

**BYLAWS OF THE MIDWEST CHAPTER
HISTORICAL MINIATURES GAMING SOCIETY, INCORPORATED**

**ARTICLE I
OFFICE**

Section 1. Principal Office. The principal office of the Corporation shall be located at *Hanson Law Group 1000 Hart Road, Suite 300, Barington, Lake County, IL 60010*

Section 2. Other Offices. The Corporation may also have an office or offices either within or without the State of Illinois as the business of the Corporation may require and the Board of Directors may from time to time appoint.

Secondary Corporation Office:

President – Historical Miniatures Gaming Society – Midwest
17719 W. Noreen Ct, Gurnee, Lake County, Illinois 60031

**ARTICLE II
PURPOSE**

The purpose of the Corporation is exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) and the running of educational programs promoting historical miniature gaming and military history. The Corporation shall not be operated for profit and no part of its net earnings shall inure to the benefit of any of its officers or members or of any private individual. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; and the Corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office. In furtherance of its purposes the Corporation shall serve as a fund raising vehicle enabling the public-at-large to make gifts commensurate with their concern for the promotion of education and development of historical gaming and military history.

The Corporation has a racially non-discriminatory policy towards members and does not discriminate against applicants on the basis of race, color, sex and national or ethnic origin.

To fulfill its purposes and goals, the Corporation will solicit donations and contributions from the general public. The Corporation will receive and administer funds for such charitable and educational purposes such as providing members and the public-at-large with educational demonstrations, seminars and conventions devoted to the various aspects of historical gaming and military history.

ARTICLE III
MEMBERSHIP

Section 1. (a) The eligibility and qualifications for membership, and the manner of admission into membership shall be prescribed by resolutions duly adopted by the Board of Directors of the Corporation or by such rules and regulations as may be prescribed by the Board of Directors. Such resolutions or rules and regulations relating to members adopted by the Board of Directors of the Corporation shall be affixed to the By-Laws of the Corporation, and shall be deemed to be a part thereof. Such resolutions or rules and regulations adopted by the Board of Directors may prescribe, with respect to all members, the amount and number of imposing and collecting any initiation fees, dues or other fees, assessments, fines and penalties, the manner of suspension or termination of membership, and for reinstatement of membership, and, except as may hereinafter otherwise be provided, the rights, liabilities and other incidents of membership.

(b) The right or interest of a member in good standing shall not terminate except upon the happening of any of the following events: death, resignation, expulsion, dissolution or liquidation of the Corporation.

ARTICLE IV
MEMBERSHIP MEETINGS

Section 1. (a) The Annual Meeting of Members of the Corporation shall be held at the Little Wars Gaming Convention, not more than thirteen (13) months following the preceding Annual Meeting. Other Special Meetings of Members may be held on such date or dates as may be fixed by the Board of Directors of the Corporation from time to time and by the members on such date or dates as shall be fixed by the Board of Directors of the Corporation from time to time and by the members on such date or dates as shall be permitted by law. All Special Meetings must comply with all regulations contained herein.

(b) Any Annual or Special Meeting of Members may be held at such place within or without the State as the Board of Directors of the Corporation may from time to time fix. In the event the Board of Directors shall fail to fix such place or time, or in the event members are entitled to call or convene a Special Meeting in accordance with law, then, in such event, such meeting shall be held at the principal office of the Corporation.

(c) Annual or Special Meetings of Members may be called by the Board of Directors or by any officer of the Corporation instructed to do so by the Board of Directors, except to the extent that Directors may be required by law to call a meeting, and shall be called by the Secretary on behalf of the members, when required to do so by law.

(d) Written notice stating the place, day and hour of the meeting shall be given for all meetings. Such notice shall state the person or persons calling the meeting. Notice for an Annual Meeting shall state that the meeting is being called for the transaction of such business as may properly come before the meeting. Further, notice for the Annual Meeting shall be published in the Official Newsletter of the Organization, with circulation to each member of the organization at such address which the member may have furnished to the Secretary of the Corporation, not less than fifteen (15) days nor more than ninety (90) days before the date of the Annual Meeting. Notice shall

be deemed to have been given when deposited with postage prepaid in a post office or other official depository under the exclusive jurisdiction of the United States Post Office. Notices of Special Meetings shall state the purpose or purposes for which the meeting is called. At any Special Meeting, only the business stated in the Notice of Meeting may be transacted thereat. Notice of a Special Meeting shall be given either personally or by first class mail not less than twenty-five (25) days nor more than sixty (60) days before the date of the meeting, to each member at his address recorded on the records of the Corporation, or at such other address which the member may have furnished in writing to the Secretary of the Corporation. Notice shall be deemed to have been given when deposited with postage prepaid in a post office or other official depository under the exclusive jurisdiction of the United States Post Office. Any meeting of members may be adjourned from time to time. In such event, it shall be necessary to provide further notice of the time and place of the adjourned meeting if announcement of the time and place of the adjourned meeting given at the meeting so adjourned. In the event the Board of Directors fixes a new record date for an adjourned meeting, a new notice shall be given, in the same manner as herein provided. No notice need be given to any member who executes and delivers a Waiver of Notice before or after the meeting. The attendance of a member in person or by proxy at the meeting without protesting the lack of notice of a meeting, shall constitute a waiver of notice by such member. Any notice of meeting to members relating to the election of Directors, shall set forth any amendments to the by-laws of the Corporation adopted by the Board of Directors, together with a concise statement of the changes made.

(e) At every meeting of members, there shall be presented a list or record of members as of the record date, certified by the officer responsible for its preparation, and upon request therefor, any member who has given written notice to the Corporation, which request shall be made at least ten (10) days prior to such meeting, shall have the right to inspect such list or record at the meeting. Such list shall be evidence of the right of the persons to vote at such meeting, and all persons who appear on such list or record to be members may vote at such meeting.

Section 2. At each Annual Meeting of Members, the Board of Directors shall present Annual Reports. Such report shall be filed with the records of the Corporation and entered in the minutes of the proceedings of such Annual Meeting of Members.

Section 3. (a) Meetings of the members shall be presided over by the following officers, in order of seniority: the President, Executive Vice President, Vice President or, if neither of the foregoing is in office or present at the meeting, by a Chairman chosen by a majority of the members in attendance. The Secretary or an Assistant Secretary of the Corporation shall act as Secretary of every meeting. When neither the Secretary nor an Assistant Secretary is available, the Chairman may appoint a Secretary of the meeting.

(b) The order of business at all meetings of members shall be as follows:

Roll Call

Reading of Minutes of any preceding meeting.

President's Report

Treasurer's Report

Standing Committee Reports (if applicable)

Old Business

New Business

Result of Board Members Elections by Ballot (if scheduled)

Adjournment

Section 4. The conduct of the Annual and any Special Membership Meeting will conform to *Robert's Rules of Order*.

ARTICLE V **MEMBER VOTING**

Section 1. Each member shall be entitled to one vote in all matters in which a member may participate, including waiving notice of any meeting, voting or participating in a meeting, expressing consent or dissent or otherwise voting without a meeting.

Section 2. Every member may authorize another person to act for him by proxy in all matters, in which a member may participate, including waving notice of any meeting, voting or participating in a meeting, or expressing consent or dissent without a meeting. Every proxy shall be signed by the member or his attorney in fact, and shall be revocable at the pleasure of the member executing it, except as otherwise provided by law. Except as otherwise provided by law, no proxy shall be valid after the expiration of one (1) month from its date of affirmation.

Section 3. To properly supervise voting procedures, the Directors may, but need not, appoint one or more Election Inspectors to act at any meeting and adjournment thereof. If Inspectors are not appointed, the presiding officer of a meeting may, but need not appoint Inspectors. Each appointed Inspector shall take and sign an oath faithfully to execute the duties of Inspector with strict impartiality and according to the best of his ability. The Inspectors shall determine the number of memberships outstanding, the voting power of each, the number of memberships represented, the existence of a quorum, and the validity and effect of proxies. The Inspectors shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result and do such acts as are proper to conduct the election or vote of all members. The Inspectors shall make a report in writing of all matters determined by them with respect to such meeting.

Section 4. Except as provided by law, the members present shall constitute a quorum at a meeting of members for the transaction of any business. The members present may adjourn the meeting despite the absence of a quorum. Each member shall entitle the holder thereof to one vote. In the election of directors, a plurality of the votes cast shall elect. Except to the extent provided by law, all other actions shall be by majority of the votes cast. Whenever the vote of members is required or permitted, such action may be taken without a meeting on the written consent setting forth the action taken signed by all members entitled to vote.

Section 5. All other binding action shall be limited to Procedural Issues and will be determined by a majority of the votes cast by the members and proxies present. Procedural Issues are any issues which are not Substantive Issues, and include, but are not limited to, the capacity to mandate Board of Director action or a Corporation wide referendum on any matter within 90 days. Action on issues approved for referendum shall be determined by a majority of the votes cast. Mandating Board action or a Corporation wide referendum on a Substantive Issue shall be a

Procedural Issue. Other than to mandate Board action or a Corporation wide referendum, binding action may not be taken on any Procedural Issue which is not listed in the appropriate Notice of Meeting. Procedural Issues shall be included in said Notice by the Secretary of the Corporation if so requested by at least two valid members not less than 30 days prior.

Section 6. Binding action on Substantive Issues may only be taken at a special meeting, through the vote of the Board of Directors or by a majority of the votes cast through a Corporation wide referendum. Substantive issues include only the following:

- The removal of a Director from office
- The amendment of the Bylaws

Section 7. The Board of Directors of the Corporation shall fix a record date for the purpose of determining members entitled to notice of, to vote, to express consent or dissent from any proposal without a meeting, to determine members entitled to receive distributions or allotment of rights, or for any other proper purpose. Such record date shall be the close of business the day preceding the day the meeting is held. Establishment of a record date shall apply to any adjournment of any meeting, unless a new record date is affixed by the Board of Directors for such adjourned meeting.

Section 6. The Board of Directors may cause to be issued certificates, cards and other instruments permitted by law evidencing membership in the Corporation. Such membership certificate, card or other instrument shall be non-transferable, and a statement to that effect shall be noted on the certificate, card or other instrument. Membership certificates, cards or other instruments, if issued, shall bear the seal of the Corporation or a facsimile thereof.

ARTICLE VI **VOTING BY PROXY**

Section 1. Each Director shall be entitled to one vote on each matter submitted to a vote before a duly called and organized meeting of the Board of Directors. A Director entitled to a vote at any duly called and organized meeting of the Board of Directors may vote in person or may vote by proxy executed in writing by the Director or his duly authorized attorney-in-fact. The proxy will legibly indicate the name and membership number of both the grantor and grantee, the signature of the grantor or his attorney in fact, and the date of signature. The proxy will state whether it is limited (to stated issues, questions or actions) or general in nature. No proxy shall be valid beyond the close or termination of the meeting for which such proxy was executed and delivered. Unless provided to the contrary in the said proxy, the proxy may be voted and exercised only by the Chairman of the Board of Directors. In no event may a proxy be counted in determining the existence of a quorum of the Board as specified by the by-laws.

Section 2. Every member is entitled to vote on the Official Ballot in a balloted election [see Article VII, Section 8], may vote in person or authorize another person to act for him by proxy at an official meeting of the membership, in all matters in which a member may participate, including waiving notice of any meeting, voting or participating in a meeting, and expressing consent or dissent or otherwise voting without a meeting. Every proxy will legibly indicate the name of both the

grantor and grantee, appropriate membership data as required, the signature of the grantor or his attorney in fact, and the date of signature. Every proxy shall be revocable at the pleasure of the member granting it, except as provided by law. Each proxy will state whether it is limited (to stated issues, questions or actions) or general in nature. Except as otherwise provided by law, no proxy shall be valid after the expiration of one (1) month from its date.

Section 3. All proxies must be submitted for validation during Proxy Call, as the holder enters any regular meeting of the Corporation, or at other specified times outside such meetings as may be announced. Failure to provide for timely validation will result in the voiding of the subject proxies. Validation of the proxies will be accomplished by the Secretary, the Assistant Secretary or Inspector. Proxies will be considered valid after the names of both the grantor and grantee, appropriate membership data as required, the date, the nature of the proxy (limited or general) and the presence of all other required items have been confirmed.

ARTICLE VII **BOARD OF DIRECTORS**

Section 1. The Board of Directors shall consist of five (5) voting members. Directors shall be at least eighteen (18) years of age, and shall be a member of the corporation at the time of their election and serve for a term of two years. Each Director shall hold office until the expiration of the term for which he/she was elected, and until his successor has been duly elected and qualified, or until his prior resignation or removal as hereinafter provided. The term of a Director begins the day after the day of the Annual Meeting of the Members of the Corporation.

Section 2. (a) Any or all of the members of the Board of Directors may be removed with or without cause by vote of the members of the Corporation through referendum. The Board of Directors may remove any director thereof for cause only.

b) A Director may resign at any time by giving written notice to the Board of Directors or to an officer of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or such officer. Acceptance of such resignation shall not be necessary to make it effective.

Section 3. Newly-created Directorships or vacancies in the Board of Directors may be filled by a vote of majority of the Board of Directors then in office, although less than a quorum, unless otherwise provided in the Certificate of Incorporation of the Corporation. Vacancies occurring by reason of the removal of directors without cause shall be filled by a vote of the members. A Director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of his predecessor.

Section 4. (a) All meetings of the Board of Directors shall be held at such time and place as shall be fixed by the Board of Directors from time to time.

(b) No notice shall be required for regular meetings of the Board of Directors for which the time and place have been fixed. Special meetings may be called by or at the direction of the Chairman of the Board, the President, or by a majority of the directors then in office.

(c) Written, oral, or any other method of notice of the time and place shall be given for special meetings of the Board of Directors in sufficient time for the convenient assembly of the

Board of Directors. The notice of any meeting need not specify the purpose of such meeting. The requirement for furnishing notice of a meeting may be waived by any Director who signs a Waiver of Notice before or after the meeting or who attends the meeting without protesting the lack of notice to him.

Section 5. Except to the extent herein or in the Certificate of Incorporation of the Corporation provided, a majority of the entire members of the Board of Directors shall constitute a quorum. Whenever a vacancy on the Board of Directors shall prevent a quorum from being present, then, in such event, the quorum shall consist of a majority of the members of the Board of Directors excluding the vacancy. A majority of the Directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except to the extent provided by law and these by-laws, the act of the Board of Directors shall be by a majority of the Directors present at the time of vote, a quorum being present at such time. Any action authorized by resolution, in writing, by all of the Directors entitled to vote thereon and filed with the minutes of the Corporation shall be the act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board.

Section 6. Whenever the Board of Directors shall consist of more than three (3) persons, the Board of Directors may designate from their number, an executive committee and other standing committees. Such committees shall have such authority as the Board of Directors may delegate, except to the extent prohibited by law. In addition, the Board of Directors may establish special committees for any lawful purpose, which may have such powers as the Board of Directors may lawfully designate.

Section 7. Each Director shall be entitled to one vote on each matter submitted to a vote before a duly called and organized meeting of the Board of Directors.

Section 8. Election of Board of Directors - In November before the end of the Officers/Board Members terms, the Board will contact the membership to: a) inform the membership which Officers/Board Members are willing to stand for election for their position; b) ask the membership if any of membership are willing to run for an Officer/Board Member position; c) The HMGS-Midwest membership will have until January 31st announce their intentions to run for an Office/Board Member position. After the January 31st deadline, the Officers/Board Members will construct an official ballot listing the nominees for each position based upon the above procedure. The official ballot will be sent out to the HMGS-Midwest membership during the month of February. The membership will have until March 31st to return the ballot to a Board Member agreed upon by the Board. Before counting all the ballots, the Vice-President of Membership and the Secretary will confirm that each ballot was submitted by a current member of the society. Members are allowed to vote only once for each position. The Vice-President of Membership and the Secretary will post to the membership where and when the ballots will be counted in April. Members are welcomed to observe the proceedings. Results of the Election will be announced to the general membership on Saturday of the Little Wars convention and the new Officers/Board Members take their office the day after the annual meeting conducted on Sunday of the Little Wars Convention. The Board may let the newly elected members know the results of the election prior to the general announcement.

ARTICLE VIII **OFFICERS**

Section 1. The elected Board of Directors of the Corporation shall constitute the Officers of the Corporation. Each officer shall serve a two-year term in office, hold office until the Second Annual Meeting of the Board of Directors, and until his/her successor has been duly elected and qualifies.

Section 2. (a) The President shall be the Chairman of the Board of Directors and Chief Executive Officer of the Corporation, shall have the responsibility for the general management of the affairs of the Corporation, and shall carry out the resolutions of the Board of Directors.

(b) The Executive Vice-President shall be the Director of the Annual Gaming Convention, (Little Wars). It shall be his/her responsibility to coordinate all activities relevant to the annual gaming convention. During the absence or disability of the President of the Corporation, the Executive vice-president shall have all the powers and functions of the President. The Executive Vice-President shall perform other duties as may be prescribed by the Board of Directors from time to time.

(c) The Vice-President shall be responsible for increasing membership of the organization. During the absence or disability of the President of the Corporation and the Executive Vice-President, the vice-president shall have all the powers and functions of the President. The Vice-President shall perform other duties as may be prescribed by the Board of Directors from time to time.

(d) The Treasurer shall have the care and custody of all of the funds and securities of the Corporation, and shall deposit said funds in the name of the Corporation in such bank accounts as the Board of Directors may from time to time determine. The Treasurer shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Corporation when counter-signed by the President; he/she may also sign checks, drafts, notes and orders for the payment of money, which shall have been duly authorized by the Board of Directors and counter-signed by the President. The Treasurer shall be required to publish a financial report in the official newsletter of the organization. Said report will be published after the close of the fiscal year but prior to the next scheduled meeting of the Corporation. Additionally, the Treasurer at each annual meeting will provide an interim financial report. This report shall reflect the fiscal records of the organization to a date no less than thirty (30) days before the meeting.

(e) The Secretary shall keep the minutes of the Board of Directors and the minutes of the members. He/she shall have custody of the seal of the Corporation, and shall affix and attest the same to documents duly authorized by the Board of Directors. He/she shall serve all notices for the Corporation, which shall have been authorized by the Board of Directors, and shall have charge of all books and records of the Corporation.

ARTICLE IX **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these by-laws, to enter into

any contract or execute and deliver any instrument, in the name of and on behalf of the Corporation, and such authority may be general or may be confined to specific instances, provided, however, that under no circumstances may any officer or agent of the Corporation act on its behalf to contract for or bind the Corporation in matters where the dollar amount involved exceeds One Thousand Dollars (\$1,000.00), without having first received the written authorization of the Board of Directors by resolution, or otherwise.

Section 2. Checks, Drafts or Orders. All checks, drafts, or orders for the payment of money, notes or evidences or indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by either the Treasurer, and Assistant Treasurer, the President, Executive Director, or by a Vice President of the Corporation. In the absence of a determination of the Board of Directors to the contrary by resolution, all checks, drafts, or orders for the payment of money, notes of evidence of indebtedness issued in the name of the Corporation wherein the amount involved exceeds One Thousand Dollars (\$1,000.00) shall be signed by the officers and agents of the Corporation as designated in the immediately preceding and, in addition, such instruments must be countersigned by another such officer or agent of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may by resolution, select.

Section 4. Investments. The funds of the Corporation may, in the sole discretion of the Board of Directors, be invested in such securities, stocks, bonds, debentures, real estate, partnerships, joint ventures, and syndication as are permitted by law.

Section 5. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, donation, bequest or devise for the express purpose of the Corporation.

ARTICLE X **BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of and relating to all accounts and funds maintained by it or on its behalf and shall also keep and maintain correct and complete minutes of the proceedings of its Board of Directors. Additionally, the Corporation shall keep at its principal office complete records detailing the names and addresses of all contributors or donors; and these records shall for each such person or entity reflect the specific amount donated or contributed. All books and records of the Corporation may be inspected by any member of the public at large, any donor or contributor, or the agent or the attorney of such donor or contributor for any proper purpose at any reasonable time at the principal officers of the Corporation.

ARTICLE XI **FISCAL YEAR**

The fiscal year of the Corporation shall be the calendar year.

ARTICLE XII
SEAL

The Board of Directors shall provide a corporate seal, which shall be affixed to all official corporate documents pursuant to the requirements of the Corporations and Associations Article of the Annotated Code of Illinois.

ARTICLE XIII
WAIVER OF NOTICE

Whenever any notices are required to be given under the provisions of Titles 1, 2, 3, and 5, Corporations and Associations Article, Annotated Code of Illinois or under the provisions of the Articles of Incorporation or by the by-laws of this Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent of giving such notice.

ARTICLE XIV
AMENDMENT OF BYLAWS

These By-laws may be altered, amended, or repealed and new by-laws may be adopted by a majority of the Directors present at a duly noticed special meeting, or by a majority of the votes cast through referendum of the Corporation as a whole.

ARTICLE XV
EFFECTIVE DATE OF BYLAWS

The effective date of these Bylaws is April 16, 2000, or as amended.

Amended – April 28, 2013 – suspended term limits

Amended – November 20, 2016 – Election by Ballot for Board Members

Amended – February 12, 2017 – update Bylaws language to incorporate the two above Amendments

Amended – February 23, 2017 – update Bylaws language to incorporate the two above Amendments

Attachment – Rules of Membership in the Historical Miniatures Gaming Society – Midwest
February 12, 2017

1. Annual Memberships in HMGS-Midwest are \$10.00
2. Memberships begin when the member pays the dues [thus beginning the processing of said dues by the Society.]
3. All membership, regardless of when they were acquired during the year [as defined from the Little Wars convention to the next Little Wars convention], expire on the day before the first day the Little Wars convention.
4. Memberships paid for on the first day of the Little Wars convention, or any day thereafter, will be considered members of the HMGS-Midwest from the day they pay their membership dues – to the day before the first day of the next Little Wars convention.