

Grand Prairie Friends BYLAWS

Article I: Name, Organization, and Purpose

Section 1: This organization shall be known as Grand Prairie Friends, a not-for-profit corporation, and shall operate in the State of Illinois, primarily in the East Central region of the state.

Section 2: The registered office of the organization is 17487 Bypass Road, Charleston, IL 61920.

Section 3: This corporation is a conservation organization and land trust whose purpose is to preserve, protect, and restore natural communities of native plants and animals in east-central Illinois and adjoining regions, and to promote an understanding and appreciation of natural resources.

Section 4: No member of the Grand Prairie Friends nor any employee of Grand Prairie Friends shall lobby or otherwise attempt to influence legislation on behalf of Grand Prairie Friends. Grand Prairie Friends shall not participate in any political campaign on behalf of any candidate for public office nor shall the Corporation carry on any activities not permitted by IRS regulations governing corporations exempt from federal income tax.

Section 5: Grand Prairie Friends and/or its duly authorized agents and bodies shall not discriminate against any individual or group for reasons of financial strata, race, color, religion, ethnicity, creed, age, national origin, marital status, gender, gender expression, sexual orientation, physical or mental ability, or veteran status, or any other basis for discrimination precluded by state or federal statute.

Article II: Members

Section 1: Individuals who support the purposes and programs of Grand Prairie Friends may become members of Grand Prairie Friends by submitting a completed application form, and by paying the membership dues set by the Board of Directors.

Section 2: Membership dues shall be payable at the time of application and annually thereafter. Membership begins on January 1st in each calendar year; dues received after October 1st will apply to the next year's membership.

Section 3: Members shall be notified at least thirty (30) days before the end of the year of the need to renew their memberships.

Section 4: Should members not pay dues within six (6) months after they are due, they shall be dropped from membership, so long as they have received at least one (1) reminder.

Section 5: The Board of Directors has the right to suspend or terminate a member's membership for cause, including any actions in violation of the purpose of Grand Prairie Friends. Appeal of a Board decision to suspend or terminate a membership for cause may be made at the next meeting of the Board of Directors following the Board's decision. The member whose membership is proposed for suspension or termination shall be afforded a fair opportunity to appear before the Board and present evidence in their defense.

Section 6: Honorary memberships may be awarded by the Board of Directors.

Article III: Meetings of Members

Section 1: All meetings of Grand Prairie Friends members shall follow Robert's Rules of Order, except to the extent and degree that other procedural requirements are set forth by law, the Articles of Incorporation, or these Bylaws.

Section 2: The annual meeting of Grand Prairie Friends shall be held during the fall of each year before November 1st at a place and time designated by the Board of Directors. The Executive Director or designated officer of the Board shall prepare and send out notices of the annual meeting in a timely fashion. The notice must include a statement as to the purpose or purposes of the meeting.

Section 3: A special meeting of the membership may be called by the president, by the Board of Directors, or by a group of at least ten (10) members. The purpose of any special meeting must be set forth in writing at the time the meeting is called.

Section 4: To call a special meeting of the membership, any member may present a petition signed by at least ten (10) members to the Board of Directors at one of the Board's regularly scheduled meetings sufficiently in advance of the day and time proposed that notice can be sent to the membership. The Executive Director or designated officer of the Board shall prepare and send out notices of the special meeting in a timely fashion. The notice must include a statement as to the purpose or purposes of the meeting.

Section 5: A meeting called by the president shall be presided over by the president. A meeting called by the Board of Directors shall be presided over by a member of the Board agreed upon by a majority of the Board. A meeting called by a group of members shall be presided over by a spokesperson for the group.

Section 6: Each Member shall be entitled to one (1) vote on each matter submitted to the membership for a vote, to nominate and elect members of the Board of Directors at the annual meeting, to serve on the Board or on committees if chosen, and to view notices, minutes, and reports as provided by these bylaws.

Section 7: For all meetings of the members, either twenty (20) members or twenty percent (20%) of the then current members shall constitute a quorum, whichever number is smaller.

Section 8: Decisions shall be made by a majority vote of members present at a meeting, so long as there is a quorum present.

Article IV: Board of Directors

Section 1: Authority to control and deal with the property and business of Grand Prairie Friends shall be vested in a Board of Directors who shall determine the policies of the organization.

Section 2: The Board shall consist of a minimum of nine (9) and a maximum of twelve (12) members, including the officers.

Section 3: Members of the Board must be dues-paying members in good standing.

Section 4: Members of the Board shall not receive compensation for their services to Grand Prairie Friends but may be reimbursed for approved expenses incurred on behalf of the organization in accordance with *Grand Prairie Friends Accounting Procedures and Internal Controls*.

Section 5: A slate of candidates may be voted on by voice by the membership; in the event of a contested election, the vote shall be by ballot and conducted by a member of the Nominating Committee.

Section 6: The term of office of a regularly elected member of the Board of Directors shall begin on January 1st following their election and end three (3) years later on December 31st.

Section 7: Except as otherwise provided for in these bylaws, each member of the Board of Directors shall serve a term of three (3) full years. No member of the Board elected after 2019 may serve more than four (4) consecutive terms. A member of the Board who has reached their term limit may be reelected to the Board after an absence of one (1) year or more.

Section 8: Any member of the Board of Directors may resign at any time by giving written notice to the Board. Unless otherwise specified, such resignation shall be effective upon its receipt by the Board.

Section 9: The Board of Directors, by a two-thirds ($\frac{2}{3}$) vote, may terminate the appointment of a Board member who has failed to fulfill the obligations of their duties after adequate warning has been given in writing by the Board in at least two (2) different months.

Section 10: If any member of the Board vacates their position before the end of their term, the remaining Directors may appoint a member to fill the vacancy or may, by vote of two-thirds ($\frac{2}{3}$) of the remaining Directors, decide to leave the position vacant, provided the Board continues to consist of at least nine (9) members.

Section 11: Appointments to fill vacancies shall be approved by two-thirds ($\frac{2}{3}$) of the remaining Directors and shall occur at a regular meeting of the Board.

Section 12: The term of office of a Director appointed to fill a vacancy shall begin at the time they accept the position and end at the original conclusion of the term for which they were appointed.

Section 13: Partial terms filled by appointment shall not count toward term limits.

Article V: Meetings of the Board of Directors

Section 1: The Board of Directors of Grand Prairie Friends shall follow Robert's Rules of Order.

Section 2: To the extent practicable, the Board shall meet in at least ten (10) different months during the year and at such other times as may be necessary or useful to conduct the business of the organization.

Section 3: A Board member may attend remotely, as set out in the document, *Policy on Remote Attendance at and Participation in Meetings*.

Section 4: Special meetings of the Board may be called by the president or three (3) members of the Board. All Board members must be notified at least one (1) full week in advance of any proposed meeting.

Section 5: Board meetings shall be open to the public unless an executive session is designated. Whenever possible, executive sessions shall be announced one (1) full week in advance.

Section 6: Minutes shall be kept of all meetings of the Board of Directors and approved by the Board at its next meeting. The minutes, excepting minutes of designated executive sessions, shall be open for inspection by any member.

Section 7: The Board quorum shall be six (6) and must include at least two (2) officers.

Section 8: Decisions of the Board, except as otherwise indicated in these bylaws, shall be by a majority vote of the Board members attending if a quorum exists. The president may vote and must vote in the case of a tie.

Section 9: Board decisions may be made by electronic vote, but only on urgent matters that require action before the next regularly scheduled board meeting. If an electronic vote is taken, approval of the matter will require an affirmative vote by all members of the board. All electronic votes taken, and the results of the vote, must be acknowledged and recorded in the minutes of the next meeting of the Board.

Article VI: Officers and Executive Committee

Section 1: The officers of Grand Prairie Friends shall be members of the Board of Directors, and shall be a president, a vice-president, a secretary, and a treasurer.

Section 2: Every Board member is eligible for any position as officer, except that to serve as president a person must have been a member of the Board for at least one (1) year prior to election.

Section 3: Officers shall be elected annually by majority vote of the Board of Directors at the first Board meeting following the annual meeting. Any vacancies occurring in any of these offices shall be filled by the Board for the unexpired term.

- a) The president shall ordinarily be chair for meetings of the membership, the Board of Directors, and the executive committee, except in certain circumstances set out in Article III, Section 5 and Article VII Section 4. The president is an *ex-officio* member of all committees. The president shall see that all committees function well, and that all committee chairs are filled and approved by the Board.
- b) The vice-president shall act for the president in the event of the absence, inability, or refusal of the president to act, or in the event of a vacancy in that office and shall perform such duties as may be assigned by the president.
- c) The secretary shall see that minutes are taken 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.
- d) The treasurer shall keep the official financial records of the organization and ensure that bills are paid, income is received, and funds are invested properly and kept at appropriate financial institutions as approved by the Board. The treasurer and other signatories may be bonded, if required by the Board. The treasurer shall report monthly to the Board and annually to the membership at the annual meeting. The treasurer shall follow the regulations set out in the documents *Grand Prairie Friends Accounting*

Procedures and Internal Controls and Grand Prairie Friends Investment and Management of Financial Assets Policy in all matters having to do with the finances of Grand Prairie Friends.

Section 4: The executive committee shall consist of the officers and shall have the power to act for the Board of Directors on established policy between meetings of the Board, per procedures set out in Article VII.

Article VII: Executive Committee Meetings

Section 1: Executive Committee meetings shall follow Robert's Rules of Order.

Section 2: An Executive Committee meeting shall have a quorum of three (3).

Section 3: A meeting of the Executive Committee may be called by any officer of the Board, and shall be chaired by the officer who called the meeting.

Section 4: Every member of the Board must be notified that such a meeting has been called, and a statement giving the reason for the meeting must be provided in writing, either electronic or on paper.

Section 5: Minutes shall be kept of all meetings of the Executive Committee. At the next regularly scheduled meeting of the Board, a report shall be presented that gives the outcome of the meeting of the Executive Committee.

Article VIII: Personnel

Section 1: The Board may hire an Executive Director to be responsible for the day-to-day operations of the organization.

Section 2: No officer, Executive Committee member or member of the Board of Directors may individually instruct the Executive Director or any other employee.

Section 3: The Executive Director shall be the chief executive officer of Grand Prairie Friends and they shall have the authority to administer Grand Prairie Friends in keeping with the purposes, policies, and procedures established by the Board of Directors and these bylaws.

- a) The Executive Director shall have immediate and overall supervision of the operations of Grand Prairie Friends, including but not limited to directing the day-to-day business of the organization, maintaining or overseeing the maintenance of the properties of the organization, hiring, terminating, and determining the salaries and other compensation of all staff members under the Executive Director's supervision.
- b) The Executive Director shall sit on the Board of Directors and shall be an *ex-officio* member of all committees but shall not have voting rights.
- c) At each meeting of the Board of Directors, the Executive Director shall report their activities during the period since the last board meeting.

Article IX: General Committees

- Section 1:** Standing committees of Grand Prairie Friends shall be Finance, Nominating, Stewardship, and Land Acquisition. The duties of the standing committees shall be defined in *Grand Prairie Friends Committee and Chair Job Descriptions*.
- Section 2:** *Ad hoc* committees may be appointed by the president with the approval of the Board. The Board of Directors may add or delete *ad hoc* committees with a two-thirds (2/3) vote of the Board.
- Section 3:** Committee membership shall be open to all interested members except as otherwise indicated in these bylaws.
- Section 4:** The president shall appoint a Board member who is not an officer as a representative for each standing and *ad hoc* committee.
- Section 5:** Each committee should present a written report at each Board meeting, and shall, if requested, report either verbally or in writing to the membership at the annual meeting.

Article X: Fiscal Matters

- Section 1:** No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, 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 these bylaws.
- Section 2:** The Board of Directors may authorize any officer, member, employee, or agent of Grand Prairie Friends to enter into any contract, commitment to provide services, or to execute and deliver any instrument in the name of or on behalf of the organization. Such authority may be general or confined to specific instances and must be approved by the Board of Directors or the Executive Committee, even where policy has been established.
- Section 3:** The fiscal year of the Grand Prairie Friends shall match the calendar year.
- Section 4:** The Board of Directors of Grand Prairie Friends shall follow the policies and procedures set forth in the *Grand Prairie Friends Accounting Procedures and Internal Controls* and *Grand Prairie Friends Investment and Management of Financial Assets Policy*, when dealing with the financial assets of the organization.
- Section 5:** The conflict-of-interest guidelines set forth in the policy documents, *Grand Prairie Friends Conflict of Interest Policy* and *Grand Prairie Friends Board Compensation & Insider Transactions Policy* shall be followed in all cases.

Article XI: Dissolution

- Section 1:** Grand Prairie Friends reserves the right to dissolve with the approval of two-thirds ($\frac{2}{3}$) of members of the Board of Directors, and the approval of two-thirds ($\frac{2}{3}$) of the members at the annual meeting, or if necessary, at a special meeting of the membership called by the Board of Directors.
- Section 2:** Notice of intent to dissolve shall 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.

Section 3: If members vote not to dissolve and the Board of Directors chooses to dissolve, a new Board of Directors shall be elected at either the annual meeting or the special meeting at which this vote was taken.

Section 4: 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.

Article XII: Amending the Bylaws

Section 1: These bylaws may be amended at any Grand Prairie Friends membership meeting by a two thirds ($\frac{2}{3}$) vote of all members present so long as written notice, paper or electronic, specifying the exact amendment(s) has been sent to members at least fifteen (15) days before the meeting the amendment(s) is/are to be voted upon.

Section 2: An amendment to the bylaws may be suggested by any member of Grand Prairie Friends. The suggestion shall be made in writing, paper or electronic, to any member of the Board, who shall bring it to the attention of the entire Board at the next regularly scheduled meeting of the Board. If the Board considers the suggestion to have merit, the president shall appoint a bylaws committee chaired by a member of the Board to consider the suggestion and to draft appropriate language to amend the bylaws.

Section 3: The president shall periodically appoint a bylaws committee consisting of at least one (1) member of the Board (acting as chair) and at least two (2) other members of Grand Prairie Friends who are not members of the Board to review the bylaws. A review of the bylaws should take place at least every five (5) years and have the purpose of ensuring that the bylaws reflect the current goals and operating procedures of Grand Prairie Friends.

Section 4: Upon completion of its review of the bylaws, or of specific suggested amendments, the bylaws committee shall draft language for any recommended changes. The recommended changes shall be reviewed by the Board and voted upon at a regularly scheduled meeting of the Board. Only those recommendations approved by majority vote of the Board will be forwarded to the membership for action.

Section 5: Upon the adoption of amendments or revisions of the bylaws, a copy of the revised bylaws, marked with the date of their adoption, shall be attached to the minutes of the meeting at which they were adopted, and an amended version of the bylaws shall be made available on the website of Grand Prairie Friends.