

By-Laws
PEOPLE ENGAGED IN PRESERVATION
BY-LAWS

Article I: NAME

The following organization, incorporated under the laws of the state of Indiana, shall be known as People Engaged in Preservation, (PEP) Inc. and will operate in full compliance as a 501(c)(3) charity.

Article II: PRINCIPAL OFFICE

The principal office of the Corporation shall be located in LaPorte County, Indiana.

Article III: MEMBERSHIP

Section 1

Membership shall be open to all persons and organizations that are interested in the purposes of the corporation, and any person shall become a member by expressing an intention to become a member and by payment to the corporation of the amount of annual dues.

Each member, or in the case of family or organizational membership, a maximum of two (2) voting members, shall have the right to cast one (1) vote each on:

- 1) All questions relative to the amendment of the By-Laws,
- 2) All elections of officers as are hereinafter provided for, and
- 3) In all other matters or questions which may be submitted to the membership from time to time.

Each member subject to the qualifications as are hereinafter provided, shall be eligible to be nominated for election to any of the Corporation offices.

Section 2

The schedule of memberships shall be as follows:

TYPE	Cost
Organizational	\$50
Individual	\$15
Family	\$25
Student/Senior Citizen *	\$10
Honorary member (non-voting)	* Free

(* Student shall be a full-time student and senior citizen shall be age 60 or older)

(** Honorary membership is for persons voted on by the membership at a regular meeting. Honorary membership will be non-voting.)

The Membership Committee shall review dues for each class of membership annually and any changes must be submitted for membership approval. Such dues shall be payable annually at the January meeting. Dues will be prorated at the rate of 1/2 full amount on July 1. The failure of a current member to pay dues within the period of sixty days (60) immediately following the renewal date of each year shall constitute a delinquency, and any such member may be dropped from the membership rolls. Under no conditions are dues refunded.

Section 3

The Membership Committee shall have the authority and duty to review and act upon questions of Corporation membership applications and renewals as such questions may be brought before it. Any person(s) who may be the subject of such questions shall have the right to be present for any such membership review proceedings.

Article IV: MEETINGS

Section 1

Meetings shall be held once a month on a mutually agreed upon date. Such other meetings as may be necessary or desirable shall be upon the call of the President or ten (10) members who shall have

directed the President in writing to call such a membership meeting.

All meetings shall follow "Robert's Rules of Order" for their conduct.

Section 2

Unless specifically stated otherwise, all matters brought before the membership shall require a majority vote of a quorum for approval. For the purpose of doing business at any meeting of the membership, a quorum shall consist of twenty-five percent (25%) of the regular voting members of the Corporation, or as few as seven voting members, if at least two (2) officers are present.

With the exception of the election of officers (as stated in Article VI, Section 3), only members physically present at the time a motion is made shall be entitled to vote on any such motion.

Article V: CORPORATION OFFICERS

Section 1

Corporation Officers shall consist of the four (4) officers of the Corporation. Those offices shall include:

President Vice President Secretary Treasurer

Section 2

The corporate officers shall have the power to fill any vacancies among the officers of the corporation, providing that any person who is appointed by the corporation officers to fill a vacancy shall serve the remainder of the term to which he/she is appointed.

Section 3

The Corporation Officers shall have such powers as may be herein before, or after enumerated, in addition to such powers which are set forth in the laws of the State of Indiana, and which are not prohibited to organizations under Section 501(c)(3) et seq. of the Internal Revenue Code. No expenditures exceeding the approved committee budgets shall be made unless the membership shall have acted upon such expenditures

Section 4

In as much as the Corporation Officers are the essential management body of the representation of the membership, and further, inasmuch as an officer's strength and effectiveness will vitally effect the operations of the Corporation, attention to the matters of its business shall be mandatory upon its members. If any such Corporate Officer absents himself from three out of four consecutive meetings, the President may declare the office vacant. It is provided, however, that absences, which are the result of such events over which the member could have had no control, shall not be counted towards a vacancy declaration. However, after four (4) months of absences regardless of cause, the President or Vice President can declare an office vacant, and it shall be filled by the Nominating Committee for the duration of the term.

Section 5

The President of the Corporation shall be elected annually by the membership and shall serve a term of one (1) year.

The President shall be the Chief Executive Officer of the Corporation and shall exercise the general and active management of its affairs, resolutions, directives or other communications.

The President shall preside at all meetings of the membership and shall be an ex-officio member of all the Committees of the Corporation except the Nominating Committee. The President shall have all of the general powers and duties of supervision and management that are usually vested in a President of a Corporation, which powers shall include the appointment of all standing committee chairpersons.

The president shall report to the membership at it's April meeting each year a general outline of proposed goals, which are planned for the then current year.

Section 6

The Vice-President of the Corporation shall be elected annually by the membership and serve a term of one (1) year.

The Vice-President shall be empowered to act for and on behalf of the President in the event that he/she is unable for whatever reasons to perform the duties of the office. The Vice-President shall perform such other duties as may be directed upon him/her from time to time by the President.

Section 7

There shall be two additional offices in the administration of the Corporation that shall be called the offices of the Secretary and Treasurer. Such offices shall be elected by the membership biennially and serve for a term of one (1) year.

The Secretary shall attend all meetings of the membership and shall preserve in the books of the Corporation true minutes of the proceedings of all such meetings. The Secretary shall execute notices of all meetings, circulate a current roster of members, and shall perform such other duties as may be delegated to him/her by the President.

The Treasurer shall be bonded, have custody of all the Corporate funds and securities, and shall keep in the books belonging to the Corporation full and accurate accounts of all receipts and disbursements. He/she shall deposit all monies and securities in such depositories as may be designated for that purpose by the membership.

The Treasurer shall be bonded at the expense of the Corporation, such bond to be kept in force and in such form and amounts and with surety that is satisfactory to the Corporate Membership.

He/she shall disburse the funds of the Corporation as may be approved by the membership or upon the authority of approved committee budgets, subject to the availability of funds, taking proper vouchers for such disbursement. He/she shall render accounting for all his/her transactions as Treasurer and be prepared to report on the financial condition of the Corporation at the request of the President, at the request of a quorum of the membership and at all regular meetings of the membership. The Treasurer shall prepare and present an annual financial report covering the previous year (January-December) at the March meeting.

Section 8

It shall be unlawful for one person to hold more than one of the four (4) offices concurrently.

Section 9

The election of officers shall take place annually at the March meeting. Newly elected officers will commence with their official duties in April.

Article VI: COMMITTEES

Section 1

There shall be at least four (4) standing committees, which shall include the Nominating Committee, the Finance Committee, the Fund-Raising Committee, and the Membership Committee.

Section 2

The President shall appoint the Nominating Committee Chairperson. This committee shall consist of three (3) members. Such appointments shall be made each year in the month of January.

Section 3

The President shall appoint the Finance Committee chairperson, and such appointment shall be made annually at the April meeting. The Corporation Treasurer shall be a standing member of the committee.

It shall be the responsibility of the Finance Committee to propose its best estimates of the financial requirements and plans that will support the activities of the Corporation and annual program plan for

the President and the administration. The budget of the committee shall cover all the routine operations of the Corporation and all of the special events and activities of the Corporation's program effort.

Section 4

The President shall appoint the Chairperson for the Fund-Raising Committee. It shall be the responsibility of this committee to propose plans for raising funds and to coordinate and implement such activities as are approved by the membership (e.g., Annual Candlelight Tour).

Section 5

The President shall appoint the Membership Committee Chairperson whose responsibilities are outlined in Article III, Sections 2 and 3.

Section 6

The President is authorized to establish and staff such other operating committees as the business of the Corporation may require or warrant.

Section 7

Committee meetings shall be held upon the call of the President or upon the call of the Committee Chairperson or upon the call of a majority of the Committee Membership, which call shall be delivered to the Committee Chairperson or the President.

Section 8

All Committees must submit proposed annual budgets to the Finance Committee for review on or before January 31 of each year. The Finance Committee will review the proposed budget and submit their recommendations to the membership at the February meeting and no later than the March meeting. If a committee fails to submit a budget for review, the Finance Committee will review the prior year's budget and submit it for membership approval.

Article VII: ELECTIONS

Section 1

The Nominating Committee shall each year, after its appointment in January, meet and consider nominations for all Corporation offices. Any member may place a name before the Nominating Committee to be placed upon the ballot.

Section 2

The Nominating Committee will prepare a ballot listing the slate of willing candidates. The ballot will also provide for write-in candidates. Such ballot will be mailed or emailed to all members with notice of the annual March election meeting neither more than twenty (20) nor less than fourteen (14) days prior to the meeting.

Section 3

Each member is entitled to cast one vote for each of the positions being filled. Those wishing to vote in absentia must return their signed ballot to the Nominating Committee Chairperson in person, by email, or by mail before the March membership meeting. Officer positions shall be filled in the order of the most votes received by the total votes in absentia and the secret ballots of those members physically present at the March meeting. In the case of a tie, a run-off vote shall be held by secret ballot at the March meeting by those members physically present.

Article VIII: EXECUTION OF INSTRUMENTS

Section 1

All checks, drafts and any other orders for the payment of money shall be signed in the name of the corporation and shall be signed by the Treasurer and the President of the Corporation. It is mandatory that there be two signatures (Treasurer and President) on any check.

Section 2

When the execution of any contract, conveyance or other instrument has been authorized by the membership, the President or the Vice-President must sign it unless specifically stated.

Section 3

Only the Corporation Officers shall have the power to designate such officers and agents who shall have the authority to execute any instruments on behalf of the Corporation.

Article X: AMENDMENTS

Section 1

Amendment of these By-Laws of Articles of Incorporation shall be made as follows:

1. The Corporate Officers at a regular meeting shall make the proposed amendment(s) to the By-laws of Article of Incorporation or a special meeting called for such purpose.
2. The proposed amendment(s) shall be submitted for a majority vote of the membership at the next regular meeting thereof or a special meeting called for such purpose.

Article XI: DISSOLUTION

Upon the dissolution of the Corporation, the Corporate Officers shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to; in order: first to City of LaPorte Historic Preservation Commission, secondly to LaPorte County Historical Society then should these no longer exist thirdly to Historic Landmarks of Indiana or such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Corporation Officers shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent Jurisdiction of the County of-LaPorte, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes as stated above.

Revised 4/2009