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2
3 **BY-LAWS**
4 **of the**
5 **MADISON COUNTY HISTORICAL SOCIETY, INC.**
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7 **ARTICLE I**
8 **NAME**
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10 The name of this organization is the Madison County Historical Society, Inc. (herein referred to
11 as “the Society”).
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13 **ARTICLE II**
14 **REGISTERED OFFICE**
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16 The Society, a Corporation organized under the *General Not for Profit Corporation Act of*
17 *Illinois*, shall maintain a registered office, and a registered agent at such office, in Madison
18 County, Illinois.
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20 **ARTICLE III**
21 **PURPOSES**
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23 The purposes for which the Society is organized are:
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- 25 1. To promote local and general historic and scientific research to aid in the preservation of
26 the vast fund of material within Madison County, Illinois.
27 2. To accumulate and preserve in permanent form for the use of all interested, facts and data
28 of the County’s history, and to educate the public.
29 3. To search out and preserve for like use books, newspapers, documents, and articles of
30 historic value.
31 4. To receive by gift, grant, devise, bequest or purchase, books, prints, paintings,
32 manuscripts, libraries, museums, monies, and other property real or personal, and to sell

and convey real estate, as is necessary to effect the purposes of this Society as defined in its Articles of Incorporation.

5. To operate and maintain a museum, archival library, and collection center under the direction of the Board of Directors of the Madison County Historical Society, Inc.

ARTICLE IV FISCAL

Section 1. FISCAL YEAR. The fiscal year shall run from January 1 through December 31.

Section 2. BOOKS AND RECORDS. All books and records of the Society may be inspected by any member of the public, or his agent or attorney, for any proper purpose at any reasonable time.

Section 3. AUDIT. The financial records of the Society shall be audited annually by such means as determined by the Board of Directors.

Section 4. DISSOLUTION. In the event of dissolution of the Society, its assets shall be distributed for one or more purposes exempt from United States Federal taxation, or to the Federal government of the United States, or to a State or local government for a public purpose, or shall be distributed by a court to another organization to be used in such manner as in the judgment of the court will best accomplish the general purposes for which this Society was organized.

ARTICLE V MEMBERSHIP

Section 1. ELIGIBILITY. Membership in the Society is open to all persons upon payment of one of the classes of annual membership dues. A person who has paid dues for the fiscal year is a *member in good standing*.

Section 2. CLASSES. The Board of Directors shall periodically review and determine by majority vote the classes of membership and the dollar amount of each class.

Section 3. DUES. Dues shall be collected for the fiscal year January 1 through December 31. A

list of members in good standing shall be maintained. All members in good standing as defined in Section 1 above are entitled to vote at the annual meeting of the Society.

ARTICLE VI MEETINGS

Section 1. ANNUAL MEETING. The annual meeting of the members of the Society shall be held in November at such time, place and manner as designated by the Board. Notice of the meeting shall be given to each member by electronic or regular mail. A response of ten percent (10%) of the Society membership shall constitute a quorum at the annual meeting of the Society.

Section 2. BOARD MEETINGS. The Board of Directors shall hold a regular meeting every month unless determined otherwise by a majority vote of the Board of Directors, but not less than six (6) meetings each year, at such time, place and manner as the Board shall designate. Notice of special meetings of the Board shall be given by electronic mail or telephone to each director. A majority of the members of the Board shall constitute a quorum at any regular or special meeting of the Board.

Section 3. CONDUCTING BUSINESS ELECTRONICALLY

Under extraordinary circumstances, electronic voting may be held in lieu of special meetings. Electronic voting may be called only by the President or by another officer in the absence of the President and will be conducted as follows:

1. The President or a member of the Executive Committee shall provide a clear description of the item at hand and sufficient reason that it cannot be handled at a regular board meeting. Such description shall be conveyed electronically to all Board members, requesting return receipt from same. By providing such description, the vote is immediately called without discussion and amendments.
2. The President shall establish a date and time by which all votes must be received, which shall be no less than five days. Each Board member shall acknowledge receipt of notification to the President stating that the original message was received and by sending a vote on the issue at hand. All votes and acknowledgements shall be sent electronically to the President for counting purposes.

3. Only four (4) possible responses are permitted: yes- to approve; no- not approve; abstain or table the vote for discussion.
4. Results of the vote shall be distributed to all board members.
5. Results of all electronic votes will be recorded in the minutes of the meeting of the Board of Directors immediately following the vote. The record shall indicate that the vote was conducted electronically.
6. A majority of the quorum of the directors shall determine the action taken on the motion.

ARTICLE VII

BOARD OF DIRECTORS

Section 1. SOCIETY MANAGEMENT. The affairs of the Society shall be managed by its Board of Directors (herein referred to as “the Board”). The Board shall consist of not less than eleven (11) or more than seventeen (17) members. They shall be members in good standing as defined in Article V; Section 1. When electing Board members, the Society shall endeavor to secure county wide representation, in order to avoid a disproportionate number of directors from a specific area.

Section 2: ELECTION OF BOARD OF DIRECTOR MEMBERS. The election of Board members shall be held each year at the annual meeting of the Society. Not less than one third of the Board members shall be elected at each annual meeting. Each prospective director shall be nominated by the nominating committee and elected at the annual meeting of the Society. Directors shall be elected to serve a three-year term. A director elected at the annual meeting to fill a vacancy shall serve for the unexpired term of the director he or she replaces. The Board of Directors may appoint non-voting, ex-officio members to the Board.

Section 3: EXPECTATIONS OF THE BOARD OF DIRECTOR MEMBERS. Members of the Board of Directors are expected to:

1. Understand and support the purpose, mission and public trust responsibilities of the Society.
2. Keep informed of the operation of the Society.
3. Attend regularly and participate in meetings and activities of the Society.
4. Serve on committees.

125 5. Act corporately, not individually, in the best interests of the Society and the public.

126 Section 4: VACANCIES ON THE BOARD OF DIRECTORS. Any vacancy on the Board of
127 Directors which occurs more than two months prior to the annual meeting of the members of
128 the Society may be filled at a regular or special meeting of the Board. The person so elected
129 shall serve until the next annual meeting of the Society. Any member of the Board of
130 Directors who, without advance notice of his or her intended absence to the Secretary, misses
131 three (3) consecutive meetings of the Board – other than physical disability – or has not paid
132 dues for the current fiscal year shall be deemed to have terminated his or her membership on
133 the Board and shall be so notified by letter from the Secretary. The resulting vacancy on the
134 Board shall be filled as provided by these By-Laws. The person so elected shall serve until
135 the next annual meeting of the Society.

136 Section 5. RESPONSIBILITIES OF THE BOARD OF DIRECTORS. The responsibilities of
137 the Madison County Historical Society's Board of Directors include both governance and
138 management of the organization. Although certain responsibilities are delegated to the
139 Executive Director, the Board is responsible for ensuring that the resources of the Society are
140 being effectively applied to meet its mission. The governing functions which are essential to
141 the Society are:

- 142 1. Operational Direction: Oversee and direct the operations of the MCHS, Museum,
143 Archival Library and collection.
- 144 2. Strategic Direction: Set a direction for the Society that reflects community needs.
- 145 3. Resource Development: Develop financial resources that support the Museum,
146 Library and Society activities.
- 147 4. Financial Accountability: Manage financial resources that ensure honesty and cost-
148 effectiveness.
- 149 5. Leadership Development: Develop the human resources that lead the organization
150 today and in the future.

151 Specifically, the Board of Directors shall:

- 152 1. Determine mission and purpose of the Madison County Historical Society, Museum
153 and Archival Library.
- 154 2. Ensure effective planning through an annual planning process.

3. On an annual basis determine a process by which the Executive Director shall be assessed and evaluated.
4. Monitor, evaluate and strengthen programs and services. Determine which programs are consistent with the mission of the Society and monitor/evaluate their effectiveness.
5. Establish, monitor, enforce, and update, as necessary, all Society policies.
6. Maintain oversight of all programs, including revenue-producing activities, and shall ensure that such programs support the Society's mission and public trust responsibilities.
7. Ensure adequate financial resources through membership development and fund raising.
8. Approve the annual operating budget of the Society, as well as all other financial transactions.
9. Be responsible for an audit of the annual Treasurer's report by such means as it shall determine.
10. Under the direction of the Society's guidelines and policies, provide for the safekeeping, research, exhibition, and interpretation of objects in the Society's collection.
11. Enact collections policies and procedures to ensure that the best professional practices inform and guide Society operations.
12. Build a competent board. Articulate prerequisites for candidates, orient new members and periodically and comprehensively evaluate the Board's performance.
13. Ensure legal and ethical integrity. The MCHS Board has the ultimate responsibility for adherence to legal standards and ethical norms, including, but not limited to: the [American Alliance of Museums Code of Ethics for Museums](#); the [American Library Association Code of Ethics](#); the [Society of American Archivists Core Values and Code of Ethics](#); the [Code of Ethics of the American Institute for Conservation of Historic & Artistic Works](#); [Native American Graves Protection and Repatriation Act \(NAGPRA\) USC 101-601](#) and implementing regulations in [43 CFR Part 10](#); [Human Remains Protection Act 20 ILCS 3440](#); and the [Museum Disposition of Property Act 765 ILCS 1033](#).

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187 14. Enhance the organization's public image and standing. The MCHS Board has the
188 responsibility to clearly articulate the organization's mission, goals and accomplishments
189 to the community and garner support from the community.

190 15. Actively participate in the governance functions of the Board. This includes
191 attendance at meetings, serving on committees and taking a leadership role when asked.

192 16. Periodically survey the general membership for suggestions regarding the improvement
193 of the Society.

194 Section 6: DIRECTOR EMERITUS ELECTION. In addition to the Board of Directors elected
195 by the members of the Society as provided in this Article, the Board may elect a Director
196 Emeritus, who has been a former Board member who has served not less than twelve (12)
197 years on the Board. Directors Emeriti may attend meetings of the Board of Directors;
198 however, he or she is not entitled to vote. Any member of the Society may attend a meeting
199 of the Board, he/she is not entitled to vote at such meeting, however, may speak at the
200 direction of the chair.

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202 **ARTICLE VIII**
203 **OFFICERS**
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205 The officers of the Society shall consist of a President, one or more Vice Presidents (as
206 determined by the Board of Directors), a Secretary and a Treasurer, all of whom shall be
207 elected by the Board of Directors at the first regular Board meeting in January following the
208 election of directors at the annual meeting. The President, Vice Presidents, and Secretary
209 shall serve a two-year term and may be elected to no more than two (2) consecutive terms in
210 a single office except at the request of the Board of Directors. The term of Treasurer shall be
211 determined at the discretion of the Board of Directors.

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213 **ARTICLE IX**
214 **DUTIES OF OFFICERS**
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216 Section 1: PRESIDENT. The President shall preside at all meetings of the Board of Directors
217 and all other meetings of the Society and shall be a member of all standing committees
218 except the Nominating Committee and Auditing Committee. The President shall vote only in
219 case of a tie-vote. The President shall:

- 220 1. Ensure that the directives of the Board of Directors are fulfilled.
- 221 2. Ensure compliance to all legal requirements and regulations of the State of Illinois for
222 Non-Profit Organizations.
- 223 3. Appoint committee chairpersons with the advice and consent of the Board.
- 224 4. Coordinate regularly with the Executive Director.
- 225 5. Fill vacancies in any office with the advice and consent of the Board by appointing
226 any member of the Board as successor of that office until the next election.
- 227 6. Serve as an *ex officio*, non-voting, member of all committees except the Nominating
228 and Auditing Committee. The President may serve on the executive committee of the
229 Board, *ex officio*, non-voting, for one year upon completion of his or her term of
230 office.
- 231 7. Provide assistance to the incoming President to ensure a smooth transition of office.
- 232 8. Perform all duties as are incident to the office of President and such other duties as
233 are prescribed by the Board of Directors.

234 Section 2: VICE-PRESIDENTS. The First Vice-President shall assist the President in
235 organizational duties and perform the duties of the President in the absence or inability of the
236 President to serve and become President until the next general election should a vacancy
237 occur in the office of the President. Other Vice-Presidents shall be elected, in order to
238 perform such other duties as may be assigned by the President and/or the Board of Directors.

239 Section 3: SECRETARY. The Secretary shall:

- 240 1. Record and preserve the minutes of the meetings of the Board of Directors and the
241 Society.
- 242 2. Give notice of the meetings as prescribed by these By-Laws.
- 243 3. Perform such other duties as are incident to the office of Secretary and as may be
244 assigned by the Board of Directors.

245 Section 4. TREASURER. The Treasurer shall:

- 246 1. Maintain the financial records of the Society.

2. Maintain an accurate account of all receipts and disbursements and disburse the Society's funds only as authorized by the Board of Directors.
3. Perform such other duties as are incident to the office of Treasurer as may be assigned by the President and by the Board of Directors.

ARTICLE X COMMITTEES

- Section 1. STANDING COMMITTEES. Functions of the Board of Directors standing committees shall include but are not limited to: Executive, Finance, Auditing, Buildings, Collection/Acquisition, Fund Raising, Membership, Public Relations, Education, Events, By-Laws/Policy, and Nominating.
- Section 2. COMMITTEE POWERS AND DUTIES AUTHORITY. The Board of Directors will authorize and define the powers and duties of all committees.
- Section 3. CHAIRS AND EX OFFICIO MEMBERS. The President shall appoint the chair of such committees and shall serve as member *ex officio* on all committees except the Nominating Committee.
- Section 4. AD HOC COMMITTEES. The President shall appoint *ad hoc* committees as necessary.
- Section 5. COMMITTEE POWER RESTRICTIONS. No unit of the Society shall take or make public any formal action or make public any resolution or in any way commit the Society to a question of policy without first receiving approval of the Board of Directors. No committee may expend more than its allocated funds without prior approval of the Board of Directors.

ARTICLE XI DUTIES OF COMMITTEES

278 Section 1. EXECUTIVE COMMITTEE. Executive Committee shall consist of the President,
279 Vice-President(s), Secretary, and Treasurer and shall exercise the authority of the Board of
280 Directors when the Board is not in session. A quorum of the Executive Committee is
281 comprised of a majority of the officers of the Society.

282 Section 2. AUTHORIZATION AND POWERS OF COMMITTEES. The Board of Directors
283 will authorize and define the powers and duties of all committees, except those whose
284 function and scope of authority are set forth in these By-Laws. Each committee will work
285 within the operational guidelines adopted by the committee and shall have the authority to act
286 under those operational guidelines.

287 Section 3. SPECIFIC STANDING COMMITTEE DUTIES. Specific duties of all standing
288 committees and policies of the Board shall be set forth in a handbook distributed to the
289 current members of the Board.

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291 **ARTICLE XII**
292 **AMENDMENTS**
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294 These By-Laws may be amended at any regular or special meeting of the Board of Directors, by
295 affirmative vote of two thirds of the directors then serving on the Board. Proposed
296 changes/amendments to these By-Laws shall be distributed to the Board of Directors not less
297 than two weeks prior to approval.

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308 Adopted by the Board of Directors on March 15, 2012

- 309 Article IV Section 3, adopted April 18, 2013.
- 310 Changes to Article VII. Section 5, adopted August 15, 2013
- 311 Changes to Article V. Section 2 and Section 3, adopted April 19, 2018
- 312 Revisions adopted by the Board of Directors on May 28, 2020
- 313 Revisions adopted by the Board of Directors on February 17, 2022
- 314 Changes to Article VII. Section 5, adopted May 19, 2026.