

# ILLINOIS RURAL HEALTH ASSOCIATION BYLAWS

## ARTICLE I - NAME AND PURPOSE

### Section 1. Name

The name of the corporation shall be the Illinois Rural Health Association, incorporated under the laws of the State of Illinois as filed in the Office of the Secretary of State as provided by the General Not-For-Profit Corporation Act of Illinois, herein after referred to as the Association.

### Section 2. Mission and Purpose

A. The Illinois Rural Health Association (IRHA) is a collaborative association committed to strengthening health systems for rural residents and communities through advocacy, education, networking and leadership.

B. The Association's general purpose is to receive and maintain a fund, or funds, for the purpose of using the funds and income there from to support, among other things, educational activities including forums, panels, conferences, informational meetings and other similar programs at various locations in the state; research activities including demonstration projects, community needs assessments, and other research related activities; advocacy of policies and dissemination of information pertaining to rural health and promotion of health careers; leadership development; and any other activities that are consistent with the mission of the Association.

### Section 3. Tax Exempt Status

The Association shall maintain a 501(c)(3) status and to that end:

- A. The Association will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue code, or the corresponding section of any future federal tax code.
- B. The Association will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- C. The Association will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue code, or the corresponding section of any future federal tax code.
- D. The Association will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue code, or corresponding section of any future federal tax code.
- E. No part of the net earnings of the Association shall inure to the benefit of, or be distributed to, its members, trustees, officers or other private persons except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered.
- F. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall not participate in or intervene in any political campaign on behalf of any candidate for public office including the publishing or distribution of statements.
- G. Notwithstanding any other provision of these Articles, the Association shall not carry on any other activities not permitted to be carried on (a) by an Association exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law). Or (b) by an Association, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue code or the corresponding provisions of any future United States Internal Revenue law.

## ARTICLE II - OFFICES

The principal office of the Association in the State of Illinois shall be located in an Illinois city designated by the Board of Directors.

The Association may have such other offices, within the State of Illinois, as the Board of Directors may determine or as the affairs of the Association may require from time to time.

The Association shall have and continuously maintain in the State of Illinois a registered office, and a registered agent whose office is identical with such registered office, as required by the General Not-For-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office, and the address of the registered office may be changed from time to time by the Board of Directors. For information purposes the current registered agent for IRHA is Management Resource Specialist Inc. and the office is located at 1224 Centre West Drive, Springfield, IL 62704.

## ARTICLE III - MEMBERSHIP AND DUES

### Section 1. Eligibility

The Association's diverse constituency shall be composed of individuals, honorary members, students, and organizations interested in supporting and providing leadership on rural health issues through communication, education and advocacy.

### Section 2. Definition of Membership Categories

- A. Individual. Any individual not holding membership in another category (except Honorary).
- B. Honorary. Honorary memberships may be granted by the Board of Directors as appropriate to further the purposes of the Association. Honorary members shall have all rights and privileges of membership except voting and holding office.
- C. Student. Persons who are enrolled as full time college or high school students.
- D. Organization. Any legally constituted organization with four (4) or more employees, which requests organizational membership.

### Section 3. Voting Rights

- A. Each individual and student member in good standing shall be entitled to one vote on each matter submitted to a vote of the membership.
- B. Each organizational member in good standing shall be entitled to four (4) votes on each matter submitted to a vote of the membership. The organization shall annually submit to the Association the names of the four (4) organizational members who are eligible to vote on membership matters.

### Section 4. Privileges

Each individual, student member, and designated organizational members in good standing, may hold office, serve as a member of the Board of Directors, of a committee, or as an official representative.

Any person employed by an organizational member has all the rights and privileges of an individual member except the right to vote, hold office, or be a board member. Four members may attend the Annual Conference at the membership rate.

### Section 5. Term

Membership shall be effective from July 1 through June 30 and shall be renewable annually. For new members, membership shall be effective upon receipt of dues and shall continue through the end of the fiscal year, Dues paid after April 1st shall continue the membership through the following fiscal year.

### Section 6. Dues

The amount of membership dues shall be determined for all categories by the Board of Directors.

## ARTICLE IV - PARLIAMENTARY AUTHORITY

All meetings and business of the Association will be conducted under the provisions of Robert's Rules of Order (as most recently amended), except as superseded by these bylaws.

## ARTICLE V - MEETINGS OF MEMBERS

### Section 1. Annual Meeting - General Membership

An Annual Meeting of the Association membership will be held at a time and place to be determined by the board. The purpose of such a meeting will be to confirm the election of the Officers and Board of Directors who will take office at the beginning of the fiscal year and to conduct all such business as may be necessary to support the mission and goals of the Association.

Written formal notice of the annual meeting may be given by the secretary to each member, by electronic communication, or

mail, at the address appearing on the books of the Association. The notice shall be mailed no fewer than ten (10) days, nor more than fifty (50) days prior to the meeting.

**Section 2. Special Meetings - General Membership**

Special meetings of the membership of the Association may be called at any time by the president or a majority of the Board of Directors, or at the request of the membership upon receipt of a written request signed by at least ten (10) percent of the members of the Association.

Notice of a special meeting, stating the purpose thereof, shall be given by the secretary to all members in the same manner as notice is given for the annual meeting.

**Section 3. Place of Meeting - General Membership**

The Board of Directors shall designate the location of all general membership meetings.

**Section 4. Quorum - General Membership Meetings**

Those members present, in person, at the annual meeting or a Special Meeting of the Association shall constitute a quorum for the purpose of conducting Association business.

**ARTICLE VI - OFFICERS AND EXECUTIVE COMMITTEE**

**Section 1. Officers**

The officers shall be a president president-elect, treasurer, secretary, and immediate past president.

**Section 2. Election and Term of Office**

A president-elect, secretary and treasurer shall be elected biennially by the members of the Association, from among the membership. A candidate for the office of president-elect must be a current or a past member of the board. After serving as president-elect for a period of two years, the president-elect shall assume the position of president for a two-year term. The vote shall be cast by mail on an official ballot mailed to the membership by the nominating committee no fewer than thirty (30) nor more than forty (40) days before the annual meeting and returned to the nominating committee within fifteen (15) days of such mailing date. A plurality of votes cast by eligible members shall elect from among the candidates. In case of a tie, the board shall choose by secret ballot among the candidates who have an equal number of votes. The term of office shall start at the beginning of the fiscal year and shall continue until a successor is installed.

**Section 3. Vacancies**

- A. A vacancy in the office of president, with fewer than twelve months to serve in the term, shall be filled automatically through succession in the following order: president-elect, treasurer, secretary. A vacancy in the office of president, with more than twelve months to serve in the term shall be filled by the appointment of a past-president to fulfill the remainder of the term of president. The board, upon three-fourths (3/4) majority vote, shall appoint a past president to fill the unexpired portion of the term.
- B. A vacancy in the office of president-elect shall be filled by a special election called by the president. The provisions under Article VI, Section 2, shall apply except that the special election shall be held within sixty (60) days after the vacancy occurs.
- C. A vacancy in the office of the treasurer or secretary shall be filled by presidential appointment with the approval of the board until term expires.
- C. Any vacancy filled by succession in office or by appointment shall be filled by election at the next annual meeting, except the office of president.

**Section 4. President**

The president shall be a member of both the Executive Committee and the Board of Directors. The president shall be the principal executive officer of the Association and shall in general supervise and control all of the business and affairs as well as the employee(s) or contractor(s) of the Association. He/She shall preside at all meetings of the

Board of Directors and the annual meeting. He/She shall appoint all committees. He/She shall appoint a subcommittee from the Board of Directors to compile and prepare an annual report of the Association. It shall be the responsibility of the president to present the report to the membership for their acceptance. He/She may sign, with the treasurer or any other proper officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, under these bylaws, or by statute to some other officer or agent of the Association. In general, he/she shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors.

**Section 5. President-Elect**

The president-elect shall be a member of both the Executive Committee and the Board of Directors.

The president-elect shall assist the president as presiding officer. In the absence of the president, the president-elect shall fulfill the duties of the president. He/She shall perform all duties as incident to the office of president-elect and other duties as may be prescribed by the Board of Directors or president. The president-elect shall appoint, within thirty (30) days after the annual meeting the chairperson for the annual conference planning committee.

**Section 6. Treasurer**

The treasurer shall be a member of both the Executive Committee and the Board of Directors.

The treasurer or designated fiscal manager shall be provided with a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Directors shall determine. The treasurer or designated fiscal manager shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article XI of these bylaws; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him/her by the president or by the Board of Directors. The treasurer will cause an internal financial review to be performed by a committee selected by the president or initiate a complete audit to be performed by a Certified Public Accountant and assure adequate copies to be presented to the Board of Directors.

The treasurer is limited in serving up to two (2) consecutive two (2) year terms.

The treasurer performs all duties as incident to the office of treasurer and other duties as may be prescribed by the Board of Directors or president.

**Section 7. Secretary**

The secretary shall be a member of both the Executive Committee and the Board of Directors. The secretary shall keep complete records of all proceedings of the Association, Executive Committee, and the board; shall have custody of all records except as otherwise provided for in the Management Manual of the Association; shall assist the president in notifying committee members of their election or appointment; and shall perform all other duties as may be prescribed by the Board of Directors or president.

The secretary is limited in serving up to two (2) consecutive two (2) year terms.

The secretary shall perform all duties as incident to the office of secretary and other duties as may be prescribed by the Board of Directors or president.

**Section 8. Immediate Past President**

The immediate past president shall be a member of both the Executive Committee and the Board of Directors. The immediate past president shall be the chairperson of the nominating committee.

**Section 9. Executive Committee**

The Executive Committee shall consist of the president, president-elect, treasurer, secretary, and immediate past president and up to two board members at the discretion of the president. They shall meet regularly and when requested by any member of the Executive Committee.

The purpose of the Executive Committee is to oversee the day to day activities of the organization and to make decisions

which cannot be postponed until the regular meeting of the Board of Directors.

**Section 10. Executive Director**

The Executive Director shall work under the direct supervision of the president and at the direction of the executive committee and board of directors. The Executive Director shall have overall responsibility to: develop and implement fundraising strategies; act as primary liaison to the Illinois General Assembly; serve as the Association's spokesperson and liaison to promote the mission of the organization; coordinate association activities and programs; ensure an on-going strategic planning process, provide appropriate member support services and promote the recruitment of new members. The Executive Director shall be an ex-officio member of all committees and working groups.

**ARTICLE VII - BOARD OF DIRECTORS**

**Section 1. Composition and Number**

The corporate powers of this Association shall be vested in and exercised by or under the authority of a Board of Directors which consists of the officers and the elected board members. The Board of Directors shall have no fewer than fifteen (15) nor more than twenty-three (23) voting members.

A voting member shall be either an elected board member or an officer.

At the annual meeting of the general membership, the members may, by majority vote, increase or decrease the existing number of board positions by no more than four (4) positions to take effect at the beginning of the next fiscal year. A decrease, however, may only be as a result of a vacancy. Any increased board positions approved by the general membership shall be filled by the president-elect with the consent of the board for a term to last through the next fiscal year.

The president may appoint as many non-voting members as deemed necessary. The term shall be concurrent with the appointing president's term.

**Section 2. Eligibility**

In order to be nominated for, or hold office on the Board of Directors, the prospective Board candidate must be a member in good standing of the Association as defined in Article III.

**Section 3. Board Members' Term of Office**

All members of the board shall serve three-year terms not to exceed two (2) consecutive terms. Any board member may succeed himself/herself but may not serve more than two terms in succession, unless as necessary to fulfill elected office.

The fulfillment of the initial year of board membership, or the remainder of the term of another board member, shall not be included in the two term limit.

Election will be by mailed ballots, as with officers of the Association as described in Article VI, Section 2. Election shall be determined by a plurality vote of the returned ballots of qualified members. The term of office shall start at the beginning of the fiscal year and shall continue until a successor is installed.

**Section 4. Board Members' Powers and Duties**

Subject to any limitation in the Articles of Incorporation and these bylaws, and the laws of the State of Illinois, the Board of Directors shall have the responsibility and authority to supervise and direct the activities and resources of the Association, and to conduct all business and affairs of the Association in furtherance of its mission and goals.

A board member shall perform his/her duties, including service on any committee of the board, in good faith and in a manner which the board member believes to be in the best interests of the Association as described in our mission and purpose.

BOARD MEMBERS SHALL:

- A. Cause to be kept a complete record of all minutes and acts, and to present a full statement at the annual membership meeting of the general membership, showing in detail the condition and affairs of the Association.
- B. Manage the affairs of the Association and make an annual report of its activities to the membership.

- C. Act as trustee for all property, real and personal, the Association may acquire.
- D. Approve and authorize all unusual or extraordinary expenditures of Association funds.
- E. Adopt the annual budget for the Association.
- F. Adopt such rules as are necessary to conduct its affairs.
- G. Establish committees and define their duties, except as otherwise provided in these bylaws.
- H. Approve the appointment of official representatives and define their duties.
- I. Authorize payment for employees and consultants required by the officers in performance of official Association business. No member of the Association, receiving salary from the Association, may serve as a member of the board concurrent with the term of employment.
- J. Elect or remove any officer, agent, or employee of the Association; prescribe such powers and duties for them as may be consistent with the laws of the State of Illinois, the Articles of Incorporation and these bylaws; fix their compensation, if any; and may provide a bond for faithful performance.
- K. Employ staff; fix their compensation; and define their duties.
- L. Act on business not otherwise provided for by the Articles of Incorporation and these bylaws.
- M. Fill vacancies consistent with the intent of the bylaws.

**Section 5. Regular Meetings**

Regular meetings of the board shall be held at least quarterly at a time and place determined by the board. All regular, special, or committee meetings of the board are open meetings. However, only the members of the board and committee chairs or designee are required to be notified of such meetings.

**Section 6. Special Meetings**

Special meetings of the board may be called by the president or a majority of the members of the board. At least five (5) days in advance, notice of the time and place of such meetings shall be given to each board member and committee chair in writing, by mail, facsimile or e-mail.

Action Without Meeting. Any action required to be taken at a meeting of the directors of the corporation or any other action which may be taken at a meeting of directors, may be taken without meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

**Section 7. Vacancy/Removal from Board**

Any member of the board who misses three (3) regularly scheduled consecutive meetings shall submit a written resignation (including explanation if appropriate) to the president of the board for action. If such resignation is not received prior to the fourth consecutive absence, the board may declare the position vacant.

Also, any board member may be removed, with cause, by two-thirds (2/3) vote cast by members of the Association having privileges, represented in person, at any regular or special meeting of the board.

Any vacancy may be filled through appointment by the president with Board of Directors simple majority approval for the remainder of the term of the vacated position.

**Section 8. Quorum**

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business.

The act of a majority of the board members present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, these bylaws, or the Articles of Incorporation.

Attendance By Communication Devices: Board members may participate in any meeting through the use of a conference

telephone or similar communications equipment by means of which all persons participating in the meeting can hear and converse with each other and such participation in a meeting shall constitute presence in person at the meeting.

**Section 9. Compensation**

Members of the Board of Directors shall receive no compensation for their services but may, as determined by board policy, receive reimbursement for such reasonable expenses as may be necessary pursuant to the business of the Association.

**ARTICLE VIII - REPRESENTATIVE**

**Section 1. National Rural Health Association**

The president of the Illinois Rural Health Association shall recommend to the Board of Directors representatives in good standing to serve on the National Rural Health Association's State Association Council. The board approved representatives shall serve terms in accordance with the National Rural Health Association standards.

**Section 2. Other Representatives**

The Board of Directors shall decide to which other organizations the Association shall send representatives and prescribe the qualifications for each representative.

**Section 3. Appointments**

The president shall have the authority to appoint from the members in good standing the official representatives of the Association to other organizations. The term of appointment shall run concurrently with that of the president.

**ARTICLE IX - COMMITTEES**

**Requirement for Committee Membership**

Individual members or organizational member representative(s) in good standing may serve on ad hoc, standing committee(s), or working groups. Non IRHA members may be invited by the chair to provide consultation and/or assistance in committee activities but will not have committee voting privileges. The Executive Director is an ex-officio member of every committee.

**Section 1. Committee Administration**

The committee chairperson shall be responsible for overseeing the activities of the committee and be responsible for.

- A. Appointment of a co-chairperson.
- B. Reporting to the Board of Directors regularly on the progress of the committee (in person or by written report).
- C. Assuring that minutes are recorded.
- D. Briefly summarizing activities for the past year for presentation at the annual meeting.

**Section 2. Committees of the Association**

The following committees shall serve as standing committees of the Association. The president shall appoint all committees chairpersons except the nominating committee. The president and president-elect shall serve ex officio on all standing committees except the nominating committee.

**Annual Conference Committee**

The annual conference committee shall be responsible for planning, organizing, and overseeing the annual conference.

The annual conference committee shall seek out for formal recognition on an annual basis those individuals and organizations that strive to fulfill the mission of the Illinois Rural Health Association. The Annual Conference

Committee shall present recommendations for the awards to the Board of Directors for further action.

Bylaws Committee

The purpose of the bylaws committee is to review, update and recommend proposed changes in the bylaws to the board and general membership at the annual meeting.

Research and Education Committee

The research and education committee shall:

- A. Promote research related to rural health in Illinois.
- B. Establish a linkage with other agencies/facilities that conduct original research related to rural health matters in Illinois.
- C. Seek, support, and/or publish original research related to rural health in Illinois.
- D. Develop programs to promote the benefits of rural health care and service.
- E. Recommend the conditions for Illinois Rural Health Association sponsorship of other organizations, programs, and events.

Finance Committee

- A. The composition of the finance committee shall consist of the president, president-elect, treasurer, and two other members of the board. The president-elect shall be the chair.
- B. At least sixty (60) days prior to the annual meeting, the finance committee shall meet to develop the budget for the next fiscal year. Candidates for the office of treasurer may be invited to participate in this meeting. The proposed budget is presented by the president to the Board of Directors for approval at the first business meeting of the next fiscal year.
- C. The finance committee shall meet at the call of the chairperson and at such other times as deemed necessary to review and report to the Executive Committee on their recommendations regarding transfers of funds, unusual and extraordinary expenses, or any other financial matters of the Association.

Membership Services and Public Relations Committee

The purpose of the membership services and public relations committee shall be to promote the organization through internal and external communication, as well as the recruitment of new members and retention of existing members.

Nominating Committee

- A. The immediate past president shall be the chair of the nominating committee.
- B. There shall be a nominating committee comprised of five (5) members of the board with terms of one (1) year's duration.
- C. The nominating committee shall be appointed annually by the Board of Directors and be responsible for identifying persons qualified to serve as officers of the Association.

The nominating committee shall be responsible for identifying persons qualified for, and interested in, becoming board members.

The nominating committee may nominate twice the number of candidates for each office.

The chairperson of the nominating committee shall accept additional nominations if each such nomination is accompanied by the written consent of the candidate, endorsed by five (5) members in good standing, and submitted in writing not later than January 1. The chairperson of the nominating committee shall validate the additional nominations and, on or before January 15, forward the names of these candidates with a short biography to the secretary to be included with the official ballot.

The nominating committee shall also be responsible for conducting the election and counting ballots of the election.

In the event of a tie, the chair shall report same to the Board of Directors, which shall vote to resolve the tie. The chair shall be responsible for notifying all candidates of the results prior to the annual meeting and for reporting the results of the election to the membership at the annual meeting.

Public Policy and Legislative Committee

The purpose of the public policy and legislative committee is to assist the Board of Directors in the development and monitoring of public policy initiatives that affect the health of rural Illinois. The committee's activities shall include, but are not limited to:

- A. Developing policy and advocacy recommendations that support the advancement of rural health interests in Illinois.
- B. Monitoring state and federal legislative and regulatory proposals affecting rural health.
- C. Monitoring the policy development of other organizations, as appropriate, and,
- D. Creating legislation, providing education on legislative issues and participating in coalitions to advance the interest of the public's health.

Strategic Planning Committee

The strategic planning committee shall support the Officers and Board of Directors by coordinating the on-going planning efforts of the Association. The committee shall assist the Board with the development of an Association strategic plan. The committee shall measure progress toward meeting the objectives of the plan and provide recommendations to the Board relative to the Association's mission and goals. The committee will report to the Board on a semi-annual basis.

Membership shall consist of no less than seven (7) persons who represent the following: president-elect, immediate past president, policy and legislative chair, research and education chair, and three (3) IRHA members.

Fundraising Committee

The fundraising committee will develop and implement fundraising strategies for the Association. The committee will report to the Board of Directors on a regular basis.

The president shall establish such working or ad hoc committees as are needed to conduct the business of the Association. The Executive Director may make recommendations on the establishment of working or ad hoc committees.

**Section 3. Term of Office**

Each member of a committee shall serve for the term of the president.

**Section 4. Vacancies**

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**Section 5. Quorum**

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

**Section 6. Rules**

Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board of Directors.

**ARTICLE X - CONTRIBUTIONS AND DISBURSEMENTS**

**Section 1. Contributions**

Contributions, gifts, memorials, bequests and grants shall be sought from individuals, corporations, groups, businesses and government entities in furtherance of the purposes of the Association.

**Section 2. Use of Contributions**

Contributions shall be accepted, used and disbursed on recommendation of the Board of Directors for the purposes of the Association as is otherwise described in these bylaws.

**Section 3. Restricted Gifts.**

Donors may make contributions for specified purposes, and such funds shall be held and disbursed by the Treasurer for those purposes so long as those purposes are approved by the Board and are consistent with the purposes of the association. If it is determined by the Board of Directors that changed conditions or other reasons have rendered the application of the contribution to the specified purpose to be illegal, unnecessary, or impracticable, and such funds cannot be returned to the donor, such funds shall be used for such other purposes of the Association as will best carry out the intentions of the donor.

**Section 4. Investment**

The Treasurer shall invest the contributions received in such financial institutions or securities as may be approved by the Board of Directors.

**ARTICLE XI - CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**Section 1. Contracts**

The Board of Directors may authorize any officer or officers, agent or agents of the Association to enter into any contract and execute and deliver any instrument in the name of or on behalf of the Association within the provisions of these bylaws. Such authority may be general or may be confined to a specific instance or transaction.

**Section 2. Checks and Drafts**

Signatures on all checks drawn on Illinois Rural Health Association accounts shall be that of the treasurer or of the president, executive director or designee of the president.

**Section 3. Deposits**

All funds of the Association shall be deposited in a timely fashion to the credit of the Association as described in Article VI, Section 6. The treasurer shall establish or maintain a checking account in the corporate name of the Association at a bank convenient to the treasurer. All accounts shall be insured by an agency of the Federal Government.

The treasurer, with the advice and consent of the president, shall be responsible for establishing or maintaining a savings account with, and for the purchase of appropriate investment vehicles, from a bank or other financial institution convenient to the treasurer. These institutions shall be insured by an agency of the Federal Government. This account and investments shall be used for depositing Association funds not needed for regular operating expenses. All deposits and withdrawals must be reviewed by the board and entered into the official minutes of the Association. The treasurer shall request board approval of an investment plan at a board meeting.

**Section 4. Bonding**

All officers and other persons authorized to handle or disburse the funds of the Association may, at the discretion of the board, be bonded at the expense of the Association in such amount as the board may determine to be adequate for the protection of the Association.

**Section 5. Loans**

No loans shall be made by the Association to its board members or officers.

**ARTICLE XII - BOOKS AND RECORDS**

**Section 1. Responsibility**

The secretary and the treasurer shall each be responsible for assuring that correct and complete books and records of the Association are maintained. The Association will keep a complete record of proceedings of meetings of the Board of Directors and all committees. The board shall be responsible for assuring the accuracy of all records.

**Section 2. Liability Limits.**

The board members of the Association shall enjoy the greatest limitation on individual liability that may be authorized under Illinois State Law, provided, however, that this limitation shall not eliminate or limit the liability of a board member for acts or omissions that involve intentional misconduct by a board member, or a knowing violation of law.

**Section 3. Fiscal Year**

The fiscal year of the Association shall be July 1 through June 30.

**ARTICLE XIII - INDEMNIFICATION**

**Section 1**

The Board of Directors may authorize the Association to pay expenses incurred by, or to satisfy a judgment or fine rendered or levied against a present or former board member, officer, or employee of the Association in an action brought by a third party against such person to impose a liability or penalty on such person, for an act alleged to have been committed by a person while the board member, officer, or employee, or by the Association, or by both, whether or not the Association is joined as a party dependent, provided the Board of Directors determines in its sole discretion that such board member, officer, or employee was acting in good faith within, or within what he/she reasonably believed to be, the scope of his/her employment or authority and for a purpose which was, or which he/she reasonably believed to be, in the best interest of the Association.

**Section 2**

Payment authorized hereunder may include amounts paid and expenses incurred in settling any such action or threatened action, including reasonable attorney's fees and costs of suit. The term "person" where used herein, shall include the estate, personal representative, heirs, legatees, or devisees of such person.

**ARTICLE XIV - DISSOLUTION**

Upon dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue code (or the corresponding provisions of any future United States Internal Revenue law) as the Board of Directors shall determine. No member, director, or officer of the Association or any private individual shall be entitled to share in the distribution of the Association assets on dissolution of the Association.

**ARTICLE XV - WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of applicable statutes, bylaws or Articles of Incorporation, 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 to the giving of such notice. Signing an approval of any minutes or resolution of any meeting of the board shall be deemed a waiver of notice thereof. Audio tapes of telephoned waivers shall be deemed a valid waiver of notice thereof.

**ARTICLE XVI - AMENDMENTS**

The membership of the Association by affirmative vote of two-thirds (2/3) of the members present, in person or by proxy, may alter, amend, or revoke these bylaws at any general or special membership meeting of the Association, providing that written notice shall be given to all members at least thirty (30) days prior to any action being taken.

Amended April 13, 2006