

**Tippecanoe County Historical Association
Board of Governors Meeting**

AGENDA

5:15 PM, June 27th, 2017
Tippecanoe Battlefield Museum

Mission: To enrich the lives of Tippecanoe County residents and visitors by collecting, preserving, and interpreting our unique and exciting history

Members of the Board (total: 20 – quorum: 10)

Pete Bill – President*	Amy Harbor
Colby Bartlett – Vice President*	David Hovde
Jeff Schwab – Vice President*	Matt Jonkman
Shane Weist – Secretary*	Carolyn O’Connell
John F. Thieme – Treasurer*	Quinten Robinson
Del Bartlett	Benjamin Ross
Diane (Di) Begley	Pete Sherry
Kevin Cullen	Preston Smith
Craig Graham	Phil Tucker
Walt Griffin	Todd White

* members of the Executive Committee

FUTURE DATES FOR MEETINGS

Executive Committee (agenda setting) – all Thursdays at 4:30 in Arganbright

- Meetings will be the Thursday before the Board meeting

Board of Governors – Fourth Tuesday of the Month at 5:15

- July 25, 2017
- August 22, 2017
- September 26, 2017 – **Fort Ouiatenon**
- October 24, 2017
- November 28, 2017
- December 19, 2017 * not fourth Tuesday of the month

Annual Membership Meeting for 2018 – to be determined

Logistics and Reports

- Call to order
- Review and approval of minutes of meeting May 23rd, 2017 - *See Agenda ADDENDUM*
- Officer's reports
 - President
 - Executive Director review status –Di Begley, Pete Sherry, Colby, Jeff, Shane, and John; Board President is chair of review
 - Status of conflict of interest statement
 - Vice President
 - Facebook return on investment for 30/500 events
- Finance and budget report – John Thieme
- Executive Director report – *See Agenda ADDENDUM*
 - Membership campaign status
 - Status of work with Taylor Studios for display in TCHA History Center
 - Grant for kitchen upgrade in TCHA History Center
 - Blockhouse structure survey report
 - Purdue archeological conference and reception at TCHA History Center
 - Significant fund transfers to Lafayette Savings Bank – closing 2 other accounts
 - Start date for D.J. Tucker, new Program and Membership Director
- By-Laws Review Task Force – Jeff Schwab – *By Laws document on pages 3-8*
- Battleground report – Rick Conwell
- Feast report – Leslie Conwell
- Committee reports
 - Collections Committee – Kelly
 - report submitted – *in agenda pages 9-10*
 - motion to deaccession two items from the collection – *in agenda page 10*
 - Facilities Committee (Buildings and Grounds) – Walt Griffin
 - Membership Committee – Craig Graham – *tally on page 11 of agenda*
 - Ouiatenon Preserve – Colby Bartlett
 - 50/300 Anniversary projects – David Hovde
 - status of proposal to help fund archeology conference at Purdue – Craig Hadley

Additional Business of the Association

- Proposal to support Purdue Archeology Conference - \$1500

**BY LAWS
OF
TIPPECANOE COUNTY HISTORICAL ASSOCIATION, INC.**

May, 2017
(Replaces 1991, 2001, 2012, & 2015 Revisions)

ARTICLE I – IDENTIFICATION

Section 1. Name. The name of the Corporation is *TIPPECANOE COUNTY HISTORICAL ASSOCIATION, INC.*, hereinafter referred to as “TCHA, Inc.”.

Section 2. Principal Office. The principal office of the Corporation shall be located at: 1001 South Street, Lafayette, IN 47901.

Section 3. Seal. The Corporation shall have no seal.

Section 4. Fiscal Year. The fiscal year of the Corporation shall follow the calendar year.

Section 5. Definitions.

Voting Member of the Association: All voting members must be at least eighteen (18) years of age. An Individual membership holder shall be entitled to one (1) vote. Family membership holders shall be entitled to no more than two (2) votes. Group membership holders, such as schools or corporations, shall not be voting members of the association.

Regular Meeting of the Board of Governors: Monthly meetings that occur at a regular time and place specified by the board for purposes of conducting the normal business of TCHA, Inc.

Additional Meeting of the Board of Governors: Meetings of the Board of Governors that occur by special request as designated in Article III, Section 5.

Active Member of the Board of Governors: Any duly elected member of the Board of Governors who has not submitted a formal letter of resignation, has not had his or her position declared vacant, has not been removed from the Board of Governors by due process described in Article III, and whose term has not yet expired.

Vacancy, vacant office, vacated office: An office or board position will be considered vacant if the individual holding that position has resigned, has been removed from the position by due process, or has not executed or has been unable to execute the duties of the office or position for an extended period of time. In the event an individual does not or is unable to execute the duties of the office, the board of governors shall determine by simple majority what constitutes an extended period of time unless such time period is otherwise defined in the By-Laws.

Resignation: A written notification to the Executive Director or any member of the Executive Committee from a member of the Board of Governors removing themselves from their position on the Board of Governors or as an officer of the Board. The position will be considered vacant immediately upon receipt of the written resignation.

ARTICLE II – MEMBERSHIP

Section 1. Categories and Fees. Membership categories and fees shall be determined by the Board of Governors.

Section 2. Voting. Each membership is entitled to vote at the Annual Meeting. Of those voting members present, only members enrolled in TCHA, Inc. on or before the **first day of the last month of the fiscal year** immediately preceding each Annual Meeting, shall be entitled to vote at said meeting.

Section 3. Honorary/Life Memberships. The Board of Governors may confer general honorary memberships or life memberships upon any person or organization for outstanding service or gifts to TCHA, Inc.

ARTICLE III – BOARD OF GOVERNORS

Section 1. Governing Body. The governing body of TCHA, Inc. will be the Board of Governors and shall consist of not fewer than twelve (12), nor more than twenty-four (24) persons, hereinafter known as “The Board” or individually as “Governors”. Approximately 1/3 of the Governors shall be elected annually at the Annual Meeting of the general membership, to serve a term of three (3) years. The Board of Governors shall determine the number of Governor positions on the Board for the coming calendar year at the Regular meeting prior to the call for Governor nominations or one month prior to the Annual Membership Meeting. The basis for this determination will be an estimation by the Board of the number of Governors needed to best carry out the functions and responsibilities of the Board. All Governors or nominees for a Board of Governor position will be current TCHA members.

Section 2. Nominating Committee. The Nominating Committee: a) shall consist of at least three (3) members of the Board of Governors; b) shall present a slate of enough new candidate or incumbent Governor nominees to fill the available Governor positions as determined by the Board of Governors; and c) shall review the eligibility of incumbent Governors and all nominees prior to placing a nominee on the slate of candidates. The slate of nominees shall be subject to the addition of nominations from the floor of the Annual Meeting. Each eligible voter shall be entitled to vote for the number of nominees equivalent to the number of Governors’ positions to be filled by the vote.

Section 3. Vacancies. In the event that a vacancy causes the number of the Board members to drop below the minimum number of twelve (12), the Nominating Committee shall present a slate of nominees for consideration and vote at any Regular or Special Meeting of the board of Governors. Subject to additional nominations from the floor, the vacancy(s) shall be filled by a majority vote of the Governors present at the time of the vote. The person(s) elected shall fill the remainder of the unexpired term(s) to which they were elected.

Section 4. Term. Consecutive Terms of Governors shall not be limited.

Section 5. Meetings of Board of Governors. Regular meetings of the Board of Governors shall be held throughout the year at locations, dates and times established by the Board. Additional meetings of the Board of Governors may be called by the President, Executive Committee, or must be called upon written request to the president of any five (5) Governors, or of any twenty (20) qualified voters of the general membership. Adequate advance notice must be given to the entire Board of Governors of the intended location, date, and time prior to any additional meeting being held.

Section 6. Governors' Duties. The Board of Governors shall have the responsibility for the general care of all property entrusted and belonging to TCHA, Inc. Said Board shall be responsible for establishing and evaluating the policies, direction and long-range planning of TCHA, Inc. Said Board shall be responsible for fund-raising and monitoring the finances of TCHA, Inc.

Section 7. Removal of Governors. A Governor may be removed from the Board of Governors for non-participation, conflict of interest, and for any other activity or situation which is not in the best interests of TCHA, Inc. A request for removal must be submitted by a current member of the Board of Governors to the Executive Committee, and will require a two-thirds (2/3) majority vote of all active members of the Board of Governors. Non-Participation is defined as a governor's absence from at least six consecutive regular meetings of the Board of Governors.

Section 8. Conflicts of Interest. All Governors must disclose any conflicts of interest between their duties as a member of the Board of Governors and any outside activities. If a conflict exists on a matter being voted on by the Board of Governors, the Governor must recuse himself or herself from any vote on the matter. If a continuing conflict of interest is not in the best interest of TCHA, Inc. then the Governor may be asked to resign from the Board of Governors.

ARTICLE IV – THE OFFICERS

Section 1. Designation. The officers of the Corporation shall consist of the President, Vice-President, Secretary and Treasurer. The officers, plus the Chairman of the Budget Committee shall comprise the Executive Committee. The Executive Committee may plan the agenda for each Regular Meeting, and may, from time to time, make recommendations to the Board of Governors. In case of emergency matters, which in the judgment of the President require immediate decision, the Executive Committee may act on behalf of TCHA, Inc., subject to approval of the Board of Governors at the next Regular Meeting.

Section 2. Eligibility. Officers must be elected from the members of the Board of Governors as of the date of the election, and no person shall be eligible for election to the office of President unless he/she has continuously been an *active member* of the Board of Governors since the preceding regular annual election of officers.

Section 3. Election. Officers shall be elected at the first Regular Meeting of the Board of Governors following the Annual Meeting. In the event of a vacated office, an officer(s) shall be elected at the next Regular Meeting of the Board of Governors. At said meeting of the Board of Governors, the Nominating Committee shall propose a slate of officers, which slate shall be subject to additions from the floor. The election of officers shall be by majority vote of the

Governors present at the time of the vote. All elections for contested office positions shall be by secret ballot. In the event of a tie for any officer position, the vote for that position shall be extended to all Governors not present at the original meeting for a period of two (2) weeks. Such additional votes will be done by the same secret ballot and tallied by the Nominating Committee at the end of the two (2) week period. If a tie still persists after the expiration of this period, the tie will be resolved by a coin flip or other method mutually agreed upon by the candidates.

Section 4. Term. Each Officer shall serve a Term of one (1) year until the next annual election. Officers may succeed themselves in a particular office, but not for more than five (5) consecutive Terms. Vacancies shall be filled by a majority vote of the Governors at any Regular Meeting as outlined in Section 3.

Section 5. The President. The President shall be the Chief Executive Officer of TCHA, Inc., and he/she shall preside at all meetings of the Board of Governors, Executive Committee and at all meetings of the membership.

Section 6. The Vice-President. The Vice-President shall temporarily assume the duties of the President in the absence of the President. In the event that the President's office is officially vacated, the Vice-President shall assume the duties and responsibilities of the President until the President's position is filled at the next Regular meeting of the Board of Governors.

Section 7. The Secretary. The Secretary shall attend all meetings of the Board of Governors and general membership, and shall record, or cause to be recorded, accurate Minutes of such meetings. He/she shall attend to the proper issuance of all notices of TCHA, Inc., and shall have custody of the minutes of the Corporation. In general, he/she shall perform all duties which are by law, or custom, incident to such office, and such other duties as may, from time to time, be assigned to him/her by the Board of Governors or the President.

Section 8. The Treasurer. The Treasurer shall be the financial officer of TCHA, Inc., He/she shall be charged with, have custody of, and be responsible for all funds of the Corporation, unless otherwise determined by the Board of Governors. The Treasurer shall deposit such funds in such depositories as shall be selected by the Board of Governors, and shall report to each Regular Meeting of the Board of Governors. The Treasurer shall make all disbursements approved by the President, and within the budget adopted by the Board of Governors; provided, however, that the President may delegate the person employed pursuant to Article VI as Executive Director of TCHA, Inc. the power to make deposits or approve disbursements. The Treasurer shall cause an annual audit of the financial books and records of TCHA, Inc. Said books and records shall be open to inspection at reasonable times by any active member of the Board of Governors. The Treasurer shall be a voting, ex officio member of the Budget Committee, and of any endowments and investments committees.

ARTICLE V – COMMITTEES

Section 1. Appointment. At the first Regular Meeting of the Board of Governors following the annual election of officers, the President shall appoint, subject to the approval of the Board of Governors, at least three (3) members for each Committee deemed necessary by the Board to conduct the business affairs of TCHA, Inc.. Committee members shall include one (1) or more Governors, and optionally one (1) or more persons from the general membership of

TCHA, Inc., who are not members of the Board of Governors. The President may, from time to time, with the approval of the Board of Governors, appoint additional members of any standing Committee.

Section 2. Reporting. Each Committee shall report regularly to the Board of Governors. Each Committee shall be prepared to submit to the Budget Committee its proposed budget for the following year, when directed to do so by the President.

Section 3. Standing Committees. Standing committees are created to conduct the business of TCHA, Inc. on a recurring or long-term basis. The Board of Governors, at its discretion, may also create other committees or temporary task forces as necessary to conduct the business of TCHA, Inc. The following committees are considered standing committees: the Nominating Committee, the Budget Committee, the Facilities Committee, and the Collections Committee.

ARTICLE VI – STAFF

Section 1. Appointment of Executive Director. The Board of Governors shall employ and determine the duties, responsibilities and compensation of the Executive Director.

Section 2. Duties of Executive Director. The Executive Director shall be responsible to the Board of Governors of TCHA, Inc., and shall be subject to direct supervision and evaluation by the Executive Committee of the Board of Governors. The Executive Director shall be responsible for the implementation, operation and administration of the programs and activities of TCHA, Inc. The Executive Director shall be a non-voting ex officio member of all the standing and other Committees of TCHA, Inc.

Section 3. Accountability. All paid and voluntary staff of TCHA, Inc. shall be responsible to the Executive Director. Staff activities and services for any Committee shall be arranged through and coordinated by the Executive Director. The Executive Director may recommend the creation or deletion of staff positions, subject to the approval of the Board of Governors. The hiring, promotion and termination of individuals in positions approved by the Board of Governors shall be the responsibility of the Executive Director.

ARTICLE VII – MEETINGS

Section 1. Annual Meeting. The Annual Meeting of the general membership shall occur **no later than the 2nd month following the close of the fiscal year**, the exact date, place and time to be determined by the Board of Governors. Written notice of the date, time and place of the Annual Meeting shall be sent to each voting member at least ten (10) business days prior to said meeting.

Section 2. Quorum. A quorum for any meeting of the Board of Governors shall consist of fifty percent (50%) of current members. A quorum for any meeting of the general membership shall consist of twenty (20) members entitled to vote at that meeting.

Section 3. Governing Regulations. All meetings and deliberations of the general membership, and of the Board of Governors, shall be governed by the rules of parliamentary procedure prescribed in the current edition of the Standard Code of Parliamentary Procedure.

Section 4. Attendance. All meetings of the Board of Governors are open to the membership. All meetings of the Executive Committee are open to the Board of Governors. Both the Board and Executive Committee occasionally may meet in closed session for purposes requiring confidentiality.

If the President of the Board of Governors is unavailable to preside over a meeting, then the Vice-President shall be the presiding officer. If both the President and Vice-President are unavailable, then the meeting shall elect a President Pro Tem by simple majority vote from the members present at such a meeting.

Any one or more governors may participate in a meeting of the Board or any committee thereof by electronic means that allows all persons participating in the meeting to communicate with each other. Participation by such means shall be equivalent to presence in person for purposes of determining if a quorum is present.

Section 5. Interpretation of Ambiguous Rules or Definitions. In the event that a rule, definition, or other component of the By-Laws is felt to have greater than one interpretation, the Board of Governors may make an interpretation of the ambiguity by simple majority vote. Such a vote does not constitute an amendment to the By-Laws.

ARTICLE VIII – AMENDMENTS TO THE BY-LAWS

Section 1. Two-Thirds Majority. Amendments to the By-Laws may be made at any meeting of the Board of Governors in which a quorum of the Board is present and for which a reasonable advanced notice containing the text of the proposed amendment was sent to all Board members. By-Laws may be altered or amended upon a two-thirds (2/3) majority vote of the Board of Governors in the meeting and present at the time of the vote.

Section 2. Comments and Suggestions. Comments and suggestions of the general membership are encouraged, and may be made to the appropriate Committee, to the officers of TCHA, Inc., to the Executive Director of TCHA, Inc., or to the Governors.

Approved by the Board of Governors of TCHA, Inc. this 27th day of May, 2017.

TIPPECANOE COUNTY HISTORICAL
ASSOCIATION, INC.

BY: _____
President

Collections Monthly Report
May- June, 2017
prepared by Kelly Lippie

- Juried art show “50 / 300: Art Inspired by the Feast of the Hunters’ Moon” in collaboration with Purdue Fountain Gallery closes June 17th.
- An IHS traveling exhibit (2D) to be loaned to the Battlefield this summer. “Indiana through the Mapmakers Eye”. This is a free, 5 week opportunity. The exhibit will be up at the Battlefield from June 14- July 26.
- Continued to assist archives volunteer to review the processed collections, revise finding aids and prepare material for listing on the new website. There are over 200 processed collections that need review. There are 2 summer volunteers (interns) working to process archival collections. One may also help in collecting Feast Oral Histories.
- 2 new volunteers working to catalog historic photographs and artifacts from the vault. 1 other summer volunteer is cataloging framed artwork. These new volunteers require training and ongoing supervision by me to make sure they are correctly processing the information.
- Several orders of George Winter digital images and other historic photo reproduction requested & orders filled.
- Researched new temporary exhibit ideas for the Tippecanoe Battlefield Museum. We have already recently done a WWI exhibit, but will do another WWI related mini-exhibit in honor of the anniversary years. A summer volunteer will likely help develop new temporary exhibits for the Battlefield.
- On-going volunteer projects include:
 - Cataloging the library books in the stacks and reading room.
 - Inventory continues for the Journal and Courier Negative Index. This is a decade’s worth of the newspaper’s negatives that have no searchable system beyond this index.
 - Index of the Journal & Courier photographic print portraits collection given to TCHA last year. This inventory project will likely take several years. There is currently no one working on this project.
 - Archives processing (new and review of old collections).
 - Organizing & cataloging the historic house photos. House photos are one of the most requested images, so we decided to focus on getting this collection in better order; which will include cataloging in Past Perfect and Scanning each image.
- Building & Ground committee met in May. Helping to collect maintenance needs from staff & volunteers who are most often in each of these spaces; including the Feast Barn.
- Met with Taylor Studios to organize exhibit schedule. Met with TCHA’s exhibit team to discuss direction to take. Began collecting research on individual stories that may work in the exhibit.
- Visited the J. H. Rathbone Museum & Resource Center to see what material they have in their collection. This is a private museum dedicated to fraternal organization history and located in Lafayette.
- May 11th- TCHA had booths at the Visit Lafayette-West Lafayette Tourism Tailgate and the Leadership Lafayette Volunteer Expo to promote programs, sites & volunteer opportunities.

- May 30th: Met with reporter from the Exponent to talk about Blockhouse summer programming. Also set up artifacts for summer display in the blockhouse.
- May 31st: Visited Homecare by Design for discovery day to promote TCHA membership & programs. Did a Facebook Live interview with them.
- Assisted in the interview for new Program & membership Director, DJ.
- Continued to process memberships (renewals and new membership).
- June 3: Group in to view some of the George Winter Collection. They are re-tracing the Trail of Death.
- Attended the Blockhouse Opening Celebration on June 3.
- Woodland Indian Program on June 10 (part of the 50/ 300 Program Series) attended by 22 people, all members.
- Other Upcoming events:
 - Greater Lafayette Home Educators Association’s Annual Open House on June 27th.
 - Firearms of the Fort program at 2:00 pm July 1st at the River Shelter at Fort Ouiatenon Park
 - August 19- Walking Tour of Ouiatenon Preserve
 - September 10- Archaeology Day at For Ouiatenon Park (part of Indiana Archaeology Month)
 - October 13- 15- Midwest Historical Archaeology Conference @ Purdue University
- **Collections Committee Meeting Report:**
 - June meeting held on June 7th at the Arganbright Center. There was no meeting in May, so there was an extra amount of new material to consider.
 - 21 new donations considered. 2 rejected, 2 to be digitized and returned to donor, 2 to be used for expendable or sale in the store, 15 to be kept and accessioned.
 - 9 items found in the collections without records of the donations. 1 tabled pending further research, 3 rejected, 5 kept to accession.
 - 2 items considered for Deaccession. Both were recommended to deaccession by the committee and await board approval:

85.60.59	9 black & white photos taken in Cambridge City, IN (Wayne Co.)	Out of TCHA Collecting Scope	Donor: Ted Reser	Committee recommends offering to Wayne Co. Historical Museum
77.27.213	black and white photo of the Indiana State House	Out of TCHA Collecting Scope	Donor: Herbert Heimlich	Committee recommends offering to Indiana Historical Society

Membership Report

Attached is the total current member list. Right now, memberships come up for renewal each month, so this list is always changing. Below is a breakdown:

2 Benefactor Memberships
55 Complimentary Memberships
50 Family Memberships
1 Foundation Business Membership
34 Individual Memberships
74 Life Members
51 Patron Memberships
1 Pillar Business Membership
3 School Memberships
50 Senior Couple Memberships
55 Senior Individual Memberships
14 Sustaining Memberships

--

Kelly Lippie
Curator of Collections

** Note – we need to go through the membership and evaluate those individual memberships that are complimentary as they are likely automatically renewed each year without review even if the person is no longer contributing to TCHA in some manner.

BOARD OF GOVERNORS TERMS (3 YEAR TERMS)

Name	Term Ends
Colby Barlett	December 2017
Del Barlett	December 2018
Diane Begley	December 2018
Pete Bill	December 2019
Kevin Cullen	December 2018
Craig Graham	December 2017
Walt Griffin	December 2019
Amy Harbor	December 2017
David Hovde	December 2019
Matt Jonkman	December 2017
Carolyn O'Connell	December 2019
Quinten Robinson	December 2018
Benjamin Ross	December 2018
Jeff Schwab	December 2018
Pete Sherry	December 2019
Preston Smith	December 2018
Phil Tucker	December 2019
Todd White	December 2018
John Thieme	December 2019
Shane Weist	December 2019

STANDING COMMITTEES

* indicates Chair

Executive Committee

Pete Bill *
Jeff Schwab
Colby Bartlett
Shane Weist
John Thieme

Nominating Committee

Carolyn O'Connell *
Quinten Robinson
Preston Smith

Budget Committee (formerly the Finance, Budget, and Risk Management Committee)

Jeff Schwab *
John Thieme

Facilities Committee (formerly the Grounds and Facilities Committee)

Walt Griffin *
Pete Bill
Colby Barlett
Del Barlett

Collections Committee

Kelly Lippie
Del Bartlett
Pete Bill
Kevin Cullen
Quinten Robinson
Rick Conwell
Leslie Conwell
Sarah Cooke
LA Clough
Craig Hadley

ADDITIONAL COMMITTEES AND LIAISONS

Development & Membership Committee

Craig Graham *
Craig Hadley

Foundation Board Liaison

Del Barlett

Quiatenon Preserve and Roy Whistler Foundation Liaison

Colby Bartlett