Bylaws of the
McHenry County Historical Society

(approved by the Membership in July 2026)

ARTICLE I: Purposes

The purposes of the corporation, the McHenry County Historical Society, hereinafter the Society, as stated in its certificate of incorporation are:

A. To bring together those people interested in history, especially in the history of McHenry County, Illinois.

B. To discover and collect any material which may help to establish or illustrate the history of McHenry County including its exploration, settlement, development, and its progress.

C. To preserve such material and to provide for its accessibility, as far as may be feasible, to all who wish to examine or study it; to cooperate with officials in ensuring the preservation and accessibility of the records and archives of the county and of its cities, towns, villages, and institutions; and to strongly encourage the preservation of historical buildings, monuments, and markers.

D. To disseminate historical information and arouse interest in the past by publishing historical material in the newspaper or otherwise; by holding meetings, presenting pageants, addresses, lectures, papers and discussion; by marking historic buildings, sites and trails; and by using electronic media to awaken public interest and to present history.

E. To cooperate with other history-based organizations to collect and preserve McHenry County materials of historic significance so that these materials can be made available to students, scholars and the general public.

F. The Society also shall have such powers as are now or may hereafter be granted by the General Not for Profit Corporation Act of the State of Illinois. 805th chapter of 1986 Illinois compiled status (805 ILCS105/105.5)

ARTICLE II: Offices

The Society shall have and continuously maintain in this county a registered office and registered agent whose office is identical with such office as is registered with the State.

ARTICLE III: Members

SECTION I- Classes of Members

The Society shall have six (6) classes of members. The designation of such classes and qualifications of the members of such classes is as follows:

A. Individual Memberships: An individual applies for membership and pays dues as may be determined from time to time for such membership.

B. Family Memberships: A family, living at the same address, applies for membership and pays dues as may be determined from time to time for such membership.

C. Life Memberships: An individual(s) who applies for membership and pays the fee for such membership in one payment.

D. Organizational Memberships: A social, service, fraternal or similar organization which applies for membership and pays dues as may be determined from time to time for such membership.

E. Governmental Memberships: The County Board, townships and municipalities which apply for membership and pay dues based on a proportional population scale as may be determined from time to time for such membership.

F. Honorary Memberships: Honorary Memberships may be given at the discretion of the Board of Directors.

SECTION II- Voting Rights

A. Each paid membership shall be entitled to one vote on each matter put to a vote of members.

B. Membership in this Society is not transferable or assignable.

ARTICLE IV: Meetings of Society Members

SECTION I- Annual Meeting

The Annual Meeting of the members of the Society shall be held in the month of July of each year at a time prior to the regular July Board of Directors meeting. The Annual Meeting time and place will be designated by the board and announced to the membership at least 30 days prior, for the transaction of such business as may come before the meeting. Board of Director elections will be held at this time but may be prior to the Annual Meeting by mail and/or electronic ballot.

SECTION II- Special Meetings

Special meetings of the Society members may be called either by the President, the Board of Directors or by petition signed by fifteen (15) Society members.

SECTION III- Notice of Meetings

Written or electronic notice stating the place, date and hour of any meeting of Society members shall be provided to each member entitled to vote at such meeting, not less than ten (10) business days before the date of such meeting, by or at the direction of the Board President.

SECTION IV- Quorum

The majority of Society members present at any Society member meeting, such as the annual meeting or a special meeting, shall constitute a quorum at such meeting.

ARTICLE V: Board of Directors

SECTION I- General Powers

The affairs of the Society shall be governed by the overall policies as determined by its Board of Directors, and the Society's Executive Director shall be under the direction of the Board.

SECTION II- Number, Tenure and Qualifications

A. The number of Directors shall be as many as seventeen (17). Each of the Directors shall be elected by Society members no later than July. Every effort shall be made to have the broadest county-wide representation on the Board of Directors, with a special focus on a Director from each of the seventeen (17) townships.

B. Directors shall be elected for a term of three (3) years which coincide with the Society's fiscal year. Each Director must be a paid-up member of the Society. The President, Vice-President, Secretary, and Treasurer shall each be a Director during the respective term in office.

C. If a Director is absent without good cause from three (3) successive Board meetings, he/she shall be dropped from the Board and a successor shall be appointed.

SECTION III- Regular Meetings

Regular meetings of the Board of Directors shall be held monthly (except in December) at a time and place established by the Board of Directors. The regular Board of Director meetings may be in-person or virtual as announced.

SECTION IV- Special Meetings

A. Special meetings of the Board of Directors may be called by the Board President or by any five (5) Directors.

B. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously by written or electronic notice.

SECTION V- Quorum

A majority of the sitting Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

SECTION VI- Vacancies (A current Board Director is unable to fulfill their term.)

Any vacancy occurring on the Board of Directors shall be filled by the Board of Directors. A Director appointed to fill a vacancy shall serve until he/she can be elected by the entire membership to complete the remaining years of the vacated term.

SECTION VII- Honorary Directors

The Executive Committee or any Board Director may nominate any former Director of the Society for appointment as an Honorary Director. The purpose of the position is to acknowledge past service to the Society. The Executive Committee shall consider nominations for appointment as Honorary Director and make its recommendation to the Board. All recommendations shall be voted upon by the Board of Directors. The position of Honorary Director is a lifetime appointment without voting privileges. All Honorary Directors may upon request receive copies of the agenda and minutes of every meeting and shall have the same right to be recognized and heard by the Board as other Directors.

ARTICLE VI: Officers

SECTION I- Officers

The Officers of the Society shall be a President, Vice President, Secretary, and Treasurer.

SECTION II- Election and Term of Office

The President and Secretary of the Society shall be elected on odd years and the Vice President and Treasurer on even years by the majority of the Board of Directors at the first regular Board of Directors meeting following the Annual Meeting. Vacancies may be filled at any meeting of the Board of Directors.

SECTION III- President

The President shall be the principal executive officer of the Society and shall supervise and control all business and affairs of the Society. The president shall preside at meetings of the members and of the Board of Directors. The President shall render an annual report to the membership based on the fiscal year. The President shall sign, with the Secretary or any other proper officer of the Society authorized by the Board of Directors, deeds, mortgages, bonds, contracts and other instruments which the Board of Directors has authorized to be executed, except where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or

agent of the Society; 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.

SECTION IV- Vice President

In the absence of the President or in the event of the President's inability or refusal 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. The Vice-President shall perform such other duties that may be assigned to him/her by the President or by the Board of Directors.

SECTION V- Secretary

The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors retaining such minutes in accordance with the Society's Document Retention Policy, assure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the Society records and of the seal of the Society and assure that the seal is affixed to all required documents; perform all duties incident to the office of -Secretary, and perform other such duties as may be assigned by the President or by the Board of Directors.

SECTION VI- Treasurer

The Treasurer shall be responsible for ensuring all Federal and State reporting documents are filed as required and for maintaining required financial records. He/She shall follow all adopted Society financial policies. Monies paid out by numbered checks shall be signed by the Treasurer or in the absence of the Treasurer by the President or Executive Director. The Treasurer shall render an annual report based on the fiscal year and serve as a member of the Finance Committee. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Directors shall determine the cost of such bond to be borne by the Society. The Treasurer shall perform such other duties as may be assigned to him/her by the President or the Board.

ARTICLE VII: Board Committees

All Board Committees shall report to the Board of Directors, keep minutes of their meetings and make reports at the Society's Annual Meeting.

SECTION I- Committees

A. Executive Committee - The Executive Committee, composed of the Officers of the Society, shall be responsible for policy reviews, strategic planning, the consideration and recommendation of Honorary Board members, job applications for the Executive Director position, and is authorized to act when necessary on behalf of the Board of Directors. The committee may appoint additional ad hoc committees and designate the duties of such committees.

B. Finance Committee - The Finance Committee shall provide input in establishing the budget. It shall be the finance committee's responsibility to suggest the long-range financial goals of the Society and the means for achieving those goals. The committee shall make recommendations to the Board concerning investments and other sources of income.

C. Governance Committee - The Governance Committee shall be responsible for assessing current and anticipated needs related to Board composition; identifying potential Board member candidates and

exploring their interest and availability to serve; nominating individuals to be elected to the Board; overseeing a process of board orientation; periodically reviewing board member participation, monitoring conflicts of interest, nominating board members for officer positions, and planning the Annual Meeting in collaboration with the Executive Committee and Staff.

D. Historic Sites Committee - The Historic Sites Committee shall be responsible for determining the historical significance and validity of McHenry County sites/structures and propose candidates for a Society plaque; for marking historical sites/structures that are approved by a majority vote of the sitting Board of Directors; for arranging historical tours and for promoting restoration and preservation.

SECTION II- Chairperson

Committees shall appoint a chairperson.

SECTION III- Vacancies

Vacancies in the membership of any committee shall be filled by appointment by the President and the committee chairperson.

SECTION IV- Quorum

A majority of the whole committee shall constitute a quorum.

SECTION V- Rules

Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE VIII: Books and Records

The Society shall keep correct and complete books and records of account and shall also keep minutes of the official proceedings of the organization (Article IV, Section I and Section II and Article V, Section III and Section IV A). All original records of Officers, Directors and committees shall be the property of the Society. All books and records of the Society may be inspected by any member, or his/her agent or attorney for any purpose at any reasonable time.

ARTICLE IX: Fiscal Year

The fiscal year of the Society shall begin on the first day of July and end the last day of June in the following year.

ARTICLE X: Dues

SECTION I- Annual Dues

The Board of Directors may determine the amount of dues payable to the Society by members of each class.

SECTION II- Dues Payment

Dues shall be payable on the anniversary date of membership, independent of the Society's fiscal year.

ARTICLE XI: 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 Society and the words "Corporate Seal, Illinois."

ARTICLE XII: 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 bylaws of the Society, a waiver thereof in writing signed by the President, Executive Director or registered agent of the corporation, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII: Amendments

These bylaws may be amended or repealed, and new bylaws may be adopted by a majority of members of this Society present at any regular meeting, such as the annual meeting or special meeting, provided at least ten (10) business days written notice is given of the intention to amend, or repeal or adopt new Bylaws at such meeting. Such notice may be published in the regular newsletter of the McHenry County Historical Society.

ARTICLE XIV: Dissolution of Society

Should the Society, an Illinois Corporation, Not For Profit, dissolve, or become inactive, for lack of officers to serve in carrying out the purposes for which it was incorporated or, if after a period of three (3) years of inactivity or non-function on the part of the then officers, or for lack of new officers to reactivate the McHenry County Historical Society, its artifact collection, real estate, funds, monies, accounts and all the rest and residue of any property of any kind or description then owned by the Society shall be disbursed to museums, historical preservation institutions or other appropriate, qualified, and like-minded organizations, preferably within McHenry County, but not necessarily limited to that area. Library resources of said Society shall be disseminated to appropriate, qualified museums, libraries and learning centers, and other archives within, but not necessarily to, McHenry County.