

**FRIENDS OF MORAIN HILLS STATE PARK
A NOT-FOR-PROFIT ORGANIZATION
BY-LAWS**

Article I: PURPOSES

The purpose of this charitable Corporation as stated in the Certificate of Incorporation is to promote citizen awareness of the local natural heritage of Moraine Hills State Park and to preserve the same through special events, educational and training programs, acquisition of properties for such purposes, and take whatever steps deemed necessary to insure the continued care and preservation of Moraine Hills State Park.

Said organization is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code. The Corporation shall have other powers as are now or may hereafter be granted by the “General Not-ForProfit Corporation Act” of the State of Illinois and the Internal Revenue Code of 1954

501 (c) (3) (or the corresponding provisions of any future United States Internal Revenue Law).

Article II: OFFICES

The Corporation shall have and maintain in this State a registered office and a registered agent whose office is identical with such restored office and 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 seven classes of members and anyone having interest in fulfilling the stated purpose of this Corporation shall be eligible for membership. The designations of the classes of membership shall be as follows:

Individual
Family
Senior Citizen
Student
Patron
Small Group
Institutional
Small Business
Corporate

Dues will be set by the Board of Directors with no more than a 20% increase from year to year based on the basic operating expenses of the Corporation. There may be separate classes of membership dues for Active and Supporting members.

Section 2: Voting Rights

All members shall be entitled to one vote in person or by written proxy on each matter submitted to vote of the members. Ex-officio members shall have a right of veto based on official State policies.

Section 3: Termination of Membership

The Board of Directors may, by affirmative vote of two-thirds (2/3) of the Directors, suspend or expel a member for cause after an appropriate hearing. In addition, the Treasurer shall have the authority to suspend or expel any member who shall be in default in the payment of annual 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; however, any members so doing shall not be entitled to a refund of any dues he or she has previously paid. Any member who does not renew their membership by paying their annual dues will be deemed to have resigned.

Section 5: Transfer of Membership

Membership in this Corporation is not transferable or assignable. Corporate membership may have a name change.

Article IV: MEETING OF MEMBERSSection 1: Annual Meeting

The annual meeting of the members shall be held in July in each year, on the day and time selected by the Board of Directors, for the purpose of electing Directors and for the transaction of such other business as may come before the membership. Notification of such meeting shall be made public or communicated to the membership- no less than thirty (30) days prior to the date of said meeting. If the election of Directors shall not be held at the same hour on the day designated for the annual meeting, the Board of Directors shall cause the election to be held at a time practicable for such purpose, but not sooner than fourteen (14) days nor more than thirty (30) days from the date of said annual meeting.

Section 2: Special Meetings of the Membership

Special meetings of the members may be called by the Chairman, the Board of Directors, or not less than 20 percent (20%) of the members having voting rights.

Section 3: Place of Meeting

The Board of Directors may designate any place for any annual meeting or for any special meeting called by the Board of Directors.

Section 4: Notice of Special Meeting of the Organization

Written or printed Public Notice stating the place, day and hour of the meeting, and the purpose of the meeting (special) shall be published and/or delivered. Such notice shall be delivered not less than seven (7) or more than forty (40) business days before the date of the meeting. Notices shall be deemed delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Corporation and/or submitted for publication.

Section 5: Quorum

A quorum shall consist of five percent (5%) of the current membership present.

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, Tenure, and Qualifications

The Board of Directors shall consist of seven to nine (7 to 9) members in good standing, elected by the membership; plus a representative of the Moraine Hills State Park site staff. The term of each elected Director shall be for two years and until his/her successor is elected and qualified. Directors need not be residents of Illinois and may be reelected to serve multiple terms

Section 3: Regular Meetings

A regular meeting of the Board of Directors shall be held with adequate notice. The Board of Directors may provide by resolution for the time and place for the holding of additional regular meetings of the Board with adequate notice.

Section 4: Special Meetings of the Board of Directors

Special meetings of the Board of Directors may be called by or at the request of the Chairman or any two (2) Directors. The person authorized to call special meetings of the Board may fix the time and place for such meetings.

Section 5: Notice

Notice of a special meeting of the Board of Directors may be given by the United State mail, telephone, facsimile machine or other electronic communications device. If mailed, such notification shall be delivered no less than seven (7) business days prior to the meeting, and shall be deemed delivered when deposited in the United States mail addressed to the Director at his/her home/business address as it appears in the records of the Corporation. Otherwise notification must be delivered no less than twenty- four (24) hours prior to the meeting.

Section 6: Quorum

A majority of the Board of 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 said 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 at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these by-laws.

Section 8: Vacancies

Any vacancy occurring in the Board of Directors shall be filled by appointment of the Board of Directors. A Director so appointed shall serve the unexpired term of his predecessor.

Section 9: Removal from the Board

Any member of the Board of Directors may be removed by a two-thirds (2/3) vote of the remaining Directors, whenever in its judgment the best interests of the Corporation would be served thereby; but such removal shall be without prejudice to the contract rights, if any, of the person(s) so removed.

Article VI: OFFICERS

Section 1: Executive Board

The Executive Board of the Corporation shall consist of Chairman, Vice Chairman, Treasurer, Recording Secretary, and Corresponding Secretary. The Board of Directors may appoint or employ such other staff as shall be needed. Officers shall have the authority and perform the duties prescribed by the Board of Directors as stated in the following sections.

Section 2: Election and Appointment of Officers

The Chairman, Vice-Chairman, Treasurer, Recording Secretary, and Corresponding Secretary shall be elected annually by the Board of Directors at the first regularly scheduled meeting of Board of Directors following the annual July meeting.

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 interest of the Corporation would be served thereby; but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

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: Chairman

The Chairman shall be the principal executive officer of the corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. He/she shall preside at all meetings of the membership and at all meetings of the Board of Directors. He/she may sign, with the Secretary or any other appropriate officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instrument which the Board of Directors has authorized to be executed, and in general shall perform all duties incident to the Office of Chairman and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6: Vice Chairman

In the absence of the Chairman, or in the event of his/her inability or refusal to act, the Vice-Chairman shall perform the duties of the Chairman, and, when so-acting, shall have all the powers of, and be subject to all of the restrictions upon, the Chairman. The ViceChairman shall perform such duties as from time to time may be assigned to him/her by the Chairman.

Section 7: Treasurer

The Treasurer shall have charge and custody of accounts and shall be responsible for the issuance of vouchers and checks as approved by the Board of Directors and properly countersigned by another authorized Board Member approved by the Board. The Treasurer shall acknowledge receipt of funds and properties, maintain accounts under accepted accounting principles, and prepare statements as required for the annual meeting.

Section 8: Recording Secretary

The Recording Secretary shall keep the minutes of both the general membership and the Board of Directors meetings in one or more notebooks provided for the purpose, see that all notices are duly given in accordance with the provisions of these by-laws or as required by law, be custodian of the Corporate records, keep a register of the post office address of each member which shall be furnished to the Recording Secretary by such member, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the Chairman and/or Board of Directors.

Section 9: Corresponding Secretary

The Corresponding Secretary shall be responsible for all written external communications of the Corporation and of the Board of Directors, subject to the direction of the Board of Directors or the Chairman, and shall perform such other duties as from time to time may be assigned to him/her by the Chairman and/or the Board of Directors.

Section 10: Coordinating Vice-Chairman

The Coordinating Vice-Chairman, who shall be a full-time site employee appointed by the site superintendent or supervisor, shall attend, and be an ex-officio member of the Board of Directors. The Coordinating Vice-Chairman shall be an advisor to the officers and members of the Board of Directors as to official State policies pertaining to the administration of the Moraine Hills State Park, advise any contemplated special events, training programs, and suggest properties needed for the same or for display.

Article VII: COMMITTEES AND SPECIAL OFFICES

Section 1 A: Committees

Committees may be created by the Chairman, or by a resolution adopted by a majority of the Directors. The members of each committee shall be appointed by the Chairman, and shall have at least one Director in its membership.

Section 1B: Special Offices

Special offices may be created by the Board of Directors to perform specific functions. (e.g. a newsletter editor, archivist...)

Section 2: Term of Office

Each member of a committee shall serve for not longer than one year and may be reappointed.

Section 3: Chairman

One member of each committee shall be appointed Chairman by the Chairman of the Corporation.

Section 4: Vacancies

Vacancies in the membership of any committee may be filled by appointment made by the Chairman of the Corporation.

Section 5: Quorum

Unless provided otherwise in the Resolution of the Board of Directors, 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 6: Rules

Each committee may adopt rules for its own government consistent with these by-laws and state statutes applicable to the Corporation.

Article VIII: CHECKS, DEPOSITS AND FUNDS

Section 1: Contracts

The Board of Directors may authorize any officer or officers of the Corporation, in addition to the officers authorized by these by-laws to enter into any contract or execute and deliver any instrument in the name of, and on behalf of the Corporation.

Section 2: Checks

Checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation must be signed by the Treasurer and/or Chairman, or any other authorized Board Member.

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 device for the general purpose, or for any special purpose of the Corporation.

Article IX: BOOKS AND RECORDS

Section 1: Records of the Corporation

The Corporation shall keep complete books and records of account in accordance with accepted accounting principles, 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 giving the name and address of each of the members entitled to vote. All books and records of the Corporation may be inspected by the member, or his agent, for any proper purpose, at any reasonable time, at the principal office.

Article X: BY-LAWS

Section 1: Amendments

These by-laws may be altered, amended or repealed by a two-thirds (2/3) roll call 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. Written notification of the meeting and the motion to be discussed shall be given to all voting members of the Corporation as provided for under Article IV, Section 4 of these by-laws.

Section 2: Review of By-Laws

The Board of Directors may from time to time, in accordance with Article VII, Section 16 of these by-laws, create a committee for the purpose of reviewing these by-laws and making recommendations for any changes the committee shall deem expedient. These recommended changes shall be presented to the board for review and ultimate approval by majority affirmative vote.

Article XI: DISSOLUTION

Section 1: Dissolution of the Corporation

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all of the assets 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. Any such assets not disposed of shall be disposed of by the Court of Common Pleas in the county of the organization's principal office, exclusively for such purposes or to such purposes or such organizations as said Court shall determine.