

(Company Name)

By-Laws

Created on *(insert date)*

Mission Statement:

Fill in words here.

Definitions:

(insert company name here) Network Board of Directors, consists of *(insert number of members here)* selected representative members who are involved in the community and have skill sets useful and necessary for the board to function.

To qualify for recognition by *(insert company name here)* and to be eligible for a seat on the Board, all members must fulfill the following basic requirements:

All recognized members must be nondiscriminatory in their membership and/or services they provide.

Stakeholders A stakeholder is any individual or group, which has an interest in promoting- *(insert company's name)* mission statement, such as any governmental body or faith-based organization.

Article 1. (Insert Company Name) Board

A. Roles and Responsibilities:

(Insert Company Name) is a for-profit corporation operating in the State of *(insert the state the company is registered to)* to provide *(insert the services your company provides)* *(Insert Company's name)* *(Insert who is in charge of your company's finances. For example, if your company manages its own finances you would state: *Your company's name* is its own financial agent.*

Members of the *(insert company's name)* board have the responsibility to ensure that the company achieves the vision and goals expressed in the mission statement through the following:

(Insert the company's code of ethics and services) - see completed bi-laws for examples.

(Insert Company's name) Board members are required to attend 8 (*<-- can change number as needed*) of the 12 regular monthly meetings in order to maintain their membership on the Board. In the event of an emergency or illness, three (3) (*<-- can change number as needed*) unexcused absences annually will be allowed. More than three (3) (*<-- can change number as needed*) will be considered by the Board to determine if special circumstances are involved or if the absences warrant the member's removal from the board.

B. Limitation of Powers

1. (Insert Company's Name) will not take a political position on any issue since the Inspire and Illuminate Inc. represents all people.
2. No member of the (Insert Company's Name) may incur expenses or obligate the company in any way without prior authorization of the Board.
3. All members of the (Insert Company's Name) will serve without remuneration.

C. Selection Procedures:

1. The (Insert Company's Name) Board consists of (insert number) representatives from the community.
2. The (Insert Company's Name) Board will elect a president, vice president, secretary, and treasurer from its members. The (Insert Company's Name) Board will consist of a president, a vice president, a recording secretary, a treasurer, and three (3) directors. (<-- may change roles as needed)
3. Each officer shall be elected by the (Insert Company's Name) membership of the (Insert Company's Name) Board at the annual meeting, which is the 2nd (insert a day of the week) of November.
4. A Nominating Committee, comprised of the current (insert company's name) President and 2 (insert company's name) selected Board Members, selects nominees for the (insert company's name) Board.
5. The slate of officers will be submitted to the (insert company's name) at the annual meeting, which is the 2nd (insert day of the week) of November. The (insert company's name) Board shall vote on the slate of officers at the last yearly meeting.
6. Nominations from the floor shall be permitted only with the prior consent of the nominees.
7. The term of all elected (insert company's name) officers will be for two years. The officers begin their term of office at the first meeting after the Annual Meeting.

D. Officers' Duties

1. The President, Chairman of the (insert company's name) Board, presides at all meetings of the (insert company's name) Board of Directors and performs the duties essential and incidental to his office. The President has the power to appoint from the membership of the (insert company's name) such committees as may be required. (insert any other roles the President or Chairman may have)
2. The Vice President shall in the event of absence, or inability of the President to exercise their office become acting president. (insert any other roles the Vice President may

have)

3. Secretary will take minutes at each meeting and distribute the minutes prior to the next month's meeting for approval, archive the minutes of past meetings, file the annual report with the state, keeping the bylaws, and making the bylaws available to new (insert company's name) members. (insert any other roles the secretary may have)

4. The Treasurer will work together with the Treasurer of our other fiscal agents (delete if your company has no other fiscal agents or add who those fiscal agents are here) The treasurer will develop a budget and prepare an annual, financial report for the (insert company's name) The treasurer will maintain a record of all receipts and disbursements of the (insert company's name). The treasurer will submit a summary financial report to the membership at each meeting, and a detailed financial report to the (insert company's name) Board for the currently ending fiscal year. The fiscal year shall be in line with that of the fiscal agent. (insert any other roles the Treasurer may have)

5. Insert any other dominate roles and positions the company may have here

E. Filling Vacancies On The (insert company's name) Board

1. New (insert company's name) Board members are selected from the Elgin community by the current (insert company's name) Board members.

2. As vacancies arise, (insert company's name) Board members will make recommendations for replacements. An informal investigation for eligibility is conducted and a vote is taken on the suitability of the candidate. If passed by a super majority, three fourths of the voting members of the (insert company's name) Board, the candidate is asked to join the (insert company's name) Board.

Article II. Roles and Responsibilities of (insert company name)

1. The primary role of (insert company's name) members and affiliates is to support the (insert company's name) in its mission.

2. Stakeholders are encouraged to attend (insert company's name) Board Meetings in order to be informed and to keep channels of communication open.

3. Members, Affiliates, and Stakeholders of the (insert company's name) (choose one: will or will not) be required to pay dues to (insert company's name).

4. Members, Affiliates, and Stakeholders may be called upon from time to time to assist in the activities and programs of the (insert company's name).

5. Members, Affiliates, and Stakeholders are (choose one: are or are not) eligible to vote at ECGN Board Meetings.

Article III – Meetings---Regular, Annual, Special, and Emergency

1. Regular meetings of the (insert company's name) Board will be held monthly on the second (choose a day) of the month. No meeting will be held in December.

2. All regular meetings of the (insert company's name) (choose one: are or are not) open to the public.
3. There will be one annual meeting each year with the Board, Members, and Affiliates. That meeting shall be the 2nd (choose a day of the week) in November.
4. Special meetings may be called by the President when there is a need for other necessary business.
5. If the need arises to call an emergency meeting, the meeting will convene as soon as it is possible to assemble a quorum of the (insert company's name) Board.
6. A quorum will consist of half plus one of the voting members. If a quorum is not met within twenty (20) minutes after the scheduled meeting time, the meeting will be cancelled or the meeting may continue, but no official business may be conducted.
7. An agenda will be prepared for each meeting by the President.
8. If the President and Vice President are both absent at any meeting of (insert company's name) the Board, the Board will elect a Chair Pro Tem who shall perform all duties of the President for that meeting.

4 of 5

Article IV. Parliamentary Procedure

1. The rules contained in Roberts Rules of Order Revised shall govern the association in all cases to which they are applicable, and in which they are not inconsistent with the by-laws.
2. (insert company's name) Board matters may arise between board meetings and require the immediate attention by the (insert company's name) board, a binding vote will be allowed to be taken by electronic means. (Refer to Illinois SB1390 effective January 1, 2010.) The (insert company's name) president will state the issue clearly to the board members by electronic means and log the voting results. A standard, simple majority, or lack of a majority vote, will determine the ruling on the issue. In order to have the results become a formal part of the permanent record of the board, the issue will be addressed at the next (insert company's name) Board Meeting where the issue and vote will be ratified and added to the minutes of the meeting.

Article V. Amendment Procedures

1. Any (insert company's name) Board member at any regular meeting may propose an amendment to these bylaws. The proposed amendment may be placed on the agenda for the next regular meeting for discussion and action.
2. The bylaws may be amended by a 3/4 vote of the (insert company's name) Board. Copies of the proposed amendments must be given in writing to each board member at least 14 days prior to voting on the amendment.

3. Amendments properly adopted by the (insert company's name) Board will become effective once they are properly filed with the (insert company's name) secretary.
4. A review of the (insert company's name) Bylaws will be held on an as-needed basis.

Article VI. Grievances

It is recommended that disputes between stakeholders, members, and/or affiliates be resolved by the concerned parties through expanded dialog or through the use of mediation. A request may be made to the (insert company's name) Board for assistance in resolving the dispute.

Article VII. General Conduct

Participants of (insert company's name) should at all times protect the integrity of the organization. Conduct that is considered to be detrimental to the welfare of the (insert company's name) by a majority of the (insert company's name) Board can result in sanctions and/or expulsion.

Article VIII. Dissolution

Should the organization be dissolved, all material possessions of the organization must be sold and the monies obtained from the sales shall be used to satisfy all obligations of the association. All remaining funds shall be distributed in accordance to the wishes of those present at the dissolution meeting. If no agreement is reached they shall revert (choose where the money will go to).