

BYLAWS OF  
BRESEE BUSINESS AND PROFESSIONAL ASSOCIATION

Approved - March 3, 1953

ARTICLE ONE

Section 1. Members shall be those in businesses and professions of any kind whose doors are open to the general public in the sale of any kind of merchandise or service; or, any other person who is a member of the community surrounding Breese who has an active interest in the civic affairs of the community. Members in good standing shall have the right to vote or participate in the management of the Association. The annual dues for membership shall be determined by the members of this organization, which has been approved at Twenty-five Dollars per annum.

Section 2. Applications for membership shall be made on forms approved by the Board of Directors or by letter from an applicant and election to membership shall be by a majority vote of the members at any regular meeting.

ARTICLE TWO

Section 1. The duration of the organization shall be perpetual and shall not be organized for pecuniary profit that may inure to the benefit of any member thereof.

Section 2. The fiscal year of the organization shall begin on the first of February of each year and end on the 31st day of January of each year.

ARTICLE THREE

Section 1. The annual dues of all members shall be due and payable in advance for the succeeding fiscal year.

ARTICLE FOUR

Section 1. The annual meeting of the members of this association shall be held on the last Tuesday in the month of January of each year, for the purpose of electing directors and for the transaction of such other business that may come before the meeting. If the election of the directors shall not be held on the day designated herein for the annual meeting, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

Section 2. Regular meetings shall be held quarterly on the last Tuesday in April, the last Tuesday in July and the last Tuesday in October, and the last Tuesday in January, which is considered as the annual meeting. If any member misses two consecutive meetings, or does not send an alternate, who is an associate with him in business, he shall not be considered in good standing.

Section 3. Special meetings shall be called by the president or by majority of the Board of Directors. Special meetings may also be called by petition of twenty-five percent of the members. The president shall call a meeting within three days after such a petition is presented to him.

Section 4. Written or printed notice stating the place, day and hour of the meeting or of special meeting, shall be mailed to every member at least five days before any such special meeting.

Section 5. Twenty percent of the members present at any meeting held, regular or special, shall constitute a quorum.

Section 6. All members in good standing shall be permitted to take part in discussion and vote at the meetings.

#### ARTICLE FIVE BOARD OF DIRECTORS

Section 1. The number of Directors of the Association shall be ten (10) including the President, Vice President, Secretary-Treasurer, Assistant Secretary-Treasurer, Finance Committee Chairman and the immediate Past President of the Association. At the end of each fiscal year, the immediate Past President shall automatically become an official member of the Board of Directors. All other members of the Board of Directors shall be elected at each annual election after each term expired.

Section 2. The Board of Directors shall have full supervision over the affairs of the organization. The Board of Directors shall adopt and agree upon an order of procedure for the transaction of business at all regular or special meetings which shall not be in conflict with the Bylaws.

Section 3. A majority of the Board of Directors present in person at any meeting shall constitute a quorum for the transaction of business.

Section 4. Regular meetings of the Board of Directors shall be held at such time and place as the President may choose, and the secretary shall mail or phone notice of such meeting at least three days prior to the date of such meeting. The annual meeting of the Board of Directors shall be the second last week in January.

Section 5. Special meetings of the Board of Directors shall be called by the President or upon written request of three of the Directors, provided such request shall stipulate the purpose of the meeting. The Secretary-Treasurer or Assistant Secretary-Treasurer shall mail a notice of any special meeting to each member of the Board of Directors stipulating the time, the place, and the purpose of the meeting.

Section 6. At the first meeting following the annual meeting of the members, the Board of Directors shall approve a budget for the

current fiscal year, fixing the compensation of those positions or offices which incur an expenditure of time and labor on the part of that office holder or member.

Section 7. The Board of Directors shall cause the books of the association to be audited for the preceding year and to present these findings to the Board of Directors at their regular annual meeting.

Section 8. The Board of Directors shall control the activities of all committees, and all committees, when not otherwise specifically instructed shall be responsible to the Board of Directors.

Section 9. The Board of Directors shall have the authority to approve all proposed contracts and no contract or obligation of the organization shall be entered into by any member, officer, or employee, except by approval and vote of the Board of Directors.

Section 10. The Board of Directors shall cause to be kept a complete record of all their meetings, the minutes of which shall be open to the inspection of all members in good standing at any reasonable time. The Board of Directors shall submit a report of its activities at each annual meeting.

Section 11. It shall be the obligation of the Board of Directors to put into effect, at the earliest possible moment, any amendment to the Bylaws or any policy adopted by the organization.

Section 12. Resignation from the Board of Directors, or a resignation of any officer shall be placed in writing, and may be accepted by the affirmative vote of a majority of the Board of Directors at any regular meeting.

Section 13. The Board of Directors shall have the power to fill any vacancies caused by the death, resignation or removal of any officer or director, by a two-thirds roll call vote of the entire Board of Directors.

#### ARTICLE SIX NOMINATION AND ELECTION

Section 1. A list of nominations shall be presented by the nominating committee at the annual meeting, the last Tuesday in January, also nominations shall be declared open from the floor.

Section 2. Election of officers and directors shall be by ballot or acclamation at the annual meeting held the last Tuesday in January.

Section 3. Election of officers or directors shall be made upon a majority vote of members present at the annual meeting.

ARTICLE SEVEN  
OFFICERS

Section 1. The officers of the organization shall consist of the President, Vice President, Secretary-Treasurer, Assistant Secretary-Treasurer, Finance Committee Chairman, and the Immediate Past President. These officers shall have executive supervision of all the affairs of the organization.

Section 2. The President shall perform all the duties incident to his or her office and shall preside at all meetings of the organization as well as at all meetings of the Board of Directors. He or she shall be an ex-officio member of all committees except the committee of Nomination and Election and shall appoint, remove, or accept the resignation of the chairman or members of any committee as provided and restricted by the Constitution and Bylaws. He shall supervise all executive affairs of the organization.

Section 3. The Vice President shall perform all of the duties incident to his or her office as well as all of the duties of the President in the event the President is unable to serve. In the event of the death, resignation or removal of the President from office, the Vice President shall automatically succeed to the office of the President and a new Vice President shall without delay be selected as provided.

Section 4. The Secretary-Treasurer shall perform all of the duties incident to his office and shall be the keeper of the seal of the organization. He shall attest all official documents of the association, shall be active charge and shall perform such duties as may be required of him by the President of the Board of Directors. He shall keep accurate minutes of the proceedings of all meetings of the Board of Directors and as many committee meetings as possible. He shall keep a correct record of the names and addresses of the members. He shall notify the Board of Directors of the non-payment of duties by any member and in the event that it shall become necessary to terminate the membership of any member, he shall send notices necessary to such termination of membership. (He shall deliver the official emblem to each member when such member shall be entitled thereto and shall obtain the surrender of such official emblem as hereinafter provided.) He shall conduct all the official correspondence of the association and shall notify all members, directors and officers and committees of the day, date, hour, place, and purpose of all meetings promptly when called. He shall prepare and present at the annual meeting a complete statement of the activities of the organization, a report of the special events, the activity of Committees, and any other information of interest. The Secretary-Treasurer shall perform all the duties incident to his office and shall have custody of all the funds of the organization. He shall be responsible for all funds of the organization when such funds shall have come within his possession. He shall be a member of the Finance Committee and shall prepare, or cause to be prepared, a monthly financial statement, accurately setting forth the cash receipts and disbursements and the cash on hand which statement shall be promptly presented to the Board of Directors. He shall

prepare, or cause to be prepared an annual report of the financial status of the organization, which statement shall be presented to the annual meeting of the members.

Section 5. The Assistant Secretary-Treasurer shall assist the Secretary-Treasurer in his duties as specified in Article Seven and shall act in his place where necessary.

#### ARTICLE EIGHT COMMITTEES

Section 1. The president shall, with the approval of the majority of the Board of Directors, appoint the following committees, namely: Membership Committee, Retail Committee, Political Action Committee, Breese-Germantown Road Committee, Health Committee, Agricultural Committee, Civic Committee, and Industrial Committee. The Nomination Committee of this organization shall consist of three members, who shall consist of the three most recent past Presidents of the organization.

Section 2. From time to time the President may with the approval of the Board of Directors appoint any other committee or committees which shall have such powers as shall be specified in the order of appointment.

Section 3. All committees that are to be selected by the President should consist of members in good standing and those committees shall serve the term of the newly elected appointing President, except the Nomination Committee.

Section 4. All committees shall meet at the call of the chairman thereof, or upon the request of a majority of the members, or upon order of the President of the Board of Directors.

Section 5. The Membership Committee shall approve the application of any person or firm who wishes to become a member, but its main purpose shall be to obtain new members and to keep the current membership from lapsing.

Section 6. The Civic Committee should be helpful to the City Officials, assist other organizations when asked to do things for the betterment of Breese in general. In addition, this Committee is in charge of the outdoor Christmas decorations and shall appropriate funds from the organization through the Board of Directors for this purpose.

Section 7. The Industrial Committee shall attempt to induce industries to locate in our city and community. Further, this Committee shall report on the employment condition in the community in total production during the year.

Section 8. The Breese-Germantown Road Committee shall seek new construction for the completion of the new Breese-Germantown Road and report to the membership on the progress of it.

Section 9. The Political Action Committee shall be in charge of promoting legislation which is vital to the community. In addition, it will carry on the project of FAP 409 and the completion of it through Clinton County, Illinois.

Section 10. The Retail Committee shall consist of a group of retailers from the City of Breese and shall have a Chairman and Co-Chairman. It shall be responsible for planning special events and sales throughout the fiscal year of the organization.

Section 11. The Health Committee shall monitor and report on the quality of health care being delivered to the community. Also, it is to serve as a liaison between our local hospital, doctors and the organization.

Section 12. The Agricultural Committee shall report on the progress of agriculture in our community and act as a liaison between the organization and those involved in agriculture within the Breese community. Also, they will report on productivity during the year.

Section 13. The Educational Committee is to report to the organization on the quality of education being delivered to the students within the Breese community. Also, this Committee should report to the organization any needs of the educational institutions of our community which may be fulfilled by the organization.

#### ARTICLE NINE AMENDMENTS

Section 1. Amendments to the Bylaws shall be submitted in writing to the Secretary-Treasurer and may be proposed by any group of members equal in number to at least one-tenth of the total voting strength of the organization and all of whom shall be in good standing or amendments may be proposed by two-thirds roll call vote of the entire Board of Directors.

Section 2. The Secretary shall, within five days, from date of receiving any proposed amendment, refer a true copy thereof to the Secretary-Treasurer setting forth recommendations for or against proposed amendment. The Board of Directors shall then give notice to the members that the proposal shall be presented at their next regular meeting, debated and upon roll call of a quorum of the members present determine the fate of such amendment.