

**BY-LAWS**  
**OF**  
**WEST BLOOMINGTON REVITALIZATION PROJECT CORPORATION**  
**AN ILLINOIS NOT FOR PROFIT CORPORATION**

**ARTICLE I**

**PURPOSE**

The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code. The mission of the Corporation is: *The WBRP is a collaborative effort of neighbors and local stakeholders focused on impactful efforts that honor our historical and cultural roots, build on the pride and strengths of our residents, and share a vision for a better quality of life for our neighborhood and the entire community.* The community (sometimes referred to herein as the “area”) shall be in the City of Bloomington, Illinois. Its central geographical boundaries shall be *North of 6 Points Rd, South of the Bloomington/Normal border, West of Main Street, and East of the Bloomington border to the West.* The Corporation shall promote the common good, quality of life, and general welfare of all citizens of the City. The Corporation shall promote the historic preservation, protection and use of the area, including that area’s commercial, civic and religious enterprises and residences. The Corporation shall take swift, remedial action to eliminate the physical, economic and social deterioration of the area and thereby promote the City’s historic preservation and contribute to its community betterment while lessening the burdens of the City’s government. The Corporation shall disseminate information of and promote interest in the economic opportunities, preservation, history, culture, architecture and public use of West Bloomington.

**ARTICLE II**

**OFFICES**

The Corporation may have such offices as the Board of Directors may require. The principal office shall be located in McLean County, Illinois. The Registered Agent’s office is 415 N. Center Street, Bloomington, McLean County, Illinois.

**ARTICLE III**

**MEETINGS**

1. ANNUAL MEETING. An annual meeting shall be held in the month of March in each year beginning with the year 2011. The Board of Directors shall determine the time and place of the meeting and may

change the date to avoid legal holidays. The meeting will be for the purpose of holding elections and for the transaction of such other business as may come before the meeting.

2. SPECIAL MEETINGS. Special Meetings may be called by the President or the Board of Directors.

Directors shall be notified of any special meeting by advance notice in writing which shall be sent by mail (electronically or by regular mail) or personally delivered at least three (3) days before the time set for the meeting. The notices may be sent to the addresses as shown on the records of the Corporation. Lack of notice is waived by written waiver or attendance at the meeting without protest. For time-sensitive or urgent matters, the President or Vice President can conduct a board vote via email, allowing at least 24 hours for a reply, and adhering to the same voting rules as in-person meetings.

3. NOTICE OF MEETINGS. Written notice shall be mailed (electronically or by regular mail) to each Board member not less than 10 days nor more than 60 days before the date set for the annual meeting and not less than three days before the date of any special meeting. Such notice shall state the place, day and hour of the meeting. Notice for an Annual Meeting shall state that the meeting is being called for the holding of elections and for the transaction of such other business as may properly come before the meeting. Notices of Special Meetings shall state the purpose or purposes for which the meeting is called. Notice shall be deemed to have been given when sent electronically or when deposited with postage prepaid in a post office or other official depository under the exclusive jurisdiction of the United States Post Office. Any meeting may be adjourned from time to time. In such event, it shall not be necessary to provide further notice of the time and place of the adjourned meeting if announcement of the time and place of the adjourned meeting is given at the meeting so adjourned.

4. QUORUM. A majority of the current Board must be present at any meeting before business may be conducted. However, if a quorum is not present, a majority of the Board present at the meeting may adjourn the meeting from time to time without further notice.

5. VOTING. At all meetings, except for the election of officers or directors, the Board will vote in a manner deemed acceptable by Roberts Rules of Order. Written proxy votes are not accepted.

## ARTICLE IV

### BOARD OF DIRECTORS

1. GENERAL POWERS. The affairs of the Corporation shall be managed by its Board of Directors.
2. BOARD MEMBERS. The number of Directors shall be not less than three (3) or more than fifteen (15).
3. EX-OFFICIO. The WBRP shall invite community leaders who hold particular roles and offices to participate as ex-officio members of the Board. Ex-officio members shall participate as non-voting members of the Board for the length of their term in the particular role or office that qualifies them for ex-officio membership. Ex-officio members shall include Directors of all WBRP programs and any members of city council or county board that represent part of the geographic boundaries of the Westside. The President may appoint additional ex-officio members with a 2/3 majority approval of the Board.
4. TERMS. Each Director shall hold office for a two (2) year term or to complete an unexpired term created by a vacancy, subject to earlier termination by removal or resignation. The Board shall consist of all officers along with such other Director positions as determined at their annual meeting. A Board member can hold no more than three (3) consecutive terms. Any Director wishing to return to serve in additional terms must take a hiatus of two (2) years.
5. REGULAR MEETINGS. The Board may provide by resolution for additional regular meetings to be held without notice except as provided by the resolution itself.
6. QUORUM. A majority of the current Directors must be present in order to conduct business. However, a majority of those present may adjourn the meeting from time to time without further notice. Board vacancies are not included when determining quorum.
7. VACANCIES. Any vacancy on the board may be filled by the affirmative vote of a majority of the remaining Directors, even if less than a quorum of the Board. A Director so elected to fill a vacancy shall complete the unexpired term of his or her predecessor in office. If additional Directors are to be elected to increase the size of the Board, this shall be done by election at the annual meeting.

8. REMOVAL. The Board of Directors may remove any Director and any Officer at any time, if, in its judgment, the best interests of the Corporation would be served thereby. Any Director with three unexcused absences can be removed with a 2/3 vote of the Board.

9. LEAVES OF ABSENCE. The Board of Directors may vote to approve any Director a leave of absence for no less than 3 weeks and no more than 12 weeks. Leaves can be approved for personal or professional reasons, and require a 2/3 vote of the Board.

## ARTICLE V

### OFFICERS

1. OFFICERS. The officers of the Corporation shall be as follows: President; Vice President; Secretary, Treasurer, and Assistant Treasurer. Any two or more offices may be held by the same person, except the offices of President, Secretary and Treasurer.

2. TERM. The officers shall be elected annually by the Board of Directors at its annual meeting.

Vacancies may be filled at any meeting of the Board of Directors. Each officer shall remain in office until his or her successor is elected and qualified, subject to earlier termination by removal or resignation.

3. PRESIDENT. The President shall be the principal officer of the Corporation and shall supervise and control all of the business and affairs of the Corporation. The President or their designee shall preside at all meetings of the Board of Directors. They shall have all such powers as may reasonably be construed as belonging to the chief executive of a non-profit corporation.

4. VICE PRESIDENT. The Vice President shall perform the duties of the President in the absence of the President or in the event of the President's inability or refusal to act.

5. SECRETARY. The Secretary shall keep the minutes and records of the Corporation in appropriate books, see that all notices are given in accordance with these By-Laws or as provided by law, keep a list of all Board members and their mailing addresses and, in general, perform all duties incidental to the office of Secretary and such other duties as may be assigned by the President or the Board of Directors.

6. TREASURER. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, and, in general, perform all the duties incidental to the office of Treasurer and other duties as may be assigned by the President or Board of Directors. The Treasurer does not have to post a bond.

7. ASSISTANT TREASURER. The Assistant Treasurer shall assist the Treasurer in the execution of all duties related to the financial management of the organization. This role is not required to be filled.

## ARTICLE VI

### COMMITTEES

The Board of Directors may, by resolution of a majority of the board, establish Committees. All Committees shall function in accordance with the rules and procedures established by the Board of Directors. All Committees shall report to the Board of Directors and shall not exercise the authority of the Board of Directors in the management of the Corporation.

## ARTICLE VII

### OTHER PROVISIONS

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its officers or other private persons, except that the Corporation 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 in Article I hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code, or (2) by a corporation, contributions to which are

deductible under Section 170(c)(2) of the Internal Revenue Code, or any corresponding section of any future federal tax code.

2. Upon the dissolution of the Corporation, 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 in the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the Corporation 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.

3. The books and records of the Corporation shall be maintained on a calendar year basis.

## ARTICLE VIII

### INDEMNIFICATION

The Corporation shall indemnify and hold harmless each person who shall serve at any time as a director or officer of the Corporation, from and against any and all claims and liabilities to which such person shall have become subject by reason of having been a director or officer of the Corporation, or by reason of any action alleged to have been taken or omitted by such person as a director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred in connection with any such claim or liability; provided, however that no such person shall be indemnified against or be reimbursed for any expense incurred in connection with any claim or liability arising out of their own negligence or willful misconduct. The rights accruing to any person under this provision of these by-laws shall not exclude any other right to which they may be lawfully entitled, nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case, even though not specifically herein provided for. The Corporation, its directors, officers, employees and agents, shall be fully protected in taking any action or making any payment under this by-law, or in refusing to do so, in reliance upon the advice of counsel.

ARTICLE IX

AMENDMENTS

These By-Laws may be amended or repealed by an affirmative vote of at least fifty-one (51%) percent of those present at a meeting of the Board of Directors called for the purpose of acting upon such amendment (provided that a quorum is present at such meeting). No amendment, however, shall operate to change the purpose of the Corporation from that purpose as specified in Article I of these By-Laws in such a manner as to expand the purposes of the Corporation beyond those permitted by Section 501(c)(3) of the Internal Revenue Code, and no such amendment shall be permitted which would operate to alter or change the provisions of Article VII of these By-Laws in such a manner not permitted by the provisions of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

Adopted on \_\_\_\_\_, 2016.

Amended in December of 2019 & May of 2023.

Approved August 16, 2023

First Board of Directors:

Bruce Clark, Its President

David A. Roehrig, Its Secretary