

ALLEN HISTORICAL SOCIETY BY-LAWS

Article I—General Membership

Section 1: The membership of the corporation shall consist of those persons who pay the membership dues then payable.

Section 2: Dues shall be payable on an annual basis

Section 3: The members shall meet upon the call of the President, a majority of the Board members, or as established at a meeting of the membership.

Section 4: Each member shall have one vote. Voting shall be in person or by written signed proxy.

Section 5: A quorum of the membership shall consist of those persons present at any duly called meeting, provided there are at least eight (8) members present.

Section 6: Special meetings of the membership can be called upon ten (10) days' notice to the members. Any business may be transacted at a duly called membership meeting whether or not specific notice thereof has been given, except for amendment of these By-Laws as required by Article V below.

Section 7: There shall be an annual meeting of the membership with the date determined by the Board of Directors, at which time Officers and Directors shall be elected, and the President shall report on the affairs of the corporation. There shall be at least seven (7) Directors, including Officers.

Article II—Board of Directors

Section 1: The Board of Directors shall manage the property of the corporation. Withdrawals from the corporation's bank account(s) may be made upon such signature(s) of such Officer(s) and/or Director(s) as the Board of Directors shall from time to time direct by resolution.

Section 2: The number of Directors shall be no fewer than seven (7).

Section 3: The President, Vice President(s), Treasurer, and Secretary shall automatically be members of the Board of Directors.

Section 4: Directors shall serve for terms of two (2) years.

Section 5: Vacancies in the Board of Directors or in any office shall be filled by a vote of the Board of Directors, such appointees to serve for the duration of the term of the individual being replaced or as otherwise prescribed by the Board.

Section 6: The Board of Directors may hold such meetings, on such dates as may be set by the Board of Directors or the President. Notice of the time and place of each meeting shall be communicated to each member of the Board not less than five (5) days prior to the meeting, unless the Board establishes regular meetings on fixed dates, in which event notice of the schedule shall be sufficient. Special meetings may be called upon three (3) days' notice by the President if circumstances so require.

Section 7: Meetings of the Board of Directors may be called by the President, or by the Secretary upon request of at least two (2) members of the Board. At all meetings of the Board of Directors, four (4) members shall constitute a quorum.

Article III - Officers

Officers shall be elected by the members for two-year terms. The Officers shall include a President, Vice President, Treasurer and Secretary and may include other Officers as the membership deems desirable.

- (a) **President:** The President shall be the chief executive officer of the corporation and shall supervise the corporation's affairs and activities. He or she shall preside at meetings of the Board of Directors and the membership. He or she shall make an annual report to the membership at the annual meeting.
- (b) **Vice President:** The Vice President shall preside in the absence of the President and shall have such other duties as the Board shall determine.

- (c) **Treasurer:** The Treasurer shall have the responsibility for the funds of the corporation and for keeping full and accurate account of all receipts and disbursements of the corporation. At intervals of not more than twelve months, the Treasurer shall cause to be prepared a balance sheet showing the financial condition of the corporation as of a date not more than two months prior to the report and a statement of receipts and disbursements for the twelve months preceding such date, which balance sheet and statement shall be kept on file at the principal office of the corporation as required by law. In addition, the Treasurer shall render a statement of the condition of the finances of the corporation at such other times as shall be required by the Board of Directors. He or she shall also perform such other duties as may from time to time be assigned to him/her by the Board of Directors or the President.
- (d) **Secretary:** The Secretary shall give notice of all regular and special meetings of the Board and the members and shall keep a permanent record of all the minutes of such meetings. The Secretary shall be official custodian of all official records of the corporation except as otherwise herein provided.
- (e) **Historian:** In the event that the Board in its discretion shall determine the need for an Historian, it shall appoint the same and at that time describe, in writing, the nature and responsibilities of the office. Nothing herein shall preclude an Officer or Director from serving as Historian.

Article IV—Indemnification and Reimbursement

Section 1: To the extent permitted by law, the Board of Directors shall provide for the indemnification and reimbursement of any person made a party to any action, suit or proceeding by reason of the fact that he or she, or a person whose legal representative or successor he or she is (a) is or was a Director, Officer or employee of such corporation, OR (b) served at the corporation's

request as a Director, Officer or employee of another corporation, for expenses, including attorney's fees, and such amount of any judgment, money, decree, fine, penalty or settlement for which he or she may have become liable as the Board of Directors deems reasonable, actually incurred by him or her in connection with the defense or reasonable settlement of any such action, suit or proceeding, or any appeal therein, except in relation to matters as to which he or she, or such persons whose legal representative or successor he or she is, is finally adjudged in such action, suit or proceeding to be liable for negligence in the performance of his duties.

Section 2: This provision of indemnification shall be in addition to any other right or remedy which such person may have. The corporation shall have the right to intervene in and defend all such actions, suits or proceedings brought against any such person.

Article V—Amendment

These By-Laws or any part hereof may be amended by a majority vote of the members present at any membership meeting, provided the proposed amendment(s) or a summary thereof are communicated to the members at least ten (10) days prior to the meeting at which time such amendments are to be voted upon.