

Calumet Heritage Partnership Bylaws~~YLAWS~~

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ARTICLE I

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This not-for-profit organization, incorporated in the State of Indiana, ~~with authorization to conduct business in the State of Illinois,~~ shall be known as the Calumet Heritage Partnership, hereinafter referred to as “the Partnership.”

ARTICLE II

Purposes

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Section 1. ~~The mission of the Calumet Heritage Partnership is to enrich lives through stewardship and interpretation of the Calumet Region’s Heritage. The mission of the Partnership is to identify, preserve, and reclaim the natural, historical, and cultural heritage of the Calumet Region of Illinois and Indiana for the purpose of educating and inspiring the public, restoring regional pride, promoting recreational use compatible with the environmental setting, and revitalizing the communities and their interconnections.~~

Section 2. To accomplish the purposes stated in Section 1 above, the Partnership shall encourage public and private local, regional, and national recognition of the Calumet Heritage Area; work toward establishing a continuous physical linkage in the Calumet area as defined; promote the development of programs that will advance the general purposes of the Partnership; and work cooperatively with all interested parties, including, but not limited to, businesses and industry, resource advocacy groups, municipalities and other jurisdictions, and other organizations and individuals whose property or interests may be affected by the establishment of the Calumet Heritage Area.

Section 3. Powers

- A. To fulfill these purposes, the corporation may enter into contracts, enter into cooperative arrangements with individuals, government entities, profit or not-for-profit corporations, associations, groups, societies, charitable, social, religious, educational or scientific organizations; it may solicit contributions, charge fees, hire staff, acquire personal property and/or engage in any other activity it so chooses, PROVIDED however, that it may not do anything contrary top Section 501(c)(3) of the Internal Revenue Code of the United States, now or as it may from time to time be amended, governing not-for-profit, tax exempt organizations.

- B. To have, hold, exercise, and enjoy all furtherance of the purposes set forth hereinabove, the corporation shall have all of the rights, powers, privileges, and immunities granted, and not expressly denied, by the ~~Illinois and~~ Indiana Not-For-Profit Corporation Act, as now or hereafter amended, and under the common law as may be necessary, convenient or expedient in order to accomplish the purposes set forth hereinabove, ~~but subject to any limitation or restriction imposed by the Illinois Not-For-Profit Corporation Act, by any other law, by these By-Laws, or by the Articles of Incorporation.~~

ARTICLE III

Membership

~~Any organization or individual that supports the mission of the Partnership, files an application and submits the annual dues, shall be a member. A member that is delinquent in dues payment for more than three months is no longer a member. A member that demonstrates lack of respect for the Partnership or its members or fails to support the Partnership's mission shall be expelled. Such expulsion shall not be arbitrary or capricious and requires agreement by a two-thirds majority of the Board members present at a regularly scheduled Board meeting or a special meeting called as stated in Article VI, Section 2 of these bylaws.~~

ARTICLE ~~IV~~ VIII

Board of Directors

~~Section 1. The officers of the Partnership should be a President, a First Vice-President, a Second Vice-President, a Secretary, a Treasurer and up to 10 Directors. The first and second Vice-Presidents should reside in and represent different states, Indiana or Illinois. The Board of Directors shall have no less than three officers including a President, Secretary, and Treasurer.~~

~~Section 12. The Directors shall be elected to the Board of Directors via a simple majority vote of the Board of Directors at the Annual Meeting. The Board of Directors shall have no less than three officers including a President, Secretary, and Treasurer. The Board of Directors shall have no less than seven (7) and no more than fifteen (15) members, including five officers: President, Vice-President (Illinois), Vice-President (Indiana), Treasurer and Secretary.~~

Section ~~232~~. Committee Chairpersons or their designees are expected to regularly report on their committee's activities at meetings of the Board of Directors. Committee Chairpersons or their designees may deliver their reports verbally at meetings of the Board of Directors or may submit written reports. Committee Chairpersons or their designees who attend meetings of the Board of Directors to

deliver their report, and who are not members of the Board of Directors, do so in an advisory capacity without a vote.

Section ~~343~~. The Board of Directors shall manage the affairs of the Partnership in the interim between meetings of the membership, with power generally to discharge the duties of the organization, but not to incur debts, except for current expenses, unless specifically authorized. ~~The Board of Directors shall report to the general membership at the nearest general meeting, of actions taken, which shall form part of the permanent written record of the Partnership.~~

Section ~~454~~. The corporate powers, property, and affairs of the Partnership, subject to the limitations contained in the Indiana Revised Code and the Articles of Incorporation, shall be exercised, conducted, and controlled by the Board of Directors, ~~each of whom shall be a member of the Partnership.~~

Section 56. A quorum for a board meeting shall consist of one-half of the members of the Board of Directors then in office rounded up to the nearest whole number if the number of members of the Board of Directors then in office is an odd number. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present.

Section 67. Majority Action as Board Action: Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

Section 78. Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any Director, and (2) whenever the number of authorized Directors is increased. Any Director may resign effective upon giving written notice to the Chair of the Board, the Secretary, the Executive Director/President, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state. Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the Board may be filled by approval of the Board of Directors. If the number of Directors in office is less than the required three, a

vacancy on the board may be filled by approval of a majority of Directors then in office or by a sole remaining Director. A person elected to fill a vacancy on the Board shall hold office and complete the term vacated unless he or she dies, resigns or is removed from office.

ARTICLE IV

Officers

Section 1. ~~Section 1. The officers of the Partnership shall be a President, a Secretary, and a Treasurer. There should also be two Vice-Presidents and they should reside in and represent different states, Indiana and Illinois. The officers of the Partnership shall be a President, Vice-President (Illinois), Vice-President (Indiana), Secretary, and Treasurer. There should also be a Vice-President (Illinois) and a Vice-President (Indiana).~~ These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Partnership. Disbursement of Partnership funds requires the signature of any two of the ~~four current~~ officers of the Partnership.

Section 2. The officers shall be elected at the annual meeting to serve a term of ~~one~~ two years or until their successors are elected. Their term of office shall begin upon adjournment of the annual meeting. No officer shall be elected without giving prior consent. All shall serve without compensation.

Section 3. No person shall hold ~~office if he is not a member, and no member shall hold~~ more than one office at a time.

Section 4. It shall be the duty of the President to preside at all meetings of the members, and the Board of Directors, and, in general, to perform all the duties usually incident to such office.

Section 5. It shall be the duty of the Vice-Presidents to perform all the duties of the President, in case of the latter's absence or disability. The Vice-Presidents shall determine membership needs and direct membership activities including recruitment, public education, communications, and others as directed President.

Section 6. It shall be the duty of the Secretary to record the minutes of all meetings and distribute those minutes to the respective members and to others as directed by the President; on the expiration of the term of office, to deliver all books, papers, and property of the Partnership in his hands to the successor or to the President; in general to perform all the duties usually pertaining to the office.

Section 7. The Treasurer shall be responsible for administering and accounting for all monies and other tangible assets belonging to the Partnership, in accordance with directions from the Board of Directors; make all reports concerning the

Partnership as may be required by the State of Indiana or the Internal Revenue Service; present statements of the financial condition of the Partnership at all meetings and on the expiration of the term of office, shall deliver all the money and other property of the Partnership in his hands to a successor or to the President. The books shall be available for an annual audit.

ARTICLE VI

Meetings

Section 1. Regular ~~quarterly~~ meetings shall be scheduled with programs pertaining to the goals and objectives of the Partnership as stated in Article II, Sections 2 and 3. At least seven (7) days notice will be given of the meeting date, time, location, and business to be acted upon.

Section 2. Special meetings ~~of the membership~~ shall be held upon call of the President or a majority of Board members, at such times and places they shall determine, after written notice of not fewer than seven (7) days prior to the meeting ~~is given is sent to all members.~~

Section 3. The annual meeting of the ~~membership organization~~ shall be held in the ~~month first half of the year of January~~ at a time and a place set by the President after written ~~notice is notice is sent to all members given.~~ Written notice shall be given ~~to all members~~ at least seven (7) days prior to the meeting.

Section 4. ~~The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern the Partnership in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Partnership may adopt. All meetings of the membership and the Board of Directors shall be governed according to the Roberts Rules of Order, Revised.~~

ARTICLE VII

Committees

~~Committees, standing or special, may be established by the Board of Directors as necessary to realize the mission and goals of the Partnership. The President shall appoint their members unless this rule is suspended by a two-thirds vote of the Board of Directors before their appointment. All committees shall make regular reports to the Board of Directors. The President shall be an ex officio member of all committees except the Nominating Committee and any disciplinary committees.~~
Section 1. The Board of Directors may establish any committee necessary to realize the purposes and goals of the Partnership. The President shall appoint, after review by the Board of Directors, committee chairpersons, who shall select their committee members. All committees shall make regular reports to the Board of Directors.

~~Section 2. Such other committees, standing or special, shall be appointed by the President, as the Partnership or Board of Directors shall, from time to time, deem necessary to carry on the work of the Partnership. The President shall be an ex-officio member of all committees.~~

ARTICLE VIII

Dues

~~Annual membership dues shall be payable according to the amount and billing policy set by the Board of Directors and ratified by the general membership. Each member in good standing shall be entitled to one vote.~~

ARTICLE IX

Amendments

Section 1. These bylaws may be amended at any regular or special meeting of the Partnership provided ~~the membership has had not less than~~ fourteen (14) days prior written notice of the proposed change(s) has been given. The notice shall refer to the Section to be amended, the proposed amendment, and give the date, time, and place of the meeting when the amendment will be presented.

Section 2. A two-thirds (2/3) vote of the Board members present shall be required to ratify any change or amendment.

Section 3. A Board members shall have the right to inspect the records of the Partnership but not necessarily the records belonging to individuals or member organizations.

~~Section 4. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.~~

~~Section 5. The Directors and officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of this state.~~

~~Section 6. Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, officer, employee or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity arising out of the agent's status as such, whether or not the Corporation would have the power to~~

indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE IX

Disclaimer

As provided for in Chapter 23-17-16 of the Indiana Code, all Officers serving the Partnership shall be indemnified and held harmless for any actions taken on behalf of the Partnership.

Approved by unanimous vote on January 27, 2000.

Amended July, 2005

Amended January, 2015

Amended January 26, 2017