

FRIENDS OF VOLO BOG
An Illinois Not for Profit Corporation

By-Laws

Article I: Organization and Powers

Friends of Volo Bog (the “Corporation”) is a corporation organized and existing under the Illinois General Not for Profit Corporation Act of 1986 (“GNFPCA”). The Corporation shall have all powers as are now or may hereafter be granted by the GNFPCA and other applicable law.

Article II: Offices

The Corporation shall have and maintain in this State a registered office and a registered agent. The Corporation may have such other offices within and without the State of Illinois as the Board of Directors may from time to time determine.

Article III: Members

Section 1: Classes of Members and Dues

The Corporation shall have one or more classes of membership as determined by the Board of Directors. Membership dues shall be determined by the Board of Directors after taking into consideration the financial needs of the Corporation.

Section 2: Voting Rights

All members in a membership class with voting rights shall be entitled to one vote in person or by written proxy on each matter submitted to vote of the members.

Section 3: Termination of Membership

By affirmative vote of two-thirds, the Board of Directors may expel a member for cause after an appropriate hearing. A member so terminated for cause shall not be entitled to a refund of membership dues. In addition, the Treasurer shall have the authority to suspend or expel any member who shall be in default in the payment of membership dues, without prior approval from the Board of Directors.

Section 4: Resignation

Any member may resign by filing a written resignation with the Secretary of the Corporation. A resigning member shall not be entitled to a refund of previously paid membership dues.

Section 5: Transfer of Membership

Membership in the Corporation is not transferable or assignable.

Article IV: Meeting of Members

Section 1: Annual Meeting

An annual meeting of the members shall be held on or about the third week of June in each year, on the day and time selected by the Board of Directors, to elect Directors and to transact such other business as may come before the membership. If the election of Directors shall not be held at the same hour on the day designated for the annual meeting, the Board shall cause the election to be held at a time practicable for such purpose, but not sooner than fourteen days nor more than thirty days from the date of the annual meeting.

Section 2: Special Meetings

A special meeting of the members may be called by the Chair, the Board of Directors, or not less than twenty percent of the members having voting rights.

Section 3: Place of Meeting

The Board of Directors may designate a place and time for any membership meeting. If no designation is made, the place of meeting shall be the registered office of the Corporation.

Section 4: Notice of Meetings

Notice of the annual meeting shall be sent to the membership at least sixty days before the date of the meeting. Notice of any special meeting shall be sent to all members in good standing not less than seven nor more than sixty days before the meeting. Notice of any meeting shall be sent by e-mail, U.S. mail, courier service, or other method that allows for reasonable documentation of transmission.

Section 5: Quorum

A quorum of any membership meeting shall consist of five percent of the current voting membership present in person or by written proxy.

Article V: Board of Directors

Section 1: General Powers

The affairs of the Corporation shall be managed by the Board of Directors.

Section 2: Number, Election and Tenure

The Board of Directors shall consist of 5 to 10 members in good standing, elected by the membership to the position of Director, each of whom shall have a vote as to all matters before the Board. The term of each Director shall be for two years or until a successor is elected. The Board of Directors may also include non-Director, non-voting, ex-officio members as provided in this Article.

Section 3: Ex-Officio Members. The Illinois Department of Natural Resources (“DNR”) may appoint an individual DNR representative to serve as a non-Director, non-voting, ex-officio member of the Board of Directors. With the assent of the Directors, the DNR may also appoint additional individual DNR representatives as non-Director, non-voting, ex-officio members. By resolution, the Board or the membership may appoint additional, non-Director, non-voting ex-officio members for the Board.

Section 4: Regular Meetings

A regular meeting of the Board of Directors may be held without notice, other than this by-law, at the same place as the annual meeting of the membership. The Board may provide by resolution for the time and place for the holding of additional regular meetings of the Board without notice other than such resolution.

Section 5: Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the Chair or any two Directors. The person(s) calling a special meeting shall fix the time and place for the meeting. Special meetings may include or exclude ex-officio members of the Board. Notice of a special meeting of the Board shall be by e-mail, text, or such other reasonable method to inform the recipient of the meeting at least twenty-four hours before the meeting.

Section 6: Quorum

A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the Directors are present at a meeting, a majority of the Directors present may adjourn the meeting without further notice.

Section 7: Manner of Acting

The act of a majority of the Directors present at a meeting, when a quorum is present, shall be the act of the Board of Directors, except where otherwise provided by law or by these by-laws. By resolution, the Board may hold all or a portion of a meeting in executive session to address topics pertaining to personnel, privacy issues, or topics that are highly sensitive in nature. Only Directors and others expressly invited to join may be present during an executive session. By resolution, the Board may adopt Robert's Rules of Order or other rules of procedure for meetings in its discretion.

Section 8: Vacancies

Any vacancy in a Directorship shall be filled by appointment by the Board of Directors after consultation with the Nominating Committee. A Director so appointed shall serve the unexpired term of her or his predecessor.

Section 9: Director Obligations

Directors shall comply with the following to be in good standing: (1) Directors shall maintain an e-mail account, or such other method of communication approved by the Board by resolution, for communications among Board members and/or the membership. Directors shall review and respond to e-mails or such other communications as reasonably appropriate. (2) Directors shall attend all regular meetings of the Board, provided that a Director may miss one meeting per fiscal year. Directors may also miss additional meetings for good cause, provided that reasonable prior notice of such good cause is delivered to all other members of the Board. (3) Directors shall materially participate in the activities of the Board, the Corporation or the Membership. Material participation means devoting a reasonable amount of personal time to such activities, such as Board or committee work; event or program planning or implementation; volunteer work for the benefit of the Board, the Corporation, or the membership; and such other work as approved by the Board.

Section 10: Removal from the Board

Any Director may be removed by a two-thirds vote of the other Directors whenever the best interests of the Corporation would be served thereby. An ex-officio member of the Board may be removed by a two-thirds vote of the Directors whenever the best interests of the Corporation would be served thereby. If the Board intends to call a vote to remove a DNR representative as an ex-officio member, it shall first communicate that intention to the DNR.

Article VI: Officers

Section 1: Executive Board

The Board of Directors may, by resolution, create an Executive Board comprised of such officers, directors and/or members as the Board determines. The Executive Board shall operate and have authority as approved by the Board of Directors and shall report regularly to the Board of Directors, provided that the Executive Board shall satisfy all the requires of a Committee under these by-laws.

Section 2: Election and Appointment of Officers

The Corporation shall have four regular officers: Chair, Vice-Chair, Treasurer, and Secretary. The officers shall be elected annually by the Board of Directors at the first regularly scheduled meeting of the Board following the annual membership meeting. Each such officer shall hold office until a successor shall have been duly elected or appointed.

Section 3: Removal from Office

Any officer elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby.

Section 4: Vacancies

Any vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by appointment by the Board of Directors for the remaining portion of the term.

Section 5: Chair

The Chair shall be the principal executive officer of the Corporation and shall, in general, supervise and control the business affairs of the Corporation. The Chair shall preside at all meetings of the membership and at all meetings of the Board of Directors. The Chair may sign, with the Secretary or any other officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments that the Board has authorized to be executed. The Chair, with the Vice-Chair, shall serve as an active leader for the Corporation's projects and initiatives, and, where appropriate, propose new initiatives and take on responsibilities under the direction of the Board. The Chair shall consult regularly with the Vice-Chair as to the affairs of the Corporation. In general, the Chair shall perform all duties incident to the office of chair and such other duties as may be prescribed by the Board from time to time.

Section 6: Vice-Chair

In the absence of the Chair, or in the event of the Chair's inability or refusal to act, the Vice-Chair shall perform the duties of the Chair. When so-acting, the Vice-Chair shall have all the powers of, and be subject to the restrictions upon, the Chair. The Vice-Chair, with the Chair, shall serve as an active leader for the Corporation's projects and initiatives, and, where

appropriate, propose new initiatives and take on responsibilities under the direction of the Chair and the Board of Directors. The Vice-Chair shall consult regularly with the Chair as to the affairs of the Corporation. In general, the Vice-Chair shall perform all duties incident to the office and such other duties as from time to time may be assigned by the Chair or the Board.

Section 7: Treasurer

The Treasurer shall have charge and custody of accounts and shall be responsible for the authorization of payments as approved by the Board of Directors. The Treasurer shall acknowledge receipt of funds and properties, maintain accounts, and prepare statements as required for the annual meeting. In general, the Treasurer shall perform all duties incident to the office and such other duties as from time to time may be assigned by the Chair or the Board.

Section 8: Secretary

The Secretary shall keep the minutes of both the general membership and the Board of Directors meetings, see that all notices are duly given in accordance with the provisions of these by-laws and as required by law, be custodian of the corporate records, and keep a register of the post office address, e-mail address and/or other contact information of each member. In general, the Secretary shall perform all duties incident to the office and such other duties as from time to time may be assigned by the Chair or the Board.

Section 9: Special Offices

By resolution, the Board of Directors may create one or more special offices to perform specific functions (e.g., Webmaster, Social Media Manager, etc.). The Board may determine the qualifications of, selection method for, term of, and rights and responsibilities of, any special officer.

Article VII: Committees and Commissions

Section 1: Committees

Committees may be created by resolution of the Board of Directors. Committees shall have two or more Directors and other members as determined by the Board, provided that a majority shall be Directors. Committees may operate and take such actions as allowed by law.

Section 2: Nominating Committee

Notwithstanding Section 1, the Board of Directors may, by resolution, create a Nominating Committee. The Nominating Committee shall be comprised of one Director and two or more members in good standing as selected by the Board and shall be subject to all by-laws applicable to officers. The Nominating Committee shall be responsible for identifying candidates for Director and officer positions, informing candidates of the rights and obligations of the positions, and nominating potential candidates for the positions. The Nominating Committee shall complete its work sufficiently in time for appropriate notice and voting for the final selection of Directors and officers at a membership meeting, Board meeting, or otherwise.

Section 3: Commissions. By resolution, the Board of Directors may create one or more commissions to advise on or perform specified tasks. Members of commissions shall be determined by the Board and may be comprised of Directors, officers, members, or others in the

Board’s discretion. Commissions shall operate as determined by the Board, provided that a commission shall not have authority to take any action on behalf of the Board or the Corporation.

Article VIII: Authorizations, Payments, Deposits, and Funds

Section 1: Contracts

The Board of Directors may authorize one or more officers to execute or deliver any contract or instrument in the name of, and on behalf of, the Corporation.

Section 2: Payments

Checks, drafts, other orders for the payment of money, and notes or other evidence of indebtedness, issued in the name of the Corporation and exceeding \$2,500.00, must be authorized by the Treasurer and at least one other Director.

Section 3: Deposits

Deposits of all funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4: Gifts

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

Article IX: Books and Records

The Corporation shall keep complete books and records of accounts, shall keep minutes of the proceedings of its membership and Board of Directors meetings, and shall keep, at the registered or principal office, a record of the name and address of each member and records of any membership classes. All books and records of the Corporation may be inspected at the principal office by a member or the member’s agent for any proper purpose and at any reasonable time.

Article X: Conflicts of Interest

If a transaction is fair to the Corporation at the time it is authorized, approved, or ratified, the fact that a Director is directly or indirectly a party to the transaction is not grounds for invalidating the transaction. In a proceeding contesting the validity of a transaction for conflict of interest, the rules set forth in Section 108.60 of the GNFPFA, 805 ILCS 105/108.60, or later-enacted applicable law shall apply.

Article XI: Indemnification

The Corporation may indemnify a current or former Officer, Director, Employee or Agent pursuant to the terms of Section 108.75 of the GNFPFA, 805 ILCS 105/108.75 or later-enacted applicable law, against any actual or potential liability as set forth in Section 108.75. The scope of indemnity for any given matter shall be authorized and determined pursuant to the procedures

set forth in Section 108.75(d). The Corporation may provide such indemnity even if it maintains an insurance policy that covers or may cover the matter.

Article XII: By-Laws

Section 1: Amendments

These by-laws may be altered, amended or repealed by a two-thirds vote of the Board of Directors. Motions to amend, alter, or repeal shall become an agenda item for discussion at the subsequent meeting called by the Board of Directors no less than thirty (30) days after the original motion.

Section 2: Review of By-laws

The Board of Directors may, from time to time, create a committee to review these by-laws and to make recommendations for appropriate changes. If no such committee be created by the Board for three consecutive years, then the Board shall create a committee for such purpose.

Article XIII: Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or providing for the payment of all liabilities of the Corporation, dispose of the assets of the Corporation in such a manner as it shall deem fit and as required by law.