

File Number 5345-254-7

*Jackie Brown*  
RECORDER



**To all to whom these Presents Shall Come, Greeting:**

**Whereas,** ARTICLES OF INCORPORATION OF CHARLESTON AREA ARTS COUNCIL INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE GENERAL NOT FOR PROFIT CORPORATION ACT OF ILLINOIS, IN FORCE JANUARY 1, A.D. 1944.

*Now Therefore, I, Jim Edgar, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.*

**In Testimony Whereof,** *I thereto set my hand and cause to be affixed the Great Seal of the State of Illinois,*

*at the City of Springfield, this* 27  
*day of* MAY *AD. 19*34 *and*  
*of the Independence of the United States*  
*the two hundred and* 37*th.*



*Jim Edgar*  
SECRETARY OF STATE

Filing Requirements—Present 2 originally signed and fully executed copies in exact duplicate For Inserts — Use White Paper — Size 8½ x 11

Date Paid

5-9-87

Filing Fee \$50.00

Clerk

led

TO: JIM EDGAR, Secretary of State

We, the Incorporators being natural persons of the age of twenty-one years or more and citizens of the United States, for the purpose of forming a corporation under the "General Not For Profit Corporation Act" of the State of Illinois, do hereby adopt the following Articles of Incorporation:

Article 1. The name of the corporation is: CHARLESTON AREA ARTS COUNCIL

Article 2. The name and address of the initial registered agent and registered office are:

Registered Agent Paula G. Phillips
First Name Middle Name Last Name
Registered Office 715 Monroe
Number Street (Do Not Use P. O. Box)
Charleston IL 61920 Coles
City Zip Code County

Article 3. The duration of the corporation is [X] perpetual OR \_\_\_\_\_ years.

Article 4. The first Board of Directors shall be 3 in number, their names and addresses being as follows: (Not less than three)

Table with 5 columns: Directors' Names, Number, Street, Address City, State. Rows include Donald R. Carmichael, Cary I. Knoop, and Patricia M. Mahler.

Article 5. The purposes for which the corporation is organized are: This organization shall operate without profit for the purpose of fostering, promoting, and developing the arts and improving awareness of the historical, cultural and architectural heritage of Charleston, IL and the surrounding area.

Article 6. Other provisions (crossed out) To establish by-laws, and make all rules and regulations not inconsistent with the laws and constitution, deemed expedient for the management of

WE the incorporators declare that we have examined the foregoing Articles of Incorporation and that the statements contained therein are, to the best of our knowledge and belief, true, correct and complete. Executed this 3rd day of May, 19 84.

(Signatures must be in ink. Carbon copy, xerox or rubber stamp signatures are not acceptable.)

Signatures and Names (Not less than three)	Post Office Address
1. <u>Virginia B. Anderson</u> Signature Mrs. Virginia Anderson Name (please print)	1. 948 Sixth Street Street Charleston, IL 61920 City/Town State Zip
2. <u>Mrs. Jackie Adkins</u> Signature Mrs. Jackie Adkins Name (please print)	2. 2431 East Harrison Street Charleston, IL 61920 City/Town State Zip
3. <u>Mrs. Jacqueline Bennett</u> Signature Mrs. Jacqueline Bennett Name (please print)	3. Bennett Dance Center Street 875 11th Street Charleston, IL 61920 City/Town State Zip
4. <u>Donald R. Carmichael</u> Signature Donald R. Carmichael Name (please print)	4. Tarble Arts Center Street Eastern Illinois University Charleston, IL 61920 City/Town State Zip
5. <u>Mrs. Mildred Hofacker</u> Signature Mrs. Mildred Hofacker Name (please print)	5. Lincoln Highway Road Street Charleston, IL 61920 City/Town State Zip

Page 2, attached hereto and incorporated herein, for continuing list of incorporators. The registered agent cannot be the corporation itself.

The registered agent may be an individual, resident in this State, of a domestic or foreign corporation, authorized to act as a registered agent.

The registered office may be, but need not be, the same as its principal office.

File # \_\_\_\_\_  
Form NP-29  
ARTICLES OF INCORPORATION  
under the  
GENERAL NOT FOR PROFIT  
CORPORATION ACT  
of

**FILED**

MAY - 9 1984

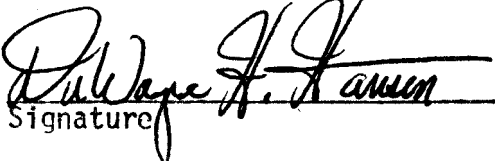
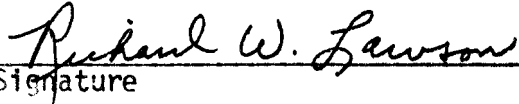

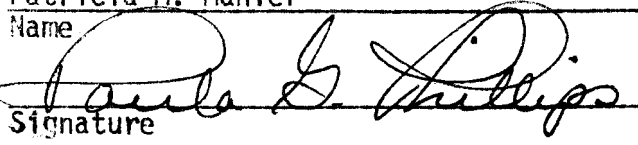
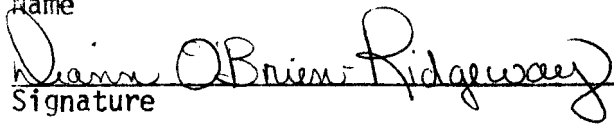

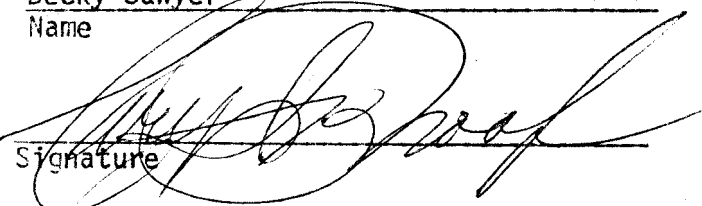
JIM EDGAR  
Secretary of State

SECRETARY OF STATE  
CORPORATION DEPARTMENT  
SPRINGFIELD, ILLINOIS 62756  
TELEPHONE (217) 782-6961

(These Articles Must Be Executed and Filed in Duplicate)  
Filing Fee \$50.00 10 1984

SIGNATURES AND NAMES

POST OFFICE ADDRESS

- |   |   |
|---|---|
| <p>6. <u></u><br/>Signature</p> <p><u>DuWayne Hansen</u><br/>Name</p>            | <p>6. <u>Music Dept. Eastern Illinois University</u><br/><u>Street</u></p> <p><u>Charleston, IL 61920</u><br/>City/Town State Zip</p>                       |
| <p>7. <u></u><br/>Signature</p> <p><u>Richard W. Lawson</u><br/>Name</p>         | <p>7. <u>D &amp; D Hobbies, 718 Monroe Street</u><br/><u>Street</u></p> <p><u>Charleston, IL 61920</u><br/>City/Town State Zip</p>                          |
| <p>8. <u></u><br/>Signature</p> <p><u>Patricia M. Mahler</u><br/>Name</p>        | <p>8. <u>Homestead Studios, 608 6th Street</u><br/><u>Street</u></p> <p><u>Charleston, IL 61920</u><br/>City/Town State Zip</p>                             |
| <p>9. <u></u><br/>Signature</p> <p><u>Paula G. Phillips</u><br/>Name</p>        | <p>9. <u>Attorney at Law</u><br/><u>Street</u><br/><u>715 Monroe Street</u><br/><u>Charleston, IL 61920</u><br/>City/Town State Zip</p>                     |
| <p>10. <u></u><br/>Signature</p> <p><u>Diann O'Brien-Ridgeway</u><br/>Name</p> | <p><u>Craft Depot-University Union</u><br/><u>Street</u><br/><u>Eastern Illinois University</u><br/><u>Charleston, IL 61920</u><br/>City/Town State Zip</p> |
| <p>11. <u></u><br/>Signature</p> <p><u>Becky Sawyer</u><br/>Name</p>           | <p><u>R. R. #4</u><br/><u>Street</u></p> <p><u>Charleston, IL 61920</u><br/>City/Town State Zip</p>   |
| <p>12. <u></u><br/>Signature</p> <p><u>Cary I. Knoop</u><br/>Name</p>          | <p><u>1710 University Drive</u><br/><u>Street</u></p> <p><u>Charleston, IL 61920</u><br/>City/Town State Zip</p>  |

CHARLESTON AREA ARTS COUNCIL

Constitution

ARTICLE I

Name

The name of this corporation shall be "Charleston Area Arts Council."

ARTICLE II

Address

The address of this corporation shall be:

Charleston Area Arts Council  
c/o Arts Promotion Committee  
520 Jackson Street  
Charleston, IL 61920

The address of the Council may be changed from time to time as deemed necessary by the Board of Directors.

ARTICLE III

Purpose

This organization shall operate without profit for the purpose of fostering, promoting, and developing the arts and improving awareness of the historical, cultural and architectural heritage of Charleston, Illinois, and the surrounding area. To this end, the Charleston Area Arts Council seeks to stimulate and foster public participation in the arts; to assist cultural and educational organizations in the area in teaching and developing the arts; to assist in establishing cultural facilities; to coordinate and publicize arts activities in the area; to communicate with regional, state and national arts organizations. The term "educational" is used as not including the operation of full secondary educational institutional or vocational school.

ARTICLE IV

Powers

Section 1. The corporation shall have the power to register, own and protect the name of "Charleston Area Arts Council" or such other trade name or designation as may be appropriate for the work of the corporation.

Section 2. The corporation shall have and use a common seal, which it may alter at pleasure; if no common seal, then the signature of the name of the corporation, by any duly authorized officer, shall be legal and binding.

Section 3. To solicit, accept, hold and administer contributions received by gift, deed, will, ordinance, statute or otherwise, as well as the proceeds of admission charges, either in trust or otherwise. To establish by-laws, and make all rules and regulations not inconsistent with the laws and constitution, deemed expedient for the management of corporate affairs.

Section 4. To appoint such subordinate officers and agents in addition to a president, vice-presidents, and secretary, or treasurer, as the business of the corporation may require.

CHARLESTON AREA ARTS COUNCIL

BY-LAWS

ARTICLE I

Membership

Section 1. Membership in the Charleston Area Arts Council shall be composed of organizations and individuals and shall be of these classes: Group I - Business, Industry, Institutions; Group II - Clubs, Non-profit Organizations, Individuals; Group III - Honorary Members.

- a. Group I Members: Businesses, industries and institutions may become Group I members upon approval of the Board of Directors by meeting the following requirements:
  1. The Business, Industry or Institution shall be located in the City of Charleston or the surrounding area.
  2. It must be interested in promoting programs and activities in one or more of the Arts.
  3. Group I members shall cooperate with other member organizations in preventing duplication of effort and in promoting economy and efficiency in the work of the Council.
  4. Any separate arts activities the Group I member plans shall be approved by the Board of Directors or an appropriate committee of the Council in order to receive official CAAC endorsement.
  5. All Group I members or their appointed representative shall have the right to vote on Council matters at annual meetings.
  6. Members of Group I shall be eligible to serve as elected members of committees.
- b. Group II Members: Clubs, Non-profit Organizations, and Individuals may become Group II members upon approval of the Board of Directors by application and meeting the following requirements:
  1. They shall be located or reside in Charleston or the surrounding area.
  2. These Clubs (such as Kiwanis, Rotary, Women's Clubs, B & PW, Elks, Moose, etc.) and or Individuals (such as artists or patrons) shall be actively interested or involved in promoting and fostering arts in the community.
  3. Group II members shall support the work of the Council and cooperate with other member organizations to prevent duplication of events.
  4. Any separate activities of these groups or individuals should be done with approval of the Board of Directors or appropriate committee of the Council in order to receive official CAAC endorsement.

b. Group II Members: (continued)

5. All Group II members or their appointed representative shall have the right to vote on Council matters at annual meetings.
6. Members of Group II shall be eligible to be elected to positions on the Board of Directors or to be appointed as members of a committee.

c. Group III: Members: Honorary Members chosen and honored by this method:

1. A person may be honored by making an outstanding contribution to the Arts in the Charleston area either by creating art or by contributing time or money.
2. An honorary member shall be so designated at such time as the Board of Directors deems appropriate.
3. An individual may be elected to honorary membership by the Board of Directors after being nominated in writing by at least five (5) voting members of the Council.
4. Honorary members shall have the privilege of attending and speaking at meetings of the Board of Directors and of the full membership of the Council, but shall be exempted from the responsibilities of the Council. They shall not vote and shall not be required to pay dues.

Section 2. Voting.

- a. Each Group I member or its representative shall have one (1) vote in the meetings of the Council.
- b. Where a Group I member may have more than one (1) person on the Board of Directors, those persons shall count as one (1).
- c. Should any Group I member of the Council have one (1) or more divisions or departments, all individuals shall be considered as part of one (1) vote for that Group I member.
- d. Each Group II member or its representative shall have one (1) vote in all meetings of the Council.
- e. Where a Group II member may have more than one (1) person on the Board of Directors, those persons shall count as one (1).
- f. Without direct approval of Council, personnel of members in Group I or Group II shall not derive personal profit from operations of the Council nor retain any asset or proceeds from the sale of same for personal use. Members shall not then be stockholders in the Council in the usual sense of a corporation.

Section 3. Termination: Termination of membership shall occur when a member so chooses by failing to pay dues or refuses to participate in or complete Council affairs. The membership committee shall notify the Council of termination as directed by the Board of Directors.

## ARTICLE II

### Directors

The number of directors of the Council shall be not less than one director elected by and from each participating member organization nor more than fifty (50), the number and method of selection to be specifically fixed by the by-laws. Of the first Board of Directors, 1/3 shall serve until the first annual meeting in January, 1985, 1/3 until the annual meeting in January, 1986, and the remaining third until the annual meeting in January, 1987. Thereafter, each director shall serve for a three year term. Any director may be elected to succeed himself. The participating members shall be divided alphabetically by thirds for the purpose of deciding the terms of the first Board of Directors.

## ARTICLE III

### Officers

Section 1. Officers shall consist of a president, one vice-president from each division of the Council, a secretary and a treasurer.

Section 2. Officers shall be elected from the membership and shall not at the same time be directors. Officers may succeed themselves.

Section 3. The method of election, the qualifications, the term of office and duties and responsibilities of officers shall be as specifically fixed in the by-laws.

Section 4. The officers, together with the immediate past president and 2 members selected from its number by the Board of Directors shall constitute the Executive Committee.

## ARTICLE IV

### Meetings

Section 1. An annual meeting of the full membership of the Council and the Board of Directors shall be held on the fourth Sunday of January, each year. At this meeting, officers shall be elected and certain members of the Board of Directors. Reports shall be given and other business of the Council transacted. Amendments may be adopted.

Section 2. Meetings, both regular and called, of the Board of Directors and the full membership of the Council may be held as specifically set out in the by-laws.



ARTICLE V

Amendments

Section 1. The constitution may be amended at any annual meeting by the Board of Directors. The text of proposed amendments shall be distributed to the Board of Directors and the Officers thirty (30) days in advance of the date of the annual meeting.

ARTICLE VI

Executive Director

Section 1. The Executive Director shall administer the office and activities of the Charleston Area Arts Council in coordination with the Board of Directors. This position will be a paid position with appropriate secretarial support staff.