

BYLAWS
Of
Frankton Heritage Days Inc.

As amended Feb 24, 2020

ARTICLE I
Name and Location

1. Name: The name of the organization is "Frankton Heritage Days Inc." (hereinafter known as "the Organization") a nonprofit mutual benefit corporation incorporated under the laws of the State of Indiana. Frankton Heritage Days Inc. may also be known by the initials "FHD".
2. Office: The office of the Organization will be located at 109 E. Walnut Street at the Frankton Heritage Days House.
3. Mailing Address: The mailing address of the Organization is Frankton Heritage Days Festival PO Box 272 Frankton, IN 46044. The Board may assign alternate mailing addresses as deemed necessary.

ARTICLE II
Purpose

1. The Purpose of this organization is to promote and improve the local festival and encourage community Service

ARTICLE III
Membership

1. Membership in the Organization: Any Citizen living in or an alumni of the Frankton-Lapel School District 18 years or older wishing to promote/volunteer for the festival.
2. Voting:
 - a. Each member is entitled to one vote at the annual meeting.
 - b. Proxies will not be authorized or allowed to vote on any matters coming before a meeting of the members.
 - c. Whenever votes on any business come before a meeting the vote will be by hand gesture or verbally except for elections, which will be written ballot. Any member may request a written ballot for a vote. Inspectors shall be appointed by the President to tally votes. The President will then announce the vote to the membership. In the event of a tie vote, the chair may cast the deciding vote or call for a new ballot. If no inspectors are appointed, the chair will receive, tally and announce the vote.

ARTICLE IV
Annual Meeting

1. The Annual Meeting will be held the first Tuesday in November. This meeting will be held for the purpose of conducting the business of the Organization.
2. The board will serve notice by mail, telephone, or electronic means including the date, time and location of the meeting to all members not less than two weeks (14 days) prior to the annual meeting.
3. A quorum for the purpose of conducting the business of the Organization at any meeting of the Directors will be by a majority vote of the board.

ARTICLE V
Rules of Parliamentary Procedure

1. All meetings of the Organization, including meetings of the members, the Board or any committee thereof, will be conducted in accordance with Robert's Rules of Order (Newest Revised Edition), except as may otherwise be provided by these articles or where suspended by resolution of the Board.

ARTICLE VI
Board or Directors

1. Composition: The Organization will be governed by a Board of Directors, hereinafter known as "the Board", elected from the membership of the Organization. These persons will hold office until their successors are elected and installed provided in these articles.
2. Board of Directors: The Board will consist of eight (8) persons elected by the membership, plus the Past President of the Organization, and they will serve until the annual meeting of the membership in the year of the expiration of their term.
3. Alternate Directors: The Alternate Directors, elected by the membership, serving in order of total votes received at elections.
4. Manner of Election and Term: The Directors and Alternate Directors will be elected by the membership at the Annual Meeting. Four (4) Directors and two (2) Alternate Directors will be elected at each Annual Meeting. The newly elected Directors and Alternate Directors will take office at the beginning of the new fiscal year (January 1st). Directors will hold office for two (2) years, and Alternate Directors will hold office for one (1) year.
 - a. In order to be eligible to be elected to the Board, the interested candidate must have attended at least one (1) regularly scheduled meeting and serve on a committee.
5. Meetings of the Board: The Board will meet on the first Tuesday of each month with an Annual Winter Retreat; date to be determined by the Board.
 - a. The President or a majority of the Board may call a special meeting of the Board of Directors to conduct any business of the Organization. The President will give ten (10) days notice of the special meeting by mail, telephone, or electronic means including the date, time and location of the meeting to all members.
 - b. The President or a majority of the Board may call an emergency meeting of the Board of Directors to conduct any EMERGENCY business of the Organization. The President will give at least twenty four- forty eight (24-48) hours notice of the emergency meeting by mail, telephone, or electronic means including the date, time and location of the meeting to all members.
6. Voting: Voting rights of a Director or Alternate Director may not be delegated to another individual or exercised by a proxy.

7. Vacancy: Any vacancy created by a Director occurring on the Board between Annual Meetings will be filled by the Board at any regular or special meeting. The vacant Director's position will be filled by the first Alternate Director, as defined below in paragraph 9. A Director so elected will serve the unexpired term of his or her predecessor.
8. Removal: The Board, in its direction, by a two-thirds vote of all Directors, may remove any Director elected pursuant to the above paragraph 4, for cause, provided such Director to be removed as received fifteen (15) days notice by the same means and manner as all other notices, of such meeting at which the proposed action will be taken.
9. Alternate Directors: Alternate Directors will be ranked for purposes discussed in paragraph 7, above, and in the absence of a Director at any meeting of the Board, an Alternate Director will fully participate in the meeting as a Director. The ranking of Alternate Directors occurs according to the number of votes received at election, or by the date appointed by the Board to fill an Alternate Director's vacancy, causing their order of rank, the first Alternate being the highest rank and in succession thereafter. The Board must approve the appointment of a person to fill an Alternate Director's vacancy.
10. Duties: The duties of the Board are:
 - a. Exercise general supervision over the business, financial, property and policy affairs of the Organization.
 - b. Maintain a fiduciary duty to the membership to prudently conduct the affairs of the Organization in the best interest of the Organization and in conformity with these articles and federal and state law.
 - c. Board members must be present for six (6) monthly meetings throughout the fiscal year.
11. Limitation on Number of Directors from Same Household: No more than one Director may be elected from the same household

ARTICLE VII

Committees

1. The President may appoint such committees and the chairs thereof at his or her discretion as may be in the interest of the Organization.
2. The President and Vice President will serve as a part of all committees.
3. The Committees of the Organization may not, except with the prior approval of the Board, obligate the Organization of any financial matter over and above incidental expenses of its' operation for which a budget has been approved.
4. The Board may order any one (1) or more committees to meet special requirements. These requirements could include and are not limited to: a separate insurance policy, a separate bank account, filing for a DBA, signing an addendum etc. The Board will make a motion and vote to order these requirements necessary. A motion would be passed by majority vote of the Board of Directors.
5. The President, Vice President, Secretary, and Treasurer will constitute an Executive Committee which will have authority to act for and on behalf of the Board between meetings of the Board. A meeting of the Executive Committee may be called at the discretion of the President. The Secretary will prepare minutes of the Executive Committee meetings and they will be presented as an agenda item at the next meeting of the Board.

6. Notwithstanding paragraph 1, above, there will be standing committees known as “Committees”. These specified committees must follow and abide by 501(c)(3) requirements and laws. These committees consist of:
 - a. Sponsorship-Fundraising
 - b. Advertising-Promotions-Web Presence-Signage
 - c. Vendors- Field Layout
 - d. Event Schedule/Program/Entertainment/Parade
 - e. Volunteers-Community Service
 - i. Frankton Town Market
 - ii. Frankton Town Garden
 - f. Asset Management
 - g. Heritage-History .
 - i. Frankton History Club

ARTICLE VIII

Finance

1. Fiscal Period: The fiscal period of the Organization will be January 1st through December 31st.
2. Budget: The Board will adopt an annual projected budget at the relative to the conducting of the affairs and activities of the Organization.
3. Review of Financial Affairs: The financial records and accounts of the Organization may be called for review by a majority of the Board of Directors.
4. Handling of Money: All money received by a Director of the Organization will be immediately delivered to the Treasurer for deposit in the Organization’s account. A petty cash account of funds may be established by the Board and administered by the Treasurer for the purpose of making small purchases subject to such terms and conditions as the Board may establish.

ARTICLE IX

Officers

1. The officers of the Organization shall be members consisting of; President, Vice President, Secretary and Treasurer.
 - a. President: The President is the Chief Executive Officer of the Organization and will handle general management of the business of the business of the Organization and will preside as Chair at all meetings of the Board and the membership except as otherwise provided in these articles.
 - b. Vice President: A Vice President may be elected from the Board, he/she will have such duties as the Board may direct. In the event the President is unable to conduct the affairs of the Organization or is absent from a meeting over which the President would preside if in attendance, the Vice President shall preside.
 - c. Secretary: The Secretary will attend all meetings of the Board, the membership and the Executive Committee and make and maintain a record of the proceedings of the meetings in the form of summary minutes. However, where action is taken by formal resolution, the Secretary will record the resolution verbatim for the minutes indicating the name of the person offering the resolution as a motion and the name of the person who seconded the motion and the numerical tally of the vote if taken by ballot. The Secretary will be the custodian of the business records of the Organization and serve all notices required by law, these articles or by resolution of the Board. The Secretary will perform such other duties as directed by the Board from time to time.

- d. Treasurer: The Treasurer will have the custody and control of the funds of the Organization, including but not limited to cash, checking and savings accounts, and securities, and will prepare and maintain financial records and books of the Organization in conformity with the generally accepted accounting principles and make a report of the financial state of the Organization at all meetings of the Board and the membership unless otherwise requested by the presiding officer. The Treasurer may be required to make other reports to the Board upon request of the Board as they are needed to conduct the affairs of the Organization. The Treasurer will obtain, at the expense of the Organization, a fidelity bond in favor of the Organization, in an amount equal to the assets of the Organization.
2. Execution of Documents:
 - a. All checks, drafts, and orders for the payment of money will be executed in the name of the Organization by the Treasurer or such other officer agents as the Board may from time to time designate.
 - b. All contracts and other instruments which obligate the Organization to do any act or thing or the payment of any funds of the Organization not otherwise contemplated by sub paragraph 1 will be executed in the name of the Organization by the President and attested to by the Secretary unless other officers or agents have been designated by the Board for that purpose.
 - c. The minutes and financial reports will be signed and stored in a locked filing cabinet inside the Frankton Heritage Days House.
3. Election of Officers:
 - a. The officers of the Organization will be elected for a one (1) year term at the annual meeting of the members of the Organization.
 - b. At the time of taking office and at all times during their term of office, an officer must be a member in good standing of the Organization and a Director elected pursuant to article 6 paragraph 4, above.
 - c. Any officer of the Organization may be removed for cause at any meeting of the Board when dictated by the best interests of the Organization upon ten (10) days written notice to the officer that he or she may be removed from office at the next meeting of the Board. The officer will be given an opportunity to defend his or her retention in office and may only be removed by a unanimous vote of the Board present at the meeting.
 - d. In the event of removal or resignation of an officer before the expiration of the officer's term, the Board may fill the office for the remainder of the term of the vacated office by a majority vote of the Board of Directors.
4. Past President: The immediate Past President will be a Board member with voting powers and will serve as an advisor to the Board of Directors.

ARTICLE X

Indemnification

1. To the full extent authorized by law and permitted by the Organization's resources, the Organization will indemnify and defend from any financial loss, including the cost of any defense, arising out of a claim predicated upon the conduct of their official duties, all Officers, Directors, Alternate Directors, agents, and employees made a party in any administrative or civil action, suit, or proceeding by reason of their position. The Organization may purchase appropriate insurance coverages to affect this indemnity and/or secure counsel to represent each of the aforementioned persons to satisfy its obligation under this article.

ARTICLE XI
Distribution of Assets upon Dissolution

1. Upon the Dissolution of the Organization, the Board shall, after paying all the liabilities of the Organization, dispose of all the assets of the corporation to one or more a not-for-profit organization(s).

ARTICLE XII
Amendments to Bylaws

1. Any of the foregoing articles may be amended by first presenting the amendment at any regular or special meeting of the Board. Amendments will be read and then held over until the next meeting of the Board for a vote.

Amendatory Clause

These amended bylaws supersede and replace any and all previous versions of the bylaws effective prior to their adoption this 14th day of April 2020, by a majority vote of the Board of Directors of the Organization at their meeting held at the Frankton Heritage Days House located at 109 E. Walnut St. in Frankton, IN.

Aaron Hymes, President

Jeff Alexander, Past President

Michael Levi Alexander, Vice President

Anita Alexander, Treasurer

Jenni Effinger, Secretary