

# Worldwide ERC® Bylaws

(As Amended May 2017)

## **ARTICLE I -- Name, Purpose, Powers, Offices**

**Section 1.** Name. The name of the Corporation is Worldwide ERC®.

**Section 2.** Purpose. The mission of Worldwide ERC® is to provide leadership, advocacy, education and networking to global workforce mobility professionals and stakeholders through specialized training, credentialing, meeting events and information exchange. Organizational objectives which will be pursued to accomplish the mission include:

**Education and Research** – Become the objective worldwide knowledge resource on global workforce mobility for Worldwide ERC®'s stakeholders.

- Government Relations – Analyze, study, communicate about, educate on, generate support around, develop responses to, and where necessary, advocate governmental issues affecting the global workforce mobility industry, in a strategic, coordinated, and effective manner.
- Globalization – Proactively expand Worldwide ERC®'s strategy for becoming a global organization and the primary resource for individuals and organizations involved with global workforce mobility issues.
- Community – Expand, recognize, support, and promote Worldwide ERC®'s worldwide network of members and stakeholders, and enhance Worldwide ERC®'s brand as an educated, informed, engaged workforce mobility community of professionals.
- Organizational Excellence – Ensure that Worldwide ERC®'s governance, infrastructure, financial and staffing resources are aligned with the strategic plan and contribute to Worldwide ERC's financial growth and stability.

The purpose of the Corporation as stated in its original Articles of Incorporation, are as follows:

To study, evaluate and communicate information on practices and procedures in relocation of employees who are transferred to different geographic locations so that the transfer may be accomplished with maximum efficiency and minimum disruption to the employee, the family, and the employer, and generally to carry out activities in furtherance of such purposes as are consistent with the public interest.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons.

**Section 3. Powers.** In furtherance of the stated purposes of the Corporation, but not in limitation thereof, the Corporation shall have power:

- a) to study and disseminate information concerning the economic and social problems encountered by relocated employees, their families, and their employers, and to make available such educational materials and publications as may assist in the solution of such problems;
- b) to cooperate with governmental subdivisions, agencies, committees and other bodies in resolving the economic and social problems of relocated employees, their families, and their employers;
- c) to cooperate with representatives of the business community in isolating and clarifying the economic and social problems encountered by relocated employees, their families, and their employers and in developing and proposing solutions to such problems; and
- d) to engage in any lawful activities which will assist or any way contribute to the resolution of the problems of relocated employees, their families, and their employers.

The Corporation also has such powers as are now, or may hereafter be granted by the General Not for Profit Corporation Act of the State of Illinois.

**Section 4. Offices.** The Corporation shall have and continuously maintain in the State of Illinois a registered office and a registered agent, and may have such other offices within or without the State of Illinois as the Board of Directors may from time to time determine.

## **ARTICLE II -- Membership**

**Section 1. Membership.** There shall be two categories of membership: Individual Membership and Company Membership, each with the rights and obligations specified below, and as may be from time to time further specified by the Board of Directors.

1) Individual membership (PERC™) is available to individuals who are directly or indirectly employed in employee mobility related positions, or who otherwise have an interest in employee mobility or managed moves. Individual memberships are given the PERC™ membership status, and shall have rights and obligations, and be eligible for services based upon their current employer and position.

2) Company membership is available to any organization that is interested or involved in employee mobility or managed moves. There shall be two types of entity members, each with different rights and obligations: Corporate/Government Company Members and Service Provider Company Members.

3) Corporate/Government Company Membership is available to organizations that, in the course of their business provide relocation assistance to their employees. It shall also include federal, state, or local governments and

governmental agencies, including the military branches of the United States.

Each Corporate/Government Member shall designate a Member Administrator, who will be given the PERC™, membership status and will receive communications and exercise the rights and privileges of the Corporate/Government Member. The Member Administrator must not be employed in the marketing or operational aspects of relocation services for external customers.

Corporate/Government Members shall also include those Corporate/Government Members that have fully outsourced their employee relocation function to an outside provider.

Corporate/Government Members that fully outsource their employee relocation functions to an outside provider may sponsor an outsourced member representative for their organization. The outsourced member representative must have a Worldwide ERC® Individual Membership (PERC™ status) and attest that he/she administers the sponsoring Corporate/Government Members relocation program.

Service Provider Membership is available to all other eligible firms, associations, and companies. Every Service Provider Member shall designate a Member Administrator, who will be given the PERC™ membership status, and will receive communications and exercise the rights and privileges of the Service Provider Member.

**Section 2. Certification.** Each new Member Administrator for an Corporate/Government Member shall include a signed certification that the proposed Corporate/Government Member meets all eligibility requirements as previously described; and that the Member is responsible for developing and administering the Corporate/Government Member's internal relocation policy as it relates to the transfer of the Corporate/Government Member's employees and is not commercially involved in the marketing or operations aspect of any relocation product or service. Once certification is on file, recertification may be requested as deemed appropriate by the Board of Directors.

The Vice Chair – Talent Community reserves the right to evaluate any documentation requested to substantiate compliance with eligibility requirements under any category of Worldwide ERC® membership.

## **ARTICLE III -- Membership Rights & Privileges**

**Section 1. Admission to Membership.** Applications for membership shall be made in such a manner as may be prescribed by the Corporation.

**Section 2. Membership Rights and Limitations.** The services to be provided to each Category of Membership shall be determined by the Board of Directors. All publications and other membership services made available to member organizations shall be used exclusively within the member organization. Attendance and/or participation at any meeting or conference may be limited at the discretion of the Board of Directors.

Violation of this section of the Bylaws may result in termination or suspension of membership in the organization. The termination procedures described in Article III, Section 4 of these Bylaws shall apply.

In the event individuals or organizations admitted to membership experience a subsequent change in their functional responsibilities or business operations, the organization and/or the individual member shall be responsible for notifying the Corporation of this fact and either voluntarily terminate their membership or request reclassification, as desired or appropriate. Failure to voluntarily terminate or request reclassification of membership shall cause the Board of Directors to act in accordance to the procedure described in Article III, Section 4 (b) of these Bylaws.

**Section 3. Members in Good Standing.** A Member shall be deemed to be in good standing if it has paid all dues owed by it and it continues to meet the qualifications for membership. A Member shall be deemed to have paid all dues if not more than sixty (60) days have elapsed between the date the determination is made and the date of mailing of any unpaid statement of dues.

**Section 4. Suspension and Termination of Membership.**

- a) Termination through resignation -- any Member may voluntarily terminate its membership by filing a written resignation with the Vice Chair – Talent Community at least thirty (30) days prior to the date the resignation is to become effective;
- b) Termination through ineligibility -- any Member which, after appropriate hearing, is determined by a majority vote of all voting Members of the Board of Directors to no longer meet the qualifications for membership in general or within their membership category on record shall be terminated as a Member;
- c) Termination for Cause -- any Member which engages in activities detrimental to the Corporation may be terminated as a Member after appropriate hearing and an affirmative vote of not less than three-fourths of all voting Members of the Board of Directors;
- d) Suspension -- any Member failing to satisfy any financial obligation to the Corporation within ninety (90) days of the invoice date shall have its membership, including all rights and privileges thereof, automatically suspended until such obligation is satisfied.

The Vice Chair – Talent Community shall promptly advise each Member whose membership has been suspended of such suspension.

Upon suspension of membership, the right of the suspended Member to vote, if applicable, and all other rights, privileges and interest of such Member in the corporation shall cease until the suspension is removed.

The Vice Chair – Talent Community shall promptly advise each Member whose membership has been terminated of such termination. Termination of membership shall not relieve the terminated Member of liability for unpaid dues or other charges accrued prior to the effective date of such termination. Upon termination of membership, for any reason, the right of the terminated Member to vote (if applicable) and all other rights, privileges and interests of such Member in the Corporation shall cease.

Section 5. Reinstatement of Membership. Upon written request signed by a former Member and filed with the Vice Chair – Talent Community, the Board of Directors by the affirmative vote of two-thirds of all the voting Members of the Board may reinstate such former Member to membership upon such terms as the Board of Directors may deem appropriate.

#### **ARTICLE IV -- Meetings of Members**

**Section 1. Voting Rights.** Each Member shall be entitled to one (1) vote on each matter submitted to the membership, such vote to be cast by the Individual Member, the Member Administrator of a Corporate/Government Member or Service Provider Company Member, or their duly designated proxy.

**Section 2. Annual Meeting.** An Annual Meeting of the Corporation shall be held at such time and place as the Board of Directors shall determine, for the purpose of conducting such business as may be appropriate.

**Section 3. Special Meeting.** Special meetings of the Corporation may be called by the Board of Directors or by not less than forty percent (40%) of the Members.

**Section 4. Place of Meeting.** The Board of Directors may designate any place, either within or without the State of Illinois, as the place of meeting for any meeting of the Corporation. If no designation is made or if a special meeting be called otherwise than by the Board of Directors, the time and place of meeting shall be specified in the notice or waiver of notice of such meeting.

**Section 5. Notice of Meeting.** Notice stating the place, day, and time of any meeting of the Corporation shall be sent, by mail, or other method of member communication, to the Individual Member, the Member Administrator of a Corporate/Government Member or Service Provider Company Member no less than seven (7) days before the date of such meeting, by or at the direction of the Board, Vice Chair – Talent Community or the persons calling the meeting. In case of special meetings, or when required by statute or by these Bylaws, the purpose for which the meeting is called shall be stated in the notice.

**Section 6. Quorum.** One Hundred (100) Members and/or Member Representatives present in person or by proxy shall constitute a quorum. If a quorum is not present at any meeting of Members, a majority of the Members present may adjourn the meeting from time to time without further notice.

**Section 7. Proxies.** Members entitled to vote may vote at any meeting by their Member Administrator or a duly designated proxy. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided by law.

**Section 8. Action by Member.** Action at a quorum meeting shall require the affirmative vote of a majority of the Members present in person or by proxy, except where otherwise provided by law or by these Bylaws.

**Section 9. Voting by Mail or Telecommunication.** When it is inexpedient to call a meeting of Members, a vote by mail or

via electronic telecommunication on any question on which an expression is deemed necessary may be taken by the Chairman of the Board or either Vice Chairs with the approval of four (4) other Directors. Action shall require the affirmative vote of a majority of all Members. Notice of the result shall be given to all Members within thirty (30) days of completion of the vote.

## **ARTICLE V -- Board of Directors**

**Section 1. Number of Board Members/Term.** The affairs of the Corporation shall be governed by a Board of Directors, which shall consist of not less than nine (9) or more than thirteen (13) full voting members in good standing, including the Chairman of the Board. Pursuant to Article VI(1), the President/Chief Executive Officer shall be a voting member of the Board of Directors but he/she shall not be included as part of the number of Board Members set forth in the preceding sentence of this Article V(1). The immediate Past Chairman of the Board shall be a member of the Board of Directors, ex-officio, without the right to vote except under the circumstances specifically described in Article V(13) and Article VI(6). Any change to the number of Directors from year to year shall be determined by vote of the Board of Directors. Three (3) Directors shall be elected each year for the three (3) year term. Except as set forth in Article VI(6), each Director shall serve one (1) three (3) year term.

**Section 2. Election of Board Members.** The Board of Directors shall elect the Directors to serve on the Board of Directors. Directors may be members or non-members.

**Section 3. Nominations and Voting Procedures.** The Nominating Committee shall nominate, according to the procedures it may from time to time adopt, no more than one candidate for each vacancy on the Board of Directors; it may also nominate additional candidates for consideration in the event that one or more of the primary nominees is unable to serve.

The nominees shall be presented for vote to the Board of Directors at a regular or special meeting with a quorum present, prior to the Annual Meeting. Nominees receiving a majority vote of the Board of Directors present shall be deemed elected and shall begin their term at the beginning of the next calendar year.

**Section 4. Special Election.** In the event that a director resigns from or otherwise vacates his/her seat on the Board of Directors, the Board may, in its discretion, elect a replacement to serve until the next election.

### **Section 5. Qualifications.**

a) A Director retiring from the Board at the expiration of a three-year term shall not be eligible for reelection until the year following the year in which he or she retired from the Board.

b) Any Board member, including the Chairman of the Board, shall be eligible to finish the term to which he or she was elected, regardless of any subsequent change in employer or employment status. Such members shall continue to be eligible for election to office during that term. Consistent with Article VI(6) below, this Article V(5)(b) shall not apply to a

Director if the continuation of that Director's term would result in two (2) or more Directors representing the same organization.

**Section 6. Limitation.** No Director shall be elected to the Board where such election (including election to fill an unexpired term) would result in two individuals employed by one organization concurrently serving on the Board of Directors.

**Section 7. Resignation.** Any Director at any time may resign by giving written notice of such resignation to the Vice Chair – Talent Community. Such resignation shall be effective as of the date specified therein; and if no date is specified, the resignation shall be effective upon receipt by the Vice Chair – Talent Community.

**Section 8. Employment with the Corporation.** Any Director who desires to be employed by the Corporation must first resign from the Board of Directors before seeking employment at the Corporation and before submitting an application for employment consideration.

**Section 9. Vacancies.** In the event a vacancy in the Board of Directors occurs as a result of death, disability, or resignation of a Director, such a vacancy may be filled by the Board of Directors, who may elect a Director to serve until the next election. In the event a vacancy occurs as a result of an increase in the number of Directors, such vacancy shall be filled by vote of the Board of Directors, who shall elect such additional Director or Directors to serve for the terms between one to three years, as the Board of Directors may determine necessary to ensure that approximately one-third of the terms of all elected Directors expire each year.

**Section 10. Annual Meetings.** The Annual Meeting of the Board of Directors shall be held with fifteen (15) days notice, not more than twenty-one (21) days prior to the Annual Meeting and the Board may schedule such other meetings it may deem necessary or desirable with fifteen (15) days notice.

**Section 11. Special Meetings.** The Board of Directors may provide by resolution the time and place, either within or without the State of Illinois, for the holding of additional meetings of the Board without other notice than such resolution. In addition, meetings of the Board of Directors may be called by or at the request of the Chairman of the Board or any eight (8) of the Directors, in which case notice covering the time and place of such meeting shall be given at least five (5) days in advance thereof by written notice delivered by mail, telegram, electronic communication, fax, or in person to each Director.

**Section 12. Quorum.** A majority of all full voting Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If a quorum is not present, any lesser number may adjourn the meeting from time to time without further notice.

**Section 13. Action by Directors.** The act of a majority of the full voting Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or these Bylaws. In the event of a tie vote at which a quorum is present, the Immediate Past Chairman of the Board shall cast the tie

breaking vote, which vote shall determine the outcome of the decision being considered by the Board of Directors.

**Section 14. Compensation.** Directors as such shall not receive any stated salaries for their services; but, by resolution of the Board, expenses of attendance or some portion thereof, may be allowed, provided, however, that nothing contained herein shall be construed as preventing a Director from serving the Corporation in any other capacity and receiving compensation therefore.

**Section 15. Indemnification of Directors and Officers.** The Corporation shall indemnify any and all of its Directors or officers, or former Directors or officers, employees, agents, and consultants against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been Directors or officers, or a Director or officer, or employees, agents, and consultants, of the Corporation, except in relation to matters as to which any such Director or officer or former Director or officer (or employee, agent, or consultant) shall be adjudged in such action, suit, or proceeding to be liable for neglect or misconduct in the performance of duties. Such indemnification shall not be deemed exclusive to any other rights to which those indemnified may be otherwise entitled.

**Section 16. Removal of a Director.** A Director may be removed from the Board at any time by two-thirds majority vote of the entire full voting Board in the affirmative for removal with or without cause.

A Director may be removed for cause provided that:

1. The cause is stated at a meeting at which the Director has been notified of the same.
2. The Director has been given the opportunity to speak on his/her own behalf.

**Section 17. Duty to Attend Meetings.** Board members shall attend Board meetings regularly and shall serve as officers and committee members as elected or appointed.

Any member of the Board of Directors unable to attend a meeting shall, within three (3) days from such Board meeting, advise the Chairman of the reason for his/her absence. The Chairman shall provide the information to the Executive Committee. The Executive Committee shall review the reasons for the absence and make a determination about whether such absence is excused. The Executive Committee shall consider, among other things, the Board member's total contribution to the Board of Directors including attendance at Board meetings, participation and contribution at Board meetings, and overall Board activity level. Absent good reason as determined by the Executive Committee, three (3) consecutive absences from Board meetings shall constitute a Board member's resignation from the Board. Each Executive Committee member shall notify the Executive Committee about any actual or apparent conflict of interest in connection with a Board member's absence from Board meetings. Such Executive Committee member may recuse himself/herself from further deliberations or the Executive Committee may determine that the Executive Committee member shall be recused from further deliberations.

## **ARTICLE VI -- Officers**

**Section 1. Officers.** The officers of the Corporation shall be a Chairman of the Board, a Vice Chair – Finance, a Vice Chair – Talent Community, a Chair-elect of the Board, and the President/Chief Executive Officer. No two (2) offices may be held at the same time by the same person.

**Section 2. Chairman of the Board.** The Chairman of the Board (Chairman) shall be the principal elected officer of the Corporation and shall in general supervise the business and affairs of the Corporation. He or she shall preside at all meetings of the Members and of the Board of Directors. He or she shall be a Director, ex-officio with full voting rights and privileges, and must have previously served as a Chair-elect of the Corporation. The Chairman may sign, with the Vice Chair - Finance or any other proper Officer of the Corporation, any contracts, leases or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute, to some other officer or agent of the Corporation, and in general shall perform all duties incident to the office of Chairman of the Board and such other duties as may be prescribed by the Board of Directors from time to time.

In the temporary absence of the Chairman and the Chair-elect, or in the event of the Chairman and the Chair-elect's inability or refusal to act, either the Vice Chair – Talent Community or the Vice Chair - Finance may be asked by the Board of Directors to perform the duties of the Chairman, and when so acting shall have all the powers of the Chairman and be subject to the same restrictions.

The term of the Chairman shall be one (1) year, and the Chairman may not succeed him/herself.

**Section 3. Chair-elect.** In the absence of the Chairman or in the event of the Chairman's inability or refusal to act, the Chair-elect of the Board (Chair-elect) shall perform the duties of the Chairman and when so acting shall have all the powers of the Chairman and be subject to the same restrictions. The Chair-elect shall perform such other duties as from time to time may be assigned by the Chairman. The Chair-elect automatically shall assume the office of Chairman at the conclusion of the Chairman's term.

**Section 4. Vice Chair – Talent Community.** The Vice Chair – Talent Community shall perform such other duties as shall from time to time be assigned by the Chairman or the Board of Directors.

In addition, he or she shall be responsible for the oversight of the proper and legal mailing of notices to Members; shall be custodian of the seal of the Corporation; shall see that accurate records are kept on all Members; and shall in general perform all duties incident to the office of the secretary.

The term of the Vice Chair – Talent Community shall be one (1) year, and the Vice Chair – Talent Community may not succeed him/herself.

**Section 5. Vice Chair – Finance.** The Vice Chair – Finance shall oversee the Corporation's funds and records. He or she shall review the collection of all member dues and assessments, shall oversee established proper accounting procedures

for the handling of the Corporation's funds, and shall be responsible for oversight of the keeping of the funds in such banks, trust companies and/or or investments as are approved by the Board of Directors. He or she shall report on the financial condition of the Corporation at all meetings of the Board of Directors and at other times when called upon by the Chairman of the Board. At the expiration of his or her term of office, he or she shall deliver over to his/her successor all books, moneys and other property in his/her charge, or, in the absence of a successor, he or she shall deliver such properties to the Chairman of the Board.

The term of the Vice Chair- Finance shall be one (1) year, and the Vice Chair – Finance may not succeed him/herself.

**Section 6. Election and Term of Office.** The Officers of the Corporation shall be elected by the full voting members of the Board of Directors either by electronic ballot or mail ballot prior to, or at a meeting of the Board. In the event of a tie vote for an Officer position, the Immediate Past Chairman of the Board shall cast the tie breaking vote, which vote shall determine the outcome of the election of the Officer position. Nominees are to be selected from the Directors (not including any ex-officio Directors). Any Director may be elected to the office of Vice Chair provided that the term commences no later than the first (1st) year after the expiration of his or her three (3) year Director's term and, in such event, the term for such Director shall be extended accordingly. Any Director may be elected to the office of Chair-elect provided that the Chair-elect term must commence no later than the first (1st) year after the expiration of his or her three (3) year Director's term and, in such event, the term for such Director shall be extended accordingly. Effective upon the expiration of the Chair-elect term, the Chair-elect shall succeed to the office of Chairman, without regard to the Director term limits set forth in Article V(1) and, in such event, the term for such Director shall be extended accordingly. Effective upon the expiration of the Chair term, the Chair shall succeed to the position of Immediate Past Chairman, without regard to the Director term limits set forth in Article V(1) and, in such event, the term for such Director shall be extended accordingly. Vacancies may be filled at any meeting of the Board. The Chairman, the Chair-elect, and each Vice-Chair shall be elected for a term of one (1) year. Each Officer shall hold office until his or her successor is duly elected and qualified.

**Section 7. Removal and Resignation.** Any Officer may be removed by a two-thirds vote of the Board of Directors whenever in their judgment the best interest of the Corporation will be served thereby. The removal of an Officer shall be without prejudice to the contract rights, if any, of the Officer involved. In the event that an Officer is removed, resigns, or otherwise cannot fill the position to which he or she was elected, the Board may elect a successor to fill the remaining term.

**Section 8. Bonds.** The Vice Chair – Finance, or any other person entrusted with the handling of funds or property of the Corporation shall, if required by the Board of Directors, furnish at the expense of the Corporation, a bond approved by the Board, in such sum and with such surety or sureties as the Board shall prescribe.

## **ARTICLE VII -- President/Chief Executive Officer**

**Section 1.** There shall be a President/Chief Executive Officer who shall be appointed by the Board of Directors. He/she shall perform such duties as may be assigned to him/her by the Board of Directors, the Executive Committee, the Chairman or in the absence of the Chairman the Chair-elect. He/she shall have responsibility for selection and

supervision of the staff, shall define duties of the staff, and shall fix their compensation within budgetary limitations, and shall otherwise execute the duties assigned by the Executive Committee and the Board of Directors. He/she shall have the authority to make expenditures and execute contracts in the name of the Corporation in accordance with the then-active budget approved by the Board of Directors and in accordance with the then-active cash disbursement approval matrix that has been adopted by the Executive Committee and/or Board of Directors. The President/Chief Executive Officer shall be a member of the Board of Directors and the Executive Committee, with the right to vote.

## **ARTICLE VIII -- Fiscal and Elective Year**

Section 1. The elective year of the Corporation shall be from January 1 through December 31 inclusive. The fiscal year of the Corporation shall be determined from time to time by the Board of Directors.

## **ARTICLE IX -- Committees**

**Section 1. Appointment.** The Chairman of the Board may appoint individuals from all Member categories to committees, except those the appointment of which is otherwise provided for in these Bylaws, and designate the chairmen. No committees shall act on behalf of the Board of Directors unless specifically authorized to do so. Any Member of any committee may be removed by the Chairman whenever in the judgment of the Chairman the best interests of the Corporation shall be served by such removal.

**Section 2. Rules.** Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

**Section 3. Executive Committee.** There shall be an Executive Committee consisting of the elected officers. The Executive Committee shall conduct the affairs of the Corporation under the chairmanship of the Chairman of the Board in accordance with the policies of the Board of Directors and may exercise the authority of the Board in all matters be it delegated to the Committee. The Executive Committee may act in the place of the Board when the Board is not in session, and shall notify the Board of its actions at the next Board meeting, or sooner if it deems such notice necessary.

**Section 4. Recruiting Committee.** There shall be a Recruiting Committee consisting of five (5) Members whose purpose shall be to actively recruit/encourage qualified applicants to apply for open Director positions and to vet all applicants who applied. Remit will be to present "short list" of applicants to Nominating Committee for interviews. The Chairman of this committee shall be the current Chair-Elect; one (1) member shall be a current Director; one (1) member shall be a former Director; and two (2) members shall be from any membership category.

**Section 5. Nominating Committee.** There shall be a Nominating Committee consisting of three (3) Members whose primary duty is to interview final candidates recommended by the Recruiting Committee and to present a slate of nominees to Board for final approval. The Chairman of this committee shall be the current Chairman of the Board and two (2) current Directors.

Chairman selects Committee Members to serve. Committee is confirmed upon approval by the Board.

## **ARTICLE X -- Dues**

**Section 1. Annual Dues.** Dues shall be established by vote of a majority of the Board of Directors.

## **ARTICLE XI -- Accounting**

**Section 1. Books and Records.** The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving all the names and addresses of all its Members and their Representatives.

## **ARTICLE XII -- Contracts, Checks, Deposits and Funds**

**Section 1. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**Section 2. Checks, Drafts, etc.** All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, 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 device for the general purposes or for any special purpose of the Corporation.

## **ARTICLE XIII -- Seal**

Section 1. The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Illinois."

## **ARTICLE XIV -- Waiver of Notice**

Section 1. Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois, or under the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notices, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XV -- Amendments to Bylaws**

**Section 1. Procedure.** These Bylaws may be altered, amended, repealed, and new Bylaws may be adopted by a majority of the entire voting membership of the Board of Directors at any meeting of the Board, provided that at least three (3) days written notice is given of intention to alter, amend, repeal, or to adopt new Bylaws at such meeting.

**Section 2. Notice.** When any amendments of the Bylaws have been made, copies of said amendments, or a complete revised copy of the Bylaws as amended, shall be communicated by mail or made available electronically (including email or over the Internet) within sixty (60) days to each Member Representative and individual Member.