

# CONSTITUTION AND BY-LAWS OF THE GRAND PRAIRIE FRIENDS

## CONSTITUTION

### Article I: Name, Location, and Definitions

Sec. 1. This organization shall be called the Grand Prairie Friends, a not-for-profit corporation, and shall be located in the Champaign County area of Illinois.

Sec. 2. Grand Prairie Friends-Prairie Grove Volunteers will define native community as a group of naturally occurring organisms native to the region that are interrelated with each other and their environment.

Native refers to the indigenous flora and fauna that exist in the landscape of east central Illinois as opposed to species of recent introduction from other regions. This community of native organisms has had little or no disturbance or changes made by humans (at least since Euro-American settlement) *in situ* and remains in what is considered its original condition. This does not preclude further human intervention to maintain the site in its natural condition. Much of our ideal of natural areas and native communities is based on our perception of the Illinois landscape before large-scale Euro-American settlement and conversion of land from its original state to other uses such as agricultural. While we may use this knowledge as a reference, ecologically harmonious management should be based on the current condition of the site, current species composition, and stated goals for the site.

### Article II: Purpose

Sec. 1. This corporation is organized exclusively for charitable, scientific and educational activities in the fields of native community conservation and environmental quality protection, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c) (3) of the Internal Revenue code, or corresponding section of any future federal tax code.

The purpose of the corporation shall be to:

- 1) Facilitate preservation of sites with desirable native habitats and/or species;
- 2) Facilitate maintenance and management of native communities, or native community plantings, for education of the public, sources of seed, increase of species diversity and density, research, and study of native plant and animal communities;
- 3) Own, or facilitate ownership of, property which can be used to fulfill the purposes of this corporation;
- 4) Facilitate the preservation of genetic strains of native plants characteristic of the area;
- 5) Facilitate the establishment of seed sources;
- 6) Facilitate an information exchange and base of support among groups;
- 7) Identify and inventory native community remnants in East Central Illinois, which may be of value as sites for preservation, protection, restoration, and/or seed sources;
- 8) Promote suitable education and interpretation programs;
- 9) Obtain funding to fulfill the purposes of this corporation; and
- 10) Any and all other things that might be consistent with the above purposes.

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Sec. 2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the corporation

shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempt to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Sec. 3. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by the Court of proper jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## BY-LAWS

### Article I: Membership

Sec. 1. Persons, organizations, and corporations shall become members upon endorsing the purposes and programs of this organization and paying the membership dues set by the Board of Directors.

Sec. 2. Membership dues shall be payable at the time of application and each year thereafter. The membership cycle is January-December, dues received after October 1 will apply to the next calendar year.

Sec. 3. Members shall be notified at least 20 days before the end of the year of the need to renew their membership.

Sec. 4. Should members not pay dues within six months after they are due, they shall be dropped, so long as they have received at least one reminder.

Sec. 5. Persons, organizations, and corporations holding membership shall be entitled to one vote on each matter submitted to the membership for a vote.

Sec. 6. Honorary memberships may be given by the Board of Directors.

### Article II: Meetings of Members

Sec. 1. The annual meeting of this organization shall be held during the third week of September at a place and time designated by the Board, except, in the event of a conflict, the Board may reschedule the annual meeting on a date of their choice by the end of the calendar year.

Sec. 2. Special meetings of the membership may be called by the President, by the Board, or by ten (10) members by signed request. The purpose or purposes of any special meeting must be set forth in writing at the time the meeting is called.

Sec. 3. Twenty (20) members shall constitute a quorum.

Sec. 4. Decisions shall be determined by a majority vote of members present at a meeting, so long as there is a quorum present.

#### Article III: Board of Directors

Sec. 1. The control of the property and business of this corporation shall be vested in a Board of Directors who shall determine the policies of this organization. The Board shall consist of nine (9) members, including the officers. Each of the standing committees shall have a representative who is a member of the Board. Members of the Board must be dues-paying members in good standing.

Sec. 2. The Board should meet at least ten (10) different months during the year, and at such other times as may be necessary to conduct the business of this organization.

Sec. 3. Special meetings of the Board may be called by the President or three members of the Board. All Board members must be notified at least one week in advance.

Sec. 4. Standing committees may be added or deleted by the Board.

Sec. 5. The board quorum shall be five (5) including at least two officers.

Sec. 6. Decisions of the Board except as otherwise indicated in these By-Laws, shall be by a majority vote of the Board members present, if a quorum exists. The President may vote, and must vote in the case of a tie.

Sec. 7. The Board by a two-thirds (2/3) vote has the power to ask a Board member to resign who has failed to fulfill the obligations of his/her duties in the opinion of the Board, if adequate warning has been given at least two different months in writing from the Board.

Sec. 8. One-third (1/3) of the Board members shall be elected annually by the membership at the annual meeting to serve for a three (3) year term.

Sec. 9. The Board shall elect its own officers and the President shall appoint from the remaining Board members representatives for the standing committees.

Sec. 10. Board meetings shall be open unless a closed session is designated.

Sec. 11. The Board shall appoint individuals to fill vacancies occurring before the Annual Meeting. The appointee shall serve for the remainder of the term.

#### Article IV: Executive Committee

Sec. 1. The Executive Committee shall consist of the officers and shall have the power to act for the Board on established policy between meetings of the Board.

Sec. 2. The Executive Committee members may meet (a) as a Committee, (b) with one or more members of other committees, or (c) with individuals between Board meetings.

Sec. 3. The Executive Committee meeting shall have a quorum of two (2).

#### Article V: Officers

Sec. 1. The officers shall be a president, a vice-president, a secretary, and a treasurer and shall be elected by the Board immediately following the Annual Meeting.

Sec. 2. The President shall be chair for the membership meeting, Board and Executive Committee, and ex-officio member of all committees. The President shall see that all committees function, and that all committee chairs are filled and approved by the Board and shall designate specific duties to be performed by the Vice-President. The President shall have been a member of the Board for at least one year prior to election as President.

Sec. 3. The Vice-President shall act for the President in his/her absence, or refusal to act, and shall perform the duties designated by the President each year.

Sec. 4. The Secretary shall take minutes at all official meetings and provide in advance of the next meeting, written copies of these minutes for approval at that meeting; shall see that permanent records are kept, and that official correspondence is carried out, as directed by the Board.

Sec. 5. The Treasurer shall keep the official financial records of the organization, pay all bills, receive all funds and see that these are kept in proper banking facilities as approved by the Board. The Treasurer and other signatories may be bonded, if required by the Board. Only one signature is necessary on a check, but the President may sign in the absence of the Treasurer. The Treasurer shall report monthly to the Board and annually to the membership at the Annual Meeting. The Treasurer shall be responsible for establishing any special accounts that may be necessary or required as a result of fund-raising, or for the accumulation of funds that will be separate or apart from the general account of the corporation, and the Board may require special bonds for access thereto.

#### Article VI: Advisors

Sec. 1. Legal, parliamentary, and professional advisors may be appointed by the Board to assist in its work and decisions.

Sec. 2. The duties of these advisors shall be:

- 1) Legal—to advise on all legal matters of this corporation.
- 2) Parliamentary—to study and advise on parliamentary questions. The Board may appoint three, or more, members to carry out this function (when by-law revisions are being considered).
- 3) Professional—to advise on matters in their area of expertise such as biological and real estate. These advisors shall provide advice and guidance to the corporation on land acquisition issues and on matters concerning stewardship of native community remnants or reconstruction projects or on any other technical matter as requested by the Board. Three (3) biological advisors shall be appointed for an indefinite term to assist the Board on matters of land acquisition and stewardship. Other advisors may be appointed to serve in other capacities and for other terms as needs may dictate. Advisors shall be professional biologists or otherwise qualified individuals.

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Sec. 3. When deemed appropriate, any of these advisors may request that a committee be appointed by the President, and approved by the Board.

#### Article VII: Committees

Sec. 1. Standing Committees of the corporation shall be Membership and Volunteerism, Education, Land Acquisition, Fund Raising, Stewardship, and Publicity,. The Board may add or delete standing committees with a two-thirds (2/3) vote of the Board. A current Board member will act as a representative for each committee.

Sec. 2. The duties of the standing committees shall be:

- (a) Membership and Volunteerism—This committee will be in charge of recruiting members and volunteers, receiving dues, sending dues notices, keeping membership records, and maintaining a volunteer network of people available for specific services
- (b) Education—This committee shall be responsible for educational programs for children and adults on native communities in Illinois, which may include courses, lectures, workshops, conferences, programs, field trips, and the summer internship program.

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- (c) Land Acquisition—This committee shall be responsible for (a) acquiring property which has been approved by the Board for this organization, and (b) studying the availability and ownership of land when appropriate.
- (d) Fund Raising—This committee shall be responsible for obtaining funds for the corporation in ways which may include membership dues, grants, plant sales, loans, gifts, and memorials.
- (e) Stewardship—This committee shall be responsible for carrying out projects approved by the Board including (a) inventories and evaluations of land, plant, and animal species, and soil quality, (b) study of management possibilities, (c) land management, (d) organize the annual steward's luncheon in late winter, and (e) other related projects. Volunteer stewards shall be ex-officio members of this committee.
- (f) Publicity—This committee shall (a) publicize the corporation in ways which may include newspaper articles, radio and television presentations, personal appearances, posters, and brochure distribution, (b) be responsible for keeping the public and appropriate organizations informed of our purposes and activities, (c) be responsible for dealing with issues including controversial issues with this corporation, and (d) maintain the corporation's web site.
- (g) Finance—This committee shall be responsible for safeguarding cash assets of the organization through adherence to the Finance Policy and Procedure. The Treasurer shall chair the committee.

Sec. 3. A representative of each committee should report verbally at each Board Meeting and also in writing, if requested by the President, and should, if requested, report both verbally and in writing to the membership at the Annual Meeting.

Sec. 4. A constitution and by-laws Committee may be appointed by the President with the approval of the Board to study and report recommended changes to the Board for approval by the membership as established in Article XIII.

Sec. 5. A nominating committee shall be appointed by the president, with the approval of the Board, and shall consist of at least three (3) members, with no more than one (1) member from the Board. The nominating committee shall present a slate, in writing, with descriptive qualifications to the membership by September 1 or 30 days prior to the annual meeting for election at the annual meeting. The slate should consist of at least one (1) nominee for each open position on the board. Members shall have the opportunity to present their qualifications, or the qualifications of others, to the nominating committee for the consideration for nomination.

Sec. 6. Other committees and/or Task Forces may be appointed by the President, with the approval of the Board.

Sec. 7. Committee membership shall be open to all interested members except as otherwise indicated in these by-laws.

#### Article VIII: Elections

Elections shall be held at the Annual Meeting to elect/re-elect persons for Board positions. Elections shall be by ballot and run by the Nominating Committee Chair (or member of the committee).

#### Article IX: Contracts

The Board of Directors may authorize any officer, or officers, agents, or agents of the corporation to enter into any contract or execute and deliver any instrument in the name of or on behalf of the corporation and such authority may be general or confined to specific instances.

Article X: Commitments

No member who is not on the Board shall enter into any commitment to provide services binding the corporation, without the approval of the Board or the Executive Committee, even where policy has been established.

Article XI: Discontinuance

Sec. 1. The corporation reserves the right to discontinue or dissolve with the approval of two-thirds (2/3) of the Board members, and the approval of two-thirds (2/3) of the members at the Annual Meeting, or if necessary, at a Special Meeting of the Membership called by the Board of Directors. If members vote to continue and the Board members choose not to continue, new Board members shall be elected at either the Annual Meeting or the Special Meeting at which this vote was taken.

Sec. 2. Notice of intent to vote to discontinue should be sent to members at least thirty (30) days before a vote is to be taken by the membership and members shall be given written justification for this action with this notice.

Sec. 3. Manner of discontinuance should follow Article II, Sec. 3 of this constitution.

Article XII: Parliamentary Authority

In matters not contrary to these by-laws, Robert’s Rules of order shall govern.

Article XIII: Amendments

Sec. 1. These by-laws may be amended at any membership meeting by a two thirds (2/3) vote of all members present so long as written notice specifying the exact amendment has been mailed to members at least fifteen (15) days before the meeting the amendment is to be voted upon.

Sec. 2. If an amendment to this Constitution and by-laws shall have been adopted, the Parliamentary Advisor (or Chair of the Parliamentary Committee), shall attach a certificate to the minutes of the Secretary with the new wording and the date of adoption, and shall appropriately revise the Constitution and by-laws incorporating all new amendments therein as soon as possible.

Article XIV: Endowment

Sec. 1. An endowment fund shall be established for the purpose of carrying out the mission of this organization in perpetuity: native communities stewardship, acquisition, and education. Funds may be added in accordance with the wishes of the donors or at the discretion of the Board:

- 1) The interest generated by the investment of these funds shall be used for purpose(s) consistent with the wishes of the donor;
- 2) Each gift to be added to the fund should specify the intended use of the income to be provided by the gift. If no use is specified, the income shall be added to the general operating fund; and
- 3) Funds provided by life memberships shall be added to the endowment, with the income to be added to the general operating fund.

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**HISTORICAL  
AMENDMENTS TO THE CONSTITUTION AND BY-LAWS FOR  
GRAND PRAIRIE FRIENDS OF ILLINOIS**

**CONSTITUTION**

Article I: Name, Location, and Definitions

Sec. 1. This organization shall be called the Grand Prairie Friends-Prairie Grove Volunteers, a not-for-profit corporation, and shall be located in the Champaign County area of Illinois.  
(REVISED 2007)

**BY-LAWS**

Article I: Membership

Sec. 1. Persons shall become members upon endorsing the purposes and programs of the organization and paying the membership dues set by the Board of Directors.

Sec. 5. Members shall be entitled to one vote on each matter submitted to the membership for vote.  
(REVISED 1984)

Article II: Meetings of Members

Sec. 1. The annual meeting of this organization shall be held on the third Wednesday evening of September at a place and time designated by the Board, except in the event of a conflict, the Board may schedule the Annual Meeting one week before or after this date.  
(REVISED 1988)

Article III: Board of Directors

Sec. 8. Half of the Board members shall be elected annually by the membership the Annual Meeting to serve for a two-year period or to finish any un-expired term.  
(REVISED 1990)

Article VII: Committees

Sec. 1. Standing Committees of this corporation shall be Fund Raising, Membership and Volunteerism, Publicity and Public Relations, Education, Acquisitions, Land Projects, Publications, and Finance-Audit-Budget. The Board may add or delete standing committees with a 2/3 vote of the entire Board.

Sec. 2. The duties of the Standing Committees shall be:

- a) Fund Raising—This committee shall be in charge of obtaining funds for the corporation in ways, which may include obtaining, grants, funds, from drives, loans, gifts, and memorials.
- b) Membership and Volunteerism—This committee will be in charge of recruiting members, receiving dues, sending dues notices, keeping membership records, implementing a volunteer network of people available for service, and keeping volunteer records.
- c) Publicity and Public Relations—This committee shall publicize the corporation in ways which may include newspaper articles, radio and TV presentations, personal appearances, posters, and brochure distribution. This committee shall be responsible

for keeping the public and appropriate organizations informed of our purposes and activities and shall be responsible for dealing with issues including controversial issues of this corporation.

- d) Education—This committee shall be responsible for educational programs for children and adults on prairies, which may include courses, lectures, workshops, conferences, programs, and field trips.
- e) Acquisitions—This committee shall be responsible for (a) acquiring property, which has been approved by the Board for this organization and (b) studying the availability and ownership of land when appropriate.
- f) Land Projects—This committee shall be responsible for carrying out projects approved by the Board including (a) inventories and evaluations of land, plant and animal species, and soil quality, (b) study of management possibilities, (c) land management, and (d) other related projects. Volunteer stewards shall be ex-officio members of this committee.
- g) Publications—This committee shall be responsible for the preparation and the publication of materials for the corporation, which may include (a) publications for adults and children for the purpose of education, fund raising, and publicity; (b) membership newsletters and membership brochures; and (c) items such as calendars to sell for fund raising.
- h) Finance-Audit-Budget—This committee shall be responsible for preparing an annual budget, assisting the Treasurer, and making recommendations to the Board. The Treasurer may not be a part of the auditing procedure but should be a part of this committee.

(REVISED 1990, 1997, 2006)

Sec. 5. A nominating committee shall be appointed by the President, with the approval of the Board, and shall consist of at least three members with no more than one (1) member from the Board. The nominating committee shall present a slate, in writing, with descriptive qualifications to the membership by September 1 for election at the Annual Meeting. The slate should consist of at least twice as many nominees as vacancies to be filled. Members shall have an opportunity to present their qualifications, or the qualifications of others to the nominating committee for consideration for nomination

(REVISED 1987)

#### Article XIV: Endowment

Sec. 1. An endowment fund shall be established for the purpose of carrying out the mission of this organization in perpetuity: prairie stewardship, acquisition, and education. Funds may be added in accordance with the wishes of the donors or at the discretion of the Board.

- (a) The interest generated by the investment of these funds shall be used for purpose(s) consistent with the wishes of the donor.
- (b) Each gift to be added to the fund should specify the intended use of the income to be provided by the gift. If no use is specified, the income shall be added to the general operating fund.
- (c) Funds provided by life memberships shall be added to the endowment, with the income to be added to the general operating fund.

(AMENDED 1998)

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