

**BY-LAWS OF  
CHRISTOPHER AREA BETTERMENT ASSOCIATION, INC.**

OBJECTS: The missions of the Christopher Area Betterment Association, Inc., (hereinafter referred to CABA) are to coordinate the improvement of commercial, civic, industrial and general interest in the City of Christopher, Franklin County, Illinois and its trade area; and to aid in the advancement and to foster and encourage the development of this community.

LIMITATIONS: The CABA shall be non-partisan, non-sectional, non-sectarian and shall take no part in or lend its support to the election or appointment of any candidate for city, county, state or federal office.

**ARTICLE I NAME**

NAME: The name and legal title of this Corporation is CHRISTOPHER AREA BETTERMENT ASSOCIATION, INC.

**ARTICLE II PLACE OF OFFICE**

The principal office of this corporation shall be at the Christopher City Hall, 208 N. Thomas in the City of Christopher, Illinois.

**ARTICLE III OFFICERS**

The elective officers of this corporation shall be a President, who shall also be Chairman of the Board of Directors, a Vice President, a Secretary and a Treasurer, who, together with such other officers as may from time to time be elected or appointed

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by the Board of Directors, shall have such powers and authority as is hereinafter specified, together with the powers and duties ordinarily performed by similar officers in similar corporations.

(a) The President shall have such powers and perform such duties as the Board of Directors shall prescribe and shall preside at all meetings of the members. The President shall appoint all committees, subject to confirmation by the Board of Directors.

(b) In the absence of the President, the Vice-President shall perform all the duties and have all the powers of the President.

(c) The Secretary shall be the custodian of the official seal and of all the records of the corporation and shall record the minutes of all meetings of the CABA. In addition, the Secretary shall maintain a current list of all members of the CABA.

(d) The Treasurer shall be the custodian of all the funds of the corporation, shall be bonded for at least the largest amount of funds he is likely to have in his possession at any one time; shall have the opportunity to draw checks for the payment of indebtedness as the direction of the membership or the Board of Directors. The Treasurer shall present a treasurer's report at all regular meetings of the CABA members. No disbursements of the funds of the CABA shall be made unless the same shall have been approved, authorized and ordered by the members at a regular or special called meeting of the CABA. All disbursements shall be made by check. Checks shall be signed by the Treasurer and one other officer or Board member of the CABA.

(e) In the absence of any officer, the Board of Directors may delegate his powers and duties to any other officer or Director for the time being.

(f) All vacancies in the above offices shall be filled by appointment of the President, subject to the ratification of the Board of Directors.

(g) All officers shall serve for one year and/or until a successor shall have been elected and qualified.

(h) Any officer may be removed from office by the Board of Directors for misconduct, failure to perform his duties, refusal to abide by these By-laws or if he ceases to be a resident of Franklin County, Illinois.

#### **ARTICLE IV MEETINGS**

The Annual Meeting of the members of this corporation shall be held at the City Hall or other designated place in the City of Christopher, Illinois, on the first Monday in June as notices to members may so designate, and at such time, members shall, by plurality vote, elect the above-named officers and a Board of Directors for the ensuing year.

(a) Ten or more members shall constitute a quorum for the transaction of all business and election of officers at such annual meeting, or at any special meeting called as hereinafter provided.

(b) Notice of the meetings and conduct of the same shall be prescribed by the Board of Directors unless covered by these By-laws. The membership of the CABA will be notified of regular and special meetings and the annual meeting by notice in writing

mailed to the last known post office address of the member at least three days in advance of the date of the meeting.

(c) Special meetings of the members shall be called by the Secretary on the written request of two Directors, or upon the written request of five members of said corporation by notice mailed to each member at least three days prior to such meeting. Such notice shall briefly state the objects of such meeting and no other business shall be transacted at said meeting.

(d) The business of the CABA shall be conducted at regular meetings of the corporation members to be held on the third Tuesday of each month at 8:30 o'clock A.M. at the City Hall or other designated place. Eight or more members shall constitute a quorum for the transaction of all business at a regular meeting.

#### **ARTICLE V BOARD OF DIRECTORS**

(1) The Board of Directors first elected after the adoption of these By-laws shall be comprised of the four elected officers and three members to be elected at large by a plurality vote of the members for one year terms at the annual meeting of the CABA in June of each year and shall serve until their respective successors shall have been elected and qualified.

(2) If the office of any Director becomes vacant by reason of death, resignation, removal or otherwise, the remaining Directors, although less than a quorum, may elect a successor or successors from the membership of the corporation, who shall hold office for the unexpired term.

(3) A majority of the Board of Directors shall constitute a quorum for the transaction of any business.

(4) Meetings of the Board of Directors shall be held as deemed necessary by said Board.

(5) Special meetings of the Board of Directors may be called by the President on his own motion or upon the written request of any two Directors, by one day's notice to each Director.

(6) The Board of Directors shall have the power to oversee the actions of the CABA membership and its officers, including the power to overturn actions taken by the membership at a regular or special meeting. The majority necessary to overturn such actions is a majority of the full Board of Directors (4). The Board shall be responsible to submit any reports to any local, state or federal agency on behalf of the corporation.

(7) The Board of Directors or the President may delegate to any committee such powers as it may from time to time determine and deem wise.

(8) In addition to the powers and authority expressly conferred upon it by these By-laws, the Board of Directors may exercise all such powers and do all such things as may be exercised or done by the corporation, subject to the provisions of applicable law, the Charter, and these By-laws.

#### **ARTICLE VI AMENDMENTS**

These By-laws may be amended by a majority of votes at the Annual Meeting of members or at any special meeting of the members called for that purpose. A written

copy of any proposed amendment or amendments shall be mailed to all members at least 10 days prior to the vote upon such amendment or amendments.

#### **ARTICLE VII WAIVER OF NOTICE**

Any member, officer or Director may at any time waive any notice required to be given under these By-laws; and the Secretary shall make a note of such waiver in his Minute Book.

#### **ARTICLE IX ORDER OF BUSINESS**

The order of business at all meetings of the members and of the Board of Directors shall be as follows:

- (1) President shall call the meeting to order;
- (2) President shall ascertain if a quorum is present (8);
- (3) Presentation of the Minutes of prior meeting by Secretary;
- (4) Presentation of Treasurer's Report;
- (5) Correspondence;
- (6) Reports of Committees;
- (7) Unfinished business;
- (8) New business;
- (9) Adjournment.

#### **ARTICLE X FISCAL YEAR**

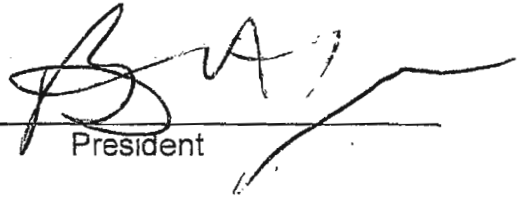
The fiscal year shall end the 30<sup>th</sup> day of June.

ARTICLE XI PARLIAMENTARY PROCEDURE

The proceedings of the CABA meetings shall be governed by and conducted according to the latest addition of Roberts Manual of Parliamentary Rules.

The foregoing By-laws were regularly read, discussed and adopted at the first regular meeting of the members of CABA held in the City Hall of the City of Christopher, Illinois, on the 18<sup>th</sup> day of March, 2008.

(Signed)



President

ATTEST:



Secretary

(CORPORATE SEAL)

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