

# Constitution and By-Laws of the Hinckley Historical Society

## Article I

### Name

The Name of this organization shall be the Hinckley Historical Society.

## Article II

### Purpose

The purpose of this organization shall be as follows:

1. To preserve and maintain the history of the area, in and around Hinckley and Squaw Grove Township.
2. To provide assistance and information to anyone interested in the history of the people and the development of the area, in and around Hinckley and Squaw Grove Township.
3. To collect items, articles, etc that pertain to the history and development of Hinckley and Squaw Grove Township
4. To raise funds to carry out the goals of the Society
5. To acquire and maintain a permanent location for use as a museum to display such items as may be donated and / or loaned to the Society.

## Article III

### Membership and Dues

- Section 1. Any person interested in the history of the surrounding area who applies for membership and who tenders the necessary dues shall become a member.
- Section 2. Members must be 18 years of age to have voting privileges.
- Section 3. Annual dues, membership levels and fees will be established by the Board of Directors and voted on by the membership, as the Board feels is necessary.
- Section 4. Any member joining the Society by September 30, 2008 shall be designated a Charter Member.

## Article IV

### Board Members and Officers

- Section 1. The Board of Directors shall be 9 members elected by the membership.
- Section 2. The Officers shall be a President, Vice President, Secretary and Treasurer elected by the Board of Directors.
- Section 3. The Officers and Directors shall constitute the Board of Directors
- Section 4. The Board of Directors shall be elected for terms of three (3) years. The first slate of Directors in the Society's beginning will be 3 one-year terms, 3 two – year terms and 3 three – year terms.
- Section 5. Directors cannot serve more than two consecutive terms. This term limitation includes the initial staggered terms. After a one year absence from the board a member may be elected to the board for another two terms; this rotation has no limits.
- Section 6. The Officers shall be elected for terms of one (1) year.
- Section 7. Directors must attend 50% of both the general membership and board meetings or may be removed from the Board of Directors by a vote of the Board.
- Section 8. Election of the Board of Directors shall be held at the annual meeting in April.

## Article V

### Schedule and Quorum for Meetings

- Section 1. The annual meeting of the Society shall be held in April. Regular membership meetings will be held on a quarterly basis as determined by the Board of Directors. Ten (10) members of the society shall constitute a quorum at a general membership meeting. Special meetings of the membership may be called by the President or 51% of the Directors.
- Section 2. The Board of Directors shall meet on the second Monday of the month. Five (5) members of the Board shall constitute a quorum. Special board meetings may be called by the President or 51% of the Directors.

## Article VI

### Election of Officers and Board of Directors

- Section 1. The Directors shall be elected by plurality of votes cast by secret ballot at the annual meeting of the membership.
- Section 2. The Officers shall be elected by the Board of Directors at their May Board meeting following the annual meeting.
- Section 3. Directors and Officers shall serve until their successors have been duly elected. In the event of the resignation or incapacity of any Officers or Directors, except the President, the vacancy may be filled by a vote of the Board for the unexpired term of office.
- Section 4. A nominating committee consisting of three members appointed by the President shall make nominations. At the annual meeting the nominating committee shall present a slate of Candidates for Directorships open. Nominations may also be made from the floor at the annual meeting. A candidate for the election shall be an individual active member.

## Article VII

### Duties of the Officers and the Directors

- Section 1. The President shall have executive supervision over the activities of the Society within the scope provided by these By-laws, shall preside at all meetings, shall report annually on the activities of the Society, shall appoint members of committees and delegates not otherwise provided, shall have general powers as authorized by the Board of Directors.
- Section 2. The Vice President shall assume the duties of the President in the event of absence, incapacity or resignation of the President and any other duties especially assigned by the Board of Directors.
- Section 3. The Secretary shall keep the minutes of the meetings of the Society and the Board of Directors. The Secretary shall give notice of meetings of the membership and the Board of Directors. The Secretary shall have charge of the Society's records.
- Section 4. The Treasurer shall be responsible for the safekeeping of Society funds and for maintaining proper receipts for disbursements. The Treasurer shall deposit all monies received in the name of the Society in such banks or other depositories as shall be selected from time to time by the Board of Directors.
- Section 5. A Corresponding Secretary may be appointed by the President to take care of such correspondence as is deemed necessary. This position is not part of the Board of Directors and may be filled from a member at large.
- Section 6. The Board of Directors shall have the power to conduct all the affairs of the Society. The Board of Directors shall decide questions of policy and perform such other functions as designated in the By-laws and as otherwise assigned to it.

- Section 7. Any Director may resign at any time by filing a written resignation with the Secretary and his / her unexpired term can be filled by the Board of Directors with a member in good standing.
- Section 8. The Board of Directors may from time to time appoint or remove any officer or agent whenever in its judgment the best interests of the Corporation would be served.
- Section 9. Any director may be removed from office by the vote of at least two-thirds of all the members of the corporation at a special meeting of the members called for that purpose. Any director may be removed without membership vote according to Article IV Section 7 of these By-laws with written notice to the removed director.

## Article VIII Committees

- Section 1. The Society shall have the following Standing Committees:
1. Historical Committee, responsible for: accepting, collecting, cataloging, cleaning and repairing historical objects. Responsible for arranging museum exhibits for the correct historical interpretation of the exhibits, and for the care and upkeep of the museum quarters. Responsible for establishing the historic validity of sites proposed for marking as historical sites and for arranging historical tours.
  2. Public Relations Committee, responsible for: the promoting of the Society in the eyes of the public through the use of media, newspapers and radio, and compiling any regular communication as may be determined by the Board of Directors.
  3. Program Committee, responsible for: arranging suitable programs; setting time, and place and arranging the printing of any programs or publications needed for such programs.
  4. Membership Committee, responsible for: membership drives and the processing of new candidates for membership and keeping a current file of the membership.
  5. Nominating Committee, responsible for: presenting a slate of directors as stated in Article VI section 4.
  6. Ways and Means Committee, responsible for: annual goals and budget and for acquiring or raising funds for projects of the Society.
- Section 2. The President shall appoint members and chairperson of the Standing Committees.
- Section 3. Other committees, standing or special may be appointed by the President and shall be approved by the Board of Directors. Each committee shall include a member of the Board of Directors; however not necessarily to serve as chair. Committee chairs cannot serve more than two consecutive years as chairperson. After a one years absence from serving as a chair a person may serve for another two year term; this rotation has no limit.

## Article IX Parliamentary Authority

- Section 1. The rules contained in Robert's Rules of Order shall govern the proceedings of the Society except in such cases as are governed by these By-laws.

Article X  
Amendments

Section 1. The By-laws may be amended by the members at any regular or specially called meeting by a two-thirds (2/3) vote of those voting, provided that a ten (10) day notice in writing of such changes has been given.

Article XI  
Charitable Donations to the Society

The Board of Directors shall have the power to accept or reject any property by way of gift, devise, or bequest, from any person, firm or corporation; provided, however, that the property so received shall be held and disposed of only for the objects and purposes of the Society, with written agreement signed by the donor, that the gift, devise or bequest be given unconditionally without restrictions.

Article XII  
Dissolution of the Society

Section 1. The question of dissolution of the Society shall be submitted to a vote at a meeting of the members having voting rights, such members having received written notice of the meeting stating the purpose for which it was called. A resolution to dissolve the Society shall be adopted upon receiving at least two-thirds (2/3) of the votes casted by members present or represented by proxy.

Section 2. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all remaining assets of the Corporation to an organization or organizations that qualify for tax exempt status under Section 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue law). Any such assets not so disposed of shall be disposed by the Circuit Court for the Sixteenth Judicial Circuit, DeKalb County, Illinois exclusively for such purposes or to such organization or organizations as said Court shall determine qualify for tax exempt status under Section 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue law).

Revised Bylaws approved at membership meeting of Society held on January 14, 2008.