

BYLAWS OF  
CONSERVATION PLAINFIELD

**ARTICLE I – NAME AND PURPOSE**

*Section 1 – Name:* The name of the organization shall be Conservation Plainfield. It shall be a nonprofit organization incorporated under the laws of the State of Illinois.

*Section 2 – Purpose:* Conservation Plainfield is organized exclusively for charitable and educational purposes. The purpose of the corporation is:

To support non-partisan educational programs and activities with the following mission:

- ❖ to raise awareness of ecological issues in the Plainfield area;
- ❖ to increase public appreciation of the environment; and
- ❖ to be pro-active in planning for a sustainable future

**ARTICLE II – MEMBERSHIP**

*Section 1 – Eligibility for membership:* Application for voting membership shall be open to any current resident, property owner, business operator, or employee within the State of Illinois who supports the purpose statement in Article I, Section 2. Membership is granted after completion and receipt of a membership application and annual dues.

*Section 2 – Annual dues:* The amount required for annual dues shall be as established annually by the Board of Directors. Continued membership is contingent upon being up-to-date on membership dues.

*Section 3 – Rights of members:* Each member shall be eligible to appoint one voting representative to cast the member's vote in corporate elections. Members are also eligible to be elected to the Board of Directors, to serve as an officer, and/or to serve on a committee.

*Section 4 – Termination:* A member can have their membership terminated for cause by a majority vote of the membership. An example of cause would be failure of a member to comply with the conflict of interest policy set forth in Article VIII below.

*Section 5 – Non-voting membership:* The Board shall have the authority to establish and define non-voting categories of membership.

**ARTICLE III – MEETINGS OF MEMBERS**

*Section 1 – Regular meetings:* Regular meetings of the members shall be held not less frequently than quarterly, and shall be held at a time and place designated by the President.

*Section 2 – Annual and semi-annual meetings:* An annual meeting of the general membership shall take place in the month of April. The specific date, time and location of the meeting will be designated by the President. At the annual meeting, the membership shall elect directors and officers, receive reports on the activities of the corporation, establish a

proposed budget, and determine the direction of the corporation for the coming fiscal year. A semi-annual general membership meeting will be held in October to advance plans for programs and activities for the coming calendar year and to provide a scheduled opportunity for a review of the bylaws. (Note: amendments to the bylaws may be made pursuant to Article XI, below, and are not required to be considered only at the semi-annual October general membership meeting.)

*Section 3 – Special meetings:* Special meetings may be called by the President, the Executive Committee, or a simple majority of the Board of Directors. A petition signed by five percent of voting members may also call a special meeting.

*Section 4 – Notice of meetings:* Notice of meetings shall be provided to each voting member not less than three days prior to each meeting. Notice may be provided electronically via e-mail.

*Section 5 – Quorum:* The members present at any properly announced meeting shall constitute a quorum.

*Section 6 – Voting:* All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place, with the exception of a vote to dissolve the corporation, as set forth in Article X, below. Formal actions must be based on a motion made and seconded by a voting member. Voting shall be conducted by voice vote.

#### **ARTICLE IV – BOARD OF DIRECTORS**

*Section 1 – Board role, size and compensation:* The Board of Directors is responsible for the overall policy and direction of the corporation and delegates responsibility of day-to-day operations to the members and committees. The Board may consist of not less than nine (9) but not more than fifteen (15) directors. In addition, no more than two (2) employees or representatives of any single government entity shall serve as directors at the same time. Members of the Board of Directors receive no compensation other than for reasonable expenses.

*Section 2 – Terms:* All directors shall serve three-year terms and are eligible for re-election.

*Section 3 – Meetings and notice:* The Board of Directors shall meet at least quarterly, at an agreed-upon time and place. Notice of the Board meeting shall be provided not less than three days prior to the meeting. Electronic (i.e., e-mail) communication is an acceptable form of notice.

*Section 4 – Board elections:* New directors and current directors shall be elected or re-elected by the voting members at the annual meeting. Directors will be elected by a simple majority of members present at the annual meeting. All members in good standing (with membership applications on file and dues paid) are eligible for nomination as a Director. Directors who are elected will assume their position at the first meeting of the new fiscal year following their election.

*Section 5 – Quorum:* A quorum of at least thirty (30) percent of the Board of Directors must be present for business transactions to take place and motions to pass.

*Section 6 – Officers and duties:* There shall be four officers of the Board of Directors, consisting of a President, Vice President, Secretary and Treasurer. Their duties are as follows:

- i. The President shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice President, Secretary, Treasurer. The President shall also have the authority to enter into contracts and sign other documents, reports and filings as authorized by the Board of Directors or Executive Committee and as may be required to carry out the day-to-day operation of the corporation.
- ii. The Vice President shall chair committees on special subjects as designated by the Board.
- iii. The secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, preparing the agenda, and distributing copies of the agenda and minutes to each Board member, and assuring that corporate records are maintained.
- iv. The treasurer shall make a report at each Board of Directors meeting summarizing the revenues and expenses received/expended to date in the current fiscal year and the financial position of the corporation as of that date. The treasurer shall be a member of the Finance Committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public. The Treasurer shall also maintain the check register and is authorized to make deposits but is not authorized to sign checks individually without the written consent/direction of the President.

Officers shall be nominated and elected from the Board of Directors annually. Officers will serve a term of one year and may be re-elected to the same office or a different office; however, directors may not hold the same office for more than two (2) concurrent years. Officers may resign their office while retaining their position as directors. Such resignation must be tendered in writing to the Secretary. In the case of an officer vacancy, the Board of Directors will call for nominations from among the directors and will elect a replacement at the next Board of Directors meeting.

*Section 7 – Vacancies:* When a vacancy on the Board of Directors exists mid-term, the Secretary may receive nominations from present directors for new members to assume the vacant Director position. These nominations shall be sent out to directors in advance of the Board of Directors meeting with the required meeting notice, to be voted upon at the next Board of Directors meeting. These vacancies will be filled only to the end of the particular Board member's term. Unless the Director's resignation would reduce the number of directors to fewer than the minimum number of nine (9) directors, it is not necessary but is optional whether nominations are sought to fill the Director vacancy. If a member desires to be nominated, the Board of Directors shall call for a vote on the nomination.

*Section 8 – Resignation, termination and absences:* Resignation from the Board of Directors must be in writing and received by the Secretary. A Board member shall be terminated from the Board of Directors due to excessive unexcused absences. A Director may be removed for other reasons of cause by a three-fourths vote of the remaining Directors. An example of cause would be failure of a member to comply with the conflict of interest policy set forth in Article VIII below.

*Section 9 – Special meetings:* Special meetings of the Board of Directors shall be called upon the request of the President, or one-third of the Board of Directors. Notices of special meetings shall be sent out by the Secretary not less than three days prior to the meeting. Electronic (i.e., e-mail) communication is an acceptable form of notice.

*Section 10 – Voting procedures:* All business transactions and motions require approval by the Board of Trustees. Motions must be made and seconded before being put to a vote. Votes will be conducted by voice vote unless a roll-call vote is requested by one of the directors. In this case, if the simple majority of directors approves, a roll-call vote will be held. If the request for roll-call vote fails, a voice vote will be held. Unless noted otherwise in these bylaws, formal actions of the Board of Directors requires a simple majority. The President shall not cast a vote unless the initial voting of the directors results in a tie. Only then shall the President (or acting President) vote.

## **ARTICLE V – COMMITTEES**

*Section 1 – Committee Formation:* The Board of Directors may create committees as needed, such as membership, public relations, and fundraising. Three committees are hereby established:

*Section 2 – Executive Committee:* The four officers (President, Vice President, Secretary, and Treasurer) serve as members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full Board of Directors.

*Section 3 – Finance Committee:* The Treasurer is a member of the Finance Committee. The Finance Committee shall include three other Board members (Directors). The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with other Board members and members of the corporation. The Board must approve the budget, and all expenditures must be within budget. Any major change in the budget must be approved by the Board of Directors.

*Section 4 – Membership Committee:* The Membership Committee shall be responsible for maintaining the official roster of the corporation's members. The Membership Committee shall work with the Secretary and Treasurer to identify the membership status of existing and new members. The Membership Committee shall provide welcome information to new members and shall also provide membership renewal information to existing members. The Membership Committee shall also be responsible for maintaining the official roster of those members who are officers and directors and on which committees the officers, directors, and members serve. This information shall also include the term and expiration of the directors, officers and committee members.

## **ARTICLE VI – FISCAL YEAR AND POLICIES**

*Section 1 – Fiscal year:* The corporation shall operate on a fiscal year that begins on July 1 and ends on June 30 of the subsequent year.

*Section 2 – Basis of Accounting:* The corporation shall utilize the cash basis of accounting.

*Section 3 – Financial oversight:* Financial oversight shall be the responsibility of the Finance Committee. The Finance Committee shall review the corporation's books at least quarterly and shall report to on the corporation's finances at the annual and semi-annual general membership meetings. The Finance Committee may engage the services of a certified public accountant or other financial professional. However, a financial audit is not a required component of the corporation's financial oversight. Separately, the corporation shall maintain an "open book" policy with respect to its finances and all members have the right to request a review of the financial condition and the nature of the revenues and expenses of the corporation at any time.

## **ARTICLE VII – UNITY OF MISSION AND ORGANIZATION**

*Section 1 – Unity of mission:* In the best interest of Conservation Plainfield, and for the maximization of public awareness and continuity, all cooperative ventures in which the corporation participates as a program or activity of the corporation shall be identified as a venture of Conservation Plainfield with the website: [www.conservationplainfield.com](http://www.conservationplainfield.com) . Examples include press releases, promotional materials, advertising, media inquiries, partner websites, and organizational event calendars.

## **ARTICLE VIII – CONFLICT OF INTEREST**

*Section 1 – Conflict of Interest:* At no time shall any officer, director or member, advance, promote or partner with another agency, corporation, business or individual in any arrangement that results in the possibility of financial gain to the officer, director, member, or any of their family members.

*Section 2 – Compensation:* No officer, director, or member of the corporation shall gain financially, either directly or indirectly, from his or her involvement with Conservation Plainfield. This prohibition includes the following:

- i. Conservation Plainfield shall not pay wages to its officers, directors, or members.
- ii. Conservation Plainfield officers, directors, or members shall not receive any additional compensation from their employers resulting from their participation in Conservation Plainfield or any of Conservation Plainfield's programs and events, including those co-organized with partner agencies such as the Village of Plainfield, Plainfield Public Library District, Plainfield Park District, Plainfield Community Consolidated School District 202, and Plainfield Township.

Notwithstanding the foregoing, officers, directors and members of Conservation Plainfield shall be entitled to receive customary per diem stipends and honoraria for their participation in speaking and lecturing events. Officers, directors and members shall also be entitled to reimbursement for legitimate expenses incurred in fulfillment of Conservation Plainfield's stated purpose.

## ARTICLE IX – INDEMNIFICATION OF OFFICERS, DIRECTORS AND MEMBERS

*Section 1 – Indemnification of Officers, Directors, and Members:* The corporation shall indemnify any officer, director or member or former officer, director or member, his or her heirs, administrators, and assigns, for expenses and costs (including attorney’s fees), actually and necessarily incurred by him or her in connection with any claim or charge asserted against him or her by action in court or otherwise, by reason of his or her being or having been such officer, director or member, except in relation to matters as to which he or she shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought. Any indemnification hereunder shall be against liability incurred for acts committed prior as well as subsequent to adoption of these bylaws, and whether in office or not at the time the expense is incurred; provided, however, that the corporation shall not be liable for any indemnification hereunder of any kind or character unless said director, officer or member shall have first given said corporation timely notice of any such claim, charge or suit and provided an opportunity for the corporation to cure any such liability.

## ARTICLE X – DISSOLUTION

*Section 1 – Initiation of dissolution:* These bylaws provide for the authority and process for the corporation to be wound down. In order to initiate the dissolution of the corporation, a two-thirds majority vote of all voting members (not merely all members present) shall affirm a motion to dissolve the corporation.

*Section 2 – Disposition of Assets:* If, after the full satisfaction of any liabilities that were reasonably accrued in fulfillment of the purpose statement articulated in Article I, Section 2 above, there remain assets of the corporation, these assets shall be disposed of as follows:

- i. The corporation shall donate the remaining assets to one or more charitable non-profit [i.e., 501(c)(3)] organizations. The specific organization(s) may be determined by a simple-majority vote of the Board of Directors.
- ii. Prior to conveying the assets, the receiving organization shall be required to present the corporation with a letter from the Internal Revenue Service, Exempt Organizations and Agreements. If the receiving organization is organized in the State of Illinois, the receiving organization shall also be required to present the corporation with a certificate of good standing from the Illinois Secretary of State’s Office, Department of Business Services and a letter of good standing from the Office of the Illinois Attorney General, Charitable Trust Bureau. The aforesaid certificate and letter of good standing shall be dated not more than 90 days prior to the date the assets are to be conveyed from the corporation to the receiving organization.
- iii. The corporation shall not impose any specific requirements or limitations on the use of the assets following conveyance, other than that the funds and assets are to be used to further the receiving organization’s stated purpose. However, the corporation would request that the receiving organization use its best efforts to utilize the assets in a manner that would be fulfill the corporation’s own purpose as set forth in Article I, Section 2, above.

**ARTICLE XI - AMENDMENTS**

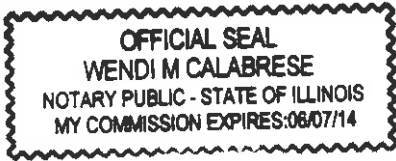
*Section 1 – Amendments:* These bylaws may be amended when necessary by two-thirds majority of the board of directors. Proposed amendments shall be submitted to the Secretary and provided to the Board of Directors concurrent with the notice of the meeting.

**CERTIFICATION**

These bylaws, as amended, were approved at a meeting of the Board of Directors by a two-thirds majority vote on October 19, 2011.

  
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President

11-22-11  
Date



*Wendi M Calabrese*  
*11/22/11*

ARTICLE XI - AMENDMENTS

Section 1 - Amendments: These bylaws may be amended when necessary by two-thirds majority of the board of directors. Proposed amendments shall be submitted to the Secretary and provided to the Board of Directors concurrent with the notice of the meeting.

CERTIFICATION

These bylaws, as amended, were approved at a meeting of the Board of Directors by a two-thirds majority vote on September 10, 2009.

Secretary *Julie A. Draper*

Date *September 15, 2009*

*Subscribed and sworn before  
me this 15<sup>th</sup> day of September, 2009  
Michelle Ghossein*

