

Amended and Restated
Bylaws
of
Prairie State Canoeists

Adopted: July 22, 2020

Original Adoption: 1971

Article I – Purposes

The purpose of the Corporation is to engage in recreational, social, and educational activities primarily for its members, and incidentally for the benefit of the public, in the promotion and pursuit of canoeing, kayaking, and directly related activities. This may include the establishment, maintenance, and preservation of canoe trails and natural water courses, and conservation of natural resources.

The Corporation will have such powers as are now or may later be granted by the Illinois General Not For Profit Corporation Act.

Article II – Offices

The Corporation will have and continuously maintain in this state a registered office and a registered agent whose mailing address is identical with the registered office. The registered agent is responsible for ensuring the filing of official documents as required by any governing authorities.

Article III – Members

Section 1. Classes of Members. The Corporation has one class of membership. A membership includes all individuals living in the household of record who are listed on the membership application. The membership applicant must be eighteen years of age or older.

Section 2. Dues. Dues must be paid upon membership application and annually from the date of application. Membership is maintained by regular payment of annual dues. The Board of Directors of the Corporation determines the amount of the dues.

Section 3. Voting Rights. Each membership is entitled to one vote on each matter submitted to a vote of the members.

Section 4. Termination of Membership. After notification to a member of a hearing, the Board of Directors may, by a majority vote after the hearing, terminate the membership for cause.

Section 5. Reinstatement. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by a majority vote, reinstate a terminated membership.

Section 6. Transfer of Membership. Membership in this Corporation is not transferable or assignable.

Article IV – Officers

Section 1. Officers. The Officers of the Corporation are President, Vice President, Secretary, and Treasurer. Any two or more offices may be held by the same person, except the offices of President and Secretary. The Board of Directors may elect other Assistant Officers. Such Officers have the authority to perform duties as prescribed by the Board of Directors. Officers must be members of the Corporation.

Section 2. Election and Term of Office. Officers are elected at the Annual Fall Meeting for a term of two years. Officers may serve for two consecutive terms. The President and Vice President are elected in alternate years, as are the Secretary and Treasurer. The President and the Treasurer are elected in the same year. The Vice President and the Secretary are elected in the alternate year.

Section 3. Vacancies. A vacancy in any office will be filled by the Board of Directors for the unexpired term of the office.

Article V – Duties of Officers

Section 1. President. The President is the principle executive Officer and in general supervises all business and affairs of the Corporation. The President presides at all meetings of the members and the Board of Directors. The President may sign, with the Secretary or any other Officer, any instruments which the Board of Directors has authorized. The President, with the approval of the Board, has the authority to appoint and fill positions as the President deems necessary for the proper operation of the Corporation who serve at the discretion of the President. The appointees perform duties and have responsibilities as directed by the President.

Section 2. Vice President. The Vice President will assist the President and will assume all duties of the President during the President's absence or inability to serve. The Vice President will establish the Nominations Committee.

Section 3. Secretary. The Secretary will keep the minutes of meetings and will serve as custodian of official documents. The Secretary will ensure that all notices are given in accordance with provisions of the Bylaws or as required by law. The Secretary may file official documents as required by any governing authorities.

Section 4. Treasurer. The Treasurer will manage the assets of the Corporation including funds on deposit and prepare and present reports on the financial status when requested. The Treasurer will prepare the financial reports and records for an annual audit by Officers and Directors as assigned by the President. The Treasurer will keep and update the roster of current memberships.

Article VI – Meetings of Members

Section 1. Annual Meeting. The annual meeting of the members will be held in November for the purpose of electing Directors and Officers, and for conducting the business of the Corporation. A quorum is required for the election. The President will appoint inspectors for any vote by the members to ascertain and report the number of votes represented at the meeting in order to establish that a quorum is

present. The inspectors may count and report the voting if so directed by the President. Other member meetings may be held at the discretion of the Board.

Section 2. Special Meetings. Special meetings may be called by the President, the Board of Directors, or a quorum of the membership. In the case of a special meeting, the purpose of the meeting will be stated in the notice.

Section 3. Place of Meeting. The Board of Directors will designate a place either within or without the State of Illinois as the place for any meeting.

Section 4. Notice of Regular Meetings. Notice of meetings of the membership will be sent to all members by postal service or electronic communication, not less than five days (or not less than ten days if by postal service) or more than sixty days in advance of the meeting.

Section 5. Notice of Special Meetings. Notice of special meetings of the membership will be sent to all members by postal service or electronic communication, not less than five days (or not less than ten days if by postal service) or more than sixty days in advance of the meeting, except that when a special meeting is for the purpose of removing one or more Directors, the notice must be sent not less than twenty days prior to the meeting or more than sixty days before the meeting.

Section 6. Quorum. The membership holding one tenth of the votes which may be cast at any meeting constitutes a quorum. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting without further notice.

Section 7. Establishing the Record Date for Voting. For the Annual Fall Meeting at which the membership elects the Directors and Officers, the record date for the determination of the members is October 1. For any special meeting the record date for the determination of the members is the date on which the special meeting notice is sent.

Section 8. Proxies. There is no voting by proxy.

Article VII – Board of Directors

Section 1. General Powers. The affairs of the Corporation will be managed by its Board of Directors.

Section 2. Number, Election, Term of Office, and Qualifications. The number of Directors of the Corporation will be not less than ten and not more than fifteen and will be reviewed annually by the Board before the Nominations Committee convenes. Directors at large are elected at the Annual Fall Meeting for a term of two years; Directors may serve two consecutive terms. The number of Directors at large is staggered such that only half are elected in any one year. All Officers elected by the members of the Corporation are also Directors. All Officers selected by the Board of Directors to fill a vacancy are also Directors. Directors must be members of the Corporation.

Section 3. Regular Meetings. A regular annual meeting of the Board of Directors will be held without other notice other than this Bylaw, immediately after, and at the same place as the Annual Fall Meeting of the membership. The Board of Directors may provide by resolution the time and place, either within or without the State of Illinois, for holding additional regular meetings of the Board of Directors without notice other than such resolution.

Section 4. Special Meetings and Notice Thereof. Special meetings of the Board of Directors may be called by or at the request of the President or any three Directors. In the case of a special meeting, the purpose of the meeting will be stated in the notice. Notice of any special meeting will be given in person or by electronic communication at least five days prior to the meeting, or if by postal service at least ten days prior to the meeting.

Section 5. Quorum. A majority of the Board of Directors constitutes a quorum for the transaction of business at any meeting of the Board requiring a vote. There is no voting by proxy. If less than a quorum is present a majority of the Directors present may adjourn the meeting.

Section 6. Manner of Acting. The act of a majority of a quorum is an act of the Board of Directors except where otherwise provided by law or these Bylaws.

Section 7. Vacancies. Any Board of Directors vacancy will be filled by the Board of Directors. A Director appointed to fill a vacancy will serve for the unexpired term of the predecessor in office and assumes all Director rights and responsibilities.

Section 8. Removal of Directors. No Director may be removed except by the affirmative vote of two thirds of the vote at a special meeting of the membership at which a quorum is present. Only the Director or Directors named may be removed at the meeting.

Section 9. Compensation. Directors receive no compensation for services, but are entitled to reimbursement for costs and expenses made on behalf of the Corporation.

Article VIII – Committees

Section 1. Committees. The Board of Directors may designate one or more committees which will operate as per the parameters specified by the Board of Directors. Each committee will have two or more Directors, a majority of its membership will be Directors, with the exception of the Nominations Committee none of whose members must be Directors, and all committee members will serve at the pleasure of the Board. The operation of committees does not relieve the Board of Directors of any responsibility imposed by law. Committee members must be members of the Corporation.

Section 2. Types of Committees and Terms of Office

- (a) **Standing Committee.** A standing committee functions from year to year unless and until decommissioned by the Board of Directors. Its members will be dismissed at the end of the year and the President will reconstitute the committee for the next term.
- (b) **Ad Hoc Committee.** An ad hoc committee may be established for a specific purpose or task, or for a specific period of time, and is decommissioned after its purpose is accomplished or a deadline is reached.
- (c) **Nominations Committee.** The Nominations Committee will be established by the Vice President at the nearest Board of Directors meeting prior to August 1. The purposes of the Nominations Committee are to nominate a slate of candidates to fill positions for Officers and Directors that will become open at the end of the current term and to present the slate to the President at the Annual Fall Meeting for election, immediately after which the Nominations Committee is discharged. The President and the Vice President will not serve on the Nominations Committee. The committee will have five members who will elect a chair at its first meeting. On or before the end of September the general membership will be given notice, either

in person, by electronic communication, or by postal service, regarding who is on the Nominations Committee. This communication will include the call for nominations from the membership. Any member in good standing may nominate him or herself, or any other member. At the Annual Fall Meeting the President conducts the election in accordance with Parliamentary procedure.

Section 3. Chair. One member of each committee will be the committee Chair.

Section 4. Vacancies. Vacancies may be filled by appointment made in the same manner as provided in the case of the original appointment.

Section 5. Quorum. Unless the appointment by the Board of Directors requires a greater number, a majority of any committee shall constitute a quorum, and a majority of committee members present and voting at a meeting at which a quorum is present is necessary for committee action.

Section 6. Rules. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with the rules adopted by the Board of Directors.

Article IX – Contracts, Checks, Deposits, and Funds

Section 1. Contracts. The Board of Directors may authorize any Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be general or may be limited to specific instances. The Corporation will not own nor operate real estate.

Section 2. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of bills issued in the name of the Corporation will be signed by the Treasurer or Assistant Treasurer or the President.

Section 3. Deposits. All funds of the Corporation are to be deposited to such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept any contribution, gift, or bequest, excepting real estate, for any purpose of the Corporation.

Article X – Books and Records

The Corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors. The Corporation will keep at the registered office the names and addresses of the memberships entitled to vote. All books and records of the Corporation may be inspected by any member, or member's agent, at any reasonable time at a place determined by the President.

Article XI – Fiscal Year

The fiscal year of the Corporation is the calendar year.

Article XII – Parliamentary Authority

The rules contained in the current edition of Robert’s Rules of Order Newly Revised, will govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules the Corporation may adopt.

Article XIII – Amendments to Bylaws

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted, by a majority of the Directors present at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors, provided that notice is given of the intention to alter, amend, repeal, or adopt new Bylaws at such meeting in person or by electronic communication at least five days prior to the meeting, or if by postal service at least ten days prior to the meeting.

Ten percent of the members may submit in writing to the Board of Directors a proposal to amend, alter, repeal, or adopt new Bylaws at the next meeting of the Board of Directors. Such meeting will be held within the provisions of this article.