, electronic mail, cell-phone text, fax, or other electronic means capable of verification.
Written notice shall be effective at the earliest of the following:
 - (a) when received;
 - (b) five (5) days after the notice is mailed,
 - (c) on the date shown on the certified or registered return receipt or
 - (d) on the date sent by electronic mail, text, fax, or other similar means.

ARTICLE IX

Amendments to the Bylaws or Articles of Incorporation

These Bylaws and the Articles may be amended by a two-third (2/3) vote of the current elected Directors, at any duly called meeting of the Board.

SIGNATURE SECTION

The above Bylaws were adopted by unanimous written consent of the Griffith Historical Society Board of Directors and Staff.

Signed this day, April 14, 2025

Nancy Stout, President

Martha Gatlin, Director

Toni Rickert, Vice-President

Kenneth Karlstedt Sr., Director

Belinda Stark, Treasurer

Debby Hoot, Director

Karen Kulinski, Secretary

Valerie Wotkun, Director

Victoria Fane, Membership Secretary

Patti Haugh, Director

John Wotkun, Facilities Supervisor

Laura Gaby, Director
