

ADOPTED - OCTOBER 1994

Illinois Environmental Council
General Fund
By-Laws

Article I. Name

The name of the organization shall be the Illinois Environmental Council ("the Council").

Article II. Purpose

The purpose of the Illinois Environmental Council is to advocate for sound environmental law and policy in Illinois through a coalition of individuals and organizations.

Article III. Council Membership

Section 1 - Composition

The membership of the Council shall consist of organizational affiliates and individual members.

a. Organizational affiliates are those organizations that support the goals of the Council and pay at least \$150.00 annually in dues or such other amount as the Board of Directors may from time to time establish. The Board of Directors shall have the power to set a lower dues level or a schedule of lower dues levels for environmental organizations composed largely of students, which shall nonetheless be treated as full Organizational Affiliates.

(1) Pledges shall be treated as payment for the current annual term. An organization may not secure voting rights for the following year until the pledge has been paid.

(2) The Board of Directors may reduce the organizational dues upon hardship or other extenuating circumstances.

(3) Organizations seeking to affiliate for the first time shall submit an application to the Board of Directors for approval. Organizations may be denied affiliation by a three-fifths vote of the Board of Directors at the next regular meeting of the Board. Organizations seeking to affiliate for the first time may neither make nor vote upon such a motion.

b. Individual members are those persons who pay \$30.00 annually in dues or such other amount as the Board of Directors may from time to time establish. A reduced rate in an amount set by

the Board of Directors, shall be made available to students and persons of modest limited income. The board of Directors shall also have the power to establish a family rate; for voting purposes, a family shall be treated as a single individual member.

Section -2- Term

The term of organizational membership shall run from one annual meeting to the next. Individual membership shall run one year from the time of dues payment.

Section -3- Annual Meeting

a. The Council shall meet annually at the call of the President for the purposes of adopting a budget and policy platform for the next year and the election of the Board of Directors.

b. Individual members, through their elected representative, and Organizational Affiliates have the following rights:

(1) To cast one vote upon any motion relating to the annual budget, policy platform, amendment of these bylaws or any other matter of interest to the Council, and (2) to vote for the at-large members of the Board of Directors.

c. Each Organizational Afiliate in attendance shall designate a person to cast its votes at the annual meeting.

d. Notice of the Annual meeting shall be given to Council members in writing at least two weeks prior to the meeting.

Section -4- Quorum

At all meetings of the Council, those Organizational Affiliates in attendance shall constitute a quorum for conducting the Council's business.

Article IV. The Board of Directors

Section -1- Composition

Members of the Board of Directors (Board) shall be: (a) seven persons elected at the annual meeting of the Council; (b) one at-large member elected by the Council's individual members

through a mail-in ballot; and (c) one person appointed by each organization pledging or paying \$1,000 annually in dues or such other amount as the Board may from time to time establish.

Section -2- Elected Members

Those seven members elected by the Council shall serve for a term of two years. Terms begin immediately following the election at the annual meeting and end with the election two years after. Four members will be elected in odd numbered years. Three members will be elected in even-numbered years.

- a. Appointments to fill any vacancy shall be made by the President with the consent of the Board.
- b. The Board of Directors may ask for the resignation of any elected board member who misses two consecutive board meetings without notifying the executive director or president.

Section -3- Appointed Members

Organizations entitled to appoint a Board Member shall notify the President of the identity of the person appointed. In the event of any dispute as to the eligibility of any person to serve as an appointed Board Member, the Board shall have the power by majority vote to decide the person's eligibility.

Section -4- Meetings

- a. Regular meetings of the board shall be held quarterly at a date, time and place to be designated by the President.
- b. Special meetings may be called by the President or upon the request of any three Board members.
- c. Notice of meetings shall be given in writing at least five days prior to the meeting.
- d. A majority of current Board members constitutes a quorum.

Section -5- Responsibilities

The Board shall have responsibility for the management and general supervision of the Council.

It shall be the responsibility of every board member to serve on at least one committee.

Article V. Officers

The officers of the council shall be a president, a vice-president, a secretary, and treasurer. Officers must be members of the Board and shall be elected for two year terms by the Board at the board meeting immediately following the annual meeting. Vacancies shall be filled by a majority vote of the Board for the unexpired portion of the term.

Section -1- President

The President shall generally direct the affairs of the Council and see that all resolutions and orders of the Board are carried out. The President may sign all written contracts and obligations of the organization which have been approved by the Board of Directors. The President shall preside at all meetings of the Board and executive committee. With the consent of the Board, the President shall appoint such committees as the Board may authorize and shall be an ex-officio member of all committees except the nominating committee.

Section -2- Vice President

In the absence of the President, the Vice President shall have the powers and shall perform the duties of the President and such other duties as may be prescribed by the Board of Directors.

Section -3- Secretary

The Secretary or a duly designated representative shall keep a permanent record of the proceedings of the Council and of the Board of Directors. The Secretary shall maintain the books and records of the Council.

Section -4- Treasurer

The Treasurer or a duly designated representative shall have charge and custody of all funds of the Council and shall submit a financial report to the Board of Directors at its regular meetings. The Treasurer shall be responsible for the preparation of the Council's annual budget.

Section -5- Executive Director

The Executive Director shall have the authority to hire and fire any other staff. The executive

director shall be responsible for carrying out the program of the Council as determined by the Board. The Executive Director serves at the discretion of the Board.

Article VI. Committees

Section -1- Executive Committee

The Executive Committee shall consist of the officers and such other directors appointed by the President with the approval of the Board.

Section -2- Nominating Committee

The Nominating Committee shall consist of three members, at least two of them current members of the Board of Directors, appointed by the Board of Directors at the second meeting of the Board following the annual meeting. The Nominating Committee shall nominate candidates for the elected directorships and shall nominate the officers of the Board. At the annual meeting, nominations from the floor will be accepted for all officer positions and vacant directorships..

Section -3- Elections Committee

The Elections Committee shall consist of no less than two members appointed by the President. None of the individuals serving on the Elections Committee shall be a candidate for the board. The Elections Committee shall create, distribute and tally ballots and contact the Board of Directors, nominees and the IEC staff with election results.

Section -4- Other Committees

The Board of Directors or the President may, from time to time, create other committees and appoint members thereto to perform functions and plan activities.

Article VII. Parliamentary Authority

The rules contained in Robert's Rules of Order newly revised shall govern this organization in all cases in which they are not inconsistent with these bylaws.

Article VIII. Amendments to the Bylaws

Any proposed amendment to the Bylaws must be submitted in writing to all Organizational Affiliates at least 30 days prior to their adoption. A vote of 3/5 of council members present and voting at the annual meeting is required for passage. The Elected Representative shall vote on behalf of all individual members and shall count as a single council Member for purposes of determining whether a 3/5 vote has been obtained

Article IX. Office(s) and Agent

The corporation (Council) shall maintain an office in the city of Springfield, State of Illinois, at a location to be determined by the Board of Directors and may maintain other offices established by the directors in the State of Illinois. The Board from time to time shall designate a resident agent and so notify the Illinois Secretary of State in accordance with state law.

Article X. Records

There shall be maintained at the principal office of the Corporation (Council) all financial books and records of account, all minutes of committee and Board of Directors' meetings, the names and addresses of the Board of Directors and members of the Council, and copies of all other material, Corporate records, books, documents and contracts. All such books, records, minutes, lists, documents and contracts shall be made available for inspection at any reasonable time during usual business hours, by any voting Council Member, including the Elected Representative on behalf of any individual member, or duly authorized representative thereof, for any lawful purpose. Upon leaving office, each officer or agent of the Council shall turn over to his or her successor or the president, in good order, such corporate monies, books, records, minutes, lists, documents and contracts or other property of the Council as have been in the custody of such officer or agent during his or her term of office.

Article XI. Deposits, Checks, Loans and Contracts

Section -1- Deposits: All funds of the Council shall be deposited in such banks, trust companies or other reliable depositaries as the Board of Directors may from time to time determine.

Section -2- Checks: All checks of the Council shall be signed by a person designated by the Board of Directors.

Section -3- Loans: No loans or advances shall be contracted on behalf of the Council and no note or other evidence of the indebtedness shall be issued in its name, unless and except as authorized by the Board of directors. Any such authorization shall relate to specific transactions, and

include authorization to pledge, as security for loans or advances so authorized, any and all securities and other personal property at any time held by the Council. Notes and evidences of indebtedness of the Council shall be signed by two of the following: president, vice president, secretary, treasurer, and executive director.

Section -4- Contracts: Two of the following (President, Vice President, Treasurer and any other officer specifically authorized by the board of directors) may in the name of and on behalf of the Council, enter into those contracts or execute and deliver those instruments that are specifically authorized by resolution of the board of Directors. Without the express and specific authorization of the Board of directors, no officer or other agent of the Council may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Council.

Section -5- Gifts: The Board of Directors may accept on behalf of the Council any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Council.

Article XII. Compensation of and Contracts with Directors and Officers.

Section -1- Compensation: The directors of the Council shall serve as such without salary; but the board of directors may authorize the payment by the Council of the reasonable expenses incurred by the directors in the performance of their duties and of reasonable compensation for special services rendered by any director. The board of Directors shall fix the salary or other compensation of the officers, employees and/or other agents of the Council. Except as provided in this section, no director officer of the Council shall receive, directly or indirectly, any salary, compensation or gift from the Council.

Section -2- Contracts: No director or officer of the Council shall be interested, directly or indirectly, in any contract relating to the operations conducted by it, nor in any contract for furnishing services or supplies to it, unless (a) such contract shall be authorized by a majority of directors present and voting at a meeting at which the presence of such director is not necessary to constitute a quorum and the vote of such director is not necessary for such authorization; and (b) the facts and nature of such interest shall have been fully disclosed or shown to the members of the Board of Directors present at the meeting at which such contract is so authorized.

Section -3- Loans: No Loans shall be made by the Council to its directors or officers. the directors of the Council who vote for or assent to the making of a loan to a director or officer of the Corporation, and any officer or officers participation in the making of such loan, shall be jointly and severally liable to the Council for the amount of such loan until the repayment

thereof.

Article XIII. Indemnification of Directors and Officers

Any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a director or officer of the Council may be indemnified by the Council against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him or her (or by his or her heirs, executors or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such director or officer is liable for negligence or misconduct in the performance of his or her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such director or officer (or such heirs, executors, or administrators) may be entitled apart from this Article.

The Board of directors shall have the power to (1) purchase and maintain, at the Council's expense, insurance on behalf of the Council and on behalf of others, including directors and officers, to the extent that power to do so has been or may be granted by statute, and (2) give other indemnification to the extent permitted by law.

Article XIV. Dissolution

If dissolution of the Council shall ever occur, all monies and assets thereof shall be distributed to or used exclusively for conservation or environmental purposes and activities by not-for-profit organizations in Illinois.

Article XIV. Miscellaneous

Section -1- Fiscal Year: The fiscal year shall be designated by the Board of Directors.

Section -2- Construction: If any portion of these bylaws shall be invalid or inoperative, then so far as is reasonable and possible: (a) the remedies of these bylaws shall be considered valid and operative; and (b) effect shall be given to the intent manifested by the portion held invalid or inoperative.

Section -3- Relationship to Articles of Incorporation: These bylaws are subject to, and governed by, the Articles of Incorporation.

Section -4- Notice: All notices required by these bylaws shall be in writing. Notice shall be deemed given when actually delivered to the recipient or, if mailed by first class U.S. mail, then on the second day after such notice is deposited in the U.S. mail with the proper postage and address, as noted on the Council's records.