

Revised By-Laws Adopted November 2, 2019

DADS ASSOCIATION
UNIVERSITY OF ILLINOIS
At Urbana-Champaign

BY-LAWS

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: Name

The name of the organization shall be The Dads Association at the University of Illinois at Urbana-Champaign, herein referred to as “Association”.

Section 2: Purpose

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

ARTICLE II: MEMBERSHIP

Section 1: General Members

General Membership shall consist of fathers, or persons standing in the relationship of a father, of students enrolled at the University of Illinois at Urbana-Champaign.

Section 2: Active Members

General Members shall be considered Active Members as long as their student is enrolled at the University of Illinois at Urbana-Champaign, including during temporary absences due to studying abroad or elsewhere, health, employment, or other reasons as may be approved by the Board.

Section 3: Board of Directors (Board)

- a. Board Role and Size. The Board is responsible for overall policy and direction of the Association. The Board shall only consist of Active Members. The Board shall comprise up to 18 members and not fewer than 9 members. The Board may exceed 18 members by the number of Board members retiring at the end of that calendar year or submitting their written

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resignation effective at the end of that calendar year, to facilitate transition of responsibilities and full Board membership on Jan 1 of the next calendar year. Example: There are 18 Board members and two are retiring at the end of that calendar year, thus the Board membership may expand to 20 Board members until the end of that calendar year.

- b. Term. All Board members shall serve from the date of their election until December 31st of the calendar year when such Board member is no longer eligible to be an active member of the Association.
- c. Immediate Past President. The Immediate Past President of the Association will be a Board member if he does not otherwise qualify.
- d. Honorary Members. 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.

ARTICLE III - MEETINGS

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: Regular Board 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. The President may also call Board Officer meetings as needed.

Section 4: Notices

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

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General notices 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 5: Voting

Only Board members may vote at Regular Board meetings or Special Board meetings. Only Active Members may vote at meetings of the general membership. Proxy voting is not permitted. Honorary Members shall not have voting rights.

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 at any meeting; this quorum requirement does not apply to Board Officer meetings.

ARTICLE IV – NOMINATIONS AND ELECTIONS

Section 1: Board Member Nominations and Elections

Any Active member may nominate a candidate for the Board. The form for nominations will be available on the Dads Association's Website or at the Illini Union Parent and Family Programs Office. Any dad who is an Active member of the Dads Association may be nominated for a position on the Board.

Written Nominations for membership on the Board shall include:

- Nominee's Name
- Nominee's student name and class year
- Nominee's Address
- Nominee's Phone Number
- Nominee's E-mail address

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- **Nominee's Biography:** enough information should be included that would enable the Board members to make an informed choice when voting

Election of new Board members may occur at any Board Meeting of the Association. Members will be elected by a majority vote of the Board members present at the meeting.

Section 2. Nominating Committee for Officers

The Nominating Committee shall consist of the current Board Officers of the Association.

Section 3: Board Officer Nominations

Nominations of Board Officers for the next calendar year shall be by the Nominating Committee or Active Members according to the terms of these By-Laws. The Nominating Committee will provide a slate of officers to the Board at the Board meeting which occurs at least 45 days prior to the Annual Meeting. Alternative or write-in candidates must submit their declaration to run for an Officer position to the Nominating Committee within 30 days of the Annual Meeting.

Section 4: Board Officer Elections

Election of new Board Officers will occur at the Annual meeting of the Association. Officers will be elected by a majority vote of the Active Members present at the meeting.

The President will proceed to poll the membership in attendance at the meeting to ascertain their choices for the various Officer positions. The individuals who receive the greatest number of votes for the various offices shall be declared the winners.

Section 5: Vacancies

In the case of a vacant Officer position, the President may appoint an existing Board member who volunteers for that position. These vacancies will be filled only to the end of the particular Officer's term.

Section 6: 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 12-month period. The President may grant an excused absence. An unexcused absence

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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 Board members.

ARTICLE V: OFFICERS

Section 1: Positions

The Officers of the Corporation shall be President, Vice President, Secretary, Treasurer and Immediate Past President. The Immediate Past President shall not be elected pursuant to 4.04 above, 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 Association 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. 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 of 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 Association 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

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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.

Section 5: Treasurer

The Treasurer shall have charge and custody, and be responsible for all funds and securities of the Association, receive and give receipt for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association 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 Association records and see that an authorized signature of the Association is affixed to all documents, the execution of which on behalf of the Association 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: Officers

The President, Vice-President, Treasurer and Secretary shall be deemed to have been elected as Officers of the Association and shall serve as Officers during the term of their positions as Officers.

ARTICLE VI - COMMITTEES

Section 1: Standing Committees

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: Finance Committee

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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 annual budget, and all expenditures must be within the budget. Any major change in the budget must 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 Association 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: Law

Where federal or state law requires, the Association shall follow said law or regulations.

Section 2: Discretion

Where federal or state law gives discretion to the Association, 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: Amendments

The President and Secretary shall cause Articles of Amendment to the Association's Articles 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: Authority

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 Association shall indemnify any and all of its Officers, Board members, 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 Association 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 Board, 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 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, and subsequently approved by the membership the 2nd day of November 2019.