

RESTATEMENT OF BY-LAWS OF DANVILLE METROPOLITAN EXPOSITION,
AUDITORIUM AND OFFICE BUILDING AUTHORITY

This Restatement of By-Laws passed and dated July 28, 2020 consolidates the original by-laws passed January 13, 1976 and all amendments and resolutions to said by-laws, including, but not limited to, the Resolution dated March 2, 1977, the Resolution dated October 18, 1977, the By-Laws dated January 21, 1992, Resolution No. 93-1, Amendment to By-Laws dated April 22, 2005 and Amendment to By-Laws dated February 16, 2016.

ARTICLE 1 - Members

SECTION 1. That the governing and administrative body of the authority shall be a board consisting of nine members appointed by the Mayor of the City of Danville. and three members appointed by the Chairman or the County Board or Vermilion County, Illinois and shall be known as the Danville Metropolitan Exposition Auditorium and Office Building Board.

SECTION 2. The Board shall serve without compensation, but shall be reimbursed for actual expenses incurred by them in the performance of their duties, subject to any member or the Board who is appointed to the office of Secretary or Treasurer who may receive compensation for his services as such officer.

SECTION 3. At the expiration of the term of any member, his or her successor shall be appointed in like manner and all successors shall hold office for a term of three years from the date of appointment, except in case of an appointment to fill a vacancy.

SECTION 4. Within thirty days after certification or his appointment and before entering upon the duties of his office, each member of the Board shall take and subscribe the Constitutional Oath of Office and file it with the Secretary of State.

SECTION 5. Members or the Board shall hold office until their respective successors have been appointed and qualified. Any member may resign from his office to take effect when his successor has been appointed and has qualified. The appointing officer may remove any member of the Board appointed by him, in case of incompetency, neglect of duty, or malfeasance in office, or whenever in the judgment of the appointing officer it is in the best interest of the Board and such removal is without prejudice to the contract rights, if any, of the person so removed. The appointing officer, before removing such Board member, shall serve upon him, by registered United States mail, return requested, a copy or the written charges against him and an opportunity to be heard in person or by counsel in his own defense upon not less than ten days' notice. In case of failure to qualify within the time required, or of abandonment of his office, or in case of death, conviction of a felony or removal from office, his office on the Board shall become vacant. Each vacancy shall be filled for the unexpired term by appointment in like manner and in case of expiration of the term of a member of the Board.

ARTICLE II

Officers

SECTION 1. As soon as practicably possible after the appointment of the initial members, the Board shall organize for the transaction of business, select a chairman, vice-chairman and a temporary secretary from its own number, and adopt by-laws and regulations to govern its proceedings. The initial chairman and his successors shall be elected by the Board from time to time for the term of his office as a member of the Board or for the term of three years, whichever is shorter.

SECTION 2. The Board shall appoint a secretary and a treasurer, who need not be members of the Board to hold office during the pleasure of the Board and fix their duties and compensation.

SECTION 3. The treasurer shall execute a bond with corporate securities to be approved by the Board. The bond shall be payable to the authority in whatever penal sum may be directed upon faithful performance of the duties of the office and the payment of all money received by him according to law and the orders of the Board.

SECTION 4. The Board may appoint a general manager who shall have management of the properties and business of the authority and of the employees thereof subject to the general control of the Board.

SECTION 5. The Board shall appoint a general attorney and a chief engineer and shall provide for the appointment or such other officers, attorneys, engineers, consultants, agents and employees as may be necessary from time to time.

SECTION 6. The general manager, general attorney, chief engineer and all other officers provided for, except the treasurer of the Board shall be exempt from taking and subscribing any oath of office and shall not be members of the Board. The compensation of the general manager, general attorney, chief engineer and other officers, attorneys, consultants, agents and employees shall be fixed by the Board.

ARTICLE III

Meetings

SECTION I. Meetings of the Danville Metropolitan Exposition Auditorium Authority Board or Directors (Board) shall be held at Danville, Illinois in the conference room of the Authority, Danville, Illinois when such room is available, or at another location if designated by the Board.

SECTION 2. The regular meetings of the Board shall be held on the fourth Wednesday of each month at 5:30 o'clock P.M., or at such other time as fixed by the Board. Three members of the Board shall constitute a quorum, for the transaction of business and a lesser number may adjourn the meeting to a time certain.

SECTION 3. The act of the majority of the members of the Board present at the meeting, at which a quorum is present, shall be the act of the entire Board.

SECTION 4. The order of business at regular and special meetings of the Board shall be as follows:

- a. roll call;
- b. action on the minutes of the preceding meeting;
- c. report of the chairman;
- d. report of the treasurer;
- e. report of the secretary;
- f. report of committee chairmen;
- g. old business;
- h. new business;
- i. visitor comments; and
- j. adjournment,

provided that in the absence of any objection on the part of any member or the Board, the Chairman may vary the order or business at his discretion. Roberts' Rules or Order, Last Edition, shall be recognized as the authority governing the meeting of the Board, or its committees, when not in conflict with these by-laws and regulations.

SECTION 5. Special meetings. The Chairman of the Authority may, when he deems it expedient and shall upon the written request of three members of the Authority, call a special meeting of the Authority for the purpose of transaction any business designated in the call. The call for a special meeting may be delivered to each member or e-mailed to each member of the Authority or may be mailed to the business or home address of each member of the Authority at least two days prior to the date of such special meeting. At such special meeting no business shall be considered other than as designated in the call.

SECTION 6. Manner of Voting. The voting on all questions coming before the Authority shall be roll call & the yeas and nays shall be entered upon the minutes of such meeting.

ARTICLE IV Duties of Officers

SECTION 1. Chairman: The Chairman of the Board shall preside at all meetings of the Board and shall perform all other duties usual to the office. Except as otherwise authorized by the resolution of the Authority, the Chairmall shall sign all contract, deed and other instruments made by the Authority.

SECTION 2. Vice-Chairman: The Vice-Chairman shall serve as the Chairman during the absence of or at the request of the Chairman including the authority to countersign checks.

SECTION 3. Secretary: The Secretary of the Board shall attend all meeting of the Board and keep true minutes of the proceedings of such meetings. In the absence of the Secretary, the Manager shall keep a record of the meeting proceedings. He shall preserve all books and records of the Authority and shall safely keep in his custody the seal of the Authority and shall have the authority to affix the same to all instruments where its use is required. He shall give all notices required by statuses, by law or by rules and regulations. He shall perform such other duties as may be delegated to him from time to time by the Board.

SECTION 4. Treasurer: The treasurer shall have custody of the corporate funds and securities of the Authority and shall keep in books belonging to the Authority full and accurate accounts of all receipts and disbursements; he shall deposit all moneys, securities and other valuables in the name of the Authority in such depositories as may be designated for that purpose by the Authority. He may employ the services of a bookkeeper to aid him in his responsibilities. The treasurer shall execute a bond as hereinbefore provided. The premium of such bond shall be paid by the Authority. All funds deposited by the treasurer in any bank shall be placed in the name of the Authority and shall be withdrawn or paid out only by check or draft upon the bank signed by the Treasurer and countersigned by the Chairman of the Board. The Board may designate any of its members or any officer or employee of the Authority to affix the signature of the Chairman and another to affix the signature of the Treasurer to any check or draft for payment of salaries or wages and for payment of any other obligations not exceeding Twenty-Five Hundred (\$2,500.00) Dollars. At each regular meeting he shall submit to the Board for approval a list of bills payable, an operating statement and a balance sheet reflecting the finances of the Authority as of the end of the month immediately preceding the meeting. The fiscal year of the Authority shall be from August 1 to July 31. At the end of each fiscal year the treasurer shall have prepared by an accountant or accounting firm approved by the Board an official audit of the financial status of the Authority. This audit shall be submitted to each member of the Board.

ARTICLE V
Contracts and Loans

SECTION 1. The Authority, through the Board, shall have the power to procure and enter into contracts for any type of insurance and indemnity against loss or damage to property from any cause, loss of use and occupancy, against employers' liability, against any act or any member, officer, or employee of the Board or Authority in the performance of the duties of his office or employment or any other insurable risk. Further, the Authority through the Board, shall have the power to procure loans, as authorized by statute.

SECTION 2. The Authority shall have continuing power to borrow money for the purpose of carrying out and performing its duties and exercising its powers under this Act.

ARTICLE VI
Committee Structure, Appointments and Meeting Times

SECTION 1: The Authority shall have four (4) standing committees, those being:

- A. Executive Committee
- B. Building and Grounds Committee
- C. Finance Committee
- D. Event Planning Committee

SECTION 2: Makeup of Committees: The Chair shall appoint each Board member to at least one standing committee. In addition, the Chair may appoint other members of the metropolitan area, whether Board members or not, to serve on standing committees taking into account each individual's generally recognized ability and integrity.

SECTION 3: Function of Committee

- A. Executive Committee: The Executive Committee shall be made up of the Board Chair, Board Vice Chair, and the Chairs of the three (3) other committees that are authorized as set forth in Section 1 above. The Executive Committee shall have authority over all personnel matters. In addition, the Executive Committee will give general guidance and advice to the Board and other committees. It is anticipated that the Executive Committee will not have a need for frequent meetings, so it will meet as needed upon the call of the Board Chair.
- B. Building and Grounds Committee: The Building and Grounds Committee is to oversee the maintenance, repair and upkeep of the Authority property. This Committee shall also order improvements and additions to the existing property as well as seeking bids for and overseeing the acquisitions of additional property.
- C. Finance Committee: The Finance Committee will be responsible for revenue stream as well as matters dealing with accounting and fund raising. The Finance Committee is to look at the overall picture including the short range and long range financial matters affecting the Authority.
- D. Event Planning Committee: The Event Planning Committee consists of the previous Planning & Marketing Committee, Safety Committee and Concessions Committee. The Event Planning Committee will be responsible for:

Plan for long range development issues affecting the Authority and the preparation and maintenance of a marketing and advertising plan for the Authority. The Committee will be involved in the day-to-day handling of events and expositions and the advertising and promotions thereof. The Committee shall also be involved in the coordination, implementation and oversight of safety procedures for the operation, maintenance and other insurable aspects of the Authority. The Committee shall also oversee the selection, pricing and marketing of all concessions and the selection of serving cups, glasses, plates, etc.

SECTION 4: The Event Planning Committee will meet at 5:30 PM on the second Wednesday of each month. The Finance Committee and the Building and Grounds Committee will meet at 5:30 PM on the third Wednesday of each month.

SECTION 5: As the need arises, the Chair may, with the approval of the Board, create other temporary or ad-hoc committees. Appointment to such committees will be made by the Chair naming Board members and/or non-Board members from within the metropolitan area as the Chair deems appropriate. Such committees shall serve until the purpose of its creation has been accomplished, or until dissolved by the Board whichever event happens first.

ARTICLE VII Indemnification

SECTION I. The Authority shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Authority) by the reason of the fact that he or she is or was a member of the board, officer, employee or agent of the Authority, or who is or was serving at the request of the Authority as a board member, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Authority and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon plea of nolo contendere or its equivalent, shall not, if itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Authority or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

SECTION 2. The Authority shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by or in the right of the Authority to procure a judgment in its favor by the reason of the fact that such person is or was a member of the board, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Authority, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Authority, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

SECTION 3. To the extent that a member of the board, officer, employee or agent of the Authority has been successful on the merits or otherwise, in the defense or any action, suit or proceeding referred to in Sections 1 and 2, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by such person in connection therewith.

SECTION 4. Any indemnification under Sections 1 and 2 (unless ordered by a court) shall be made by the Authority only as authorized in the specific case, upon a determination that indemnification of the member of the board, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard or conduct set forth in subsections (1) or (2). Such determination shall be made (1) by the Board by a vote of seven (7) members or the Board who were not parties to such action, suit or proceeding, or (2) if there are fewer than seven (7) members of the Board who are parties to such action, suit or proceedings, by the independent legal counsel in a written opinion.

SECTION 5. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Authority in advance of the final disposition of such action, suit or proceeding, as authorized by the Board in the specific case, upon receipt or an undertaking by or on behalf of the members or the board.

SECTION 6. The indemnification provided for above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested members of the board, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a member of the board, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

SECTION 7. Nothing herein shall be construed to obligate the Authority to indemnify any person for punitive damages which may be awarded against him or her.

SECTION 8. Nothing herein shall be construed to limit the applicability of any insurance policy carried by the Authority.

ARTICLE VIII

Seal

The seal of the Authority shall contain the words, "Danville Metropolitan Exposition, Auditorium and Office Building Authority," an exact impression of which is affixed hereto.

ARTICLE IX

Waiver or Notice

Whenever any notice whatever is required to be given under the provisions or these by-laws, a waiver thereof, in writing, signed by the person or persons entitled to such notice or e-mail from the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X

Amendment of By-laws and Regulations

These By-Laws and regulations may be amended, altered, changed or repealed by resolution passed by the affirmative vote of seven members of the board present at any regular or special meeting of the members. Any and all by-laws and regulations heretofore adopted by the Authority are superseded and repealed by these by-laws and regulations.

Danville Metropolitan Exposition
Auditorium and Office Building Board

By: John Genjia
Chairman

ATTESTED: Kris Pappas
Secretary
Danville Metropolitan Exposition Auditorium
and Office Building Board