

**Amended and Restated Bylaws of the DuPage Art League
(the “Bylaws”)**

ADOPTED: June 23, 2024

ARTICLE I – PREAMBLE

Section A – Name, Organization, Office and Fiscal Year

The name of this not-for-profit corporation shall be the Du Page Art League, also known as the “DuPage Art League School and Gallery,” hereinafter referred to as the “League,” and established pursuant to the provisions of the Illinois General Not for Profit Corporation Act of 1986 (the “Act”) and the provisions of the Articles of Incorporation (the “Articles”). The League was organized in 1957 and incorporated October 22, 1959. The League is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (the “Code”). The registered office and the registered agent of the League in the state of Illinois are located at 218 West Front Street, Wheaton, IL 60187. The registered office and the registered agent of the League may be changed by the Board of Directors from time to time in accordance with the applicable provisions of the Act. The fiscal year of the League shall end on April 30.

These Bylaws will be posted on the League website. Any member may request a printed copy of the Bylaws by notifying the Secretary of the Board of Directors.

Section B – Purpose

The League is a not-for-profit art school and gallery dedicated to promoting the visual arts through classes, workshops, gallery exhibits, student scholarships, free art programs open to the public and other similar activities which further the purpose of encouraging, promoting, advancing and assisting art education and instruction, and the advancement of and development of the arts.

The League shall not be responsible for loss, theft, or damage to any work of art exhibited on or off the League premises. All exhibitors shall execute a release holding the League harmless for any loss, theft, or damage. This includes rotating shows and any other exhibits conducted under League sponsorship.

Section C – Powers

In furtherance of the purposes outlined above in Section B, the League shall have the power to a.) solicit grants and contributions for any League purpose, b.) maintain a fund or funds of real or personal property, or both, for any League purpose, c.) acquire any form of property by purchase, gift, grant, device, bequest or any other form of assignment, transfer or conveyance whatsoever, and d.) own, accept and use the same and dispose of the same. Subject to other provisions of this Article I, the League shall have the power to exercise such other powers as are now, or hereafter may be, conferred by law upon a corporation organized for the purposes set forth above.

Section D – No Private Inurement

No part of the net earnings or assets of the League shall inure to the benefit of, or be distributed to, its directors, officers or any private individual or member, if any, except that the League shall be authorized and empowered to pay reasonable compensation for any services rendered and to make payments and distribution in furtherance of the League's charitable and educational purposes to the extent consistent with law and the provisions of the Articles and these Bylaws. Furthermore, the League shall make no loans to any director, officer or any private individual or member for any purpose whatsoever.

Section E – Impermissible Activities

No substantial part of the activities of the League shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the League shall not participate in, or intervene in (including the publishing and distribution of statements) any political campaign on behalf of any candidates for public office. Notwithstanding any other provision of these Bylaws, the League shall not carry on any other activities not permitted to be carried on a.) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or b.) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Section F – Distributions on Liquidation or Dissolution

Except as otherwise provided by law, upon any dissolution, voluntary or involuntary, revocation of its charter, insolvency or bankruptcy of the League, the Board of Directors, after paying or making provisions for the payment of all of the liabilities of the League, shall dispose of all of the assets of the League (as required by, and in accordance with, the applicable provisions of the Act) exclusively for the purposes of the League or to any organization or organizations engaged in activities similar to those of the League and which at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, in such manner as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the registered office of the League is then located, exclusively for such purposes or to such organizations, as said court shall determine.

Section G – Antidiscrimination

Full participation in all the services provided by the League shall not be denied to any person on account of race, color, religion, sex, age, national origin, or disability.

Section H – Sexual Misconduct

The DPAL is committed to facilitating equitable response and resolution to all reported incidents of sexual harassment, sexual violence, relationship violence, stalking and related misconduct among staff, students, volunteers and members. To that end, the DPAL will provide awareness training to our governing Board, staff and teachers.

ARTICLE II – MEMBERSHIP

Section A – Qualification and Membership Classes

Any artist or lover of art willing to support the objectives of the League is eligible for membership. An active member shall be a person who has the privilege of exhibiting works of art, who participates in all League activities conducted in accordance with these Bylaws and who holds all rights and privileges of membership as members of the League. To enjoy these rights and privileges, the active member must be fully current with respect to dues. Only active members in good standing shall have voting rights (business, corporation or organization members do not have voting rights). Membership dues is paid annually on a calendar year basis, on or before January 1. Half-year memberships commence after July 1. There is no half year or other apportionment of dues for sustaining, business/corporation or life memberships. If evidence of inability to pay is presented, annual dues will be waived. No applicant shall be refused membership based on financial need. Membership dues are fixed and established by the Board of Directors.

The classes of membership are as follows:

- **ADULT MEMBERSHIP** for one person, shall be available for anyone at least 18 years old.
- **ADULT FAMILY MEMBERSHIP** shall be available for two adult family members, 18 or older, residing at the same address.
- **SUSTAINING MEMBERSHIP** shall be available for one adult or two adult family members who wish to actively support the arts in the community by purchase of a sustaining membership in an annual amount as determined by the Board of Directors.
- **BUSINESS/CORPORATION MEMBERSHIP** shall be available for businesses, corporations or organizations that wish to actively support the arts in the community by purchase of a membership in the annual amount as determined by the Board of Directors. A business, corporation or organization member is not entitled to any privileges or benefits associated with other classes of membership nor to any voting rights.
- **LIFE MEMBERSHIP** may be obtained by any active member who shall elect to pay the prescribed minimum life membership dues as determined by the Board of Directors.
- **HONORARY LIFE MEMBERSHIP** shall be conferred on any person who had made a contribution to the League deemed by the Board of Directors to be worthy of special commendation and public acclaim as exemplified by election to an honorary standing in the League for life. An honorary member is entitled to the privileges and benefits associated with other classes of membership and has voting rights.
- **STUDENT MEMBERSHIP** shall be available for a person currently enrolled in a high school (ages 14-17) or in an institution of higher learning. Student members hold all rights and privileges of active members except they shall not be officers of the League. A student member is entitled to discounts

on adult classes only.

Active member benefits include class discounts, early sign-up for classes, exhibits in Gallery I or Gallery II, display of art for sale in the gift shop and monthly newsletters.

Section B – Voting Rights

Only active members in good standing may vote. Business, corporation or organization members do not have voting rights. Ideally, twenty-five percent of the active members of the League constitute its quorum for the transaction of business at any meeting. If twenty-five percent of active members cannot be achieved, then a quorum shall consist of a simple majority of participating active members.

Section C – Activity Guide and Publicity

The Board of Directors will annually publish an Activity Guide (the “Guide”) for the calendar year. The Guide shall be made available to active members either in paper form and/or on the League’s website. At a minimum, the Guide will include the exhibit schedule (including rules and information about judging and prizes), open programs, the show schedule (including requirements), gift shop information (including Yuletide Treasures), a session/class calendar for fall, winter/spring and summer terms, general art class and workshop information, membership information, special services and contact information including the Board of Directors.

To keep the membership informed of League events and activities, the Board of Directors will publish a monthly newsletter to all classes of membership. In addition, the Board of Directors will provide a League website and ensure the distribution of news releases and other announcements as appropriate to print and online media.

ARTICLE III – BOARD OF DIRECTORS

Section A – Composition and Duties

The Board of Directors shall be composed of the elected officers and the President Emeritus. All procedural matters shall be governed by Robert’s Rules of Order Newly Revised, unless they are inconsistent with these Bylaws. The Board of Directors shall be the governing body of the League. It shall be responsible for the general management of the affairs, business and funds of the League. The Board of Directors shall communicate with the membership at large on major proposals and shall seek the vote of the active membership when appropriate.

Section B – Budget

The Board of Directors shall be responsible for a budget for the purpose of guiding the finances, expenditures, and operations of the League throughout the fiscal year. The Treasurer is responsible for budget oversight regarding actual operations and reports to the Board of Directors any significant divergences.

Section C – Voting and Quorum

A majority of the votes of all officers present and voting, providing those present constitute a quorum shall be required for the passage or adoption of any action or resolution. A quorum shall consist of a simple majority of the Board of Directors. No proxy voting shall be permitted. In an emergency, at the President’s discretion, email or telephone voting will be permitted and a quorum shall consist of a simple majority of the Board of Directors.

Section D – Removal

Any officer or committee chairperson may be removed for cause by the affirmative vote of a majority of the Board of Directors present and voting at a meeting of the Board of Directors at which a quorum is present. “Cause” shall include, but not be limited to, repeated failure or neglect to serve in such capacity.

ARTICLE IV – ELECTED OFFICERS AND DUTIES

Section A

1. **President** whose duties shall be as follows:
 - A. Presides at all the meetings including the annual meeting and all board meetings
 - B. Prepares agendas for the required meetings
 - C. Acts on behalf of the League in financial matters as authorized by the Board of Directors
 - D. Serves as an ex-officio member of all committees, except the nominating committee
 - E. Serves as official spokesperson for the League.

In the event the President cannot perform his/her/their duties, the Board of Directors will decide the elected officer to act in place of the President.

2. **President Emeritus** whose duties shall be as follows:
 - A. As immediate past president, serves on the Board of Directors for a term not to exceed that of the presiding president
 - B. Maintains and provides historical continuity and guidance in the interpretation of past actions taken by the preceding Board of Directors
 - C. Chairs the Nominating Committee
 - D. Performs special tasks assigned by the Board of Directors.
3. There shall be nine Vice Presidents whose duties shall be as follows:
 - A. **Vice President of Education** serves as Board liaison with the following committee chairpersons and shall coordinate the operation of said chairpersons/committees:
 - i. Class scheduling chair contacts teachers, develops and publishes class schedule
 - ii. Workshop scheduling chair identifies presenters, schedules and manages workshops
 - iii. Teacher representative chair ensures teachers are aware of policies through meetings and emails and communicates teacher concerns to VP/Board

- iv. Teacher recruiter chair and committee interview and recommend teacher candidates
 - v. Other education related committees as necessary.
- B. Vice President of Exhibits** serves as Board liaison with the following committee chairpersons and shall coordinate the operation of said chairpersons/committees:
- i. Gallery I and II chairs hang exhibits, ensure exhibit guidelines and oversee receptions
 - ii. Judges and awards chair selects and oversees judging and awards
 - iii. Yuletide Treasures chair recruits participants, displays merchandise and manages inventory
 - iv. Window display chair schedules and creates window displays
 - v. Gift shop chair selects merchandise, creates displays and manages inventory.
- C. Vice President of Membership** serves as Board liaison with the following committee chairpersons and shall coordinate the operation of said chairpersons/committees:
- i. Maintains membership files, records and roster
 - ii. Activity Guide chair updates and publishes Activity Guide
 - iii. Newsletter chair gathers and compiles information and produces newsletter
 - iv. Conducts new member orientation either in-person or by email to ensure new members have all applicable information
 - v. Historical records chair compiles and maintains historical records
 - vi. Library chair oversees library and sales of donated books
 - vii. Special services chair maintains book available in Gallery I with sample art by artists accepting commissions.
- D. Vice President of Activities** serves as Board liaison with the following committee chairpersons and shall coordinate the operation of said chairpersons/committees:
- i. Outreach Programs chair selects and oversees presenters and programs open to the public
 - ii. Member Activities and Events chair oversees regular gatherings of interest to members.
- E. Vice President of Building and Grounds** serves as Board liaison with the following committee chairpersons and shall coordinate the operation of said chairpersons/committees:
- i. Oversees maintenance, ordering and supervising needed repairs
 - ii. Works with Board to accomplish any building improvements
 - iii. Oversees purchasing of maintenance supplies
 - iv. Contracts for and oversees cleaning, window washing and snow shoveling.
- F. Vice President of Safety and Security** serves as Board liaison with the following committee chairpersons and shall coordinate the operation of said chairpersons/committees:
Security Chair

- i. Acts as liaison and in an administrative role with ADT security and all that entails
- ii. Provides security panel and key card training
- iii. Acts as pre-dispatch emergency contact for ADT security if the alarm is triggered
- iv. Manages users, access plans and rules in the ADT control portal
- v. Checks alarm has been set and door is locked at night after last class.

Safety Chair

- i. Coordinates safety program implementation and training
- ii. Receives and follows up on safety paperwork
- iii. Assesses safety signage throughout building to ensure it is visible and helpful
- iv. Reviews and updates Emergency Safety Binder annually.

G. Vice President of Community Involvement and Fundraising

- i. Conducts tours for scout troops and other groups
- ii. Coordinates donated art given to schools and other non-profits for fundraising, auctions etc.
- iii. Approves and processes class scholarships for children and adults
- iv. Oversees grant research and applications coordinating with Treasurer and grant - writer
- v. Plays key role working with President and board on major fundraising projects.

H. Vice President of Office Management serves as Board liaison with the following committee chairpersons and shall coordinate the operation of said chairpersons/committees:

- i. Oversees gallery staffing and staff training
- ii. Purchases and maintains office equipment
- iii. Purchases office supplies
- iv. Maintains records and manages master forms.

H. Vice President of Media and PR serves as Board liaison with the following committee chairpersons/committees and shall coordinate the operation of said chairpersons/committees:

- i. Oversees Social Media Chair who posts gallery updates
- ii. Oversees Marketing Communication chairs who cover gallery publicity and digital communications
- iii. Oversees Visual Communications chair covering print and digital communications
- iv. Oversees Community Outreach Chair maintaining connections with Wheaton Chamber of Commerce, Downtown Wheaton Association and special promotions and events.

4. Secretary whose duties are as follows:

- A. Takes and maintains minutes and records of all meetings of the Board of Directors including the Annual Meeting
- B. Keeps a permanent file of all minutes
- C. Summarizes monthly Board activity and submits to newsletter
- D. Writes thank you notes to donors
- E. Serves as keeper of the Corporate Seal.

5. **Treasurer** whose duties are as follows:
- A. Acts as custodian of all League funds
 - B. Keeps full and correct account of receipts and disbursements in the books belonging to the League
 - C. Deposits all moneys and other valuable effects in the name and to the credit of the League, in the banks of deposit that are designated by the Board of Directors
 - D. Disburses funds of the League as may be ordered by the Board of Directors, taking proper vouchers for such disbursements
 - E. Renders to the Board of Directors an account of all transactions as Treasurer and of the financial condition of the League at each board meeting and at the annual business meeting
 - F. Submits books at the end of the fiscal year for audit, when deemed necessary by the Board of Directors
 - G. Serves as chairperson of the Budget Committee and assist in the preparation of the budget
 - H. Performs other fiscal duties as designated by the President of the Board of Directors
 - I. Executes a fidelity bond in favor of the League in the penal sum of at least \$10,000 or such sum as may be determined by the Board of Directors. This bond shall be executed by the Treasurer as principal and by a corporate surety company approved by the Board of Directors.

SECTION B – Records

All elected officers and committee chairpersons shall keep detailed and accurate records of their activities and pass them on to their successors.

SECTION C – Compensation

No elected officer may be compensated for his/her/their services, other than reimbursement for actual expenses reasonably incurred on behalf of the League and reduced price for three (3) classes during the year per elected officer.

ARTICLE V – MEETINGS

Section A – Membership Meetings

The Board of Directors, at its discretion, shall set and announce the time and place of membership meetings of the League. Special meetings of the membership may be called at the discretion of the President or upon written notice of five members in good standing. Notice of special meetings shall be sent to all members of the League stating time, place and purpose of meeting. There shall be an annual membership meeting as designated by the Board of Directors. Members shall be notified, in advance, a minimum of two weeks.

Section B – Board Meetings

The Board of Directors shall meet monthly to discuss League affairs. Special meetings of the Board of Directors may be called at the discretion of the President or upon written notice of two Board members. A minimum of a three-day notice shall be given of special Board meetings' starting time, place and purpose.

ARTICLE VI – STANDING COMMITTEES

SECTION A – Chairpersons Term

Chairpersons of Standing Committees shall be appointed by the appropriate Vice President for terms of two years. Vice Presidents should meet on a regular basis with subordinate Standing Committee Chairpersons.

SECTION B – Responsibilities

Standing Committee Chairpersons shall be responsible for appointing their own committee members, with assistance of their Vice President and/or the Board of the Directors, if requested, and shall keep their appropriate Vice President advised of the committee membership and its activities.

SECTION C – Appointment

The President, upon advice and consent of the Board of the Board of Directors, shall appoint such ad hoc Standing Committees as may, from time to time, be necessary for the purpose of the League. The Chairpersons of Standing Committees shall be appointed by the Vice President presiding over the area associated with the Standing Committee.

ARTICLE VII – NOMINATIONS AND ELECTIONS

Section A – Nominating Committee

A Nominating Committee consisting of the President Emeritus as Chairperson, and three other members, shall be appointed by the Board of Directors at its January meeting for the purpose of preparing a slate of candidates for the offices to be filled at the next election. No more than two, including the Chairperson, may be members of the Board of Directors. The Nominating Committee shall first obtain the consent of each candidate to serve if elected. No member of the Nominating Committee may be nominated for elected office.

Section B – Candidates

The Nominating Committee shall present its slate of candidates at the February Board of Directors meeting. The slate of candidates will be published to all active members within two weeks following the February meeting. Additional nominations may be made by active members, with the candidates' prior consent.

Section C – Terms

The terms of the officers shall be two-year periods commencing on May 1 after their election. Newly elected officers meet jointly with the retiring Board of Directors at the May Board of Director meeting.

Section D – Election Rotation

The President and the Vice Presidents of Education, Exhibits, Community Involvement and Fundraising, Office Management, and Safety and Security, shall be elected in even-numbered years; the Secretary, Treasurer, and Vice Presidents of Activities, Membership, Building and Grounds, and Media and PR, shall be elected in odd -numbered years.

Section E – Qualifications

Only fully paid, active, sustaining and life members may stand for election. The President-elect shall have served a minimum of one year on the Board of Directors. Elected officers may not succeed themselves more than once.

Section F – Election Procedures

The Nominating Committee shall prepare a clear and concise ballot for all offices with the names of those nominated for each office. This ballot shall be presented to the membership no less than one month prior to the April Board of Directors meeting. A member may vote by mailing a completed ballot to the League's registered office or presenting a completed ballot in-person at the League's registered office prior to the April Board of Directors meeting. The ballots shall be checked against the membership list. The ballots shall be secured at the League's registered office and counted by a member of the board and a member at large.

Section G – Election Results

The President shall at the April meeting declare elected for the next year as reported by the Nominating Committee.

ARTICLE VIII – CONTRACTS, LOANS, CHECKS, DEPOSITS AND INSURANCE

Section A – Contracts

The Board of Directors by resolution may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the League, and such authority may be general or confined to specific instances.

Section B – Loans

No loans shall be contracted on behalf of the League and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section C – Checks, Drafts, Etc.

All checks, drafts or other offers for the payment of money, notes or other evidences of indebtedness issued in the name of the League, shall be signed by such officer or officers, agents or agents of the League and in such manner as shall be determined by resolution of the Board of Directors.

Section D – Deposits

All funds of the League not otherwise designated shall be deposited to the credit of the League in such banks, trust companies or other depositories as the Board of Directors may approve by resolution.

Section E – Insurance

The League may purchase and maintain insurance on behalf of any person who is or was an Officer, employee or agent of the League, or who is or was serving at the request of the League as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against that person and incurred by him, her or them in any such capacity, or arising out of his, her or their status as such.

ARTICLE IX – BYLAWS

Section A – Bylaws Review Committee

A Bylaws Review Committee shall be appointed by the President at least every two years.

Section B – Changes

These Bylaws may be altered, amended or repealed, and new bylaws may be made and adopted by a majority vote of those present at the June meeting for all members. All members must be sent written notice of such intended voting a minimum of two weeks in advance, accompanied by the proposed alteration, amendment or new bylaws, as the case may be, either by special notice or in the League newsletter. A simple majority of votes is needed for passage.