



CHAMPAIGN COUNTY
HISTORY MUSEUM
at the HISTORIC CATTLE BANK

Prospective Board Member Guide

Updated November 2020

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On behalf of the Champaign County History Museum Board of Trustees, I want to thank you for your interest in assuming a leadership role within our organization. Our Museum would not be possible without the dedication of our community members like you. We have assembled the following document to help you learn more about our organization and understand if a leadership role fits with your expectations and aligns with your desire to serve. While we make every effort to outline the expectations broadly, it goes without saying that we likely missed things. Our organization is small, and because of that, we rely on our Board members to be active participants in executing the Museum's mission. We hope you find the information useful in making your decision.

Once again, we thank you for considering this leadership role, and we hope you choose to help us advance our Museum and further preserve Champaign County's history.

Sincerely,

A handwritten signature in black ink, which appears to read "Terry J. Blakeman". The signature is fluid and cursive, with a long horizontal stroke at the end.

Terry J. Blakeman, President

Champaign County History Museum Board of Trustees

Mission Statement

To discover, collect, preserve, exhibit, study and interpret objects relating to the history of Champaign County, and to provide educational programs about the County's heritage and the Museum's collections.

I. History of the Museum

The Champaign County History Museum is a 501(c)(3) organization. It exists to "collect and preserve artifacts relating to the history of Champaign County, Illinois, and, by using those artifacts in formal and informal educational activities, to interpret that history to the public." The Museum was founded in 1972 and opened our first museum building in 1974. The Museum's original home was the Wilber Mansion, located at 907 West University Avenue. Thanks to the initial funding, the Museum featured a full staff and executive trustee. The Museum began collecting items related to both Champaign County history and objects associated with the Wilber Mansion's Victorian era. The Museum remained at the Wilber Mansion until 1997 when it was sold to minimize growing maintenance costs. At that time, the museum Board selected the recently restored Cattle Bank as its new home and used the sale proceeds to purchase the buildings at 102 and 104 East University Avenue. Our current home, the Cattle Bank, is Champaign County's oldest documented commercial structure, having been constructed in 1857.

Like many not-for-profits, the Champaign County History Museum has had its shares of ups and downs. Following the reopening at the Cattle Bank, there was a renewed sense of energy in the organization. Attendance and memberships increased, and once again, a new Executive Director was hired. However, following the directors' unexpected death 2006, the Museum's full day-to-day operations were once again left to volunteers. Over the next nine years, the Museum managed to continue one, but over time once again, it struggled to garner enough financial support to maintain operations. The situation became dire in 2015, with debt mounting. However, on September 2, 2015, a new Board of Trustees was seated at a special membership meeting. Following that change, it has worked to revitalize the Museum and its operations once again.

After 18 months of closure during renovations, the Museum reopened its doors on April 29, 2017. Visitors now find a completely new, more modern museum experience. The Museum now features three rotating exhibit galleries, a research library, an artifact management room, a museum office, and a gift shop. The future looks bright for this small but critically important link to our collective past.

II. What Kind of Board Member Are We Seeking?

First and foremost, we are seeking individuals who share a passion for community service. Additionally, we are seeking a Board that reflects the makeup of our County. Only through this diversion of backgrounds can we accurately tell the story of Champaign County. While existing knowledge of Champaign County History is important, it is not a pre-requisite for the position. More important is someone who understands the roles and responsibilities of the work outlined in this document.

III. Understanding Your Role

Whatever the other reasons for service, the principal role of the Board member is stewardship. The trustees of the organization are ultimately responsible for the management of the affairs of the organization. This stewardship requires active participation. People who do not have the time to participate regularly should not agree to serve on the Board. The Board must ensure that the organization is operated for a charitable and public purpose; it may not be operated for private benefit. Proper stewardship requires that the organization's assets be held "in trust" to be applied to its charitable mission.

One of the essential functions of the Board is keeping the resources and efforts focused on the organization's mission. This focus requires the Board to understand the organization's programs, people, and resources available to achieve the organization's goals. As a starting point, every Board member should be familiar with the organization's Bylaws and Administrative Policies.

The Board is not expected to manage the day-to-day activities of the organization. The Board of Trustees appoints officers so that they, in turn, can carry out the everyday activities of the organization. It is the Board's responsibility to hire employees of the organization and to oversee that person's work and ensure that the organization is fulfilling its mission. The Board should periodically review and assess the staff's performance. If it becomes necessary, the Board has the authority and the responsibility to discharge staff.

A related function of the Board is to set the compensation of the organization's staff members. Every Board member should know what the staff is paid and participate in final compensation decisions.

IV. Understanding Your Rights

To carry out your legal responsibilities as a Board member, you must be able to make informed judgments about important matters regarding the organization's structure and operations. The law permits you to reasonably rely on information from the organization's staff, its lawyer, its accountant, outside advisors, and Board committees in making those judgments. Your right to information includes the following: You have the right to reasonable access to management, to have proper access to internal data of the organization, and to the organization's principal advisors, such as its auditors and lawyers. Board leadership must also be willing to facilitate Board access to books and records of the organization. The Board has the right, if necessary, to engage the services of outside advisors at the organization's expense to assist it with a particular matter.

V. Understanding Your Responsibilities

In carrying out Board responsibilities, the law generally imposes three duties of trust. They are regularly described as the duties of due care, loyalty to the organization, and obedience to the law.

Duty of due care. This responsibility generally requires that a trustee must discharge the duties with the care an ordinary prudent person in a like position would exercise under similar circumstances. Trustees need not always be right, but they must act with common sense and informed judgment. To exercise this duty properly, Boards must pay particular attention to the following:

- **Active participation.** A Trustee must actively participate in the organization's management, including attending meetings of the Board, evaluating reports, reading minutes, and reviewing museum staff's performance.
- **Reasonable inquiry.** Trustees should request and receive sufficient information so that they may carry out their responsibilities as trustees. When a problem exists, or a report on its face does not make sense, a trustee has a duty to inquire into the surrounding facts and circumstances. The Trustee also has a duty to investigate warnings or reports of an officer or employee theft or mismanagement.

Duty of loyalty. Trustees have a duty to give their undivided loyalty to the charitable organization. Decisions regarding the organization's funds and activities must promote its public purpose rather than private interest. Any potential conflict transactions should be scrutinized closely by the Board to realize that the public will predictably be skeptical of such arrangements. Some general principles will serve to guide Boards faced with conflict of interest situations.

- **Conflicts in general.** While transactions between the charitable organization and individual Board members, their families, and businesses they own or operate should be avoided, they are not prohibited. Under certain circumstances, a contract or transaction between a nonprofit organization and its Trustee or an organization in which the Trustee has a material or financial interest is acceptable. However, if the transaction is challenged, the Trustee will have the burden of establishing that the contract or transaction is fair and reasonable. There was full disclosure of the conflict and that the contract or transaction was approved by members or other trustees in good faith. The Board should only authorize the transaction if it is clearly in the best interest of the organization.
- **Corporate opportunity.** Trustees of business organizations are under a trust obligation not to divert a corporate business opportunity for their gain. A trustee of museum is also subject to this duty. This duty means that a trustee may not engage or benefit from a business opportunity available to and suitable for the organization unless the organization decides not to engage in the business opportunity and conflicts of interest procedures are followed.

Duty of obedience. Trustees have a duty to follow the organization's governing documents (Bylaws and Administrative Policies), carry out the organization's mission, and ensure that funds are used for lawful purposes. Also, trustees must comply with state and federal laws that relate to the organization and how it conducts its business. For example, trustees should be familiar with:

- **Federal law.** Charitable organizations usually apply to the Internal Revenue Service for exemption as a tax-exempt organization. Organizations that fail to do so may have their income taxed at normal rates, and contributors to the corporate organization may not deduct their contributions on their income tax returns.
- **State law.** In general, charities must register and file an annual financial report with the Attorney General's office. A nonprofit organization must also file an annual renewal with the Organization Division of the Secretary of State's office.
- **Mission and procedures.** Trustees should be familiar with the organization's governing documents and should follow the provisions of those documents. Trustees should be sure proper notice is given for meetings, that regular meetings are held, that trustees are appropriately appointed, and that the organization's mission is being accomplished.

Other duties. In addition to the above three general fiduciary duties, there are many specific responsibilities which must be observed by nonprofit corporate Board members.

VI. Personal Liability

Board members of a charitable organization may find themselves sued as personal defendants in a lawsuit filed by an "outside third party" who has incurred some personal injury or financial loss due to dealings with the organization. To encourage citizens to serve as Board members for charities, the law cloaks volunteer board members with qualified immunity. They cannot be sued for negligent acts. However, they may be subject to lawsuits alleging that a loss was due to their gross negligence, willful or fraudulent acts.

VII. What to Expect While Serving

1. Term of Service.

Our Board positions are elected by a majority of our museum members present at our annual meeting for a two-year term. Any vacancies that occur during the year are filled by a majority vote of the Board of Trustees. That individual fulfills the remaining term of the Board member they are replacing. The entire Board votes on board leadership, and leadership positions are for two-year terms. If an officer departs the Board before their term is up, the Board will vote on a replacement among the seated Board members.

2. Board of Trustee Meetings

Our Board of Trustees is required to meet as often as necessary to run your organization and, at a minimum, meet once per month for a Board of Trustees meeting. These meetings are generally two hours in length.

Some of the factors that may influence the frequency of Board meetings are:

- The amount of activity in the organization
- Urgent employment issues that need resolution
- Upcoming event that requires a critical decision

3. Committee Meetings

Every Board member is expected to serve on at least one committee and take an active role in attending those committee meetings. Board members are also likely to play an active role in the execution of committee assignments. These committees will be comprised of Board members and museum volunteers; therefore, Board members must play an active role in modeling the Museum's standards. Board members are also expected to assist with committee leadership.

4. Special Events

Special events make up a significant part of the Museum's outreach programming. This programming includes but is not limited to:

- Participation in local parades

- Operation of our historic popcorn wagon at community festivals
- Attendance at special community events such as commemorations or lecture series
- Execution of Museum sponsored programming such as our "History Talks" or "History Walks"
- Opening of new exhibits
- Museum cleaning and workdays

5. Miscellaneous

From time to time, there will be opportunities for those with specialized skills to assist the Museum. This time might include asking someone with carpentering skills to help construct a set piece for an exhibit or someone with strong writing skills being asked to assist with a unique writing assignment. We encourage those with special skills to step forward to volunteer those skills to move the Museum and its mission forward.

6. Financial Investment in the Museum

We do not require that our Board members give at a set financial level as a service condition. We realize that requirements like these may unintentionally exclude critical voices around our Board table. However, museum membership is a pre-requisite for Board service, and we do ask our Board members to do what they can to support the organization financially.

VIII. Application for Board of Trustee Membership



Applicant Information

Full Name:

Last

First

M.I.

Address:

Street Address

Apartment/Unit #

City

State

ZIP Code

Home Phone:

()

Cell Phone:

()

Email Address:

Skills & Interests (check all that apply)

- | | | |
|--|---|--|
| <input type="checkbox"/> Public speaking | <input type="checkbox"/> Event Planning | <input type="checkbox"/> Social Media Proficient |
| <input type="checkbox"/> Graphic Design | <input type="checkbox"/> Computer proficient | <input type="checkbox"/> Researcher |
| <input type="checkbox"/> Photography | <input type="checkbox"/> Management of Staff | <input type="checkbox"/> Carpentry |
| <input type="checkbox"/> Local History Knowledge | <input type="checkbox"/> Copywriting/Proofing | <input type="checkbox"/> Tour guide |
| <input type="checkbox"/> Baking/Cooking | <input type="checkbox"/> Exhibit Design | <input type="checkbox"/> Bookkeeping/Accounting |
| <input type="checkbox"/> Hardware/Software Mgmt. | <input type="checkbox"/> Advertising | <input type="checkbox"/> _____ |

Volunteer Opportunities (check all that you are interested in learning about)

- | | | |
|--|--|--|
| <input type="checkbox"/> Writing articles | <input type="checkbox"/> Leading walking tours | <input type="checkbox"/> Maintaining our facility |
| <input type="checkbox"/> Making phone calls | <input type="checkbox"/> Exhibit development | <input type="checkbox"/> Staffing the Popcorn Wagon |
| <input type="checkbox"/> Planning Special Events | <input type="checkbox"/> Museum Docent | <input type="checkbox"/> Helping in the office |
| <input type="checkbox"/> Inventorying Objects | <input type="checkbox"/> Cleaning | <input type="checkbox"/> Creating social media content |
| <input type="checkbox"/> Membership Outreach | <input type="checkbox"/> Fundraising | <input type="checkbox"/> _____ |

Committee Preference (check at least one)

- | | | |
|--|--|--|
| <input type="checkbox"/> Education Committee | <input type="checkbox"/> Volunteers Committee | <input type="checkbox"/> Facilities Committee |
| <input type="checkbox"/> Exhibits Committee | <input type="checkbox"/> Collections Committee | <input type="checkbox"/> Fundraising Committee |

As custodians of public trust, the Trustees of Champaign County History Museum and I, as a prospective member of the Board, bear the responsibility of governance of the non-for-profit organization. As a trustee, I will make a significant commitment of resources (time, money, expertise, community contacts, organizational skills, and leadership talents) to advance the mission and goals of CCHM.

I understand that my primary responsibilities as a member of the Board of Trustees are:

- Policymaking
- Evaluating, hiring, and firing museum staff
- Long-range planning
- Financial oversight
- Evaluation of the organization
- Fundraising
- Public relations
- Board training and development
- Advocacy in the community at large for the organization and its mission.

As a Board member, I will:

- Know the CCHM mission, purposes, goals, policies, programs, strengths, and weaknesses
- Join in discussions and votes
- Understand the budget process
- Review financial statements
- Evaluate the organization and the Board
- Review the performance of the Executive Trustee
- Lead, support, and participate in fundraising projects
- Serve on a committee of the Board
- Represent and promote the organization in the community
- Assist the CCHM through personal commitment and contacts
- Take part in Board development and training activities
- Participate in CCHM activities in as many capacities as time allows while fulfilling primary responsibilities to the Board.

Signature of Applicant

Date

IX. Champaign County History Museum Bylaws

GOVERNANCE BYLAWS OF THE CHAMPAIGN COUNTY HISTORICAL MUSEUM

Adopted: January 11, 2016

ARTICLE I – NAME

The name of the corporation is the Champaign County Historical Museum and it may be referred to as "CCHM" for purposes of identification where the full legal name is not required.

ARTICLE II – REGISTERED OFFICE AND AGENT

The Champaign County Historical Museum shall have, and continuously maintain, a registered office and agent in Champaign County, Illinois.

ARTICLE III – DEFINITION & PURPOSE

The mission of the Champaign County Historical Museum is to discover, collect, preserve, exhibit, study and interpret objects relating to the history of the County, and to provide educational programs on the County's heritage and the Museum's collections.

The Champaign County Historical Museum shall observe all local, state and federal laws, which apply to a nonprofit organization as defined in Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended. The Champaign County Historical Museum shall be nonprofit, nonpartisan and nonsectarian and shall not endorse any political candidate.

No part of the funds or property of the Champaign County Historical Museum shall inure to the benefit of, or be distributable to, its Board of Trustees, officers, staff members or any individual without majority approval from the Board of Trustees. The Champaign County Historical Museum 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.

ARTICLE IV – MEMBERSHIP

Section 1. Eligibility: Individuals, associations, government agencies, businesses, corporations or partnerships having an interest in the defined mission shall be eligible for membership.

Section 2. Acceptance: Application for membership shall be in writing on the forms specified. All matters concerning the payment of dues such as delinquency, abatement and adjustments shall be determined by policies of the Board of Trustees.

Section 3. Membership Fees: Membership fees shall be determined by policies of the Board of Trustees. Amounts paid in excess of the base amount (for a particular membership category) shall be considered an un-restricted contribution to the Museum, tax deductible under the Internal Revenue

Code. Such income, and all other contributions, shall be used at the discretion of the Trustees, except in the case where special restrictions or intentions are agreed upon, in writing, by the donor and the Museum.

Section 4. Termination: A member may resign upon written notification to the Board of Trustees. Membership payment is due on the anniversary of the membership. Any member that is not paid in full by that anniversary day may have their membership terminated. A member may be expelled by two-thirds vote of the Board of Trustees at a regularly scheduled meeting of the Board for conduct unbecoming a member or prejudicial to the aims or reputation of the Champaign County Historical Museum after notice is given. No termination shall relieve the terminated member of the obligation to pay accrued dues or other unpaid charges.

Section 5. Voting Privileges of Members: Members of the Museum in good standing have the right to nominate and vote for members of the Board of Trustees at the annual meeting. Family memberships receive two votes.

Section 6. Attendance Privileges of Members: All members shall have the rights to attend and to speak at meetings of the Board of Trustees, receive meeting notices, newsletters, discounts, serve on committees or any other privilege voted on by a majority of the Board of Trustees.

Section 7. Exercise of Privileges: Any firm, association, corporation, partnership, governmental organization or estate holding membership shall assign one individual whom the holder has designated to exercise the privileges of membership covered by its subscription.

ARTICLE V – BOARD OF TRUSTEES

Section 1. General Powers: The affairs of the Champaign County Historical Museum shall be governed, managed, controlled and conducted by and under the supervision of its Board of Trustees. The Board of Trustees shall be responsible for enabling achievement of the Champaign County Historical Museum's purpose by establishing goals and policies, providing and managing resources, approving programs and assuring the Champaign County Historical Museum's compliance with applicable statutory, regulatory and accreditation standards.

Section 2. Number of Trustees: The Champaign County Historical Museum shall be governed by a Board of Trustees consisting of no fewer than ten (10) and maximum of (15) trustees.

Section 3: Board Representation: Board representatives must be members of the Champaign County Historical Museum in good standing.

Section 4. Nomination and Election: The members of the Board of Trustees shall be elected at the Annual Meeting to be held in the 2nd quarter of each year. Nominations to serve on the Board of Trustees may be made by any member at the Annual Meeting, presided over by the current Board President, provided the person being nominated has agreed to serve if elected and is a member in good standing. The slate of candidates nominated at the meeting will be voted on in the order the nomination was made. A majority of those member's present is required for election to the Board of Trustees. Notification for the annual meeting shall be provided to all members at least 10 days prior to the meeting date. Notice shall be made by United States Postal Service.

Section 5. Term of Service: Trustees shall be elected for a term of two years and shall hold office until their successors are duly elected. Trustees may serve a maximum of three full terms in succession, with a minimum of one year elapsing before serving another term as Trustee. New

trustees shall assume their responsibilities at the next meeting following their election to the Board of Trustees. The terms of the Board of Trustee members at the time of this adoption in January 2016 shall draw from a random lottery a term of service in order to create one and two year staggered terms. These members shall be allowed to serve beyond the three term limit to a maximum of seven years.

Section 6. Compensation: All members of the Board of Trustees and its officers shall serve without pay, but may, upon request, be reimbursed for expenses incurred in accomplishing the business of the organization and approved by the Board of Trustees.

Section 7. Attendance: It is assumed that all members of the Board of Trustees will attend all official meetings of the Board. Any Trustee who shall be absent from three consecutive regular meetings without notifying the President shall be automatically dropped from membership on the Board unless confirmed by illness or other excused absence.

Section 8. Vacancies: Upon the resignation or removal of any trustee, the Board of Trustees shall appoint a new trustee to fill the vacancy and serve the remainder of the existing term.

Section 9. Quorum: A majority of the whole Board of Trustees plus one member shall constitute a quorum at a meeting of the Board of Trustees.

ARTICLE VI – OFFICERS

Section 1. Officers: Officers of Champaign County Historical Museum shall consist of President, Vice President, Secretary, and Treasurer, each of whom shall be elected to serve by the members of the Board of Trustees.

Section 2. Term of Office: Each officer shall be elected for a term of two years or until a successor shall have been elected or until his or her earlier death, resignation or removal.

Section 3. Vacancies: If a vacancy in an elected office shall occur during the office holder's term in office, the vacancy may be filled at a regular meeting of the Board of Trustees, provided that notice in writing shall be mailed or transmitted electronically to the Trustees at least ten days before said meeting. Such notice shall state the substance of the action proposed to be taken at said meeting.

Section 4. Removal of an Officer: The Board of Trustees may vote to remove an officer from the Board of Trustees. Removal shall require a two thirds ($\frac{2}{3}$) vote of the Board of Trustees. The officer shall be relieved of his or her duties immediately. If the officer is serving as President, the Board shall immediately vote to install an Interim President, entrusted with all of the rights and responsibilities of the President, to serve until a permanent President can be elected within 90 days by the Board of Trustees

Section 4. President: The President shall be the principal executive officer of the Board of Trustees and shall, in general, supervise and direct all of the business and affairs of the Champaign County Historical Museum. The President shall preside at all meetings of the members of the Board of Trustees and the Annual Meeting. The President shall sign with the Secretary or other proper officer of the Champaign County Historical Museum thereunto authorized by the Board of Trustees, all contracts, deeds and other instruments which the Board of Trustees may authorize to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees to some other officer or agent of the Champaign County Historical Museum 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 Trustees. The President shall perform all general duties incidental to the office of the chair and such other duties as may be prescribed from time to time by the Board of Trustees. The President shall have the authority to call for a special meeting of the Board of Trustees.

Section 5. Vice President: The Vice President shall perform the duties of the President in his or her absence or disability, and in such case shall act in the President's place on all committees on which the President is a member. The official execution of any instrument by the Vice President under these circumstances shall have the same force and effect as if it were executed by the President.

Section 6. Secretary: The Secretary shall keep a record of the proceedings of the Trustee's meetings and shall sign all such instruments of contract and conveyances as are required to be signed by the President. The Secretary shall be the custodian of all books, correspondence, and papers relating to the business of the Champaign County Historical Museum except those of the Treasurer. The Secretary shall prepare and keep, or cause to be kept, such books except those of the Treasurer as the Board of Trustees may from time to time determine to be necessary for the proper conduct of the business of the Champaign County Historical Museum, which books shall be at all times open to the inspection of the Board of Trustees. The Secretary shall prepare and present to the Board of Trustees at any time such general or special reports as they may desire and request. The Secretary may assign, hire or delegate a Recording Secretary, with approval of the Board, to be responsible for keeping the minutes of the Board of Trustee meetings.

Section 7. Treasurer: The Treasurer will receive and hold custody of necessary funds and securities other than those deposited with the bank under a custodial agreement between said bank and Champaign County Historical Museum, shall have access to and shall keep full and accurate accounts of receipts, disbursements and funds coming into the Treasurer's hands, and shall deposit monies, disburse funds and other valuable financial assets that come into the treasurer's hands in the name of, and to the credit of, the Champaign County Historical Museum and in such depositories as may be designated by the Board of Trustees. The Treasurer shall also be responsible for filing all local, state and federal filings and financial reports. The Treasurer may assign, hire or delegate a Bookkeeper, with approval of the Board, to be responsible for accounting and bookkeeping of the Museum.

Section 9. Executive Director: The Board of Trustees may hire or appoint an Executive Director who shall carry on the day-to-day business of the Champaign County Historical Museum. The Executive Director shall serve as the chief administrative officer of the Champaign County Historical Museum and shall have responsibility to administer and coordinate the financial affairs of the Champaign County Historical Museum in accordance with existing policies of the Champaign County Historical Museum. The Executive Director shall disburse the funds of the Champaign County Historical Museum when proper to do so in accordance with approved procurement policies, making proper vouchers for such disbursements and shall tender to the chair and directors, whenever required, an account of all transactions as Executive Director and the financial condition of the Champaign County Historical Museum, shall have such other powers and duties as shall be specifically assigned by the Board of Trustees. The Executive Director shall serve at the pleasure of the Board of Trustees and shall attend the Board of Trustees' meetings, but shall have no vote. The compensation of the Executive Director shall be determined by the Board of Trustees.

The Executive Director shall be a non-voting, ex officio member of all standing committees of the Champaign County Historical Museum except the Executive Committee. The Executive Director is

authorized to sign contracts with the approval of the Board of Trustees and may accept donations on behalf of the Champaign County Historical Museum in accordance with established policies.

The Executive Director shall carry out other responsibilities as set forth in the Champaign County Historical Museum Executive Director position descriptions and other duties as may from time to time be assigned by action of the Board of Trustees.

ARTICLE VII – COMMITTEES

Section 1. Appointment: The President shall annually appoint the committee chairperson (from the Board of Trustees) and committee members (who may be non-Board members) to all the committees.

Section 2. Ad Hoc Committees: Ad Hoc committees may be formed to serve a specific mission and will exist until that mission is completed or until the Board decides the work of the ad hoc committees is concluded. The chairperson of each ad hoc committee shall be appointed by the chair of the Board of Trustees subject to approval by a majority of the Board. Such committee chairpersons shall be selected from among the Board of Trustees. Each ad hoc committee shall keep a written record of its meetings and final report upon the conclusion of its business to the appropriate officer.

ARTICLE VIII – FINANCIAL ADMINISTRATION

Section 1. Fiscal Year: The fiscal year of the Champaign County Historical Museum shall be a calendar year commencing on January 1 and ending December 31th.

Section 2. Contracts: The Board of Trustees 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, the corporation and such authority may be general or confined to specific circumstances.

Section 3. Loans: No loan shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Trustees. Such authority may be general or confined to specific instances. The Board of Trustees is empowered to execute payment for any loans entered into prior to January 1, 2016.

ARTICLE IX – INDEMNIFICATION & INSURANCE

Section 1. Indemnification: The Champaign County Historical Museum shall indemnify any and all of its Trustees, officers and staff members or any person who may have served at its request or by election as a Trustee, officer or staff member of Champaign County Historical Museum 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 a Trustee, officer or staff member of the Champaign County Historical Museum or of such other corporation, except in relation to matters as to which any such Trustee, 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 Trustees is authorized and empowered to purchase insurance covering the corporation's liability and obligations and protecting the corporation's Trustees, officers, staff members and other persons.

ARTICLE X – OPERATIONAL POLICIES

Section 1. Contributions: No contribution shall be accepted by the Champaign County Historical Museum which does not conform with its purposes, which contravenes any law, or if restricted as to its use, does not by its terms permit the Board of Trustees to disregard such restriction if the same is at any time deemed by the Board of Trustees to be obsolete or impractical of application, in which case, the Board of Trustees shall apply said funds in such manner as it finds will most nearly affect the donor's intention.

Section 2. Conflict of Interest: No Trustee, member of a committee or staff member shall maintain substantial personal or business interests which conflict with those of the Champaign County Historical Museum. In addition, any Trustee, member of a committee or staff member having an interest in a contract or other transaction presented to the Trustees for authorization, approval or ratification shall give prompt, full and frank disclosure of his or her interest to the Board of Trustees prior to its action on such contract or transaction. The Board 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 person 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 person may not be counted in determining the existence of a quorum at any meeting where 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 Trustee 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 Trustee abstain from voting on, or unduly influencing, the approval of such transaction.

Section 3. Confidentiality: The Champaign County Historical Museum shall be responsible for maintaining the confidentiality of records of the organization, discussions and decisions made by the Board. Members of the Board of Trustees and staff are permitted to view the records in order to execute their responsibilities. Any such person shall respect the Champaign County Historical Museum's significant interest in protecting the sensitive nature of those records. Confidentiality will be maintained by all members of the Board of Trustees, staff, auditors, financial advisors, non-Board committee members and agents in all areas of the business of the Champaign County Historical Museum.

Section 5. Policies: Additional guidelines regarding the operation of the business of the Champaign County Historical Museum can be found in the Policies of the Champaign County Historical Museum. These policies should be reviewed annually.

ARTICLE XII – Admission

The schedule of fees for admission of different categories of members and the public shall be developed by the Board of Trustees and distributed to the membership and made known to the public.

ARTICLE XIII – NON-DISCRIMINATION

The Champaign County Historical Museum, its Board of Trustees, affiliates, committees or task groups will not discriminate against any 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 XIV – AMENDMENTS

These bylaws may be amended, altered or repealed by a majority of the Board of Trustees present in person at any duly authorized meeting of the Board of Trustees, provided that the text of any proposed amendment shall be provided to each member of the Board of Trustees at least ten (10) days prior to such meeting.

ARTICLE XV – DISSOLUTION OF ASSETS UPON LIQUIDATION

In the event of dissolution of Champaign County Historical Museum, its funds and assets shall be distributed to such charitable organizations, Museum, archive, or other similar organization as may be designated by the Board of Trustees. If the Board of Trustees should fail to make such designation, then the same shall be distributed to such organizations as may be designated in appropriate proceedings by the Court having jurisdiction in Champaign County, Illinois.