

**WHEATON PARK DISTRICT  
RESOLUTION 2017-03**

**APPOINTMENTS TO THE BOARD OF THE  
DU PAGE COUNTY HISTORICAL MUSEUM FOUNDATION, INC. BY THE  
WHEATON PARK DISTRICT BOARD OF COMMISSIONERS**

**WHEREAS**, DuPage County Resolution GE-0002-04, dated March 23, 2004, established a governing board of the DuPage County Historical Museum (MUSEUM) and outlined the duties to be performed by said Board, which was referred to as the DuPage County Historical Museum Advisory Board; and

**WHEREAS**, DuPage County Resolution DC-0002-08, dated June 24, 2008, adopted an agreement between DuPage County (COUNTY) and the Wheaton Park District (PARK DISTRICT) whereby the PARK DISTRICT assumed the operation of the MUSEUM to employ its expertise in operating recreational and educational facilities to create new and exciting ways to present the history and culture of DuPage County; and

**WHEREAS**, said agreement between the COUNTY and the PARK DISTRICT recognized the FOUNDATION Board of Trustees as the advisory and fundraising board of the MUSEUM and established that the COUNTY and the PARK DISTRICT shall each appoint fifty percent (50%) of the Trustees of the FOUNDATION, the total number being in accordance with FOUNDATION bylaws, and, in accordance with FOUNDATION bylaws, the FOUNDATION Trustees may elect one additional Trustee; and

**WHEREAS**, David Theil, Marty Keller and Troy Rodman, all of Wheaton Illinois have agreed to serve as members of the FOUNDATION Board of Trustees; and

**WHEREAS**, such appointments require the advice and consent of the Wheaton Park District Board of Commissioners.

**NOW, THEREFORE, BE IT RESOLVED** by the Wheaton Park District Board of Commissioners does hereby advise and consent to the appointments of David Theil, Marty Keller and Troy Rodman to serve as members of the Board of Directors of the DuPage County Historical Museum Foundation, Inc. for a term as provided by the by-laws of the FOUNDATION; and

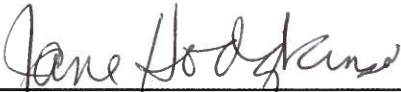
**WHEATON PARK DISTRICT  
RESOLUTION 2017-03**


**BE IT FURTHER RESOLVED** that the Secretary of the Board of Park Commissioners shall transmit certified copies of this resolution to the County Board Office.

Enacted and approved this 15th day of February, 2017, at Wheaton, Illinois.

**PASSED THIS 15<sup>th</sup> day of February, 2017.**

**AYES: 5 NAYS: 0 ABSENT: 1**

  
\_\_\_\_\_  
**President, Board of Park Commissioners  
Wheaton Park District  
DuPage County, Illinois**

  
\_\_\_\_\_  
**ATTEST: Secretary, Board of Park Commissioners  
Wheaton Park District  
DuPage County, Illinois**

**DuPage Museum Foundation Board Status Report February 2, 2017**  
**Prepared by M. Benard**

**Pursuant to the Intergovernmental Agreement between the County of DuPage and the Wheaton Park District which was executed in June and July of 2008:**

**Advisory and Fundraising Board** (previously "Association" currently "Foundation") County and Park District acknowledge the Board established by County Resolution GE-0002-04 in March 2004

- Advisory and Fund Raising are primary missions – no authority over staff and operations
- County and Park District shall each appoint fifty percent of the trustees of the Foundation
- Per the bylaws (as referenced in the IGA) membership is no less than 3 and no more than 12
- Park District Executive Director, shall at all times be a member of the Board
- Foundation Board may appoint/elect one additional trustee (Bylaws Amended July 9, 2014)
- Four year terms

**Park District Appointments – March 2010 WPD Res 2010-03A**

1. Michael Benard                      WPD Executive Director (Resident of Wheaton)  
*Secretary per IGA*
2. Michael Fortner                      State Rep 49<sup>th</sup> dist (Resident of West Chicago)  
*Term 2014-2018*
3. Don Puchalski                      County Board Member (Resident of Addison)  
*Term 2014-2018*
4. David Thiel                              Transnational Bankcard (Resident of Wheaton)  
*Term - Formal Appointment by Park Board February 15, 2017 through February 14, 2019*
5. Marty Keller                              Milton Twp. Board                      (Resident of Wheaton)  
*Term - Formal Appointment by Park Board February 15, 2017 through February 14, 2019*
6. Troy Rodman                              Cauldwell Banker, Wheaton                      (Resident of Wheaton)  
*Term - Formal Appointment by Park Board February 15, 2017 through February 14, 2019*

**County Appointments – August 2014**

1. Bob Jacobsen                              Packaging Business Owner and Historian (Unincorporated DuPage)  
*Term 2014 – 2018*
2. Amy Grant                                      County Board Member (Resident of Wheaton)  
*Term 2014 – 2018                      Treasurer*
3. Open
4. Open
5. Open
6. Open

**Internal Board Appointment (13<sup>th</sup> appointment if full roster of 6 and 6)**

1. Scott Shorney                              Hope Publishing, Carol Stream (Resident of Wheaton)  
*Term 2013 – 2017                      President*

**Memorandum February 2, 2017**

**To:** DuPage County Historical Museum Foundation Board

**From:** Michael Benard, Secretary

**Re:** Election of Officers / Board Roster

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*For discussion and action at our next Board Meeting will be held at 4:00 pm at the Museum on February 8, 2017.*

Scott Shorney's term as a Foundation Board member will expire in May of this year after 5 years of dedication and service to our mission. Scott has been a tremendous advocate for the Museum and a terrific fundraiser.

To insure a smooth transition, Scott will be stepping down as Foundation President at our February meeting and has agreed to assist the new President of the Foundation through the end of his term in May. Scott and I have asked David Theil to assume the role of President beginning this month and he has agreed pending the support of the rest of the Board. We ask for your support of David's Nomination.

I have attached a current roster for your information.

**BY-LAWS OF**

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**THE DUPAGE COUNTY MUSEUM FOUNDATION, INC.**

#1 Amended by Board Action July 9, 2014 – Article 3 Section 2

#2 Amended by Board Action December 2, 2014 – Article 3 Section 3

#3 Amended by Board Action May 14, 2015 Art 3 Sec 3

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FOUNDATION, INC.

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**AMENDED AND RESTATED  
BY-LAWS OF  
THE DUPAGE COUNTY MUSEUM FOUNDATION, INC.**

**ARTICLE I**

**OFFICES**

The Corporation (the "Corporation") shall maintain in the State of Illinois a registered office and a registered agent at such office, and may have other offices within or without the state.

**ARTICLE II**

**MEMBERS/EMPLOYEES**

Section 1. Members/Employees. The Corporation shall have neither members nor employees.

**ARTICLE III**

**DIRECTORS**

Section 1. General powers. The affairs of the Corporation shall be managed by its board of directors (the "Board"). These By-Laws are not an exclusive statement of the duties and responsibilities of directors and officers of the Corporation. Directors and officers are subject to common law and other statutory duties and responsibilities.

Section 2. Number and tenure. The Executive Director of the Wheaton Park District or his designee (the "WPD Director") shall, at all times, be a member of the Board. The number of other directors (collectively, the "Foundation Directors") shall be not less than three nor more than thirteen, and the exact number may be fixed or changed from time to time within the prescribed ranges by the Board without further amendment to these By-Laws. The WPD Director and the Foundation Directors are collectively called the "Directors".

With the exception of the WPD Director, the Directors shall be appointed by the DuPage County Board, and, subject to the provisions of this Section 2, all such Directors shall be appointed to four year terms. At the 2010 annual meeting of the Board, the Foundation Directors shall be divided by lot into two groups. The Foundation Directors in group one shall be elected for two year terms. The Foundation Directors in group two shall be elected for four year terms. To the extent there is an odd number of Foundation Directors at the 2010 annual meeting, the last appointed member shall be placed in group one. Any Foundation Director replacing another Foundation Director shall serve out the term of the Foundation Director being replaced. If a Foundation Director is added to the Board, the added Foundation Director shall be a member of the group in which such Foundation

Director would be a member had the number of Foundation Directors been divided by two as aforesaid.

Section 3. Regular meetings. A regular meeting of the Board shall be held without other Notice than these By-Laws (and any notice required under the Illinois Open Meetings Act or similar statutes or ordinances) at ~~7:30 a.m.~~ the second Wednesday of each month. The place of such meetings shall be the Museum building, or at such other location as the WPD Director may designate. Regularly scheduled meetings held at locations other than the Museum building may be held upon not less than five days Notice to the other Directors; provided, however, that the Directors may provide by resolution (i) other dates, times and places for the holding of regular meetings of the Board and (ii) for the postponement or elimination of one or more regular meetings of the Board without, in any case, other Notice than such resolution. The regular meeting of the Board which is scheduled to be held in January of each year is designated the annual meeting for the year.

4:00 pm  
Amended  
5/4/15

Section 4. Special meetings. Special meetings of the Board may be called upon not less than five days Notice to the other Directors by or at the request of the WPD Directors or any two Directors. The person or persons calling the special meeting of the Board may fix any place within the boundaries of the Wheaton for holding the special meeting of the Board called by them.

Section 5. Notice of special meetings. Notice of any special meeting of the Board shall be given at least five days previously thereto by Notice to each Director. Notice of any special meeting of the Board may be waived in writing signed by the person or persons entitled to the Notice either before or after the time of the meeting. The attendance of a Director at any meeting shall constitute a waiver of Notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the Notice or waiver of Notice of such meeting, unless specifically required by law or by these By-Laws.

Section 6. Quorum. A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may continue the meeting to another time without further Notice. Directors may participate in and act at any meeting of Board or of any committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 7. Manner of acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by statute, ordinance, these By-Laws, or the Articles of Incorporation. No Director may act by proxy on any matter.



Section 8. Informal action by Directors. Any action required to be taken at a meeting of Directors, or any other action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the Directors. Any action to be taken by written consent of less than all of the Directors may be taken if the following criteria are met: such consent shall become effective only if (i) at least 5 days prior to the effective date of such consent, a Notice of the proposed action is delivered to all of the Directors with respect to the subject matter thereof, and (ii) after the effective date of such consent, Notice of the taking of the action without a meeting is delivered to those Directors who have not signed the consent. The consent shall be evidenced by one or more written approvals, each of which shall set forth the action taken and bears the signature of one or more Directors. All the approvals evidencing the consent shall be delivered to the secretary/treasurer to be filed in the Corporation records.

Section 9. Compensation. Directors shall not receive any salaries for their service as Directors, but by resolution of the Board a fixed sum and expenses of attendance, if any, may be allowed for each regular or special meeting of the Board, provided that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

Section 10. Act Governs To the extent not otherwise provided for in the Articles of Incorporation or these By-Laws, the relationship of the Directors to each other and to the Corporation, shall be governed by the General Not-For-Profit Corporation Act of 1986 (805 ILCS 105/) in effect from time to time.

Section 11. Indemnification The Corporation shall indemnify its officers and Directors and agents to the full extent permitted by the General Not For Profit Corporation Act of the State of Illinois, and shall be entitled to purchase insurance for such indemnification of officers and Directors as determined from time to time by the Board.

At the next regularly scheduled meeting of the Board, after the Board obtains knowledge that any present or former officer, Director or agent of the Corporation is a party ("Party"), has been or is threatened to be made a Party to any threatened pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he/she is or was a Director, officer or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (the applicable being called an "Action"), the Board shall make the determination contemplated by ILCS 105/108.75 as to whether (i) indemnification of the Party pursuant to ILCS 105-108.75 is proper and (ii) the expenses incurred by the Party in connection with the Action are to be paid in advance of the final disposition of such Action upon receipt of an undertaking by or on behalf of the Party to repay such amount unless it shall ultimately be determined that such the Party is entitled to be indemnified by the Corporation as authorized in ILCS 105/108.75.

## ARTICLE IV

### OFFICERS

Section 1. Officers. The officers of the Corporation shall be a president, one or more vice presidents (the number thereof to be determined by the Board), a secretary and a treasurer, together with such assistant treasurers, assistant secretaries or other officers as may be elected by the Board. Officers whose authority and duties are not prescribed in these By-Laws shall have the authority and perform the duties prescribed, from time to time, by the Board. Any two or more offices may be held by the same person, except the offices of president and secretary.

Section 2. Election and term of office. The WPD Director shall be the secretary of the Corporation. All other officers of the Corporation shall be elected annually by the Board at the regular annual meeting of the Board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as is convenient. Vacancies may be filled or new offices created and filled at any meeting of the Board. Each officer shall hold office until either (i) his/her successor shall have been duly elected, (ii) his/her death or (iii) he/she shall resign or shall have been removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

Section 3. Removal. Except for the secretary, any officer elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby.

Section 4. President. The president shall be the principal executive officer of the Corporation. Subject to the direction and control of the Board, he/she shall be in charge of the business and affairs of the Corporation; The president shall see that the resolutions and directives of the Board are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board; and, in general, the president shall discharge all duties incident to the office of president and such other duties as may be prescribed by the Board. The president shall preside at all meetings of the Board. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board or these By-Laws, he/she may execute for the Corporation any contracts, deeds, mortgages, bonds, or other instruments which the Board has authorized to be executed, and the president may accomplish such execution either under or without the seal of the Corporation and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the Board, according to the requirements of the form of the instrument. The president may vote all securities which the Corporation is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the Corporation by the Board.

Section 5. Secretary The secretary shall record the minutes of the meetings of the Board in one or more books provided for that purpose; see that all Notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the records of the Corporation and the seal of the Corporation; keep a register of the post office

address of each member of the Board which shall be furnished to the secretary by such member; and perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the Board. Any of the secretary, president or treasurer shall have the authority to certify the By-Laws, resolutions of the Board and committees thereof, and other documents of the Corporation as true and correct copies thereof.

Section 6. Treasurer. The treasurer shall be the principal accounting and financial officer of the Corporation. The treasurer shall: (a) have charge of and be responsible for the maintenance of correct and complete books and records of account for the Corporation; (b) have charge and custody of all funds and securities of the Corporation, and be responsible therefor, and for the receipt and disbursement thereof; and (c) perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to the treasurer by the president or by the Board.

Section 7. Vice president. The vice president (or in the event there be more than one vice president, each of the vice presidents shall assist the president in the discharge of the president's duties as the president may direct and shall perform such other duties as from time to time may be assigned to the vice president(s) by the president or by the Board. In the absence of the president or in the event of the president's inability or refusal to act, the vice president (or in the event there be more than one vice president, the vice presidents, then in the order of their seniority of tenure) shall perform the duties of the president and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board or these By-Laws, the vice president (or any of them if there are more than one) may execute for the Corporation any contracts, deeds, mortgages, bonds or other instruments which the Board has authorized to be executed, and he may accomplish such execution either under or without the seal of the Corporation and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the Board, according to the requirements of the form of the instrument.

## ARTICLE V

### CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract 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 instances.

Section 2. Checks, drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by such employees of the

Wheaton Park District as are designated by the WPD Director with the concurrence of the treasurer of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

Section 4. Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest or, devise for the general purposes or for any special purpose of the Corporation.

## ARTICLE VI

### GENERAL PROVISIONS

Section 1. Fiscal year. Each fiscal year of the Corporation shall end on December 31 unless another date is fixed by resolution of the Board.

Section 2. Books and records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and board.

Section 3. Rules of procedure. The regular order of business at all meetings of members or of the Board shall be governed by Roberts' Rules of Order.

Section 4. Notices generally All Notices required or permitted to be given under these By-Laws (collectively "Notices"), shall be in writing addressed to each person for whom such Notice is intended at the address of such person on the books of the Corporation. Any person may change the location at which such person receives Notices, to another location within the United States of America upon not less than 10 days Notice to the Corporation. All Notices shall be deemed effectively given: (i) when delivered, if delivered personally, (ii) three days after such Notice has been deposited in the United States mail postage prepaid, if mailed certified or registered mail, return receipt requested, (iii) upon receipt of facsimile transmission, or (iv) when received by the party for which Notice is intended, if given in any other manner.

Section 5. Waiver of Notice. Whenever any Notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the Articles of Incorporation or the By-Laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such Notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such Notice.

## ARTICLE VII

### AMENDMENTS

The power to alter, amend, or repeal these By-Laws or adopt new By-Laws shall be vested in the Board. Such action may be taken at a regular or special meeting for which written Notice

of the specific purpose to alter, amend, repeal or adopt new By-Laws shall have been given. The By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

**RESOLUTION OF THE BOARD OF DIRECTORS OF THE  
DUPAGE COUNTY HISTORICAL MUSEUM FOUNDATION  
AMENDING THE BY-LAWS TO INCREASE NUMBER OF DIRECTORS**

The undersigned Directors constituting a quorum of the Board of Directors of the DuPage County Historical Museum Foundation (the "Foundation"), an Illinois Not-for-Profit Corporation, pursuant to Section 8.45 of the Illinois Business Corporation Act of 1983, as amended, consent to the adoption of and do hereby adopt the following resolutions as and for the resolutions of the Board of Directors of the Foundation as of the date hereof:

WHEREAS, Article IIII of the Foundation's By-laws currently allow for not less than three (3) and not more than twelve (12) directors to serve on the Foundation's Board; and

WHEREAS, Section 1.12.3 of the Intergovernmental Agreement between the County of DuPage and the Wheaton Park District for the Occupancy and Maintenance of the DuPage County Historical Museum, dated June 24, 2008 ("IGA") authorizes: 1) the County of DuPage and the Wheaton Park District to each appoint fifty percent (50%) of the Foundation's directors; and 2) the Foundation's current Board of Directors to elect an additional director; and

WHEREAS, the Foundation's By-laws authorize the Board to amend the By-laws; and

WHEREAS, the Directors find it in the Foundation's best interest to amend the By-laws to change the maximum number of directors of the Foundation's Board from twelve (12) to thirteen (13) and, upon amendment of the By-laws, for the County of DuPage and the Wheaton Park District to each appoint six (6) Foundation Directors and the current Foundation Board to appoint one (1) Foundation Director in accordance with the IGA.

RESOLVED, that the Foundation's By-laws be amended and restated to change the maximum number of directors to serve on the Foundation's Board from twelve (12) to thirteen (13); and

RESOLVED, that the revised By-laws, attached to and incorporated herein by reference are hereby adopted and approved by the Board of Directors; and

RESOLVED, that the County of DuPage and the Wheaton Park District shall each appoint six (6) Foundation Directors and the current Foundation Board shall appoint one (1) Foundation Director; and

FURTHER RESOLVED, that each and every of the corporate actions of the officers of the Foundation taken since the date of the last annual meeting of the Directors, or consent to the corporate action in lieu thereof, be and such actions are hereby approved, ratified, adopted and made the acts and deeds of the Foundation.

Dated:

July 9 2014

Tim Elliott

Mike Berard

Scott Stoney

Mike Fortner