ILLINOIS COALITION FOR EDUCATION AT-RISK YOUTH

BYLAWS

ARTICLE 1-NAME AND PURPOSES

SECTION 1: THE NAME OF THE CORPORATION SHALL HEREINAFTER BE THE ILLINOIS COALITION FOR EDUCATING AT-RISK YOUTH.

SECTION 2: THE MISSION OF THE CORPORATION IS TO ADVOCATE FOR STUDENTS, TRAIN EDUCATORS, EDUCATE COMMUNITIES AND UNIFY PROGRAMMING TO PROVIDE OPPORTUNITIES FOR AT-RISK YOUTH AND COMMUNITY PARTNERS.

FOUR STRATEGIC PILLARS ARE USED TO SUPPORT AND GUIDE THE MISSION OF ICEARY. THEY ARE AS FOLLOWS:

I. **BUILDING ADVOCACY -** We will advocate on behalf of our students and programs and will provide professional development to train others in the skills of advocacy.
II. **BUILDING COMMUNITIES –** We will provide opportunities to build awareness of and support for the needs of our students and programs.
III. **BUILDING PROFESSIONALS –** We will provide professional development opportunities to support the professional growth of our members.
IV. **BUILDING CONNECTIONS –** We will build networks to support the mission of ICEARY.

SECTION 3: THIS CORPORATION IS ORGANIZED TO OPERATE AS A NOT-FOR-PROFIT CORPORATION UNDER 805 ILCS 105/101.10 ET. SEQ. AS AMENDED AND WITHIN THE PROVISIONS OF THE INTERNAL REVENUE CODE OF 1986 SECTION 501(C) (3) AS AMENDED.

A. No part of the earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, officers or other persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

B. Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a)

by a Corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE II – OFFICES

The Corporation shall have and continuously maintain, in the State of Illinois**,** a registered office and a registered agent (Treasurer) whose office is identical with such registered office. The Corporation may also have a principal office and other offices within or without the State of Illinois as determined by the Board of Directors.

ARTICLE III – MEMBERSHIP OF THE CORPORATION

SECTION 1: CLASSES OF MEMBERSHIP

A. REGULAR MEMBERS

Regular members must be 21 years of age or over, who are interested in the needs or issues of at-risk youth and their families and have paid their annual dues.

B. STUDENT MEMBERS

Student membership may be extended to individuals who are post-secondary students and secondary students.

Student members shall have no voting rights in the Corporation.

SECTION 2: VOTING RIGHTS OF MEMBERS:

Each member, as defined in Article III, Section 1.A may have one vote, providing the member is in good standing. There shall be no proxy voting. Online voting may be utilized at the discretion of the Executive committee.

SECTION 3: REPRESENTING THE ASSOCIATION:

Members may be asked by the President to represent the Coalition on a statewide committee or panel, testify to a legislative committee, or act as a liaison to other professional education organizations including the Illinois State Board of Education. Members serving in these roles shall seek direction from the Coalition President who will develop the positions of the Coalition with the Executive Committee and/or the appropriate Standing Committees. At no time shall a Member representing the Coalition present a platform contrary to the Coalition's objective, and at no time shall a member purport to represent the Coalition without express approval/direction from the

President. Members who represent the Coalition shall report to the Executive Committee on activities regularly as directed.

SECTION 4: MEMBERSHIP DUES:

Membership dues shall be paid by each member annually. The amount of membership dues and the membership calendar shall be set by the Board of Directors and presented at the annual meeting.

SECTION 5: TRANSFER OF MEMBERSHIP

Membership in this Corporation is not transferable or assignable.

ARTICLE IV – MEETINGS OF MEMBERS

SECTION 1: ANNUAL MEETING

An annual meeting of the Corporation shall be held on a weekday each year during the months of March or April, for the purposes of electing officers of the Corporation and representatives to the Board of Directors; reviewing membership dues; and for the transaction of such other business as may come before the Corporation.

SECTION 2: REGULAR MEETINGS

The Corporation will hold a minimum of one meeting (Annual Meeting) each calendar year.

SECTION 3: SPECIAL MEETINGS

Special meetings of the Corporation may be called either by the Executive Committee, Board of Directors, or by not less than thirty (30) percent of the voting members.

SECTION 4: PLACE OF MEETING

The membership meetings shall be held at locations designated by the Board of Directors.

SECTION 5: NOTICE OF MEETINGS

Written or printed notice stating the place, day and hour of any meeting of the Corporation shall be delivered personally, by mail, and/or electronic mail, to each member of each class of members, not less than ten (10) nor more than forty (40) days before the date of such meetings by the persons calling the meeting. In case of a special meeting, the purpose for which the meeting is called shall be stated in the notice.

ARTICLE V – BOARD OF DIRECTORS

SECTION 1: GENERAL POWERS & RESPONSIBILITIES

The business, property and affairs of the Corporation shall be managed by the Board of Directors. All powers with respect to the control and management of the Corporation are reserved in the Board unless delegated by the Board or by these Bylaws.

SECTION 2: NUMBER

The Board of Directors shall be comprised of twenty (20) representatives of voting members of the Corporation and shall consist of the following: the five (5) officers, two (2) members from each of the six geographical areas, and three (3) at-large representatives.

SECTION 3: QUORUM

A quorum is a simple majority of the Board of Directors.

SECTION 4: MANNER OF ACTING

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided by law or by these By-Laws.

SECTION 5: ELECTIONS AND APPOINTMENTS & VACANCIES

The Board of Directors shall be elected at the annual meeting as follows: Five (5) officers and twelve (12) regional members, comprised of two (2) individuals per region, and three (3) at-large representatives. The immediate Past-President shall also serve on the Board of Directors. If a vacancy occurs, the Board of Directors shall fill the vacancy by appointment at any meeting of the Board for the unexpired portion of the term.

SECTION 6: TERMS OF OFFICE

The members of the Board of Directors shall be elected or appointed consistent with Article V, Section 5 of the By-laws. The office of President, President-Elect, and Immediate Past President shall serve two-year terms.

The position of committee chairs shall serve for one year or two-year terms and shall be appointed consistent with Article VII, Section 2 of the By-laws. Committee Chairs may serve without term limits upon recommendation and majority approval of the Board of Directors.

The Secretary, Treasurer, and Regional Representatives shall serve two-year terms and may serve without term limits upon recommendation and majority approval of the Board of Directors. Nominations for new positions of Secretary, Treasurer, and Regional Representatives may be submitted to the Board of Directors, in writing, by any ICEARY member in good standing for review by the Board and submission to the membership for voting, forty-five (45) days prior to the Annual Meeting.

Upon the change of any directors, it shall be the duty of the retiring director to turn over all the records maintained by him/her/them to the incoming director within thirty (30) days after the new director is elected or appointed.

SECTION 7: RESIGNATION AND REMOVAL OF DIRECTORS

A Director may resign at any time upon written notice to the Board of Directors. A Director may be removed with or without cause by the affirmative vote of a majority of the Directors in office at a meeting of the Board of Directors.

SECTION 8: MEETINGS

The Board of Directors shall meet at least twice per calendar year. Meetings shall be called by the President or no less than fifty-one (51) percent of the members of the Board of Directors. Notice of meetings shall be consistent with Article IV, Section 5.

SECTION 9: APPOINTMENT OF EXECUTIVE DIRECTOR

The Board of Directors may appoint an Executive Director of the Corporation.

ARTICLE VI – OFFICERS

SECTION 1: OFFICERS OF THE BOARD OF DIRECTORS

The officers of the Corporation shall consist of a President, President-Elect, Secretary, Treasurer and Immediate Past President. The officers shall be elected by a majority vote of the members in good standing. The election shall occur at the annual meeting of the members.

The Immediate Past President, President, and President-Elect of the Corporation are responsible for the preparation of a list of candidates of officers and members of the Board of Directors to submit to the membership at the Annual meeting and to secure written acceptance of nominees. They may request the assistance of current members for this responsibility to ensure all geographical regions are represented in the seating of officers and members of the Board of Directors.

SECTION 2: VACANCIES

A vacancy in any office shall be filled by the Board of Directors for the unexpired portion of the term.

SECTION 3: PRESIDENT

The President shall be the principal officer of the association. He/she/they shall preside at all meetings of the Corporation. He/she/they may sign or co-sign any instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated herein or by the Board of Directors to some other officer or agent of the Corporation; and in general, shall perform all duties incident to the Office of President and such other duties as may be prescribed by the

Board of Directors from time to time. The President is an ex-officio member of all committees.

SECTION 4: PRESIDENT-ELECT

In the absence of the president or in the event of his/her/them inability or refusal to act, the President-Elect, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall perform such other duties as from time to time which may be assigned by the President or by the Board of Directors.

SECTION 5: TREASURER

The Treasurer shall make reports on the financial status of the Corporation to the Board of Directors at each Board meeting. The Board of Directors shall designate the responsibility to the Treasurer or Executive Director to have charge and custody of and be responsible for all funds and securities of the Corporation; to receive and give receipt money due and payable to the Corporation from all sources; and to deposit such monies in the name of the Corporation in such banks, trust companies or other depositories as may be named by the Corporation. The Treasurer, with the Executive Director, shall cooperate in the preparation of the reports required herein. The Executive Director and the Treasurer shall also be a member of the Finance Committee.

SECTION 6: SECRETARY

The Secretary shall serve as the Secretary of the Corporation and the Board of Directors. The Secretary shall call the roll of attendance at all official meetings; shall keep or cause to be kept the minutes of the meetings of the Association and shall distribute the minutes to the members by the next meeting; see that all notices are duly given in accordance with the provisions of these By-Laws; or as required by law; keep a register of the post office address; and in general perform all duties incident to the office of Secretary and other such duties as from time to time may be assigned including keeping the official current copy of the Articles of Incorporation, By-Laws and other corporate records.

SECTION 7: IMMEDIATE PAST PRESIDENT

The immediate past president of the Corporation shall conduct the installation ceremony of all newly elected officers and members of the Board of Directors during the annual meeting. If unable to fulfill this duty, he/she/they shall be responsible for arranging for the services of another past president or other former Board Member in the absence of all past presidents.

SECTION 8: OFFICERS' BOND

All officers shall be required to furnish at the Corporation's expense, a bond guaranteeing the faithful discharge of their duties, providing such sureties as may be required by the Board of Directors.

ARTICLE VII – COMMITTEES

SECTION 1: STANDING COMMITTEES

The Corporation shall have the following five (5) standing committees to discharge the duties and functions described:

A. Advocacy shall have the following responsibilities:

1. to develop and evaluate legislation affecting at-risk youth;
2. to organize and maintain the student legislative action team;
3. to inform the membership regarding impending legislation, possible impact and options to inform legislators; and
4. to perform such other duties as are required by the Board of Directors.

B. Communities shall have the following responsibilities:

1. to develop membership recruitment strategies;
2. to maintain the membership list;
3. to support regional meetings;
4. to coordinate and facilitate participation of other committees at the regional meetings; and
5. to perform such other duties as required by the Board of Directors.

C. Professional Development shall have the following responsibilities:

1. to make all preparations and provisions for the corporation's Annual Conference, per direction of the "Conference Chair", which will be appointed by the Board of Directors and attend Board meetings
2. to prepare programs, in-services, training, workshops, seminars, conferences, etc. approved by the Board of Directors;
3. to facilitate the distribution of professional education credits as applicable;
4. to regularly update the website with professional development resources and opportunities; and
5. to perform such other duties as required by the Board of Directors.

D. Networking shall have the following responsibilities:

1. to explore internal and external communication avenues between general membership and Board of Directors;
2. to have a standing member attend regular meetings of other professional organizations as a representative of ICEARY
3. to insure social media platforms and the website are regularly updated at the discretion of the Board of Directors; and
4. to perform such other duties as required by the Board of Directors.

E. Finance shall have the following responsibilities

1. to solicit budget requests from each standing committee for an October through September operating budget year;
2. to prepare an annual budget for consideration and approval by the Executive Committee and Board of Directors;
3. to review and make recommendations regarding membership dues, and present a review of membership dues at the annual meeting;
4. with the Treasurer as the lead, to prepare budget updates for presentation at each meeting of the Board of Directors and at Executive Committee meetings as directed including beginning fund balances, revenue, expenses, ending fund balances and anticipated revenues and spending;
5. to insure that appropriate tax documents are filed related to the incorporation status of the organization;
6. to perform such other duties as required by the Board of Directors.

SECTION 2: APPOINTMENTS TO STANDING COMMITTEES

The chairperson of each standing committee shall be appointed by the President and subject to Board approval at the time of their election. Appointments to committees will be made by the committee chairs at the time of their nomination. Selections shall be from the current membership. All regional representatives shall serve on a standing committee as a function of their role on the board.

SECTION 3: EXECUTIVE COMMITTEE

The President, President-Elect, Treasurer, Secretary and Immediate Past President elected by the Board shall constitute an Executive Committee. The Executive Committee shall meet as needed at a place, time and date called by the President or when called by any two of its members, and shall be empowered to conduct all urgent business of the Corporation between its regular meetings, however, all actions shall be reported to the Board at its regular meetings and may be amended thereby. A quorum of the Executive Committee shall be fifty-one (51) percent of its members.

SECTION 4: AD HOC COMMITTEES

The President may appoint ad hoc committees as the need arises.

SECTION 5: SUBCOMMITTEES

The Chairperson of a Standing Committee or the President may appoint subcommittees as the need presents itself.

SECTION 6: TENURE OF COMMITTEE MEMBERSHIP, VACANCIES AND QUORUM

All membership on Committees and Subcommittees shall continue until the members

thereof resign or are removed by the Chairperson. A quorum of any committee shall be majority of committee members and all action taken by these committees shall be by the majority vote of all committee members present.

ARTICLE VIII – ADMINISTRATION

SECTION 1: EXECUTIVE DIRECTOR DUTIES

There may be an Executive Director of the Corporation hired by the Board of Directors at its discretion who shall be responsible for the general operation and management of the Corporation. The general responsibilities of the Executive Director shall include, but not be limited to:

A. Assisting the Board of Directors in all matters pertaining to the Corporation.

B. Assisting the Board of Directors in program and policy formulation and implementation.

C. Assisting the Board of Directors and the Finance Committee in developing an Annual Budget.

D. Reporting to the Board of Directors as requested on the activities of the Corporation.

E. Performing all other duties as assigned by the President or the Board of Directors.

SECTION 2: EXECUTIVE DIRECTOR'S BOND

The Executive Director shall be required to furnish at the Corporation's expense, a bond guaranteeing the faithful discharge of his/her/them duties providing such sureties as may be required by the Board of Directors.

ARTICLE IX – CONTRACTS, CHECKS, DEPOSITS & 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 evidences of indebtedness issue 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 the Board of Directors. In the absence of such determination by the Board of Directors, such

instruments shall be signed by the Treasurer and countersigned by the President of the Corporation or their designees.

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: Financial or Other Gifts/Grants/Hotel Rewards

All rewards, points, grants and/or gifts awarded in conjunction with Corporation business are the property of the Corporation to be used at the discretion of the Board of Directors.

ARTICLE X – BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account. All minutes of the proceedings shall be kept at the principal office with a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by a Director, or his/her/they other agent or attorney for any reason at any time deemed convenient by the custodian of such items.

ARTICLE XI – INDEMNIFICATION IN ACTIONS OTHER THAN BY OR IN THE RIGHT OF THE CORPORATION

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he/she/they is or was a director, officer, employee or agent of the Corporation, against expenses (including attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he/she/they reasonably believed to be in, or not opposed to, the best interest of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her/them conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she/they reasonably believed to be in or not opposed to the best interests of the Corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his/ her/them conduct was unlawful.

Without limiting the generality of the foregoing, the Corporation may contract for insurance against all or a portion of any liabilities and expenses, if any, resulting from the indemnification of any of the foregoing persons pursuant of this section or otherwise as permitted by law, and may also contract for companion insurance directly insuring any or all of such persons against liabilities and expenses.

ARTICLE XII – FISCAL YEAR

The fiscal year of the Corporation shall begin on January 1st and end on December 31st the next calendar year.

ARTICLE XIII – WAIVER OF NOTICE

Whenever any notice is required to be given under the provision of the General Not-For-Profit Corporation Act of Illinois or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the persons at the meeting objects to the holding of the meeting because proper notice was not given.

ARTICLE XIV – AMENDMENTS TO BYLAWS

The Board of Directors shall review these Bylaws every two years. The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors and the Membership. This action may be taken at any regular or special meeting of the membership or via an electronic ballot distributed through email and shall require a majority vote of a quorum. Any proposed amendment or new Bylaws shall be presented in writing to each member at least thirty (30) days prior to the regular or special meeting or an electronic vote.

Prior to approval by the membership, any amendment or new Bylaws shall have been approved by an affirmative vote of 2/3 of the members of the Board of Directors at any regular or special meeting of the same or via an electronic ballot distributed through email. Each member of the Board shall receive the proposed changes at least thirty (30) days prior to the meeting or an electronic vote.

ARTICLE XV – AMENDMENTS TO ARTICLES OF INCORPORATION

The power to alter or amend the Articles of Incorporation shall be vested in the Board of Directors. This action shall require an affirmative vote of two-thirds of the members of the Board of Directors.

ARTICLE XVI – VOLUNTARY DISSOLUTION AND DISTRIBUTION OF ASSETS

SECTION 1: DISSOLUTION

The power to dissolve the Corporation is vested in the Board of Directors. Dissolution of the Corporation shall be authorized only upon a majority vote of the members of the Board of Directors provided that no debts of the Corporation remain unpaid.

A. Written notice of the election to dissolve the Corporation has been given to all Directors not less than three days before the execution of articles of dissolution.

SECTION 2: DISTRIBUTION OF ASSETS

In the event of the dissolution of the Corporation, the assets of the Corporation shall, following payment of all debts, be disposed of in the following manner consistent with all state and federal statutes which may govern said dissolution and distribution: all assets of the Corporation shall be distributed, as provided by the laws of the State of Illinois, for charitable, educational or scientific purposes and to organizations which qualify as 501(c) (3) exempt organizations under the Internal Revenue Code of the United States.

ARTICLE XVII

In all cases not otherwise covered in these Bylaws, Robert's Rules of Order shall prevail.

Amended March 7th, 2024