

Illinois Association of Hispanic State Employees

B Y L A W S

ARTICLE I

Name

The name of this Association shall be the **Illinois Association of Hispanic State Employees**.

ARTICLE II

Purpose and Goals

The purpose and goals of this Association shall be:

1. To increase the number of Hispanic employees at all levels of state government.
2. To ensure a quality work environment and increase upward mobility for Hispanics in state government.
3. To increase the number of Hispanics on state boards and commissions.
4. To operate a network for information exchange to assist Hispanics in their careers.
5. To ensure the full delivery of state services and resources to the Hispanic community.

ARTICLE III

Financial Structure

The financial structure of the Association shall be as follows:

- A. The Association shall be a non-for-profit corporation, registered as such with the State of Illinois and the Internal Revenue Service.
- B. It's operating income shall come from membership dues and any other sources as determined by the Board of Directors and consistent with the purpose of the Association.
- C. Upon dissolution or liquidation of the corporation, the corporation shall first pay or make provisions for the payment of all outstanding debts an liabilities of the corporation. Any remaining assets shall be distributed to and among such corporations, foundations. or other organizations created and operated exclusively for one or more purposes consistent with those of the Illinois Association of Hispanic State Employees. The disposition of the assets of the corporation shall be accomplished in conformance with the law pertaining to the dissolution of a non-for-profit corporation.

ARTICLE IV
Eligibility for Membership

Any person shall be eligible for membership in the Association who:

- A. Is or was previously employed by any one of the agencies, boards, departments, commissions or entities of Illinois government: (As Amended, 1/14/95).
- B. Supports the purposes and goals of the Association;
- C. Agrees to be bound by the Articles of Incorporation of the Association, by these Bylaws, and such other rules and regulations as the Board of Directors may from time to time adopt;
- D. Pays the appropriate dues for that category of membership: and
- E. Is otherwise eligible for one of the categories of membership established by the Board of Directors.

ARTICLE V
Rights and Privileges of Membership

Members, in good standing, shall have the following rights and privileges;

- A. Right to receive copies of all official association publications.
- B. Right to receive a membership card and certifies if authorized and issued by the Board of Directors.
- C. Right to inspect the books and records of the Association.
- D. Right to be listed on the membership rolls of the Association.
- E. Right to attend Association sponsored events.
- F. Right to draw upon the career development resources of the Association.
- G. Right to vote and hold office, if they are full members.

ARTICLE VI
Membership Categories

- A. **Full membership** shall be afforded to current and past state employees who qualify for membership under Article IV and who are or have been employed by any entity of Illinois government on a full-time basis; Full members shall be entitled to all rights and privileges of the Association. (As Amended, 3/24/90: & Amended 1/14/95).
- B. **Associate membership** shall be afforded to persons who do not qualify for full membership but are otherwise eligible for membership under Article IV. Associate members shall have all rights and privileges of full membership except to vote or hold office. (As Amended, 3/24/90).
- C. **Retired membership** shall be open to any member in good standing who has retired from full-time state employment. Retired members shall enjoy all rights and privileges of full membership except to vote or hold office.
- D. **Honorary membership** shall be open to any person who promotes the goals and purposes of the Association and who the board shall elect by a two-thirds (2/3) vote. Honorary members shall enjoy all rights and privileges of membership except to vote or hold office.

ARTICLE VII

Duties of Officers

- A. The officers of the Association shall be a President, a Vice-President, a Secretary, and a Treasurer.
- B. All officers shall be elected by the Board of Directors from among their own members for a term of two (2) year. *(Amended on February 2006)*
- C. No officer may be elected to serve more than (2) consecutive terms in the same office.

ARTICLE VIII
Duties of Officers

A. The President shall:

1. Preside over all general and special meetings of the Board and Association.
2. Represent the Board of Directors and the Association at all public functions.
3. Maintain an effective system of communication throughout the Association.
4. Insure the adequate plans for the development and growth of the growth of the Association are prepared and administered.
5. Coordinate the functions of the other officers and directors.
6. Exercise such powers and authority necessary for the management of the Association.
7. Appoint, as needed, members of the Association as representatives to other organizations or, entities.

B. The Vice-President shall:

1. Preside over all general and specific meetings of the Board and Association in the absence of the President.
2. Represent the Association at public functions as requested by the President.
3. Assist the President in the execution of his/her duties and responsibilities as needed or as requested by the President.
4. Perform such other duties as may be assigned by the President or the Board.
5. Assume the duties of President if the President is unable to perform such duties.

C. The Secretary shall:

1. Keep an accurate written record of all meetings of the Association and the Board of Directors, in the form of minutes.
2. Assist in efforts associated with press releases or other material of a public relations nature.
3. Perform such other duties as directed by the President and the Board of Directors.
(As Amended, 11/19/94).
4. Direct notices of all meetings to Association members and the Board of Directors.
5. Be the keeper of the records of the Association and maintain a list of the members of the Association who are in good standing.
6. Maintain copies of minutes for inspection.
7. Prepare written materials for the Association and, if directed, distribute to officers, members of the board and members.
8. Be custodian of the corporate records and seal. *(Amended on 05/31/05)*

D. The Treasurer shall:

1. Receive the funds of the Association.
2. Collect dues and fees.
3. Disburse such funds as authorized by the Board of Directors.
4. Keep accurate records of all accounts and banking documents.
5. Provide an itemized financial report at every meeting of the-Board of Directors.
6. Provide quarterly financial reports to the Board of Directors the liabilities and assets of the Association
7. Prepare and present an annual budget for the Association.
8. Submit books for audit at the end of the term.
9. Prepare all financial reports required by State and Federal governments.

ARTICLE IX

Succession of Officers

A. In the event the President resigns, is removed from office, or is otherwise unable to perform his/her duties, the Vice President shall immediately assume the duties of President without further action of the Board of Directors.

B. In the event any Officer resigns, is removed from office, or is otherwise unable to perform his/her duties, the Board of Directors shall elect a member of the Board to finish the balance of the Officer's term.

ARTICLE X

Board of Directors

A. The board shall consist of at least eleven (11) and no more than fifteen (15) elected full members. (As Amended, 3/24/90)

B. The effective term of office of each elected Director shall be *three (3)* years pursuant to the following procedure. An annual election will take place where, five (5) directors (One-third of the board members) shall be elected by the membership, between the annual conference and the end of the year. When Directors are not able to complete their terms, an appointment will be made by the President, upon approval of the board to fill the slot until the that term is up for election. (As Amended, 3/24/90). (*Amended on 05/31/05*)

C. No more than two (2) Directors may be elected from any single agency, department, board, commission or other state entity. The only exception to this rule would allow a super agency to have representation from other program divisions (where the super agency has a Secretary as a head of the agency and Directors as program divisions) within that agency. Limiting the total representation to three (3) directors in total for that agency. (*Amended on February 2006*).

D. No more than three positions on the board: should. be reserved for former state and/or private sector employees. (As amended, 1/14/95).

E. If a vacancy occurs, and with the approval of the Board, the President may appoint up to four (4) Directors to insure geographic and cross agency representation. The term of office of the appointed Directors shall be until the remainder of the term of the person replaced. (As Amended, 3/24/90).
(Amended on 05/31/05)

F. Each Director shall serve on at least one standing committee.

G. In the event an elected Director resigns, is removed from office or is otherwise unable to perform his/her duties, the Board shall elect a successor to finish the unexpired term of the Director. In the event an appointed Director resigns, is removed from office or is otherwise unable to perform his/her duties, the President, with the advice and counsel of the Board, may appoint a successor to finish the unexpired term of the previous Director. (As amended, 3/24/90).

H. The name of any Director and/or Officer who vacates a post on the Board and the name of the elected successor shall be published in an official, Association publication following the official action.

I. Any Director failing to maintain membership in good standing or who has four (4) unexcused absences in a calender year shall be removed from the Board of Directors. A Director may petition the Board to reinstate the removed Director. A Director may also be subject to removal for "good cause." The "Code of Excellence" governs the Board of Directors and constitutes "good cause" reasons for removal. (Amended on February 2006)

J. The power to alter or amend the Articles of Incorporation shall be vested in the Board of Directors. (As Amended, 12/9/89). (Amended on 05/31/05)

K. Unless otherwise provided for in the Articles of Incorporation, Bylaws, or by law, the general powers and affairs of the Association shall be managed by or under the Board of Directors. (As Amended, 12/9/89).

L. The Board of Directors may establish an Advisory Council for the discharge of particular duties in keeping with the Association's bylaws. The Advisory Council may include individuals who are not members of the Association. The Advisory Council may; provide consultation concerning administrative issues; advice on membership services; program design and direction; establish communication with the community and aid overall public relations; create a greater awareness of the Association and improve its visibility; bring credibility to the Association; help improve the Association's financial base; assist in the development of short and long range plans, serve as a reservoir of talent. (As Amended, 3/24/90).

ARTICLE XI
Membership Application and Dues

Persons desiring to join the Association in those categories open for direct application shall:

- A.** Do so in writing and on the membership application prescribed by the Board of Directors.
- B.** Submit the application to the Association office with the appropriate fee and/or dues for that category of membership.
- C.** Be subject to review by the membership committee and, if qualified, shall have his/her name submitted to the Board for considerations.
- D.** Immediately assume, upon approval by a majority of the Board of Directors, the appropriate status as a member of the Association and his/her name shall be published in the Association's official publication.
- E.** Be rejected for membership if he/she receives less than a majority of a vote of the Board. The Board may, at its option, return the application to the membership committee for additional information and/or further review.

The dues structure for the association shall conform to the following:

- a.** The annual dues of the Association for each category of membership shall be set by the Board of Directors.
- b.** Membership dues shall be pro-rated from the first day of the month in which the member applied for membership through the balance of the first year.
- c.** Any member whose dues shall remain unpaid for over ninety (90) days shall have membership in the Association lapse. Such membership shall be forfeited, and the name stricken from the rolls.

ARTICLE XII
Committees

- A.** All committees of the Association derive their authority from and are responsible to the Board of Directors. Each committee is expected to carry out its functions in keeping with the provisions of these Bylaws.

B. The Board of Directors may from time to time establish such special or ad hoc committees for the discharge of particular duties.

C. The President shall appoint the Chair of any Association committees.

D. The following standing committees are hereby established:

1. Executive
2. Membership
3. Finance
4. Resource Development
5. Public Information
6. Conference
7. Nominations

E. The **Executive Committee** shall consist of the President, Vice-President, Secretary, Treasurer, and Immediate Past-President of the Association. The President shall serve as Chair of the committee. At the call of the President, or any two members, this committee shall meet to consider matters that require immediate action be fully reported to the Board at its next meeting. No action by this committee may be contrary to these Bylaws. No action may be taken on matters of policy or budget which are reserved for the Board. A majority of the committee shall constitute a quorum. (As Amended, 6/5/93).

F. The **Membership Committee** shall maintain a complete roster of the membership and supply same to the Officers and the Board. It shall maintain records of membership and shall have the authority to resolve all questions and disputes relating to membership and registration, at meetings of the membership. It shall be responsible for recruitment, qualification and renewal of membership. *Look to recruit membership to insure geographic and cross governmental representation.* It shall develop and coordinate membership drives in order to increase and maintain membership in the association. The membership committee will make recommendations for approval at the board meeting. **(Amended on 05/31/05)**

G. The **Resource Development Committee** shall be responsible for organizing and coordinating all fund-raising events. In addition, it shall be responsible for the solicitation of in-kind contributions, equipment, materials and financial support from corporations, businesses, foundations and all other possible sources. By June 30th of each year, the committee shall present its proposal for the following year's fund-raising and development activities.

H. The **Finance Committee** shall be responsible for preparation of the annual budget for the Association. The committee shall be chaired by the Treasurer. By June 30th of each year, the committee must prepare and present for approval the fiscal year budget for the next year.

I. The Public Information Committee shall be responsible for promoting the purposes and goals of the Association as set forth in Article II of these By-laws. The committee shall also be responsible for the publication and distribution of any internal and external Association publications.

J. The Conference Committee shall be responsible for the overall planning and execution of the annual membership conference and such other meetings and conferences as the Board shall direct during the year.

K. The Nominations Committee shall be responsible for screening and qualifying all prospective candidates for a Board of Directors. A list of nominees shall be presented to the membership on, or before, the annual conference for election at the annual conference. Notwithstanding any provisions of this section, nominations for director may be made at the annual conference. The committee will also be responsible for submitting a list of candidates to fill vacancies on the Board. (As amended, 7/18/92).

ARTICLE XIII

Meetings

A. An Annual Conference shall be held at such time and place as designated by the Board of Directors.

B. The Board of Directors shall establish regular board meetings on a monthly, quarterly, or other such time, schedule as it deems appropriate.

C. Special Meetings of the Board of Directors may be called, by the President or a majority of the members of the Board of Directors.

D. Special Meetings of the membership of the Association may be called upon the written request of at least twenty-five (25) percent of the full members of the Association.

E. The Board of Directors may designate any place, either within or outside the State of Illinois, as the place of meeting for any annual Conference, regular meeting or special meeting.

F. A quorum is necessary in order to transact official business of the Association. The quorum is necessary in order to transact official business of the Association. The quorum for Board of Directors meetings shall be *one half of the board of directors plus one*. For meetings of the membership of the Association, ten (10) percent or more of the Association's full members shall constitute a quorum. (As Amended, 9/25/93). (Amended on 05/31/05)

ARTICLE XIV

General Operations and Management

- A. The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by the Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.
- B. All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination the instruments shall be signed by the Treasurer and countersigned by another officer.
- C. All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.
- D. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for general purposes or for any special purpose of the Association.
- E. The Association may engage the services of such agents and employees, including attorneys, accountants, researchers, and set their compensation. The Executive Committee may employ interim personnel, pending confirmation by the Board.
- F. The fiscal year of the Association shall be from July 1 through June 30 or as so determined by resolution of the Board of Directors.
- G. The principal office of this Association shall be in the City of Chicago, County of Cook and State of Illinois. Offices may be located in such other locations in the State of Illinois as the Board of Directors may, from time to time determine.
- H. At the principal office, the Association shall maintain a record of members of the Association and a roster of those entitled to vote. The Association must also maintain the Minutes of the proceedings of all meetings of the Association, the Board of its committees
- I. The Board of Directors may appoint such other officers and/or assistant officers to perform such duties as may be assigned by the President.

ARTICLE XV
Miscellaneous Provisions

- A.** These Bylaws shall be deemed adopted upon two-thirds vote of the board of Directors and shall take effect immediately upon adoption.
- B.** The rules contained in "Roberts Rules of Order" shall govern this Association in all cases to which they are applicable and not inconsistent with these Bylaws and the Articles of Incorporation.
- C.** Each person, who at any time is or shall have been a director, officer, employee or agent of this Association or is or shall have been serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by this corporation in accordance with, and to the full extent permitted by, the General Not-for-Profit Corporation Act of Illinois as in effect at the time of adoption of these bylaws, or as amended from time to time. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any law, agreement, vote of members of disinterested directors or otherwise. This right of indemnification shall not apply to unlawful, unauthorized and/or ultra-vires acts. If authorized by the Board of Directors, the Association may purchase and maintain insurance on behalf of any person to the full extent permitted by the General Not-for-Profit Corporation Act of Illinois in effect at the time of the adoption of this Bylaw or as amended from time to time.
- D.** No member shall have any right, title or interest in any of the property assets, including any earnings or investment income of this Association.
- E.** Membership in this Association is not transferable.
- F.** Members may resign in good standing from the Association by filing a written resignation with the Secretary of the Association. Resignation in good standing may not be granted if dues are not current.
- G.** Members of the Board of Directors and Officers serve as volunteers and without compensation. This shall not bar the right to reimbursement of reasonable expenses incurred on behalf of the Association.

ARTICLE XVI

Amendments

- A.** These bylaws may be altered, amended or repealed, in part or in whole by the Board of Directors as follows.

1. Any proposed amendment shall be submitted in writing to the Secretary as least thirty (30) days prior to the meeting at which the amendment is to be first considered;
2. The Secretary shall distribute a draft of the proposed amendment to the Directors prior to the next scheduled board meeting;
3. At that Board meeting, the proposed amendment shall be on the agenda for discussion only. Board action on the proposed amendment shall be held over to the following scheduled Board meeting;
4. At the subsequent Board meeting, the bylaws may be amended by a two-thirds (2/3) vote of the Directors present. (As amended, 3/24/90).

Printed April 19, 1995.

Draft Amendments January 20, 2005

Amended on May 31, 2005

Amended February 17, 2006