

MASCOUTAH HISTORICAL SOCIETY

AMENDED AND RESTATED BYLAWS

Preliminary statement: These Amended and Restated Bylaws of the Mascoutah Historical Society, amend and restate in their entirety the Bylaws dated January 17, 1977, as the same may have been amended from time to time (the “Original Bylaws”), and upon the approval of these Amended and Restated Bylaws by a vote of two-thirds of the Membership present at a meeting duly called for that purpose (hereinafter referred to as the “Bylaws”), the terms and provisions of the Original Bylaws, shall be superseded and governed hereby.

Article I General

Section 1: Name. The name of this society shall be “Mascoutah Historical Society” (hereinafter referred to as the “Society”).

Section 2: Principal Office. The principal office of the Society is located at 306 W. Main Street, Mascoutah, Illinois, 62258. The principal office may be relocated from time to time by the Executive Board.

Section 3: Registered Address. The Society will have and maintain in the State of Illinois a registered office as required by Illinois’ General Not for Profit Corporation Act of 1986.

Article II Purpose

The Society is organized exclusively for educational purposes under Section 501(c)(3) of the Internal Revenue Code and for that purpose to promote artifact collection, public accessibility, and interest in Mascoutah, Illinois, history consistent with the mission statement of the Society as adopted from time to time.

Article III Directors and Officers

Section 1. Executive Board. The officers and directors shall constitute the Executive Board.

Section 2. Officers. The officers of this society shall be president, vice president, secretary, and treasurer. They shall be elected for a term of two years or until their successors are elected. The president and secretary shall be elected in even-numbered years; the vice president and treasurer shall be elected in odd-numbered years.

Section 3. Directors. Three directors shall be elected from the membership at large. Their terms shall be arranged so that one is elected each year. A director shall not serve more than two full consecutive terms. After a director is off the Board for one year, s/he shall be eligible to serve on the Board again.

Section 4. The Executive Board shall not authorize or permit the Society to engage in any activity not permitted to be transacted by the Articles of Incorporation or by a corporation organized under The General Not-For-Profit Corporation Act of the State of Illinois; which is not in itself in furtherance of the

adopted March 2022

purposes of the Society; and all income and property of the Society shall be applied exclusively for its not-for-profit purposes. The Executive Board may at their discretion:

- (a) Adopt and publish rules and regulations
- (b) Adopt and publish various levels of membership and a fee schedule for such levels of membership
- (c) Exercise for the Society all powers, duties and authority vested in or delegated to this Society by these Bylaws, the Articles of Incorporation, or otherwise
- (d) Declare the office of an officer or director of the Executive Board to be vacant in the event such member is absent from three (3) consecutive regular meetings of the Executive Board
- (e) Employ any independent contractor, agent, or such other employees as they deem necessary, and to prescribe their duties
- (f) Formulate policies for the maintenance, management, operation, repair and replacement of the real and personal property owned by or under the control of the Society
- (g) Make purchases for the maintenance, repair, replacement, administration, management and operation of the real and personal property of the Society and to delegate any such powers
- (h) Fill interim vacancies on the Executive Board by appointment until the meeting of the Society.

Section 5. Election. The election of officers and directors shall be held at the April meeting. A majority vote cast by ballot by those present and voting shall elect. Should there be but one candidate for each office to be filled, the election may be by voice. The term of office shall begin at the beginning of the next fiscal year.

Section 6. Vacancy. A vacancy in office except that of president shall call for the appointment of a nominating committee at the next regular society meeting, with the presentation of the slate and the election to follow at subsequent meetings.

Section 7. Officer Duties. The president and vice-president shall work together to ensure that the following duties are fulfilled:

- ❖ Report annually to the City of Mascoutah and the general membership on the activities and the financial status of the society
- ❖ Preside at Executive Board and General Meetings
- ❖ Accession, maintain, and inventory all of the museum's holdings
- ❖ Maintain a master calendar of events and activities

In addition, the vice-president shall assume the duties of the president in the event of absence, incapacity, or resignation of the president.

The secretary shall keep the minutes of meetings of the society and of the Executive Board; shall conduct all correspondence of the organization under the direction of the president; and shall ensure that the minutes of meetings of the society, including treasurer's reports, are distributed to the membership at or prior to the following meeting.

The treasurer shall be responsible for the safekeeping of society funds and for maintaining adequate financial records; shall deposit all monies received with a reliable banking company in the name of the Mascoutah Historical Society. Monies shall be paid out by numbered checks signed by the treasurer, the president, or the vice-president. The treasurer shall collect dues; shall be responsible for membership, including maintaining a list of members, conducting membership drives, processing new candidates for membership, and rendering an annual report on membership status; shall submit a written report monthly to the general membership; shall ensure that required documents are filed with state and federal departments of revenue to maintain the society's non-profit status; and shall render a written annual report based on the fiscal year.

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Article IV Membership

Any person, business, or institution interested in the history of the Mascoutah area who applies for membership in any classification of membership and who tenders the necessary dues as established by the Executive Board shall thereby become a member.

Article V Meetings

Section 1. Regular meetings of the society shall be held monthly excluding August and December at a time and date established from time to time by the Executive Board.

Section 2. The Executive Board shall meet quarterly. Special meetings of the Executive Board may be called by any officer or director of the society, at a time and place called for that purpose. Notice of any special meeting shall be given at least forty-eight (48) hours in advance.

Section 3. These meetings shall be subject to the parliamentary rules and practices as outlined in Roberts' Rules of Order (Revised) and such further regulations as the Society may adopt.

Section 4. Seven members of the society shall constitute a quorum at a regular meeting. At any meeting of the Executive Board, four members shall constitute a quorum.

Article VI Committees

Section 1. The society shall have the following standing committees:

(a) Accessions Committee – responsible for overseeing the acquisition, accessioning, care, deaccessioning, and loan of the Society's collection.

(b) Exhibits Committee – responsible for creating new exhibits, and rotating existing and past exhibits.

(c) Program Committee – responsible for arranging suitable programs.

(d) Publications Committee - responsible for finding ways and means for publishing joint or individual research studies or books; newsletter to members; for publicity; for maintaining the society's website.

(e) Technology Committee – responsible for the maintenance and purchasing of technology equipment, supplies, and services, including (but not limited to) copiers, computers, software, printers, scanners, cameras, recording equipment, the telephone system, and the alarm system.

Section 2. The president shall appoint chairmen of the standing committees.

Section 3. Other committees, standing or ad hoc, may be established by the Executive Board.

Article VII Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation in such a manner or to such organization or organizations organized or operated exclusively for charitable and educational purposes as shall at the time qualify as an exempt organization or

organizations under Section 501(c) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Society is then located, exclusively for such purposes or to such organization(s) as said court shall determine, which are organized and operated exclusively for the purposes set forth in Article II of these By-laws or otherwise as provided for in the Illinois General Not-For-Profit Corporation Act.

Article VIII
Amendment to the Bylaws

Section 1. The bylaws shall be reviewed annually by the Executive Board at their January meeting. Recommendations for revisions shall be presented at the society's February meeting.

Section 2. These bylaws may be amended at any regular meeting by a two-thirds vote of those present and voting, provided notice was given at the previous meeting. Or they may be amended at a special meeting called for that purpose, with previous notice and a two-thirds vote. All proposed amendments shall be submitted in writing.

Adopted on March 20, 2022

Signed by: _____

Print Name: _____