

Illinois Women In Leadership BYLAWS
June 15, 2004
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ARTICLE I
MISSION STATEMENT / PURPOSE

Illinois Women in Leadership (IWIL) promotes professionalism and develops members' management and leadership abilities through education, mentoring, networking, participation, encouragement and support, and community involvement.

ARTICLE II
PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order, shall govern the IWIL organization in all applicable cases provided they are not inconsistent with these bylaws or any special rules of IWIL.

ARTICLE III
MEMBERS

Section 1. CLASS OF MEMBERS. There shall be two (2) classes of members. No individual will be considered for any of the following classes of membership until dues have been paid. The designation of each class and the qualification of the members of each class shall be as follows:

A) Regular members either must be employed full time (35 to 40 Hours per week) and be responsible for recognized management functions within their organization or field of endeavor or have retired from a leadership position. Regular members must support the purpose of the organization stated in Article I. If a member becomes unemployed (not retired) the individual membership status will remain as is. All rights and privileges remain until the end of the subsequent fiscal year (June 30), if still unemployed at that time. The member may renew as an associate member or, if a decision has been made to retire, may renew as a regular member. Regular members are eligible to hold office and have voting privileges.

B) Associate members must be employed full time, working toward a leadership position and must support the organization's purpose in Article I. Associate memberships will not exceed ten (10) percent of the total membership and exclude holding office and voting privileges. If an individual qualifies for a regular member status, the member cannot be an associate member. An associate member will be assigned a mentor who will report to the board of directors once a year regarding the associate member's progress towards a leadership position and full membership. Associate membership shall be no longer than 2 years.

Section 2. ELECTION OF MEMBERS. Members are elected by the Board of Directors of the organization. Prospective members must submit a completed application.

Applications are presented at Board meetings. Acceptance requires a majority vote at a Board meeting where a quorum is present.

Section 3. VOTING RIGHTS. Each member has one vote on each matter submitted to a membership vote. Voting rights are given to regular status members.

Section 4. TERMINATION OF MEMBERSHIP. IWIL's Board of Directors may suspend or expel (a) member(s). There must be an appropriate hearing and an affirmative vote of the majority of the Board members at a Board meeting at which a quorum is present. Reasons for termination include but are not limited to non-payment of dues.

Section 5. RESIGNATION. Any member may resign by filing a written resignation with the Secretary. The Board of Directors is deemed to have accepted the resignation when the letter is presented. However, no member's resignation shall relieve the (former) member of the obligation to pay any dues, assessments or other charges therefore accrued and unpaid.

Section 6. REINSTATEMENT. Upon written request by a former member and filed with the Secretary, the majority of the Board of Directors members, at a meeting at which a quorum is present, may vote in affirmation to reinstate a former member to membership provided the member's dues are paid in full for that fiscal year.

Section 7. MEMBERSHIP TRANSFER. At the discretion of the Board, membership may be transferred from one individual to another within the same firm if there is proof the employer has paid for the membership. The replacement must complete an application and submit it with a cover letter to the Board. If membership criteria are met and the membership of the withdrawing person is terminated, the replacement may then be approved by the Board to transfer into the membership position. Membership for the replacement begins at time of approval by the Board.

Section 8. DUES. Membership dues are paid annually each fiscal year. The fiscal year is July 1st to June 30th or as determined by the Board of Directors from time to time. Dues for new members accepted mid-year shall be based upon a half-year pro-ration for that fiscal year only. A member may not repeat the half-year pro-rated membership.

ARTICLE IV MEETINGS OF MEMBERS

Section 1. ANNUAL MEETING. Each June an annual meeting of the members of the organization shall be held. Its purpose is the announcement of the officers and directors, receipt of reports of officers and committees, and the transaction of business pertaining to the organization.

Section 2. REGULAR MEETINGS. Unless otherwise approved by the Board of Directors regular meeting of the members are held on the third Thursday of each month and alternate among breakfast, lunch and dinner meetings. Known exceptions include the Summer Social in July, the Holiday Social in December, and the Annual Meeting in June.

Section 3. SPECIAL MEETINGS. Special meetings of the members may be called by the President or any member of the Executive Board of Directors, or no less than one-tenth (1/10) of the members having voting rights, for the purpose or purposes stated in the written notice of the meeting.

Section 4. PLACE OF MEETINGS. The Board of Directors may designate any place within 30 miles of Springfield, Illinois as the place of meeting for the annual meeting, regular meetings, or for any special meeting called by the President or the Executive Board of Directors. Voting members calling a special meeting will select a meeting place within 30 miles of Springfield, Illinois.

Section 5. NOTICE OF MEETINGS. The membership must be notified of the annual meeting and any special membership meetings. This must be in writing and the notification must be sent to every voting member, stating the place, date and hour of an annual or special meeting. The postmark or email postmark cannot be less than 15 or more than 60 days before the date of the meeting. The meeting purpose will be stated clearly in the notice. If mailed, the notice of a meeting shall be deemed delivered when postmarked by the United States mail. It is to be addressed to the member's address as it appears on the records of the organization with postage paid by the organization. Any notice required by this section may be given in any regular publication of the organization or via electronic mail and will not require a written, US postal service mailing to any member authorizing receipt of notice by electronic mail.

Section 6. QUORUM. A minimum of one-twentieth (1/20) of the vote holders, represented in person, form a quorum and they will be able to consider any matter at any regular, annual or special meeting. If less than one-twentieth (1/20) of the eligible voters are present at a meeting, then a majority of the voters present, or the Board of Directors, may adjourn the meeting at any time. If a quorum is present, the affirmative vote of the majority represented at the meeting shall be the act of the members. At any rescheduled adjourned meeting at which a quorum is present, any postponed business may be transacted. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at the meeting.

Section 7. VOTING. Each regular status member shall be entitled to one vote in each matter submitted to vote or express consent or dissent to an action at a member meeting. Such members may vote either in person or by mail. No associate members may vote. If voting by mail, member will be sent a ballot to record their vote as to the agenda items of bylaw changes, elections, or special member issues.

ARTICLE V

BOARD OF DIRECTORS

Section 1. GENERAL POWERS. The organization's affairs are managed by its Board of Directors.

Section 2. STRUCTURE. The Board of Directors consists of: Executive Board (Elected Officers) and Directors of Committees. The Board must meet at least every other month at a time and place

determined by the President. Each director shall hold office for a term of one (1) year and may be re-elected. The Immediate Past President serves one year, and is a voting member of the Board of Directors. The Executive Board, composed of the President, Vice President, Secretary, Treasurer and Immediate Past President, may act between meetings of the Board.

Section 3. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President, the Secretary, or a majority of the Board of Directors. The person or persons authorized to call special meetings of the Board may decide the location for holding any special meeting of the Board of Directors.

Section 4. NOTICE. At least twenty four (24) hours notice must be provided to each director when a special Board meeting is scheduled. It is the board member's obligation to keep the organization informed of contact information.

Section 5. QUORUM. Two-thirds of the Board of Directors form a quorum and business may be transacted. If less than two-thirds of the directors are present, a majority of the directors present may adjourn the meeting to another time or may agree to accept votes on old business from non-present members. No new business may be voted on unless a quorum is present.

Section 6. MANNER OF ACTING. The Board works as one governing body. All meetings of the Board of Directors shall be conducted in accordance with the current edition of Robert's Rules of Order.

Section 7. VACANCIES. The current President shall fill any vacancy occurring in the Board of Directors. New positions also are filled by presidential recommendations and all are voted upon by the Board of Directors.. A director appointed to fill a vacancy will serve only for the unexpired term.

Section 8. COMPENSATION. Directors shall not receive any compensation for their regular services. By resolution of the Board of Directors, expenses of attendance, at special meetings or functions, may be allowed.

Section 9. REMOVAL OF DIRECTORS. Any director may be removed for just cause from the Board of Directors, by Presidential recommendation to the Executive Board and by an affirmative majority vote of Officers.

Section 10. FISCAL YEAR. The fiscal year of the organization shall be July 1 - June 30.

ARTICLE VI

OFFICERS

Section 1. ELECTION AND TERMS OF OFFICE. The organization's officers are elected by the members at the annual meeting. Vacancies may be filled at any meeting of the Board of Directors, in accordance with Article V, Section 7. Each officer holds office one (1) year or until a qualified successor shall has been duly elected or until death, resignation, or removal in the manner hereinafter provided.

Section 2. REMOVAL. Any officer elected or appointed by the Board of Directors may be removed for just cause by a two-thirds vote of the Board of Directors.

Section 3. PRESIDENT. The President is the organization's principal executive officer and is subject to the direction and control of the Board of Directors while in charge of the business and affairs of the organization. The President implements the Board's resolutions and directives except in those instances in which that responsibility is assigned specifically by the terms of the resolution to a director. The President discharges all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors. The President will preside at all meetings of the Board of Directors and regular member meetings. The organization will not own real estate. The President will co-sign contracts or other business agreements with one other Executive Board member.

Section 4. VICE PRESIDENT. The Vice President will become President of the organization for the term of office immediately following the term as Vice President and upon the vote of the entire membership in accordance with Article IV, Section 1. The Vice President in the absence of the President presides at all meetings of the Board of Directors and regular member meetings and performs duties assigned by the Board of Directors or the President. The Vice President chairs the awards program for the organization.

Section 5. IMMEDIATE PAST PRESIDENT. The President becomes the Immediate Past President for the one year term of office immediately following the term as President. The Immediate Past President performs duties assigned by the Board of Directors or by the President. The Immediate Past President chairs the Nominating Committee.

Section 6. TREASURER. The Treasurer is the principal accounting and financial officer of the organization. The Treasurer is (a) responsible for the maintenance of adequate books of account for the organization; (b) responsible for all funds and securities of the organization and for the receipt and disbursement thereof; and (c) responsible for performing all the duties incident to the Office of Treasurer and duties assigned by the Board of Directors or by the President. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Directors shall determine the cost of which shall be paid by the organization. The Treasurer assists the Secretary in the responsibility for all incoming mail delivered to the post office box and its distribution to the appropriate officers. Another designated Board member or Committee Chair may be assigned specific responsibility for the post office box.

Section 7. SECRETARY. The Secretary records the minutes of the meetings of the Board of Directors; sees that all notices are duly given in accordance with the provision of the bylaws or as required by law; and performs all duties incident to the Office of Secretary and duties assigned by the President or by the Board of Directors. The Secretary assists the Treasurer in the responsibility for all incoming mail delivered to the post office box and its distribution to the appropriate officers. The Secretary is responsible for maintaining the organization records, policy manual and bylaws.

ARTICLE VII

COMMITTEES

Section 1. COMMITTEES OF DIRECTORS. The Board of Directors of the organization may establish one or more committees, each of which may include at least one director and may include other members of the organization. These committees, to the extent provided and not restricted by law, shall have and exercise authority, representing the Board of Directors in specific management areas of the organization. The committees and their members do not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it by these bylaws or by law. The organization may but need not establish the following standing committees: Communications, Hospitality, Membership, Membership Directory, Mentoring, Program, Public Relations, Registration, Website, and Scholarships. These are optional committees. Other committees may be established based on organizational need and by quorum of the Board of Directors.

Section 2. CHAIR PERSONS AND MEMBERS. The President appoints committee chairs, from among members in good standing with the organization. The chair appoints the members of the committee. They also must be members in good standing.

Section 3. TERM OF OFFICE. Each committee member continues as such until a project is completed or until the next annual membership meeting, whichever occurs first. Successors are appointed by the incoming President. During any term vacancies may be filled by appointments made in the same manner as the original appointments.

Section 4. QUORUM. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 5. RULES. Each committee may adopt rules for its own government consistent with these bylaws and with rules adopted by the Board of Directors.

Section 6. COMMUNICATIONS. This committee provides a link of information between members; organizes the Pay-To-Say for each regular meeting and for Web site posting or newsletter inclusion. Any member can have personal achievements, events announcements, or appropriate information, etc. announced for a pre-determined charge; organizes, proofreads and sends out the newsletter.

Section 7. WEBSITE. Maintains the organization's website; ensures the posting of updates to the website which includes newsletters, board meeting minutes, forms and applications, calendar, and program information. Other board members are responsible for providing content to the Website.

Section 8. HOSPITALITY. This committee organizes all membership social functions including but not limited to the Summer Social, Holiday Social and Auction to benefit the Scholarship Fund and the Annual Meeting.

Section 9. MEMBERSHIP. This committee provides help and guidance to enhance the organization's growth of new members and works to retain existing members. The committee reviews all applications of potential members to assure membership criteria is met and makes recommendations to the Board to accept or deny the application. A member of the Membership Committee then notifies applicants of their acceptance or denial. The committee plans the new member reception, which helps new and current members get to know each other in a non-meeting setting. It is the Membership Committee's responsibility to follow up or oversee follow up activities associated with non-renewals. This committee provides membership information to the Communications Committee for updating electronic mailing listings and email listings.

Section 10. MEMBERSHIP DIRECTORY. This committee compiles and distributes the membership directory annually. The committee keeps the IWIL Membership Directory spreadsheet current throughout the year. It is the Membership Directory Committee's responsibility to send an updated spreadsheet periodically to the Website Chair to be updated on the IWIL website.

Section 11. MENTORING. This committee provides opportunities for members to mentor new members. Through the offering of information and a one on one experience; members help create a comfortable, welcoming environment to those new to the organization.

Section 12. PROGRAM. This committee develops educational and entertaining programs for regular membership meetings each month; coordinates all equipment, speaker requirements, and acts as the host and emcee for the speaker's introduction at the meeting. If approved, the selection and purchase of speaker gifts become the committee's responsibility to purchase or acquire. The committee also prepares the regular meeting program brochure.

Section 13. PUBLIC RELATIONS. This committee develops and forwards press releases for announcing organizational events such as scholarship winners, award winners and regular membership meetings and programs. This committee may take photographs at organization events.

Section 14. REGISTRATION. This committee is in charge of regular meeting registration. Individuals on this committee greet members and guests and assure payments have been received. This committee is also responsible for securing, with approval from the Board, the meeting space for the regularly scheduled monthly breakfast and lunch meetings.

Section 15. SCHOLARSHIPS. This committee works with the Sangamon County Community Foundation to advertise, select, and award the annual scholarships to area high school women and other approved recipients based upon criteria approved by the board. Funding for these scholarships comes from the fund raising activities held during the year and invested in the SCCF IWIL endowment. Due to IRS regulations for non-for-profit organizations, none of this scholarship money may go to a member or their family.

ARTICLE VIII **NOMINATIONS**

Section 1. APPOINTMENT OF NOMINATING COMMITTEE. The Immediate Past President, or in the absence of the Immediate Past President, the President, appoints the nominating

committee. The nominating committee is not fewer than five (5) members: two (2) or more members from the Board of Directors and three (3) or more members who are not then members of the Board of Directors. The Immediate Past President serves as the chair of the Nominating Committee.

Section 2. DUTIES AND PROCEDURES. It shall be the duty of the nominating committee to make and present to the annual meeting of the members nominations for the offices of President, Vice President, Treasurer, and Secretary. At least 90 days prior to the annual meeting of the members, the committee shall meet at a time and place to be determined by its chair and select one candidate, willing to serve, for each office to be filled. The nominating committee chair will, at least 75 days prior to the annual meeting of the members, file with the Secretary of the organization the committee's report containing a slate of officers. All organization members shall be sent a copy of the report of the committee at least 60 days prior to the annual meeting of the members, either by a separate mailing or by publication in any regular publication of the organization. If between the time of nomination and the annual meeting of the members, a nominee dies or declines to serve, the nominating committee shall make a substitute nomination at the time of the members meeting. The nominee for the office of Vice President shall have served on the Board of Directors for at least one year prior to being nominated.

Section 3. NOMINATION BY PETITION. Nominations may also be made by petition by at least 20 members and filed with the Secretary of the organization at least thirty (30) days prior to the annual meeting of the members. The Secretary shall announce any such nominations to all members at the annual meeting and the procedures for multiple nominations, as outlined below, will be followed.

Section 4. OTHER NOMINATIONS. No person shall be nominated for any of the foregoing offices except in accordance with the provisions of this article.

Section 5. MULTIPLE NOMINATIONS. In the event there are multiple nominations, that is, a slate of officers from the nominating committee and nominations from a petition of (20) twenty members by written secret ballot, a vote will be taken at the annual meeting by the members present to determine the final election result. The ballots shall be counted by the Secretary and the tally shall be confirmed by the Past President.

ARTICLE IX

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. CONTRACTS. The Board of Directors may authorize any officer or officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization and such authority may be general or confined to specific instances.

Section 2. DEPOSITS. All funds of the organization shall be deposited in a timely manner to the credit of the organization in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 3. GIFTS. The Board of Directors may accept on behalf of the organization any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the organization.

ARTICLE X
BOOKS AND RECORDS

The organization's officers keep correct and complete books and records of accounts and minutes of the proceedings of its Board of Directors. Appointed committees having any of the authority of the Board of Directors keep their own minutes and records and surrender them upon completion or at the end of the fiscal year. All books and records of the organization may be inspected by any member, officer, director, director's agent or attorney for any proper purpose at any reasonable time.

ARTICLE XI
DUES

Section 1. ANNUAL DUES. The Board of Directors may recommend from time to time the amount of initiation fee, if any, and annual dues payable to the organization by members of each category. Any change in initiation fee, or annual dues will be voted upon by the voting-eligible members of the organization. Annual dues or fees recommendations are voted upon at the annual meeting by the majority vote of the members entitled to vote and attending the annual meeting of the organization in person or by mail voting, with due notice to members provided.

Section 2. PAYMENT OF DUES. Dues are payable in advance on the first day of the month in which such member was elected to membership, and on the first day of the organization's fiscal year in each year thereafter.

Section 3. DEFAULT AND TERMINATION OF MEMBERSHIP. If a member of any category defaults in the payment of dues for two months from the due date then membership may be terminated by the Board of Directors in the manner provided in Article III of these bylaws.

ARTICLE XII
AMENDMENTS

The power to alter, amend, or repeal the bylaws or adopt new bylaws belongs to the members of the organization. Such action may be taken at regular, annual or special meetings as specified in writing, with advanced notice as previously stated.

ARTICLE XIII
DISSOLUTION

In the event of the dissolution of the organization, any remaining funds shall be distributed to a charitable organization with goals and purposes similar to that of the organization or otherwise deemed worthy as determined by a majority vote of the Board of Directors of the organization.

ARTICLE XIV INDEMNIFICATION

Section 1. DIRECTORS, OFFICERS, AND AGENTS ACTING IN GOOD FAITH.

Except as otherwise provided in the Articles of Incorporation and subject to all of the other provisions of this Article, the Corporation may indemnify any person who was or is a party to or is threatened to be made a party to a threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, other than an action by or in the right of the Corporation, by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses including attorney's fees, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by them in connection with the action, suit or proceeding, if the person acting in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the Corporation, and regarding a criminal action or proceeding, if the person had no reasonable cause to believe their conduct was unlawful. The termination of an action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption the person did not act in good faith and in a manner which they reasonably believed to be in or not opposed to the best interests of the Corporation and, regarding a criminal action or proceeding, had reasonable cause to believe their conduct was unlawful. Indemnification, however, shall not be made for a claim, issue or matter in which the person has been found liable to the Corporation unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for expenses which the court considers proper.

Section 2. The Organization may purchase and maintain insurance on behalf of any person described above against any liability asserted against him or her and incurred by him or her in such capacity or arising out of his or her status as such, whether or not the Organization would otherwise have the power to indemnify under the circumstances.

Section 3. The right to Indemnification by the Organization pursuant to this article shall be in addition to, and not exclusive of, any other rights to indemnification which he or she may be entitled, including any rights to indemnification under the terms of any insurance purchased by the Organization pursuant to Section 2 above.

ARTICLE XV NON-DISCRIMINATION POLICY

Illinois Women In Leadership, Inc. shall conduct its affairs in a manner which does not discriminate against any person(s) with respect to race, color, creed, ethnic origin, gender, age, disability, or affiliation. This policy shall apply to awarding scholarships, hiring, admission to membership, nomination to the Board of Directors, nomination as an officer, or appointment to committees.