

## **By-Laws**

### **Carl Sandburg Historic Site Association A Not For Profit Corporation**

#### **PURPOSE**

The purpose of the Corporation as stated in the Certificate of Incorporation is to promote citizen awareness of the historical and cultural significance of the Carl Sandburg Historic Site in Galesburg, Illinois, and to support interpretive and educational programs; preservation, restoration and reconstruction efforts; site collection and acquisitions policies; and public awareness of the site and its history. The Corporation shall have such other powers as are now or may hereafter be granted by the Not for Profit Corporation Act of the State of Illinois.

The Corporation recognizes that because the Carl Sandburg Historic Site is owned by the State of Illinois, under the jurisdiction of the Illinois Historic Preservation Agency, its activities must be consistent with Agency policies. The Corporation shall not make any decisions or take actions affecting the structure or management of the site without the consent of the Agency.

This Association is a non-profit, non-political, non-sectarian Corporation. Its activities shall be conducted without regard to any factors of discrimination.

#### **ARTICLE I THE ASSOCIATION**

##### **Section 1: NAME**

The name of the Association is the "Carl Sandburg Historic Site Association."

##### **Section 2: PRINCIPAL OFFICE**

The principal office of the Association is located at the Visitor's Center, 313 E. 3rd St., P.O. Box 585, Galesburg, Illinois 61402-0585. The Association may have such other business offices as the Board of Directors may establish from time to time.

##### **Section 3: FISCAL YEAR**

The fiscal year of the Association shall begin on the 1st day of July in each year and end on the 30th day of June the following year.

## **ARTICLE II MEMBERS**

### **Section 1: MEMBERSHIP CATEGORIES AND DUES**

Membership categories and dues shall be determined by the general membership. The Board of Directors will determine the standing of any member whose dues remain unpaid after two notices.

### **Section 2: RIGHT TO VOTE**

All members in good standing shall have the right to vote at general membership meetings of the Association and shall be eligible to hold office.

## **ARTICLE III MEETINGS**

### **Section 1: PLACE OF MEETINGS**

Meetings of the members of the Association may be held at a place specified by the Board of Directors.

### **Section 2: ANNUAL MEETING**

The Annual Meeting of the membership for the election of members of the Board of Directors and for the transaction of such other business as may properly come before the Association shall be held in July of each year. If for any reason the Annual Meeting is not held in the month prescribed, the President or the Board of Directors may call a special meeting of the members at such time and place as the President or the Board of Directors may designate in lieu of the Annual Meeting for that year.

### **Section 3: SPECIAL MEETINGS**

Other special meetings of the members may be called by the President or at the request of five members of the Association.

### **Section 4: NOTICE OF MEETINGS**

There shall be written or printed notice of any membership meeting at least five days, but not more than 30 days before the meetings are to take place.

### **Section 5: QUORUM**

Those members present at membership meetings shall constitute a quorum.

## **ARTICLE IV THE BOARD OF DIRECTORS**

### **Section 1: POWER AND NUMBER**

The government of the Association shall be vested in a Board of Directors comprised of no less than ten (10) members or no more than fifteen (15) members of the Association. Directors shall not be paid or reimbursed for their membership on the Board. The Board shall elect officers of the Association from the Board of Directors.

### **Section 2: ELECTION**

Each Director shall be elected for a three-year term and shall be eligible for re-election. In the first year following the adoption of this by-law, the Board of Directors will determine a method to initiate staggered terms.

### **Section 3: VACANCIES**

Any vacancy occurring on the Board of Directors may be filled by appointment by the President, subject to ratification by the Board. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor in office.

### **Section 4: ANNUAL MEETING**

The Board of Directors shall organize as soon as possible after the Annual Meeting of the Association, and the President shall appoint the members and chairpersons, with the concurrence of the Board, of such committees as the Board deems necessary for the ensuing year.

### **Section 5: REGULAR MEETINGS**

Regular meetings of the Board of Directors shall be at such place and time as the Board of Directors shall determine.

### **Section 6: SPECIAL MEETINGS**

Special meetings of the Board of Directors may be called by the President or any five of the Directors.

### **Section 7: NOTICE OF MEETINGS**

- a. **TIMING:** Notice of each meeting must be delivered by or at the direction of the President, Vice President or the Secretary to each Director at least (5) days, but not more than (30) days before the day on which the meeting is to be held.
- b. **DELIVERY:** Notice may be given electronically via facsimile, e-mail or other electronic delivery methods permitted by law.

### **Section 8: QUORUM**

One *third* (July 9, 1996) of the membership of the Board of Directors shall constitute a quorum.

## **ARTICLE V THE OFFICERS**

### **Section 1: NUMBER**

The officers of the Association shall consist of a President, a Vice-President, a Treasurer and a Secretary and any other officers the membership deems necessary.

### **Section 2: ELECTION, TERM OF OFFICE**

The officers shall be chosen by and from the Board of Directors for a one-year term at its first meeting following the Annual Membership Meeting. Each officer shall hold office until his or her successor has been elected and qualified.

### **Section 3: VACANCIES**

Any vacancy in any office may be filled for the unexpired portion of the term by the vote of the Board of Directors.

### **Section 4: THE PRESIDENT**

The President shall be a member ex-officio of all committees and shall preside at all Board meetings. The President shall, in general, perform all duties incident to the office of President, and such other duties as may be assigned by the Board of Directors from time to time. The President or her or his designee shall be responsible for the notification of all membership meetings. At the Annual Meeting the President shall present an annual report to the membership of the Association.

### **Section 5: THE VICE-PRESIDENT**

The Vice-President shall have such powers and perform such duties as the Board of Directors or President may prescribe and shall preside at all meetings in the absence of the President.

### **Section 6: THE SECRETARY**

- (a) The Secretary will act as secretary of the Board of Directors.
- (b) The Secretary will give, or cause to be given, all notices in accordance with the provisions of these Bylaws, or as required by law.
- (c) The Secretary will supervise the custody of all records and reports and will be responsible for the keeping and reporting of adequate records of all meetings of the Board of Directors.
- (d) The Secretary will perform such other duties as may be assigned from time to time by the Board of Directors.

## **Section 7: THE TREASURER**

- a. The Treasurer shall be the financial officer of the Association; shall have charge and custody of, and be responsible for, all funds of the Association and deposit such funds in the name of the Association in such banks, trust companies or other depositories as shall be selected by the Board of Directors.
- b. The Treasurer shall receive and give receipts for monies due and payable to the Association from any source whatsoever.
- c. At each Board Meeting the Treasurer shall render an account of all transactions as Treasurer and a report of the financial condition of the Association to the President and the Board of Directors
- d. The Treasurer shall be responsible for filing the annual reports necessary to maintain not-for-profit (tax-exempt) status with all state and federal agencies, including but not limited to the Association's Conflict of Interest Policy.
- e. The Treasurer will perform other such duties as may be assigned from time to time by the Board of Directors.

## **ARTICLE VI COMMITTEES**

With majority Board approval, the President may appoint one or more committees, including chairperson(s) and committee members, for the purpose of carrying out Association activities.

## **ARTICLE VII INDEMNIFICATION**

- a. The Association may indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a director, officer, employee, or agent of the Association against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association.
- b. To the extent that a present or former director, officer, employee, or agent of the Association has been successful, on the merits or otherwise, in the defense of any proceeding referred to in Section (a) of this Article, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with such proceeding if that person acted in good faith and

in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association.

- c. Sections (a) and (b) of this Article will not apply in any proceeding in which the director, officer, employee, or agent is liable for negligence or misconduct in the performance of his or her duties.
- d. Such rights of indemnification will not be exclusive of any other rights to which such director, officer, or employee may be entitled apart from this provision.
- e. The Association shall have power to purchase and maintain, at the Association's expense, insurance on behalf of the Association and on behalf of any director, officer, employee, agent, or other person to the extent that power has been or may be granted by statute.
- f. The Association shall have the power to give other indemnification to the extent permitted by law.

## **ARTICLE VIII MISCELLANEOUS**

### **Section 1: Depositories**

All funds of the Association not otherwise employed will be deposited from time to time to the credit of the Association in any banks, trust companies, or other depositories designated by the Board of Directors.

### **Section 2: Checks, Drafts, Notes, Etc.**

- a. All checks, drafts or other orders for the payment of money and all notes or other evidences of indebtedness issued in the name of the Association must be signed by the individual who has been given signatory authority by the Board of Directors.
- b. In the absence of such determination by the Board of Directors, such instruments must be signed by the Treasurer and countersigned by the President of the Association.

### **Section 3: Execution of Documents**

- a. Every contract entered into, including any loans or other evidence of indebtedness, issued in the name of or on behalf of the Association must be authorized or ratified by a resolution of the Board of Directors.
- b. Except as otherwise provided by law, all checks, drafts, promissory notes, and other evidence of indebtedness issued in the name of the Association and all contracts, deeds, mortgages, and other instruments executed in the name of and on behalf of the Association must be executed and attested by such Officer or

Officers, or agent or agents, of the Association and in such manner as shall periodically be determined by resolution of the Board of Directors.

#### **Section 4: Gifts**

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

### **ARTICLE IX INCEPTION OF BY-LAWS**

These by-laws commence and shall be in effect not less than 35 days after their adoption.

### **ARTICLE X AMENDMENTS**

These by-laws may be amended by a majority vote of those entitled to vote at any Annual or Special Membership Meeting called for that purpose, provided the written content of the proposed amendment(s) has been given to each member, not less than 5 days or more than 20 days prior to the special meeting.

### **ARTICLE XI DISSOLUTIONS**

In the event of the dissolution of this Association, or in the event it shall cease to exist for the stated purposes, all the property and assets shall be distributed to an organization or agency, the purposes of which are similar to and consistent with the purposes of that Association, selected by the Board of Directors of the Association and which has been granted exemption from the Federal Income Tax under the provisions of Section 501(c) 3 of the Internal Revenue Code.

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Adopted by the CSHSA Membership at a Called Membership Meeting  
January 8, 2013