

2023 RESTATED BYLAWS
of
THE HAMMOND HISTORICAL SOCIETY, INC.

ARTICLE I: NAME AND PURPOSE

SECTION 1: NAME

The name of the corporation shall be "The Hammond Historical Society, Inc."

SECTION 2: PURPOSES

- a. The purposes for which the Corporation is formed are:
 - 1) to collect and preserve materials of history, art and industry;
 - 2) to promote education to both young and old toward historical inquiry;
 - 3) to establish and maintain a historical museum;
 - 4) to publish and disseminate educational information regarding the history of City of Hammond, Lake County, Indiana;
 - 5) to promote a wider acquaintance and closer relationship among its members through the open exchange of historical information;
 - 6) to provide a means through which those engaged in building prestige land business for the City of Hammond may assist each other through the exchange of ideas.
 - 7) to acquire by purchase, gift, grant, bequest, devise or lease real or personal property, including easements; to hold title to real and personal property; to sell, lease, rent or otherwise dispose of real and personal property on the terms and conditions that the Society considers best and in accordance with application law; to receive, maintain, monitor, or administer any real estate or personal property held by ownership, lease, or easement; within the City of Hammond.
- b. To engage in all lawful activities as granted by the Indiana Nonprofit Corporation Act so long as such acts are not in contravention of any other law and the corporation shall not engage in any activities which would disqualify said corporation for 501(c)(3) status under the Internal Revenue Code or which would disqualify said corporation from receipt of grants in aid from public or quasi-public agencies.
- c. The Corporation is organized exclusively for educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code.
- d. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereinafter be amended.
- e. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization to which contributions are deductible under

Section 170(c)(2) of the Internal Revenue Code and Regulations as they now exist or as they may hereinafter be amended. Corporation is organized pursuant to the Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

- f. The Corporation is organized pursuant to the Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

ARTICLE II: OFFICE AND BOUNDARIES

SECTION 1: OFFICE

The principal office of the corporation in the State of Indiana shall be located at 564 State Street, Hammond, Indiana, or other such place as the Board of Directors and Officers shall from time to time determine.

SECTION 2: BOUNDARIES

The territory in which operations of the corporation are principally to be conducted consist of the City of Hammond, County of Lake, State of Indiana.

ARTICLE III: MEMBERSHIP

SECTION 1: CLASSES OF MEMBERSHIP

The Board of Directors shall determine membership classes from time to time (such classes shall not have separate class voting rights). The Classes of Membership at the time of adoption of these bylaws are as follows:

- a. **Individual Membership:** Individual Membership shall be for one (1) person for a period of one year who is interested in the work and study of the history of the City of Hammond, Lake County, Indiana.
- b. **Joint Membership:** Joint Membership shall be for two persons who live at the same address who are interested in the work and study of the history of the City of Hammond, Lake County, Indiana for a period of one year. A joint membership shall be limited to two votes by two individuals within the household who are in attendance at the meeting.
- c. **Business Membership:** Business Membership shall be limited to established business firms, both incorporated and unincorporated, and partnership(s). Each Business Member shall designate one (1) officer, employee, or partner to be its representative in this Corporation and may change its representative in the Corporation from time to time.
- d. **Life Membership:** Life Membership shall be limited to a person who is interested in the work and study of the history of the City of Hammond, Lake County, Indiana for

a period of time greater than one year to the remainder of his/her natural life.

- e. Honorary Membership: Honorary Membership shall be for those individuals who are unanimously elected to such membership by the Board of Directors and Officers for outstanding and meritorious service to this Corporation and shall receive membership benefits without any cost and shall be for a specified time period up to and including his/her natural life.

The Board of Directors shall determine and set membership dues from time to time. The Membership Dues shall be determined at the first meeting of the Board of Directors following the initial adoption of the bylaws and shall be adopted in the form of a resolution that will be attached hereto and incorporated as an amendment to the bylaws. The resolution adopting a dues schedule may be changed only by a majority vote at the annual Board of Directors meeting.

SECTION 2: STANDARDS FOR MEMBERS

Members are pledged to observe the following Standards:

- a. To cling steadfastly to the truth in publishing of material about the history of Hammond, Indiana;
- b. To work for public enlightenment toward the preservation of historical Hammond, Indiana, materials;
- c. To cooperate to the fullest within its membership on all questions of common concern;
- d. To maintain the highest level of ethics, honor, and integrity while participating in any Corporation activities or acting on its behalf.

SECTION 3: VOTING RIGHTS

Each member, regardless of classification, shall be entitled to one (1) vote on each matter submitted to a vote of the members. In order to exercise the right to vote, the assessed annual dues for the membership classification shall be current and paid in full, including any dues that are in arrears. Said dues shall be paid a minimum of twenty-four (24) hours prior to the beginning of the meeting in which a vote will be taken.

SECTION 4: OTHER RIGHTS

Each member, regardless of classification, shall be entitled to hold office or be a board member and to exercise equal rights and privileges with all other members. In order to hold office or be a qualified board member, the assessed annual dues for the membership classification shall be current and paid in full, including any dues that are in arrears. Said dues shall be paid a minimum of twenty-four (24) hours prior to the election to the position

of officer or board member.

SECTION 5: TERMINATION OF MEMBERSHIP

The Board of Directors may:

- a. by affirmative vote of two-thirds of all the members of the Board, suspend or expel a member for cause after an appropriate hearing, or
- b. by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspended; or expel any member who shall be in default in the payment of dues.

SECTION 6: RESIGNATION

Any member may resign by filing a written resignation with the secretary, but resignation shall not relieve the member of the obligation to pay any dues, assessments or other charges previously accrued and unpaid.

SECTION 7 REINSTATEMENT

Upon written request signed by a former member and filed with the secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate the former member of membership upon such terms as the Board of Directors may deem appropriate.

SECTION 8: TRANSFER OF MEMBERSHIP

Membership in this corporation is not transferrable or assignable.

SECTION 9: ANNUAL MEETINGS

An Annual Meeting of the Members of the corporation for the purpose of organization, the election of directors and officers, and the transaction of such other business as may properly come before the meeting shall be held in May, in each year at such time and place within or without the State of Indiana as shall be designated by the Board of Directors.

Notice of the meeting shall be posted in the Corporation's newsletter in the month prior to the date of the Annual Meeting and a newspaper of general circulation in the City of Hammond, Indiana. Notice of the meeting may be waived if a majority of the Board of Directors votes at a regular meeting of the Board in the month prior to the Annual Meeting to do so.

SECTION 10: GENERAL MEETINGS

A regular general meeting of the Members shall be held on the 1st Saturday during the months of January, February, March, April, September, October, and November of each year immediately after the Board of Directors and Officers Meetings at a location and time to be determined. The Board of Directors may provide by resolution the time and place for the holding of additional regular general meetings.

SECTION 11: QUORUM

At all meetings of the Members, the presence in person of not less than 11 active members shall be necessary and sufficient to constitute a quorum for the transaction of business. In the absence of a quorum, those present may, without notice other than by announcement at the meeting, adjourn the meeting from time to time, until a quorum shall be present. Any business scheduled for a meeting that becomes adjourned shall be transferred to the next regular meeting or a special meeting. At an adjourned meeting, any speaker, presenter, or program may proceed if a majority of those present so agree and the speaker or presenter concurs.

ARTICLE IV: BOARD OF DIRECTORS

SECTION 1: GENERAL POWERS

The property, business, and affairs of the corporation shall be managed by the Board of Directors. The Board of Directors shall have full power to act on behalf of the corporation as permitted by the statutes of the State of Indiana, the Articles of Incorporation and these Bylaws, as may be amended from time to time.

SECTION 2: NUMBER, TERMS OF OFFICE, AND QUALIFICATIONS

- a. There shall be twelve (12) directors who will serve until said Director's successor shall have been elected and qualified, or until his/her death, or until his/her resignation shall have become effective, or until he/she shall have been removed in the manner hereinafter provided, whichever is earliest. Four (4) directors shall be elected annually to serve a term of three (3) years. To the extent practicable, one director shall be the staff member serving the Local History Room at the Hammond Public Library. Said staff member shall be an equal to the other 11 directors and shall be in compliance with applicable provisions of these bylaws.
- b. The Nominating Committee shall present a slate of directors for election by the general membership at the annual meeting of the Members. Such slate of directors shall be presented to the secretary and conspicuously posted in the office of the corporation at least ten (10) days in advance of the annual meeting. In addition to such slate of directors, any Member may nominate, with a second, any other person or persons to the Board of Directors at the annual meeting of the Members.

- c. The election of directors shall be by simple majority vote of the members.
- d. Any candidate for the Board, whether slated by the nominating committee or nominated by a member at the Annual Meeting of the members, must be an active member of the Corporation prior to his/her election to the Board.
- e. There shall be 'no limit to the number of terms a Director may serve as long as the Members return the said Director to office every three (3) years.
- f. Election of officers is addressed in Article V.

SECTION 3: ANNUAL MEETINGS

An annual meeting of the Board of Directors and Officers of the corporation for the purpose of organization, the election of officers, and the transaction of such other business as may properly come before the meeting shall be held at the principal office of the corporation in May, immediately preceding the Member's Annual Meeting, in each year or shall be held at such time and place within or without the State of Indiana as shall be designated by the Board of Directors and Officers as specified in the notice of such meeting or waiver of notice thereof signed by two-thirds the directors and officers.

SECTION 4: REGULAR MEETINGS

A regular meeting of the Board of Directors and Officers shall be held on the 1st Saturday during the months of January, February, March, April, September, October, and November of each year immediately preceding the regular general meetings of the members. The Board of Directors may provide, by majority vote the time and place for the holding of additional regular meetings.

SECTION 5: SPECIAL MEETING

Special meetings of the Board of Directors and Officers may be called at any time by the President or any three (3) directors and/or officers and may be held at such time and place within or outside the State of Indiana as may be specified in the respective notices or waivers of notice thereof.

SECTION 6: NOTICE OF SPECIAL MEETINGS

Notice of every special meeting shall briefly state the purpose thereof, by given personally to each director and officer or sent to him/her by mail, telephone, or email addressed to him/her at his/her residence, or usual place of business, at least two days before the day on which the meeting is to be held. Unless otherwise provided by law, no notice of the time, place, or purposes of any meeting of the Board of Directors and Officers needs to be given to any director or officer who attends such meeting, or to any director or officer who, in writing, executed and filed with the records of the corporation either before or after the holding of such meeting, waives such notice. No

notice need be given of any adjourned meeting.

SECTION 7: ORGANIZATION

At each meeting of the Board of Directors and Officers, the President, or, in the absence of the President the Vice-President shall act as Chairman of said meeting and preside thereat. In the absence of the President and Vice-President, the Treasurer then the Secretary shall preside. The Secretary or, in his/her absence, any person who the chair or presider may appoint secretary of such meeting shall act as secretary of such meeting and keep the minutes thereof.

SECTION 8: QUORUM

At any and all meetings of the Board of Directors the presence in person of not less than eight (8) of all directors shall be necessary and sufficient to constitute a quorum for the transaction of business. In the absence of a quorum, those present may, without notice other than by announcement at the meeting, adjourn the meeting from time to time, until a quorum shall be present. Any business scheduled for a meeting that becomes adjourned shall be transferred to the next regular meeting or a special meeting.

SECTION 9: VOTING

At all meetings of the Board of Directors at which a quorum is present, all matters, except as otherwise expressly required by law, the Articles of Incorporation, or these Bylaws, shall be decided by the vote of a majority of the directors and officers present.

SECTION 10: RESIGNATIONS

Any director or officer may resign at any time by notice in writing to the Board of Directors and Officers or the President. Unless otherwise specified in such notice, such resignation shall take effect upon receipt thereof by the Board or any such officer. If any director or officer shall tender his/her resignation to take effect at a future time, the Board shall have power to elect a successor to take office at such time as the resignation shall become effective.

SECTION 11: REMOVAL

Any director or officer may be removed, either for or without cause, at any time, by the affirmative vote of a majority of the full Board of Directors and not simply a vote of the majority of a quorum at a given meeting.

Any director or officer who shall be absent for four (4) consecutive meetings in a given year without presenting satisfactory excuse or who has failed to maintain membership in accordance with these Bylaws may be removed from the Board of Directors and Officers by a majority vote of the Board of Directors. Such action shall not occur until said director or officer has been notified in writing and provided an opportunity to respond.

SECTION 12: VACANCIES

If any vacancy shall occur in the Board of Directors and Officers by reason of death, resignation, disqualification, removal, increase in number of directors or officers, or any other cause, such vacancy may be filled by a majority of the remaining Directors and Officers, though less than a quorum. The person elected to fill the vacancy shall serve the remainder of the unexpired term.

SECTION 13: COMPENSATION

A director or officer shall not receive compensation for his/her services as a director or officer but can receive reimbursement for expenses and can be engaged to perform other services for the corporation as long as the compensation is not excessive as that term is used in Section 494(d)(2)(E) of the Internal Revenue Code.

SECTION 14: WRITTEN CONSENT IN LIEU OF MEETINGS

Any action required or permitted to be taken by the Board may be taken without a meeting if all directors and officers consent in writing to the adoption of a resolution authorizing the action.

ARTICLE V: OFFICERS

SECTION 1: NUMBER

The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article V.

SECTION 2: ELECTION, TERM OF OFFICE, AND QUALIFICATIONS

- a. The Nominating Committee, being the same Nominating Committee that presents the slate of directors, shall also present a slate of officers for election by the general membership at the Annual Meeting of the Members. Said slate of officers shall be presented and posted in the same manner as described in Article IV Section 2b. In addition to said slate of officers, any Member may nominate, with a second, any other person or persons as an Officer at the Annual Meeting of the Members.
- b. The election of Officers shall be by simple majority of those present.
- c. Any candidate for Officer, whether slated by the nominating committee or nominated by a member at the Annual Meeting of the members, must be an active member of the corporation prior to his/her election as an Officer.
- d. Each shall hold his/her office until the next Annual Meeting of the Members or until his/her successor shall have been elected and qualified, or until his/her death, or until

his/her resignation shall become effective, or until he/she shall have been removed in the manner hereinafter provided, whichever is earliest.

SECTION 3: AGENTS

The Board of Directors and Officers may appoint such agent or agents as it may deem advisable, including an auditor, each of whom shall have such title, hold the position for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board may from time to time designate.

SECTION 4: RESIGNATIONS

Any officer may resign at any time by giving notice in writing to the Board of Directors and Officers, the President, or the Secretary. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors and Officers or any said specified officer.

SECTION 5: REMOVAL

The Board of Directors at any meeting may remove any officer or agent, either for or without cause.

SECTION 6: VACANCIES

A vacancy in any office by reason of death, resignation, removal, disqualification, or any other cause may be filled by a majority vote of the Board of Director and Officers. The person elected to fill the vacancy shall serve the remainder of the unexpired term, unless sooner removed in accordance with the terms of these Bylaws.

SECTION 7: THE PRESIDENT

The President shall be the chief executive officer of the corporation and shall have general charge and control of the affairs and property of the corporation and general supervision over its officers and agents, subject to the direction of the Board of Directors. The President shall preside at all meetings of the Board and shall see that all orders and resolutions of the Board are carried into effect. The President may sign and execute in the name of the corporation deeds, mortgages, bonds, contracts, agreements, or other instruments authorized by the Board except in cases where the signing and execution thereof shall be expressly delegated by the Board to some other agent. He/she shall have such other powers and perform such other duties as may be incidental to the office, as are given to him/her by these Bylaws, or as from time to time may be assigned to him/her by the Board. No person may be elected president unless he/she has continuously been a member of the Board of Directors and Officers since the preceding Annual Meeting.

SECTION 8: THE VICE PRESIDENT

The Vice President, with the aid of the Program Committee, shall be in charge of the program for the regular general meetings. At the request of the President or in his/her absence or disability, the Vice President shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all restrictions upon, the President.

The Vice President, with the aid of the Membership Committee, shall be in charge of membership, recruitment and development.

SECTION 9: THE SECRETARY

The Secretary shall:

- a. Record all the proceedings of the meetings of members and Board of Directors and Officers in a book or books to be kept for that purpose;
- b. Cause all notices to be duly given in accordance with the provisions of these Bylaws and as required by law;
- c. Take and retain custody of the records and of the seal of the corporation and cause such seal to be affixed to all instruments the execution of which on behalf of the corporation under its seal shall have been duly authorized;
- d. See that the lists, books, reports, statements, certificates, and other documents and records required by law are properly kept and filed; and
- e. In general, have such other powers and perform such other duties as may be incidental to his/her office, as are given to him/her by these Bylaws, or as from time to time may be assigned to him/her by the Board or the President.

SECTION 10: THE TREASURER

The Treasurer shall:

- a. Have charge and custody of and be responsible for all funds and securities of the corporation, the keeping of accurate and full accounts of receipts and disbursements, in books, including usage of a standard electronic program, belonging to the corporation, and deposit all such monies and any other valuable effects in the name of the corporation in such banks, trust, companies or other depositories as shall be selected, and shall make all financial books and records available for inspection at reasonable times to any Member of the Board;

- b. Present a financial report at all regularly scheduled Board meetings and at the Annual Meeting of the Members;
- c. Prepare and file on behalf of the Corporation its annual not-for-profit Corporation annual report and other such financial reports and returns as may be required or advisable from time to time to maintain the corporation in good standing under the law;
- d. In general, have such other powers and perform such other duties as may be incidental to his/her office, as are given to him/her by these Bylaws, or as from time to time may be assigned to him/her by the Board or the President.

SECTION 11: SURETY BONDS

In case the Board of Directors shall so require, any officer, agent, or employee of the corporation shall execute to the corporation a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of his/her duties to be corporation, including responsibility for negligence and the accounting for all property, moneys, or securities of the corporation which may come into his/her hands.

ARTICLE VI: STANDING COMMITTEES

Committees of the Board of Directors may be standing or ad hoc. The President shall appoint all committees subject to the approval of the Board of Directors. Standing committees shall consist of a minimum of three (3) individuals and shall be chaired by a member of the Board. To the extent possible, at least one (1) member of each standing committee shall be appointed from the general membership and shall not be a member of the Board of Directors and Officers. The President may from time to time, with approval of the Board of Directors, appoint additional members of any standing committee:

Each Standing Committee shall report to the Board of Directors and Officers its recommendations upon all areas of its responsibility. At least sixty (60) days before the end of each fiscal year, each standing committee shall present to the budget committee its proposed budget for the following year. There shall be standing committees of the board, which shall include the following:

A. Program Committee

The Program Committee shall arrange and conduct the regularly scheduled public programs.

B. Budget and Finance Committee

The Budget and Finance Committee shall prepare a proposed budget for the Board of Directors approval at the last regular meeting of the Board in each fiscal year. The Budget and Finance Committee shall plan and implement special and ongoing fund- raising plans.

C. Membership Committee

The Membership Committee shall develop programs for maintenance and expanding membership in the corporation.

D. Publications and Publicity Committee

The Publications and Publicity Committee shall determine materials worthy of publication, advise on the Society newsletter, maintain the website and publicize the activities of the Society.

E. Events Committee

The Events Committee shall develop, plan and execute events for the corporation (including, but not limited to, the annual meeting and the annual Cemetery Tour.)

F. Nominating Committee

The Nominating Committee shall review the performance of officers and Board members eligible for re-election, recruit and nominate potential Board Members and Officers, present a slate of candidates to the Members at the Annual Meeting, and recommend candidates for vacancies.

G. Collections Committee

The Collections Committee shall develop and monitor the implementation of a collections policy and approve all accessions and deaccession transactions.

H. Executive Committee

The Executive Committee (consisting of the officers) shall act on behalf of the Corporation between regularly scheduled Board meetings when required by unusual or time-sensitive circumstances.

Proposed amendment(s) to the Articles of Incorporation or the Bylaws shall be fully considered by this committee which shall report thereon to the Members not later than thirty (30) calendar days (or at the next meeting of the Members (either regular or special meeting) if such meeting is more than 30 days from the previous meeting) after the meeting where the proposed amendment(s) were first considered/ presented for action at that time by the Members.

ARTICLE VII: CONTRACTS

A director or officer may be and is authorized to be interested, directly or indirectly, in any contract relating to the operations conducted by the corporation and in any contract for furnishing supplies thereto. A contract or transaction shall not be invalid or in any way affected by the fact that a director or officer has or may have interests therein which

are or might be adverse to the interests of the corporation; provided, however, that the fact of such interest shall be disclosed or known to the director or officer. A director or officer, having so disclosed such adverse interest shall not be liable to the corporation or to any such member of any creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract or transaction; nor shall any such director, officer or member be accountable for any gains or profits realized thereon. The provisions of this Article VII shall not be considered to invalidate or in any way affect any contract or other transaction which otherwise would be valid under the law applicable thereto.

The foregoing notwithstanding, this paragraph shall not release any director or officer of liability for acts of gross negligence or misfeasance.

ARTICLE VIII GENERAL PROVISIONS

SECTION 1: DEPOSITS

All funds of the corporation not otherwise employed shall be deposited from time to time to its credit in such banks or trust companies or with such banks or other depositories as the Board of Directors may select, or as may be selected by any officer or officers or agent or agents authorized so to do by the Board. For the purpose of deposit and for the purpose of collection for the account of the corporation, checks, drafts, and other orders for the payment of money which are payable to the order of the corporation may be endorsed, assigned, and delivered by an officer or agent of the corporation.

SECTION 2: CHECKS, DRAFT, ETC.

All checks, drafts, or other orders for the payment of money, and all notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers (but not directors) or agent or agents of the corporation and in such manner, as otherwise from time to time shall be determined by the Board of Directors.

SECTION 3: NONPROFIT CHARACTER OF CORPORATION

This association shall be a nonprofit corporation and any net income that may be derived from its operations, in pursuance of the purpose set out here shall not inure to the benefit of any member of the association, but shall be used to promote the educational purposes of the association.

SECTION 4: DUES AND ASSESSMENTS

The Board of Directors shall have the power to levy and collect, and provide for the collection of, dues or assessments in accordance with the provisions of these bylaws, and may from time to time, adjust the assessment or amount of dues to be paid by the members. Dues shall be payable upon application and election and annually thereafter.

SECTION 5: FISCAL YEAR

The fiscal year of the Corporation shall end on April 30th.

ARTICLE IX: AMENDMENTS

Any of these Articles of Incorporation or these Bylaws may be amended, altered, repealed or added to, and new Articles of Incorporation or Bylaws may be made, by the affirmation vote of a majority of the Members as defined as the majority of the votes cast in person or by ballot received by either U.S. Mail or email, after hearing the report of the Executive Committee given at any Annual Meeting of the Members or at any special meeting called for that expressly stated purpose in accordance with Article III and Article VI. Ballots submitted by U.S. Mail, or email (sent to the designated email address as properly notified) shall be received in the offices of the Hammond Historical Society no later than twenty-four (24) hours prior to the date of the meeting for which the vote is made.

ARTICLE X: INDEMNIFICATION

To the full extent permitted by law, the corporation shall indemnify and reimburse each person made or threatened to be made to a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he/she, or his/her testator or intestate, is or was a director or officer of the corporation or served any other corporation of any type or kind, domestic or foreign, in any capacity at the request of the corporation. The corporation shall indemnify and reimburse each employee or agent of the corporation, or any other person other than directors or officers of the corporation, against liabilities or legal expenses arising out of acts performed for or on behalf of or at the request of the corporation to such extent and in such matter, permitted by law, as the Board of Directors may at any time or from time to time determine. This section is in addition to and not in lieu of any rights at law or as may be set forth in the Articles of Incorporation.

ARTICLE XI: DISSOLUTION

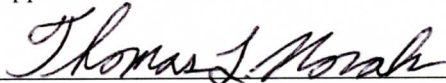
Other provisions, consistent with the laws of this state, for the regulation and conduct of the affairs of the Corporation, and creating, defining, limiting or regulating the powers of the Corporation or the Directors are as follows:

- a. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private purposes, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) and political campaign on behalf of any candidate of public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried

- on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law).
- b. Upon the dissolution of the Corporation, no director, officer, or private person, corporation or individual, or other private interest, shall be entitled to any distribution or division of remaining corporate funds and/or other property and/or rights and/or interest in property, and the balance thereof, after the payment of all debts and liabilities of the Corporation of whatsoever kind and nature, (including the payment of loans and contributions, the repayment of which has been authorized by the Articles of Incorporation) shall be distributed to one or more counties, cities, towns or villages within the territory set forth in the Bylaws as the territory in which its operations are principally to be conducted, for furtherance of the purposes set forth in the Article I, Section 2 of these Bylaws, or to such other organization as shall qualify under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law) as the Board of Directors shall determine.
- c. If, at the time of dissolution of the Corporation, the Hammond Public Library shall qualify under the then existing laws to receive the balance of any remaining corporate funds, property or assets, then such balance of any remaining corporate funds, property or assets shall be distributed to the Hammond Public Library for the express purpose of preserving Hammond, Indiana, history in the Suzanne G. Long Local History Room of the Hammond Public Library.

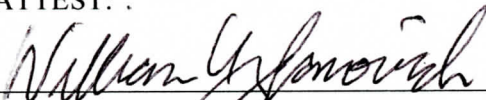
This is to certify that the above Code of Bylaws was duly adopted by the Board of Directors and Officers of THE HAMMOND HISTORICAL SOCIETY, INC. on the 22 day of May, 2023.

Approved



Thomas L. Novak, President

ATTEST: .



William Uzdanovich, Secretary