

## **Summary of Proposed Amendments to ISS Bylaws**

- Page 1, Line 6: Update to the correct name of NCSS;
- Page 1, Lines 10–19: Added a non-discrimination policy;
- Page 2, Lines 27–28: Allows for any member to pay dues on a biennial basis;
- Page 3, Line 9: Changes effective date of elections to coincide with deadline for membership dues;
- Page 3, Line 30: Updated name of Nominating Committee;
- Page 3, Line 31: Updated name of Nominating Committee;
- Page 3, Line 36: Changes effective date of elections to coincide with deadline for membership dues;
- Page 4, Lines 16–21: Update the number of At-Large Directors. Allows the Board to expand this number with a supermajority;
- Page 4, Line 22: Changes Alumni Liaison(s) to voting member(s) of the Board;
- Page 4, Line 23: Establishes Labor Liaison(s) as (a) voting member(s) of the Board;
- Page 4, Line 24: Changes Corporate Liaison(s) to voting member(s) of the Board;
- Page 4, Line 37: Provides a role for the ISS Foundation as non-voting member of the Board;
- Page 6, Line 4: Specifies an additional duty for the Secretary (something that is already done);
- Page 6, Line 26: Adds additional requirement for the Treasurer;
- Page 6, Lines 28–29: Specifies requirement for external audit;
- Page 7, Lines 14–21: Specifies duties of Labor Liaison(s);
- Page 7, Lines 22–29: Specifies duties of University and College Liaison(s);
- Page 8, Line 9: Removes requirement for postal notification;
- Page 8, Lines 14–16: Restructures committee oversight so that committees are responsible to the full Executive Committee;
- Page 8, Line 17: Updated name of Nominating Committee;
- Page 8, Line 18: Updated name of Nominating Committee;
- Page 8, Line 28: Updated name of Nominating Committee;
- Page 8, Line 29: Updated name of Nominating Committee;
- Page 9, Lines 11–13: Establishes Finance Committee;
- Page 10, Line 10: Updated name of Nominating Committee;

- Page 10, Lines 34–35: Establishes reporting requirement for Executive Committee meetings;
- Page 11, Lines 9–11: Authorizes the Board to establish awards and recognitions;
- Page 11, Line 32: Updates vote threshold for standard supermajority requirements; and
- Page 12, Lines 1–3: Creates a process for bylaws amendments to occur at the annual meeting.



1 number of dues paid members. Each member's name submitted by the group, up to the  
2 number allowed by the Board, shall be entitled to vote on matters calling for ratification by  
3 the ISS Membership.

4 E. Congressional – Any staff of Illinois congressional offices may join the Society. The  
5 number of voting members will be established by the Board based on dues paid  
6 Membership. Each member's name submitted by the congressional office, up to the number  
7 allowed by the Board, shall be entitled to vote on matters calling for ratification by the ISS  
8 Membership.

9 F. Honorary – Any person who has rendered exceptional service to the Illinois State Society,  
10 for whatever reason, may upon a majority vote of a duly constituted quorum of the Board of  
11 Directors at any regularly scheduled Board Meeting, be recognized as an Honorary Member  
12 for life. An Honorary Member shall be entitled to all the privileges of other members, but  
13 shall be exempt from paying membership only while serving in the Honorary position.

### 14 **SECTION 3 – HOW TO APPLY FOR MEMBERSHIP**

15 Application for membership in the Society may be made electronically or in writing on a form  
16 prescribed by the Board of Directors along with payment of the annual dues reflecting the  
17 category of Membership.

### 18 **SECTION 4 – MEMBERSHIP YEAR**

19 The Membership Year shall be annually from January 1<sup>st</sup> through December 31<sup>st</sup>.

### 20 **SECTION 5 – MEMBERSHIP DUES**

21 Membership Dues shall be set by the Board of Directors. Membership Dues notifications will be  
22 sent by the Treasurer thirty (30) days prior to the new fiscal year. Dues are due annually on or  
23 before February 1<sup>st</sup> for the coming Membership Year and shall be considered delinquent after  
24 April 1<sup>st</sup>, which is cause for Membership Termination and dropping from the Membership Rolls  
25 by the ISS Secretary. Membership Dues received any time during the Membership Year shall be  
26 cause for reinstatement of Membership, but only until the end of that Membership and Fiscal  
27 Year.

28 Any class of member may pay dues on a biennial basis at the rate that is in effect for the fiscal  
29 year during which the payment is made.

### 30 **SECTION 6 – MEMBERSHIP ROLLS, RECORDS, AND ADMINISTRATION**

31 Membership Rolls and Records of the ISS shall be maintained as determined by the Board of  
32 Directors. Administrative matters such as, but not limited to, the provision or non-provision of  
33 membership certificates, cards, mementos, incentives, terms of honorary memberships and the  
34 like shall be as determined by the Board of Directors.

## 35 **ARTICLE V – BOARD OF DIRECTORS**

### 36 **SECTION 1 – PURPOSE**

37 The business and affairs of the ISS shall be vested in, controlled by, and conducted by a Board of  
38 Directors (Board).

### 39 **SECTION 2 – DUTIES**

- 1 It shall be the duty of the Board:
- 2 A. To carry on and conduct the business and corporate obligations of the ISS for its Members;
- 3 B. To perform all acts necessary and proper to carry out the objectives and purposes of the ISS;
- 4 and
- 5 C. To provide guidance and continuity in order to further the objectives and purposes of the
- 6 ISS.

7 **SECTION 3 – POLICIES AND PROCEDURES**

8 The Board of Directors shall establish Policies and Procedures to manage the affairs of the ISS.

9 **SECTION 4 – TERMS**

10 Directors shall be elected for a one year term, beginning service thirty-one (31) days after the date

11 of the start of the new fiscal year immediately following election, except in the case of those

12 selected to fill unexpired terms. In no case shall the President or Treasurer succeed him/herself

13 more than two consecutive terms in the same office.

14 In case of a vacancy on the Board, other than the President, the same may be filled for the

15 unexpired portion of the term by a member of the Society, elected by the Board of Directors. In

16 the case of a vacancy in the Presidency, the President-Elect (or if also vacant, the ranking Vice

17 President) shall succeed.

18 Any Director may be removed from office for cause by a three-fourths vote of the remaining

19 Board or by a majority vote of the Voting Members.

20 Failure to attend or participate in three (3) consecutive board meetings without excuse or

21 notification to the President or Secretary will be considered a voluntary resignation creating a

22 vacant board position. After two (2) consecutive, unexcused absences, the missing board

23 Member shall be notified by the Secretary that they will be removed if they miss another,

24 unexcused meeting.

25 **SECTION 5 – COMPENSATION**

26 Directors shall receive no compensation or remuneration for their duties or for efforts on behalf

27 of the ISS. Directors may be reimbursed for any and all personal expenses for goods or services

28 that were approved by the Board for the completion of official ISS or Board activities. Receipts

29 for such goods or services shall be provided to the Treasurer according to Policies and Procedures

30 established by the Board.

31 **SECTION 6 – NOMINATIONS COMMITTEE**

32 A nominations committee, composed of a minimum of five ISS members elected by the Board

33 shall present a well-considered slate of proposed Directors at the Annual Membership Meeting.

34 Additional nominations may be made from the floor. In case of a contest regarding Director

35 positions, secret written ballot shall be used.

36 **SECTION 7 – ELECTION**

37 The Directors elected shall take charge thirty-one (31) days after the beginning of the next fiscal

38 year.

39 **SECTION 8 – STRUCTURE**

- 1 Voting Offices:
- 2 The Board of Directors shall be comprised of one (1) of each of the following Officers:
- 3 A. Congressional Chair (non-voting);
  - 4 B. Congressional Vice Chair (non-voting);
  - 5 C. President;
  - 6 D. Vice-President and President-Elect;
  - 7 E. Vice President for Programs & Communications;
  - 8 F. Vice President for Membership;
  - 9 G. Vice President for Young Professionals;
  - 10 H. Secretary;
  - 11 I. Treasurer;
  - 12 J. Historian;
  - 13 K. Most recent Past President;
  - 14 L. Parliamentarian;
  - 15 M. National Conference of State Societies Liaison;
  - 16 N. Two (2) Congressional Liaisons representing the Majority and Minority Parties;
  - 17 O. At-Large Directors based upon the total paid membership for the most recent fiscal year.
  - 18 One At-Large Director per twenty-five (25) dues paid Members with no fewer than the total
  - 19 number of members of the Illinois Congressional Delegation. The Nominations Committee
  - 20 may choose to leave some of these positions vacant at the time of the Annual meeting to
  - 21 allow for appointment at a later date and the Board may increase the total number of At-
  - 22 Large Directors as needed, with two-thirds approval;
  - 23 P. Liaison(s) to Illinois University and College Alumni Associations;
  - 24 Q. Liaison(s) to Labor Organizations; and
  - 25 R. Liaison(s) to the Corporate Community.
  - 26 S. Non-Voting Offices:
    - 27 a. Congressional Chair – The Chair shall be a member of the Illinois Congressional
    - 28 Delegation;
    - 29 b. Congressional Vice Chair – A member of the opposite party of the Chair so there is one
    - 30 (1) Democrat and one (1) Republican each from the Illinois Congressional Delegation
    - 31 serving as Chair and Vice Chair. The Vice Chair shall succeed the Chair. In no case
    - 32 shall the Chair or Vice Chair serve more than two (2) consecutive terms in the same
    - 33 office;
    - 34 c. Parliamentarian – Appointed by the President. The Parliamentarian shall be the
    - 35 custodian of the flag and other miscellaneous property of the Society and maintain order
    - 36 at all Society meetings by invoking the most recent edition of the Robert’s Rules of Order
    - 37 when necessary;
    - 38 d. The President of the Illinois State Society Foundation, or his/her representative;

- 1 e. Liaison for the Governor of Illinois or their designated representative;
- 2 f. Liaison for the Mayor of Chicago or their designated representative;
- 3 g. A Presidential Administration representative with direct ties to Illinois who is currently
- 4 serving in an official capacity in the Administration as designated by the President; and
- 5 h. An Executive Director as designated by the Board of Directors.

6 T. Voting Offices and Duties

- 7 a. The President shall be the chief executive officer of the ISS and as such shall:
  - 8 i. Preside at all meetings of the Society and see that the work of the Society is carried
  - 9 forward to its best interest, promoting the purposes for which the Society is
  - 10 organized; and
  - 11 ii. Call special meetings from time to time of the Society or of the officers thereof
  - 12 whenever it becomes necessary, vote only in case of a tie, when that vote be
  - 13 decisive have power to appoint such committees as may be advisable to carry on or
  - 14 assist in carrying on the work of the Society.
- 15 b. The Vice President, also known as the President-Elect, shall:
  - 16 i. In the absence or disability of the President, perform the duties and exercise the
  - 17 powers of the President and perform additional duties as the President and Board of
  - 18 Directors shall prescribe;
  - 19 ii. Preside at all meetings during the absence of the President; and
  - 20 iii. In case of the absence of the President, carry on the work of the Society under these
  - 21 bylaws in the same manner as the President and with like powers assist the First
  - 22 Vice-President (Programs) with establishing and undertaking programs for the
  - 23 Society.
- 24 c. Vice President for Programs and Communication shall:
  - 25 i. Oversee the programs and public relations of the Society;
  - 26 ii. Establish a Programs and Communications Committee;
  - 27 iii. Chair the Programs and Communications Committee; and
  - 28 iv. Develop the requirements, numbers of, and expenses for all programs or events
  - 29 held by the Society for each membership/fiscal year and present them to the Board
  - 30 for approval.
- 31 d. The Vice President for Membership shall:
  - 32 i. Oversee the membership activities of the Society;
  - 33 ii. Establish a Membership Committee;
  - 34 iii. Chair the Membership Committee; and
  - 35 iv. Develop requirements and fees for membership to be presented to the Board for
  - 36 approval.
- 37 e. The Vice President for Young Professionals shall:
  - 38 i. Establish a Young Professionals committee;

- 1                   ii. Determine the needs of the Society for enlisting the active involvement of Illinois  
2                   Young Professionals;
- 3                   iii. Develop the requirement for this committee; and
- 4                   iv. Oversee the activities of this committee.
- 5           f. The Secretary shall:
- 6                   i. Record the minutes of all Membership and Board meetings;
- 7                   ii. Take attendance at Board meetings and manage absences;
- 8                   iii. Submit a copy of the minutes of each meeting to the President;
- 9                   iv. Read the minutes of the meeting at the request of the President and keep minutes in  
10                   a secure and legible form electronically and by printed copy so they are available  
11                   for audit and Member review;
- 12                   v. Retain files on all standing resolutions of the Society;
- 13                   vi. Perform such duties as are usually performed by a recording secretary of like  
14                   organizations; and
- 15                   vii. Render such assistance as may be required by the President.
- 16           g. The Treasurer shall:
- 17                   i. Take charge of all membership fees and other moneys or amounts received for the  
18                   Society from any member or other sources and may disburse said funds only upon  
19                   proper authorization of the Board for the purpose of paying expenses legally  
20                   incurred by the Society;
- 21                   ii. Keep an accurate record of the receipts and disbursements of the Society and make  
22                   a written report of same at each Board Meeting, and likewise (within thirty (30)  
23                   calendar days of receipt of a written request) to the Society upon request made by a  
24                   majority vote of all members present at a regular Membership meeting;
- 25                   iii. Keep a record of all paid, current memberships and supply this list to the Secretary  
26                   and the Executive Director;
- 27                   iv. Deposit all revenue and proceeds of social or other activities of the Society to the  
28                   account of the Society;
- 29                   v. Be bonded;
- 30                   vi. Prepare all required official financial reports; and
- 31                   vii. Have all accounts audited by an outside accountant at the close of each fiscal year  
32                   and present the results to the Board of Directors.
- 33           h. The Historian shall:
- 34                   i. Prepare an annual Chronological account of the Society and its Activities and seek  
35                   out Illinois History as it pertains to the Nation's Capital;
- 36                   ii. Provide program direction and ideas to the Second Vice President to include an  
37                   educational and historical perspective to Society programs;
- 38                   iii. Maintain all historical records of the Society; and
- 39                   iv. May develop a committee to undertake any of the above tasks.



- 1 i. Illinois Congressional Liaisons (two (2), representing the offices of one (1) Democrat and  
2 one (1) Republican) shall:
- 3 i. Represent the Illinois Congressional Delegation on the ISS Board;
- 4 ii. Communicate the needs and interests of the Illinois Congressional Delegation to  
5 the Board; and
- 6 iii. Communicate the decisions and policies of the Board and the activities and events  
7 of the Society to the Illinois Congressional Delegation and their staffs.
- 8 j. Two (2) Corporate Liaisons shall:
- 9 i. Represent corporations, businesses, and groups (either based in Illinois or which  
10 have an interest in Illinois) on the ISS Board;
- 11 ii. Communicate the needs and interests of these corporations, businesses, and groups  
12 to the Board;
- 13 iii. Communicate the decisions and policies of the Board to these corporations,  
14 businesses, and groups; and
- 15 iv. Seek the support of these corporations, businesses, and groups in the sponsorship  
16 of Society events and activities.
- 17 k. Two Labor Liaisons shall:
- 18 i. Represent the Labor community which have an interest in Illinois on the ISS  
19 Board;
- 20 ii. Communicate the needs and interests of the Labor community to the Board;
- 21 iii. Communicate the decisions and policies of the Board to these Labor organizations  
22 and leaders; and
- 23 iv. Seek the support of these Labor groups in the sponsorship of Society events and  
24 activities.
- 25 l. Two Liaisons to the Universities and Colleges shall:
- 26 i. Represent universities, colleges and alumni groups (either based in Illinois or  
27 which have an interest in Illinois) on the Board;
- 28 ii. Communicate the needs and interests of these universities, colleges and alumni  
29 groups to the Board;
- 30 iii. Communicate the decisions and policies of the Board to these universities, colleges  
31 and alumni groups; and
- 32 iv. Seek the support of these universities, colleges and alumni groups in the  
33 sponsorship of Society events and activities.
- 34 m. The Immediate Past President shall serve as a Member of the Executive Committee.  
35 Should the position become vacant, it shall remain vacant until the next Annual Meeting.
- 36 n. The National Conference of State Societies Liaison shall:
- 37 i. Represent the ISS regarding all matters involving the NCSS including the Cherry  
38 Blossom Festival and Princess activities; and
- 39 ii. Communicate the decisions of the Board to NCSS leaders and fellow societies.
- 40 o. Directors At Large shall:

- 1                   i. Serve on at least one (1) Committee every year; and
- 2                   ii. Actively participate in the operations and decisions of the Board by attending
- 3                   Regular Board meetings.
- 4           p. Executive Director (non-voting) shall:
  - 5                   i. Serve at the pleasure of the Board of Directors and Officers;
  - 6                   ii. Implement the program, communications and activities as directed and authorized
  - 7                   by the Board of Directors;
  - 8                   iii. At the direction of the President, shall notify all Board members, or any others
  - 9                   concerned, of meetings to be held;
  - 10                  iv. In coordination with the Treasurer, keep and maintain an accurate mailing list of
  - 11                  the names and addresses of all Society members;
  - 12                  v. Provide notification of programs, meetings, events, and the like to all members;
  - 13                  vi. Perform such duties as are usually performed by a corresponding secretary of like
  - 14                  organizations, such as the conduct of the corresponding secretary; and
  - 15                  vii. Render such assistance as may be required by the President.

16           **SECTION 9 – STANDING COMMITTEES OF THE SOCIETY**

- 17           A. Executive Committee – The Executive Committee shall be composed of the Officers and Liaisons
- 18           of the ISS and shall oversee the Bylaws, Nominations, and Policies and Procedures Committees.
- 19           The President shall serve as Chair of the Executive Committee.
- 20           B. Nominations Committee – Comprised of no less than five and no more than seven ISS Board
- 21           Members and/or Past Presidents, the Nominations Committee shall develop a well-considered
- 22           slate of proposed Directors and Officers to present to the Board for approval prior to presenting to
- 23           the Annual Membership Meeting for Election.
  - 24                  a. Nominees for President, Vice President and President-Elect, and Treasurer shall have
  - 25                  served on the Board of Directors for a minimum of one (1) year immediately preceding
  - 26                  the Annual Meeting and election.
  - 27                  b. Proposed Members must be dues paid Members of the Society. For Officer nominations,
  - 28                  preference will be given to those who have been Members for at least one (1) year.
  - 29                  c. Nominations may be made from the floor by a Member by petition for each individual
  - 30                  office signed by a number of Members equal to the number of Members serving on the
  - 31                  Nominations Committee.
  - 32                  d. No Member of the Nominations Committee may sign such a petition.
  - 33                  e. In the case of a contest regarding Director positions, a secret ballot shall be conducted.
- 34           B. Bylaws Committee – The Bylaws Committee shall conduct an annual review of existing bylaws
- 35           and make recommendations to the Board for consideration at the Annual Membership Meeting.
- 36           C. Policies and Procedures Committee – The Board of Directors shall establish a Policies and
- 37           Procedures Committee to manage the affairs of the ISS.
- 38           D. All policies and procedures are deemed to be in effect upon a majority vote of the Board of
- 39           Directors at any regularly scheduled Board Meeting. The policies and procedure statements
- 40           agreed to by the Board shall be signed by the President and the Secretary and kept in the official

1 records of the organization. Any policies that are changed shall be noted in the organization  
2 records.

3 E. The most current version of the policies and procedures of the previous fiscal year's Board will  
4 be reviewed annually and ratified by the Board of Directors no later than the second meeting of  
5 the new Board. The Board will have the ability to change or add any new items to the Policies  
6 and Procedures at any regularly scheduled Board meeting during the fiscal year. In order to  
7 propose changes or additions to the Policies and Procedures, there shall be at least one regular  
8 meeting of the Board or Executive Committee where a change has been proposed and discussed  
9 prior to being voted on by the full Board.

10 F. The Policies and Procedures document will establish ethical, financial, and programmatic policies  
11 and procedures. These may include, but are not limited to the following: the administrative  
12 functions of the Board; the use and hiring of a management company; the determination of rates  
13 of compensation; the organization of Board Committees and their responsibilities; and terms of  
14 any and all contracts.

15 G. Finance Committee – The Finance Committee shall be chaired by the Treasurer and comprised of  
16 at least two other members of the Board. A designee of the Illinois State Society Foundation  
17 board may serve in a non-voting capacity.

18 H. All committees and individuals operating on behalf of the Society are accountable to the Board of  
19 Directors for all receipts and expenditures. All receivables, including in-kind contributions, and  
20 commitments to expenditures (oral and written) by all committees and individuals acting on  
21 behalf of the Society shall be accountable to the Board.

22 I. The Board at its first formal organizational meeting of the term shall establish additional  
23 operational Committees of the Society.

24 J. The Vice President and President-Elect shall serve as Chair of the Nominations Committee,  
25 Bylaws Committee, and Policies and Procedures Committee.

## 26 **ARTICLE VI – MEETINGS**

### 27 **SECTION 1 – TYPES OF MEETINGS**

28 A. Annual Membership Meetings

29 B. Quarterly Board Meetings

30 a. Regular

31 b. Special

32 C. Monthly Executive Board Committee Meetings

### 33 **SECTION 2 – ANNUAL MEMBERSHIP MEETINGS**

34 A. The date, time, and place of the Annual Membership Meeting shall be set by the Board at least  
35 ninety (90) days in advance of the meeting with an anticipated meeting date at least twenty (20)  
36 days prior to the end of the fiscal year to allow ample time for transition into the new fiscal year.

37 B. The purposes of the Annual Membership Meeting are to:

38 a. Elect ISS Directors to vacant or expiring positions;

39 b. Receive annual reports from ISS Directors; and

40 c. Transact other ISS business as required.

- 1 C. Any program beyond the purposes set forth above shall be arranged by the Board of Directors and  
2 shall be devoted to subjects of general interest to ISS Members.
- 3 D. Quorum – Ten percent (10%) of the membership shall constitute a quorum at all Membership  
4 meetings. A majority vote shall be required to transact business, except as otherwise specified.
- 5 E. Order of Business – This order of business may be altered or suspended at any meeting by a  
6 majority vote of the Voting Members present. Parenthetical entries show primary responsibility  
7 for the Agenda item.
- 8 a. Call to order (President or Presiding Officer)
  - 9 b. Approval of the Agenda (Voting Members)
  - 10 c. Overview of the Year (President or Presiding Officer)
  - 11 d. Special reports (Board and/or Members)
  - 12 e. Old business (Board and/or Members)
  - 13 f. New business (Board and/or Members)
  - 14 g. Election of Directors (Nominations Committee and Voting Members)
  - 15 h. Adjournment (President or Presiding Officer)

### 16 **SECTION 3 – BOARD MEETINGS**

#### 17 A. Regular Board Meetings.

- 18 a. There shall be a regularly scheduled Board Meeting held quarterly at a time and place as  
19 determined by the Board.
- 20 b. The purpose of the Regular Board Meeting is to transact ISS business, as required.
- 21 c. Regular Board Meetings will be open to all Members.

#### 22 B. Special Board Meetings

- 23 a. Special Board Meetings may be called by the President or by a majority of the Board of  
24 Directors at a day, date, time, and place appointed by those calling the meeting.
- 25 b. The purpose of a Special Board Meeting is to conduct business that is of such urgency  
26 that it cannot wait until the next Regular Board Meeting.
- 27 c. When a Special Board Meeting is called, the Executive Director shall give the Directors  
28 five (5) days' notice of such meeting by electronic transmission and forty-eight (48)  
29 hours' notice by telephone, stating day, date, time, place, and the principal items of  
30 business to be transacted.

#### 31 C. Executive Committee Meetings

- 32 a. An Executive Committee, composed of the Officers, Congressional Liaisons, Corporate  
33 Liaisons, and NCSS Liaison shall meet monthly and conduct the general business of the  
34 ISS in between Board of Director Meetings.
- 35 b. The Board of Directors shall meet Quarterly, and shall have the power to rescind, by  
36 Majority Vote, any action taken by the Executive Committee since the last meeting of the  
37 Board of Directors.
- 38 c. Minutes of Executive Committee meetings shall be sent to the Board of Directors within  
39 fourteen (14) days of a meeting.

- 1 D. Procedures applicable to either Regular or Special Board Meetings and Executive Committee  
2 Meetings
- 3 a. Quorum – Attendance at any Board Meeting or Executive Committee Meeting by at least  
4 fifty percent (50%) of the Directors shall constitute a quorum for the transaction of any  
5 and all business by the Board.
- 6 b. Order of Business – The order of business for any Board Meeting or Executive  
7 Committee Meeting shall be established by the President or the Directors, as appropriate.
- 8 c. “Robert’s Rules of Order Newly Revised” is designated as the parliamentary law of the  
9 Society.
- 10 d. Board meetings may be conducted in person or via telephone conference call.

## 11 **ARTICLE VII – AWARDS AND RECOGNITIONS OF THE SOCIETY**

12 The Board may establish and grant awards and recognitions. All awards and recognitions must  
13 receive two-thirds support from the full Board.

## 14 **ARTICLE VIII – FISCAL YEAR**

### 15 **SECTION 1 – GENERAL**

16 The fiscal year of the ISS shall be January 1 through December 31.

## 17 **ARTICLE IX – AMENDMENTS**

### 18 **SECTION 1 – GENERAL**

19 These bylaws may be amended or rescinded, but only at the next regularly scheduled Annual  
20 Membership Meeting.

### 21 **SECTION 2 – PROCESS**

22 Amendments or Rescissions will be accomplished in the following manner and order:

- 23 A. The Board shall review any proposed change(s) and prepare and send by electronic  
24 transmission to all Voting Members at least thirty (30) calendar days prior to the Annual  
25 Membership Meeting, a voting form of all proposed Amendments and supporting  
26 documentation as required to be cast at the regular Annual Membership meeting.
- 27 B. Society members shall provide written notice, including wording of the proposed  
28 Amendments or Rescissions and a petition for the changes signed by at least five (5) Voting  
29 Members. These shall be sent via electronic transmission, or delivered in person to the  
30 Board at a Regular Board Meeting, at least sixty (60) days prior to the Annual Membership  
31 Meeting at which the proposed Amendments or Rescissions will be voted upon.
- 32 C. At the Annual Membership Meeting, Voting Members must be present and exercise his/her  
33 vote in person. No proxies will be permitted.
- 34 D. An affirmative vote of at least two-thirds of Voting Members present shall be required for  
35 the Amendment to be accepted.
- 36 E. The Amendment shall go into effect immediately upon approval, unless otherwise stipulated  
37 in the Amendment or a related motion approved by the Voting Members under the above  
38 cited criteria.

1 F. Amendments may be proposed and discussed at the annual meeting. If an amendment is  
2 proposed at the meeting, it must receive an affirmative vote of at least seventy-five percent  
3 (75%) of Voting Members.

4 **ARTICLE X – INDEMNIFICATION**

5 The Society shall indemnify all officers, employees, and agents of the society to the full extent  
6 permitted by the General Laws of the District of Columbia, and shall be entitled to purchase  
7 insurance for the indemnification to the full extent as determined from time to time by the  
8 Executive Committee of the Society.

9 **ARTICLE XI – DISSOLUTION**

10 Upon the dissolution of the Society, the Board of Directors, after paying or making provision for  
11 the payment of all liabilities of the Society, shall dispose of all the remaining assets of the Society  
12 exclusively for the purposes of the Society in such manner, or to such organizations or recognized  
13 under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or the corresponding  
14 provision of any future U.S. Internal Revenue statute as the Board shall determine.

15 **-END-**

16 Approved by the Membership of the Illinois State Society of Washington, D.C., at the December 8, 2018, Annual  
17 Meeting of the Society.

18 \_\_\_\_\_ Date: \_\_\_\_\_  
19 President  
20 Illinois State Society of Washington, D.C.

21 \_\_\_\_\_ Date \_\_\_\_\_  
22 Secretary  
23 Illinois State Society of Washington, D.C.