

CONSTITUTION
PRESERVATION AND CONSERVATION ASSOCIATION OF CHAMPAIGN COUNTY
Revised January 2019

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PRESERVATION AND CONSERVATION ASSOCIATION OF CHAMPAIGN COUNTY

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CONSTITUTION

PRESERVATION AND CONSERVATION ASSOCIATION OF CHAMPAIGN COUNTY

ARTICLE I. NAME, DEFINITION, AND PURPOSES

Section 1. Name of the Corporation

The name of the Corporation is the Preservation and Conservation Association of Champaign County, and it may be referred to as “PACA” for purposes of identification where the full legal name is not required.

Section 2. Definition and Purposes

The Corporation is organized to operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), and to foster and encourage preservation and conservation, focusing on the built environment of Champaign County and East Central Illinois. In furthering such purposes, the Corporation shall: research and document properties; acquire and disseminate information; study, propose, and support relevant legislation and public planning; raise funds for the acquisition and ownership of real and personal property, and for the operation of the Corporation; provide support through technical assistance to others; build coalitions with other preservation and conservation groups; provide educational services and benefits to the public; engage in litigation on behalf of its members; and conduct such other activities as authorized by the Corporation.

No substantial part of the Preservation and Conservation Association of Champaign County’s activities shall be the carrying on of propaganda, and PACA shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office. Notwithstanding any other provision of this Constitution and Bylaws, the Preservation and Conservation Association of Champaign County shall not carry on any other activities not permitted (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

The Preservation and Conservation Association of Champaign County shall at all times conform to all provisions of law, both state and federal, and regulations which may from time to time be issued by the Internal Revenue Service.

ARTICLE II. MEMBERSHIP

Section 1. Classes of Membership

The classes of membership shall be as follows: Individual, Family, Civic, and Corporate.

a. Individual Membership

Any person who wishes to support the purposes of the Corporation may become an Individual Member upon completion of an application form and payment of dues.

b. Family Membership

Any family that wishes to support the purposes of the Corporation may apply for a Family Membership. This shall include all members of a household, with no more than two members being over the age of twenty-one.

c. Civic Membership

Any nonprofit organization or public body that wishes to support the purposes of the Corporation may become a Civic Member upon completion of an application form and payment of dues.

d. Corporate Membership

Any for-profit organization that wishes to support the purposes of the Corporation may become a Corporate Member upon completion of an application form and payment of dues.

Section 2. Termination of Membership

Termination of membership for nonpayment of dues may be done by the Board of Directors. Termination of membership for other sufficient cause may be done by the Board of Directors. Any member may resign by submitting written notice of resignation to the Secretary of the Corporation.

Section 3. Regulations Regarding Membership

Subclasses of membership and other conditions and regulations of membership shall be determined and fixed by the Bylaws and may be changed by action of the Board of Directors.

ARTICLE III. MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting

An Annual Meeting of the membership of the Corporation shall be held in March or April, as practicable, for the purpose of electing members to the Board of Directors, presenting an annual financial report, and transacting such other business as may properly come before the Corporation. The time and place of the Annual Meeting shall be determined by the Board of Directors.

Section 2. Additional Meetings

In addition to the Annual Meeting, other meetings of the membership may be called by the Board of Directors or by written request of 10 percent of the voting members of the Corporation.

Section 3. Notice of Meetings

Written notice of each meeting of the membership of the Corporation, stating the place, day, hour, and purpose for which the meeting is called, shall be delivered to all members of the Corporation, not less than fourteen nor more than forty days before the date of the meeting. Delivery shall be via a printed direct special mailing, but notice of meetings may also be published in the newsletter and posted electronically, including to members' email addresses, facsimile numbers, or other contact devices appearing in the records of the Corporation.

Section 4. Eligibility to Vote.

At any meeting of the membership, those eligible to vote shall include all Members as follows. Individual Members are eligible to vote individually; Family Members shall have one vote for each of a maximum of two adult persons per household; Civic Members shall have one vote each, to be cast by an official representative, designated in writing; Corporate Members shall have one vote each, to be cast by an official representative, designated in writing. All those eligible to vote at any meeting of the membership shall have been paid registered members for not less than fourteen calendar days prior to the date of the meeting. Membership status shall be verified prior to actual voting on any issues.

Section 5. Quorum

Ten percent of those eligible to vote, present in person or by early voting shall constitute a quorum at any meeting of the membership.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. General Powers and Responsibilities

The Preservation and Conservation Association of Champaign County shall be governed, managed, controlled, and conducted by and under the supervision of its Board of Directors, subject to the provisions of this Constitution and the organization's Bylaws. The Board of Directors shall be responsible for enabling achievement of PACA's purposes by establishing goals and policies, providing and managing resources, approving programs, and assuring PACA's compliance with applicable statutory, regulatory, and accreditation standards and in such ways as to assure the continuity of the Corporation.

Section 2. Number, Tenure, and Qualifications of Directors

The number of directors shall be nine. The term of office shall be three years. Directors shall be Individual or Family members of the Corporation.

At each Annual Meeting of the Corporation, one-third of the directors shall be elected for a term of three years, and shall hold office until their successors are duly elected.

A director may be elected for an additional term, but may not serve as a member of the Board of Directors for more than six consecutive years. A person who has served for six consecutive years shall again be eligible to serve as a member of the Board of Directors after at least one year has elapsed since the end of the last service. In addition, to the extent that a director with a remaining term of one or two years at the time of the Annual Meeting has resigned, died, or otherwise been removed, a director shall be elected to fulfill the remainder of such term. A director elected to fulfill a term of less than two years may be elected to office for two subsequent terms in succession. Directors shall assume their responsibilities at the first meeting of the Board of Directors following their elections.

The Board of Directors may establish such additional qualifications for membership as the Board shall deem necessary or desirable.

Section 3. Nomination and Election of Directors

Except with respect to the filling of any vacancy, the members of the Board of Directors shall be elected at the Annual Meeting. Early in the calendar year the Nominating Committee shall distribute to the membership a call for nominations for openings on the board; nominations must be submitted to the committee by 45 days before the Annual Meeting. After reviewing potential candidates to be sure they meet qualifications [see Article IV, Section 2, and below], the Nominating Committee shall present a final slate 30 days before the Annual Meeting.

The Nominating Committee [see Article VIII, Section 1] shall make every best effort to present candidates who support the purpose of the organization and who contribute to a balance on the board of those with knowledge in historic preservation, architectural history, and

architectural salvage, as well as community and neighborhood issues. Nominees will be invited to provide a brief statement explaining their interest in being nominated, which statements will be distributed to the membership prior to the election. No one shall be nominated who has not signified his or her willingness to serve, or whose current membership cannot be verified.

No less than 30 days before the Annual Meeting, notice of the meeting and the slate of candidates shall be distributed to the membership via a printed direct special mailing. Notice of meetings and the slate may also be published in the newsletter and posted electronically. All notices to the membership must also indicate that early voting will be possible at the PACA Warehouse for the two-week period ending at the Warehouse's closing hour on the Saturday prior to the Annual Meeting. Each person eligible to vote may cast one vote for each member of the Board to be elected. A record of those voting will be kept at the early voting and Annual Meeting voting sites. The candidates receiving the most votes shall be elected to the open positions.

Section 4. Compensation

All members of the Board of Directors and its officers shall serve without pay, but may, upon request, be reimbursed for expenses incurred and approved by the Board of Directors.

Section 5. Meetings of the Board of Directors

An initial meeting of the Board of Directors shall be held as soon as practicable after the Annual Meeting of the Corporation, for the purpose of electing officers and transacting such other business as may properly come before the meeting. The Board of Directors shall meet regularly thereafter.

Section 6. Quorum

A majority of the members of the Board of Directors present in person shall constitute a quorum at any meeting of the Board of Directors. A director may participate at any meeting via conference call, web camera, or other electronic medium in which the director can hear all other directors, and all other directors may hear such directors. If a quorum shall not be present, the directors present thereat may adjourn the meeting, until a quorum shall be present.

Section 7. Voting

Each director shall have one vote, and a simple majority of those present at any meeting of the Board of Directors shall be required to take formal action. Voting by proxy shall not be permitted. Voting that is conducted so that all members can hear all other members and can participate in the discussion is acceptable as the final vote, assuming a quorum is present.

In unusual circumstances when a meeting of the Board of Directors is not possible or practical, Directors may discuss issues and vote electronically. If a vote takes place electronically, that vote must then be recorded in the minutes of the following regular meeting of the Board.

Section 8. Vacancies on the Board of Directors

Any director may resign by submitting written notice of resignation to the Secretary. Upon the resignation of any director, if the vacancy thereby created occurs more than 90 days prior to an Annual Meeting, the Board of Directors shall elect a successor recommended by the Nominating Committee. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Vacancies of less than 90 days may be filled at the discretion of the Board of Directors. In either case, election shall be by the affirmative vote of a majority of the current members of the Board of Directors present at the meeting where such matters are to be considered, and where a quorum is present.

Section 9. Removal of Directors

It is expected that members of the Board of Directors will attend every meeting of the Board. If a director misses three meetings consecutively, or four meetings in a twelve-month period, he or she will be asked to resign. Extenuating circumstances, such as illness, may be taken into consideration.

In addition, if, in the opinion of two-thirds of the members of the Board of Directors, a director is no longer capable of carrying out the purposes of the organization, or engages in behavior that may potentially discredit or question the legitimacy of the organization or the credibility of Board members, the Board may recommend that he or she be voted off the board. Any director may be removed by a two-thirds vote of the membership present and eligible to vote in a special meeting called to consider such an action (see Article III, Meetings of the Membership). Should a director be removed, the resulting vacancy on the Board of Directors will be filled in the same manner as in Section 8 above," Vacancies on the Board of Directors."

ARTICLE V. OFFICERS

Section 1. Eligibility and Titles of Officers

All officers of the Corporation shall be elected from the membership of the Board of Directors.

The officers shall consist of a President, Vice President, Secretary, and Treasurer. The Executive Director shall be a non-voting officer of the Corporation.

Section 2. Responsibilities of Officers

a) President – The President shall be the principal executive officer of the Board of Directors and shall, in general, supervise and direct all of the Corporation's business and affairs. The President shall preside over all meetings of the Board of Directors, the Executive Committee, and the membership at which he or she is present. He or she shall see that the resolutions and directives of the Board of Directors are put into effect. He or she may execute for the Corporation, with the Secretary or any other proper officer of the Corporation, any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Preservation and Conservation Association of Champaign County or shall be required by law to be otherwise signed or executed. The President shall appoint all committees, subject to the approval of the Board of Directors, and in general perform all duties incidental to the office of the President and such other duties as may be prescribed from time to time by the Board of Directors. The President shall have primary oversight of the duties and performance of the Executive Director. He or she may, with Board approval, accept on behalf of the Corporation any contributions, gifts, bequests, or devices for the general purpose or for any specific purpose or project of the Corporation.

b) Vice President – The Vice President shall perform the duties of the President in the absence of the President or in the event of his or her inability or refusal to act. While doing so, the Vice President shall have all the powers of and be subject to all of the restrictions upon and requirements of the President. The official execution of any instrument by the Vice President shall have the same force and effect as if it were executed by the President. The Vice President shall assist the President in the discharge of his or her duties as the President may direct, and shall perform such other duties as from time to time may be assigned to him or her by the Board of Directors. In the event of a vacancy in the office of President, the Vice President shall normally succeed to that office to the conclusion of the President's term of office.

c) Secretary – The Secretary shall keep a record of the proceedings of the directors' and the members' meetings or shall designate, with Board approval, a recorder in the event that the Secretary is not able to perform this duty. He or she shall see that all notices are duly given in accordance with provisions of this Constitution, the Corporation's Bylaws, or as required by law. The Secretary shall sign all such instruments of contract and conveyance as are required to be signed by the President. The Secretary shall be the custodian of the Corporate records, including all books, correspondence, and papers relating to the Preservation and Conservation Association of Champaign County's business, except those books and papers of the Treasurer. The Secretary shall prepare and keep, or cause to be kept, such additional books as the Board of Directors may from time to time determine to be necessary for the proper conduct of the Corporation's business, which books shall be at all times open to inspection by the Board of Directors. The Secretary, with the assistance of the Executive Director, shall prepare and present to the Board of Directors at any time such general or specific reports as they may desire and request, and he or she shall perform such other duties as may be assigned to him or her by the Board of Directors. With the exception of signing official Corporation documents, the

Secretary may, with Board approval, delegate such other duties as are determined to be appropriate.

d) Treasurer – The Treasurer shall be the chief accounting and financial officer of the Corporation. He or she shall have charge of and be responsible for the maintenance of adequate books of account for the Corporation, or shall designate, with Board approval, an assistant Treasurer, or appropriate personnel, in the event the Treasurer is not able to perform the duties of the office. The Treasurer shall have charge and custody of all funds and securities of the Corporation, and be responsible for them, and for the receipt and disbursement of them. He or she shall sign all checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation except as may be otherwise prescribed by the Board of Directors.

He or she shall present a financial report at each Annual Meeting of the members and at each meeting of the Board of Directors. He or she shall keep the roster of members of the Corporation, including the class and subclass of membership of each member. He or she shall perform all the duties incident to the office of Treasurer, and such other duties as may be assigned to him or her by the Board of Directors. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine.

Section 3. Delegation of Authority

The delegation of authority on the part of any officer shall not relieve the Board of Directors, or any individual director, of any responsibility imposed by law.

Section 4. Terms of Office

Each officer shall be elected to serve annually from among the members of the Board of Directors, by the Board of Directors at the initial meeting following election at the Annual Meeting of the membership. Excepting the Executive Director, any officer may serve a maximum of two years consecutively in the same position. By a two-thirds vote of the Board of Directors, the term of Treasurer may be renewed for one additional year, but not to exceed a maximum of three consecutive years in this office.

Section 5. Vacancies Among Officers

An office of the Corporation shall be vacant upon the resignation or removal of an officer. Vacancies shall be filled as soon as practicable after the resignation or removal of an officer in the manner prescribed in the Bylaws for filling vacancies on the Board of Directors. If, in the opinion of two-thirds of the members of the Board of Directors, an officer gives evidence of working against the purposes of the organization or is no longer capable of carrying out the purposes of the office, he or she may be voted out of office.

ARTICLE VI. PERSONNEL

Section 1. Executive Director

The Board of Directors may hire an Executive Director who shall carry on the day-to-day business of the Preservation and Conservation Association of Champaign County. The Executive Director shall serve as the chief administrative officer of the Corporation, in accordance with the Corporation's existing policies. The Executive Director shall disburse the funds of the organization when proper to do so, making proper vouchers for such disbursements, and shall tender to the President and Directors, whenever required, an account of all transactions as Executive Director and the financial condition of PACA. The Executive Director shall have such other powers and duties as shall be specifically assigned by the Board of Directors and as detailed in the Executive Director's position description.

The Executive Director shall be a non-voting, ex-officio member of the Board of Directors and the standing committees of the Preservation and Conservation Association of Champaign County and shall be responsible for insuring that such committees meet as needed. The Executive Director is authorized to sign contracts with the approval of the Board of Directors and may accept gifts on behalf of PACA in accordance with established policies.

The Executive Director shall be appointed by the Board of Directors and, if necessary, shall be terminated by the Board of Directors.

Section 2. Other Employees

In addition to the Executive Director, employed personnel shall include any other positions as are determined by the Board of Directors to be necessary for the operation of the Corporation. The Executive Director shall appoint, with the approval of the Board, such other staff as the Board determines necessary.

ARTICLE VII. INDEMNIFICATION AND INSURANCE

Section 1. Indemnification

The Preservation and Conservation Association of Champaign County shall indemnify any and all of its directors, officers, or staff members or any person who may have served at its request or by election as a director, officer or staff member of PACA or any other corporation, against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit, or proceeding in which they or any of them, are made parties, or a party, by reason of being or having been directors or a director or officer or staff member of PACA or of such other corporation, except in relation to matters as to which any such director, officer, or staff member shall be adjudged in such action, suit, or proceeding to be liable for willful misconduct in performance of duty and to such matters as shall be settled by agreement predicated on existence of such liability.

Section 2. Insurance

The Board of Directors is authorized and empowered to purchase insurance covering the corporation's liability and obligations and protecting the Corporation's directors, officers, staff members and other persons.

ARTICLE VIII. COMMITTEES

Section 1. Nominating Committee

The Nominating Committee shall consist of three persons, appointed at the beginning of the fiscal year by the President, with the advice and consent of the Board of Directors. Two persons shall be members of the Board. The third person shall be selected from the Individual Members or Family Members of the Corporation, or from the official representatives of the Civic or Corporate Members. It is preferred that members of the Nominating Committee not be on the slate of directors or officers, but in unusual circumstances, that may be allowed, with approval of the Board.

The Chair of the Nominating Committee shall be appointed by the President, with the advice and consent of the board.

The Nominating Committee's primary task is to prepare a slate of candidates for open positions on the Board of Directors and to prepare a slate of candidates for Officers selected from the elected members of the Board. Specific procedures are detailed in the Bylaws attached to this Constitution [see Bylaws, Article IV, Section 4].

Section 2. Executive Committee

The Executive Committee shall include four voting members, the President, Vice President, Secretary, and Treasurer, and one non-voting member, the Executive Director. The Executive Committee shall, between the meetings of the Board, exercise all of the powers of the Board of Directors except the election of new members of the Board of Directors, as provided in Article IV, Section 3 of this Constitution. All actions of the Executive Committee shall be reported at the next meeting of the Board which shall follow any action taken and shall be approved or disapproved by the Board of Directors.

Section 3. Additional Committees

In addition to the Nominating Committee and the Executive Committee, the Board of Directors is empowered to establish and terminate such other temporary or permanent committees as it shall deem necessary or desirable to carry out the purposes of the Corporation.

Section 4. Appointment of Committee Chairs and Members

The Chair and members of each committee shall be appointed by the President, following the solicited advice and consent of the Board, from among the Individual Members, Family Members, or official representatives of the Civic or Corporate Members of the Corporation.

Section 5. Quorum

A majority of the members of any committee, present in person, shall constitute a quorum at any meeting of a committee.

Section 6. Vacancies on Committees

A position on any committee shall become vacant upon resignation or removal of a committee member. If, in the opinion of a majority of the members of a Committee, a member of that Committee is not contributing to the carrying out of the purposes of the Committee, he or she may be voted off the Committee. In the event of vacancies on committees, the President, following the solicited advice and consent of the Board, will appoint new members.

ARTICLE IX. RULES OF ORDER

All business of any meeting of the membership, the Board of Directors, or any committees shall be conducted in accordance with *Robert's Rules of Order*, latest edition, except where it may conflict with this Constitution.

ARTICLE X. FISCAL ADMINISTRATION

Section 1. Fiscal Year

The Preservation and Conservation Association of Champaign County's fiscal year shall be from January 1 through December 31 of each year, unless otherwise fixed and directed by a resolution adopted by the Board of Directors.

Section 2. Use of Funds

No part of the Preservation and Conservation Association of Champaign County's funds or property shall inure to the benefit of, or be distributable to its Board of Directors, officers, staff members or other private individuals, except that the Preservation and Conservation Association of Champaign County shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No member of the Board may receive personal benefit in any substantial amount using the organization's accounts.

Section 3. Books and Records

All books and records of the Corporation may be inspected by any member, or his or her agent or attorney for any proper purpose at any reasonable time.

Section 4. Annual Audit

At the conclusion of each fiscal year, the Preservation and Conservation Association of Champaign County's books may be subject to examination and audit by a certified public accountant licensed by the State of Illinois, and the report of said audit shall be reported to and examined by the Board of Directors at its next meeting, accepted by vote of the Board of Directors, and filed with the appropriate entities (if an audit is required by funders or the IRS).

Section 5. Contracts

The Board of Directors may authorize any officer or agent to enter into any contracts or execute and deliver any instrument in the name of, and on behalf of PACA, and such authority may be general or confined to specific circumstances, as defined in Article V, Section 2 of this Constitution.

Section 6. Loans

No loan shall be contracted on behalf of PACA and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.

Section 7. Bond

The Preservation and Conservation Association of Champaign County may procure a bond for the Executive Director and the directors in such sum and with such surety as shall be satisfactory to the Board of Directors for the faithful performance of the duties of the office and for the restoration to PACA in case of the Executive Director's death, resignation, retirement or removal from office of all books, papers, vouchers, money and all other assets of whatever kind in the Executive Director's possession or control belonging to PACA.

Section 8. Dissolution

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes

ARTICLE XI. OPERATIONAL POLICIES

Section 1. Contributions

No contribution shall be accepted by the Preservation and Conservation of Champaign County which does not conform with its purposes, which contravenes any law, jeopardizes PACA's nonprofit status or, if restricted as to its use, does not by its terms permit the Board of Directors to disregard such restriction if the same is at any time deemed by the Board of Directors to be obsolete or impractical of application, in which case, the Board of Directors shall apply said funds in such manner as it finds will most nearly effect the donor's intention.

Section 2. Conflict of Interest

No director, member of a committee or staff member shall maintain substantial personal or business interests which conflict with those of PACA. In addition, any director, member of a committee, or staff member having an interest, financial or otherwise, in a contract or other action presented to the directors for authorization, approval, or ratification shall give prompt, full, and frank disclosure of his or her interest to the Board of Directors prior to its action on such contract or transaction. The Board of Directors shall determine, by majority, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such director shall not vote on, nor use his or her personal influence on, nor participate, other than to present factual information or to respond to questions in the discussions or deliberations with respect to such contract or transaction. Such director may not be counted in determining the existence of a quorum at any meeting while the contract or transaction is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon, and, where applicable, the abstention from voting and participation and whether a quorum was present.

An exemption to this policy may exist under circumstances where a specific service or commodity could be best purchased from a person serving as a director or staff member, or from his or her firm. Such transaction could take place, provided that documented bids show that the price, quality, and service offered is the best available from bidders and provided that the director abstain from voting on, or unduly influencing, the approval of such transaction.

Section 3. Confidentiality of Donor Records

The Preservation and Conservation Association of Champaign County shall be responsible for maintaining the confidentiality of donor and prospective donor records. Members of the Board of Directors and staff are permitted to view the records in order to execute their responsibilities. In addition, PACA's auditors are authorized to view these records and report back to the Board of Directors. Any such person shall respect PACA's significant interest in protecting the sensitive nature of those records. Confidentiality will be maintained by all Directors, staff, auditors, financial advisors, non-Board committee members and agents in all areas of PACA's business.

ARTICLE XII – NON-DISCRIMINATION

The Preservation and Conservation Association of Champaign County, its Board of Directors, affiliates, committees, or task groups will not discriminate against any resident, potential resident, donor, staff member, applicant for employment, independent contractor, or any other person in any of its activities in regard to race, ethnicity, national origin, gender, sexual orientation, religion, marital status, age or disability.

ARTICLE XIII. WAIVER OF NOTICE

Whenever any notice is required to be given under the provision of the General Not-For-Profit Corporation Act of Illinois or under the provision of the Articles of Incorporation, the Constitution, or the Bylaws of the Corporation, a waiver in writing, signed by the person or a majority of the number of 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. BYLAWS

Section 1. Objectives of the Bylaws

The Board of Directors shall establish Bylaws in which are stated matters of continuing policy and procedures established by the Board pursuant to this Constitution.

Section 2. Amendments to the Bylaws

The Bylaws may be amended by majority vote of the Board of Directors at any meeting of the Board of Directors, provided that such amendment or amendments have been introduced at the previous regularly scheduled Board meeting.

ARTICLE XV. AMENDMENTS TO THE CONSTITUTION

Any part of this Constitution may be amended at any meeting of the membership by a two-thirds vote of those voting, provided that notice of the meeting shall state the intent to alter, amend, repeal, or adopt new provisions of the Constitution at such a meeting.

Adopted: December 3, 1981

Revision of the Constitution adopted: January 27, 2019

BYLAWS
PRESERVATION AND CONSERVATION ASSOCIATION OF CHAMPAIGN COUNTY

ARTICLE I. DUES, CLASSES OF MEMBERSHIP, AND VOTING

Section 1. Basic Dues

The amount of dues for all classes shall be determined by the Board of Directors annually at the first meeting of the fiscal year and published in the Newsletter and online. Amounts in excess of this base fee for each class of membership shall be considered tax-deductible contributions.

Section 2. Individual Membership

Individual Members shall be divided into the following subclasses of membership, and shall pay the dues per year as established by the Board of Directors: Adult, Student (half-time or more), Senior Citizen (age 65 and over). Each Individual Member shall have one vote in any meeting of the Membership.

Section 3. Family Membership

A Family Membership shall be available to any family, but voting by Family Members is limited to no more than two adults over twenty-one years of age.

Section 4. Civic Membership

Civic Memberships shall be divided into the following subclasses of membership: over 100 Members; 50-100 Members; up to 50 Members. Civic members shall pay the dues per year as determined annually by the Board of Directors. One official representative of Civic Members shall be designated on the membership application form. Notice of any meetings of the membership shall include the opportunity to alter this designation to another person by written notice to the Corporation. Only the official representatives of Civic Members may vote.

Section 5. Corporate Membership

Corporate Memberships shall be available in the following sub-classes in ascending order regarding the amounts of dues: Bronze, Silver, Gold, and Platinum. Dues for each sub-class are to be determined annually by the Board of Directors. One official representative of Corporate Members shall be designated on the membership application form. Notice of any meetings of the membership shall include the opportunity to alter this designation to another person by written notice to the Corporation. Only the official representatives of Corporate Members may vote.

Section 6. Dues Payment Schedule

Dues for each fiscal year shall be due and payable by January 15 of each year. Any member who shall be in arrears in the payment of dues for a period of ninety (90) days shall be ineligible to vote at any meeting until all such arrears have been fully paid.

ARTICLE II. MEETINGS OF THE MEMBERSHIP

Section 1. Location of Meetings of the Membership. Every effort shall be made to hold meetings of the membership in historic buildings, preferably those which are listed in the National Register of Historic Places, designated as local landmarks, or contribute to local historic districts.

Section 2. Voting at Meetings of the Membership. Voting on issues brought to Meetings of the Membership shall proceed in concert with the eligibility for voting noted in the PACA Constitution, Article IV, Section 4, "Eligibility to Vote." In addition, early (absentee) voting will be allowed up to two weeks in advance of the Annual Meeting or any other meeting of the general membership. Early voting may be done electronically or in person at the registered office of the Corporation. No proxy voting is allowed. In the event of a tied vote, a coin toss will be used to break the tie.

ARTICLE III. BOARD OF DIRECTORS

Section 1. Time and Place of Meetings of the Board. Regular meetings of the Board of Directors shall be held at a time and place as shall be fixed from time to time by the Board of Directors. The time and place of each meeting shall be made known to members through the newsletter and by other means deemed appropriate by the Board.

Special meetings of the Board of Directors may be called by the President or by request of three members of the Board. Notice of a special meeting must be given each member of the Board of Directors by letter, in person, by telephone, or by electronic transmission no less than three days prior to the meeting, except that such notice may be given no less than one day prior to the meeting when the meeting is necessitated by the absence of a quorum at a previously scheduled regular or special meeting of the Board.

It is the intent of the Preservation and Conservation Association of Champaign County to conduct its business in open session whenever possible. The President, however, shall have the authority to call an executive session to deal with any and all situations that are of a confidential nature. An executive session may be called by, or at the request of, the President or any three directors. All directors are entitled to attend executive sessions and other persons may attend at the invitation of the President or any three directors.

Section 2. Responsibilities of Board Members

Board members shall be expected to keep informed of the operation of the Corporation, and regularly to attend and participate in meetings and activities of the Corporation. Any member of the Board who shall be absent for three meetings in one year without notifying the Board or its designate, shall cease to be a member of the Board. In unusual circumstances (extended travel, illness, etc.), a Board member may request a leave of absence for a period acceptable to the Board.

Section 3. Conflict of Interest

Service on the Board of Directors requires commitment to the purposes and goals of the corporation. Conflict of interest may be financial or otherwise, and is possible in such areas as affiliations and connections of a personal, business, or organizational nature of a member of the Board or a member of a director's family. Such conflicts may particularly arise if a member of the Board is employed in an administrative capacity or is a member of the governing board of another similar organization whose activities overlap with those of the Corporation. If such a conflict of interest arises, the director in conflict shall not participate in any Corporation action on that matter, and shall refrain from discussion and voting on it in any meeting of the membership, the Board of Directors, or any committee. A director in continued or frequent conflict of interest should resign from the Board. If necessary, the Board of Directors shall determine if sufficient cause exists for removal of the director from the Board.

Section 4. Removal

If two-thirds of the Board of Directors or 10 percent of the general membership determines to recommend removal of a director, per the requirements of Article IV, Section 9 of the PACA Constitution, it shall set in motion the calling of a special meeting of the membership to consider this recommendation. Calling of such a meeting must follow the requirements laid out in Article IV of the Constitution, including the notice requirements. In addition, 1) members shall be informed of the reasons behind the request to have the director removed; 2) the director in question shall have the opportunity to respond to the allegations against him or her, which may include a written statement to members giving reasons for opposing removal; and 3) the director in question shall be permitted to be present at the meeting where removal is voted on by the members. The director in question may be removed by the affirmative vote of two-thirds of the votes present and voted, or voted in early (absentee) voting, as provided for in Article II, Section 2 of the Bylaws. Only the named director may be removed at such a meeting.

ARTICLE IV. COMMITTEES

Section 1. Composition

All standing committees of the Corporation shall include at least one Board member who shall act as a liaison to the Board of Directors. No committee shall be composed of fewer than three persons. .

Section 2. Records

The members of each committee shall elect a recorder, who shall be charged with keeping accurate minutes of each committee meeting. A copy of the minutes shall be given to the PACA Secretary for placement in the records of the Corporation.

Section 3. Removal of Committee Members

A committee member may be removed by the President, with advice and consent of the Board, on report from the committee that the committee member has missed more than three meetings in any one year. It shall be the responsibility of the committee Chair to keep the President and Board informed of any attendance problems. It shall be the President's responsibility, with Board advice and consent, to appoint replacements for any committee members removed, in order that the committee continues to include at least three members.

Section 4. Duties of the Nominating Committee

The Nominating Committee shall issue a call for nominations for directors, distributed to all members well in advance of the time when a slate is needed. The deadline for nominations will be set by the Committee in relation to the time constraints the Constitution lays out for distributing the slate to members [see Article IV, Section 3]. Any member may nominate himself or herself or any other member of the organization. Each nominee must agree to the nomination and provide a statement of interest and background in matters important to PACA and its mission. From those and any other nominations collected, the Nominating Committee shall select a slate of nominees and their statements of interest and qualifications for the Board of Directors. The prepared slate shall be distributed with the notice of the annual meeting, and shall be presented at the Annual Meeting of the Membership of the Corporation.

Following the election of new directors, the Nominating Committee will prepare a slate of candidates for new Officers of the Board of Trustees. Any candidate must agree to being nominated. The slate will be presented and new Officers elected at the first meeting of the Board following the Annual Meeting.

ARTICLE V. MEMBERSHIP LIST

Section 1. Distribution

Any request for access to or use of the Preservation and Conservation Association of Champaign County's membership list must be brought before the Board of Directors. The Board will review each request and take action based upon information forwarded by the individual or group requesting the list. The Board reserves the right to charge for the list.

Section 2. E-Mail Addresses

Members of the Preservation and Conservation Association of Champaign County's e-mail addresses shall be considered private information and not for distribution. Any request for members' e-mail addresses will be handled in the same manner as Membership List requests.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The Preservation and Conservation Association of Champaign County shall have and continuously maintain a registered office in the State of Illinois and a registered agent whose business office is identical with such registered office. That office shall be at the PACA Salvage Warehouse, 44 East Washington Street, Champaign IL 61820, and the registered agent shall be the organization's attorney, Catherine H. Barbercheck, 1508 West Park Avenue, P.O. Box 1127, Champaign, IL 61824, or such other person as selected by the Board of Directors by affirmative vote.

Revision of the Bylaws adopted by affirmative vote of the Board of Directors, February 19, 2019.