

Calumet Heritage Partnership BYLAWS

ARTICLE I

Name

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

Section 1. 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 to 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 [handwritten addition] 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 members present at a regularly scheduled meeting or a special meeting called as stated in Article VI, Section 2 of these bylaws.

ARTICLE IV

Board of Directors

Section 1. 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 2. 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 3. 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 4. 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.

ARTICLE V Officers

Section 1. The officers of the Partnership shall be a President, Vice-President (Illinois), Vice-President (Indiana), Secretary, and Treasurer. 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 year 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 members, at such times and places they shall determine, after written notice of not fewer than seven (7) days prior to the meeting is sent to all members.

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

Section 4. All meetings of the membership and the Board of Directors shall be governed according to the Roberts Rules of Order, Revised.

ARTICLE VII

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). 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 members present shall be required to ratify any change or amendment.

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

ARTICLE X

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