**BY LAWS**

**Winfield Historical Society**

***(Approved As Amended May 16,2023***

***by the Winfield Historical Society Board of Directors)***

**ARTICLE I: NAME, MISSION AND PURPOSE**

**Section 1.1: Name.** The name of the Organization shall be the *Winfield Historical Society [WHS]*.

**Section 1.2: Legal Status.** WHS is organized exclusively for charitable purposes as a 501(c)(3) not-for-profit organization.

**Section 1.3: Mission.** The mission of the WHS is to research, collect, preserve and present the history of Winfield and to educate and engage the community in understanding the effects of its heritage on the present and the future.

**Section 1.4: Purpose.** The purpose for whichWHS is organized are as follows:

1. To collect, preserve, exhibit and interpret significant objects and documents that chronicle the history and cultural heritage of Winfield;
2. To promote the knowledge and appreciation of the history and cultural heritage of Winfield and the region;
3. To own, lease or otherwise with all property, real or personal, to be used in furtherance of the mission of the WHS;
4. To receive, hold, invest in, dispose of and otherwise administer artifacts and archival materials, monies, real estate, and any other form of property exclusively for the benefit of the membership and the general public.

**Section 1.5: Place of Business.** The principal place of business of WHS is located at the Hedges Station Museum in Oakwood Park of the Winfield Park District 0N557 Winfield Road, Winfield Illinois.

**Section 1.6: Collaborations.** The ownership, development, maintenance, and operation of the Hedges Station is governed by an agreement between WHS and the Winfield Park District, as amended or replaced from time to time.

**ARTICLE II: MEMBERSHIP**

**Section 2.1:** **Membership**. Membership is open to all persons, families, businesses, or organizations interested in supporting the mission of the WHS.

**Section 2.2: Membership Classifications**. The Board of Directors of the WHS (referred to as the “Board” or “Board of Directors) may establish different membership classifications for which the amount of dues may differ.

**Section 2.3:Payment of Dues**. Membership dues shall be determined annually by the Board. Membership is conferred upon the payment of dues.

**Section 2.4: Rights of Membership**. Active membership gives the right to vote on all matters of business concerning the Society. There will be no voting by proxy.

**Section 2.5: Voting Rights.** All classifications of membership shall have one vote.

**ARTICLE III: BOARD OF DIRECTORS**

**Section 3.1: Purposes.** The Board of Directors is responsible for overall policy and direction of the WHS.

**Section 3.2: General Powers.** The powers and responsibilities of the Board shall include but not be limited to the following:

1. Overseeing the activities and resources of the WHS in accordance with its mission and purpose;

Delegating duties of the management of the property, business, policies and affairs of WHS;

1. Electing officers from time to time;
2. Appointing agents from time to time for the transaction of business of WHS;
3. Coordinating objectives and expectations with the Curator;
4. Approving annually a working budget for WHS and providing fiscally responsible oversight for the assets for WHS;
5. Establishing committees for the operation of the WHS;
6. Providing for the development and review of policies and procedures for the conduct of business of WHS;
7. Treating confidentially all sensitive, privileged and proprietary information concerning WHS;
8. Determining and assessing critical needs of the community that may be within the ability of the WHS to address;
9. Enhancing and promoting the resources of WHS; and
10. Representing and promoting the image of WHS.

**Section 3.3** The WHS Board shall have the authority to transact any business which may arise between the regularly scheduled meetings of the Society.

**ARTICLE IV: DUTIES OF OFFICERS**

**Section 4.0: Board of Directors.** The following positions make up the Winfield Historical Society Board of Directors.

**Section 4.1: President.** The President shall preside at all meetings of the Society and of the Board of Directors and shall be ex-officio member of all Committees except the Nominating Committee.

**Section 4.2: Immediate Past President.** The Immediate Past President, if any , of the WHS automatically becomes an official advisor of the Board of Directors with voting rights. The person shall be the Chairman of the Nominating Committee.

**Section 4.3: Vice President.** The Vice-President shall perform the duties of the President in the absence or disability of the President.

**Section 4.4: Recording Secretary.** The Recording Secretary shall keep the minutes of the regular and special meetings of the Society and the Board of Directors. A copy of these minutes shall be forwarded to the Winfield Park District if requested.

**Section 4.5: Treasurer.** The Treasurer shall be custodian of the funds of the WHS~~,~~ shall keep *an*exact account of receipts and disbursements, and disburse monies only upon authorization of the President or any three members of the Board of Directors. The Treasurer shall present a report of the financial standing of the WHS at the Annual Meeting of the Society and give a report at the regular meetings. The Treasurer shall make the financial records available for an annual audit.

**Section 4.6: Curator.** The Curator shall keep an exact listing of all items, or objects, purchased, loaned or given to the Society and oversee their most effective display. The Curator shall be custodian of the books, records, papers, and manuscripts that may be part of the historical collections, loaned, given or purchased, and shall see that they are made available for display and reference with regard for their preservation*.*

**ARTICLE V: DUTIES OF EX OFFICIO**

**Section 5.1: Park District Liaison.** The Park District Liaison will be an appointed member selected by the Winfield Park District. Their primary role will be to serve as the point of contact for communication between the Winfield Historical Society and the Winfield Park District. Their secondary role will be to fill any duties as needed by the board.

**ARTICLE VI: COMMITTEES OF THE WHOLE AND AD HOC COMMITTEES** Committees whether Committee of the Whole or Ad Hoc Committees may be appointed by the President or Board of Directors whenever the need arises.

**ARTICLE VII: MEETINGS**

**Section 6.1 Annual Meeting.** The date of the Annual Meeting of officers for annual reports and other necessary business shall be determined by the Board of Directors. Election and installation of officers shall take place at this meeting in the even-numbered years.

**Section 6.2 Regular Meetings.** Regular Meetings of the Society shall be held each month or as otherwise determined by the President or Board of Directors.

**Section 6.3 First Meeting.** The first meeting of the new Board of Directors shall be held within one month of the Annual Meeting of the Society. Minutes of the Annual Meeting shall be read, corrected, and approved and committees appointed. There shall be other meetings of the Board of Directors every month unless otherwise determined.

**Section 6.4** **Special Meetings**. Special Meetings of the Society may be called by the President or the Board of Directors at any time.

**Section 6.5 Quorums**.

1. 50% plus 1 members of the Society, not including the presiding officer shall constitute a quorum of the Winfield Historical Society for transaction of business.
2. A majority of the Board of Directors shall constitute a quorum for the transaction of business.

**ARTICLE VIII: NOMINATIONS AND ELECTIONS**

**Section 7.1.** The WHS Board shall report a slate or slates of nominations at the Annual Society Meeting. Additional nominations may be made from the floor with the consent of the nominee.

**Section 7.2** When there is only one candidate for an office, nominees may be elected by voice vote. When there is more than one nominee, the members shall cast their votes in writing. The President shall preside over the election and shall prepare the ballots.

**Section 7.3**  The President, Vice-President, Recording Secretary, and Treasurer shall be elected in the even-calendar years to serve for two years or until their successors are elected.

**Section 7.4** In the event of a vacancy in office, the Board of Directors shall appoint an officer pro tem to serve until the next regular election.

**ARTICLE IX: AMENDMENTS**

**Section8.1** These By-Laws may be amended at the Annual Meeting of the Society by two-thirds of the members providing said Amendment/s have been presented at the previous meeting of the Society OR has received the unanimous approval of the Board of Directors.

**Section 8.2**  Amendments adopted at the Annual Meeting shall take effect upon the adjournment of the said meeting.

**ARTICLE X: AUTHORITY FOR GOVERNMENT**

Meetings shall be governed by *Roberts Rules of Order Revised* in all cases not covered by these By-Laws. All previous copies of the By-Laws of the Winfield Historical Society are rendered null and void.

**Approved** on this 16th day of May , 2023.

By: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Board President

**Attest:**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Board Secretary