

Amended and Restated By-Laws
(the “By-Laws”)
Western Illinois Museum
(An Illinois Not-Profit Corporation)
Amended [February 2025]

ARTICLE I. NAME OF THE CORPORATION

The name of this Corporation is the Western Illinois Museum, which shall be a not-for-profit corporation incorporated under the laws of the State of Illinois (the “Corporation”).

ARTICLE II. MISSION STATEMENT

A. MISSION

The mission of the Western Illinois Museum is to nurture our history and culture.

B. GENERAL PURPOSES

The purposes for which the Corporation is organized and to be operated are exclusively religious, charitable, scientific, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and future corresponding revenue laws of the United States (the “*Code*”), 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. In accomplishment of such purposes, the Corporation will perform such other functions as may be necessary or appropriate to fulfill the purposes of the Corporation. To promote the mission, the Corporation will more specifically pursue the following purposes:

1. To acquire, preserve, protect and present materials related to social and cultural history, natural science, and related subjects.
2. To promote education and research.
3. To cooperate with other museums, government agencies, libraries, and other institutions and nonprofit corporations in promoting the Corporation.
4. To provide programs to the community and schools, and to utilize the facilities and collections in furtherance of such programs.

5. To operate and maintain the property known as the Western Illinois Museum at 201 S. Lafayette, Macomb, Illinois 61455, as a museum and facility in furtherance of the mission.

Any acts of acquisition, accession, and deaccession shall reflect these stated purposes.

C. NOT FOR PROFIT STATUS

1. The Corporation shall at all times be managed and maintained as a not-for-profit institution pursuant to the Illinois General Not for Profit Corporation Act of 1986 (Chap. 32, IL. Rev. Stat., 101.01 at seq.) (the "Illinois Act"). No activity shall be undertaken which can reasonably be deemed to jeopardize not-for-profit status under the Illinois Act or federal and state tax laws.
2. In the event of any inconsistencies between these By-Laws and the Illinois Act, the latter shall prevail.

ARTICLE III. POWERS

A. GENERAL POWERS

The Corporation is a not-for-profit Corporation and shall have all of the rights, powers, privileges, duties, authorizations and responsibilities as provided in the Illinois Act; subject to the limitations set forth in Article III, Section 3 herein.

B. SPECIFIC POWERS

For the avoidance of doubt, the Corporation is authorized:

1. To solicit and receive grants, contributions and other property; and
2. To acquire and hold personal property loaned to the Corporation in furtherance of its purposes and to retain such property as a bailee on such terms and conditions as are necessary and desirable.

C. RESTRICTION OF POWERS

1. No part of the net earnings of the Corporation shall be used to the benefit of, or be distributed to, its directors, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.
2. The Corporation may not endorse or take stand by or fund any movements pertaining to religion, racial beliefs, or party politics.
3. The name of Western Illinois Museum may not be used commercially or for personal benefit by any person.

4. Notwithstanding any other provisions of the By-Laws, the Corporation shall not carry on any activities not permitted to be carried on:
 - a. By a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any other United States Internal Revenue law).
 - b. By a corporation receiving contributions which are deductible under Section 170 of the Internal Revenue Code of 1954 (or corresponding provision of any other United States Internal Revenue law).

ARTICLE IV. CORPORATION OFFICES

A. PRINCIPAL OFFICE

The principal office of the Corporation shall be the Western Illinois Museum at 201 S. Lafayette, Macomb, Illinois 61455. The Corporation may have other offices as the Board (as defined in Article VI, Section 1) deems necessary.

B. REGISTERED AGENT

The Corporation shall maintain a registered agent within the State of Illinois. The registered agent shall be named by the Board.

ARTICLE V. MEMBERS AND CONTRIBUTORS

A. NO MEMBERS

The Corporation shall have no members.

B. CONTRIBUTORS

Any individual, family, business, firm, or corporation may make a contribution. The Corporation is a registered charitable organization in the state of Illinois and is able to accept financial gifts.

ARTICLE VI. BOARD OF DIRECTORS

A. GENERAL POWERS

1. The affairs of the Corporation shall be managed by its Board of Directors (collectively, the "Board" and each, a "Director"). These powers exist in the Board as a group and not in individual members or committees, except as such powers may be delegated by the Board.
2. These Directors have a legal duty to exercise reasonable care and prudence in the administration and affairs of the Western Illinois Museum.

3. The entire administration, government and management of the property, business and affairs of the Corporation shall be managed by the Board consistent with its Articles of Incorporation and these By-Laws. In particular, the Board shall be responsible for:
 - a. Proper disbursement and utilization of funds and property received by the Corporation for the purpose for which they were given. These Directors may not delegate this financial responsibility and may require an annual audit.
 - b. Maintaining the financial viability of the Corporation, including, but not limited to, fundraising activities.
 - c. Approving, amending or rejecting, By-Laws, amendments, long-range plans and policies.
 - d. Hiring and terminating the employment of the Executive Director who shall manage the operations and curatorial decisions and processes of the Corporation (the "Executive Director").

B. NUMBER, TENURE AND QUALIFICATIONS OF THE BOARD OF DIRECTORS

1. The Board shall be not less than three (3) nor more than eight (8) Directors. No decrease in the number of Directors shall have the effect of shortening the term of an incumbent Director. Each Director shall serve a two (2)-year or three (3)-year term at the discretion of the Board. Directors are permitted to serve six (6) consecutive years and may resume service after one (1) year has elapsed. All terms shall be on a calendar year basis. Directors need not be residents of Illinois.
2. Directors as such shall not receive any salary or compensation for their service as Directors or officers; *provided, however*, that nothing contained herein shall be construed to preclude any Director from serving the Corporation in any other capacity or receiving compensation therefor, or to preclude reimbursement of reasonable expenses incurred by a Director in connection with service as a Director.
3. Directors must be financial contributors and in good standing with the Corporation. Directors not in good standing may be disqualified in voting privileges and asked to resign by a quorum of Directors.

C. ELECTION OF DIRECTORS

Those individuals recommended by the nominating committee for election as Directors shall be placed in nomination by the nominating committee chairman, provided such individuals agree to serve if elected. The candidates receiving a two-thirds (2/3) majority of votes cast by the Board of Directors shall be elected and serve until the end of the term for which they are appointed.

D. VACANCIES OF DIRECTORS

Elections to fill vacancies of Directors shall be held at the next meeting of the Board. The nominating committee shall submit a name to fill each unexpired term. The candidates receiving a two-thirds majority vote of the Directors present shall be elected.

E. RESIGNATION OF DIRECTORS

A Director may resign at any time upon written notice to the Board.

F. REMOVAL OF DIRECTORS

Any Director of the Board who shall be absent from two (2) consecutive Board meetings in a year without presenting a satisfactory excuse shall be deemed to have resigned from the Board and shall cease to be a Director thereof, subject to reinstatement by a majority of the Board. In the event of such a vacancy or in the event of any vacancy of the Board, it may elect a successor at any duly convened meeting.

G. PRESIDING OFFICER

The President of the Board shall serve as the presiding officer of the Board (the "President"). In the absence of the President, the officer authorized by these By-Laws to act as such will preside.

ARTICLE VII. MEETINGS

A. ANNUAL MEETING

A regular annual meeting of the Board shall be held once every calendar year, at such time and place as may be fixed by the President, or if the President is for any reason unable to act, by the Vice-President who shall assist the President in the discharge of duties as the President may direct and shall perform such other duties as from time to time may be assigned by the President or by the Board (the "Vice-President"). The purpose of the annual meeting is to elect the Board directors and officers.

B. ANNUAL OPEN HOUSE

An annual open house shall be held once every calendar year, at such time and place as may be fixed by the Executive Director and an officer of the Board. The purpose of the Open House is to inform the public of the state of the Corporation, to share the annual

report, and provide such other information as is deemed appropriate by the Executive Director and the applicable officer of the Board.

C. REGULAR MEETINGS

The Board must meet at least quarterly and may hold additional regular meetings of the Board at such time and place as shall be set by the President, provided that notice of any meeting of the Directors shall be given to each Director at least ten (10) days in advance by stating the date, time, and place of the meeting. Regular meetings of the Board are not to exceed once a month. A yearly schedule shall be approved by Directors at the annual meeting. All meetings shall be held at 201 S. Lafayette, Macomb, Illinois 61455, or such other place as the President shall designate.

D. SPECIAL MEETINGS

Special meetings of the Board may be called at any time by the President or by three (3) Directors giving written notice to the President. Notice of special meetings shall be mailed or by email or given by such other means as the President deems appropriate at least seven (7) days, before the day of the meeting and shall state the date, time, place and purpose of the meeting. Only business stated in the notice of a special meeting may be transacted at such meeting.

E. EMERGENCY MEETINGS

Emergency meetings of the Board may be called at the discretion of the President upon two (2) days' notice to the Directors.

F. QUORUM

A majority of the Board then in office shall constitute a quorum, for the transaction of business at any meeting of the Board, provided, that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting to another time without further notice.

G. ACTION WITHOUT MEETING

Any action required to be taken at a meeting of the Board, or any other action that may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Directors entitled to vote with respect to the subject matter thereof. Such consents may be given in writing and/or by facsimiles, email, copies or other reproduction or counterpart of the resolution stating the action to which consent is given.

H. ATTENDANCE BY ELECTRONIC MEANS

Directors may participate in and act at any meeting through the use of a conference telephone or other communications equipment by means of which all persons participating

in the meeting can communicate with each other, and such participation in a meeting shall constitute presence in person at the meeting.

I. MANNER OF ACTING

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law, by the Articles of Incorporation of the Corporation, or by these By-Laws. Each Director present shall have one (1) vote. Directors may participate in and act at any meeting of such Board through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting.

ARTICLE VIII. OFFICERS

A. OFFICERS

The officers of the Corporation shall be as follows: President, Vice-President, Secretary, and Treasurer. The Corporation may include the Past President as an officer of the Corporation if practicable. Any two or more offices may be held by the same person, except the offices of President and Secretary, which must be held by different individuals. All officers shall be members of the Board.

B. TERM OF OFFICE

The officers of the Corporation, shall be elected at the annual meeting of the Board and shall hold office until their successors are elected and qualified or until their earlier death, resignation or removal. Vacancies in Board-appointed officer positions may be filled or new offices created and filled at any meeting of the Board. Any officer elected by the Board may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. No officer may hold more than three (3) consecutive one (1) year terms.

C. POWERS AND DUTIES

Each officer shall have such powers and shall perform such duties as are herein set forth and have such other powers and duties as authorized by the Board. Officers whose authority and duties are not prescribed in these By-Laws shall have the authority and perform the duties prescribed, from time to time, by the Board.

D. PRESIDENT

The President of the Board shall preside at all meetings of the Board and have the necessary authority for the general supervision, direction and control of the business and affairs of the Corporation and shall perform all duties incident to the office of President and such other duties as may be assigned to them by the Board. Except in those instances in which

the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board (including, without limitation, those instances in which authority is delegated to the Executive Director or the other staff), the President may execute for the Corporation any contracts, deeds, mortgages, bonds, or other instruments which the Board has authorized to be executed, and they may accomplish such execution either under or without the seal of the Corporation and either individually or with the Secretary (as defined in Section 6 of this Article), or any other officer thereunto authorized by the Board, according to the requirements of the form of the instrument. The President may vote all securities that the Corporation is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the Corporation by the Board. The President shall serve as an ex-officio member of all committees except the nominating committee, if any.

E. VICE-PRESIDENT

In the absence of the President or in the event of the President's inability 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, except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board or these By-Laws. In addition, in the event that the President resigns, is removed from office, becomes incapacitated or is unable to fulfill his/her duties that authority will fall to the Vice-President who shall become the acting President. The Vice-President shall assist the President in the discharge of duties as the President may direct and shall perform such other duties as from time to time may be assigned by the President or by the Board. In the event that the Vice-President resigns, is removed from office, becomes incapacitated or is unable to fulfill his/her duties that authority will fall to the Treasurer who shall become the acting Vice-President.

F. SECRETARY

The Secretary shall keep a record of all proceedings of the Board; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and of the seal of the Corporation, if any; and perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to them by the President or by the Board (the "Secretary"). The Secretary will submit meeting minutes for distribution, approval of the Board and to be filed as a permanent record. Specifically, the Secretary shall:

1. Assure the accurate and detailed minutes of all meetings of the Board are kept, and conduct official correspondence as directed by the President or the Board.
2. Assure that there is kept a current list of all Directors and their addresses.
3. Perform all other duties that are incident to the office of Secretary or that may be assigned by the Board or President that are not inconsistent with these By-Laws.
4. The Secretary will give a copy of all minutes to the Executive Director to be filed.

G. TREASURER

The Treasurer shall have charge of and be responsible for the maintenance of adequate books of account for the Corporation; have charge and custody of all funds and securities of the Corporation, and be responsible for the receipt and disbursement thereof; and perform all duties incident to the office of Treasurer and such other duties as may be assigned to them by the President or the Board (the “Treasurer”). Specifically, the Treasurer shall:

1. See that the accounts are kept for the receipt and disbursement of funds and property on behalf of the Corporation;
2. Oversee all funds and property received on behalf of the Corporation and the maintaining of accurate books thereof;
3. Assure that written reports of all the Corporation’s accounts be given at each regular meeting of the Board;
4. Exhibit the account books of the Corporation and all securities, vouchers, papers and documents of the Corporation under his/her supervision to any Director upon reasonable request; and
5. Oversee any annual audit, tax and other financial reports required of the Corporation.

H. DIRECTORS AT LARGE

Perform all other duties that are incidental to the Board or that may be assigned by the Board or the President that are not inconsistent with these By-Laws.

ARTICLE IX. ADVISORY COUNCIL

A. ADVISORY COUNCIL

Any individual the Board determines whom would make a significant contribution to the Corporation may be invited to join the advisory council for a one (1)-year term. The Board nominating committee may also nominate advisory council members. Advisory council members shall advise the Board and the Corporation staff on matters concerning the operation of the Corporation. The advisory council is not a policy-making body. There are no restrictions on the number of individuals serving on the advisory council or the length of term.

ARTICLE X. COMMITTEES

A. COMMITTEES, COMPOSITION, AND PROCEDURES

1. Committees: The Board may establish committees, standing or appointed, for any purpose in furtherance of the mission of the Corporation. The President, in consultation

with the Executive Director, shall appoint the committee chairperson, who shall be approved by the Board.

2. Appointed committees may be appointed by the President, in consultation the Executive Director, with the approval of the Board. These ad hoc appointed committees may include but not be limited to building and grounds, facilities, collections, exhibits, public relations, educational outreach, fundraising development, long-range planning, and By-Laws. Appointed committees are intended to be limited in time and service for a specific goal. The appointed committee chairperson may be appointed by the President, the Board or by his, her or its designee.
3. Composition: Each committee shall be chaired by a Director. Each committee shall consist of at least two (2) Directors. The President and Executive Director can vote and serve on the nominating committee. The President and Executive Director shall serve as ex-officio non-voting members of all other committees.
4. Procedures: All standing and special committees shall meet at the discretion of the Directors. Each committee shall record the minutes of its deliberations, recommendation, and conclusions, and a copy of these minutes shall be placed on file in the Corporation's office. Reasonable notice of the meetings of any committee shall be given to those serving on the committee, the President, and the Executive Director. Work completed by any appointed committee shall be reported to the Board at the regularly scheduled Board meetings through the Director's or any staff report. The committees serve in an advisory capacity to the Board and to the Executive Director by providing recommendations.

A majority of the committee members shall constitute a quorum when making a formal recommendation. Each committee may adopt rules for its own operations consistent with these By-Laws or the policies of the Directors.

5. Prohibited Committee actions:

No committee shall:

- a. Adopt a plan for the distribution of assets of the Corporation;
- b. Pass any act that is not permitted under the Illinois Act;
- c. Fix the compensation of any employee;
- d. Amend, alter, repeal or take action inconsistent with any resolution or action of the Board;
- e. Create policies for the Corporation; however, the committee may recommend policies to the Board; and
- f. Conduct any transaction of business for the Corporation without the explicit written approval of the Board and the Executive Director.

6. Nominating Committee:

- a. The nominating committee shall be the only standing committee of the Corporation and shall consist of a minimum of three (3) members.
- b. The nominating committee shall be primarily responsible for the identification and selection of persons to be nominated to serve as officers, directors, and advisory council members. The president shall appoint the members of the nominating committee subject to the approval of the Board of Directors. Any Director, staff, advisory council member, or volunteer in good standing may be appointed to the nominating committee provided that at least a majority shall be members of the Board of Directors or the advisory council. The chairman of the nominating committee shall be appointed by the Board.

ARTICLE XI. EMPLOYEES

A. EXECUTIVE DIRECTOR

1. The Board shall hire an Executive Director on such terms and conditions as the Board deems necessary or desirable to administer the programs and services of the Corporation.
2. The Executive Director shall be the professional employee of the Corporation charged with the responsibility for the daily operation of the Corporation and its facilities, subject to the policies set by the Board.
3. The Board may authorize the Executive Director to select, engage and terminate policies approved by the Board.
4. The Executive Director shall file the Corporation's annual report with the state's Corporation division and such forms as required by the federal, state, county and local government.
5. The Executive Director shall execute checks, drafts, notes and orders for the payment of money and generally disburse the funds. All such investments payable to third parties must be countersigned by any other approved officer or the Executive Director of the Corporation except for checks five hundred dollars (\$500.00) or less from the operating fund.

B. OTHER EMPLOYEES

The Board may, from time to time, authorize the Executive Director to employ other professional and non-professional persons as necessary or desirable for the operation of the Corporation on such terms and conditions as the Board deems necessary or desirable.

C. PERSONNEL POLICIES

1. The Executive Director shall approve all personnel policies for other compensated staff.
2. The Executive Director may provide for an annual review of personnel policies and will provide for annual performance appraisals for all employees. All employees shall be afforded regular consultation concerning performances and provided written goals, objectives and criteria against which performance is reviewed. The Board will annually review the performance of the Executive Director.

ARTICLE XII. PUBLICITY

Publicity and advertising of the programs, services, and events of the Corporation may be released by the Executive Director and the President or any committee chairperson in consultation with and upon having obtained the prior approval of the Executive Director and/or President.

ARTICLE XIII. FINANCIAL POLICY

A. CONTRACTS

1. The President or Executive Director may enter into any contract or execute and deliver such instruments in the name of the Corporation as may be authorized by the Board. The Board may authorize any other officer or member of the Board to enter into any contract or execute and deliver an instrument in the name of the Corporation. Such authorization may be general or restricted to a specific instance.
2. Contracts over five thousand dollars (\$5,000.00) shall be approved in advance by the Board, except this authority may be delegated by the Board for specific projects or endeavors.

B. EXPENDITURES

All expenditures of the Corporation shall be in conformity with an annual budget. The Board approves an annual budget to be submitted by the Executive Director prior to the start of the fiscal year. All proposed expenditures not budgeted shall be referred to the Directors for action or a recommendation. All checks, drafts, or orders for the payment of money, notes, or other evidence in indebtedness issued in the name of the Corporation shall be signed by such officers and in such manner, as shall, from time to time, be determined by the Board. In the absence of such determination of the Board, such instruments shall be signed by the Treasurer, provided that checks in excess of one thousand dollars (\$1,000.00) shall be countersigned by the President, Executive Director, or such other officers of the Corporation as designated.

C. DEPOSITS

All funds of the Corporation shall be deposited and held to the credit of the Corporation in such federally insured banks, trust companies, or other depositories as the Board may select. To the extent possible, funds held in excess of foreseeable needs to meet obligations shall be held in interest-bearing accounts.

D. GIFTS

1. The Board may accept or reject, on behalf of the Corporation, any contribution, gift, bequest, or object for any specific or general purpose of the Corporation (including, for the avoidance of doubt, any financial gifts) based on alignment with the Corporation's mission, physical space requirements and collection management policies related to the care of objects.
2. No Director, officer or employee of the Corporation shall value any non-financial gift or donation to the Corporation for the tax purposes of the grantor of such gift.

E. PROPERTY

1. Real Property.
 - a. The Board shall govern and direct the acquisition, management, and disposal of all corporate real and personal property, except as otherwise set forth in Section XII.E.2 below. The authority to dispose of real property by sale, lease, or otherwise shall be vested solely in the Board, and the President shall execute and deliver all deeds or other instruments of conveyance as directed by an absolute majority of the Board then in office.
2. Collections Management.
 - a. The Board shall grant the Executive Director and the collections manager the authority to govern and direct the acquisition, management, and disposal of all property constituting the collections of the Corporation (the "Collections Property") and authority to dispose of Collections Property by sale, lease, or otherwise based on the policies approved by the Board.
3. For the avoidance of doubt, no sales or other disposition of property upon dissolution of the Corporation or otherwise shall be performed in such manner and be to such persons or organizations as to jeopardize retention of the Corporation's status as public charity pursuant to the provisions of Section 501-(c)(3) of the Internal Revenue Code of 1954, as amended.

F. FISCAL YEAR

The fiscal year of the Corporation shall begin January 1 and end on December 31 of the same year.

G. CONTRACTS WITH OFFICERS AND DIRECTORS

1. No officer, Director or employee shall be interested, directly or indirectly, in any contract or other financial or property transaction relating to the Corporation, unless expressly authorized by the Board. For purposes of this section, an officer, Director or employee is indirectly a party to a contract or other financial or property transaction if the other party to the transaction is an entity in which the officer, Director or employee has a material financial interest or of which the Director is an officer, director or general partner. Holdings of less than one percent (1%) interest in publicly traded stocks shall not be considered a direct or indirect interest.
2. Before approving any contract or other financial or property transaction, the Board shall utilize procedures consistent with establishing the validity of the Illinois Act. Generally, in the event of an actual or appearance of a direct or indirect interest by any officer, Director or employee, the Board shall assure that, at a minimum, the following procedures are employed:
 - a. The material facts of the contract and transaction and the interest of the officer, Director or employee are disclosed and made known to the Board.
 - b. The Board approves the contract or transaction at a meeting with quorum present, but any interested Director shall not vote on the contract transaction. The interested Directors may be counted for purposes of establishing whether a quorum is present.
 - c. At least two (2) bids, if possible, shall be considered in the event one (1) bid relates to any officer, Director or employee with an interest in the transaction.

ARTICLE XIV. BOOKS, RECORDS, AND SEAL

A. BOOKS AND RECORDS

1. The Treasurer's record and ledgers, the official minutes of the annual meeting and the meetings of the Board, and all official correspondence shall be kept and maintained in proper order as described in the Records and Retention Policy by the Executive Director at the offices of the Corporation. Such records may be inspected at any reasonable time by a Director but may not be removed from the office.
2. Records of anonymous gifts shall be available only to officers of the Corporation or in accordance with the term and conditions of the gift.

ARTICLE XV. WAIVER OF NOTICE

Whenever any notice is required to be given under the provision of the Illinois Act, the Articles of Incorporation, or these By-Laws, a written waiver thereof signed by the person entitled to such notice shall be deemed equivalent to the giving of such notice if such is permitted by the instrument or law requiring such notice be given.

ARTICLE XVI. AMENDMENT OF BY-LAWS

A. BY-LAWS MAY BE AMENDED

These By-Laws may be altered, amended, or repealed, in whole or in part by new By-Laws adopted by a two-thirds (2/3) majority of the Board at any meeting. The proposed revisions shall be mailed to the Directors at least two (2) weeks in advance of the meeting at which they are scheduled to be presented and voted upon.

B. PROCEDURE FOR AMENDMENT

Proposed amendments may be made by any Director of the Board with a majority of the Board voting in favor of having the proposed amendment decided by a By-laws committee. Upon receipt of such Board approved proposal, the President shall appoint a By-Laws committee consisting of at least two (2) Directors who shall review the proposed amendments and make recommendations regarding the same to the other Directors for their consideration in voting thereon. A final vote to approve new or revised amendments to the By-laws require a simple majority vote of the Board.

C. PERIODIC REVIEW

Every five (5) years the President shall appoint a committee for the purpose of reviewing and recommending revision to the By-Laws of the Corporation.

ARTICLE XVII. DISSOLUTION

A. CORPORATION MAY DISSOLVE

The Corporation may dissolve its affairs by a three-fifths (3/5) majority vote of the Directors. Written notice stating that the purpose, or one (1) of the purposes, of such meetings is to consider the advisability of dissolving the Corporation, shall be given to each Director entitled to vote at such meeting not less than ten (10) nor more than forty (40) days before the date of the meetings. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail addressed to the member at his/her address as it appears on the records of the Corporation, with postage thereon prepaid. Such notice may be done by fax or electronic transmission. Upon a decision to dissolve, the Corporation shall cease to conduct its affairs except that the Corporation shall immediately cause a notice of the proposed dissolution to be mailed to each known creditor of the Corporation and shall proceed to collect its assets and apply and distribute them in accordance with the law, the provisions of the Internal Revenue Code dealing with dissolution of section 501(c)(3) organizations and the Articles of Incorporation.

B. DISTRIBUTION OF PROPERTY

All property and assets subject to distribution shall be given to a not-for-profit educational or scientific institution or museum in Macomb or McDonough County, Illinois, which will utilize such property and assets in furtherance of the objectives of this Corporation. In the

event such an institution is not available in Macomb or McDonough County, then such property and assets will be offered to the Illinois State Museum or such other not-for-profit institution in the state of Illinois.

No sales or other disposition of property upon dissolution of the Corporation or otherwise shall be performed in such manner and be to such persons or organizations as to jeopardize retention of the Corporation's status as public charity pursuant to the provisions of Section 501-(c)(3) of the Internal Revenue Code of 1954, as amended.

Only an affirmative vote of the Board may authorize the sale of properties or disposition by lease, or otherwise of the Corporation.

ARTICLE XVIII. INDEMNIFICATION OF OFFICERS AND DIRECTORS

1. Directors shall not be liable and no cause of action may be brought, for damages resulting from exercise of judgment or discretion in connection with the duties or responsibilities of such Director or from an act or omission of the Director in rendering such services, unless the act or omission involved willful or wanton conduct. As used herein, willful or wanton conduct means a course of action which shows an actual or deliberate intention to cause harm or which, if not intentional, shows an utter indifference to or conscious disregard for the safety of others or their property.
2. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was a Director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which they reasonably believed to be in, or not opposed to, the best interests of the Corporation, or, with respect to any criminal action or proceeding, had reasonable cause to believe that their conduct was unlawful.
3. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against

- expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to the best interests of the Corporation, and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of their duty to the Corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.
4. Right of Indemnity. To the extent that a present or former Director, officer, employee or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Section 2 of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by them in connection therewith, if that person acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Corporation.
 5. Determination of Conduct. Any indemnification under this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the present or former Director, officer, employee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth under this Article. Such determination shall be made: (i) by the majority vote of the Directors who are not parties to such action, suit or proceeding, even though less than a quorum, (ii) by a committee of the Directors designated by a majority vote of the Directors, even though less than a quorum, or (iii) if there are no such Directors or if the Directors so direct, by independent legal counsel in a written opinion.
 6. Expenses and Advances. Expenses (including attorneys' fees) incurred by an officer, Director, employee or agent in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board in the specific case, upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that they are entitled to be indemnified by the Corporation as authorized in these By-Laws. Such expenses (including attorneys' fees) incurred by former Directors and officers or by persons serving at the request of the Corporation as directors, officers, employees or agents of another corporation, partnership, joint venture, trust or other enterprise may be so paid on such terms and conditions, if any, as the Corporation deems appropriate.

ARTICLE XIX. CONDUCT OF MEETINGS

Meetings shall be conducted pursuant to the provisions or Robert's Rules of Order.

All meetings of the Board and other committees, except for the nominating committee, shall be open to attendance by the public. With prior notice to the presiding officer of any such meeting, a member of the public may speak at any meeting subject to reasonable limits (which shall be a three (3) minute period, unless otherwise determined by the presiding officer) and decorum prescribed by the presiding officer. The Board and any committee may convene but the agenda shall be limited to personnel conduct issues of employees or officers.