

BYLAWS OF THE MURPHYSBORO MAIN STREET PROGRAM. AN ILLINOIS NONPROFIT CORPORATION.

ARTICLE 1: NAME AND PRINCIPAL OFFICE OF CORPORATION

Section 1. The name of this corporation shall be Murphysboro Main Street, Incorporated (hereinafter referred to as “the Program”). The principal offices shall be determined from time to time by the Board of Directors of the Program.

ARTICLE 2: PURPOSE

Section 1. The Program is organized to operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law) and more specifically:

(a) to promote the historical preservation, protection and use of Murphysboro’s commercial, civic and religious enterprises and residences;

(b) to take remedial actions to eliminate the physical, economic and social deterioration of Murphysboro’s traditional downtown area and thereby promote Murphysboro’s historic preservation, contribute to its community betterment while lessening the burdens of Murphysboro’s government;

(c) to disseminate information of and promote interest in Murphysboro’s preservation, history, culture, architecture and public use of Murphysboro

(d) to hold meetings, seminars and other activities for the instruction of members and the public in those activities such as building rehabilitation and design, economic restructuring and planning management that foster the preservation of Murphysboro’s traditional downtown area, and enhance the understanding and appreciation of its history, culture and architecture;

(e) to aid, work with and coordinate the activities of other organizations, individuals, and public and private entities located within and outside Murphysboro engaged in similar purposes including: alerting the public about upcoming activities; soliciting volunteers, funds or grants; collecting statistical information for grant, promotional, reporting, or tourism purposes; and establishing a database to collect and distribute information about such activities.

(f) to solicit and receive and administer funds for purposes that end to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, either absolutely or jointly with another person or corporation, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount of value; to sell, convey or otherwise dispose of any such property and to invest, reinvest or deal with the principal or the income thereof in such manner as, in the judgment of the Program's directors, will best promote the purposes of the Program without limitation, except such limitation, if any, as may be contained in the instrument under which such property is received, the bylaws of the Program, or any laws applicable thereto.

In addition, in furtherance but not in limitation thereof:

The Program shall not carry on propaganda or otherwise attempt to influence legislation except as an insubstantial part of its activities. The Program shall not engage in any transaction or permit any act or omission which shall operate to deprive it of its tax-exempt status under Section 501(c)(3) of the Code. The Program shall not in any manner or to any extent participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office; nor shall it engage in any "prohibited transaction" as defined in Section 503(b) of the Internal Revenue Code of 1986. In the event of dissolution or liquidation of the Program, any assets then remaining shall be distributed among such other organizations as shall qualify at the time as exempt organizations described in Code Section 501(c)(3) as the Board of Directors shall determine, such assets to be used for purposes consistent with those described in the immediately preceding subparagraphs lettered (a) through (e).

No part of the net earnings of the Program shall inure to the benefit of any member of the Program or other private individual except that the Program shall be authorized and empowered to pay reasonable compensation for services rendered herein. None of the property of the Program shall be distributed directly or indirectly to any member of the Program except in fulfillment of its charitable and educational purposes enumerated herein.

The Program also has such powers as are now or may hereafter be granted under the laws of Illinois that are furtherance of the Program's exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax codes.

The Program shall not dictate or constraint any lawful community activity.

ARTICLE 3: PROGRAM AREA

Section 1. The Program Area shall be the city limits of Murphysboro except as determined by the Board of Directors.

ARTICLE 4: MEMBERSHIP

Section 1. The classes of members of the Program shall be as follows:

- a)* Individual members
- b)* Family members
- c)* Business members (Chamber related)
- d)* Business members (non-Chamber related)

Section 2. The Board of Directors shall establish annual dues as it deems appropriate. Such establishment of dues shall include method of payment and application procedure.

Section 3. Any business, organization or individual interested in supporting the purposes of the program may become a member by filing an application in such form as the Board of Directors shall prescribe, and subject to the payment of such dues as the Board of Directors may establish. Each individual member shall be entitled to one vote and the contact person for family or business class membership will be entitled to one vote.

Section 4. Any member may resign from membership in the Program upon giving written notice thereof to the Secretary of the Program. Such resignation shall specify the reason thereof and the effective date thereof. Members who resign from membership shall not be entitled to any refund of dues therefore paid.

Section 5. The Board of Directors may, at its discretion, suspend the voting privilege of any member who has been and remains in default of his or her financial obligations to the Program for a period of six (6) months or longer.

ARTICLE 5: MEMBERSHIP MEETINGS

Section 1. An annual meeting of the membership shall be held in each calendar year at such time and place as may be determined by the Board of Directors for the purpose of electing officers and directors and transacting such other business as may be properly brought before the meeting.

Section 2. Special meetings of the membership shall be held at any time and place as may be designed in the notice of said meeting, upon call of the President or the Board of Directors either at their own request or upon written petition by at least 10 active members.

Section 3. Written notice of every meeting of the membership, stating the place, date and hour of the meeting, shall be given either personally or electronically to each member not

less than 10 days before the date of the meeting. If mailed, such notice shall be deemed delivered when deposited in the United States with postage thereon prepaid, addressed to the members at their addresses as they appear on the Program's record of membership. Attendance of a member at a membership meeting shall constitute a waiver of notice of such meeting, or manner in which it has been called or convened, except when a member attends a meeting solely for the purpose of stating, at the beginning of the meeting, any such objection to the transaction of any business. Other interested parties shall be given such notice of meetings as the Board of Directors shall deem appropriate.

Section 4. Ten percent (10%) of the active members, present in person or represented by proxy, shall constitute a quorum for the transaction of business at all meetings of the membership, except as otherwise provided by statute, by Articles of Incorporation or by these Bylaws. If a quorum is not present or represented at any meeting of the membership, a majority of the members entitled to vote thereat, present in person may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. If the adjournment is for more than 30 days, a notice of the adjourned meeting shall be given to each member.

Section 5. When a quorum is present or represented by proxy at any meeting, the vote of a majority of the active members present in person or represented by proxy shall decide any questions brought before such meetings, unless the Articles of Incorporation or these Bylaws require a different vote, in which case such express provisions shall govern and control the decision.

Section 6. Roberts Rules of Order Newly Revised shall govern the parliamentary procedures of the Program when not in conflict with these Bylaws. The order of business may be altered or suspended at any meeting by a majority vote of the active members present.

ARTICLE 6: BOARD OF DIRECTORS

Section 1. The Program shall be governed by a Board of nine (9) Directors. Seven (7) Directors are elected by members eligible to vote; one (1) Director is appointed by the Mayor of Murphysboro; one (1) Director is appointed by the Murphysboro Key Club. The term of office for each Director shall be three (3) years, except that the term of office for the appointment by the Mayor and Murphysboro Key Club shall be one (1) year and that the term of office for the members of the first Board of Directors shall be as follows:

- a) The Director appointed by the Mayor of Murphysboro will serve for one year.
- b) The seven (7) elected Directors will be randomly chosen to fill the remaining positions, as follows:
 - i) one (1) appointment to a one (1) year term,
 - ii) three (3) appointments to a two (2) year term, and
 - iii) three (3) appointments to a three (3) year term.

Thereafter, four (4) of the Directors shall be elected or appointed at each annual meeting of the members. The annual election of the Board of Directors shall be conducted not less than twenty (20) days before the end of the calendar year. A committee consisting of three members selected by the President shall act as a nominating committee. Prior to January 15 of each year the nominating committee shall present to the Secretary a slate of at least five (5) candidates to serve three year terms, to replace the directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibilities of a directorship. Each Director shall hold office for the term for which he or she is elected and qualified. Directors in office may be reelected for one consecutive term, except that the Immediate Past President's term as a member of the Board of Directors shall commence at the normal termination date of his or her term as President and shall continue to the next annual meeting of the membership thereafter.

Section 2. Upon receipt of the report of the nominating committee, the membership shall be notified of the names of the persons nominated as candidates for directors, and the right of position.

Additional names of candidates for directors can be nominated by Petition bearing the genuine signature of at least five (5) members of the Program. Such Petition shall be filed with the nominating committee within ten (10) days after the notice has been given of the names nominated. The determination of the nominating committee as to the legality of the Petition(s) shall be final.

After the expiration of the designated period, ballots shall be prepared, noting the candidates nominated with five additional blanks for write-in and mailed to the members in good standing, with instructions to vote for the candidates of their preference to fill the available positions and to return the ballots to the office of the Secretary within seven days. The votes received shall be canvassed immediately by the nominating committee and the result of the election announced. The number of candidates receiving the highest number of votes on said ballot for the available positions shall be declared elected to serve a term of three years on the Board of Directors.

Section 3. Any vacancy occurring in the Board of Directors (other than a vacancy resulting from the normal expiration of a term of office) may be filled by the affirmative vote of a majority of the current members of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any Director may resign by submitting written notice of resignation to the Secretary. Any Director may be removed from office at any time with or without cause by the affirmative vote of two-thirds of the Directors in office. Any member of the Board of Directors who is absent from two consecutive regular meetings of the Board of Directors without just cause for such absence may be removed as a member of the Board of Directors.

On those occasions when an individual in the final year of a three year term and serving in the office of Vice President succeeds to the office of President for the following year as hereinafter provided, said President shall serve as an additional member of the Board of Directors making the total number of Directors in those years ten (10).

Section 4. Committee chairmen not elected to the Board of Directors of the Program shall be nonvoting members of the Board of Directors and shall be present at all meetings of the Board of Directors.

Section 5. The Board of Directors of the Program may hold regular and special meetings. Regular meetings shall be held not less than six (6) times each year. Special meetings of the Board may be called by the President or by the Executive Committee or by four or more Directors. Written notice of the time, place and agenda for both regular and special meetings shall be given to each Director either by personal delivery or by mail, phone, fax, internet or electronic notice at least five (5) days before the meeting.

Section 6. At all meetings of the Board, a majority of the voting members thereof shall constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting of the Board, the Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting until a quorum shall be present.

Section 7. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if all members of the Board consent thereto in writing, setting forth the action so taken, and the writing or writings are filed with the minutes of the proceedings. Such consent shall have the same force and effect as a unanimous vote of the Board.

ARTICLE 7: COMMITTEES

Section 1. This Program shall have at least four (4) standing committees, which shall be entitled Promotion, Design, Economic Restructuring, and Organization. The Promotion, Design, Organization, and Economic Restructuring committees shall consist of not less than three (3) members, including the chairperson, who is responsible for directing and coordinating the affairs of the committee. Each committee chairperson will be appointed by the President of the Board of Directors, upon majority approval by Board members. The terms of the committees shall be for one year commencing at the time of the annual membership meeting.

Section 2. The Board of Directors, by resolution adopted by a majority of Directors in office, may designate or appoint one or more committees, in addition to the above-named standing committees, including, without limitation, an Executive Committee, each of which shall consist of one appointed chairman, and which shall, to the extent provided in said resolution, have and exercise the authority of the Board of Directors in management of the Program. Other committees not having and exercising the authority of the Board of

Directors in the management of the Program may be designated and appointed by a resolution adopted by a majority of the Directors appointed at a meeting at which a quorum is present. The designation and appointment of any such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon them by law.

ARTICLE 8: OFFICERS

Section 1. The officers of the Program shall be elected annually by the existing Board of Directors and shall consist of a President, a Vice President, a Secretary, a Treasurer and such other officers and assistant officers as may be deemed necessary. The Vice President will succeed to the position of President at the Annual Meeting of the Membership. The person then serving as President shall automatically become Immediate Past President upon succession of a new President. All other officers shall be elected by the Board of Directors at the first meeting following the Annual Meeting of the Membership.

Section 2. Except as hereinafter provided, the officers of the Program shall each have such powers and duties as generally pertain to their respective offices, as well as those that from time to time may be conferred by the membership or the Board of Directors.

a) *President.* The President shall preside at all business meetings, but may at his or her discretion or at the suggestion of the Directors arrange for another officer to preside at other meetings. The President shall perform such duties as are usually incumbent upon that officer and such duties as may be directed by resolution of the Board of Directors.

b) *Vice President.* The Vice President shall have such duties and responsibilities as the President or Board of Directors may from time to time prescribe.

c) *Secretary.* The Secretary shall record and maintain in good order Minutes of all meetings and all records and correspondence of the Program, and shall mail electronically copies of the Minutes of each membership meeting to all members within 60 days from the conclusion of each meeting. The Secretary shall also have such other duties as may be assigned by the membership or the Board of Directors.

d) *Treasurer.* The Treasurer shall maintain in good order all financial records of the Program. The Treasurer shall also have such other duties as may be assigned by the membership or the Board of Directors.

e) *Immediate Past President.* The Immediate Past President shall serve as an ex officio member of the Board of Directors and shall act in an advisory capacity to

the President and Board of Directors for the term of one year if the Immediate Past President's three year term on the Board has expired.

f) Temporary Officers. In case of the absence or disability of any officer of the Program and of any person authorized to act in his or her place during such periods of absence or disability, the President may from time to time delegate the powers and duties of such officer to any other officer or any other member.

ARTICLE 9: FINANCES

Section 1. Except as the Board of Directors may generally or in particular cases authorize the execution thereof in some other manner, all checks, drafts and other instruments for payments of money and all instruments of transfer of securities shall be signed in the name and on behalf of the Program by the Treasurer.

Section 2. All funds of the Program shall be deposited from time to time to the credit of the Program in such banks, trust companies or other depositories as the Board of Directors may select.

Section 3. The Board of Directors may accept on behalf of the Program any contribution, gift, bequest or device for the general purposes or for any special purpose of the Program.

Section 4. Each year, the Board of Directors shall adopt and approve a Program budget for the next fiscal year by the fifteenth day of December. The approved budget may be reviewed and revised periodically as deemed necessary by the Board.

ARTICLE 10: GENERAL PROVISIONS

Section 1. The fiscal year of the Program shall begin on the first day of January and end on the last day of December in each year.

Section 2. The corporate seal shall have inscribed thereon the name of the Program and the words "Corporate Seal" and "Illinois." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise shown. In the event it is inconvenient to use such a seal at any time, the signature of the Program followed by the word, "Seal" enclosed in parentheses shall be deemed the seal of the Program.

Section 3. Not later than three months after the close of each calendar year, the Treasurer shall prepare:

- a)* A balance sheet showing in reasonable detail the financial condition of the Program at the close of the fiscal year;
- b)* A statement of the source and application of funds showing the results of the operation of the Program during the fiscal year.

c.) An appropriate accounting as required by law.

ARTICLE 11: AMENDMENTS

Section 1. The Board of Directors shall have the power to alter, amend or repeal the Bylaws or adopt new Bylaws by a two-thirds vote of the Directors present at any duly called meeting of the Board, provided that no such action shall be taken if it would in any way adversely affect the Program's qualifications under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law.

**MURPHYSBORO MAIN STREET, INCORPORATED, BY-LAWS
ADOPTED ON DECEMBER 16, 1998.**

AMENDMENT I

ADOPTED ON JANUARY 20, 1998

AMENDMENT II

ADOPTED ON FEBRUARY 17, 1998

AMENDMENT III

ADOPTED ON MAY 25, 1999

AMENDMENT IV

ADOPTED ON JULY 20, 1999

(Name)

(Address)

Document Retention and Destruction Policy

_____ is subject to various federal and state laws affecting the retention and destruction of documents, e-mails and other forms of communication. Also, an investigation by _____ personnel or outside authorities, the filing of a claim with a governmental agency, or the filing of a lawsuit, will curtail the destruction of relevant documents, e-mails and other forms of communication.

Questions concerning the destruction of documents, e-mails and other forms of communication should be directed to the President's Office. When necessary, the President's Office will consult with legal counsel.

Should any of the following occur, destruction of relevant documents, e-mails or other forms of communication shall cease:

1. An investigation by the _____;
2. An investigation by outside authorities;
3. The filing of a claim involving the _____ with a governmental agency;
4. The filing of a lawsuit involving the _____.

Instructions will be provided by the President's Office or legal counsel concerning the retention and safeguarding of relevant documents. Document destruction shall not resume until authorized by the President's Office or legal counsel.

WHISTLE BLOWER PROTECTION POLICY

Introduction

The whistleblower protection policy is being implemented at the [REDACTED] to comply with the Public Company Accounting Reform and Investor Protection Act of 2002 (Sarbanes-Oxley). This provision in the legislation applies to all organizations, not just publicly traded ones.

At the [REDACTED], any staff member, consultant, or volunteer who reports financial or personnel management concerns will not be fired or otherwise retaliated against if the person reporting had a reasonable belief for making the report.

The report will be investigated as expeditiously as is necessary and appropriate.

There are several ways to report financial or personnel management concerns:

- 1) Call [REDACTED] (office phone number) or Call the Chairman of the Board
- 2) Send an e-mail to the Chairman of the Board or the Executive Director
- 3) Submit the report to the Board in writing

Here is what we will do to investigate the report (The Committee may employ legal counsel, accountants, or others to participate in the investigation.):

- 1) Form an ad hoc committee of at least 2 board members to investigate the report.
- 2) Interview the person making the report for any additional relevant information
- 3) Interview any person or persons, including anyone against whom a claim is made, who could provide relevant information.
- 4) Take steps to deal with issue addressed, including making operational and / or Personnel changes.
- 5) If warranted, contact law enforcement to deal with any criminal activities.
- 5) Provide person who filed report with a report of committee findings

I have received and carefully read the Whistleblower Protection Policy for board members and staff with significant decision making authority of [REDACTED] and have considered not only the literal expression of the policy, but also its intent. By signing this affirmation of compliance, I hereby affirm that I understand and agree to comply with the Whistleblower Policy.

Name (Please print) Signature Date

[REDACTED]  3/7/2006

(ATTACHMENT 1)
Murphysboro Main Street Board of Directors

Christopher Basler
1416 Walnut Street, #2
Murphysboro, IL 62966

Jim Chambers
1906 Hortense
Murphysboro, IL 62966

Martha Cropper
1525 Walnut Street
Murphysboro, IL 62966

Jeri DeWeese
300 Fairway Vista Drive
Murphysboro, IL 62966

Mary "Mickey" Korando
36 Tornado Road
Murphysboro, IL 62966

Marlene McGregor-Gibbs
1000 Hanson Street
Murphysboro, IL 62966

Larry Reinhardt
476 Timber Trail
Murphysboro, IL 62966

Frank Riley
1844 Spruce Street
Murphysboro, IL 62966

Ron Williams
P.O. Box 1016
416 Walnut Street
Murphysboro, IL 62966

(ATTACHMENT 2)

ARTICLE 4. The purposes for which the corporation is organized are:

Section 1. The corporation is organized to operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law) and more specifically:

- (a) to promote the historical preservation, protection and use of Murphysboro's traditional downtown area, including that area's commercial, civic and religious enterprises and residences;
- (b) to take remedial actions to eliminate the physical, economic and social deterioration of Murphysboro's traditional downtown area and thereby promote Murphysboro's historic preservation, contribute to its community betterment while lessening the burdens of Murphysboro's government;
- (c) to disseminate information of and promote interest in the preservation, history, culture, architecture and public use of Murphysboro's traditional downtown area;
- (d) to hold meetings, seminars and other activities for the instruction of members and the public in those activities such as building rehabilitation and design, economic restructuring and planning management that foster the preservation of Murphysboro's traditional downtown area, and enhance the understanding and appreciation of its history, culture and architecture;
- (e) to aid, work with and participate in the activities of other organizations, individuals and public and private entities located within and outside Murphysboro engaged in similar purposes;
- (f) to solicit and receive and administer funds for educational purposes and to that end to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, either absolutely or jointly with another person or corporation, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount of value; to sell, convey or otherwise dispose of any such property and to invest, reinvest or deal with the principal or the income thereof in such manner as, in the judgment of the corporation's directors, will best promote the purposes of the corporation without limitation, except such limitation, if any, as may be contained in the instrument under which such property is received, the bylaws of the corporation, or any laws applicable thereto.

(ATTACHMENT 3)
NAMES & ADDRESSES OF INCORPORATORS

SIGNATURE AND NAMES

POST OFFICE ADDRESS

James Chambers
Signature

James Chambers
Name (Please Print)

1. 1906 Horseshoe
Street

Murphysboro IL 62966
City/Town State Zip

2. Chris Baster
Signature

Christopher Baster
Name (Please Print)

2. 1416 Walnut St., #2
Street

Murphysboro IL 62966
City/Town State Zip

3. Marlene McKeegan
Signature

MARLENE MCKEEOG
Name (Please Print)

3. 1000 Kennard St. N. Bowling
Street (62966)

Murphysboro Ill. 62966
City/Town State Zip

4. Martha Cropper
Signature

Martha Cropper
Name (Please Print)

4. 1525 Walnut
Street

Murphysboro IL 62966
City/Town State Zip

5. Howard L. Williams
Signature

RONALD L. WILLIAMS
Name (Please Print)

5. 4116 WALNUT
Street

MURPHYSBORO, IL. 62966
City/Town State Zip

6. Jerion DeWeese
Signature Jerion DeWeese

Jerion DeWeese
Name (Please Print)

6. 300 Farway Vista Dr
Street

Murphysboro, IL 62966
City/Town State Zip

7. Larry Reinhart
Signature

LARRY REINHART
Name (Please Print)

7. 476 TEMBER TRAIL DR.
Street

MURPHYSBORO IL 62966
City/Town State Zip

8. Frank Riley
Signature

FRANK RILEY
Name (Please Print)

8. 1844 Spruce
Street

Murphysboro IL 62966
City/Town State Zip

9. Mary "Mickey" Korando
Signature

Mary "Mickey" Korando
Name (Please Print)

9. 36 Tornado Rd
Street

Murphysboro IL 62966
City/Town State Zip