

## Bylaws of the University of Illinois Chicago Illini Club

### **Article I. Name**

The name of this organization shall be the "University of Illinois Chicago Illini Club" ("CLUB").

### **Article II. Purpose**

The purpose of the Club is to support the educational purposes of, express loyalty to, and promote the welfare of the University of Illinois at Urbana-Champaign and to cultivate friendship and fellowship among the alumni in the greater Chicagoland area.

### **Article III. Offices**

The Club shall at all times maintain a registered office and registered agent in the state of Illinois as required by the Illinois Not-For-Profit Act, as amended. The club shall have such other offices as its Board of Directors, hereinafter referred to as its Board, shall determine.

### **Article IV. Incorporation**

The Club shall be incorporated as a not-for-profit corporation under the laws of the State of Illinois.

### **Article V. Club Goals**

The Club will maintain a goals document that outlines the direction of the Club for the next three to five years. This document also includes descriptions, expectations, and deliverable for each committee. The goals document is reviewed and updated at the beginning of the fiscal year.

### **Article VI. Membership**

#### *Section 1. Membership Definition*

Any person who resides in the greater Chicagoland area and is a member of the University of Illinois Alumni Association is a member of the Club.

#### *Section 2. Property Rights*

No member shall have any right, title, or interest in any of the property or assets, including any earnings or investment income of this Club.

#### *Section 3. Liability of Members*

No member of this Club shall be personally liable for any of its debits, liabilities, or obligations, nor shall any member be subject to any assessment.

### **Article VII. Finance**

#### *Section 1. Membership and Fiscal Years*

The membership and fiscal years begin on July 1 and end on June 30 of the following year.

#### *Section 2. Disposition of Assets*

All funds received by the Club are devoted to the purpose of the Club.

### *Section 3. Dissolution*

Should the Club voluntarily or involuntarily dissolve; all assets will be distributed as determined by a two-thirds vote of a quorum of the Chicago Illini Club Board of Directors, to a University of Illinois alumni organization whose purpose is substantially similar to the purpose of this Club or to the University of Illinois Foundation.

## **Article VIII. Officers, Directors and Elections**

### *Section 1. Chicago Illini Club Board*

The business of the club is determined and transacted by the Board which consists of 5 Officers, up to 16 Directors including the immediate Past President of the Club. Officers and Directors are elected or appointed as here in described. No Officer or Director shall receive compensation for performing the duties of the office.

No person shall serve as a Director and an Officer or hold two offices at the same time except that a Director /Officer may simultaneously hold the office of Vice President, Marketing if so appointed by the Board.

### **ARTICLE VIII, SECTION 3.**

The Board, at its discretion, may appoint ex-officio directors. These directors will have voting privileges if they are present at meetings where a vote is required.

### *Section 2. Nomination*

#### A. Committee

Nomination for the Club Officers and Directors are made by a Nominating Committee appointed by the President and consisting of the Vice President, Marketing, who is the Chairman of the Committee, the immediate past president of the Club and three other Directors of the Club. Members of the Nomination Committee can be a prospective candidate for an Officer position. However, if a committee member runs for an Officer position, he or she cannot be involved in the discussion or vote for that position. If the Nominating Committee cannot decide on a single candidate to nominate for any of the positions, the Nominating Committee will present the Board with the finalists and the Board will vote on each position in question. If the immediate past president is not able to serve on the committee, the President shall appoint another member of the Board to serve on the Committee. This committee shall be appointed by the President before the second meeting of the fiscal year.

#### B. Process

The Nominating Committee shall first determine each prospective candidate's willingness to serve and shall present to the President the name of one candidate for each office and directorship to be filled at the end of the membership year, at least 30 days prior to the second to last Board meeting of the membership year. These nominations will be distributed to the Board at least 2 weeks prior to the second to the last meeting of the membership year. Nominations shall be approved as described in

## **ARTICLE IX SECTIONS 1 and 2.**

### *Section 3.*

#### A. Vacancies

In the event a vacancy occurs in any directorship or office (except President), the Board shall appoint a member of the Club to serve for the unexpired portion of the term of the Director or Officer to be replaced. If vacancies exist despite the aforementioned appointments, then the nominating committee may nominate potential directors at any time during the fiscal year.

#### *Section 4.*

##### A. Directors Eligibility

There shall be a maximum of 16 Directors of the Club during each fiscal year. Only members of the Club are eligible to be elected as a Director. Prior to election, each eligible member is suggested to be an active member of at least one committee for six months before being voted on as a Director.

##### B. Expectations

Expectations required are outlined within the Chicago Illini Club Director Expectations article which will be reviewed and signed annually. Failure to meet stated expectations could result in removal from the board and no Director is eligible for the position the following year if the requirements set forth in the contract are not met.

##### C. Conflict of Interest

Directors are required to review and sign the Conflict of Interest Policy annually.

##### D. Term

Directors will be elected each year, for one year, or less if terminated by the Board as described in Article IX. Section 1. Directors can be removed from the board for conduct unbecoming of a Director; this will be voted upon with a two-thirds quorum vote necessary for approval.

#### *Section 5. Officers*

The officers of the Club include a President, Vice President, Programs, Vice President, Marketing, Treasurer and Secretary.

##### A. President

The President of the Club presides at all meetings of the Board and is the Chief Administrative Officer with power to appoint committees necessary for the administration of the office. The President determines the time and location of all meetings and must notify the Board at least 14 days prior to said meeting in writing (the minutes of the previous meeting will accompany this notice). The President is an ex-officio member of all committees.

##### B. Vice President, Programs (Scholarship, Events, Community Service)

The Vice President, Programs coordinates Club activities in conjunction with Events and Community Service Committee Chairmen and manages all scholarship activity, including connecting with scholarship winners.

##### C. Vice President, Marketing (Marketing, Membership, Nominating)

The Vice President, Marketing shall chair the Membership Committee and promote membership in the Club, assist the President in the performance of the President's duties, and perform the duties of the President during the absence or disability of the President. The Vice President, Marketing shall also chair the Nominating Committee, perform the duties of the President during the absence or disability of the President, and assist the President in the Performance of the President's duties.

#### D. Treasurer

The Treasurer shall have custody of all books, accounts and records and collects all moneys owing to the Club. All moneys will be deposited in such depository as the Board designates. The Treasurer disburses funds of the Club only as authorized by the Board. The Treasurer will file such reports as required by law. The Treasurer shall serve as the chair of the Finance Committee.

#### E. Secretary

The Secretary of the Club records and distributes the minutes of all Board meetings in a permanent location of which the secretary shall have custody during the term of office. The Secretary sends the minutes of each meeting to the President within 7 days after each meeting.

#### *Section 6. Officer Terms*

Each Officer serves for a one-year term beginning on July 1. The President and Vice President, Marketing may serve a second term in each office. A full term does not include the unexpired portion of a term to which a person is appointed under ARTICLE VIII, SECTION 3.

### **Article IX. Meetings**

#### *Section 1. Second to Last Board Meeting of the Membership Year*

At the second to last Board meeting of the membership year, the President shall present the proposed slate of officer and director candidates for terms beginning in the next membership year. The proposed candidates will be voted on position by position at the second to last board meeting of the year. If a candidate is not approved by two-thirds vote of a quorum of the Board, Directors may at that time nominate another member of the Club to fill the position being discussed; the Board will then vote on this candidate with a two-thirds quorum vote necessary for approval. In the event that the election of officers or directors does not take place at the second to the last Board Meeting of the Membership Year, it shall take place as soon thereafter as possible, provided that the existing officers and directors shall continue in office until a successor is elected.

#### *Section 2. Annual Meeting and Final Board Meeting of the Membership Year*

The Annual Meeting of club members will be held on the same date as the final Board meeting of the membership year. Notice of the Annual Meeting will be published. In addition to the current Board, the proposed slate of candidates for the next membership year will attend the Annual Meeting of the current membership year. At this meeting, the President will present the proposed slate of candidates to the Club for final approval. If approved, the candidates will take office immediately.

#### *Section 3. Quorums*

A simple majority of the active members of the Board constitute a quorum. An affirmative vote of a majority of the Board at a duly convened Board meeting is the minimum vote necessary for the adoption of any resolution except where otherwise noted herein. An active member shall be defined as any member that has not resigned nor been dismissed from the Board.

#### *Section 4. Attendance*

During the fiscal year, directors and officers are required to attend at least sixty percent of the scheduled board meetings and will not be allowed more than three unexcused absences. If a director or officer does not comply with the attendance policies, then he/she shall be dismissed from the Board by a two-thirds vote of a quorum of the Board.

#### *Section 5. Electronic Participation*

The President may permit, but shall not be required to permit, Directors to participate in any meeting through the use of a conference telephone or similar communications equipment and such participation in a meeting shall constitute presence in person at the meeting. The President or Secretary shall provide notice to all Board members of any and all opportunities to participate in a meeting by electronic means not less than one day prior to a scheduled meeting.

#### *Section 6. Action Without a Meeting*

Any action which may be taken by the Board at a meeting may also be taken without a meeting provided that such action shall be in writing and signed by two-thirds of all Board members entitled to vote on such matter, and further provided that a copy of the action taken shall be provided to each board member in writing.

### **Article X. Committees**

In addition to such committees as the President appoints, the following standing committees are maintained to perform those duties required by these bylaws and as the President and Board direct:

COMMITTEE

Membership

Bylaws

Alumni Association and Scholarship

Marketing

Finance

Nominating

Strategic Planning

Community Service

Events

Ad Hoc Committees as Assigned by the President

See the goals document for details on committee descriptions, expectations, and deliverables.

### **Article XI. Rules of Order**

Robert's Rules of Order, latest revised edition, shall determine procedure.

**Article XII. Amendment**

Bylaws of the Club may be amended by a two-thirds vote of a quorum of the Board.

Last Updated: 11/19/2014