

BYLAWS  
OF  
COURTHOUSE SQUARE PRESERVATION SOCIETY, INC.

ARTICLE I  
Identification

Section 1 – Name

The name of the Corporation is Courthouse Square Preservation Society, Inc., doing business as Albion STAR Team.

Section 2 – Offices

The principal office of the Corporation shall be in Noble County, Indiana. The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the purposes of the Corporation may require.

Section 3 – Purposes

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

To assist Noble County Government in the preservation, enhancement and maintenance of the Noble County Courthouse square and primarily the trees, shrubs, lawn, gazebo, walkways and monuments located thereon.

To assist the Town of Albion in promoting the unique cultural and historical importance of the Albion Courthouse Square Historic District by working on projects and activities that promote historic preservation and beautification and positively influence the economic climate.

To solicit and accept donations of whatever nature from entities who desire to assist in the preservation, enhancement and maintenance of the Noble County Courthouse Square.

To educate and inform the citizenry of the historical significance of the Noble County Courthouse and its environs.

ARTICLE II  
General Membership

Section 1 – General

Membership shall be open to all persons interested in and willing to promote the purposes of the Corporation.

## Section 2 – Eligibility

Eligibility for membership in the Corporation shall be open to any current Albion resident, Albion business operator, or employee of a business serving the Albion community.

## Section 3 – Rights of Members

Each member shall have one vote on any issues brought before the general membership. There shall be no proxy voting.

## Section 4 – Committees

Members may volunteer or be appointed by the Board of Directors to serve on committees pertaining to Corporation activities from time to time.

## Section 5 – Annual Membership Meeting

The annual membership meeting shall be held at a time and place to be determined by the Board of Directors, but within the first quarter of each fiscal year, for the purpose of electing Directors, hearing reports and considering other appropriate business.

## Section 6 – Other Meetings

Other meetings of the general membership to carry out the work of the Corporation may be held at the call of the Board of Directors. Notice in writing or by email shall be given a minimum of five (5) days in advance of said meeting, which notice may be waived in writing.

## Section 7 – Quorum

A majority of the qualified members shall constitute a quorum.

## Section 8 – Term of Membership

Membership in the Corporation shall be on an annual basis or for whatever other period is prescribed by its Board of Directors.

## Section 9 – Resignation

A member may resign at any time by filing his or her written resignation with the Secretary.

## Section 10 – Revocation of Membership

Membership in the Corporation may be revoked for cause as this may be determined at a meeting of the Board of Directors called expressly for the purpose, upon a two-thirds (2/3) vote of the Directors present.

# ARTICLE III

## Board of Directors

### Section 1 – General

The affairs of the Corporation shall be controlled and governed by a Board of Directors created and empowered in accordance with the provisions of this Article.

## Section 2 – Number

The Board of Directors shall consist of eleven (11) members of the Corporation. Such Directors shall hold office for a term of three (3) years, and until their successors are elected and qualified. All Directors must be members of the Corporation.

## Section 3 – Duties

The corporate power of the Corporation shall be vested in the Board of Directors who shall have the management and control of the business of the Corporation.

## Section 4 – Resignation

A Director may resign at any time by filing his or her written resignation with the Secretary.

## Section 5 – Removal

At a meeting of the Board of Directors called expressly for that purpose, Directors may be removed by a two-thirds (2/3) vote of the Directors present so long as a quorum is in attendance.

## Section 6 – Revocation of Directorship

It shall be the responsibility of the Board of Directors to determine whether good and sufficient reason exists to revoke a person's directorship in the Corporation as provided for in Article II, Section 10.

## Section 7 – Vacancies

In case of any vacancy in the Board of Directors through death, resignation, removal or other cause, the remaining Directors by the affirmative vote of a majority thereof may elect a successor to fill such vacancy until the next annual meeting and until his successor is elected and qualified.

## Section 8 – Annual Meeting

The Board of Directors shall meet each year following the annual meeting of the membership for the purpose of electing Board officers and consideration of any other business that may be brought before the meeting.

## Section 9 – Electronic Meetings

The Board of Directors may determine that any meeting of the members may be held in-person, by means of remote communication, or a combination of both. Participation in a meeting held by remote communication shall constitute presence in person at the meeting for all purposes, including quorum and voting. Members shall receive at least five (5) days advance notice of the change to, or option to attend, an electronic meeting and shall be provided instructions for participation and voting for such remote meeting.

## Section 10 – Other Meetings

Other meetings of the Board of Directors may be held upon the call of the president, or of two (2) or more members of the Board of Directors, at any place within or without the State of Indiana, upon forty-eight (48) hours' notice, specifying the time, place and general purpose of the meeting, given to each Director, either personally, by mail, or by email. At any meeting at which all Directors are present,

notice of the time, place and purpose thereof shall be deemed waived; and similar notice may likewise be waived by absent Directors, either by written instrument or email.

Section 11 – Quorum

At any meeting of the Board of Directors, the presence of a majority of the members of the Board elected and qualified shall constitute a quorum for the transaction of any business except the filling of vacancies in the Board of Directors.

Section 12 – Organization

The President and in his or her absence, the Vice President, and in their absence, any Director chosen by the Directors present, shall call meetings of the Board of Directors to order, and shall act as chair of such meetings. The Secretary of the Corporation shall act as Secretary of the Board of Directors, but in the absence of the Secretary the presiding officer may appoint any Director to act as Secretary of the meeting.

Section 13 – Order of Business

The order of business at all meetings of the Board of Directors shall be as follows:

- (1) Roll call,
- (2) Reading of the minutes of the preceding meeting and action thereon,
- (3) Reports
- (4) Unfinished business,
- (5) Miscellaneous business, and
- (6) New business.

Section 14 – Compensation

None of the officers nor any of the Directors shall receive any compensation for their services.

Section 15 – Liabilities of the Directors

No Director shall be answerable for loss in investments made in good faith. No Director shall be liable for the acts or omissions of any other Director, or of any accountant, agent, counsel, or custodian selected with reasonable care. Each Director shall be fully protected in acting upon any instrument, certificate or paper, believed by him or her to be genuine and to be signed or presented by the proper person or persons, and no Director shall be under any duty to make any investigations or inquiries as to any statement contained in any such writing but may accept the same as conclusive evidence of the truth and accuracy of the statements contained therein.

Section 16 – Election and Terms of Directors

The first Board of Directors shall consist of the following persons:

Roger Cosby	Bob Carteaux	Mike Kramer
Robert Gagen	Jim Kaiser	Bob Richards
John Hayes	Linda Shultz	
Joy LeCount	Sven Osterlund	

Such persons shall hold office for a term of three (3) years and until the election of their successors. All Directors shall hold office for a term of three (3) years, and until the election of their successors.

#### Section 17 – Confirmation of Action by the Board of Directors

In lieu of a meeting or attendance at a meeting, a written instrument signed by all of the Directors, including documented email exchange, may evidence and confirm any action of the Board of Directors.

#### Section 18 – Officers of the Board of Directors

The officers of the Board of Directors shall consist of a President, a Vice President, a Secretary, a Treasurer and such other officers with such powers and duties not inconsistent with these By-Laws as may be appointed and determined by the Board.

#### Section 19 – Executive Committee

The officers of the Board of Directors shall constitute an Executive Committee empowered to conduct the affairs of the Corporation between meetings of the Board.

### ARTICLE IV

#### Meetings of the Board of Directors

#### Section 1 – Place of Meetings

All meetings of the Directors shall be held within the State of Indiana unless otherwise provided in the Articles of Incorporation.

#### Section 2 – Special Meetings

A special meeting of the Board of Directors may be called by any of the officers.

#### Section 3 – Notice of Meetings

Notice of all Directors' meetings, except as herein otherwise provided, shall be given by mail at least three (3) days or by email at least one (1) day before meeting to the usual business or residence address of the Director, but such notices may be waived by a Director.

#### Section 4 – Chairman

At all meetings of the Board of Directors, the President or Vice President, or in their absence, a Chair chosen by the Directors present, shall preside.

### ARTICLE V

#### Officers of the Corporation

#### Section 1 – Number

The officers of the Corporation shall be President, Vice President, Secretary, Treasurer and such other officers with such powers and duties not inconsistent with the By-Laws as may be appointed and determined by the Board of Directors.

## Section 2 – Vacancies

Whenever any vacancies shall occur in any office by death, resignation, increase in the number of offices of the Corporation, or otherwise, the same shall be filled by the Board of Directors, and the officer so elected shall hold office until his or her successor is chosen and qualified.

## Section 3 – President

The President shall preside at all meetings of Directors, discharge all duties which devolve upon a presiding officer, and perform such other duties as this Code of By-Laws provides or the Board may prescribe.

## Section 4 – Vice President

The Vice President shall perform all duties incumbent upon the President during the absence or disability of the President and perform such other duties as the Code of By-Laws may require or the Board of Directors may prescribe.

## Section 5 – Secretary

The Secretary shall have custody and care of the corporate records, minutes and books of the Corporation. The Secretary shall attend all meetings of the Board of Directors, and shall keep, or cause to be kept in a book provided for that purpose, a true and complete record of the proceedings of such meetings and shall perform a like duty for all standing committees appointed by the Board of Directors, when required. The Secretary shall attend to the giving and serving of all notices of the Corporation, shall file and take charge of all papers and documents belonging to the Corporation and shall perform such other duties as this Code of By-Laws may require or the Board of Directors may prescribe.

## Section 6 – Treasurer

The Treasurer shall keep correct and complete records of the accounts, showing accurately at all times the financial condition of the Corporation. He or she shall be the legal custodian of all monies, notes, securities and other valuables which may from time to time come into the possession of the Corporation. The Treasurer shall immediately deposit all funds of the Corporation coming into his or her hands in some reliable bank or other depository to be designated by the Board of Directors and shall keep such bank account in the name of the Corporation. The Treasurer shall furnish at meetings of the Board of Directors, or whenever requested, a statement of financial condition of the Corporation, and shall perform such other duties as this Code of By-Laws may require or the Board of Directors may prescribe. The Treasurer may be required to furnish bonds in such amounts as shall be determined by the Board of Directors.

## Section 7 – Delegation of Authority

In case of the absence of any officer or the Corporation or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers or duties of such officer to any other officer or to any Director, for the time being, provided a majority of the entire Board of Directors concurs therein.

### Section 8 – Execution of Documents

Unless otherwise provided by the Board of Directors all contracts, leases, commercial paper and other instruments in writing and legal documents, shall be signed by the President and attested by the Secretary.

## ARTICLE VI

### Fiscal Year

### Section 1 – Time

The fiscal year of the Corporation shall commence on January 1<sup>st</sup> of each year and end on December 31<sup>st</sup> of each year.

## ARTICLE VII

### Conduct and Management of Activities of the Corporation

### Section 1 – Exempt Activities

Notwithstanding any other provision of these By-Laws, no member, Director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by any organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170C(c)(2) of such code and regulations as they now exist or as they may hereafter be amended.

### Section 2 – Limitations

No part of the activities of the Corporation shall consist of propaganda or otherwise attempting to influence legislation nor shall any part of the activities of the Corporation consist of participating in or intervening in (including the publishing or distribution of statements) any political campaign or on behalf of any candidate for public office.

### Section 3 – Bank Accounts

The Board of Directors of the Corporation, in accordance herewith, shall select an appropriate institutional depository for the deposit of funds received for or on behalf of the Corporation. Such funds shall be withdrawn upon appropriate need and for appropriate expenditures by check or draft executed by the Treasurer.

### Section 4 – Audit

The financial records of the Corporation shall be subject to an annual audit. The Board of Directors shall determine when this work shall be performed and by whom.

### Section 5 – Issuance of Reports

All reports relating to matters of concern to the Corporation, whether prepared by committees or individual members, shall be reviewed and approved by the Board of Directors before they may be issued in the name of the Corporation.

### Section 6 – Expenditure of Funds

The expenditure of any of the funds of the Corporation shall be for charitable purposes within the meaning of the terms of the Articles of Incorporation and the By-Laws of the Corporation.

## ARTICLE VIII

### Corporate Books

### Section 1 – Place of Keeping, in General

Except as otherwise provided by the laws of the State of Indiana, the Articles of Incorporation of the Corporation or by these By-Laws, the books and records of the Corporation may be kept at such place or places, within or without the State of Indiana, as the Board of Directors from time to time by resolution determine.

## ARTICLE IX

### Amendments

Bylaws may be adopted, amended or repealed at any meeting of the Board of Directors by the vote of the majority thereof. Specifically, the By-Laws shall be amended to conform to the necessary requirements for tax-exemption, and in accord with this, the Board of Directors shall not have<sup>4</sup> the power to adopt any amendments to these By-Laws inconsistent with regulations of the Internal Revenue Code granting or permitting tax-exempt status.

## ARTICLE X

### Duration and Dissolution

The term of this Corporation shall be perpetual. In the event this corporation should terminate at any time in the future through any voluntary action on the part of its Board of Directors or by operation of law, distribution of any funds or property then remaining in the Corporation shall be made only to organizations and institutions which have purposes similar to this Corporation and to which contributions would be exempt under the Internal Revenue Laws of the United States; and such distribution shall be with the express understanding that the use of funds will conform at all times to the purposes for which the Corporation was established.