

Section 3: A minimum of fifteen percent (15%) of all active members present in person or by proxy shall constitute a quorum at any duly convened meeting of the members of the corporation.

Section 4: At a duly constituted meeting, voting on all questions submitted to a vote of the members shall be in such manner as is determined by the meeting, or by a majority vote of the members present at such meeting in person or by proxy. A vote of the membership may be taken by mail or facsimile ballot as determined by the Board of Directors. In such case, the questions submitted shall be decided by the majority of the ballots received within the time specified.

ARTICLE III

Management

Section 1: The management of the corporation shall be vested in the Board of Directors.

Section 2: Any contract or document obligating the corporation shall only be signed by the president and secretary/treasurer after approval by the Board of Directors.

ARTICLE IV

Board of Directors

Section 1: The Board of Directors shall consist of nine (9) Directors. No person shall be eligible to be a Director unless he or she is an active member of the corporation. Directors will be elected at large.

Section 2: The first Board of Directors shall be appointed by the organizers of the corporation. Initially, three Board members shall serve a term of one (1) year, three Board members shall serve a term of two (2) years and three Board members shall serve a term of three (3) years. After the initial terms, each Director shall be elected for a term of three (3) years. After the initial terms the nominating committee shall present a slate of proposed Directors.

Section 3: Any Director of the corporation may resign at any time by written notice of his or her resignation to the Board. Any such resignation shall take effect at the time specified therein, or at such a time if not so specified, immediately upon its receipt by the Board.

Section 4: A Director may be removed from the Board of Directors if he or she fails to attend three (3) consecutive meetings of the Board of Directors, or for cause, upon the unanimous vote of all members of the Board other than the Director whose removal has been proposed. Such removal shall be effective at such time as the Board may determine. The notice of any Board meeting at which such action is contemplated shall contain a notice of the proposed removal, and the Director(s) whose removal is being proposed shall be notified thereof, in writing, at least thirty (30) days prior to the date of such meeting.

Section 5: Any vacancy occurring on the Board of Directors shall be filled for the remainder of the term by the President, with the approval of the Board of Directors.

Section 6: The Board of Directors shall appoint a nominating committee consisting of four (4) members of the corporation who shall prepare and submit a slate of candidates to be considered for election to the Board of Directors. In addition, the Board of Directors may appoint such other committees as it deems appropriate.

Section 7: The Board of Directors may employ whatever personnel they deem necessary and for which funds are available to aid in the management of the corporation and may authorize the expenditure of corporate funds in any other manner in the proper furtherance of the purposes of the corporation.

ARTICLE V

Meetings of Directors

- Section 1: The Board of Directors of the corporation shall meet at least twice a year.
- Section 2: Special meetings of the Board may be called by the President or by three or more Directors.
- Section 3: All meetings of the Board shall be held as such time and place as the Board may, from time to time, designate, or as may be specified in the notice of the meetings.
- Section 4: Each member of the Board shall receive notice of the time and place of each meeting of the Board. Notice of each such meeting shall be mailed, postage prepaid, to each member of the Board, addressed to the member's usual place of business by first class mail or electronic mail not less than ten (10) nor more than one hundred eighty (180) days before the day in which the meeting is to be held. Notice of any such meeting need not be given to any Board member who shall, either before or after the meeting, submit a signed waiver of notice or who shall attend such meeting without protesting the lack of notice prior to or at the commencement of the meeting.
- Section 5: At all meetings of the Board of Directors, a majority of the total number of members of the Board must be present in person in order to constitute a quorum for the transaction of business provided, however, that no action shall be taken unless approved by a number of Directors equal to a majority of the total number of members of the Board.

ARTICLE VI

Officers

- Section 1: The officers of the corporation shall be the President, Vice-President, Secretary and the Treasurer. Officers shall be appointed annually by the Board of Directors. Officers shall be appointed from the Board of Directors.
- Section 2: The President shall preside at all meetings of the corporation and of its Board of Directors; shall appoint such committees as authorized by the Board of Directors; shall be a member *ex officio* of all committees and shall carry on those other responsibilities assigned to him or her by the Board of Directors.
- Section 3: The Vice-President, during the absence or temporary incapacity of the President, shall perform the duties and have the powers of the President.
- Section 4: The Secretary shall keep all of the corporation's records including minutes of the meetings, roster of members, lists of committees and their members; shall send out notices of all meetings, receive applications for membership, and discharge all of the usual secretarial functions of the office required by the By-Laws or by the Board of Directors. A Secretary's report shall be prepared for each Board meeting.
- Section 5: The Treasurer shall keep all of the corporation's funds in a bank approved by the Board of Directors and in the name of the corporation subject to withdrawal by checks signed in such a manner as may be from time to time approved by the

President. A Treasurer's report shall be prepared for each Board meeting and an annual audit shall be prepared and submitted at the last meeting of the current year.

Section 6: All officers shall have such other powers and duties as are required by law.

ARTICLE VII

Fiscal Year

Section 1: The fiscal year of the corporation shall commence on the first day of January and end on the last day of December.

ARTICLE VIII

Amendments

Section 1: The members of the corporation or the Board of Directors may alter, amend, repeal or make additions to these By-Laws.

Approved: December 30, 2006

Revised:

Directors
2007

Class of 2007

Dennis Christiansen
John Haley
Joe Martin

Class of 2008

Gary Flack
John Dollinger
Tom Martin

Class of 2009

Chuch Malsch
Jeff Broadhead
Tom Runty

Officers
2007

President	Chuck Malsch
V. President	Dennis Christiansen
Secretary	Tom Runty
Treasurer	John Dollinger

MISSION STATEMENT

The mission of Illinois Historic Boiler Association, Inc., is to foster a greater understanding of historical boilers and the engines they serve, through the support of educational activities throughout the state; and to work with State regulating agencies in improving consistency of enforcement of regulations regarding these devices.

Our mission will be accomplished through a partnership of owners, operators, repairers and State Officials.