

Randolph Society Foundation Bylaws

I. Organization

- A. The four member organizations, being the Rotary Club of Red Bud, Illinois, USA, Incorporated, Rotary Club of Chester, Rotary Club of Sparta and the Randolph County Historical Society, have sponsored and created an unincorporated association in Illinois to be known as the Randolph Society Foundation.
- B. The Randolph Society Foundation will operate as a not for profit organization.
- C. The purpose of the Foundation is to create an honor society, known as the Randolph Society, devoted to prominent men and women who have lived in and contributed to Randolph County. Through their deeds and notoriety they have added to the reputation of Randolph County being one of the “Great Counties” in Illinois. The Foundation Board may take all lawful actions necessary to achieve this purpose on behalf of the Foundation.
- D. Mission Statement: Honoring Outstanding People and Their Achievements
- E. Vision Statement: Remembering Our Past, Educating Our Future
- F. The Randolph Society Foundation Board of Directors (known as the “Board” or “Foundation Board”) will have seven (7) voting members. Each of the member organizations will appoint a voting member of the Board. Those four (4) Board members will select three (3) additional voting members “at large” from Randolph County by majority vote. Each of the member organizations will also select an alternate member to serve the Foundation Board if the primary member resigns or is removed from the Board. Proof of appointment to the Board will be made by minutes of the member organization and the Board minutes, as applicable.
- G. Members of the Randolph Society Foundation Board will serve three (3) year terms on a staggered basis. Starting with the 2016-17 year, two (2) members will serve one (1) year terms, two (2) members will serve two (2) year terms, and three (3) members will serve three (3) year terms. Selection of the initial terms of the Board members will be made by random drawing. After their initial terms, Board members will serve a full three (3) year term. Terms for Board members will begin with the July meeting. If a Board member resigns or is removed, then their replacement shall fulfill the term the Board member was then serving until its expiration.
- H. Should a Board member vacate their position, the Randolph Society Foundation Board will work with the member organization to fill the vacancy. At large vacancies will be filled by the Board with a majority vote of Board members then serving.

- I. Removal from the Board, or an officer from their office, may be made upon a majority vote of Board members then serving if a Board member engages in illegal activity, brings disrepute upon the Foundation or is absent from $\frac{3}{4}$ of the Board meetings in the Board's fiscal year.
- J. The Randolph Society Foundation Board will select the following officers from among its membership by a majority vote of Board members then serving each year at the start of its fiscal year in July: Chairman, Secretary and Treasurer. Should an officer vacate their office or be removed from the Board or their office, then the Board shall fill the vacancy for the remainder of the term by a majority vote of Board members then serving. The Board will reorganize each year during their July meeting. Actions of the Board shall be proved by the signature of the Chairman and Secretary on any document, except that checks issued shall require only the signature of the Chairman or the Treasurer.
- K. Regular Foundation Board meetings will be held quarterly, starting in July, and more often if needed. Special meetings may be called by the Board Chairman or an officer of the Board. Notice of any meeting times and dates shall be issued by any officer of the Board with seven (7) days prior notice to Board members. Notice may be provided in person, by phone call, by email, by fax, by first class mail or by other special courier service.
- L. A quorum of four (4) members of the Board is needed to hold any meeting of the Board. All actions of the Board must be approved with a majority vote of Board members then serving, unless stated otherwise herein.
- M. For the 2016-17 fiscal year, Foundation funds will reside with the Rotary Club of Red Bud, Illinois, USA, Incorporated due to the funds being a part of a Rotary grant. As such, a member of the Rotary Club of Red Bud, Illinois, USA, Incorporated, will serve as Foundation Treasurer for the 2016-17 fiscal year.
- N. The fiscal year of the Randolph Society Foundation shall start on July 1st of each year and end on June 30th of the following year.

II. Members

- A. The Randolph Society Foundation Board will strive for a diverse membership. Board members will be members of the Randolph County community and interested in local history.
- B. The Randolph Society Foundation Board may accept any volunteers in addition to its Board members.

C. Membership in the Randolph Society will be selected as follows:

- i. Each year not more than five (5) people may be inducted as members of the Randolph Society and their names will be placed on a plaque at the Randolph County Courthouse in Chester, Illinois.
- ii. Nominees must be deceased for a minimum of five (5) years.
- iii. The Foundation Board will solicit nominations for membership each year from the general public.
- iv. The Foundation Board will select the membership from the nominations.

III. Initial Certification of Bylaws

A. Bylaws must initially be approved by each of the sponsor organizations and then be presented to the Society Foundation Board for their approval.

IV. Changes in Bylaws


A. Changes in the Randolph Society Foundation Bylaws may be made only with the consent of a majority of the Foundation Board then serving.

These Bylaws are adopted upon the approval of each member organization and the Randolph Society Foundation Board of Directors.

Date: November 22, 2016



Chairman



Secretary