

**BY-LAWS  
OF  
THE ILLINOIS GUARDIANSHIP ASSOCIATION**

Ratified 4/26/99, 4/21/09, 5/10/11, 4/20/16

**ARTICLE I  
PURPOSE AND POWERS**

The purposes for which the Association is organized are exclusively charitable and educational within the meaning of Section 501 c (3) of the Internal Revenue Code of 1986 as amended (or the corresponding provision of any future United States Internal Revenue Law).

- A. To provide for the exchange of ideas, education, and communication between groups and individuals interested in providing or furthering adult guardianship services or alternative protective services to those in need of such services in Illinois.
- B. To promote a positive image of guardianship as a profession, and to encourage the development of the highest standards for guardians and guardianship providers.
- C. To advocate for appropriate services for persons with developmental disabilities or mental illness, persons who are elderly and have age related disabilities, and others who may be at risk and require adult guardianship services.
- D. To promote public policies and encourage the promulgation of legislation and administrative rules that advance the highest standards of guardianship, advocacy services for persons with disabilities, and research for guardianship and related services.
- E. To provide training and support to guardians, including but not limited to training programs that are approved by the National Guardianship Association.
- F. To support public and private guardianship programs that are compatible with the ideals of the association, promote family participation in adult guardianship and adult guardianship programs, and to provide assistance to the court systems responsible for the administration of guardianship in Illinois.
- G. To enter into affiliations with other associations, including the

National Guardianship Association, for the purpose of better achieving mutually agreed upon goals and purposes.

The Corporation may do any and all lawful acts, and may engage in any and all lawful activities which may be appropriate, necessary or desirable for the accomplishment of the aforesaid purposes. The Corporation may not engage, other than as an insubstantial part of its activities, in activities which in themselves are not in furtherance of the charitable purposes of this corporation. No part of the earnings of the Corporation shall inure to the benefit of, or be distributed to, its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision hereof to the contrary, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

The Corporation shall have those powers that are now or later granted by the general Not-For-Profit Corporation Act of the State of Illinois.

**ARTICLE II  
OFFICES**

The Corporation shall always have a registered office in Illinois, and a registered agent whose office is the same as the registered office. The registered agent and the registered office of the Corporation may from time to time be changed by the Board of Directors. The Corporation may have other offices within Illinois as the Board of Directors determines.

**ARTICLE III  
STRUCTURE**

- A. The Association shall consist of a Board of Directors and Members.
- B. The Board of Directors shall consist of those members as hereinafter defined in Article V, entitled "Board of Directors".
- C. The Members shall consist of those members as hereinafter defined in Article IV, entitled "Members and Meetings".

**ARTICLE IV  
MEMBERS AND MEETINGS**

**SECTION 1. MEMBERS.**

For purposes of these By-laws, the terms "member" and "members" shall be synonymous. All individuals and organizations sympathetic to the purposes of the Association shall be eligible for membership in the Association without regard to race, age, religion, national origin, sex, sexual orientation or handicap. Guidelines for qualification and acceptance of membership shall be developed by the membership committee and incorporated by Board resolution.

**SECTION 2. DUTIES.**

- A. All Members shall be required to pay annual dues, which shall be established by resolution of the Board of Directors.

**SECTION 3. VOTING AND ELECTIONS.**

- A. Each voting Member shall be entitled to one (1) vote on any and all matters submitted to the Members at a regular or special meeting of the general membership.
- B. The voting membership shall elect Officers and Directors in accordance with the policies established herein for the election of the governing body of the organization.
- C. Any member of the Association may nominate an individual for election to the Board of Directors or as an Officer.

**SECTION 4. MEETINGS OF MEMBERS.**

- A. The annual meeting of the general Membership shall be held on the fourth Monday in April, or as otherwise determined by the Board of Directors, for the purpose of installing the Board of Directors and for the transaction of such other business as may come before the meeting. The meeting will be scheduled in Springfield, Illinois in odd years and Chicago, Illinois in even years, or as otherwise determined by the Board of Directors. .

- B. The Secretary of the Association shall mail a written notice of the time and place of all meetings to each Member not less than fourteen (14) days or more than forty-five (45) days prior to the meeting.
- C.. Special meetings of the general Membership may be called by the President of the Board, by the majority of the Board of Directors or by twenty percent (20%) of the general membership. The Secretary of the Association shall mail a written notice of the time and place of all special meetings specifying the agenda and other matters to be discussed at the special meeting to each Member in good standing not less than twenty-one (21) days prior to the special meeting.
- D. The President or Vice-President, in the President's absence, shall preside at annual and special meetings of the Members and the Secretary of the Board shall serve as Secretary of the Members.
- E. Twenty percent (20%) of the total number of Members shall constitute a quorum for the transaction of business. In the event that a quorum is not present at any meeting, a majority of those present may adjourn the meeting at any time without further notice.

## **SECTION 5. MEMBERSHIP CLASSES AND DUES SCHEDULE**

The annual dues for all Members shall be \$50.00.

### **ARTICLE V**

#### **BOARD OF DIRECTORS**

##### **SECTION 1. MANAGEMENT.**

- A. The Board of Directors shall consist of the Officers and Directors of the Association.
- B. The business of the Association shall be managed by its Board of Directors.

##### **SECTION 2. QUALIFICATION.**

All Directors and Officers must be Members of the Association.

##### **SECTION 3. NUMBER AND ELECTION.**

- A. The number of Directors shall be seven (7).
- B. The Directors shall be elected by the Members prior to the annual meeting. Each Director shall hold office for the term for which he is elected and until his successor shall have been elected and qualified.
- C. The first election of Directors will include two (2) Directors with three year terms, three (3) Directors with two year terms and three (3) Directors with one year terms. Thereafter the term of office for all Directors shall be three years.

##### **SECTION 4. VACANCIES**

Any vacancy occurring in the Board of Directors caused by the death or resignation of any of the Directors and any vacancy occurring by reason of an increase in the number of Directors may be filled by the Board of Directors.

## **SECTION 5. ATTENDANCE AT MEETINGS**

Nonattendance at any two (2) regular meetings of the Board of Directors within a calendar year may be considered by the Board of Directors as a resignation of that Director or Officer.

## **SECTION 6. POWERS AND DUTIES.**

- A. The Board of Directors shall determine the general policies for the operation and control of the Association and its various activities. It shall acquire funds for the operation, maintenance and repair of the buildings and other property of the Association. It shall consider and adopt an annual budget and control the revenue and expenditures not covered by the annual budget. It shall report these matters to the Members in an Annual Report.
- B. The Board of Directors shall have direction of all funds of whatever character held for the benefit of the Association; shall have full and complete power, in the name of the Association, to convey, sell, assign, transfer, lease, mortgage, pledge, exchange, or otherwise dispose of any real or personal property of the Association, and to borrow money for its corporate purposes at such rates of interest as said Board may determine; and shall have the power and right to authorize the Officers of the Association to execute, acknowledge, and deliver conveyances, deeds, leases, notes, trust deeds, mortgages, contracts and other instruments for the purpose of effectuating said purposes, or any of them. No contracts of the Association shall be valid unless authorized or approved by the Board of Directors.

## **SECTION 7. MEETINGS OF DIRECTORS.**

- A. A minimum of four [4] regular Board meetings shall be held each year. The time and place of each regular Board meeting shall be specified in an annual calendar of Board meetings.
- B. All Board members shall be notified of special meetings in writing at least one (1) week prior to the date of the Special Board Meeting. The memorandum calling for a special meeting shall state the time, place and specific agenda for that meeting.

## **SECTION 8. QUORUM**

Fifty-one percent (51%) of the Directors currently in office shall constitute a quorum.

## **SECTION 9: MANNER OF ACTING**

At a scheduled meeting of the Board of Directors where there is a quorum, any action required to be taken or which may be taken may be approved by a majority of the Board of Directors present, unless otherwise specified under these by-laws.

Action may be taken without a scheduled meeting by the Board of Directors if, after a written motion for action is made by an Officer or Director and communicated in writing to all Officers and Directors, and seconded in writing by another Officer or Director, at least 60% of the Board of Directors approve by written response. All such written motions, notices, and responses may be communicated via electronic mail or facsimile machine, and shall also be submitted to the Secretary.

The activities of Association committees may be conducted by meetings, telephone conferences, electronic mail, or any other means. Reports and recommendations of a committee may be presented either orally or in writing at a meeting of the Board of Directors, unless the by-laws otherwise specify a written report.

## **SECTION 10: TELEPHONE CONFERENCE MEETINGS**

Directors may participate in and act at any meeting through the use of a conference telephone or other communication equipment by means of which all persons participating in the meeting are able to communicate with each other. Participation in such meeting shall constitute attendance and presence in person.

## **SECTION 11: PAYMENT TO DIRECTORS**

Directors shall receive no salary for their services as Directors.

## **SECTION 12: CONFLICT OF INTEREST**

A conflict of interest may exist where a Director is directly or indirectly a party to a transaction if the other party to the transaction is an entity in which the Director has a material financial interest or of which the Director is a director, officer or general partner.

Where possible conflict of interest exists relative to any matter presented to the Board of Directors for consideration, the Director thereby affected shall ensure that the materials of the transaction are known or disclosed to the Directors who authorize, approve or ratify the transaction. Where the Board finds that a conflict of interest exists the affected Director will not vote on the matter. Participation in discussions on the matter is at the discretion of the Board of Directors.

The presence of a Director who is directly or indirectly a party to a transaction, or a Director who is otherwise not disinterested, shall be counted in determining whether a quorum is present, but shall not be counted when the Board of Directors takes action on the transaction.

## **ARTICLE VI OFFICERS SECTION 1. OFFICERS.**

- A. The Officers of the Association shall be elected by the Members of the Association from among themselves. The Officers shall be a President, a President-Elect, a Vice-President, a Secretary, a Treasurer and Immediate Past President.
- B. The Officers shall hold office for no more than two (2) consecutive one year terms, or until their respective successors have been duly elected. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled through action by the Board of Directors for the unexpired portion of the term. An Officer may be removed from that office by a 2/3 vote of the Board of Directors in accordance with guidelines approved by the general Membership.

## **SECTION 2. DUTIES OF OFFICERS**

- A. The President shall preside at the meetings of the Board of Directors and at meetings of the members, and shall also perform such other duties as the Board of Directors may from time to time assign to him. He may sign on behalf of the Association all instruments which the Board of Directors has authorized to be executed.
- B. The Vice-President, in the absence of the President and President-Elect, shall perform the duties of the President and when so acting have all the powers of and be subject to all the restrictions of the President.
- C. The Secretary shall be responsible for keeping a true and accurate record of all proceedings at meetings of the Board of Directors and Members. The Secretary shall see that all notices are duly given in accordance with the provisions of these By-laws, or as required by law and

shall be responsible for all of the correspondence of the Association. The Secretary shall act as custodian of the Association Records.

- D. The Treasurer shall report on the financial matters and transactions of the Association as recorded in books provided for that purpose and kept for the Association. The Treasurer shall act as custodian of the Corporate financial records. The Treasurer shall require that all monies of the Association be deposited in the name of the Association in such Bank or other depository as shall be selected by the Board of Directors from time to time, and may withdraw funds there from by check signed by the Treasurer, President or as fixed by the Resolution of the Board of Directors. The Treasurer shall require that the Association's books of account shall be audited annually as directed by the Board of Directors. The Treasurer shall act as Chairperson of the Finance Committee.

## **ARTICLE VII EXECUTIVE DIRECTOR**

The Board of Directors shall, at such time as it sees fit, appoint an Executive Director as the Chief Executive Officer of the Association. Said Executive Director shall not be a member of the Board of Directors.

## **ARTICLE VIII COMMITTEES**

The President, with the approval of the Board of Directors, shall have the power to establish and appoint ad hoc committees, appoint a Chairperson, and define the goals of the committee. Ad Hoc committees shall serve for one year or until the purpose for which they were created has been accomplished. The President shall be an ex-officio member of each Ad Hoc committee. All Ad Hoc committees shall be subject to the control and direction of the Board of Directors, and shall make reports as requested.

## **ARTICLE IX FISCAL YEAR**

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

## **ARTICLE X AMENDMENTS**

These By-laws may be altered, amended, or repealed at any time by vote of not less than two-thirds of the Board of Directors present provided there is a quorum at any regular or special meeting thereof; provided, however, that no alteration, amendment or repeal of any of these By-laws shall be valid unless written notice of the subject of the proposed amendment shall be mailed to each member of the Board not less than fourteen (14) days prior to the date of the meeting. All amendments to the By-Laws of the Association must be ratified by the Members of the Association at the next meeting of the Members.

## **ARTICLE XI DISSOLUTION**

In the event of the dissolution of this Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of this Corporation, distribute all of the remaining funds and assets of the Corporation, to an organization or agency serving persons with disabilities which has been granted exemption from the Federal Income Tax under the provisions of Section 501 c(3) of the Internal Revenue Code of 1986.

**ARTICLE XII  
INDEMNIFICATION OF OFFICERS, DIRECTORS AND EMPLOYEES**

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to or witness in any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that the person is or was a Director, Officer, employee or agent of the Corporation, if such person acted in good faith and in a manner he/she reasonably believed to be in the best interest of the Corporation and had no reason to believe the action was unlawful. Indemnification may include expenses [including attorney's fees], judgements, fines and amounts paid in settlement actually and reasonably incurred by that person in connection with such suit, action or proceeding. Such right of indemnification shall not be deemed exclusive of any other rights to which such director, officer, employee or agent may be entitled apart from the foregoing provisions. No indemnification shall be made in respect of any claim, issue or matter as to which the individual shall have been adjudged to be liable for negligence or misconduct in performance of his or her duty, or for any claim, issue or matter in which action is being taken by the individual against the Corporation or any employee, officer or director of the Corporation. The foregoing provisions of this Article shall be deemed to be a contract between the Corporation and each member, director and officer who serves in such capacity at any time while this Article and the relevant provisions of the Illinois General Not for Profit Corporation Act and other applicable law, if any, are in effect, and any repeal or modification thereof shall not affect any rights or obligations then existing, with respect to any state of facts then or thereafter existing, or any action, suit, or proceeding theretofore, or thereafter brought or threatened based in whole or in part upon any such state of facts.

**ARTICLE XIII  
RULES OF ORDER**

Robert's Rules of Order shall be applicable at all times when not in conflict with the By-Laws of the Association.

**ARTICLE XIII  
EFFECTIVE DATE**

These By-Laws shall become effective as of May 10, 1998.