

**Key:** Black – Current By-Laws 12/13/2021  
Black Strikethrough – edits to Current By-Laws 12/13/21  
**Red** – Changes/edits to Current By-Laws 12/13/21

**Amended and Restated**

**By-Laws  
of**

**The Geneva Historical Society**

**D/B/A Geneva History Museum  
Geneva, Illinois**

Approved by the Geneva History Museum Membership  
December 13, 2021 **TBD**

ARTICLE I

INCORPORATION AND PURPOSES OF THE CORPORATION

Section 1.1. Incorporation. The Geneva History Museum (referred to in these by-laws as "The Museum" ~~or (Museum)~~) is an Illinois ~~non-public~~, not-for-profit Corporation originally incorporated effective September 17, 1947 under the name "Geneva Historical Society." It is qualified as a tax-exempt corporation under the U.S. Internal Revenue Code Section 501 (c) (3.) **The Board of Directors will be referred to in these by-laws as "Board."**

Section 1.2 Mission Statement. The mission of the Geneva History Museum is to preserve and share Geneva's evolving story while inspiring and engaging the community.

Section 1.3. Community Services. The Museum intends to collect, preserve and archive historical documents and artifacts; provide historical research services; maintain display galleries; sponsor educational programs and conduct other similar and related activities intended to further and enrich public understanding of the evolving social, cultural, economic and demographic history of the Geneva, Illinois community.

Section 1.4. Public Access and Status. The Museum exhibits and collection shall be publicly accessible for viewing and research subject to limitations of staffing and security and payment of reasonable fees as prescribed by its Board of Directors. ~~It is not a public or tax-supported entity.~~

Section 1.5. Purposes.

- (a) Acquisition of historically significant materials. In furtherance of its mission, but subject to staff, space and financial limitations, the Museum shall seek to acquire by gift, grant, bequest, purchase or other valid and/or other legal means of acquisition: artifacts, archival materials, archival library materials, and documents which its Board and staff regard as historically significant to

and consistent with or supportive of its purposes. ~~4The name was changed effective by action of the Membership on December 1, 2014.~~

- (b) Acquisitions records. The Museum staff shall duly record receipt of each such gift or acquisition and document and undertake to preserve, catalog, exhibit, use or apply same in line with applicable policies and laws.
- (c) Preservation and disposal. Subject to staff, space and financial limitations, the Museum shall undertake to preserve and allow public access to received archival materials referred to above. The Museum reserves the right to dispose of previously received and recorded materials in line with applicable laws.

Section 1.7 6 Resources and Financial Support. The Museum shall accept funds and liquid or tangible property and/or real estate by gift, grant, bequest or purchase for use in carrying out its mission and purposes. It may own, lease or otherwise acquire and maintain real property, personal property and financial accounts as necessary to carry out its mission and purposes.

Section 1.8.7 Limitations. The Museum shall implement its mission and purposes subject to and in line with applicable federal, state and local laws, regulations and ordinances, and in accordance with standards and recommendations promulgated by national and state history museum organizations and associations.

## ARTICLE II

### MUSEUM MEMBERS AND BOARD OF DIRECTORS

Section 2.01. Museum Membership. Membership in the Museum shall be open to all persons; requirements for Membership shall be limited to payment of annual basic dues ~~in line with a dues schedule prepared approved by the Board. and approved by the Membership at its last most recent annual meeting.~~

Section 2.02. Annual Membership Meeting. A Membership meeting shall be convened in ~~November or~~ December of each calendar year ~~during each fiscal year~~. Any person holding an unexpired basic membership shall be welcome to attend and to vote on matters presented for decision. Notice of the date and time of the annual Membership meeting shall be given at least 30 days prior thereto by publication, mailing and/or electronic means. Each such meeting shall be held on the Museum premises unless notice is provided otherwise. The President of the Board shall Chair the meeting. Quorum for a Membership Meeting shall be ten (10) Members excluding sitting members of the Board.

~~The Membership also includes some 25 individuals who were awarded Life Memberships under a recognition program previously adopted by the Museum. The recognition program has been permanently discontinued.~~

Section 2.03. Special Membership Meetings. A Special Membership meeting may be held either: (a) at the call of the Board President or (b) by the Board Secretary upon request of at least seven (7) Museum Members. Public notice of the date, time and location of the meeting shall be given, in either case, at least thirty (30) days prior thereto.

Notice may be given by publication, mailing and/or electronic means.

Section 2.04. Board Number and Eligibility. A Board shall be established to manage the Museum. The Board shall be composed of no less than seven (7) nor more than seventeen (17) adult members of the community (~~served by the Museum~~) who have expressed interest in and willingness to support the Museum's mission and its objectives and who are, or are willing to become, Museum members. ~~The Board shall be elected or appointed in line with the provisions of Section 2.05, below.~~ **No applicant who is related by blood, marriage or outside business co-ownership, nor any compensated employee shall be qualified for membership on the Board.**

Section 2.05. Board Elections. **Board** elections shall be conducted during the annual Membership meeting. Nominations may be made either: (a) by the Board and announced prior to the Membership meeting; or, (b) by floor motion and second at the time of election. A majority vote of the Members who attend the annual meeting and vote on the nomination shall be required for election.

Section 2.06. Board Appointments. **Board** Appointments may be made by majority vote of the Board at any regularly scheduled Board meeting held between annual Membership meetings. Such appointments may be made for the purpose of filling either vacated, or otherwise authorized but unfilled Board positions. ~~subject to the overall number of (Director) Board positions as specified in Section 2.04 above.~~ **The term of office of an appointed member of the Board shall commence on the date of appointment and conclude on the date of the next following annual Membership meeting at the end of the calendar year.**

Section 2.07 Board Terms of Office/Compensation. An elected **Board member's** term of office shall be three calendar years following election. An elected **Board member** may serve up to three consecutive three-year terms before rotating off the Board. An appointed Director's term of office shall commence on the date of appointment and conclude on the date of the next following annual Membership meeting. An appointed **Board member** may stand for election by the Membership to a full three-year term and up to two additional full three-year terms without regard to the duration of the appointed term. A duly appointed **Board member** shall have the same voting and other rights and privileges as elected **Board members** during his or her **the** term of office. **A Board Member shall receive no compensation other than for reasonable expenses approved by the Board.**

#### **Section 2.08 RESIGNATION AND/OR REMOVAL OF A BOARD MEMBER**

**A Board Member may resign at any time by submitting a written notice of resignation to the Board President. A Board Member may be removed, with or without assignment of cause, by vote of a majority of the Board, provided that written notice of the intention to remove such Board Member has been included in the notice of the Board meeting. No Board Member shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure is required.**

Section 2.089. Board Officers. The Board shall elect five officers from among the elected Board, **as follows**: a President, Vice President, second Vice President, Secretary and Treasurer. ~~Regular Office elections shall be held annually in December immediately following the adjournment of the annual Membership meeting.~~ **Officer elections by the**

**Board shall be held following adjournment of the annual meeting.** The term of each elected Board officer shall be one calendar year, beginning on January 1 and ending December 31 of the calendar year next following the annual Membership meeting. An officer may be reelected to no more than four consecutive terms of the same office. The Board may by majority vote elect from among the elected and appointed Board members an interim Officer to complete a vacated term.

Section 2.0910. Officer Responsibilities.

**The Officer responsibilities are as follows:**

- A. The President shall preside over meetings of the Museum Membership, Board and Executive Committee; shall appoint special committees; shall cast the deciding vote in case of a voting tie or deadlock on matters brought before the Membership or Board (provided that, the President may vote only once in such situations), develop agendas for the Museum executive committee meetings, develop agendas for membership meetings and board meetings with the executive committee and executive director, co-sign checks and other financial documents consistent with Museum policies, represent Museum in public forums and speak for the Board or the executive committee, as needed.
- B. The First Vice-President shall assist the President as required and act as Chairperson during the President's absence.
- C. The Second Vice-President shall act for and in place of the President in the absence of the President and First Vice-President.
- D. The Secretary, or another designated individual, shall take minutes at meetings of the Museum membership, the Museum board and the Museum executive committee and submit them for approval to these bodies.
- E. The Treasurer shall work collaboratively with Museum staff and Museum outside financial service providers to:
  - Develop financial reports for meetings of the Museum membership and the Museum board, and submit these for approval to these bodies.
  - Monitor and report on Museum's short term and long term financial management including Museum's operating account, Museum's restricted accounts, and Museum's investment accounts and endowments.
  - Arrange for an financial audit of Museum's finances each year.
  - Develop a budget for Museum annually.
  - Co-sign checks and other financial documents consistent with Museum policies.

Section 2.1011. Board Meetings. The Board shall convene at least **a minimum of four (4) meetings annually** to consider Museum business, review financial reports and take up policy and planning issues. ~~The regular schedule of meetings shall be voted on and~~

approved by the Board at its December meeting each year; changes in dates may be made, as circumstances warrant, by announcement made at the conclusion of a preceding meeting. A majority of the elected and/or appointed Board members, including at least two Board Officers, present in person or by electronic medium shall constitute a quorum for conducting business at such meetings.

Section 2.11~~12~~. Executive Committee. The Board Officers shall constitute the Board's Executive Committee. The Executive Committee shall meet ~~(prior to each regular Board meeting)~~ **as needed** (a) to consider and in case of urgent emergency act on matters requiring Board attention that arise between regular Board meetings; (b) to set the agenda for ~~(the next following)~~ Board meetings; and (c) conduct an annual review of the Executive Director. Three Board officers, including at least the President or one Vice President present in person or by electronic medium shall constitute a quorum for conducting business at such meetings

Section 2.12~~3~~. Waiver of Notice and Presumption of Assent. A Director's attendance at a meeting shall constitute waiver of notice of such meeting. A Director who attends a meeting shall conclusively be presumed to have assented to each action taken thereat except for actions as to which such Director affirmatively expresses dissent or abstention. No post-meeting adjournment dissents or abstentions shall be valid.

Section 2.13~~4~~ Informal Action. Any action otherwise required by law or policy or by reason of these by-laws to be taken at a Board meeting may be taken by mail, by phone, or electronically if consent thereto is expressed by all Board members entitled to vote on the matter.

Section 2.14~~5~~ Corporate Dissolution. The Museum may be dissolved upon the Board's recommendation ratified by **two-thirds (2/3's)** the Membership **of members present in person or by proxy** at a special Membership meeting called to consider the question, or by operation of law. In either event, the Board first shall apply then existing Museum assets to payment of the Museum's financial liabilities to the extent thereof. Assets not thus required, and or in the case of tangible artifacts not appropriate for satisfaction of financial liabilities, shall be transferred so far as practicable to one or more organizations operated exclusively for charitable, educational or historic preservation purposes as shall at the time of dissolution be qualified or be in the process of qualifying as an US Internal Revenue Code Section 501 (c) (3) tax-exempt entity. The transferee recipient(s) shall be determined by the Membership by ratification of recommendations made by the Board. Any such assets not so disposed of shall be disposed of by the Court to such entities which the Court may determine to be organized and operated exclusively for charitable, educational or historic preservation purposes.

**This section is governed by Illinois Statute 805 ILCS Sec. 112.15(c) and 805 ILCS Sec. 109.10**

## ARTICLE III

### BOARD AND MUSEUM OPERATIONS

Section 3.01. Board Authority and Responsibilities. Board shall have the authority to manage the Museum operations and related affairs, Museum financial

resources, and Museum property in a manner consistent with the Museum's Articles of Incorporation, mission and purposes. The Board shall discharge these responsibilities as a fiduciary and in line with applicable law. The Board shall ascribe to the Museum's **Institutional Code of Ethics of the Museum**.

Section 3.02. Fiscal Year and Annual Audit. The Museum's fiscal year shall commence on July 1 of each calendar year and shall end on June 30<sup>th</sup> of the following calendar year. The Board shall appoint a duly accredited outside certified public accountant to audit the Museum's financial records and to submit to the Board and Membership a report based on such examination. Such audit shall be conducted at least once every two years.

Section 3.03. Executive Director and other Staff. The Board shall employ a Museum Executive Director to whom it may delegate responsibilities as it shall deem necessary to ensure proper and efficient implementation of the Museum's mission and purposes. The Museum Executive Director or his/her designee shall be a non-voting member of the Board and its Executive Committee. The Board may employ other professional and non-professional staff as well as engage the services of volunteers to serve under the direction of the Executive Director and to assist the Executive Director in such implementation subject to financial limitations and legal constraints.

**Section 3.04. MAINTENANCE AND INSPECTION OF ARTICLES OF INCORPORATION AND BY-LAWS**. The Executive Director shall keep at its principal office the original or a copy of its Articles of Incorporation and By-Laws as amended to date, which shall be open to inspection by Board and Museum Members at all reasonable times during business hours.

Section 3.04**05**. Policies and Procedures. The Board shall adopt written substantive policies and procedural policies to guide and direct the efforts of those employees and volunteers to whom it has delegated responsibilities. All such policies shall be open to inspection at reasonable times by Museum Members, Directors, employees and volunteers.

Section 3.05**06**. Board Committees. The Board may carry out its responsibilities in whole or in part through standing committees and/ or special committees, as set out in the policies of the Museum. **These committees shall serve at the pleasure of the Board.** Standing committees shall be:

~~Section 3.06 Committee appointments and terms. Each standing committee shall include at least one (1) (director) Board member who shall be the Chair, appointed by the President with the consent of the Board. Each standing committee also may include Museum Members who are not (Directors) Board members and/or others possessing special interest or expertise relating to the Committee's charge as the (Directors) Board appointed to the committee may deem appropriate. Special committees may be appointed as the Board deems necessary. The Board President shall be an ex-officio member of each committee. Staff members may be appointed to serve on committees as the Board may deem necessary and appropriate.~~

Section 3.07. Annual Report. The Board shall submit to the Membership at the time of the annual Membership meeting a report describing the status of the Museum. The report shall address matters such as but not limited to finances,

exhibitions, visitors, and community services.

ARTICLE IV  
AMENDMENTS, NOTICES, PROCEDURES

Section 4.01. Amendments. **After review by the Board of proposed amendments,** ~~These~~ by-laws may be amended by a vote of the majority of Members present and voting at a regularly convened annual or special Membership meeting; provided that, the Membership must have been given notice of the proposed amendment no less than 30 calendar days prior to the meeting at which such amendment is proposed for consideration. ~~(A duly adopted amendment shall be included in Appendix A to these by-laws together with the date of Membership ratification thereof and indication of the by-law provision to which it relates.)~~

Section 4.01**2**. Notices. Where ever these by-laws require notice be given, such notice may be accomplished by US Mail, posted on the website, or sent via electronic mail.

Section 4.03. Procedures. Membership, Board, and Committee meetings shall be conducted in accord with the last most recent edition of Robert's Rules of Order **or other comparable Rules of Order**.

THE FORGOING IS HEREBY CERTIFIED TO BE A TRUE AND ACCURATE STATEMENT OF THE BY-LAWS OF THE GENEVA HISTORY MUSEUM CURRENTLY IN FORCE AS OF THE DATE SET FORTH BELOW.

CERTIFIED BY:

\_\_\_\_\_

Name

\_\_\_\_\_

Title

\_\_\_\_\_

Date

Revision history: Previous editions of the by laws governing the entity known variously as the Geneva Historical Society, the Geneva History Center, and now known as the Geneva History Museum were approved by the Membership at an adjourned session of the annual Membership meeting held in January, 1998; April, 2009; February 2011; December 2011; December 2014; December 2016; December 2019; December 2021. **Note: Date to be added when/if approved 2023.**