

**BYLAWS
OF THE
EVANSTON HISTORY CENTER
Adopted on June 13th, 2018**

These bylaws amend and supersede any prior bylaws of the Evanston History Center and shall take effect upon their adoption.

**ARTICLE I
NAME AND LOCATION**

1. The name of the corporation shall be the Evanston History Center (hereafter known as the Center).
2. The principal office of the Center shall be in the City of Evanston, County of Cook, State of Illinois.
3. This corporation, which was incorporated on November 21, 1898, is a not-for-profit corporation, established under the laws of the State of Illinois.

**ARTICLE II
PURPOSE**

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The purpose of the Center is to collect, preserve, exhibit, and interpret the history of the City and Township of Evanston and vicinity; to disseminate and provide to the public access to such historical information; and to promote knowledge of and pride in the accomplishments of the people of the City and Township of Evanston and vicinity.

**ARTICLE III
MEMBERSHIP AND DUES**

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Section 1. Membership

- a. The membership of the Center is open to all persons.
- b. The Board of Trustees may establish categories of membership.
- c. Any member in good standing in any category of membership is entitled to vote, serve on the Board of Trustees, hold office, and serve on committees. Organizations that are members (such as corporations) may designate one voting member. No person shall serve on the Board of Trustees or hold office without becoming a dues-paying member of the Center.
- d. Members of the Center may not delegate their voting power on any issue to another member to vote in their absence.

Section 2. Dues

Dues are established by the Board of Trustees. Dues are payable upon filing a membership application.

Section 3. Termination of Membership

The membership of any member who is in default of payment of dues for more than four (4) months shall be terminated automatically, unless the termination is delayed by the Board of Trustees. Members who have resigned or been terminated for non-payment of dues may be reinstated upon payment of their current year's dues.

ARTICLE IV BOARD OF TRUSTEES

Section 1. Composition and Election

- a. The Board of Trustees of the Center shall consist of twenty-four (24) Trustees elected by members at the annual meeting.
- b. The Governance Committee shall present to the Board of Trustees for approval a slate of candidates for open Trustee positions to be elected at the annual meeting. Notice of the slate as approved by the Board of Trustees shall be provided to the members at least fourteen (14) days before the annual meeting. Additional nominations, with the consent of the nominee, may be made in writing by five (5) Center members and must be received by the Secretary at least ten (10) days before the annual meeting.
- c. If, because of nominations by members, there are more candidates nominated for available Trustee positions, then each member present at the annual meeting is entitled to vote for one candidate for the each open Trustee position. The candidates receiving the most votes are elected.

Section 2. Terms of Office

Trustees of the Center shall be elected for a term of two years and shall serve without compensation until their successors are elected and seated. No Trustee shall serve for more than three consecutive full terms. After an interval of one or more years, a former Trustee may again be re-elected to the Board of Trustees.

Section 3. Vacancies

The President shall fill any vacancy occurring among the members of the Board of Trustees for the unexpired term of office, if so approved by a majority vote of the Board of Trustees.

Section 4. Trustee Emeritus

Any former Trustee who has rendered outstanding service to the Center, including the Immediate Past President, may be nominated by the Board of Trustees for the office of Trustee Emeritus and elected by the membership at the annual meeting. A Trustee Emeritus may attend any meeting of the Board of Trustees, but shall have no vote. Serving as a Trustee Emeritus does not preclude future Board service.

Section 5. Resignation and Leave of Absence

- a. A Trustee who misses three (3) consecutive regular meetings of the Board of Trustees may be deemed to have resigned, if so approved by a majority vote of the Board of Trustees.
- b. The Board of Trustees may grant a Trustee a one-time leave of absence for personal reasons for a period up to six months at his/her request

ARTICLE V DUTIES OF THE BOARD OF TRUSTEES

Section 1. Authority and Responsibility

- a. The Board of Trustees shall be the governing body of the Center, shall determine policy, and shall appoint the Executive Director of the Center.
- b. The Board of Trustees shall see that all accounts of the Center are audited annually.
- c. The Board of Trustees shall present an annual report to the membership at the annual meeting.

Section 2. Committee Appointments

Each Trustee, upon being seated on the Board, shall be appointed to serve on at least one standing committee.

Section 3. Meetings

- a. The Board of Trustees shall hold at least six regular meetings a year beginning with a meeting in July following the annual meeting.
- b. The Executive Committee or any three Trustees may call a special meeting of the Trustees.
- c. All Trustees shall be notified of a regular meeting of the Board of Trustees at least seven days prior to the date of the meeting.
- d. All Trustees shall be notified of a special meeting of the Board of Trustees at least three days before the meeting is held. The notice of a special meeting shall specify the nature of the matter(s) to be considered, and no other matters may be voted upon at that meeting.

Section 4. Quorum

A majority of the Trustees shall constitute a quorum.

Section 5. Proxy Voting

Members of the Board of Trustees may not delegate their voting power on any issue to another Trustee to vote in their absence.

ARTICLE VI OFFICERS

Section 1. Composition and Election

The Board of Trustees shall elect officers at its first regular meeting in July following the annual meeting at which Trustees are elected. The officers of the Board of Trustees will include a

President, one or more Vice Presidents, Secretary, and Treasurer. These officers shall constitute the Executive Committee.

Section 2. Qualifications and Terms

- a. No person shall serve as an officer of the Center who has not previously served on the Board of Trustees.
- b. Officers will serve for two-year terms and shall be eligible for not more than three consecutive two-year terms of office in the same position.

Section 3. Officer Vacancies

- a. If a Trustee's term expires while serving as an officer, the President will appoint someone to fill the vacated officer's position for the unexpired term of office, subject to ratification by the Board of Trustees at its next meeting.
- b. In the absence or disability of the President, the Executive Committee shall designate a Vice President to carry out the duties of the President to the extent determined by the Executive Committee. Upon the death, resignation, inability to act, or removal from office of the President, the Board of Trustees shall appoint a Vice President to that office.

Section 4. Removal of Officers

The Board of Trustees may remove any officer whenever in its judgment the best interests of the Center will be served. Such removal shall require the affirmative vote of two-thirds (2/3) of the Trustees at a meeting of the Board of Trustees at which a quorum is present.

ARTICLE VII DUTIES OF OFFICERS

The principal officers of the Board of Trustees as listed below constitute the Executive Committee. The duties of the principal officers are as follows:

Section 1. President

The President shall preside at all meetings of the members, of the Board of Trustees, and of the Executive Committee. The President shall be an *ex officio* member of all committees.

Section 2. Vice Presidents

Each Vice President shall serve as chair of one of the standing committees and shall have such additional duties that may from time to time be assigned by the Board of Trustees, the Executive Committee, or the President.

Section 3. Secretary

The Secretary of the Center shall keep the corporate records of the Center and see that they are properly maintained in the office of the Center.

Section 4. Treasurer

The Treasurer shall receive and be responsible for the safekeeping of all funds of the Center.

- a. All operating fund disbursements shall be approved by the President, Treasurer, or the Executive Director of the Center. The same shall be disbursed only in accordance with the annual budget adopted by the Board or as specifically authorized by the Board or the Executive Committee. The Executive Director may approve disbursements on his/her own authority within budget up to a dollar amount set by the Board.
- b. The Treasurer shall be responsible for implementing the Center's financial policies as adopted by the Board of Trustees.
- c. The Treasurer shall exercise reasonable diligence to see that all Center principal is invested or accounted for, that all Center income is fully accounted for, and all of its disbursements are authorized and made consistent with the law, Board policies, or other specific requirements of a particular fund, including the endowment fund.
- d. The Treasurer shall be responsible to the Board in matters of financial policy and shall make reports at each regular Board meeting and at the annual meeting of the Center.

Section 5. Other Duties

Each of the officers shall perform such further duties as the Board of Trustees or the Executive Committee may direct.

ARTICLE VIII MEETING OF MEMBERS

Section 1. Annual Meetings

- a. The Annual Meeting of members of the Center shall be held during the month of June in the City of Evanston for the purpose of electing Trustees and for the transaction of any other business that may lawfully come before the meeting. At such Annual Meeting, thirty voting members shall constitute a quorum for the transaction of business and, if a quorum be not present, the annual meeting will be rescheduled to the beginning of the next meeting of the Board of Trustees.
- b. Notice of the Annual Meeting shall be provided at least fourteen days before the meeting date.

Section 2. Special Meetings

- a. A special meeting of the members shall be called by the President on the written request of any thirty voting members who sign such a request.
- b. A special meeting of the members may be called by the Executive Committee.
- c. Notice of the special meeting shall be provided at least three days before the set time. Such notice shall specify the nature of the matter to be considered at such special meeting and no other matters may be considered for voting at that meeting. Thirty voting members shall constitute a quorum for the transaction of business.

ARTICLE IX EXECUTIVE DIRECTOR ARTICLE IX EXECUTIVE DIRECTOR

The chief executive officer of the Center shall bear the title of Executive Director and shall be chosen by and serve at the pleasure of a majority of the members of the Board of Trustees. The Trustees shall fix the Executive Director's compensation and other terms of employment.

Section 1. Duties of Executive Director

- a. The Executive Director shall employ staff as approved and budgeted for by the Board of Trustees.
- b. The Executive Director shall assign responsibilities to all staff.
- c. The Executive Director shall supervise the staff of the Center and recommend salaries for approval by the Board of Trustees.
- d. The Executive Director shall see that all funds, property, and records of the Center are handled under appropriate safeguards.

ARTICLE X COMMITTEES

Section 1. Executive Committee of the Board

- a. The Officers of the Center shall constitute the Executive Committee of the Board. The Executive Committee shall meet at the call of the President or of any three members of the Executive Committee. Four members of the Executive Committee shall constitute a quorum.
- b. The Executive Committee may exercise the authority of the Board of Trustees under Article V, Section 1, of these bylaws except that the Executive Committee may not:
 - i. Adopt a plan for the distribution of the assets of the corporation, or for dissolution;
 - ii. Fill vacancies on the board or on any of its committees;
 - iii. Elect, appoint or remove any officer or director or member of any committee;
 - iv. Adopt, amend, or repeal the bylaws or the articles of incorporation;
 - v. Adopt a plan of merger or adopt a plan of consolidation with another corporation, or authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the Center; or
 - vi. Amend, alter, repeal or take action inconsistent with any resolution or action of the board of trustees when the action taken by the Executive Committee shall be presented at the next regular meeting of the Board.
- c. A report of any action taken by the Executive Committee shall be presented at the next regular meeting of the Board.

Section 2. Standing Committees

The Board of Trustees shall have the following standing committees, each of which shall consist of Trustees and other members of the Center appointed by the President with the consent of the Board of Trustees.

- a. A **Human Resources Committee**, chaired by a Vice President, shall be responsible for all matters relating to the staff and the administrative offices of the Center. The Human Resources Committee will make recommendations to the Board with respect to hiring a Executive Director whenever a vacancy shall occur in that position. The Human Resources Committee will review the performance of the Executive Director annually and make recommendations to the Board regarding all matters related to compensation and employee benefits. The Human Resources Committee shall review the Center's Employment Policy as appropriate and recommend any desired changes to the Board.
- b. A **Governance Committee**, chaired by a Vice President, shall be responsible for all matters relating to the Board of Trustees, the officers and the governance of the Center. The Governance Committee shall prepare a slate of candidates for presentation to the members prior to the Annual Meeting, and recommend to the Board candidates to fill any vacancies that may arise during the year. The Governance Committee shall develop and implement a systematic orientation program for Board members; evaluate on a regular basis the effectiveness of the Board and make recommendations as appropriate for improving the Board's operations; and notify each officer and Trustee from time to time of the expectations that the Center has of its Trustees and officers. The Governance Committee shall, in cooperation with the other standing committees, monitor the implementation of the Center's long range plan and make recommendations for appropriate revisions of the plan. The Governance committee shall recommend for adoption amendments to the Center's Articles of Incorporation, Bylaws, and policies that it shall deem appropriate.
- c. A **Development Committee**, chaired by a Vice President, shall be responsible for all matters relating to the Center's membership and fund-raising activities of the Center. Working with staff and, as it deems appropriate, other committees of the Board, the Development Committee shall recommend to the Board (i) categories of membership and a structure of membership dues; and (ii) strategies for raising the funds required for the Center's current operations and for the implementation of the long- range plan.
- d. A **Programs and Collections Committee**, chaired by a Vice President, shall be responsible for all matters related to the Center's collections, exhibits, and archives. The Programs and Collections Committee shall work with the staff and other standing committees, as it deems appropriate, to develop and implement programs and events in furtherance of the Center's purpose and mission.
- e. A **Facilities Committee** chaired by a Vice President, shall be responsible for all matters related to the real estate and improvements owned, occupied, or used by the Center. The Facilities Committee shall work with the staff and the Board, as appropriate, to identify and attend to the repair and maintenance needs of the Center.
- f. A **Finance Committee**, chaired by the Treasurer, shall be responsible for all matters related to the finances of the Center. The Finance Committee shall assist and advise the Treasurer in carrying out his or her duties as set forth in Article VII, Section 4, of these bylaws.

Section 3. Special and Ad Hoc Committees

The President, with the approval of the Board of Trustees, may appoint such special and *ad hoc* committees and members thereof as may be desirable to carry out the policies of the Center. All voting members of the Center are eligible to serve on committees.

ARTICLE XI ENDOWMENT FUNDS

The Endowment Fund is established to provide a perpetual source of funding to support the mission of the History Center.

Section 1. Components

The Endowment Fund has three components:

- a. The Restricted portion represents original gifts to the Center that were made with the stipulation that the principal of the gift not be expended. The principal of the Restricted portion of the Endowment may never be invaded.
- b. The Temporarily Restricted (designated) portion is composed of gifts to the Center for designated purposes, which the Center must manage and use solely in the manner specified by the donor, as well as any donations received in response to a special appeal, which must be expended for the purpose so designated in the appeal.
- c. The Unrestricted portion represents the accumulated earnings and appreciation of the Restricted and Unrestricted portions of the Endowment, as well as all gifts to the Center which are not Restricted or designated for specific purposes.
- d. Donations to the Annual Appeal are intended for current year operating expense and are placed in the General Fund, not the Endowment Fund.

Section 2. Management

The Endowment Fund is managed according to Generally Accepted Accounting Principles, applicable state and federal laws, and policies established by the Board of Trustees. In addition, donor-imposed restrictions or conditions impact the management of those portions of the endowment that are so designated.

Section 3. Procedures

On an annual basis the Board of Trustees determines the amount to be withdrawn from the Unrestricted portion of the Endowment Fund for current operating expenses by adopting an operating budget for the fiscal year. Such budgeted annual withdrawals shall comply with an Endowment Spending Policy, established by the Board, which constrains the size of annual withdrawals so that the Endowment Fund remains a perpetual source of funding to support the Center's mission.

Section 4. Investment Strategies

All portions of the Endowment fund which are not designated for current operations are invested according to the Investment Policy and Guidelines which are established by the Board and which set forth the investment objective and requirements of the Center, in such matters as liquidity needs, stability and preservation of capital, rate-of-return objectives, diversification, restrictions

and custody of assets. The Policy and Guidelines serve as general instructions to the Center's investment manager and are used to measure the performance of the investment manager.

**ARTICLE XII
INDEMNIFICATION**

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Each Trustee and officer and the Executive Director and each former Trustee and former officer of the Center and any person who may have served at its request shall be indemnified by the Center against all judgments, costs, and expenses (including counsel's fees) actually and necessarily incurred by them in connection with the defense or settlement of any action, suit, or proceeding in which they, or any of them are made parties or a party by reason of being or having been Trustees or a Trustee or officer of the Center, except in relation to matters as to which any such Trustee or officer or former Trustee or officer or person shall be adjudged in such action, suit, or proceeding to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability. The foregoing right of indemnification shall not be exclusive of other rights to which any Trustee or officer may be entitled as a matter of law. The Center shall maintain a directors' and officers' indemnification insurance policy.

**ARTICLE XIII
CONFLICTS OF INTEREST**

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All Trustees must sign an annual Conflict of Interest disclosure statement. Any possible conflict of interest on the part of any member of the Board or of its committees or on the part of a member of their immediate family shall be disclosed promptly to the other Trustees or committee members and made a matter of record. When any such interest becomes relevant to any matter requiring Board or committee action, it shall be called to the attention of the Board or committee and the Trustee or committee member shall not vote on any such matter in which there is a possible conflict of interest, shall not use personal influence in connection therewith, and shall not be counted in determining the quorum for the question. However, anyone who is excluded from voting because of a possible conflict of interest may briefly state his or her position in the matter and answer pertinent questions from other Trustees or committee members when his or her knowledge of the matter will assist the Board or committee. The minutes of the meeting shall reflect that a disclosure was made, that the interested party abstained from voting, and that the interested party was not counted in determining the quorum for the question.

**ARTICLE XIV
FISCAL YEAR**

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FISCAL YEAR**

The fiscal year of the Center shall be from July 1 through June 30.

**ARTICLE XV
BYLAWS
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These bylaws may be amended by a two-thirds (2/3) vote at any regular or special meeting of the members of the Center called for that purpose. The call for the meeting shall state that amending the Bylaws will be considered and voted upon. The fourteen days notification is required for both the call for the meeting and the notice of action on the bylaws.

**ARTICLE XVI
PARLIAMENTARY AUTHORITY
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The Parliamentary Authority for the Center, except where it may conflict with these bylaws, shall be Robert's Rules of Order Newly Revised.

**ARTICLE XVII
USE OF ELECTRONIC COMMUNICATION**

Unless otherwise prohibited by law, any action to be taken or notice delivered under these bylaws may be taken or transmitted by electronic mail or other electronic means and any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.