

**BYLAWS OF
NORTHERN ILLINOIS LEADERSHIP SEMINARS (NILS)
Doing Business As: Illinois Leadership Seminars (ILS)**

ARTICLE I — NAME AND PURPOSE

Section 1. Name

The name of the organization shall be Northern Illinois Leadership Seminars (NILS). It shall be a nonprofit organization incorporated under the laws of the State of Illinois.

Section 2. Purpose

NILS is organized exclusively for charitable purposes. The purpose of this non-profit organization is:

1. to be dedicated to developing and supporting future leaders in Illinois
2. to create programs which provide a positive environment for intelligent, committed youth to explore their ideas about leadership
3. to host, at a minimum, one annual seminar for high school sophomores from Illinois

ARTICLE II — ORGANIZATION MEMBERSHIP

Section 1. Eligibility for Membership

Membership is attained by meeting any of the following criteria:

1. A graduate / participant of a NILS program
2. A member of the Corporate Board (the "Board") (as described in Article IV)
3. A member of the Seminar Planning Committee as approved by the Seminar Chairperson
4. An active NILS staff member or volunteer

ARTICLE III — CORPORATE BOARD

Section 1. Board Role and Size

The Board is responsible for overall policy, financial stability, and direction of the organization. The Board delegates responsibility of day-to-day operations to the Board chairpersons and committees. The Board shall have no fewer than five (5) members. The Board receives no compensation other than reimbursement of reasonable Board-approved expenses.

Section 2. Eligibility of Board Membership

1. Eligibility is attained by meeting all of the following criteria:
 - a. Be age twenty-one (21) or older
 - b. Express a commitment to the mission of the organization
2. All candidates must go through an application process and meet eligibility requirements to run for the Board.

Section 3. Terms

All Board members shall be up for re-election annually.

Section 4. Meetings and Notice

1. Regular Meetings:
 - a. The Board shall meet at least quarterly, at an agreed-upon time and place, in person or virtually. These meetings are closed to non-Board members; however, the Board reserves the right to invite non-Board members to attend Board meetings with the expressed approval of the Corporate Board President.
2. Types of Meetings:
 - a. Member meetings shall fall into one of the four categories:
 - i. Corporate Board
 - ii. Seminar Planning
 - iii. Alumni Association
 - iv. Special
3. Special Meetings:
 - a. A special meeting of the organization may be called at any time by the Board, Seminar Chairperson, Alumni Advisor, Corporate Board President, or by written demand of any member of the organization, reviewed by the Corporate Board President or the Corporate Board.
4. Notice of Meetings:
 - a. All Board members must be notified at least one week in advance.
5. Minutes:
 - a. Minutes of all Board meetings shall be filed as a part of the permanent records of the organization and may be distributed upon request as authorized by the Board.

Section 5. Board Elections

1. Prospective and current members of the Board shall be elected or re-elected annually by the current Board members by ($\frac{2}{3}$) majority vote.
2. Voting will take place in the 3rd quarter of the calendar year.
3. All current members of the Board should notify the President and Secretary to keep their name on the ballot.

Section 6. Quorum

A quorum will be defined as two-thirds ($\frac{2}{3}$) of Board members for business transactions to take place and motions to pass.

Section 7. Members-at-Large

Any person elected to the Board that does not hold an officer position is considered a Member at-Large.

Section 8. Resignation, Termination, and Absences

1. Resignation from the Board must be tendered in writing and received by the President and the Secretary.
2. A Board member may be terminated from the Board due to excess unexcused absences or conduct determined unbecoming by a three-fourths ($\frac{3}{4}$) majority vote of the remaining Board members.

ARTICLE IV — OFFICERS AND DUTIES

Section 1. Composition

The Board shall be composed of a minimum of five (5) members. These members are considered officers and are listed as follows:

1. President
2. Secretary
3. Treasurer
4. Alumni Advisor(s)
5. Seminar Chair

Section 2. Officer Responsibilities

1. President:
 - a. Shall preside over all Board meetings and function within the guidelines cited in organization bylaws
 - b. Shall determine the time, location, and agenda for meetings of the Board
 - c. Shall facilitate activity of the Board with the purpose of achieving the desired ends and impacts for the organization, aligning with the organization's mission, and ensuring its continued health
 - d. Shall serve as an ex-officio member to all standing committees of the organization
 - e. Shall maintain and update all relevant information pertaining to their position to pass down
2. Secretary:
 - a. Shall be responsible for keeping official records of Board actions, including:
 - i. Overseeing the taking of minutes at all Board meetings
 - ii. Sending out meeting announcements
 - iii. Making available copies of minutes and the agenda to each Board member
 - iv. Assuring that corporate records are maintained
 - b. Shall maintain and update all relevant information pertaining to their position to pass down.
3. Treasurer:
 - a. Shall assist in the preparation of the budget and make financial information available to Board members and the public
 - b. Shall be responsible for ensuring that the organization's annual taxes and reports are filed
 - c. Shall manage oversight of all NILS financial accounts and transactions
 - d. Shall ensure development and Board review of financial policies and procedures
 - e. Shall make a report at each Board meeting
 - f. Shall maintain and update all relevant information pertaining to their position to pass down
4. Alumni Advisor(s):
 - a. Shall ensure that all Alumni Association activities, including iLeads, are conducted in accordance with the policies of NILS and the Alumni Association bylaws
 - b. Shall represent the interests of the Alumni Association at Board meetings
 - c. Shall make a report at each Board meeting
 - d. Shall maintain and update all relevant information pertaining to their position

to pass down

5. Seminar Chair:
 - a. Shall be responsible for the execution of the primary leadership seminar in the state of Illinois in that calendar year
 - b. Shall ensure that all Seminar activities are conducted in accordance with the policies of NILS
 - c. Shall coordinate all communication between the Board and outside partners
 - d. Shall oversee the logistics of the Seminar Planning Committee, such as recruitment, operations, administration, media, programming, staff volunteers, and any other aspects that arise
 - e. Shall assign work to the Seminar Planning Committee members, set the agenda and run the meetings, and ensure distribution of meeting minutes
 - f. Shall work with Seminar Planning Committee directors to create and maintain a record of operation procedures and duties of committees
 - g. Shall initiate and lead the Seminar Planning Committee's annual evaluation
 - h. Shall make a report at each Board meeting
 - i. Shall maintain and update all relevant information pertaining to their position to pass down

Section 3. Officer Elections

1. The election of President, Secretary, Treasurer, Alumni Advisor(s), and Seminar Chair of the Board shall be carried out by majority vote of Board members present.
2. Voting will take place in the 3rd quarter of the calendar year, following the election of Board members.
3. If a member runs unopposed, a majority vote is still required.
4. A candidate must be an active member of the Board for at least one quarter to be eligible to run for Board President.

Section 4. Vacancies of Officer Positions

1. When a vacancy of an officer position on the Board exists mid-term, the Secretary must receive nominations for new members from present Board members two weeks in advance of a Board meeting.
2. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting.

Section 5. Resignation, Termination, and Absences

1. Resignation from the Board must be tendered in writing and received by the President and Secretary.
2. A Board member may be terminated from the Board due to excess unexcused absences or conduct determined unbecoming by a three-fourths ($\frac{3}{4}$) majority vote of the remaining Board members.
3. Any Officer of the Board may be subjected to vote on removal from office for incapacity to carry out the responsibilities of office only after the member has received written notice of charges and has had an opportunity to be heard in their own defense. Removal from office shall be upon three-fourths ($\frac{3}{4}$) majority vote of the Board, exclusive of the officer who may be subject to the removal action.

ARTICLE V — COMMITTEES

Section 1. Committee Establishment

Committees deemed necessary to augment the operations of the organization may be established by the Board and shall operate as directed by the Board for a time to be determined by the Board.

1. Committees shall be composed of at least a chairperson and other members at the chair's discretion.
2. The chair of a committee shall be responsible for directing all actions and/or recommendations of their committee to the President of the Board.
3. A committee chair may be asked to join the Board through the aforementioned process as defined in Article III, Section 2 - Corporate Board.

Section 2. Seminar Planning Committee

The purpose of the Seminar Planning Committee is to ensure the successful planning and execution of the primary leadership seminar(s). The Seminar Planning Committee is led by the Seminar Chairperson. The Seminar Planning Committee shall assume responsibility for, but is not limited to, the following seminar-related tasks: recruitment, programming, staffing and training, operations and vendor/venue relations, and administration. The Seminar Planning Committee shall need the approval of the Corporate Board before entering into any legally-binding contract with a third party on behalf of the organization. Expenses incurred are approved and reimbursed as defined in Article 4, Section 3 - Expenditures.

Section 3. Alumni Association Committee

A graduate / participant of a NILS seminar program (including the primary seminar, single-day seminars (iLeads), or other formal NILS programming) is automatically considered part of the Alumni Association. Voting privileges within the Alumni Association are limited to those under the age of twenty-one (21). The Alumni Association is a self-governing committee of the Board; however, their by-laws and amendments must be approved by the Board. The Alumni Association shall need the approval of the Board before entering into any legally-binding contract with a third party on behalf of the organization. Expenses incurred are approved and reimbursed as defined in Article 4, Section 3 - Expenditures.

ARTICLE VI — AFFILIATIONS AND ASSOCIATIONS

Section 1. Affiliation and Associations

The Corporate Board can choose to maintain affiliations and associations with other organizations as it sees fit. These organizations may include, but are not limited to, parent and partnering organizations. NILS reserves the right to dissolve or enter into contract with an affiliated organization pending a three-fourths (¾) majority vote of the Board. The Board cannot enter into an agreement which would dictate policies and/or procedures which would conflict with these by-laws.

ARTICLE VII - FINANCE

Section 1. Funding

The Board shall annually review the expenses of the organization and propose a fundraising goal. The Board will approve the annual budget and develop allocation of funds with the Treasurer's advice.



Unleashing the leadership potential of Illinois youth.

Section 2. Expenditures

The Corporate Board President is authorized to approve expenditures not to exceed \$250. Expenditures exceeding \$250 will be approved by a majority vote. Any expenditures approved by the President should be noted and shared with the Board accordingly.

Section 3. Fiscal Year

The fiscal year of the organization shall begin on the first day of August and end on the last day of July each year.

ARTICLE IV — AMENDMENTS

Section 1. Amendments

These bylaws may be amended when necessary by three-fourths ($\frac{3}{4}$) majority vote of all Board members. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

CERTIFICATION

These bylaws were approved at a meeting of the Corporate Board by a three-fourths ($\frac{3}{4}$) majority vote.

Secretary Heather Fulara

Date March 10, 2021