

Bylaws of the

# McHenry County Historical Society

Approved by the Membership on July 22, 2021

Revision history: This document reflects all board-recommended changes shown in Red and in ~~Black Strikeouts~~ completed May 24, 2021.

Earlier approved revisions occurred on July 16, 2018 and August 25, 2008.

## ARTICLE I: Purposes

The purposes of the corporation, the McHenry County Historical Society, hereinafter the Society, as stated in its certificate of incorporation are:

A. To bring together those people interested in history, especially in the history of McHenry County, Illinois.

B. To discover and collect any material which may help to establish or illustrate the history of the county; its exploration, settlement, development and activities in peace and war; its progress in population, wealth, education, arts, science, agriculture, manufacturing, trade, and transportation. It will collect printed material such as histories, genealogies, biographies, descriptions, gazetteers, dictionaries, newspapers, pamphlets, catalogs, circulars, handbills, programs and posters; manuscript material such as letters, diaries, journals, memoranda, reminiscences, rosters, service records, account books, charts, surveys and field books; and museum material such as pictures, photographs, paintings, portraits, scenes, aboriginal relics, and material objects illustrative of lives, conditions, events and activities of the past or present.

C. To preserve such material and to provide for its accessibility, as far as may be feasible, to all who wish to examine or study it; to cooperate with officials in ~~insuring~~ **ensuring** the preservation and accessibility of the records and archives of the county and of its cities, towns, villages, and institutions; and to ~~insure~~ **ensure** the preservation of historical buildings, monuments, and markers.

D. To disseminate historical information and arouse interest in the past by publishing historical material in the newspaper or otherwise; by holding meetings, presenting pageants, addresses, lectures, papers and discussion;

by marking historic buildings, sites and trails; and by using electronic media to awaken public interest **and to present history**.

E. To cooperate with the Illinois State Historical Society and other history-based organizations to collect and preserve materials of statewide historic significance so that these materials can be made available to students, and scholars and the general public.

The Society also shall have such powers as are now or may hereafter be granted by the General Not for Profit Corporation Act of the State of Illinois. 805th chapter of 1986 Illinois compiled status (805 ILCS105/105.5)

## ARTICLE II: Offices

The Society shall have and continuously maintain in this county a registered office and registered agent whose office is identical with such office as is registered with the State.

## ARTICLE III: Members

### SECTION I- Classes of Members

The Society shall have seven (7) classes of members. The designation of such classes and qualifications of the members of such classes is as follows:

A. Individual Memberships: An individual applies for membership and pays dues as may be determined from time to time for such membership.

B. Family Memberships: A family, living at the same address, applies for membership and pays dues as may be determined from time to time for such membership.

C. Life Memberships: An individual, business or organization who or which applies for membership and pays dues as may be determined from time to time for such membership and pays in one payment.

D. Organizational Memberships: A social, service, fraternal or similar organization which applies for membership and pays dues as may be determined from time to time for such membership.

E. Business Memberships: An individual proprietor, partnership, firm or other business institution which applies for membership and pays dues as may be determined from time to time for such membership.

F. Governmental Memberships: The County Board, townships and municipalities which apply for membership and pay dues based on a proportional population scale as may be determined from time to time for such membership.

G. Individual Honorary Memberships: an individual may receive an honorary membership to Honorary Memberships may be given at the discretion of the Board of Directors.

## SECTION II- Voting Rights

A. Each paid membership shall be entitled to one vote on each matter put to a vote of members.

B. Membership in this Society is not transferable or assignable.

# ARTICLE IV: Meetings of Society Members

## SECTION I- Annual Meeting

The Annual Meeting of the members of the Society shall be held between in the month of July 1 and August 31 of each year at a time and place designated by the board and announced to the membership at least 30 days prior, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members called as soon thereafter as conveniently possible. (Approved July 16, 2018) Board of Director elections will be held at this time but may be prior to the Annual Meeting by mail, electronic ballot, or in person.

## SECTION II- Special Meetings

Special meetings of the Society members may be called either by the President, the Board of Directors or by petition signed by fifteen (15) Society members.

## SECTION III- Notice of Meetings

Written or electronic notice stating the place, date and hour of any meeting of Society members shall be provided to each member entitled to vote at such meeting, not less than ten (10) business days before the date of such meeting, by or at the direction of the Board President.

## SECTION IV- Quorum

~~The Society members holding fifteen (15) of the votes which may be cast at any~~ The majority of **Society members present at any Society member** meeting shall constitute a quorum at such meeting. ~~If a quorum is not present at any meeting of Society members, a majority of the members present may adjourn the meeting without further notice.~~

## ARTICLE V: Board of Directors

### SECTION I- General Powers

The affairs of the Society shall be ~~managed~~ governed by its Board of Directors, **and the Society's Administrator shall be under the direction of the Board of Directors.**

### SECTION II- Number, Tenure and Qualifications

A. The number of Directors shall be ~~twenty-three (23) or fewer~~ **seventeen (17)**. Each of the Directors shall be elected by Society members ~~at the Annual Meeting~~ **no later than in July**. Every effort shall be made to have the broadest county-wide representation on the Board of Directors, with a special focus on a Director from each of the seventeen (17) townships. ~~(Approved July 16, 2018)~~

B. The President, Vice-President, ~~Recording~~ Secretary, **and** Treasurer ~~and Membership Secretary~~ shall each be a Director during the respective term in office. Other Directors shall be elected ~~at the Annual Meeting~~ for a term of three (3) years. Each Director must be a paid-up member of the Society. ~~(Approved July 16, 2018)~~

C. If a Director is absent without good cause from three (3) successive Board meetings, he/she shall be dropped from the Board and a successor shall be appointed.

### SECTION III- Regular Meetings

Regular meetings of the Board of Directors shall be held monthly (except in December) on the fourth (4<sup>th</sup>) Monday at the Museum ~~or virtually office without~~ **unless otherwise announced.**

#### SECTION IV- Special Meetings

A. Special meetings of the Board of Directors may be called by the Board President or by any five (5) Directors.

B. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously by written or electronic notice.

#### SECTION V- Quorum

A majority of the sitting Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

#### SECTION VI- Vacancies

Any vacancy occurring on the Board of Directors ~~or any such directorship to be filled by reason of an increase of the number of Directors,~~ shall be filled by the Board of Directors. A Director appointed to fill a vacancy shall serve until ~~the next annual meeting when~~ he/she can be ~~nominated~~ **elected** by the entire membership for a three-year term. ~~(Approved July 16, 2018)~~

#### SECTION VII- Honorary Directors

The Executive Committee or any Board Director may nominate any former Director of the Society for appointment as an Honorary Director. The purpose of the position is to acknowledge past service to the Society. The Executive Committee shall consider nominations for appointment as Honorary Director and make its recommendation to the Board. All recommendations shall be voted upon by the Board of Directors. The position of Honorary Director is a lifetime appointment without voting privileges. All Honorary Directors ~~shall~~ **may upon request** receive copies of the agenda and minutes of every meeting and shall have the same right to be recognized and heard by the Board as other Directors.

# ARTICLE VI: Officers

## SECTION I- Officers

The Officers of the Society shall be a President, Vice President, ~~Recording~~ Secretary, and Treasurer.

~~Membership Secretary and such other Officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretary(s) and one or more assistant treasurer(s), as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors.~~

## SECTION II- Election and Term of Office

The President and ~~Vice President~~ **Secretary** of the Society shall be elected **annually on odd years and the Vice President and Treasurer on even years** by the **majority of the Board of Directors at the conclusion of the first regular Board of Directors meeting following** the Annual Meeting. ~~The Treasurer and Secretaries shall be elected every third year for three year terms. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his/her successor has been duly qualified and elected.~~

## SECTION III- President

The President shall be the principal executive officer of the Society and shall supervise and control all of the business and affairs of the Society. The president shall preside at meetings of the members and of the Board of Directors. **The President shall render an annual report to the membership based on the fiscal year.** The President shall sign, with the Secretary or any other proper officer of the Society authorized by the Board of Directors, deeds, mortgages, bonds, contracts and other instruments which the Board of Directors has authorized to be executed, except where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Society; and, in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

## SECTION IV- Vice-President

In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

The Vice-President shall perform such other duties that may be assigned to him/her by the President or by the Board of Directors.

## SECTION V- Recording Secretary

The Recording Secretary shall keep the minutes of the meetings of the members and of the Board of Directors **retaining such minutes in accordance with the Society's Document Retention Policy**, assure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the Society records and of the seal of the Society and assure that the seal is affixed to all required documents; perform all duties incident to the office of Recording Secretary, and perform other such duties as may be assigned by the President or by the Board of Directors.

## SECTION VI- Treasurer

The Treasurer shall be responsible **for ensuring all Federal and State reporting documents are filed as required** ~~for the safekeeping of Society funds~~ and for maintaining required financial records. He/She shall **follow all adopted Society financial policies**. ~~deposit all monies with a reliable banking company in the name of the McHenry County Historical Society.~~ Monies paid out by numbered checks shall be signed by the Treasurer or in the absence of the Treasurer by the President or Administrator. The Treasurer shall render an annual report based on the fiscal year and serve as a member of the Finance Committee. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Directors shall determine the cost of such bond to be borne by the Society. The Treasurer shall perform such other duties as may be assigned to him/her by the President or the Board.

## SECTION VII- Membership Secretary

~~The Membership Secretary shall keep a register of the address of each member. It shall be the Membership Secretary's duty to keep records of payment of dues and send notices when dues are to be paid. The Membership Secretary shall perform such other duties as may be assigned to him/her by the President or Board.~~

## SECTION VIII- Assistant Treasurer

~~If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of his/her duties in such sums and with such sureties as the Board of Directors shall determine, the cost of such bond or bonds to be borne by the~~

~~Society. The Assistant Treasurer shall perform such duties as shall be designated to that office by the Treasurer, the President or by the Board.~~

## ARTICLE VII: Committees

All Committees shall report to the Board of Directors, keep minutes of their meetings, and make reports at the Society's Annual Meeting.

### SECTION I- Standing Committees

A. Executive Committee - The Executive Committee, composed of ~~but not limited to~~ the Officers of the Society, shall be responsible for overall policy, planning, the consideration and recommendation of Honorary Board members, and job applications for ~~managerial~~ **administrative** positions. This committee may appoint additional ad hoc committees and designate the duties of such committees. ~~The committee shall be responsible for reviewing and updating the Board's roles and areas of responsibility. Voting matters will be limited to the officer member of the committee.~~

B. Finance Committee - The Finance Committee shall provide input in establishing the budget. It shall be the finance committee's responsibility to suggest the long-range financial goals of the Society and the means for achieving those goals. The committee shall make recommendations to the Board concerning investments and other sources of income.

C. Governance Committee - The Governance Committee shall be responsible for assessing current and anticipated needs related to Board composition; identifying potential Board member candidates and exploring their interest and availability to serve; nominating individuals to be elected to the Board; overseeing a process of board orientation; periodically reviewing board member participation, conflicts of interest, and nominating board members for officer positions.

D. Membership Committee - The Membership Committee shall be responsible for membership ~~drives and processing memberships.~~ **recruitment, engagement, maintenance and retention.**

E. Building **and Grounds** Committee - The Building **and Grounds** Committee shall be responsible for establishing maintenance priorities for the museum buildings **and grounds**, routinely checking the facilities and making recommendations.

F. Historic Sites Committee - The Historic Sites Committee shall be responsible for determining the historical **significance and** validity of **McHenry County** sites/structures **and** propose ~~for~~ candidates for a **Society plaque marking**; for marking historical sites/ structures that are approved by a majority vote of the sitting Board of Directors; for arranging historical tours and **for promoting restoration and preservation.**

G. Education Committee - The Education Committee shall advise the Museum Administrator in designing educational programs for youth and adults. ~~within the Society buildings and in the community either in person or virtually.) The chairperson shall coordinate program volunteers and provide program notification for participants and facilitators.~~

H. Collections Committee - The Collections Committee aids the exhibit/collection coordinator in the management and care of all collection objects owned by, on loan, and in the temporary custody of the Historical Society. Care of collections includes the documentation, security, physical protection, conservation, storage, access, inventory, and records system in accordance with generally accepted museum practices **and Society policies.** The committee shall consist of the exhibit/collection coordinator (curator), ~~the~~ **a Research Library Committee chairman-representative, and** other interested board members. ~~Society members with a background in textiles, preservation, restoration, and volunteers with an interest or expertise in managing and preserving the museum's collection. (Approved June 24, 2013)~~

I. **Research Library Committee - The Research Library Committee is responsible for overseeing the operation of the Research Library and advising museum staff and the Board of Directors about the care, organization, and public use of the library collection.**

## SECTION II- Chairperson

Committees shall appoint a chairperson.

## SECTION III- Vacancies

Vacancies in the membership of any committee shall be filled by appointment by **the President and the committee chairperson.**

## SECTION IV- Quorum

A majority of the whole committee shall constitute a quorum.

## SECTION V- Rules

Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board of Directors.

## ARTICLE VIII: Books and Records

The Society shall keep correct and complete books and records of account and shall also keep minutes of the **official** proceedings of the **organization (Article IV, Section I and Section II and Article V, Section III and Section IV A)**. All original records of ~~o~~Officers, Directors and committees shall be the property of the Society. ~~and returned at the end of their terms.~~ All books and records of the Society may be inspected by any member, or his/her agent or attorney for any purpose at any reasonable time.

## ARTICLE IX: Fiscal Year

The fiscal year of the Society shall begin on the first day of July and end the last day of June in the following year. ~~(Approved August 27, 2001)~~

## ARTICLE X: Dues

### SECTION I- Annual Dues

The Board of Directors may determine ~~from time to time~~ the amount of dues payable to the Society by members of each class.

### SECTION II- Payment of Dues

~~Dues shall be payable in advance of the first day of July in each year. Dues for new members who join after the first of March of any year are considered members until the end of the following fiscal year.~~ Dues shall be payable annually or biennially (depending on a one- or two-year membership) on the anniversary date of membership, independent of the Society's fiscal year. ~~(Approved June 27, 2016)~~

### SECTION III- Default and Termination of Membership

When any member be in default in the payment of dues or for cause, his/her membership may thereupon be terminated by the Board of Directors.

## ARTICLE XI: Seal

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Society and the words "Corporate Seal, Illinois."

## ARTICLE XII: Waiver of Notice

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or bylaws of the Society, a waiver thereof in writing signed by the ~~person~~ ~~or persons entitled to such notice~~ **President, Administrator or registered agent of the corporation**, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## ARTICLE XIII: Amendments

These bylaws may be amended or repealed, and new bylaws may be adopted by a majority of members of this Society present at any regular meeting, or special meeting, provided at least ten (10) business days written notice is given of the intention to amend, or repeal or adopt new By-Laws at such meeting. Such notice may be published in the regular newsletter of the McHenry County Historical Society. ~~(Approved May 22, 2001)~~

## ARTICLE XIV: Dissolution of Society

Should the Society, an Illinois Corporation, Not For Profit, dissolve, or become inactive, for lack of officers to serve in carrying out the purposes for which it was incorporated or, if after a period of three (3) years of inactivity or non-function on the part of the then officers, or for lack of new officers to reactivate the McHenry County Historical Society, its artifact collection, **real estate, funds, monies, accounts and all the rest and residue of any property of any kind or description then owned by the Society** shall be disbursed to museums, historical preservation institutions or other appropriate, qualified, and like-minded organizations, preferably within McHenry County, but not necessarily limited to that area. Library resources of said Society shall be disseminated to appropriate, qualified museums, libraries and learning centers, and other archives within, but not necessarily to, McHenry County. ~~(Approved May 22, 2001)~~