

**BY-LAWS**  
of the  
**CENTRALIA CULTURAL SOCIETY**

Article I  
**PURPOSES**

The purposes of the Corporation shall be exclusively charitable and, in furtherance thereof, to promote, encourage, sustain and give material support and direction to cultural life within the Centralia area, insofar as within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954; provided, however, that no part of its net earnings will inure to the benefit of private members or individuals, and further provided that it will not as a substantial part of such activities, participate to any extent in a political campaign for or against any candidate for public office.

Article II  
**OFFICES**

The corporation shall have and continuously maintain in this State a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or without the State of Illinois as the board of directors may from time to time determine.

Article III  
**MEMBERS**

**Section 1. CLASSES OF MEMBERS.** The corporation shall have three classes of members. The designation of such classes and the qualifications of the members of such classes shall be as follows:

- a. Participating members shall be those persons who are active participants in the five affiliated groups of the Society, namely the Centralia Choral Society, the Centralia Philharmonic Orchestra, the Centralia Little Theater Players, the Centralia Palette and Brush Club, and Light and Lens, and who pay dues as prescribed by the Board of Directors. Each participating group shall furnish to the Secretary of the Society, prior to the annual meeting of the Society, a list of those persons who, as of November 1, were active members.
- b. Patron members shall be those members who contribute annually the amount of dues prescribed by the Board of Directors. The Executive Director of the Society, or other appropriate person, shall furnish to the Secretary, prior to the annual meeting, a list of those persons who, as of November 1, were patron members.
- c. Honorary members shall be those persons from time to time so designated by the board of directors.

**Section 2. VOTING RIGHTS.** Each participating and patron member shall be entitled to one vote on each matter submitted to a vote of the members; except that in the case of a family patron, two adult members of the family may each have a vote, and in the case of a business or corporate patron, two representatives of the business or corporation may each have a vote; provided further, that if a person is both participating member and a patron member, that person shall have one vote.

**Section 3. ADDITIONAL PARTICIPATING GROUPS.** Any group, the general function and purpose of which is consistent with the constitution of the society, and which has been active for at least two years, may petition the Board of Directors for membership as a participating group.

The petition, if granted by the board, will than be presented at the annual meeting of the members. If the petition is approved at the annual meeting, the petitioning group will be placed on provisional status for one year, with such rights and privileges as may be granted by the Board of Directors. At the next following annual meeting, the group's status will be reviewed and, if a majority of members present approves, the group will then be given full membership, and voting rights, as a participating group.

Article IV  
**MEETING OF MEMBERS**

**Section 1. ANNUAL MEETING.** An annual meeting of the members shall be held in November of each year

at a date and place designated by the Board of Directors, for electing directors at large and for the transaction of such other business as may come before the meeting. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the members called as soon thereafter as conveniently may be.

**Section 2. SPECIAL MEETING.** Special meetings of the members may be called either by the president, the Board of Directors, or not less than one-tenth of the members having voting rights.

**Section 3. PLACE OF MEETING.** The Board of Directors may designate any place, either within or without the State of Illinois, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors.

**Section 4. NOTICE OF MEETINGS.** Notice of meetings shall be given in accordance with the constitution. In case of a special meeting or when required by statute or by these By-Laws, the purpose for which it is called shall be stated in the notice.

**Section 5. INFORMAL ACTION BY MEMBERS.** Any action required to be taken at a meeting of the members of the corporation, or any other action, which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting for the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

**Section 6. QUORUM.** Five percent of the members eligible to vote shall constitute a quorum at an annual or special meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

**Section 7. PROXIES.** At any meeting of members, a member entitled to vote may vote either in person or by proxy executed in writing by the member or by his duly authorized attorney in fact. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

## Article V **BOARD OF DIRECTORS**

**Section 1. GENERAL POWERS.** The affairs of the corporation shall be managed by its Board of Directors.

**Section 2. NUMBER, TENURE AND QUALIFICATIONS.** The number of directors shall be eighteen, eight public or at-large directors, who shall be elected by the members at the annual meeting, on a staggered-term basis, for two-year terms. At-large directors shall be members of the corporation, but they shall not be members of any participating group. Ten directors representing the participating groups, namely: the presidents of each group, who shall serve ex-officio during their presidencies; and one director elected by each group for a two-year term. Each participating group shall be entitled to one alternate representative to the Board of Directors who may attend board meetings, and vote, when it is not possible for one of the regular representatives to do so. Each group shall select such alternate in a manner of its choosing.

**Section 3. REGULAR MEETING.** A regular annual meeting of the Board of Directors shall be held without other notice than this by-law, immediately after, and at the same place as, the annual meeting of members. The board of directors may provide by resolution the time and place for the holding of additional regular meetings of the board without other notice than such resolution.

**Section 4. SPECIAL MEETINGS.** Special meetings of the Board of Directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the board may fix any place, either within or without the State of Illinois, as the place for holding any special meeting of the board called by them.

**Section 5. NOTICE.** Notice of any special meeting of the Board of Directors shall be give at least two days previously thereto by written notice delivered personally or sent by mail to each Director at his address as shown by the record of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

**Section 6. QUORUM.** One-third of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board, provided, that if less than one-third of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

**Section 7. MANNER OF ACTING.** The act of a majority of the Directors, present at meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these by- laws.

**Section 8. VACANCIES.** Any vacancy of a Director at large occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

**Section 9. COMPENSATION.** Directors as such shall not receive any salaries for their services.

**Section 10. ADMINISTRATIVE COORDINATORS.** The Board of Directors shall have power to employ Administrative Coordinators and to prescribe the duties thereof. The Administrative Coordinators shall be responsible to the Board. The President shall approve vacation requests, use of time requests and similar matters. The Personnel Committee, with the President serving as ex-officio member, will evaluate the Administrative Coordinators on the anniversary of hiring each year, and at other times as directed by the Board, and recommend to the Board salary adjustments if appropriate.

## Article VI **OFFICERS**

**Section 1. OFFICERS.** The officers of the corporation shall be a president, one or more vice-presidents (the number thereof to be determined by the board of directors), a secretary, a treasurer, and such other officers as may be elected or appointed in accordance with the provisions of this article. All officers except the secretary and the treasurer must be chosen from among the directors. The board of directors may elect or appoint such other officers, including one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the board of directors.

**Section 2. ELECTION AND TERM OF OFFICE.** The President and Vice-President of the corporation shall be elected annually by the board of directors at the regular meeting of the board of directors. If the election or appointment of officers shall not be held at such meeting, such election or appointment shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new officers created and filled at any meeting of the board of directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

**Section 3. REMOVAL.** Any officer or agent elected or appointed by the board may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served thereby.

**Section 4. VACANCIES.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

**Section 5. PRESIDENT.** The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the board of directors. He may sign, with the secretary or any other proper officer of the corporation authorized by the board of directors, any deeds, mortgages, bonds, contract, or other instruments which the board of directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these by-laws or by statute to some other officer or agent of the corporation; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

**Section 6. VICE-PRESIDENT.** In the absence of the president or in the event of his inability or refusal to act, the vice-president (or in the event there be more than one vice-president, the vice-presidents, in the order of their election) 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. Any vice-president shall perform such other duties as from time to time may be assigned to him by the president or by the board of directors.

**Section 7. TREASURER.** The treasurer shall give a bond at expense of the Society for the faithful discharge of his duties in such sum and with such surety or sureties, as the board of directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these by-laws; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the board of directors.

**Section 8. SECRETARY.** The secretary shall keep the minutes of the meetings of the members and of the board of directors in one or more books provided for that purpose, 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 and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by-laws, keep a register of the post office address of each member; which shall be furnished to the secretary by such member; and in general perform all duties incident to the office of secretary by such member, and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the board of directors.

Article VII  
**Committees**

**Section 1. COMMITTEES OF DIRECTORS.** The board of directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the board of directors in the management of the corporation; but the designation of such committees, and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed upon it or him by law.

**Section 2. OTHER COMMITTEES.** Other committees not having and exercising the authority of the board of directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation and the president of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

**Section 3. TERM OF OFFICE.** Each member of a committee shall continue as such until the next meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

**Section 4. CHAIRMAN.** One member of each committee shall be appointed chairman.

**Section 5. VACANCIES.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**Section 6. QUORUM.** Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

**Section 7. RULES.** Each committee may adopt rules for its known government not inconsistent with these by-laws or with rules adopted by the board of directors.

Article VIII  
**CONTRACTS, CHECKS, DEPOSITS, FUNDS and GIFTS**

**Section 1. CONTRACTS.** The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

**Section 2. CHECKS, DRAFTS, ETC.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent, or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or vice-president of the corporation.

**Section 3. DEPOSITS.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select.

**Section 4. GIFTS.** The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the corporation.

Article IX  
**BOOKS and RECORDS**

The corporation shall keep correct and complete books, records of account, minutes of the proceedings of its members, board of directors, and committees having any of the authority of the Board of Directors. The corporation shall

also keep, at the registered or principal office, a record giving the names and addresses of members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

Article X  
**FISCAL YEAR**

The fiscal year of the corporation shall begin on the first of September and end on the last of August in each year.

Article XI  
**DUES**

*Section 1. ANNUAL DUES.* The board of directors may determine from time to time the amount of annual dues payable to the corporation by members of each class.

*Section 2. PAYMENT OF DUES.* Dues shall be payable as determined by the board of directors.

*Section 3. DEFAULT AND TERMINATION OF MEMBERSHIP.* When any member of any class shall be in default in the payment of dues for a period of six months from the beginning of the period for which such dues became payable, his membership may thereupon be terminated.

Article XII  
**SEAL**

The board of directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Illinois."

Article XIII  
**WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XIV  
**DISSOLUTION**

Upon dissolution of the Society, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Society, dispose of all of the assets of the Society exclusively for the purposes of the Society in such manner, or to such organization or entity under Section 501 (c) (3) of the Internal revenue Code 1954 as amended, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the circuit Court of the Marion, the County in which the principal office of the Society is then located, exclusively for such purposes or to such organizations or entities as said Court shall determine which are organized and operated for the purposes stated in this paragraph.

Article XV  
**AMENDMENTS TO BY-LAWS**

These by-laws may be altered, amended or repealed and new by-laws adopted by a majority of the directors present at any regular meeting or at any special meeting, provided that at least two days written notice is given of intention to alter, amend or repeal or to adopt new by-laws at such meeting.