

**Bylaws  
of**

**Illinois Adult and  
Continuing Educators  
Association, Inc.**

**July 1, 2019**

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### Bylaws of IACEA

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**BYLAWS  
OF  
ILLINOIS ADULT AND CONTINUING EDUCATORS  
ASSOCIATION, INC.**

**ARTICLE I – NAME AND OFFICES**

- Section 1. The name of this corporation shall be Illinois Adult and Continuing Educators Association, Inc., hereinafter IACEA and shall operate with the not for profit status of 501(c)(6) under the Illinois General Not For Profit Corporation Act of 1986 as amended.
- Section 2. The corporation shall continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office and may have other offices within or without the state.

**ARTICLE II - PURPOSE AND FUNCTIONS**

- Section 1. The purpose of this professional, not for profit corporation is:
- A. To work for the improvement of adult education standards in the State of Illinois;
  - B. To work to make adult education available to all people in the State of Illinois;
  - C. To stimulate the intellectual and professional growth of its membership including those individuals who administer, teach, or provide support services.
  - D. To develop leadership within the field of adult education.
- Section 2. The functions of this corporation are:
- A. To act and speak for the membership in regard to legislation, governmental programs and educational policies;
  - B. To represent and speak for the membership with allied professional, community and governmental bodies and with the public;
  - C. To promote research and development in adult education, disseminate findings and encourage the utilization of new knowledge;
  - D. To provide for continuing education for adult education practitioners.

## ARTICLE III - ORGANIZATION

In order to promote and encourage the widest possible member participation, the corporation shall be organized with a statewide, regional and divisional structure.

Section 1. To provide the greatest possible strength addressing matters affecting adult education throughout the State of Illinois, the corporation shall have a basic statewide organization.

- A. All members shall have voting rights and the privileges of participating in all statewide activities and business.
- B. All members shall be represented on the Board of Directors by voting statewide officers and shall have the opportunity to participate in their nomination and election.

Section 2. To encourage active participation by members in all geographic areas, the state shall be divided into regions in accordance with the Bylaws.

- A. All members shall have regional voting rights and the privileges of participating in all regional activities and business in either the region where they reside or where they work.
- B. All members in a region shall be represented on the Board of Directors by, in addition to the statewide officers, two voting regional directors and shall have the opportunity to participate in the nomination and election of the representative.

Section 3. To promote and encourage the activities of groups or members having a common interest in one or more areas of adult education, the corporation shall be further organized into divisions.

- A. Four divisions have been established in accordance with these Bylaws:
  - 1. Instruction and Curriculum: Basic and Secondary
  - 2. Instruction and Curriculum: ESL
  - 3. Administration
  - 4. Support Services
- B. All members of a division may participate in all divisional activities, shall be represented on the Board of Directors by two voting division chairs and shall have the opportunity to participate in the nomination and election of the representative.
- C. A member shall belong to one division.
- D. Each division will be clearly defined in terms of work related responsibilities.

## **ARTICLE IV - ACTIVITIES**

- Section 1. To accomplish its purpose the corporation shall engage in, but not be limited to, the following activities:
- A. Promoting workshops, conferences, seminars, and meetings designed to enhance the professional growth of its membership;
  - B. Promoting legislation affecting adult education;
  - C. Assisting Regions and Divisions in the promotion of their activities;
  - D. Disseminating materials designed to inform the membership of current developments and concerns in adult education.

## **ARTICLE V - MEMBERSHIP AND DUES**

- Section 1. **CATEGORIES OF MEMBERSHIP.** The corporation shall have the following categories of membership: Annual Individual, and Retired Lifetime.
- A. Annual Individual: Any individual may become a member of the corporation. Individual memberships shall have two categories based on employment: full-time and part-time. Any person who is retired, a volunteer, or a student may become a part-time member of the corporation at a reduced rate. Payment of annual membership dues shall entitle the person to statewide and regional privileges.
  - B. Retired Lifetime: An individual who is at least 65 years of age, retired, and a former adult educator or supporter of the enterprise of adult education may become a lifetime member.
- Section 2. **DUES.** The Board of Directors may determine, from time to time, the amount of annual or retired lifetime dues payable to the corporation.
- Section 3. Membership shall be effective immediately upon receipt of dues. The Board of Directors may determine, from time to time, renewal date(s) for membership.
- Section 4. Each individual member shall be entitled to one vote on each matter submitted to a vote of the members. Each retired lifetime member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 5. Members shall have the right to hold office, receive services designated by the Board of Directors, and participate in the activities of the corporation in statewide matters and in the region where he or she either resides or works.

## **ARTICLE VI – MEETINGS OF THE CORPORATION**

- Section 1. ANNUAL MEETING. There shall be an annual meeting of the corporation. The time and place shall be designated by the Board of Directors. The membership shall be given prior notice.
- Section 2. Additional meetings may be called by the President with the approval of the Board of Directors. The membership shall be given prior notice.
- Section 3. PLACE OF MEETING. The Board of Directors may designate any place as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting is otherwise called, the place of meeting shall be the registered office of the corporation in the State of Illinois.
- Section 4. A QUORUM for the annual and called meetings of the corporation shall consist of the members present if due notice of such meetings has been given.
- Section 5. Official meetings, workshops and/or conferences conducted by any region or division must have prior approval of the Board of Directors.

## **ARTICLE VII - BOARD OF DIRECTORS**

- Section 1. GENERAL POWERS. The business of this corporation shall be conducted by the Board of Directors.
- Section 2. The Board of Directors shall be composed of all elected statewide and regional officers.
- Section 3. Members of the Board of Directors shall take office on July 1 following the annual meeting and shall serve until their term of office is completed.
- Section 4. The Board of Directors shall have full power to adopt its own rules and procedures subject to these Bylaws.
- Section 5. QUORUM. A majority of the voting members 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 voting directors are present at said meeting, a majority of the voting directors present may adjourn the meeting to another time without further notice.

Section 6. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board for the purpose or purposes stated in the call for the meeting.

Section 7. The duties of the Board of Directors shall be:

- A. To interpret and carry forward the purpose of this corporation and to implement policy;
- B. To manage the general affairs, administrative operations and property of this corporation;
- C. To report regularly to the membership the activities of the corporation;
- D. To receive monies and authorize the expenditures of such funds as are necessary for the work of the corporation;
- E. To approve nominees for appointment by the President to fill the unexpired term of any Board of Directors vacancy that occurs;
- F. To provide suitable bonding for the President, Treasurer, Conference Chairperson, and other such individuals as deemed necessary;
- G. No person shall seek election to or hold more than one office on the Board of Directors concurrently.

Section 8. The Executive Committee of the Board of Directors shall consist of the President, President-Elect, Immediate Past-President, Secretary, Treasurer, Vice-President for Divisions and Vice-President for Regions.

- A. At the discretion of the President, the Executive Committee will thoroughly investigate issues for presentation to the Board of Directors.
- B. The Executive Committee shall conduct the business of the corporation between meetings of the Board of Directors. Actions taken by the Executive Committee between meetings of the Board of Directors shall be presented for ratification at the next scheduled meeting of the Board of Directors.
- C. Each member of the Executive Committee shall present a proposed annual operating budget and supporting rationale to the Finance Committee for review by July 15.

## **ARTICLE VIII - STATEWIDE OFFICERS**

- Section 1. The statewide officers of this corporation shall be as follows:
- A. President
  - B. President-Elect
  - C. Immediate Past-President
  - D. Vice-President for Regions
  - E. Vice-President for Divisions
  - F. Senior Division Chair for Instruction and Curriculum: Basic and Secondary
  - G. Junior Division Chair for Instruction and Curriculum: Basic and Secondary
  - H. Senior Division Chair for Instruction and Curriculum: ESL
  - I. Junior Division Chair for Instruction and Curriculum: ESL
  - J. Senior Division Chair for Administration
  - K. Junior Division Chair for Administration
  - L. Senior Division Chair for Support Services
  - M. Junior Division Chair for Support Services
  - N. Secretary
  - O. Treasurer
- Section 2. The term of office shall be as follows:
- A. The term of office for the President, President-Elect, and Immediate Past-President shall be for one year.
  - B. The term of office for the Vice-President for Regions, Vice-President for Divisions, Secretary and Treasurer shall be for two years. The Vice-President for Regions and the Secretary shall be elected in even numbered years and the Vice-President for Divisions and the Treasurer shall be elected in odd numbered years, based on the calendar year of the election.
  - C. The term of office of the Junior Division Chair for each division shall be for one year. The Junior Division Chair for each division shall succeed to the Senior Division Chair of his or her respective division. The term of office of the Senior Division Chair of each division shall be for one year.
- Section 3. The President-Elect shall be elected annually by the membership and shall become the President at the end of that term of office.
- Section 4. The President shall become the Immediate Past-President at the end of his or her term of office.



Section 5. The duties of the officers of this corporation shall be as follows:

- A. The President shall serve as the principal executive officer of the corporation and its representative to the public. Subject to the direction and control of the Board of Directors, he or she shall be in charge of the business and affairs of the corporation; he or she 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 or she shall discharge all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors. The President shall preside at all meetings of the general membership and of the Board of Directors. The President shall serve on the Conference Committee, Nominations and Elections Committee, Finance Committee, and Legislative Committee.
- B. The President-Elect shall preside in the absence of the President, shall chair the Annual Conference and the Annual Conference Committee, and shall perform such other duties as designated by the President or the Board of Directors. The President-Elect shall serve on the Nominations and Elections Committee, Finance Committee, and Legislative Committee.
- C. The Immediate Past-President shall chair the standing Committee on Nominations and Elections, and shall serve on the Conference Committee, Finance Committee, and Legislative Committee. The Immediate Past-President shall perform such other duties as designated by the President or the Board of Directors.
- D. The Vice-President for Regions shall assist the regional directors in assessing needs, developing budgets and planning activities, shall submit a written report at each meeting of the Board of Directors, and shall serve on the Conference Committee, Nominations and Elections Committee, and Legislative Committee. The Vice-President for Regions shall perform such other duties as designated by the President or the Board of Directors.
- E. The Vice-President for Divisions shall assist the division chairs in assessing needs, developing budgets and planning activities, shall submit a written report at each meeting of the Board of Directors, and shall serve on the Conference Committee, Nominations and Elections Committee, and Legislative Committee. The Vice-President for Divisions shall perform such other duties as designated by the President or the Board of Directors.

- F. Each Senior Division Chair, assisted by the Junior Division Chair, shall chair and convene his or her division in accordance with rules set forth in the Bylaws and work together in the following areas:
1. To assist the Membership Chair in the recruitment and retention of members;
  2. To serve on the Conference Committee;
  3. To assist any other chairpersons who request help to further the aims of the organization;
  4. To chair the division meeting at the Annual Conference.
  5. To keep the Vice-President for Divisions informed of division activities.
  6. Each Senior Division Chair shall serve on the Marketing Committee.
  7. Each Junior Division Chair shall serve on the Membership Committee.
- G. The Secretary shall record and maintain minutes and supervise their preparation and distribution. The Secretary shall perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors. The Secretary shall serve on the Conference Committee and the Nominations and Elections Committee.
- H. The Treasurer shall be responsible for all financial records, including the receipt, deposit, and expenditure of all funds, and shall submit financial statements at all regular meetings of the Board of Directors. The Treasurer shall develop and implement procedures for supervising the receipt and/or expenditures of funds by any region, division, committee, or other group authorized by the Board of Directors to independently receive and/or expend corporation funds. The Treasurer shall perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors. The Treasurer shall serve on the Conference Committee, Nominations and Elections Committee, and Finance Committee.

Section 6. Each statewide officer may exercise one vote at each regular or called meeting of the Board of Directors. Proxy voting shall not be allowed.

## **ARTICLE IX - REGIONAL OFFICERS**

Section 1. The regional officers of this corporation shall be as follows:

- A. Junior Regional Director for Region 1
- B. Senior Regional Director for Region 1
- C. Junior Regional Director for Region 2
- D. Senior Regional Director for Region 2
- E. Junior Regional Director for Region 3
- F. Senior Regional Director for Region 3
- G. Junior Regional Director for Region 4
- H. Senior Regional Director for Region 4
- I. Junior Regional Director for Region 5
- J. Senior Regional Director for Region 5

Section 2. The term of office of the Junior Regional Director for each region shall be for one year. The Junior Regional Director for each region shall succeed to the Senior Regional Director of his or her respective region. The term of office of the Senior Regional Director of each region shall be for one year.

Section 3. The duties of the regional officers of this corporation shall be as follows:

- A. Junior Regional Directors shall be members of the Marketing Committee.
- B. Senior Regional Directors shall be members of the Membership Committee.
- C. Junior and Senior Regional Directors who are not seeking election to another office shall serve on the Nominations and Elections Committee and shall assist the Immediate Past-President in soliciting candidates for office.
- D. Junior and Senior Regional Directors shall serve on the Conference Committee.
- E. The Regional Directors shall be responsible for promoting corporation activities in their regions and may request monies from the Board of Directors to conduct such activities.

Section 4. Each Regional Director may exercise one vote at each regular or called meeting of the Board of Directors. Proxy voting shall not be allowed.

## **ARTICLE X - REGIONS**

- Section 1. The state shall be divided into five (5) regions.
- A. Region 1 shall include the counties of Cook, DuPage, Lake, and Will.
  - B. Region 2 shall include counties of Boone, Bureau, Carroll, DeKalb, Grundy, Henry, Jo Daviess, Kane, Kendall, LaSalle, Lee, McHenry, Marshall, Mercer, Ogle, Putnam, Rock Island, Stark, Stephenson, Whiteside, and Winnebago.
  - C. Region 3 shall include the counties of Adams, Bond, Brown, Calhoun, Cass, Christian, Fayette, Fulton, Greene, Hancock, Henderson, Jersey, Knox, Logan, Macoupin, McDonough, Mason, Menard, Montgomery, Morgan, Peoria, Pike, Sangamon, Schuyler, Scott, Tazewell, and Warren.
  - D. Region 4 shall include the counties of Champaign, Clark, Coles, Cumberland, Dewitt, Douglas, Edgar, Ford, Iroquois, Kankakee, Livingston, Macon, McLean, Moultrie, Piatt, Shelby, Vermillion, and Woodford.
  - E. Region 5 shall include counties of Alexander, Clay, Clinton, Crawford, Edwards, Effingham, Franklin, Gallatin, Hamilton, Hardin, Jackson, Jasper, Jefferson, Johnson, Lawrence, Madison, Marion, Massac, Monroe, Perry, Pope, Pulaski, Randolph, Richland, St. Clair, Saline, Union, Wabash, Washington, Wayne, White, and Williamson.
- Section 2. Each region shall be represented on the Board of Directors by two elected directors who shall also promote activities within the region.
- Section 3. Official meetings, workshops, and/or conferences conducted by any region must have prior approval of the Board of Directors.
- Section 4. Each region shall present a proposed annual operating budget and supporting rationale to the Finance Committee for review by July 15.
- Section 5. Monies generated by a region are official funds of the corporation and must be returned to the Board of Directors by the close of the fiscal year.

## **ARTICLE XI - DIVISIONS**

- Section 1. Divisions will be composed of members having professional interests in the area encompassed by the division.
- Section 2. Official meetings, workshops, and/or conferences conducted by any division must have prior approval of the Board of Directors.

- Section 3. Each division shall present a proposed annual operating budget and supporting rationale to the Finance Committee for review by July 15.
- Section 4. Monies generated by a division are official funds of the corporation and must be returned to the Board of Directors by the close of the fiscal year.

## **ARTICLE XII - NOMINATIONS AND ELECTIONS**

Section 1. The Immediate Past-President shall chair the standing Committee on Nominations and Elections. The President, President-Elect, Secretary, Treasurer, Vice-President for Divisions, Vice-President for Regions, and the Senior and Junior Directors of all five regions will serve on this committee. Those officers who are candidates for the election shall serve on this committee but must recuse themselves during discussion of the position for which they are nominated.

Section 2.

- A. The Chair of the Nominations and Elections Committee will convene a meeting of the Nominations and Elections Committee at the first Board of Directors meeting of the new fiscal year to inform the committee of its duties and make plans for the call for nominations process.
- B. The Chair of the Nominations and Elections Committee will provide written information to the membership by September 30 to explain the call for nominations and to solicit written nominations for statewide officers and regional directors.
1. The call for nominations must reach all members.
  2. The nominator must be a member and provide contact information.
  3. Written information must explain the nomination and election process and make clear that the committee will select a single candidate for each office to appear on the ballot.
- C. Written nomination responses will be sent to the Chair of the Nominations and Elections Committee no later than December 1. All nominations require a completed nomination form.
1. The Chair of the Nominations and Elections Committee shall check the eligibility of nominator and nominee with the Chair of the Membership Committee and against Bylaws requirements.

2. The Chair of the Nominations and Elections Committee shall contact eligible nominees to confirm their willingness and ability to serve and to ensure that they understand the requirements of board service. Each nominee must consent to his or her nomination and agree to serve actively if elected.
- D. The Chair of the Nominations and Elections Committee shall provide a list of eligible nominees to members of the Nominations and Elections Committee no later than December 15. If there is no eligible nominee for an office(s), the committee must seek eligible nominee(s).
  - E. Eligible nominees shall be provided with job descriptions and biographical forms. The completed biographical information must be returned to the Chair of the Nominations and Elections Committee no later than the January meeting of the Nominations and Elections Committee.
  - F. The Chair of the Nominations and Elections Committee will convene a meeting of the committee no later than January 30 to review nominees' qualifications against position requirements and the needs of the Board of Directors. The committee shall select a single candidate slate through deliberation and voting. After the selection process is complete, the Chair of the Nominations and Elections Committee shall notify all nominees of the committee decisions, and shall present the slate to the Board of Directors.

Section 3. Nominees, in so far as possible, shall reflect the membership of the corporation.

Nominees will be for these offices:

- A. President-Elect
- B. Vice-President for Regions (during even numbered years\*)
- C. Vice-President for Divisions (during odd numbered years\*)
- D. Junior Division Chairs
- E. Junior Regional Directors
- F. Secretary (during even numbered years\*)
- G. Treasurer (during odd numbered years\*)

\* Based on the calendar year the election occurs.

Section 4. Nominees for statewide offices may reside or work in any region of the state.

Section 5. Nominees for Regional Director must reside or work in the region from which they are nominated.

Section 6. Each nominee must be a current member of the corporation.

- Section 7. Nominees for President-Elect, Vice-President for Regions, Vice-President for Divisions, Secretary, and Treasurer must have served on the Board of Directors for a minimum of two years, including the year in which the nomination occurs.
- Section 8. Each nominee must consent to his or her nomination and agree to serve actively if elected.
- Section 9. Each nominee must have his or her supervisor's consent and support to serve actively if elected.
- Section 10. Nominees for appointment to fill the unexpired term of any Board of Director vacancy must meet all of the eligibility criteria of a nominee for election to the Board of Directors.
- Section 11. The Nominations and Elections Committee is responsible for the annual election.
- A. Each member of the corporation shall be sent a ballot for the annual election.
    - 1. The ballot shall contain the names of the statewide offices with the nominee for each office and space for a write-in candidate.
    - 2. The ballot shall contain the names of the nominees for Regional Directors with instructions on voting for the Regional Director appropriate for the voter. The ballot shall contain space for a write-in candidate.
  - B. The Committee shall also prepare a biographical sheet containing the background information on all nominees which shall be made available to the members.
  - C. The ballot and biographical sheet shall be sent no later than thirty (30) days prior to the meeting of the Board of Directors where the election results are declared.
  - D. The ballot is to be returned and must carry a verifiable date no later than midnight of the eighth day prior to the meeting of the Board of Directors where the election results are declared.
- Section 12. The Chair of the Nominations and Elections Committee shall convene the committee prior to the meeting of the Board of Directors where the election results are declared for the purpose of determining the election results.
- A. At least three members of the committee shall serve as tellers and shall review and confirm the results of the election.
  - B. A simple majority of returned ballots dictates the winner for each office.

- C. To be counted, a write-in candidate must meet the same eligibility requirements as a slated candidate.
- D. In case of a tie in votes, the balloting for that office will be repeated. In the case of a regional candidate, members eligible to vote will be those members in the region where the tie has occurred. In the case of a statewide candidate, members eligible to vote will be all members of the corporation. Voting continues until one candidate receives a simple majority.
- E. The tellers shall then certify the election report with their signatures.
- F. The Chair of the Nominations and Elections Committee shall read the election report at the meeting of the Board of Directors prior to the annual meeting. The report shall then be handed to the presiding officer who again reads the report and declares who was elected to each office. The election results shall be entered into the minutes of the meeting and the report filed with the minutes.
- G. The results of the election shall be announced at the annual meeting.
- H. The term of office begins July 1.

Section 13. Any member may request the opportunity to inspect the election report and the certified list of candidates.

### **ARTICLE XIII - NATIONAL AFFILIATION**

- Section 1. Affiliation with national associations shall be encouraged. Such affiliation shall be initiated and maintained at the discretion of the Board of Directors.
- Section 2. Divisions may request the Board of Directors to establish new affiliations with other national associations.

### **ARTICLE XIV - BOOKS AND RECORDS**

- Section 1. The corporation shall keep permanent records and minutes of the Board of Directors meetings and membership meetings, including records of regional and division activities as appropriate.
- Section 2. An external financial review of the financial records of the corporation shall be conducted no less frequently than every three years, and presented to the Board of Directors for approval.



Section 3. All historical records of IAEA (Illinois Adult Education Association), PACE (Public Adult and Continuing Educators), and IACEA shall be the property of this corporation and shall be maintained by the IACEA archivist appointed by the President.

## **ARTICLE XV - COMMITTEES**

Section 1. The corporation shall have the following Standing Committees:

- A. Membership
- B. Nominations and Elections
- C. Annual Conference
- D. Marketing
- E. Legislative
- F. Finance
- G. Awards
- H. Bylaws
- I. Scholarship

Section 2. The President may also appoint, with the approval of the Board of Directors, such additional committees as are necessary to carry forth the programs and plans of the corporation.

Section 3. Each committee, except for the Nominations and Elections and the Annual Conference Committees, shall have one member designated by the President, approved by the Board of Directors, to serve as chair of the committee. Committee chairs who are not elected members of the Board of Directors are encouraged to attend regularly scheduled board meetings and expected to attend if business concerning their committee is to be conducted.

Section 4. Membership to the committees will be appointed each year by the committee chair and approved by the Board of Directors, with at least one member, whenever possible, chosen from the past year's committee to provide continuity of the committee's responsibilities. Each committee shall have two or more Directors as members. A majority of each committee's membership shall be Directors.

Section 5. 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 6.

- A. A majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

- B. Committee members may participate in and act at any meeting of such committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute attendance and presence in person at the meeting.

Section 7. The chair of each committee shall present a proposed annual operating budget and supporting rationale to the Finance Committee for review by July 15.

Section 8. The chair of each committee shall keep the Board of Directors informed of committee activities and submit a written report at each Board meeting.

Section 9. Standing Committee responsibilities shall be:

A. Membership

1. The Membership Committee shall include, but not be limited to, the Senior Regional Directors and the Junior Division Chairs.
2. The committee, in conjunction with the Membership Chair and/or other persons designated by the Board of Directors, shall be responsible for developing and maintaining a current listing of members (with appropriate contact information), preparing and sending renewal notices and membership cards, and for recruiting new members.

B. Nominations and Elections

1. The Nominations and Elections Committee shall be chaired by the Immediate Past-President.
2. Members of the committee shall include the President, President-Elect, Vice-President for Regions, Vice-President for Divisions, Secretary, Treasurer, and the Senior and Junior Director from each region.
3. Those officers who are candidates for the election shall serve on this committee but must recuse themselves during discussion of the position for which they are nominated.
4. The committee shall supervise the nomination and election procedures as provided for in ARTICLE XII of these Bylaws.

C. Annual Conference

1. The President-Elect shall serve as Chair of the Annual Conference and the Annual Conference Committee.
2. All elected members of the Board of Directors and committee chairs are members of the Annual Conference Committee.
3. The Annual Conference Committee shall be responsible for planning and submitting to the Board of Directors for approval, the following items:
  - (a) Conference dates
  - (b) Conference site
  - (c) Conference fees
4. In addition to the above items, the Annual Conference Committee is responsible for and shall provide a written report to the Board of Directors on the following conference items: theme, lodging and meals, sessions representing various and specialized interests in the field of adult education, fiscal management, pre-registration and registration procedures, publicity, and materials.

D. Marketing

1. The Marketing Committee shall include, but not be limited to, the Junior Regional Directors and the Senior Division Chairs.
2. The Marketing Committee shall:
  - (a) Advise and assist the Board of Directors in gathering and disseminating information to the corporation membership and aiding in bringing about a more widespread interest in adult education.
  - (b) Supervise the preparation of any publication authorized by the Board of Directors.
  - (c) Provide to the Board of Directors advice and information about on-going marketing activities of the Association and bring to the Board proposals for marketing initiatives for Board approval.

## E. Legislative

1. The Legislative Committee shall include but not be limited to a Chair, the President, President-Elect, Immediate Past-President, Legislative Awareness Day Chair, Vice-President for Regions, and Vice-President for Divisions.
  - (a) Each division may designate one of its members to serve as a legislative advisor in the area of its professional concern. These advisors may participate in committee activities but do not have a vote.
  - (b) The Legislative Committee is empowered to invite additional non-voting legislative advisors to participate in committee activities, as the committee deems necessary.
2. The duties of the Legislative Committee shall be:
  - (a) To educate the membership regarding the legislative process;
  - (b) To provide leadership and coordination in design, promotion, and support of legislation beneficial to adult education;
  - (c) To maintain liaison with appropriate boards and agencies relating to adult education;
  - (d) To provide communication regarding legislation among adult educators;
  - (e) To represent the membership in the legislative processes of local, state, and federal government.

## F. Finance

1. The Finance Committee shall include, but not be limited to President, Immediate Past-President, President-Elect, Treasurer, and at least one person from the membership, not otherwise on the Board of Directors, appointed by the President and approved by the Board of Directors.
2. The committee shall develop an annual association revenue and expense budget and present it to the Board of Directors for approval at the first Board meeting of the fiscal year.

3. The committee shall be responsible for financial oversight for the association, including examining income and expenditures, providing financial analysis and projections, and advising the Board of Directors regarding fiscal activity and policy.
4. The committee shall work closely with the Treasurer to provide financial information to the Board of Directors.
5. The committee shall recommend to the Board of Directors for approval an accounting firm to conduct a financial review as prescribed in the Bylaws.

#### G. Awards

1. The Awards Committee shall include but not be limited to a Chair and one member from each region.
2. The committee shall follow an awards selection process recommended by the committee and approved by the Board of Directors. The committee is responsible for receiving and reviewing award nominations and selecting recipients.
3. The Board of Directors shall approve any new or revised award categories.

#### H. Bylaws

1. The Bylaws Committee shall include one member of the Executive Committee and have a minimum membership of five.
2. The committee shall be responsible for examining the efficacy of the Bylaws and their impact on operations of the association. The committee is also responsible for insuring that the Bylaws are in compliance with state and federal laws governing not-for-profit organizations.

#### I. Scholarship

1. The Scholarship Committee shall have a minimum membership of five.
2. The committee shall follow an awards selection process recommended by the committee and approved by the Board of Directors. The committee is responsible for receiving and reviewing scholarship and grant applications, and selecting recipients.

## **ARTICLE XVI – COUNCIL OF PRESIDENTS**

In order to provide support and advice to the President and sustain the organizational history of the association, the corporation shall have a Council of Presidents. The Council of Presidents shall be composed of the current President, President-Elect, Immediate Past-President, and any past president who is an active member of the association. The current President shall call meetings of the Council as needed and may appoint a facilitator to assist with Council functions.

## **ARTICLE XVII - CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

- Section 1. **CONTRACTS.** No individual member of the corporation shall be vested with the authority to enter into any agreement or contract or otherwise obligate the corporation in matter of policy except by virtue of the authority granted by the Board of Directors or by the Bylaws.
- Section 2. **CHECKS, DRAFTS, ETC.** All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers or 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
- Section 3. **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 4. **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.

## **ARTICLE XVIII - FISCAL YEAR**

The fiscal year of this corporation shall begin July 1 and end June 30.

## **ARTICLE XIX – WAIVER OF NOTICE**

Whenever any notice 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 Bylaws of the corporation, 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. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

## ARTICLE XX - INDEMNIFICATION

Section 1. INDEMNIFICATION IN ACTIONS OTHER THAN BY OR IN THE RIGHT OF THE CORPORATION. The corporation may indemnify any person who was or is a party or is threatened to be made a party to 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 he or she is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

Section 2. INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE CORPORATION. The corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, provided that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

- Section 3. **RIGHT TO PAYMENT OF EXPENSES.** To the extent that a director, officer, employee, or agent of the corporation has been successful, on the merits or otherwise, in the defense of any action, suit, or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.
- Section 4. **DETERMINATION OF CONDUCT.** Any indemnification under Sections 1 and 2 of this Article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 or 2 of this Article. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding; (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or (c) by the members entitled to vote, if any.
- Section 5. **PAYMENT OF EXPENSES IN ADVANCE.** Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, as authorized by the board of directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in this Article.
- Section 6. **INDEMNIFICATION NOT EXCLUSIVE.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.
- Section 7. **INSURANCE.** The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.



Section 8. NOTICE TO MEMBERS. If the corporation has paid indemnity or has advanced expenses under this Article to a director, officer, employee, or agent, the corporation shall report the indemnification or advance in writing to any members entitled to vote with or before the notice of the next meeting of the members entitled to vote.

Section 9. REFERENCES TO CORPORATION. For purposes of this Article, references to “the corporation” shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger that, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers, employees, or agents, so that any person who was a director, officer, employee, or agent of such merging corporation, or was serving at the request of such merging corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall stand in the same position under the provisions of this Article with respect to the surviving corporation as such person would have with respect to such merging corporation if its separate existence had continued.

Section 10. OTHER REFERENCES. For purposes of this Article, references to “other enterprises” shall include employee benefit plans; references to “fines” shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to “serving at the request of the corporation” shall include any service as a director, officer, employee, or agent of the corporation that imposes duties on or involves services by such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the corporation” as referred to in this Article.

## **ARTICLE XXI- RATIFICATION**

These Bylaws shall become effective upon a vote of the membership held in accordance with these Bylaws.

## **ARTICLE XXII- AMENDMENTS**

The Bylaws may be amended at any regular or called meeting of the corporation by a two-thirds vote of the members present provided the proposed amendment shall have been submitted in writing to the membership one month before that meeting, or a paper or electronic ballot may be used in lieu of a called meeting with a favorable vote of two-thirds of the members returning the ballot by the designated date constituting approval.

### **ARTICLE XXIII - DISSOLUTION**

This corporation may be dissolved according to the procedures outlined in the General Not for Profit Corporation Act of Illinois.

### **ARTICLE XXIV- PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the corporation may adopt.