

# **THE GARDENERS OF AMERICA BYLAWS**

## **ARTICLE I - NAME**

The name of the Corporation shall be The Gardeners of America. There shall be two divisions of the Corporation: The Gardeners of America and Men's Garden Clubs of America. Affiliated clubs shall choose under which division they wish to operate. Both divisions shall be governed by this single set of bylaws.

## **ARTICLE II - MISSION**

The mission of the Corporation shall be to promote gardening education and related environmental issues to its membership and the gardening public through charitable, educational and scientific means.

## **ARTICLE III – OBJECTIVES**

The objectives of the Corporation are:

1. To research, develop, and publicize new and improved gardening techniques, encompassing all facets of horticulture.
2. To research and promote ways in which gardeners can contribute to safeguarding and improving the environment.
3. To render service to all members and the gardening public through educational programs and by developing and distributing garden information.
4. To support the mission and objectives the Corporation may sell products, and/or services and may exercise such other powers as are granted by the General Not for Profit Corporation Act of the State of Illinois.

## **ARTICLE IV - OFFICE**

The principal office of the Corporation shall be located at 5560 Merle Hay Road, P. O. Box 241, Johnston, Iowa 50131. The Corporation shall have and maintain in the state of Illinois a registered office and a registered agent.

## **ARTICLE V – MEMBERSHIP**

### **SECTION 1.**

Voting Members in good standing shall consist of four classes with dues and voting procedures as approved by the Board and the membership and set down in the Standing Rules of the Corporation.

- a. **Regular Members** are individual members of The Gardeners of America, or Men's Garden Clubs of America.
- b. **Family Members** are two members of one family at the same address, and subject to the conditions specified by the Board.
- c. **Life Members** are individual members who, in lieu of annual dues shall have paid a single life membership fee, have met requirements as prescribed by the Board and have all privileges of regular members.

d. **Members-at-Large** are members of no affiliated club.

## **SECTION 2.**

a. **Non-Voting Members** may include Junior, Honorary, Supporting, Sustaining, Patron, Benefactor, Organizational and Industry. Qualifications and dues for these classes shall be determined by the Board.

## **ARTICLE VI - CLUB AFFILIATION**

### **SECTION 1. PROCEDURE FOR CLUB AFFILIATION**

1. Under the rules and regulations of the Corporation two (2) persons eligible for active membership within the territorial limits of the prospective club, may petition the Executive Committee, on the standard petition form, for a member club charter.

2. Upon approval of a petition, the Executive Committee shall instruct the petitioners to complete the organization of the club.

3. Upon completion of organization, a charter shall be issued to the club, signed by the Corporation President, under the seal of the Corporation, provided that: Bylaws conforming to those prescribed by the Corporation for its member clubs have been adopted; at least ten (10) members have been secured; officers elected, committees appointed, club organization completed as required by the Corporation and the division of the Corporation it will operate under has been determined. All members of a chartered affiliated club must be members in good standing of the Corporation.

### **SECTION 2. TERMINATION OF AFFILIATED CLUB**

Any affiliated club that fails to conform to the bylaws of the Corporation may have its charter suspended or revoked, or may be otherwise disciplined by a two-thirds (2/3) vote of the Board, present and voting, provided that a copy of the charges with notice of hearing thereof shall have been sent by certified mail at least thirty (30) days before said meeting.

### **SECTION 3. REINSTATEMENT OF A CLUB AFFILIATION**

The restoration of a suspended or revoked club charter may be made by two-thirds (2/3) vote of the Board upon recommendation by the Executive Committee.

## **ARTICLE VII - MEETING OF MEMBERS**

1. **Annual Member Meeting**: An annual meeting of the membership shall be held at a time and place to be determined by the Board at least forty-five (45) days prior to the date of the meeting. It shall include business session(s) for the transaction of official business requiring consideration by the membership.

2. **Special Meetings**: Special meetings may be called by the President or by a majority of the Board. The time and place of the meeting shall be determined by the President, if called by that person, or by the Board, if called by them. Only matters specified in the notices thereof shall be transacted.

3. **Meeting Notices**: Notice of each meeting date shall be mailed by the Executive Committee to each member entitled to vote, not less than thirty (30) days or more than sixty (60) before such meeting. As an alternative, notice may be published in the

Corporation publication(s) if it appears within the time specified. The notice shall state the time, place and purpose of the meeting.

4. **Business by Mail:** The official business of the Corporation may be transacted by mail, but the annual member meeting may not be held by mail.

5. **Quorum:** A quorum for any annual member meeting shall consist of all the members present; and at least twelve (12) members at any special meeting. Any member present and in good standing shall be eligible to vote.

## **ARTICLE VIII - BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by the Board of Directors, and in these bylaws shall be designated as the Board.

1. Each club in good standing may nominate and elect one of its members as a National Director for a two-year (2) term. The member elected could be a club officer or other club member in good standing and should be the most suitable for the position. Each should be good with communications, willing and able to attend and participate in National Board of Directors' meetings and Conventions.

**Electing a National Director is optional with each club but having that Director in the club will provide direct and improved communications with the National office and officers.**

2. The voting membership of the Board shall include the President, the First, Second and Third Vice Presidents, the Treasurer, all elected Directors and Past Presidents.

3. Directors shall be elected by the clubs for a two-year (2) term. Notification shall be sent to the Corporation by January 31 of the beginning of their terms or immediately after election to complete an unexpired term. Directors need not be residents of the State of Illinois but each shall be a member in good standing of the Corporation.

4. A regular annual meeting of the Board shall be held each year with these provisions:

- The Board meeting will be at the National Convention, including the annual Members meeting.
- If there is no Convention the President may select the place and dates for the meeting subject to approval by the Board. The annual Members meeting shall be included.
- At this meeting the new officers and Directors shall be installed.
- Terms of office to begin: new officers on next January 1<sup>st</sup>; Directors for two years after election by their clubs.
- Written notice of meeting date and place to all Board members by January 1st of the year of the meeting.
- Board approval of meeting date and place to be timely for printing the annual calendar.

5. Special meetings of the Board may be called by the President or at least ten (10) members of the Board provided that a written notice shall be given at least ten (10) days prior to the meeting, with time and place to be designated in the notice.

6. A majority of the Board present shall constitute a quorum and the act of a majority present at an annual Board meeting shall be the act of the Board except in those

cases where two thirds (2/3) vote is required. For any special Board meeting at least 12 Board members shall constitute a quorum.

7. The Board may conduct the business of the Corporation by mail vote except the business of the annual board meeting may not be so conducted.

8. Should any vacancy occur in the Board, the club concerned shall elect a Director to complete the unexpired term.

9. The members of the Board shall serve without compensation.

10. The Board shall approve such office expenses as deemed necessary and determine the compensation for persons the Executive Committee is authorized to employ.

## **ARTICLE IX – OFFICERS**

**SECTION 1. CORPORATION OFFICERS** The officers of the Corporation shall be a President, First Vice President, Second Vice President, Third Vice President and Treasurer. Each must be a member in good standing.

**SECTION 2. ELECTION AND TERM OF OFFICE** All officers shall be elected by a majority vote of the ballots cast by the Corporation membership. The term of office shall be for one (1) year and all officers shall serve without compensation. No officer shall serve in more than one office at the same time. Each member in good standing according to the most recent Corporation membership roster will be entitled to one (1) vote. The election will be held in accordance with procedures set down in the Standing Rules of the Corporation.

**SECTION 3. REMOVAL FROM OFFICE** Any officer elected by the members may be removed by a majority vote of the members at any regular or special meeting, whenever in their judgment the best interest of the Corporation would be served thereby. Any officer appointed by the Board may be removed by a majority vote of the Board when in their judgment the best interest of the Corporation would be served thereby.

**SECTION 4. VACANCY** A vacancy in any office by any means may be filled by a majority vote of the Board for the unexpired portion of the term.

**SECTION 5. DUTIES OF THE PRESIDENT** The duties of the President shall be to act as the principal Executive Officer of the Corporation and shall in general supervise all of the business and affairs of the Corporation. The President shall preside at all meetings of the members, Board and Executive Committee. The President shall make a report of the activities of the Corporation during the past year and the performance of duties as President to the members at the annual member meeting. The President may sign with any other proper officer of the Corporation authorized by the Board any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, except in those cases where the signing and execution thereof shall be expressly delegated by the Board, by these bylaws or by statutes to some other officer or agent of the Corporation. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board.

**SECTION 6. DUTIES OF THE VICE PRESIDENTS** In the absence of the President or in the event of that person's inability or refusal to act, the Vice Presidents in order of their rank shall perform the duties of the President and, when so acting, shall have all the powers and be subject to all the restrictions upon the President. The Vice Presidents shall be responsible for supervising and directing the activities of those committees of the Corporation which may be assigned by the Board. Each Vice President shall perform such other duties as may be assigned by the President or the Board. The first Vice President shall perform all normal duties as required of a corporate secretary.

**SECTION 7. DUTIES OF THE TREASURER** The Treasurer will give bond for the discharge of duties of the office and with such surety as the Board shall require. The Treasurer shall have charge and custody of, and be responsible for all funds and sureties of the Corporation except those funds designated for, or for control of, the Endowment and Investment Committee, as established by Article XI of these bylaws. The Treasurer shall receive and give receipt for all monies due and payable to the Corporation, excepting only monies sent directly to the Endowment and Investment Committee. The Treasurer shall deposit all monies in the name of the Corporation in such banks, trust companies or other depositories as are approved by the Board. The Treasurer shall be diligent in transferring all monies received by the Corporation which should be under the control of the Endowment and Investment Committee. The Treasurer shall report on the financial condition and affairs of the Corporation at the annual meeting and perform such other duties as may be assigned by the President or the Board.

**SECTION 8. DUTIES OF THE IMMEDIATE PAST PRESIDENT** The Immediate Past President shall serve as an advisor to the Executive Committee. In addition that person shall be responsible for supervising and directing the activities of any committees of the Corporation which may be assigned by the Board and/or the President.

## **ARTICLE X - COMMITTEES**

Committees may be established to assist in the operation of the Corporation. The Endowment and Investment Committee which operates as a separate entity will be found in Article XI of these bylaws.

### **SECTION 1. STANDING COMMITTEES:**

a. **The Executive Committee:** The Executive Committee shall consist of the President, Immediate Past President, First, Second and Third Vice Presidents and Treasurer. In the case of extreme emergency, or when specifically instructed by the Board, the Executive Committee, between regular and special meetings of the Board, may act for and in the name of the Board. All such action shall require a majority vote of the entire Executive Committee.

b. **Finance Committee** to be selected by the president and approved by the Board shall consist of the Treasurer and two (2) or more other members who may also be members of the Board. The Finance Committee shall prepare and submit to the Board a budget for the fiscal year of the Corporation and shall install and maintain an efficient system of accounts. In addition, it shall perform such other duties with respect to the financial program of the Corporation as shall be defined by the Board.

c. **Bylaws and Resolutions Committee:** The Bylaws and Resolutions Committee shall also be selected by the President with approval by the Board and shall consist of at least five (5) or more persons who are active members. This committee shall draft all resolutions requested by the Board for submission to the Board and/or members. The committee shall receive all recommendations for changes or additions to the bylaws for submission to the Board.

d. **Nominating Committee:** The Nominating Committee shall consist of five (5) members, representing five (5) regions, and shall be elected at the annual board meeting. The committee shall choose its own chairperson. Each year a slate of officers to succeed those whose terms expire, shall be prepared by the previous year's committee. Two (2) candidates should be nominated for the office of third vice president. The slate will be completed and presented to the Board at the annual board meeting. Additional nominations may be made from the floor at said meeting. The final list of nominees, together with a biographical sketch will be published in a Corporation publication prior to the annual member meeting.

## **SECTION 2. SPECIAL COMMITTEES:**

a. **Committees of Directors** may be designated by resolution adopted by a majority of the Board. Each committee shall consist of at least three (3) Directors and to the extent provided in said resolution shall have and exercise authority of the Board in the management of the Corporation. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed by law.

b. **Other Committees** not having and exercising authority of the Board in the management of the Corporation, may be designated by a resolution adopted by a majority decision of the Board. The Executive Committee member assigned supervisory responsibility for the committee shall recommend the committee's membership to the President who shall approve and make the appointment thereof.

**SECTION 3. TERM OF OFFICE:** The term of office for each member of a committee shall be for one (1) calendar year, or until a successor is appointed, or the Committee terminated.

**SECTION 4. EX-OFFICIO AND QUORUM:** The President shall be an ex-officio member of each committee except the Nominating Committee, and shall appoint a chairperson for each committee, except the Nominating Committee, which shall select its own chairperson. All appointments shall be submitted to the Board for approval. Vacancies on any committee may be filled by appointment in the same manner as provided in the original appointment, unless otherwise provided in the resolution of the Board, a majority of the whole committee shall constitute a quorum.

## **ARTICLE XI - ENDOWMENT AND INVESTMENT COMMITTEE**

**SECTION 1. NAME** The name of the committee will be the Endowment and Investment Committee.

**SECTION 2. PURPOSE** The purpose of the committee shall be to receive, hold, invest, administer any property, real, personal, or mixed, which is given, bequeathed, or devised to any fund hereby established, or any endowment funds turned over to said committee. The Committee will apply and distribute only the earned income pursuant to the terms of this Article. The committee shall serve as repository for all life membership fees, memorials, tributes, bequests, endowments, gifts, special and similar funds.

**SECTION 3. MEMBERSHIP** The trustees of the committee shall consist of seven (7) members of the Corporation in good standing, nominated by the President, subject to the approval of the Board. The trustees shall elect their own Chairperson, Vice Chairperson and Secretary/Treasurer. The Trustees are responsible for administering the funds according to established policy approved by the Board.

**SECTION 4. TERMS OF MEMBERSHIP** The terms of office of each Trustee shall be for a period of three (3) years unless reappointed or until a replacement is appointed.

**SECTION 5. MEETINGS** The Trustees shall meet at least semi-annually, usually at the time of the Corporation board meetings. A majority vote is required for a decision. A quorum shall be four (4) members. Minutes of all meetings shall be written by the Secretary/Treasurer, and filed with the official records of the Corporation.

**SECTION 6. EXPENSES** The Committee may not incur any indebtedness or make any expenditures not provided in the approved budget, without the consent of the Board.

**SECTION 7. RESPONSIBILITIES OF THE COMMITTEE**

- a. The Committee shall report to the Board its program, activities, policies, and financial conditions of the funds entrusted to its care, management, and investment.
- b. Make special presentation of the needs of the Corporation to individuals of wealth, foundations, trusts, and others who might be interested in the purposes and objectives of said Corporation.
- c. Secure an annual audit and file same with the Treasurer of the Corporation.

**SECTION 8. INVESTMENT AUTHORITY**

- a. The committee is authorized to receive, buy, assign, or transfer securities, or other property belonging to, or registered in the name of the Corporation when such property has been transferred to the control of the committee, or was given to the Corporation with a specific use named by the donor or testator.
- b. The committee shall have the authority to authorize any two of its members to execute such papers, or documents, as may be necessary to affect the purchase, sale, assignment, or transfer of securities, or other property under control of the committee. Report of any and all transactions shall be submitted to the Committee and proper bond insurance shall be secured covering all authorized personnel involved with authority of investment.
- c. The committee is authorized to employ investment advisors if deemed necessary, or advisable. It may also have the right to invite consultation or advice of other persons.

## **SECTION 9. GIFTS TO THE FUND**

a. Any person (including by definition, corporation, or others) may give, bequeath, or devise to the Endowment & Investment Fund, and the Corporation may transfer to said fund any property, real or personal, or mixed and such property shall become part of the Endowment & Investment Fund. The President of the Corporation or any member of this committee shall be authorized to accept gifts to the Endowment & Investment Fund on behalf of the Corporation.

b. Any person who shall give, bequeath, or devise any property to the Endowment Fund may make such gifts subject to such conditions, restrictions, or limitations as to the use of the principal thereof, as the person may desire. A person may specify that a memorial be established in a name designated by the donor or testator; and such conditions, limitations, or restrictions shall be controlling on the committee, provided however, that such conditions, shall not be inconsistent with the aims, purposes and objectives of the Corporation as set forth in these bylaws, and shall not be inconsistent with or nullify the federal tax-exempt status of said Corporation.

## **SECTION 10. DISBURSEMENTS FROM ENDOWMENT AND INVESTMENT FUND**

a. At the discretion of the Board, said committee shall, at regular intervals, distribute to the Corporation the net income available for distribution.

b. Any gift to the fund shall be considered as principal. If such gift has no restrictions or limitations, then it shall be held by the committee, invested and reinvested with the income there from to be distributed to the Corporation as herein before provided.

c. The committee shall not be held responsible for the application of any funds distributed to the Corporation.

**SECTION 11. DISSOLUTION** In the event of dissolution of the Corporation, the assets of the Endowment and Investment Fund shall be prepared for transfer to a non-profit, tax-exempt organization to be designated. Transfer at appropriate time will be to one or more organizations that are organized and operated exclusively for scientific or educational purposes and are tax exempt from federal income tax under Section 501 (a) and 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provisions of any subsequent law.

**SECTION 12. COMPENSATION OF COMMITTEE** The Trustees of the committee shall not be entitled to compensation for their services to the committee.

**SECTION 13. AMENDMENTS** This article may be amended at any time by a further written resolution adopted by the Board of said Corporation. Such amendment may be for the purpose of adding to, revising, or clarifying any administrative procedures, duties, or powers of the Committee; but no amendment shall have the effect of terminating or defeating in any way the conditions, restrictions, or limitations placed on any gifts to this fund by any donor or testator.



## **ARTICLE XII - GARDENING ADVANCEMENT FUND**

**SECTION 1. NAME:** The name of this fund shall be the Gardening Advancement Fund.

**SECTION 2. PURPOSE:** The purpose of this fund is to create a permanent money trust, the clubs earning from which will be used for the advancement of gardening, and gardening education. This should include projects that will develop excellence in gardening, increase the number and effectiveness of member affiliated with the Corporation, and/or cause acceleration of youth gardening programs.

**SECTION 3. MANAGEMENT:** All resources of the fund shall be controlled and administered by the Endowment and Investment Committee and shall be subject to all the provisions of Article XI of the Corporation bylaws.

**SECTION 4. DISBURSEMENT OF FUNDS:** The annual earnings of this fund shall be made available for the purpose specified above (Section 2). Distribution shall be made by the Board at their annual meeting, after giving due consideration to the recommendations of the Endowment and Investment Committee and the Executive Committee.

## **ARTICLE XIII - CONTRACTS, CHECKS, FUNDS, DEPOSITS AND PROPERTY**

**SECTION 1. CONTRACTS** The Board may authorize any officer(s), or agent(s), of the Corporation, in addition to the officers, so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation and such authority may be general or confined to specific instances.

**SECTION 2. CHECKS, DRAFTS, ETC.** All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer(s), or agent(s), of the Corporation and in such manner as shall be determined by resolution of the Board. In the absence of such determination of the Board, such instrument shall be signed by the Treasurer, and countersigned by the President, or a Vice President of the Corporation.

**SECTION 3. DEPOSITS:** All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

**SECTION 4. GIFTS:** The Board may accept, on behalf of the Corporation any contributions, gifts, bequests, or devise for the general purposes, or for any special purpose of the Corporation.

**SECTION 5. PROPERTY:** The Executive Committee shall act in behalf of the Board in the acquisition of property, or in the acceptance of gifts, should such action be necessary between Board Meetings.

**SECTION 6. DISSOLUTION:** In the event of the dissolution of the Corporation, any assets of the Corporation after satisfaction of all debts and claims against it shall be

distributed, transferred, and delivered as soon as practical to one or more organizations, that are organized, and operated exclusively for scientific or educational purposes, and exempt from federal income tax under 501(a) and 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provisions of any subsequent revenue law.

#### **ARTICLE XIV - FINANCE, ACCOUNTING AND RECORDS**

**SECTION 1. FISCAL YEAR:** The fiscal year of the Corporation shall be the calendar year.

**SECTION 2. ANNUAL BUDGET:** At the annual board meeting, the Board shall adopt a budget and therein make appropriations for the next fiscal year. The budget shall specify the purpose of each appropriation and shall include a statement of the estimated revenue for the fiscal year and the sources thereof.

**SECTION 3. DISBURSEMENTS:** All disbursements shall be made solely by check which will show the payee, the terms of service rendered or material purchased and the amount of payment. Any disbursement in excess of the gross amount of the annual budget shall be made only upon the approval of the Board.

**SECTION 4. FINANCES:** An annual examination of the financial records of the Corporation of a type to be determined by the Board shall be conducted by an independent accounting firm. Funds for such shall be included in the annual budget.

**SECTION 5. BOOKS AND RECORDS:** The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board and Committees having any authority of the Board. It shall keep at the registered or principal office, a record giving the names of each affiliated club and the names and addresses of the officers thereof. All books and records of the Corporation may be inspected by any member, his/her attorney or agent for any proper purpose at any reasonable time.

#### **ARTICLE XV - REVENUE**

**SECTION 1. ANNUAL DUES:**

a. Each affiliated club under each division of the Corporation will pay annually regular dues to the Corporation for each of its members with the exception of Life members. These annual dues are due on the first day of January and shall be paid within thirty (30) days thereafter. Clubs shall pay not less than one-half (1/2) the annual dues for new members enrolled after July 1.

b. Family Membership, with the exception of the amount due, will be due under the same rules as regular members.

c. Life Memberships are due and payable only once during the life of the member.

d. Member-at-Large dues are due on the anniversary date of the member's enrollment and shall be paid within thirty (30) days thereafter.

## **SECTION 2. SETTING OF DUES AND DEFAULT:**

a. The amount of the dues for all categories of membership shall be recommended by the Board, approved by a vote of the membership and properly recorded in the Standing Rules of the Corporation.

b. When any member or club is in default in payment of dues for a period of sixty (60) days, the membership shall be terminated or suspended by the Executive committee.

## **ARTICLE XVI - OFFICIAL PUBLICATIONS**

The Board may publish or cause to be published under its supervision and control an official magazine, newsletter, educational material and direct mail pieces. The editor and/or publisher of such publications shall be appointed by the Board for a term to be set by the Board, renewable at the option of the Board. The editor and/or publisher shall be responsible for all textual material and shall recommend an annual budget to the Finance Committee sixty (60) days before the annual meeting of the Board. The editor and/or publisher shall also serve as the Corporations coordinator with any advertising representative and the printer.

## **ARTICLE XVII - USE OF NAMES AND EMBLEMS**

**SECTION 1. EMBLEMS:** Any active member shall be entitled to wear the emblems and/or any other insignia as may be adopted by the Board.

**SECTION 2. RESTRICTIONS ON USE:** The names, emblems, and/or insignia of the Corporation shall not be used as a trade name or trademark in connection with any organization or enterprise whatever, other than this Corporation. They shall be used only for purposes specifically authorized by the Board.

## **ARTICLE XVIII - REGIONS**

**SECTION 1. ORGANIZATION:** Regions shall consist of a minimum of at least thirty (30) members in at least three (3) affiliated clubs.

**SECTION 2. MEMBERSHIP:** Each affiliated club, each of its members and each member-at-large shall be members of the region in which they are located. Members or clubs in areas not yet organized may be assigned to an adjacent region by the Board until such areas qualify to organize a region (Section 1).

**SECTION 3. CHARTER:** Each region shall be formally chartered by the Corporation.

**SECTION 4. BYLAWS:** Each region shall adopt and amend its own bylaws, using the Corporations bylaws as a guide. Nothing in the region bylaws shall conflict with the Articles of Incorporation, the bylaws of the Corporation, or with the charter given to the Region.

**SECTION 5. CORPORATE DIRECTORS:** Each club in good standing may nominate and elect one Director according to the procedures in Article VIII of these bylaws. Each

region, each club and the Directors shall assist in carrying out the program of the Corporation.

#### **ARTICLE XIX - INCORPORATED BODIES**

An affiliated club or region, after receiving its charter, may incorporate, subject to the approval of the Board, by the name designated in its charter. Such club shall agree that it will, as an incorporated body, abide by the bylaws of this Corporation currently in force.

#### **ARTICLE XX - SEAL**

The Board shall provide a Corporate Seal which shall be in the form of a circle, and shall have inscribed thereon the name of the Corporation and the words, "Corporate Seal, Illinois".

#### **ARTICLE XXI - WAIVER OF NOTICE**

Whenever any notice is required to be given under the provision of the General Not for Profit Corporation Act of Illinois, or under the provisions of the Articles of Incorporation, or the bylaws of the Corporation, a waiver thereof in writing signed by the person, or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### **ARTICLE XXII - AMENDMENTS TO BYLAWS**

Except as herein otherwise provided, these bylaws may be amended, and approved for submission to the membership by an affirmative vote of a 2/3 majority of the Board present at any regular or special meeting provided that at least ten (10) days prior, written notice be given to the Board of such intention. Any such bylaw action approved by the Board must be submitted to the vote of the membership, according to procedures set down in Standing Rules of the Corporation. (Note: Portion underlined is the area that has been changed.)

#### **ARTICLE XXIII - INDEMNIFICATIONS**

Each member of the Board of the Corporation shall be indemnified by the Corporation against the expenses reasonably incurred by him/her, and/or damages imposed upon him/her in connection with the defense of or as the result of any action taken or omission of action allowed, or alleged to have been taken, by him/her as a member of the Board of the Corporation if done in good faith, in a manner reasonably believed to be in or not opposed to the best interest of the Corporation and with which there was no reasonable cause to believe the same to be unlawful. The Corporation shall not indemnify him/her for any such action or omission of action as to which he/she may be liable by reason of willful misconduct or gross negligence in the performance of his/her duties as a member of the Board or officer of the Corporation.

## **ARTICLE XXIV - PARLIAMENTARY AUTHORITY**

The latest revised issue of "Robert's Rules of Order" shall be the parliamentary authority for any measure not specifically covered in the bylaws of the Corporation.

### **REVISIONS:**

10/6/93:

1/20/93: Addition of to both names in Article I, page 1; Article V, page 1

1/19/94: Grammatical corrections made and indicated in bold print. Changes made per proposed revisions/amendments as voted on by ballot prior to Convention in Jackson, MS.

5/23/94: By-laws changed to one word

6/26/96: Changes made according to membership vote in 1994.

Article VIII, Section 1

Article VIII, Section 4

Article XVIII, Section 1

Article XXII Amendment

8/2/97: Changes made according to membership vote by ballot in 1997, Spokane, WA.

Article VIII, Section 1

Article XVIII, Section 1

7/99: Changes made according to membership vote by ballot in 1999, Green Bay, WI.

Article IX, Section 2

Article X, Section 1.d

11/99: Deleted "Inc." on Corporation names. Adopted "official" font for Corporation names on official documents.

1/01: Format Updated

6/08: Change in Article VIII – Board of Directors – Paragraph #4

7/10: Change in Article X – Committees; Delete Region Council Committee from list of Standing Committees in Section I.

7/10: Change in Article VIII – Board of Directors – Paragraph #1; Replace Region Council Committee with words National Office.

7/10: Change in Article VIII – Board of Directors – Paragraph #3; Delete the second sentence. This is repetitive of paragraph 1 and is unnecessary.

7/10: Change in Article XVIII – Corporate Director; Replace Region Council Committee with words National Office.

10/14: Change in Article VII – Meeting of Members – Item 5. Quorum; A quorum for any annual member meeting shall consist of all the members present; and at least (12) members at any special meeting. Any member present and in good standing shall be eligible to vote.

6/15: Change in Article VIII – Board of Directors – Paragraphs #1; 3; 6; 8 giving each club the opportunity to elect their own Director (representative) to National for a two year term if they so wish to do so and thus removing the National Regional Directors for that Region.

6/15: Change to Article XVIII – Regions – Section 5. Stating above change in Regions.

7/16: Change to Section 4 of Article VIII – Terms of office; criteria for board and member meetings.