

BY-LAWS

OF

CHAMPAIGN-WEST ROTARY CHARITIES, A NOT-FOR-PROFIT CORPORATION

ARTICLE I

NAMES AND PURPOSES

Section 1. Name

The corporation shall be known as Champaign-West Rotary Charities (hereinafter referred to as the corporation).

Section 2. Purposes

The purposes for which Champaign-West Rotary Charities is organized are:

- a) To operate exclusively for educational, charitable, religious, or scientific purposes within the meaning of Section 501 (C) (3) of the Internal Revenue Code of 1954, as amended or the corresponding provision of any future United States revenue statute, including, but not by way of limitation, the making of distributions to organizations that qualify as exempt organizations under 501 (C) (3) of the code.
- b) To receive any property, real, personal or mixed, by gift, devise, bequest, purchase, lease, loan or otherwise, absolutely or in trust, for the foregoing purposes or any of them, and to carry out the directions and exercise the powers contained in any trust or other instrument under which such property may be so received, if authorized or directed in such trust or other instrument; and, if so received without any designation of specific use, to expend the income and principal thereof for the foregoing purposes in such manner and amounts and at such time or times deemed proper by the Board of Directors of Champaign-West Rotary Charities.

c) To do and engage in any and all lawful activities that may be incidental or reasonably related to any of the foregoing purposes, and to have and to exercise all other powers and authority now or hereafter conferred upon not for profit corporations under the laws of the State of Illinois.

d) Notwithstanding the foregoing or any other provision of the articles of incorporation or these by-laws:

1) No part of the net assets or earning of the corporation shall inure to the benefit of, or be distributable to its Directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to reimburse any person for reasonable expenses incurred in connection with rendering service to it and to make payments and distributions in furtherance of the purposes set forth above.

2) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided under Section 501 (h) of the Code), 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.

3) The corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501 (C) (3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170 (C) (2) of the Code.

4) In the event of the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the remaining assets of the corporation, in a manner in accordance with applicable corporate law, exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for educational, charitable, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under 501 (C) (3) of the Code, as the Board of Directors shall determine. Any of such assets not so disposed of by the court of general jurisdiction of the county in which the principal offices of the corporation is then located, exclusively for such purposes of to such organization or organizations organized and operated exclusively for such purposes, as said court shall determine.

5) The corporation shall not, in any of its activities or undertakings, discriminate upon the basis of race, color, religion, sex, or national origin.

ARTICLE II

OFFICES

The corporation shall maintain in the State of Illinois a registered office and a registered agent, at such office, and may have other offices within or without the State of Illinois.

## ARTICLE III

### MEMBERS

#### Section 1. Classes of Members

The corporation shall have one (1) class of members. The designation shall have the qualifications of the members of such class shall be as follows: All members in good standing of the Champaign-West Rotary Club as of July 1, 1984, and all honorary members and all future members or honorary members in good standing of the Champaign-West Rotary Club.

#### Section 2. Voting Rights

Each member shall be entitled to one vote on each matter submitted to a vote of the members.

#### Section 3. Resignation

Any member may resign by filing a written resignation with the Secretary.

#### Section 4. Reinstatement

Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

#### Section 5. Transfer of Membership

Membership in this corporation is not transferable or assignable.

#### Section 6. No Membership Certificates

No membership certificates of the corporation shall be required.

ARTICLE IV  
MEETING OF MEMBERS

Section 1. Annual Meeting

An annual meeting of the members shall be held on the first Wednesday of December of each year for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If such day be a legal holiday, the meeting shall be held at the same hour on the next succeeding Wednesday.

Section 2. Special Meeting

Special meetings of the members may be called by the President, Board of Directors, or not less than one-tenth of the Members having voting rights.

Section 3. Place of Meeting

The Board of Directors may designate any place as the place of meeting for any annual meetings or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Illinois.

Section 4. Notice of Meetings

Written notice stating the place, date and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting not less than five nor more than forty days before the date of such meeting. In case of a special meeting or when required by statute or these by-laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

**Section 5. Informal Action by Members**

Any action required to be taken at a meeting of the members of the Corporation, or any other action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all members entitled to vote with respect to the subject matter thereof.

**Section 6. Quorum**

The members holding one-tenth of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting at any time without further notice. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting; withdrawal of members from any meeting shall not cause failure of a duly constitutional quorum at that meeting.

## ARTICLE V

### BOARD OF DIRECTORS

#### Section 1. Name and Powers

The property and affairs of the corporation shall be managed by its board of directors, which shall be called the "Board of Directors" and the members of which shall be called "Directors."

#### Section 2. Number and Composition

- a) Except for the initial Board of Directors named in the articles of incorporation, the number of Directors shall be five.
- b) The President of the Champaign-West Rotary Club and the Community Services Director of the Champaign-West Rotary Club, shall be, ex-officio, advisory members of the Board of Directors with the right to receive notice of all meetings of the Board, to attend all such meetings and to participate in discussion at such meetings but without the right to vote.

#### Section 3. Qualifications, Election, and Tenure

- a) The initial three (3) Directors named in the articles of incorporation of the corporation shall serve until the annual meeting in 1984 and until their successors shall be duly elected and qualified. At the annual meeting of the corporation in 1984, the members shall elect five (5) directors to serve from January 1, 1985 until June 30, 1986 and until their successors are duly elected and qualified.
- b) At the annual meeting of the corporation in 1985, and at the annual meeting of the Corporation, in each subsequent odd year, the members shall elect five (5) Directors, as successors to the Directors whose term shall expire on June 30 of the following calendar year, each to serve for a term



of two (2) years and until their respective successors are duly elected and qualified. No Director shall serve more than three consecutive terms.

c) Directors need not be residents of Illinois or members of the corporation. The number of Directors may be decreased to not fewer than three or increased to any number from time to time by amendment of this section.

### Section 3. Regular Meetings

A regular annual meeting of the Board of Directors shall be held without other notice than these by-laws, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, for the holding of additional regular meetings of the Board without other notice than such resolution, and shall provide for at least three (3) such additional regular meetings each year.

### Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any three Directors. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meetings of the Board called by them.

### Section 5. Notice

Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice to each Director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Notice of any special meeting of the Board of Directors may be waived in writing signed

by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction or any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

#### Section 6. Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting to another time without further notice.

#### Section 7. Manner of Acting

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, these by-laws, or the articles of incorporation.

#### Section 8. Vacancies

Any vacancy occurring in the Board of Directors or any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors unless the articles of incorporation, a statute, or these by-laws provide that a vacancy or Directorship so created will be filled in some other manner, in which case such provision

shall control. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

**Section 9. Compensation**

Directors shall not receive any stated salaries for their services.

## ARTICLE VI

### OFFICERS

#### Section 1. Number and Titles

The officers of the corporation shall be a President, one or more Vice-Presidents (the number thereof to be determined by the Board of Directors), a treasurer, a secretary, and such assistant treasurers, assistant secretaries or other officers as may be elected by the Board of Directors. Officers whose authority and duties are not prescribed in these by-laws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary or President and Treasurer.

#### Section 2. Qualifications, Election and Tenure

The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new officers created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death, resignation, or removal in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

#### Section 3. Removal

Any officers elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgement the best interests of the corporation would be served thereby.

#### Section 4. President

The President shall be the chief executive officer of the corporation. Subject to the direction and control of the Board of Directors, he shall be in charge of the business and affairs of the corporation; he shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Directors; and, in general, he shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. He shall preside at all meetings of the members and of the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the Board of Directors or these by-laws, he may execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, and he may accomplish such execution either under or without the seal of the corporation and either individually or with the Secretary, any Assistant Secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument. He may vote all securities which the corporation is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the corporation by the Board of Directors.

#### Section 5. Vice President

The Vice President (or in the event there be more than one Vice President, each of the Vice Presidents) shall assist the President in the discharge of his duties as the President may direct and shall perform such other

duties as from time to time may be assigned him by the President or by the Board of Directors. In the absence of the President or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents, in the order designated by the Board of Directors, or by the President if the Board of Directors has not made such a designation, or in the absence of any designation, then in the order of their seniority of tenure) shall perform the duties of the President and when so acting, shall have all the powers of and subject to all the restrictions upon the President.

#### Section 6. Treasurer

The Treasurer shall be the principal accounting and financial officer of the corporation. He shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the corporation; (b) have charge and custody of all funds and securities of the corporation, and be responsible therefor, and for the receipt and disbursement thereof; (c) deposit all funds and securities of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these by-laws; and (d) perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

#### Section 7. Secretary

The Secretary shall: (a) record the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; (c) keep a register of the post office address of each member which shall be furnished to the

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Secretary by such member; and (d) perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

**Section 8. Assistant Treasurers and Assistant Secretaries**

Any Assistant Treasurers and Assistant Secretaries shall perform such duties as shall be assigned to them by the Treasurer or Secretary, respectively, or by the President or the Board of Directors.

## ARTICLE VII

### COMMITTEES

#### Section 1. Establishment and Composition

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of one or more Directors. The size, composition, purposes and powers of any such committee shall be provided in such resolution. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him by law. Except as otherwise provided in the resolution establishing a committee, the President of the corporation shall appoint the members of each such committee. Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation will be served by the removal.

#### Section 2. Tenure

Each member of a committee shall continue as such until the last day of the fiscal year and until his successor is appointed, or until such member's death, resignation or removal, or until the committee shall be terminated.

#### Section 3. Chairman

One member of each committee shall be appointed Chairman of the committee by the person or persons authorized to appoint the members of the committee.



**Section 4. Vacancies**

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**Section 5. Quorum and Manner of Acting**

Unless otherwise provided in the resolution of the Board of Directors establishing the committee, a majority of the whole committee shall constitute a quorum and the act of the majority of the members present and voting at a duly called meeting at which a quorum is present shall be the act of the committee.

**Section 6. Rules**

Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

## ARTICLE VIII

### FINANCIAL POLICIES AND PRACTICES

#### Section 1. Annual Budget and Distribution of Funds

Distribution of the income or other funds of the corporation shall be made in accordance with an annual budget, or amendment thereto, approved and adopted by the Board of Directors. Such distribution shall be in accordance with accepted standards and principles consistent with Section 501 (C) (3) of the Code.

#### Section 2. Investment of Funds

The corporation shall have the right to retain any or all part of any securities or other properties acquired by it in whatever manner and to invest and reinvest any funds held by it, solely as determined by the Board of Directors, or any other committee or agent to which this function has been specifically delegated by the Board of Directors, provided that investments shall be revenue producing and shall be made in accordance with the standard of reasonable prudence.

#### Section 3. Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, 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 combined for specific instances.

#### Section 4. Checks, Drafts, Etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined

by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the corporation.

**Section 5. Deposits**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

**Section 6. Gifts**

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation; provided that extreme care shall be exercised to insure that the status of the corporation as a publicly supported organization within the meaning of Section 170 (b) (1) (A) (vi) of the Code shall not be jeopardized by the acceptance of unusually large gifts or bequests.

ARTICLE IX

BOOKS, RECORDS AND ANNUAL REPORT

Section 1. Books and Records

The corporation, by its Treasurer and Secretary, shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

Section 2. Annual Report to the Champaign-West Rotary Club

At least ten (10) days prior to each annual meeting of the Board of Directors, the President and Treasurer shall submit to each Director a proposed written report on the activities of the corporation during the year preceding the date of the report, including a detail financial statement showing all receipts and disbursements since the last annual report to the Champaign-West Rotary Club and showing the true financial condition of the corporation. After review, revision and approval of the proposed report by the Board of Directors, the chairman and Treasurer shall present it at the annual meeting of the Champaign-West Rotary Club, with such updating of financial information as shall be practicable.

ARTICLE X  
MISCELLANEOUS

Section 1. Fiscal Year

The fiscal year of the corporation shall begin on the first day of July in each calendar year and on the last day of June in the succeeding calendar year.

Section 2. Annual Dues

There shall be no annual dues required to be paid by any member of this corporation.

Section 3. Seal

The Board of Directors shall provide for 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" and may include such additional words or symbols as the Board of Directors may determine.

Section 4. Notice and Waiver of Notice

a) Notice. Whenever, under applicable law, these by-laws or a resolution of the Board of Directors, notice is required to be given to any member or Director or other person, such notice may be given in writing, by mail, addressed to such member, Director or other person at his address as it appears on the records of the corporation. Such mailed notice shall be deemed to be given when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid.

b) Waiver of Notice. Whenever, under applicable law, these by-laws or a resolution of the Board of Directors, any notice is required to be given, 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.

## Section 5. Rules of Procedure

All questions of procedure regarding the affairs of this corporation, including the conduct of meetings of the Board of Directors and of any committees established thereby, shall be governed by such fair and reasonable rules of procedure as shall be established by the Board of Directors. If the Board of Directors by resolution so elects, all such questions of parliamentary procedure or practice may be governed by the current edition of Robert's Rules of Order, except as applicable law, the articles of incorporation, these by-laws or a special rule established by the Board of Directors shall specifically provide for a different procedure.

ARTICLE XI

AMENDMENTS

The power to alter, amend, or repeal the by-laws or adopt new by-laws shall be vested in the Board of Directors unless otherwise provided in the articles of incorporation or the by-laws, provided that written notice of the proposed change or changes shall be given each Director and to the President and Community Service Director of the Champaign-West Rotary Club at least ten (10) days prior to the meeting at which such action is to be considered. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The by-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the articles of incorporation.