

BY-Laws Adopted November 12, 2011 & Amended through May 4, 2013

DADS ASSOCIATION
UNIVERSITY OF ILLINOIS
At Urbana-Champaign

BYLAWS

The existing Constitution and By-Laws of the corporation are deleted in their entirety and substituted with the singular set of By-Laws set forth below and as may be amended from time to time.

ARTICLE I - NAME, PURPOSE

Section 1: The name of the organization shall be The Dads Association at the University of Illinois at Urbana-Champaign.

Section 2: The Dads Association at the University of Illinois at Urbana-Champaign serves to provide opportunities: to help our students achieve success, and to build relationships within the "Illini family" and is organized exclusively for Charitable, Educational and Social Purposes

ARTICLE II: MEMBERSHIP

Section 1: General Membership shall consist of: General Members: Fathers, or persons standing in the relationship of a father, of students attending the University of Illinois at Urbana-Champaign. "Attending" in this section means from matriculation to graduation during periods of enrollment of at least 12 hours for two semesters of the academic year.

Section 2:

Active Members: Active Members are those General Members who affirmatively take an action approved

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by the Board of Directors indicating that they wish to be active members.

ARTICLE III - ANNUAL MEETING

Section 1: Annual Meeting

The date of the regular Annual Meeting of the general membership shall be set by the Board of Directors which shall also set the time and place.

Section 2: Special Meetings

Special meetings of the general membership may be called by the President.

Section 3: Notice

Notice of each meeting shall be given to each voting member, by posting on the Internet or sent by e-mail, not less than thirty days before the meeting, or otherwise provided by state law.

Section 4: Voting

Only active members may vote at meetings of the general membership. Proxy voting is not permitted.

ARTICLE IV - BOARD OF DIRECTORS

Section 1:

a. Board Role and Size. The Board is responsible for overall policy and direction of the Association. The Board shall have up to 18 members and not fewer than 3 members.

b. The immediate past president of the Association will be a Board member if he does not otherwise qualify.

c. The Board of Directors may select persons who have rendered outstanding service to the Association to be recognized as Honorary Members. This recognition can be bestowed for service in the Association, Board or both.

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Section 2: Meetings

Regular Meetings: The Board shall meet a minimum of three times a year in order to conduct the business of the Board. Regular meetings of the Board shall be set by the Board each year on the date of the Annual Meeting of the Association. All other meetings shall be special meetings.

Section 3: Special Meetings

Special meetings of the Board shall be called upon the request of the President or one-half of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member fifteen days in advance.

Section 4: Board Elections

Election of new directors will occur at the Annual Meeting of the Association. Directors will be elected by a majority vote of the active Association members present at the meeting. The Nominating Committee will provide a slate of officers and directors to the Board at the Board meeting at least 45 days prior to the annual meeting. Alternative or write in candidates must have required documents in 30 days ahead of the annual meeting.

Section 5: Terms

All Board members shall serve from the date of their election until December 31st of the calendar year following their election_or until their successors are duly elected but are eligible for re-election. The term of the Board Members shall begin upon their election. In the case of a Board member who serves until his successor is duly elected, that term shall end on the latter of:

- a. The date his successor is duly elected.
- b. The date when such Board member no longer is eligible to be an active member of the Association.

Section 6: Quorum

At least fifty-percent of the Board members shall constitute a quorum. A **QUORUM OF THE BOARD MUST BE PRESENT** before business can be transacted or motions made or passed.

Section 7: Notice

Notice to Board members shall be provided:

- a. by e-mail to e-mail addresses provided by each Board member and changed by such Board member from time to time. E-mail returned as undeliverable shall not constitute notice or
- b. by United States mail to an address provide by each Board member and changed by such Board member from time to time. Notice shall be deemed to be provided on the date three days after such notice is deposited in the U.S. Mail, postage paid or
- c. by a commercial delivery service or messenger service. Notice shall be deemed to be provided on the date of confirmation of delivery.

Section 8: Board Member Nominations

Nominations to the Board shall be by the Nominating Committee or active members according to the terms of these By-Laws.

Written Nominations for the Board shall include:

- Nominees Name
- Nominees student child, include major and class year
- Nominees Address
- Nominees Phone Number
- Nominees E-mail address
- Nominees Biography: enough information should be included that would enable the membership to make an informed choice when voting.

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A representative of the nominating committee shall place in nomination the selected slate of candidates. The names of additional candidates nominated by the general membership will be announced by the President. The President will proceed to poll the membership in attendance at the meeting to ascertain their choices for the various positions. The individuals who receive the greatest number of votes for the various offices shall be declared the winners. The form for nominations will be available on the Dads Association's Website or the IUPPO office. Any dad who is an active member of the Dads Association may be nominated for a position on the Board.

Section 9: VACANCIES. When a vacancy on the Board exists, nominations for new members may be received from present Boardmembers by the secretary in advance of a Board meeting. In the case of a vacant officer position, the president may appoint an existing Board member who volunteers to that position. These vacancies will be filled only to the end of the particular Board member's term.

Section 10: Resignation, Termination and Absences
Resignation from the Board must be in writing and received by the Secretary. A Board member may be removed by a majority vote of the Board for excessive absences, defined as two unexcused absences from Board meetings in a term. The president may grant an excused absence. An unexcused absence occurs when a Board member misses without a legitimate reason. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

ARTICLE V: OFFICERS

Section 1: The officers of the Corporation shall be President, Vice President, Secretary, Treasurer and Immediate Past President. The

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Immediate Past President shall not be elected pursuant to 5.02 below but shall serve following the completion of his term as president. Nothing in this subsection shall prevent the resignation or removal of the Immediate Past President as an officer or member of the Board pursuant to these by-laws. The Immediate Past President shall have voting rights.

Section 2: TERM. The officers of the Corporation shall be elected by the active Members of the Corporation for a one (1) year term, or until their respective successors shall have been duly elected and qualified. The same person may not be reelected to the same office for more than two (2) consecutive one (1) year terms. Every officer of the Corporation shall be an active member of the Association. Unless elected to fill a vacancy created by the early departure of another officer, the term of newly elected officers shall begin on the first day January of the calendar year following their election and shall end on the 31st day of December of the calendar year following their election.

Section 3: PRESIDENT. The President shall be the principal executive officer of the Corporation and shall, in general, supervise all of the business, policies and affairs of the Association as established by the Board and/or the Members. He shall preside at all meetings of the Members and of the Board. He may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board, any deeds, mortgages, contracts or other instruments which the Members or the Board, as the case may be, have authorized to be executed and, in general, shall perform all duties incident to the office of President, and such other duties as may be prescribed by the Board or the Members from time to time.

Section 4: VICE-PRESIDENT. In the absence of the President or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the President and, when so acting, shall have all power of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned by the President or by the Board. The Vice-President will chair the parent outreach effort.

Section 5: TREASURER. The Treasurer shall have charge and custody, and be responsible for, all funds and securities of the

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Association, receive and give receipt for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these By-Laws, and in general shall perform all of the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board.

Section 6: SECRETARY. The Secretary shall keep the minutes of the meeting of the Members and of the Board, see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law, be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these By-Laws, keep a register of the post office address of each Member which shall be furnished to the Secretary by such Member, and in general shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board.

Section 7: The President, Vice-President, Treasurer and Secretary shall also be deemed to have been elected as Directors of the Association and shall serve as Directors during the term of their positions as officers.

ARTICLE VI - COMMITTEES

Section 1: The Board shall have a nominations committee, a finance committee and such other committees as it deems necessary or appropriate. The Board President shall appoint all committee chairs and members. Any active member of the Association may be appointed to a committee.

Section 2: Nominations Committee

The nominations committee shall provide a slate of officers, and directors to the Membership according to these By-Laws.

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Section 3: Finance Committee

The Treasurer shall be chair of the Finance Committee, which shall include at least four other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board. The fiscal year shall be approved by the Board. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the corporation shall be made available to the Board members and Association members upon reasonable request. The financial records shall be made available to the public as federal or state law may require.

ARTICLE VII - AMENDMENTS

These By-laws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

ARTICLE VIII -PROCEDURE

Section 1: Where federal or state law requires, the corporation shall follow said law or regulations.

Section 2: Where federal or state law gives discretion to the corporation, the following shall apply in order:

- a. These By-laws
- b. Actions approved by the membership
- c. Actions approved by the Board.
- d. The latest version of Robert's Rules

Section 3: The President and Secretary shall cause Articles of Amendment to the corporation's Articles

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of Incorporation to be filed with the Secretary of State and any other required governmental body.

Section 4: Use of Name, Logo and other property of the Association:

The use of the name of the Association, logo(s), the domain name(s), internet and site(s) and e-mail addresses shall be maintained and used only for the Association purposes.

Section 5: Only the President of the Association is authorized to speak for and or on behalf of the Association unless the Board of Directors specifically authorizes another or others to do so. The scope of such authorization shall be included in the enabling motion or resolution granting such authority.

Section 6: Indemnity. The Corporation shall indemnify any and all of its officers, directors and Members performing tasks assigned by the Board or its officers who, in their capacity as such, are threatened to be made a party or become a party in any litigation, suit, or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that said individual is or was a Member of the Board or an officer of the Association, or a Member performing an assigned task, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him, in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The Board shall take all reasonable steps to secure insurance for this and all other appropriate insurable risks so that the Directors, Officers, Members and their agents receive the broadest coverage that is reasonable and available under the laws of the State of Illinois.

Section 7: Dissolution. Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or

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corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Originally Approved by the membership the 12th day of November, 2011 at Urbana, Illinois with Amendments through May 4, 2013.

Schedule of Amendments

Section 2: The Dads Association at the University of Illinois at Urbana-Champaign serves to provide opportunities: to help our students achieve success, and to build relationships within the "Illini family" and is organized exclusively for Charitable, Educational and Social Purposes. ~~specifically to provide support to its members and to students at the University of Illinois at Urbana-Champaign.~~
Amendment formally adopted by the Board of Directors on September 16, 2012 implementing the statement that was adopted by the Board of Directors during its meeting and retreat on July 28, 2012.

ARTICLE II: MEMBERSHIP

Section 1: General Membership shall consist of: ~~Active~~ General Members: Fathers, or persons standing in the relationship of a father, of students attending the University of Illinois at Urbana-Champaign. "Attending" in this section means from matriculation to graduation during periods of enrollment of at least 12 hours for two semesters of the academic year.

Amendment adopted by the Board of Directors on September 16, 2012

Section 2:

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Active Members: Active Members are those General Members who affirmatively take an action approved by the Board of Directors indicating that they wish to be active members.

Amendment adopted by the Board of Directors on September 16, 2012

ARTICLE IV - BOARD OF DIRECTORS

Section 1:

a. Board Role and Size. The Board is responsible for overall policy and direction of the Association. The Board shall have up to 18 members and not fewer than ~~10~~ 3 members.

Amendment adopted by the Board of Directors on September 16, 2012

Section 5: Terms

All Board members shall serve from the date of their election until December 31st of the calendar year following their election ~~for a one year term~~ or until their successors are duly elected but are eligible for re-election. The term of the Board Members shall begin upon their election. In the case of a Board member who serves until his successor is duly elected, that term shall end on the latter of:

- a. ~~The next annual meeting or~~ a. the date his successor is duly elected
- b. The date when such Board member no longer is eligible to be an active member of the Association.

Amendment adopted by the Board of Directors on May 4, 2013

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Amendment adopted by the Board of Directors on May 4, 2013