

**Bloomingtondale CHARACTER COUNTS!<sup>sm</sup> Coalition  
Bylaws**

**ARTICLE 1  
NAME**

Section 1.1 The name of this organization shall be the Bloomingtondale CHARACTER COUNTS! Coalition (hereinafter referred to as the Coalition).

**ARTICLE 2  
REGISTERED AGENT AND OFFICE**

Section 2.1 The registered office of the Coalition shall be in the Village of Bloomingtondale, County of DuPage, State of Illinois.

Section 2.2 The name and address of the Coalition's initial registered agent is: Barbara Weber, Assistant Village Administrator, Village of Bloomingtondale, 201 S. Bloomingtondale Road, Bloomingtondale, Illinois 60108.

**ARTICLE 3  
PURPOSES**

Section 3.1 The purpose of this Coalition shall be to actively build and nurture trustworthiness, respect, responsibility, fairness, caring and citizenship throughout the community.

Section 3.2 The Coalition will operate as a not-for-profit, charitable, educational organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code to promote the six pillars of character listed above (trustworthiness, respect, responsibility, fairness, caring and citizenship).

Section 3.3 All of the assets and the earnings of the Coalition shall be used exclusively for charitable or educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or any then existing comparable provision of any then existing Internal Revenue Code.

**ARTICLE 4  
MEMBERSHIP**

Section 4.1 Membership in the Coalition shall be open to community organizations and governmental entities serving the residents of Bloomingtondale. Annual dues will be assessed these organizations/governmental entities. The assessment of dues shall be determined by a majority vote of the members at each annual meeting.

Section 4.2 A Board of Directors will be established as the governing board and will be entrusted with voting rights and responsibilities.

**ARTICLE 5  
BOARD OF DIRECTORS**

Section 5.1 The Board of Directors of the Coalition shall be comprised of at least one representative appointed by each of the dues-paying member organizations/governmental entities and five to eight individuals representing the community-at-large. The Board of Directors will be responsible for approving the appointment of the individuals representing the community-at-large.

Section 5.2 The business of the Coalition shall be managed by or under the direction of the Board of Directors. All rights which would otherwise rest in the members shall rest in the Directors.

Section 5.3 No Director shall have any right, title or interest in or to the property of the Corporation.

Section 5.4 No director shall receive, directly or indirectly, any compensation for his or her services as a Director.

**ARTICLE 6  
OFFICERS**

Section 6.1 The principal officers of the Coalition shall consist of a Chairperson, a Vice Chairperson, a Secretary and a Treasurer. The officers shall be elected by the Directors at their annual meeting and shall serve one (1) year terms.

Section 6.2 The Chairperson shall be elected from the membership of the Board of Directors, shall preside over all meetings and shall appoint the membership of all committees authorized by the Board. The Chairperson shall perform such other duties as may be specified from time to time by the Directors. The chairperson may serve a maximum of two successive terms.

Section 6.3 The Vice Chairperson shall be elected from the membership of the Board of Directors and shall perform the duties and exercise the powers of the Chairperson during any absence or disability of the Chairperson. The Vice Chairperson shall perform such other duties as may be specified from time to time by the Directors.

Section 6.4 The Secretary shall be elected from the membership of the Board of Directors. The Secretary shall record and distribute minutes of each meeting of the Coalition, such minutes to include the votes taken at each meeting; shall maintain an updated roster of Coalition members; shall conduct the correspondence of the Coalition; shall prepare the annual report to be forwarded to the Illinois Secretary or State's Office; and shall maintain the official records of the Coalition to be housed at the office of the Registered Agent. The Secretary shall perform such other duties as may be specified from time to time by the Directors.

Section 6.5 The Treasurer shall be elected from the membership of the Board of Directors. The Treasurer shall keep accurate records of all property, receipts and disbursements of the Coalition in financial books to be maintained for that purpose; shall issue annual dues statements to all member organizations/governmental entities, shall deposit all assets in the name and to the credit of the Coalition with such depository or depositories as shall be designated by the Directors; shall disburse the funds of the Coalition and render to the Directors such reports as they shall prescribe. All books, records and vouchers of the Coalition shall be open to the inspection of any Director. The Treasurer shall, at each regular meeting and whenever requested by the Directors, render a full and detailed account of all receipts and expenditures and submit a schedule showing the financial status of the Coalition and the changes, if any, since the last report of the Treasurer. An annual audit of the financial records is to be performed as designated by the Board of Directors and a report of such audit shall be provided to the Coalition at its annual meeting. The Treasurer shall perform such other duties as may be specified from time to time by the Directors.

Section 6.6 Any officer may resign such office at any time by giving written notice of such resignation to the Chairperson or to the Secretary of the Board. The resignation shall become effective upon the date specified in such notice or, if no date is specified, upon receipt of the notice by the Secretary. Acceptance shall not be necessary to render resignation effective.

Section 6.7 Any officer may be removed with or without cause at any time. Removal shall be by a vote of two-thirds (2/3) of the Board of Directors of the Coalition. Votes may be cast at a regular or special meeting of the Directors called for that purpose. Written notice stating the date, place, hour and purpose shall be given at least ten (10) days prior to such meeting.

Section 6.8 Vacancies for the unexpired term of any officer, whether occurring on account of resignation, death or other cause, shall be filled by election of a succeeding Director by majority vote of the Directors in office. Such election shall take place at the next meeting following notice or determination of the existence of a vacancy. If any officer is absent or unable to perform the duties assigned to that office, the Directors may delegate the powers and duties of that office, during the period of such absence or disability, to another Director.

## **ARTICLE 7 COMMITTEES**

Section 7.1 A Nominating Committee of at least three (3) Directors shall be appointed by the Chairperson, subject to the approval of the Board. The Nominating Committee shall present a slate of officer nominees consisting of Directors willing to serve as officers. The slate of officers shall be presented to all duly qualified Directors at least thirty (30) days prior to the annual meeting. Officers shall be elected at the annual meeting as prescribed by these Bylaws. Nominations from the floor shall be allowed.

Section 7.2 The Board of Directors may from time to time create additional committees with such powers and duties as the Board may prescribe.

**ARTICLE 8  
MEETINGS**

Section 8.1 The Coalition may hold its meetings at such place or places within the state of Illinois as it may choose.

Section 8.2 The annual meeting of the Coalition shall be held each November. The purposes of the annual meeting shall be the election of officers and Directors of the Coalition, a report on the annual audit of the financial records, establishment of the dues for the following calendar year, and any other business or transactions as shall come before the meeting. Notice of the annual meeting shall be given in writing to the Board of Directors not less than thirty (30) days prior to said meeting date.

Section 8.3 Regular meetings of the Coalition shall be held at such time and place as the Board may determine by resolution. An agenda is to be sent to the Coalition members at least 48 hours before each meeting.

Section 8.4 Special meetings of the Board of Directors shall be held whenever called by the Chairperson or by two (2) or more of the Directors. Notice of each such special meeting shall be mailed to each Director at least 72 hours before the day on which the meeting is to be held, or shall be delivered personally or by telephone no later than 72 hours before the meeting is to be held. Each such notice shall state the time and place of the meeting, but it need not state the purposes. Every Director is to provide an address to which mail is to be delivered.

Section 8.5 A quorum is necessary at any Coalition meeting that involves approving expenditure of funds. A quorum is defined as at least two (2) of the elected officers and at least four (4) of the other members of the Board of Directors. A majority of the Board of Directors in office shall constitute a quorum for the transaction of business at the Coalition's annual meeting.

**ARTICLE 9  
PARLIAMENTARY PROCEDURE**

Section 9.1 *Robert's Rules of Order Newly Revised* shall govern the proceeding of this Coalition.

**ARTICLE 10  
FINANCES**

Section 10.1 This Coalition may designate such fiscal agents and custodians as the Board of Directors may select by resolution. The Board of Directors may at any time, with or without cause, discontinue the use of the services of any such fiscal agent or custodian.

Section 10.2 It shall be the policy of this Coalition that the Board of Directors shall assume and discharge fiduciary responsibility with respect to all funds administered by this Coalition.

Section 10.3 Unless otherwise provided by the donor, all contributions received by the Coalition shall be deposited and held by the Treasurer of the Coalition and may be used and disbursed by the Board of Directors to promote, sponsor and carry out educational and/or charitable activities and objectives of this Coalition. Donors may make contributions for specified purposes and such funds shall be held and disbursed by the Treasurer for such purposes as long as it is approved by the Board of Directors and is consistent with the purposes of this Coalition.

Section 10.4 The Board of Directors of this Coalition shall cause to be kept:

- (1) Records of all proceedings of the Board of Directors and committees thereof;
- (2) All financial statements of this Coalition;
- (3) Articles of Incorporation and Bylaws of this Coalition and all amendments thereto and restatements thereof;
- (4) Such other records and books of account as shall be necessary and appropriate to the conduct of the Coalition's business.

Section 10.5 The Board of Directors shall cause the records and books of account of the Coalition to be audited at least once each fiscal year, with a report made at the annual meeting.

Section 10.6 The fiscal year of the Coalition shall begin January 1 and end December 31 of each year.

## **ARTICLE 11 LIABILITY**

Section 11.1 The Coalition shall indemnify any person who was or is a part, 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 Coalition) by reason of the fact that he or she is or was a Director of the Coalition, to the full extent permitted under the Illinois "General Not For Profit Foundation Act of 1986", as in effect from time to time.

Section 11.2 The Coalition may purchase and maintain insurance on behalf of the Coalition or of any person who is or was a Director of the Coalition against any liability asserted against the Coalition or such person.

## **ARTICLE 12 AMENDMENTS**

Section 12.1 The power to amend, repeal or adopt new Articles of Incorporation or Bylaws of the Coalition requires an affirmative vote of not less than two-thirds (2/3) of the total number of Directors. Such action may be taken at a regular or special meeting for which written notice is provided at least ten (10) days prior to such meeting. Written notice shall include the purpose of such meeting and a copy of the proposed amendments.

**ARTICLE 13  
WAIVER OF NOTICE**

Section 13.1 Whenever any notice is required to be given by these Bylaws or any of the corporate laws of the State of Illinois, such notice may be waived in writing, signed by the person or persons entitled to said notice before, at , or after the time stated therein, or before, at, or after the meeting.

**ARTICLE 14  
DISSOLUTION**

Section 14.1 Upon dissolution of the Coalition after a vote of not less than two-thirds (2/3) of the total number of Directors, all assets of the Coalition not otherwise subject to the debts, liabilities and obligations of the Coalition, shall be distributed equally to all member agencies.