

# **GREAT LAKES IRISH WOLFHOUND ASSOCIATION**

## **By-Laws**

### **Article I:**

#### **Name of Association**

The name of this association shall be Great Lakes Irish Wolfhound Association (the "Association").

### **Article II:**

#### **Purposes and Objectives**

The purpose of the Association shall be to promote and protect the welfare of the breed of dog known as the Irish wolfhound; and to foster and perpetuate an interest in and knowledge of the Irish Wolfhound among the general public and especially among the residents of the northern Midwest United States.

The objectives of this Association shall be:

1. To create, publish and distribute such newsletters, brochures, and other printed material, which will serve to promote the Association's purposes.
- 2: To develop, coordinate, sponsor, and participate in programs which will serve to lawfully rescue Irish Wolfhounds and Irish Wolfhound cross-breeds from abusive or dangerous living conditions; and which will assist in the placement of Irish Wolfhounds and Irish Wolfhound cross-breeds in living situations that will provide physical and emotional support adequate for the needs of each dog.
- 3: To develop, coordinate, sponsor, and participate in programs, including but not limited to competitions, displays, demonstrations, and educational programs such as lectures and seminars, which will bring to the public awareness and knowledge of the Irish wolfhound as a companion animal.
- 4: To cooperate with other associations and organizations to promote and foster among the general public an awareness of, appreciation for, and humane treatment of all companion animals, especially the Irish Wolfhound.

### **Article III: Membership**

Section 1: Membership in the Association shall be open to any person who possesses a sincere interest in the welfare of the Irish wolfhound as a breed of dog. There shall be no discrimination on the basis of race, color, religion, creed, national origin, sex, age or ownership of an Irish Wolfhound in determining qualifications for membership or

holding office in the Association or participation in any of its activities, except as specifically limited by these By-Laws.

Section 2: There shall be five (5) classes of membership in this Association:

(a) Individual Members: A person shall be accepted as an Individual Member upon receipt of a properly completed membership enrollment with required fees and dues.

(b) Junior Members: A person who has not attained the age of eighteen (18) years, shall be accepted as a Junior Member upon receipt of a properly completed membership enrollment with required fees and dues; provided that no person under the age of eighteen (18) years shall be accepted without permission of the applicant's parent or legal guardian. Junior Members, except for voting, shall have all of the rights, privileges, and responsibilities of Individual

Members and Family Members, all of which shall be exercised in a manner appropriate with the Junior Member's age,

as determined by the Board of Directors. Junior Members shall not be entitled to vote on any matter.

(c) Family Members Membership: Persons who reside together as a family unit, and in same domicile, shall be accepted upon receipt of a properly completed family membership enrollment with required fees and dues. Each Family Member who has attained the age of eighteen (18) years shall have all of the rights, privileges, and responsibilities of Individual Members.

(d) Honorary Members: In recognition of extraordinary or outstanding service to the Association, profound love of and appreciation for the Irish Wolfhound breed, or for any other reason deemed appropriate by the Board of Directors, a person may be appointed to Honorary Membership by unanimous vote of the Board of Directors present at any meeting thereof, or by a vote of three fourths (3/4) of the Members present at any meeting of the Members of the Association.

(e) Members Emeritus: In recognition of long-term loyal service to this Association, a person may be appointed a Member Emeritus by unanimous vote of the Board of Directors present at any meeting thereof, or by a vote of three-fourths (3/4) of the Members present at any meeting of the Members of the Association. Members Emeritus shall enjoy all of the rights, privileges, and responsibilities of an Individual Member.

(f) When the term Member or Members is used herein such term shall mean any Individual Member(s), Junior Member(s), Family Member(s), Honorary Member(s), Member(s) Emeritus or collectively or individually all or any of the Association's Members as dictated by the text.

Section 3: Dues and Fees. Membership dues and fees shall be set from time to time by the Board of Directors.

Section 4: General Rights, Privileges, and Responsibilities. Except as specifically limited by these By-Laws or by action by the

Board of Directors each member shall enjoy the following rights, privileges, and responsibilities

(a) The right to participate in any activity of the Association, subject to specific regulations and limitations adopted by the Association, by action of the Board of Directors or By-Laws, for any given activity.

(b) The right to receive without additional fee any periodic and official publication of the Association.

(c) The right to attend all meetings of the Members, to speak to any issue addressed at such meeting, to cast one (1) vote on each issue submitted to a vote of the Members, and to assign one (1) proxy vote on each issue submitted to a vote of the Members in the event that the Member cannot personally attend such meeting.

(d) The privilege of attending any meeting of the Board of Directors, subject to space limitations; and speaking to any issue addressed at such meeting, subject to procedural rules of the Board; provided that no Member who is not a Member of the Board shall vote on any issue before the Board.

(e) The responsibility to pay in a timely manner all dues and fees assessed by the Board of Directors.

(f) The responsibility for acting in a humane and ethical manner toward all animals under the Member's control; and to maintain an awareness of the unique needs of any Irish Wolfhound under the Member's control.

Section 5: Limitations and Modifications. Rights, Privileges, and Responsibilities of Members shall be limited and modified as follows:

(a) Junior Members shall not serve as Officers or Directors of this Association.

(b) Honorary Members shall pay no dues, shall enjoy no voting rights of any sort in this Association, and shall not serve as Officers or Directors of this Association; provided that any Honorary Member may assume all of the rights, privileges, and responsibilities of an Individual Member upon payment of appropriate dues and fees.

(c) Members Emeritus shall not be required to pay annual dues.

(d) Family Members shall receive one (1) copy per family of any periodic and official publication of the Association. Section 6: Termination of Membership. Membership in this Association may be terminated as follows:

(a) Any Member in good standing not indebted to the Association may resign in, writing, his or her Membership at will; and said resignation shall be accepted and recorded by the Secretary of the Association upon receipt; provided that no refund of annual dues or fees shall be made upon such resignation.

(b) Any Member whose membership dues or owed fees shall remain unpaid thirty (30) days after the expiration of Membership or the due date of the fees shall be notified one time of her or his delinquency by the Secretary of the Association.

(b) If the outstanding dues or fees remain unpaid thirty (30) days after the date of notice by the Secretary said membership shall terminate without further action. Subsequent to such termination, any member may together with full payment of the outstanding dues and/or past due fees petition the Board of Directors for membership reinstatement. The Board of Directors may in its discretion accept or reject a petition for reinstatement. Late payment of membership dues and/or owed fees after termination of membership shall be deemed a petition for membership reinstatement.

(c) Any Member who shall be convicted in a court of competent jurisdiction of any crime of violence shall be expelled from membership upon verification by the Association of such conviction. Any Member who shall be convicted in a court of competent jurisdiction of any crime involving abuse of or cruelty to animals, including but not limited to unlawful hunting or poaching, shall be expelled from membership upon verification by this Association of such conviction.

(d) Violation of the By-Laws of the Association

(e) Conduct detrimental to the welfare of the Irish wolfhound as a breed, or to any individual animal.

(f) Dishonoring of any valid contract pertaining to the acquisition, care or keeping of an Irish Wolfhound.

(g) Any other good and just reason, including but not limited to repeated, blatant or malicious conduct that would be detrimental to the interests of the Association or which would bring the Association into disrepute.

Written charges, signed by the accuser, shall be preferred and presented to the Board of Directors, and a copy thereof shall be furnished to the accused Member. If, upon investigation, the Board determines, there is probable cause, a full and impartial hearing shall be held pursuant to timely notification to the accused ~~on~~ of said charges, at which hearing the accused Member may be present and have counsel. The accused shall have the right to present evidence on her or his behalf at the hearing. The vote on expulsion

and all deliberations of the Board of Directors with respect thereto shall be secret. If a majority of the Board unanimously finds the accused Member is guilty of the charges by a preponderance of the evidence

#### **Article IV:**

##### **Meeting of Members**

Section 1: Annual Meeting. An Annual Meeting of the Members, for the purpose of electing Officers and Directors, and for conducting any other business requiring a vote of the Members, shall be held during the month of February of each year at such time and place as shall be determined by the Board of Directors. Notice of the date, time and place of the Annual Meeting shall be published in the January/February issue of the Association newsletter; which shall serve as sole official notice to the Members. In the event that no January/February issue of the newsletter is published in any year, an alternate form of written notice shall be transmitted to each Member no later than thirty (30) days prior to the Annual Meeting, in the manner prescribed in Section 6 ("Method of Notice") of this Article.

Section 2: Regular Meetings: Regularly scheduled meetings of the Members, for the purpose of carrying out the ordinary activities of the Association, may be held as deemed appropriate by the Board of Directors. No business requiring a vote of the Members shall be conducted at Regular Board Meetings. Publication of the meeting schedule in the Association newsletter shall serve as sole notice to the Members of such meetings.

Section 3: Special Meetings. Meetings for the purpose of conducting business requiring a vote of the Members, other than the election of Officers and Directors, may be called by the Association President, a majority of the Board of Directors, or not less than one-fourth (1/4) of the Members. A Special Meeting may be held in conjunction with or in place of any Regular Meeting.

Section 4: Place of Meeting. The Board of Directors may designate any place within the State of Illinois as the place of any Annual or Special Meeting. If no specific designation is made, the meeting shall take place at the registered offices of the Association; provided that if all Members shall meet at any time or place and consent to the holding of a Special Meeting, such meeting shall be valid without call or notice, and at such meeting any corporate business other than the election of Officers and Directors may be conducted.

Section 5: Written notice of any Meeting of Members shall be provided to each Member entitled to vote at such meeting, not less than thirty (30) days prior to such meeting, by or at the direction of the Association President, Secretary, Officers, or persons calling said meeting. Such notice shall state the date, place and time of the meeting, and shall state the purpose for which the meeting is called.

Section 6: Method of Notice. Publication in the Association newsletter of any meeting shall constitute official proper notice; provided that the issue of the newsletter in which

the notice is published is mailed to the Members not less than thirty (30) days prior to the meeting. Notice may also be made via U.S. Mail, via "electronic mail", by facsimile ("fax"), or by personal delivery. If mailed, notice shall be deemed to be received when deposited in the United States mail, in a sealed envelope addressed and with sufficient postage thereon prepaid. If notice is by "electronic mail", notice shall be deemed to be received when the sender receives a message to the effect that "mail has been sent". Any Member who shall provide the Association with an "e-mail" address via such commercial or otherwise readily accessible "on-line information service" such as CompuServe, Prodigy, America Online, et cetera, shall be deemed to have accepted responsibility for timely and regular checking of incoming "e-mail". If notice is by fax, notice shall be deemed received the date of the transmission. If notice is by personal delivery, notice shall be deemed received the date of delivery to the address of the Member then listed in the Association's records.

Section 7: Quorum. Twenty-five (25) Members, or one-fourth (1/4) of the total Membership, whichever shall be the least, shall constitute a quorum at any meeting at which a vote of the Members is to be taken. Receipt at any time prior to the beginning of such meeting of a written and signed proxy statement by any Member entitled to vote shall constitute attendance at said meeting, and shall count toward the establishment of a quorum. If no quorum is present at any Annual or Special Meeting, a majority of the Members present may adjourn the meeting from time to time without further notice. No quorum shall be required for conducting any regular meeting of the Members, provided, however, a quorum shall be required for any meeting of the Members at which a vote of the Members is to be taken.

Section 8: Proxies. Any Member entitled to vote at any meeting at which a vote of the Members shall be taken shall be entitled to submit at any time prior to the beginning of such meeting, a written and signed Proxy Statement which when timely received shall serve as said Member's vote on every matter specifically addressed by said Proxy Statement; provided that any Member may withdraw his or her proxy by personally attending the meeting for which the proxy was submitted. All Proxy Statements must be in writing, signed by the Member, and must express the Member's specific vote on each issue addressed by said Proxy Statement. It shall be the duty of the Board of Directors to ensure, insofar as it is reasonably possible, that the Member's intentions are accurately included in the official tally of votes.

## **Article V**

### **Board of Directors**

Section 1: General Powers. The affairs of the Association shall be managed by its Board of Directors.

Section 2: Number, Tenure, and Qualifications. The number of Directors shall be five (5). Two (2) Directors shall be elected in

1994 for a term of two (2) years, and three (3) Directors shall be elected in 1994 for a term of one (1) year. Thereafter, Directors elected at the Annual Meeting to fill expiring Directorships shall serve for a term of two (2) years. Subject to Section 3 of this Article V, each Director shall hold office for a term of two (2) years and until her or his successor is duly elected and qualified. Directors shall be Individual Members or Family Members who have attained the age of eighteen (18) and are in good standing

with the Association. Elected Officers shall be ex officio Directors, and shall have full voting Rights as Directors.

Section 3: Increase, Decrease in Number of Directors. The number of Directors may be increased or decreased by an affirmative vote of three-fourths ( $3/4$ ) of the total number of Members of the Board of Directors at any Regular or Special Meeting of the Board; or by a majority vote of the Members present at any Annual or Special Meeting of the Members; provided that the increased or decreased number of Directors shall be in multiples of two (2). In the event of a decrease in the number of Directors, each Director whose seat is eliminated shall serve until the end of the term to which he or she shall have been elected. In the event of an increase in the number of Directors, one-half ( $1/2$ ) of the newly established Directors shall be elected at the next Annual Meeting of the Members, for a term of one (1) year, and one-half of the newly established Directors shall be elected at the next Annual Meeting of the Members for a term of two (2) years. Thereafter, all Directors shall be elected as defined in Article V, Section 2 of these By-Laws.

Section 4: Regular Meetings. A Regular Meeting of the Board of Directors shall be held, without other notice than this By-Law, immediately following and in the same place as the Annual Meeting of the Members. A Regular Meeting of the Board of Directors shall be held in the months of May, August, and November of each year on such day of the month and at such time and place, as the Board shall determine. Notice of time and date of such meetings shall be provided by the Association Secretary to the Officers, Directors and Committee Coordinators, and Members no later than fourteen (14) days prior to said meeting. The Board of Directors may provide by resolution for the holding of additional Regular Meetings of the Board; provided that notice of the place, date and time of such meetings be mailed by the Secretary to the Officers, Directors, and Committee Coordinators, and Members no later than seven (7) days prior to such meetings. Members shall be given notice of Regular Meetings and Special Meetings of the Board of Directors. Such notice to Members shall be in accordance with the time limits set forth in Article V, Sections 4 and 6, and the methods of notice set forth in Article V, Sections 4 and 7.

Section 5: Special Meetings. Special Meetings of the Board of Directors may be called by or at the request of the Association President or a majority of the Directors {EXPLANATION: there are currently 5 directors of which 3 is a majority, however, the by-laws provide that the # of directors can increase or decrease and otherwise the # 3 might be required to be changed} The person or persons authorized to call Special Meetings of the Board of Directors may fix any place that is reasonably accessible by the Directors and Officers as the place of such meeting.

Section 6: Notice. Notice of any Special Meeting of the Board of Directors shall be provided no less than seven (7) days prior thereto. Any Director may waive notice of any meeting. Attendance of any Director at any meeting shall constitute waiver of notice of such meeting except where a Director attends such meeting for the sole and express purpose of objecting to the transacting of business because the meeting is not lawfully called or convened. The business to be transacted at any Special Meeting of the Board of Directors shall be specified in the Notice or Waiver of Notice notice or waiver of notice of such meeting.

Section 7: Method of Notice. Notice of any Special Meeting of the Board of Directors may be made via U.S. Mail, by "electronic mail", by facsimile ("fax") or by personal delivery. If mailed, such notice shall be deemed to be received when deposited in the U.S. Mail in a sealed envelope, addressed and with sufficient postage thereon prepaid. If made by "electronic mail", Notice shall be deemed to be received when the sender receives electronic notice that "mail has been sent". Any Officer or Director who shall provide the Association with an "e-mail" address via any commercial or readily accessible "on-line information service" such as CompuServe, Prodigy, America On Line, et cetera, shall be deemed to have accepted responsibility for examining and reading incoming "e-mail" in a timely and regular manner.

If notice is by fax, notice shall be deemed received the date of transmission. If notice is by personal delivery, notice shall be deemed received the date of delivery to the address of the Member then listed in the Association's records.

Section 8: Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; provided that if fewer than a majority is present, they may adjourn the meeting from time to time without further notice.

Section 9: Manner of Acting. The act of a majority of the Board of Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors except where otherwise provided by law or these By-Laws.

Section 10: Compensation. No Officer or Director of the Association shall receive any compensation whatever for his or her services; provided that any Member, Officer or Director may be reimbursed for expenses incurred in connection with the activities of the Association. The Association may employ such agents, employees, or representatives as may be necessary to carry out the objectives and purposes for which it was formed.

## **Article VI Officers**

Section 1: Officers. The Officers of the Association shall be the President, Vice-President, Secretary, and Treasurer.

Section 2: Qualifications. All Officers shall be Individual Members or Family Members who have attained the age of eighteen (18) and are in good standing with the Association.



Section 3: Election and Term of Office. Officers of the Association shall be elected by majority vote of the Members present at each Annual Meeting of the Members. Officers elected in 1994 shall hold Office for a term of two (2) years, and shall be eligible for re-election to one (1) term of one (1) year. Thereafter, each Officer shall hold Office for a term of one (1) year and until his or her successor shall have been duly elected and qualified.

Section 4: Removal. Any Officer or agent elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the Association would be served thereby; provided that such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5: Vacancies. A vacancy in any office or directorship due to death, resignation, removal, disqualification, or otherwise may be filled on a pro tempore basis by the Board of Directors. Officers and Directors so appointed shall serve until the next regular election for the office or directorship to which they were appointed and until a successor shall be duly elected and qualified.

Section 6: President. The President shall be the principle executive officer of the Association and shall in general supervise and control all of the business and affairs of the Association. She or he shall preside at all meetings of the Members and Board of Directors. She or he may sign, with the Secretary or any other officer of the Association authorized by the Board of Directors, any deeds, bonds, mortgages, contracts or other instruments that the Board of Directors shall have authorized to be executed, except where the executing thereof shall be expressly delegated by the Board of Directors or by statute to some other officer or agent of the Association; and in general shall perform all duties incident to the Office of President and such other duties as may from time to time be prescribed by the Board of Directors. The President, other officers, and other persons so designated by the Board of Directors may make purchases, pay obligations, incur debt, and otherwise enter into and perform contracts for goods and services as may be approved by the Board of Directors from time to time, provided, however, that all such actions must be in conformity with the purposes and objectives of the Association.

Section 7: Vice-President. In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President shall perform the duties of President; and when so acting, shall have all of the powers of and be subject to all restrictions upon the President. The Vice-President shall perform such duties as may from time to time be assigned by the President or the Board of Directors.

Section 8: Secretary. The Secretary shall keep the minutes of the meetings of the Members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law or statute; be custodian of the corporate records of the Association; keep a register of Members, which shall include each Member's name, postal address, and such other information as shall be deemed appropriate by the Board of Directors, and which shall be furnished to the Secretary by each Member; and in general shall perform

all duties incident to the Office of Secretary and such other duties as may from time to time be assigned by the President or the Board of Directors. The Secretary shall be ex-officio chair of the Membership Committee.

Section 9: Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association, receive and give receipts for monies due and payable to the Association from any source whatever, and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected by the Board of Directors, pay the Association's bills, and in general perform all duties incident to the Office of Treasurer and such other duties as may from time to time be assigned by the President or the Board of Directors.

## **Article VII**

### **Election of Officers and Directors**

Section 1: Nominations. A Nominating Committee shall be appointed at the Regular Meeting of the Board in August of each year. The Nominating Committee shall consist of a Nominating Committee Coordinator and not less than one (1) Member, all of whom shall Members, have attained the age of eighteen (18), and be in good standing with the Association. The Coordinator and the Member(s) on the Nominating Committee shall be appointed by the President and ratified by majority vote of the Board of Directors present at said meeting. The Nominating Committee shall transmit its nominations in the form of an Official Slate to the Board of Directors at the Regular Meeting of the Board in the month of November following.

Section 2: Notice. The Secretary shall prepare, and transmit to the Members, no later than thirty (30) days prior to the Annual Meeting of the Members, a list of all candidates for office and directorships comprising the Official Slate nominated by the Nominating Committee for election at said Annual Meeting. Publication in the January/February issue of the Association newsletter of the Official Slate of candidates shall constitute proper Notice of the Official Slate. In the event that no January/February Issue is published, an alternate form of notice may be transmitted in a manner consistent with the provisions of Article IV, Section 6 and Article V, Section 7 of these By-Laws.

Section 3: Nomination by Petition. Any ten percent (10%) of the Individual Members or Family Members eligible to vote at any Annual or Special Meeting of the Members may nominate in writing a candidate for any office or directorship. The Secretary shall provide each Member, along with the Official Notice of the Official Slate of Candidates, and at the Association's expense, one (1) copy of a standardized Nominating Petition Form for the Member's use. The Secretary shall provide any member with one (1) copy of a standardized Nominating Petition Form at any time upon such member's written request. No other format shall be used for nomination. Completed Petition Forms shall be filed with the Secretary of the Association not more than sixty (60) days and not less than ten (10) days prior to the first day of the Annual Meeting at which the nominees by Petition shall stand for election.

Section 4: Ballots. Whenever a Petition or Petitions for Nomination has been timely filed and found to be in proper order together with evidence that the ten percent (10%) requirement of Article VII, Section 3 has been met, { a contest for all such offices and directorships so identified shall be deemed to exist, and the Secretary shall cause Official Ballots to be printed. Each Official Ballot shall be so labeled and shall list the names of all candidates, in alphabetical order, for each office and directorship, beginning with the Office of President and ending with Board of Directors. No other ballot shall be used, and no "write-in" votes, defined as: "A vote for a candidate not on the Official Slate or Nominated by Petition" shall be counted.

Section 5: Proxies. Proxy Statements, as defined in Article IV, Section 8 of these By-Laws, shall be counted as though the Member submitting said Proxy Statement were in physical attendance at the Meeting of the Members at which an election shall take place.

Section 6: Election by Consensus. If no Nomination by Petition for any office or directorship shall be filed, the Secretary shall so advise the Members present at the Annual Meeting of the Members, and the person or persons whose nomination is unopposed shall be deemed elected.

Section 7: Lack of Candidate. In the event that no candidate for office or directorship shall be nominated the Board Directors shall, at its next Regular Meeting, fill such vacancy in a manner consistent with Article VI, Section 5 of these By-Laws.

### **Article VIII: Order of Business**

Section 1: Definition. The Order of Business at all Regular Meetings of the Board of Directors, and at all Annual and Special Meetings of the Members, shall be as follows; provided that the meeting body may by motion made, seconded, and carried by majority vote waive, suspend, or reschedule any element in said order of Business:

1: Call to Order and Roll Call

2: Reading of Minutes

3: Officer's Reports

(a) President

(b) Vice-President

(c) Secretary

(d) Treasurer

4: Committee Reports

(a) Permanent Committees

(b) Temporary Committees

5: Unfinished Business

6: New Business

7: Election or Appointment of Officers and Directors

8: Installation of Officers and Directors

9: Adjournment

Section 2: Roberts Rules of Order. In the event of procedural conflict in the conducting of business at any Meeting of the Board of Directors or any Annual or Special Meeting of the Members of the Association, "Robert's Rules of Order, Newly Revised" shall govern all deliberations unless specific exceptions shall be made in these By-Laws.

#### **Article IX: Committees**

Section 1: Establishment. The Board of Directors may establish by resolution such Board Committees the Board shall deem appropriate. Committees shall operate on terms and conditions established by the Board of Directors. Each Committee and each Committee member shall serve at the discretion of the Board of Directors. Committee Members must be Officers, Directors, Individual or Family Members over the age of eighteen (18) years and in good standing with the Association.

#### **Article X:**

##### **Contracts, Checks, Deposits, and Funds**

Section 1: Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of the Association, in addition to the Officers so authorized in these By-Laws, to enter into any contracts or to execute and deliver any instrument in the name of or on behalf of the Association, and such authorization may be general or confined to specific instances. No indebtedness shall be incurred and no payment of any kind shall be made except pursuant to resolution adopted by the Board of Directors.

Section 2: Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes of or for any special purpose of the Association.

## **Article XI: Fiscal Year**

The fiscal year of the Association shall begin on the first day of January of each year and shall end on the last day of December of each year.

## **Article XII: Waiver of Notice**

Whenever any notice whatever is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the Articles of Incorporation or the By-Laws of the Association, 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 XIII:**

### **Severability**

In the event that any Article or Section of these By-Laws shall be deemed null and void by any court of competent jurisdiction, or by statute or law, such nullification shall not be deemed to affect any other article or section not specifically nullified by statute, law, or court order.

## **Article XIV:**

### **Amendment of By-Laws**

Section 1: Resolution of Board of Directors. Any or all of these By-Laws, and any section thereof, may be altered, amended, or repealed, and new By-Laws adopted, by a three-fourths (3/4) majority of the Board of Directors present at any Regular Meeting or Special Meeting of the Board of Directors; and shall be ratified by a two-thirds majority of the Members present at the next Annual Meeting of the Members or at any Special Meeting of the Members called for the purpose of such ratification or for other business; provided that not less than ten (10) days written notice is given of intention to alter, amend, or repeal or adopt new By-Laws at such meeting of the Board of Directors, and Said notice shall be given in a manner consistent with these By-Laws; and shall be given together with the proposed amendment or new By-Law together with the portions of the By-Laws being amended or repealed.

Section 2: Composition. Each Committee shall consist of a Coordinator and not less than one (1) member, all of whom shall be Members, have attained the age of eighteen (18), and be in good standing with the Association. Each Committee Coordinator and Member(s) shall be appointed by the President and ratified by the Board of Directors. Committee Coordinators and Members shall serve at the discretion of the President and the Board of Directors.

Section 3: Committee Coordinators. Each Committee Coordinator shall chair all meetings of his or her Committee, and shall in general supervise and control the operations of his or her Committee, subject to any and all mandates, restrictions, and limitations defined by the Board of Directors in the resolution establishing the Committee. Each Committee Coordinator shall have the power to make unseconded motions concerning the operations of his or her Committee at any meeting of the Board of Directors. Each Committee Coordinator shall report in a timely manner to the President all matters pertaining to the operation of his or her Committee; and, if requested, shall submit a formal report in writing of all matters pertaining to the Committee.

Section 2: Petition and Resolution of the Members. Any or all of these By-Laws, and any section thereof, may be altered, amended, or repealed, and new By-Laws adopted, upon written petition signed by not less than one-fourth of the Members in good standing; and by resolution to grant such petition, of a two-thirds majority of the Members present at the next Annual Meeting of the Members or any Special Meeting of the Members called for the purpose of addressing such petition or for other business; provided that not less than thirty (30) days written notice is given of such intent to alter, amend, or repeal or adopt new By-Laws at such meeting. Said notice shall be given in a manner consistent with these By-Laws; and shall set forth the proposed amendment or new By-Law, if any, and the By-Law or portion or portions thereof which is proposed to be altered, amended, or repealed.

Section 3: Date of Effectiveness. Amendments made of By-Laws adopted shall take effect immediately upon ratification by the Members if adopted by resolution of the Board of Directors; or upon resolution by the Members if proposed by Petition.