



**GOLDEN
HISTORICAL SOCIETY
CORPORATION BYLAWS**

**AS AMENDED ON
MARCH 12, 2013**

BYLAWS OF GOLDEN HISTORICAL SOCIETY
as amended on
March 12, 2013

ARTICLE I
NAME AND PRINCIPAL OFFICE OF CORPORATION

Section 1.01. Corporation. The name of this corporation shall be Golden Historical Society (hereinafter referred to as the "corporation"). Its principal office will be in the Golden Windmill, Golden, Illinois.

ARTICLE II
PURPOSE

Section 2.01. Purpose. Said corporation is organized exclusively for charitable purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any future tax code. It shall be the purpose of the corporation to promote, encourage or foster appreciation of history through the acquisition, restoration, or preservation of buildings and artifacts having special historical or architectural significance in the Golden, Illinois community; to develop the Golden Windmill and Museum of Golden, Illinois into a symbol for Golden, tourist center, cultural center, and community resource; hold fund raising projects and institute fees and concessions as approved by the Board of Directors of the Corporation for the restoration, preservation, operation and maintenance of the Golden Windmill, Museum and other buildings and artifacts of special historical or architectural significance in the Golden, Illinois community as public historical buildings.

ARTICLE III
MEMBERS

Section 3.01. Membership. Any person or organization interested in supporting the purposes of the corporation may become a member of the corporation by filing an application in such form as the Board of Directors shall prescribe and subject to the payment of such amounts of money as the Board of Directors shall establish from time to time. Each member who is 18 years of age or older shall be entitled to one vote. The first members of the corporation shall consist of the members of the Board of Directors named in the initial Articles of Incorporation of the corporation.

Section 3.02. Responsibilities. The members of the corporation shall:

- a. Elect the Board of Directors.
- b. Determine general lines of direction by receiving and responding to reports and information from the Board of Directors.
- c. Amend the Articles of Incorporation.

- d. Take all other action requiring membership vote.
- e. Conduct such other business as may from time to time, come before the members.

Section 3.03. Regular Meetings. Regular meetings of the members shall be held at such place within Golden, Illinois, as may from time to time be fixed by the Board of Directors.

Section 3.04. Annual Meeting. The annual meeting of the members shall be held each year in the month of April on a date fixed by the Board of Directors. Written notice of the time, place and purpose of the meeting, together with the slate of nominees for all positions to be filled pursuant to these bylaws, shall be mailed to each member of the corporation no more than forty (40) and not less than twenty-five (25) days before the meeting. A report of the meeting and of the activities of the corporation for the preceding year shall be sent to all members following the annual meeting.

Section 3.05. Special Meetings. Special meetings of the corporation shall be called by the president, within fourteen (14) days of the written request of one-third of the members of the Board of Directors or of ten (10) percent of the members of the corporation for any purpose within the corporation at any time. Written notice of the time, place and purpose of the meeting shall be mailed to the corporation members not less than fourteen (14) days before the meetings.

Section 3.06. Quorum. Ten (10) percent of the members of the corporation shall be present to constitute a quorum for the transaction of business.

Section 3.07. Voting Procedures. Each member, 18 years or older, present in person shall be entitled to one vote. No member or his designate may vote by proxy. Elections shall be by ballot in contested elections and may be by voice or other means in uncontested elections; a plurality of votes cast shall elect. All other matters shall be determined by a majority vote of the members present in person and voting, unless otherwise provided by law or these bylaws or parliamentary authority.

ARTICLE IV BOARD OF DIRECTORS

Section 4.01. Powers, Responsibilities and Accountabilities. The corporation shall be governed by a board of twelve directors. The first Board of Directors shall be the persons named in the initial Articles of Incorporation and thereafter, the board shall be elected by the members of the corporation. The Board of Directors is accountable to the membership for managing the affairs of the council, to the state in which it is incorporated for adhering to state corporate law, and to the federal government in matters relating to legislation affecting non-profit and non-stock organizations. Directors must be members of the corporation. The Board of Directors may in its discretion suspend the voting privileges of any member who has been and remains in default in his financial obligations to the corporation for a period of six months or longer.

Section 4.02. Composition. The Board of Directors shall consist of the four officers of the corporation and, in addition, eight directors. Board members shall be eighteen years of age or older. The chairman of each committee, if not elected to the Board of Directors otherwise, shall be ex-officio (non-voting) a member of the Board of Directors.

Section 4.03. Election and Term. The term of office for each member of the first Board of Directors shall be determined by the Board of Directors at its first meeting. Thereafter, four directors shall be elected at each annual meeting of the members for a term of three years. Directors may serve consecutive terms and there are no limits on the number of consecutive terms that a director may serve.

Section 4.04. Vacancies. Any vacancy occurring in the Board of Directors (other than a vacancy resulting from the normal expiration of a term of office) may be filled by the affirmative vote of a majority of the then members of the Board of Directors, though less than a quorum of the board. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. Any director may resign by submitting written notice of resignation to the secretary. Any director may be removed from office at any time with cause by the affirmative vote of two-thirds of the directors in office.

Section 4.05. Regular Meetings. Regular meetings of the board shall be held at such time and place as may be determined by resolution of the Board of Directors.

Section 4.06. Special Meetings. Special meetings may be called by the president. Special meetings also shall be called by the president upon written or oral request of a majority of the directors.

Section 4.07. Quorum. A majority of the members of the board shall be present in person to constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting of the Board of Directors, the directors present thereafter may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 4.08. Appointment of Board of Directors of Golden Windmill Corporation. At the next Board of Directors meeting following the annual meeting of the members of the Golden Historical Society, the Board of Directors shall appoint the four directors which were elected at the annual meeting of the members of the Golden Historical Society for a term of three years to the Board of Directors of the Golden Windmill Corporation. The initial Board of Directors of the Golden Windmill Corporation shall have the same terms of office as they held as Board of Directors of the Golden Historical Society. Terms of office of the Board of Directors of the Golden Windmill Corporation shall begin upon appointment by the Board of Directors of the Golden Historical Society. Any vacancy occurring in the Board of Directors of the Golden Windmill Corporation (other than a vacancy resulting from the normal expiration of a term of office) shall be filled by the affirmative vote of a majority of the then members of the Board of Directors of the Golden Historical Society, no less than a quorum of the Board. A director elected to fill a vacancy on the Board of Directors of Golden Windmill Corporation shall be appointed for the unexpired term of his/her predecessor in office.

ARTICLE V OFFICERS

Section 5.01. Officers. The officers of the corporation shall be a president, a first vice-president, a secretary, a treasurer and may include such other assistant officers as may be deemed necessary by resolution of the Board of Directors.

Section 5.02. Election, Term, and Vacancy. The officers shall be elected by the members of the Board of Directors from among the members of the Board of Directors for a term of one year, or until their successors are elected. Terms of office shall begin at the close of the annual meeting at which elections are held. A vacancy among the officers, other than that of the president, shall be filled by the Board of Directors. In the event of a permanent vacancy, as determined by the Board of Directors, in the office of the president, the vice-president(s) will succeed in order of their rank and serve until the next annual meeting.

Section 5.03. Duties. The duties of the officers shall be as follows:

- a. **President.** The president shall be the chief corporate officer of the corporation and shall preside at meetings of the corporation and the Board of Directors. The president shall be responsible for seeing that the lines of direction given by the members of the corporation and the actions of the Board of Directors are carried into effect, and for reporting to the membership and to the Board of Directors on the conduct and management of the affairs of the corporation. The president shall be an ex-officio member of all committees established by the Board of Directors, and shall perform such other duties as are assigned by the Board or prescribed elsewhere in the bylaws.
- b. **Vice-President.** In the temporary absence or disability of the president, the vice-president(s) in order of rank shall preside at meetings of the corporation and of the Board. They shall have such other powers and perform such other duties as may be assigned by the president or Board of Directors.
- c. **Secretary.** The secretary shall be responsible for seeing that notices are issued of all meetings of the corporation and the Board of Directors, and shall see that minutes of such meetings are kept. The secretary shall be responsible for the custody of corporate books, records, and files, and shall exercise the powers and perform such other powers and perform such other duties as may be assigned by the president or Board of Directors.
- d. **Treasurer.** The treasurer shall be responsible for monitoring the control, receipt, and custody of all assets of the corporation; monitoring disbursements as authorized by the Board of Directors and for reporting receipt, use, and disbursements of all assets of the corporation. The treasurer shall exercise the powers and perform such other duties usually incident to the office of treasurer, and shall exercise such other powers and perform such other duties as may be assigned by the president or Board of Directors. The treasurer shall be an ex-

officio member of the finance committee, if such committee be established by the Board of Directors.

- e. **Assistant Secretaries, Assistant Treasurers.** The assistant secretaries and assistant treasurers shall perform such duties as shall be assigned to them by the treasurer or the secretary, respectively, or by the president or the Board of Directors.

ARTICLE VI FISCAL RESPONSILITIES OF THE BOARD OF DIRECTORS

Section 6.01. Fiscal Year. The fiscal year of the corporation shall be established by the Board of Directors.

Section 6.02. Contributions. Any contributions, bequests, devises and gifts made to the corporation shall be accepted or collected as authorized by resolution of the Board of Directors. Guidelines for accepting contributions must be established by the Board of Directors.

Section 6.03. Depositories. All funds of the corporation shall be deposited to the credit of the corporation under such conditions and in such banks, trust companies or other depositories as shall be designated by the Board of Directors.

Section 6.04. Approved Signatures. Approvals for signatures necessary on contracts, checks, and orders for the payment, receipt, or deposit of money, and access to the securities of the corporation shall be provided by resolution of the Board of Directors.

Section 6.05. Bonding. All persons having access to, or major responsibility for, the handling of moneys and securities of the corporation shall be bonded, as provided by resolution of the Board of Directors.

Section 6.06. Budget. The annual budget of estimated income and expenditures shall be approved by the Board of Directors. No expense shall be incurred in excess of the total budgetary appropriations without prior approval of the Board of Directors.

Section 6.07. Audits. A certified public accountant or other independent public accountant shall be retained by the Board of Directors to make an annual examination of financial accounts of the corporation. A report of all examination shall be submitted to the Board of Directors.

Section 6.08. Financial Reports. A summary report of the financial operations of the corporation shall be made at least annually to the membership, and to the public, in such form as the Board of Directors shall provide.

Section 6.09. Legal Counsel. Independent legal counsel should be retained by the Board of Directors to: (a) ensure compliance with federal and state requirements; (b) review and advise on any, and all, legal instruments the corporation executes, such as leases,

contracts, property purchases, or sale; and (c) review and advise on any official statements developed for the media print, television, or radio.

Section 6.10. Investments. The treasurer of the corporation shall invest the funds of the corporation in accordance with the direction of the Board of Directors or any committee of the Board appointed for such purpose.

ARTICLE VII BOARD COMMITTEES

Section 7.01. Establishment. The Board of Directors may establish standing committees, special committees and/or task groups as it deems necessary.

Section 7.02. Composition and Appointment. The president shall appoint the chairman and the members of the committees with the approval of the board. Each committee or task group shall consist of at least two members of the Board of Directors. Each member of the committees or task groups shall be members of the corporation and shall be appointed for one-year terms. The chairman of each committee shall be ex-officio (non-voting) a member, if not already a member, of the board.

ARTICLE VIII NOMINATING COMMITTEE

Section 8.01. Composition. There shall be a nominating committee of the corporation of five members, of whom two shall be elected from among the members of the board.

Section 8.02. Method of Election, Term and Vacancies. Members of the committee shall be elected by the Board of Directors for a term of one year, or until their successors are elected.

Section 8.03. Selection and Term of Chairman. The chairman of the committee shall be elected by the committee from among the committee members for a term of one year as stated above. A vacancy in the office of the chairman shall be filled by the committee for the remainder of the unexpired term.

Section 8.04. Quorum. A majority of the members of the committee shall be present in person to constitute a quorum for the transaction of business.

Section 8.05. Responsibilities. The committee shall present to the membership at the annual meeting a single slate of nominees for members of the Board of Directors.

**ARTICLE IX
CERTIFICATES OF MEMBERSHIP**

Section 9.01. Certificates. The Board of Directors may provide the issuance of certificates evidencing membership in the corporation which shall be in such form as may be determined by the Board. Such certificates shall be signed by the president or a vice-president. The name and address of each member shall be entered on the records of the corporation. If any certificates shall become lost, mutilated or destroyed, a new certificate may be issued therefore, upon such terms and conditions as the Board of Directors may determine.

Section 9.02. Member applications. When a person or persons files an application in such form as the Board of Directors shall prescribe and has paid such amounts of money as the Board of Directors shall establish from time to time, a Certificate of Membership shall be issued in his name and delivered to him by the Secretary.

**ARTICLE X
SEAL**

Section 10.01. Seal. The corporate seal shall be circular in form and shall have inscribed thereon the name of the corporation, the words "Corporate Seal, Illinois".

**ARTICLE XI
AMENDMENTS**

Section 11.01. Amendments. These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of directors in office at any regular or special meeting, provided that no such action shall be taken if it would in any way adversely affect the corporation's qualification under Section 501 (c)(3) of the Internal Revenue Code of 1954 or corresponding sections(s) of any future federal tax code.

Adopted: April 1986

Amended: February 1998
December 1998
October 8, 2007
March 12, 2013