

**NEW HARMONY WORKING MEN'S INSTITUTE**  
**NEW HARMONY, INDIANA**  
**BY-LAWS**

As Amended July 20, 2010

ARTICLE I  
IDENTIFICATION

SECTION 1. NAME

The name of the organization shall be:

THE NEW HARMONY WORKING MEN'S INSTITUTE

SECTION 2. PURPOSE AND OBJECTIVES

The original purpose of this corporation is set out in the Acts of 1905, Chapter 7, page 8, as follows, to-wit:

"That the objects to be promoted by the New Harmony Workingmen's Institute shall be the mutual instruction of its members, and the promotion of useful knowledge by the aid of books, lectures and apparatus; the establishment of a library, art gallery, park, gymnasium baths, auditorium, museum, industrial and art, schools and like institutions for the use of the people of the town of New Harmony, Posey County, Indiana, and such inhabitants of said county, as the by-laws may from time to time provide."

Due to the changing conditions, and because of inflationary values, the purpose and objectives of this organization shall be to continue the above original purpose and objectives in so far as the membership is able to do so, and such other civic, educational, literary, and recreational purposes as the members determine for the benefit of the citizens of New Harmony, Harmony Township and Posey County, Indiana.

SECTION 3. FUNDS AND PROPERTIES

(A) The funds now on hand and acquired over the years by bequests, or endowments shall be conserved and used as a trust the revenue from which shall be used in the maintenance and operation of the Library and other activities of the Working Men's

Institute; provided, however, that any bequest for a specific purpose may be used for such purpose with the recommendation of the Trustees and approval of the membership.

Further, the Trustees may make use of any trust amounts, other than amounts endowed, for a specific purpose with approval of 2/3 of the members at a regular meeting. The Trustees must announce their intention to use such funds at a meeting of the membership, and the membership will vote on the proposal at the next meeting of the membership. The Trustees must notify the membership of the vote to determine whether to approve the use of funds for a specific purpose prior to the meeting where the vote is taken.

(B) Materials, Properties and other valuables can be disposed of only with the advice and consent of the majority of the members listed on the roll of regular members at a meeting of the membership.

## ARTICLE II MEMBERSHIP

### SECTION 1. MEMBERSHIP

(A) There shall be four (4) classes of membership: (A) Regular; (B) Associate; (C) Honorary; and (D) Supporting.

(B) The President of the Friends of the Workingmen's Institute, by virtue of his office, shall become an honorary non-voting member, and may attend all membership meetings.

### SECTION 2. REGULAR MEMBERS

(A) Regular members shall be adult persons and residents of Posey County, Indiana.

(B) The number of regular members shall not exceed 26.

(C) Regular members shall be required to attend the meetings of the society, as hereinafter provided, in order to maintain their regular membership status.

(D) A regular member who shall miss three consecutive meetings, regular or called, a quorum being present or not, shall be dropped from the roll of members; however,

within twenty-one (21) days of missing three (3) consecutive meetings, the member may notify the Trustees by letter of reasons why he should not be dropped from the rolls. The Trustees shall decide whether the absences are excused and whether the member should be dropped from the rolls.

(E) After a member misses two (2) consecutive meetings, the Secretary, or designee, shall inform the member by letter of the attendance policy.

(F) A member who has been dropped from the rolls may be reconsidered for membership at a later date.

(G) Military service shall place the member in the status of an associate member to have his or her regular status restored on the occasion of the first vacancy after his return from such service.

### SECTION 3. ASSOCIATE, HONORARY AND SUPPORTING MEMBERS

(A) Associate members shall not be required to attend the meetings to maintain their membership status. In order to become an associate member, a member must first have been a regular member of the ten years, and on request by the member at a regular membership meeting, be voted to an associate membership. Such associate membership may be obtained by a vote of the majority of the members present at any regular or called membership meeting.

(B) Honorary membership may be granted by vote of the membership to any male or female who has performed outstanding service to our country, to our state or to the community. In order for a person to be voted an honorary member of the New Harmony Workingmen's Institute, a majority of the active members must vote in favor of such member at any regular or special meeting.

(C) Supporting members may be male or female, and need not reside in Posey County, Indiana. A person may become a Supporting Member by paying the annual dues established for Supporting Members by the regular membership Of the Workingmen's Institute.

### SECTION 4. VOTING

Regular members shall have one (1) vote, but associate members, honorary members, and supporting members shall not have any voting privileges.

SECTION 5. PRESENT MEMBERS

All members of the society at the time of the adoption of these by-laws, shall automatically become members of the society and retain their status as of that time.

SECTION 6. NEW MEMBERS

Any member may nominate a person to the membership provided that nomination is made in writing, and the nominee has confirmed in writing to accept membership into the society. Nominations may be presented to the Secretary at anytime prior to the actual voting; including after the meeting has been called to order. Once a vacancy is declared pursuant to subsection (c) below, the procedure by which a new member is elected is as follows:

(A) The Speaker will announce the names of the nominees and the number of vacancies in the membership. Each vacancy shall be decided separately. Each voting member shall vote by secret ballot for the nominee of his choice. Every nominee will be placed in nomination for each vacancy. The nominee with the least number of votes shall be eliminated. This procedure will be repeated until there are two names remaining. At that time a simple majority of those present will elect a new member.

(B) A vacancy in the regular membership shall be announced at a meeting but shall not be voted upon until the next regular meeting; however, the Trustees may announce a vacancy to the membership due to a member being dropped from the rolls, and that vacancy will be voted upon at the next regular meeting of the membership. The Trustees will immediately notify the membership of such a vacancy.

SECTION 7. CONTRIBUTION OF MEMBERS

Each member of the New Harmony Workingmen's Institute shall make an annual contribution to the Specified Gift Fund of at least \$10.00 per year and said contribution is due at the October meeting and must be paid by the April meeting.

ARTICLE III

## MEETINGS

SECTION 1. PLACE OF MEETINGS

The Institute's service is county wide, and the membership from the county as a whole,

however it is a New Harmony Institute and the meetings shall be held at the library site.

#### SECTION 2. REGULAR MEETINGS

Regular meetings shall be held on the 3rd Tuesday evening of the months of January, April, July, and October at 7:00 P.M.

#### SECTION 3. SPECIAL MEETINGS

Special meetings of the members may be called by the President, or by the Board of Trustees, or by a petition signed by ten of the regular members, requesting the Board of Trustees to call such a meeting.

#### SECTION 4. NOTICE OF MEETINGS

A written or printed notice stating the time and, place and hour of the meeting, and in case of a special meeting, the purpose or purposes and said notice shall be mailed by the Secretary, or by some person authorized by the Secretary, to each regular and associate member, by U.S. mail, and such notice shall be mailed at least five (5) days prior to said meeting.

#### SECTION 5. VOTING AT MEETINGS

Each regular member in good standing shall be entitled to one vote at any regular or special meeting of the members. No member shall be entitled to vote that has moved out of Posey County, Indiana.

#### SECTION 6. PROXIES

No member shall be allowed to vote by proxy.

#### SECTION 7. QUORUM

A majority of the members on the rolls at any regular, called, or special meeting shall constitute a quorum.

#### SECTION 8. ORGANIZATION

The Speaker, his or her substitute as provided in Article V, Section 7, shall call the members to order and act as chairman for the meeting. The President shall be the representative of the trustees of the meeting. The Secretary shall act as the Secretary for the meeting. In the absence of the Secretary the Presiding officer may appoint a member to act

as Secretary for the meeting.

ARTICLE IV  
BOARD OF TRUSTEES

SECTION 1. BOARD OF TRUSTEES

The Board of Trustees shall consist of five (5) members elected by a majority of the members from its ranks. Three (3) shall be elected for a term of three (3) years, one (1) expiring at each consecutive annual meeting and two (2) shall be elected for one (1) year terms. Thus at each annual meeting three (3) Trustees will be elected, one for a three (3) year term and two for a one (1) year term. Next to be elected shall be the "SPEAKER", who shall be elected, for a one year term (1), by the membership at its annual meeting.

SECTION 2. DUTIES

The Board of Trustees shall constitute the executive committee of said members, and shall be vested with the power, management, and control of the business of the organization. They shall employ such agents as they deem advisable, and fix the rate of compensation of all agents and employees.

SECTION 3. RESIGNATION

A Trustee may resign at any time by filing his written resignation with the Secretary.

SECTION 4. REMOVAL

Any Trustee may be removed for cause, at any regular or called meeting of the membership by an affirmative vote of the majority of the members listed as regular members.

SECTION 5. VACANCY

In the case of a vacancy on the Board of Trustees, through death resignation, removal, or any other cause, the remaining Trustees, by an affirmative vote of the majority thereof, shall elect a successor to fill such vacancy until the next meeting of the members, regular or called. At which time a replacement Trustee will be elected to fill the unexpired term.

SECTION 6. ANNUAL MEETINGS

The Board of Trustees shall meet within one (1) week after the annual meeting of the members has been held for the purpose of organization, election of officers, and the consideration of such other business as shall come before the meeting. The result of the election shall be posted in the reference room of the library.

#### SECTION 7. OTHER MEETINGS

Other meetings of the Board of Trustees shall be held on the call of the President, or two or more members of the Board of Trustees, or a petition signed by ten members of the Institute, at any place within the City Limits of New Harmony, Indiana, upon forty-eight hours' notice, specifying the time, place, and purpose of the meeting, given each Trustee, either personally, by mail, or by telegram. At any meeting at which all trustees are present notice of time, place, and purpose thereof shall be deemed to have been waived, and similar notice may likewise be waived for absent Trustees by written instrument.

#### SECTION 8. QUORUM

At any meeting of the Board of Trustees, the presence of a majority of the members of the Board, then qualified and acting shall constitute a quorum.

#### SECTION 9. ORGANIZATION

The President, and in his absence, the Vice-President, and in their absence, any Trustee appointed by the Trustees present should call the meeting of the members to order, and shall act as chairman of such meeting. The Secretary of the organization shall act as Secretary of the Trustees, but in the absence of the Secretary, the presiding officer may appoint any Trustee to act as Secretary of the meeting.

#### SECTION 10. MINUTES OF TRUSTEES MEETINGS

Trustees shall keep accurate minutes of all actions taken by them, and the minutes of the Trustees' meetings shall be read at all meetings of the members. Reading of the minutes may be waived only with consent of the membership

### ARTICLE V OFFICERS

#### SECTION 1. OFFICERS

The officers shall consist of a President, a Vice-President, a Secretary, a Treasurer, and a Personnel Officer. Any two or more offices may be held by the same person, except that the duties of the President and Secretary shall not be preformed by the same person. The Board of Trustees, by resolution, may elect or appoint persons to fill such offices.

#### SECTION 2. VACANCY

Whenever a vacancy shall occur in any office by death, resignation, increase in the number of offices in the organization, or otherwise, the same shall be filled by the Board of Trustees, and the officers so elected shall hold office until their successor is chosen and qualified.

### SECTION 3. PRESIDENT

The President will preside at all meetings of the Trustees and shall discharge all the duties, which devolve upon a residing officer, and perform such other duties as the by-laws provide or as the Board of Trustees may prescribe. All legal instruments shall be signed by the President, Vice- President, and attested to by the Secretary or Assistant Secretary.

### 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 other duties, which the by-laws, require, or the Board of Trustees may prescribe.

### SECTION 5. SECRETARY

The Secretary shall have the custody of the minute book of the organization and, also, of the membership list of the organization. The Secretary shall keep, or cause to be kept, the minutes of all the meetings of members and Trustees, and serve all the notices required by the by-laws. The Secretary shall further attest to all legal instruments involving the organization.

### SECTION 6. TREASURER

The Treasurer shall keep correct and complete records of accounts, showing accurately at all times the financial conditions of the organization. The Treasurer shall also be the legal custodian of all monies, notes, or securities, or valuable papers which may from time to time come into the possession of the organization. The Treasurer shall also deposit all funds in some reliable bank, or other depository to be designated by the Board of Trustees, and shall keep such accounts in the name of The New Harmony Workingmen's Institute. The Treasurer shall also-furnish a report of the financial condition of the organization at each meeting of the Board of Trustees, and shall also make a similar report at all meetings of the membership. The Treasurer shall also perform such other duties as required by the by-laws, or may be performed from time to time by the Treasurer. The Treasurer shall be required to furnish bond in such amount as shall be determined by the Board of Trustees.



#### SECTION 7. PERSONNEL OFFICER

The Board of Trustees shall appoint one (1) Trustee to serve as Personnel Officer. The Personnel Officer will serve a one (1) year term and shall act as the liaison between the Board of Trustees and staff. The duties of the Personnel Officer shall include but not be limited to: direct supervision of the director; evaluation of staff performance; make employment recommendations to the trustees; establish and maintain current job descriptions; promote positive relations with the staff and community, scholars, patrons, and visitors; and any other duties requested by the membership. The Personnel Officer shall report to the Membership at each regular meeting.

#### SECTION 8. SPEAKER

The Speaker shall preside at all of the meetings of the members, in his absence the chair shall be filled by a member, not a Trustee, appointed by the President or by the senior Trustee. The Speaker shall not be a Trustee, and shall not attend their meetings in any capacity other than a regular member. The agenda of each meeting shall include among other items the following: Report of the President, Report of the Treasurer, Report of the Secretary, including the minutes of the Trustee meetings.

#### SECTION 9. EXECUTION OF DOCUMENTS

Unless otherwise provided by the Board of Trustees, all contracts, leases, commercial papers, and other instruments in writing, and other legal papers, shall be signed by the President and attested by the Secretary. All bonds, deeds, and mortgages shall be signed by the President and attested by the Secretary. In the absence of the President, and upon special authorization given by the Board of Trustees, the Vice-President may execute the instruments above, provided they have been signed by the Secretary. In the absent of the Secretary, and upon directions by the Trustees, the Assistant Secretary if one is elected, shall have authority to sign such documents, above prescribed.

#### SECTION 10. LOANS TO OFFICERS

No Loans of money, or property or an advance on account of service to be performed in the future shall be made to any officer or trustee of the organization.

#### SECTION 11. QUALIFICATIONS

The President, the Vice-President, the Secretary and the Treasurer shall be elected from the Trustees of the organization. The Speaker shall be elected from the membership and must not be a Trustee. Any other officer or employee need not be a member of the trustees or the organization.

ARTICLE VI  
AMENDMENT

SECTION 1. AMENDMENTS

By-laws may be adopted, amended, or repealed in the following manner:

At any regular meeting of the members, an amendment may be offered to the by-laws, and if passed by a majority of the members present, the Secretary shall then give notice to all members of the organization of such proposed amendment. At the next regular or special meeting of the members, and upon a majority of votes of the members at the next special or regular meeting, said amendment shall be adopted, or rejected.

These by-laws are approved by the affirmative vote of at least 3/4 of the regular members of the New Harmony Workingmen's Institute on this day of July 20, 2010. Together with the amendments to it, these By-Laws shall be considered as the governing instrument of the organization, superseding any and all former similar instruments.

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Fred Frayser, President of the Board of Trustees

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Tom Straw, Secretary of the Board of Trustees