



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

DECEMBER 11, 2017

5546-096-5

RUKNUL H ISLAM
4454 W HOLLYWOOD AVE
CHICAGO, IL 60646-4959

RECEIVED

DEC 18 2017

**Attorney General
Charitable Trust**

RE BANGLADESH ASSOCIATION OF CHICAGOLAND

DEAR SIR OR MADAM:

ENCLOSED YOU WILL FIND THE ARTICLES OF AMENDMENT FOR THE ABOVE NAMED CORPORATION.

FEES IN THIS CONNECTION HAVE BEEN RECEIVED AND CREDITED.

SINCERELY,

CO# 01072192

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

CONSTITUTION
BANGLADESH ASSOCIATION OF CHICAGOLAND
Effective: January 1, 2018

Amended December 2017 by a vote of 36% of members

Language removed is ~~struck through~~ followed by new language shown underlined.

Article I: NAME

- 1 1. The name of the organization will be **BANGLADESH ASSOCIATION OF CHICAGOLAND**.
-

Article II: OFFICE

- 2 2. The registered office will be located in the greater Chicago area.
-

Article III: OBJECTIVES AND ACTIVITIES

- 3 3. To develop and promote friendship and mutual understanding among the members and other
4 people in the community.
- 5 4. To help immigrants, visitors and students coming from Bangladesh acclimate to the American way of
6 life.
- 7 5. To enhance Bangladeshi culture.
- 8 6. To promote relationships with other such organizations.
- 9 7. To collect funds and organize cultural and educational activities.
-

Article IV: TYPE AND PURPOSE

- 10 8. This will be a non-political, non-religious and non-profit organization for the purposes of cultural,
11 educational and charitable activities, and will be registered with the State of Illinois.
- 12 9. The Corporation is organized exclusively for charitable, educational, religious or scientific purposes
13 within the meaning of section 501 (c) (3) of the Internal Revenue Code [*as amended in the Articles of*
14 *Incorporation filed with the Secretary of State February 8, 1990*]
-

Article V: MEMBERSHIP

- 15 10. Membership and all the activities will be open to ~~the public~~ all who are interested in the activities
16 of the organization.
- 17 11. Membership rights will consist of rights that are customary for such rights, and will include the right
18 to view the Constitution, all of the organization's reports and publications, to discounts or other
19 membership benefits as may be offered by the organization from time to time. Voting rights will
20 constitute the right to vote in Elections as defined in Article IX, on any proposals for amendment to
21 the Constitution as defined in Article XI, and other special meetings as and when held as defined in
22 Article VIII. Membership and voting rights will be ~~of~~ for the following categories.

- 23 (A) Individual Membership – Any person ~~above~~ of the age of eighteen (18) or above is eligible to
24 become a Member. Individual Members will have one vote.
- 25 (B) Family Membership – will include children less than eighteen (18) years old. ~~Both spouses will~~
26 ~~have votes.~~ Each spouse will have one vote.
- 27 (C) Sponsors - ~~Payment of \$250; voting rights as 1 and 2.~~ Individuals or families or entities who
28 donate \$250 or more but less than \$500. Sponsor individuals and families will have the same
29 voting rights as in A and B above. Entities such as corporations or organizations will have no
30 voting rights.
- 31 (D) Patrons – ~~Payment of \$500; voting rights as 1 and 2.~~ Individuals or families or entities who
32 donate \$500 or more. Patron individuals and families will have the same voting rights as in A
33 and B above. Entities such as corporations or organizations will have no voting rights.
- 34 (E) Honorary Life Membership - The Board of Directors will have the authority to bestow honorary
35 life membership upon any person(s) of its choice every 10 years (from 2018 onwards). In
36 exceptional cases, the Board that is in place at the time may decide to bestow Honorary Life
37 Membership in a Special meeting or in an Annual meeting. This bestowal will be to an
38 individual, not family, however, family members will not be precluded from being bestowed
39 this privilege if and when named individually and separately. To be eligible for this membership,
40 the individual must have been a member for 30 years continuously without a gap and a past
41 Board officer, and must not have any personal, business or monetary influence involving the
42 Association. Honorary Life Members will have the same voting rights as in (A) above.
- 43 12. ~~Fees~~ Dues for the membership will be set by the Board of Directors at the beginning of the fiscal
44 year, and will be payable at the time of application. Duration of membership will be for the fiscal
45 year in which ~~fees dues~~ were paid. ~~Fees Dues~~ for the renewal of membership, without interruption,
46 will be due by 31st of January each year. Membership and voting rights will be suspended if ~~fees~~
47 ~~dues~~ are not received by that time and will remain so until membership is made current by
48 payment of ~~fees dues~~. Only those who become members or renew membership by 31st January
49 will be considered members for the full year, and will meet one of the criteria for being a member
50 in good standing. In addition to other eligibility requirements for Board candidacy, an Officer of the
51 Board must pay membership dues for the full year by January 31st and will have voting rights as
52 described in By-law 11 and its subparts. An Honorary Life Member will not be required to pay dues,
53 and will retain all membership and voting rights as described in By-law 11 and its subparts.

Article VI: BOARD OF DIRECTORS

- 54 13. The Board of Directors will henceforth be referred to as the Board, and members of the Board will
55 be referred to as Officers. The definitions of Directors of the Board and Officers of the Board as
56 defined in Illinois statutes are not mutually exclusive for the purposes of the applicability of those
57 statutes. The total number of Board Officers cannot exceed the number (at present 8) as
58 designated by State of Illinois. The Board will consist of ~~seven~~ eight persons who will bear the
59 following designations:
- 60 President
61 Executive Secretary

- 62 Treasurer
- 63 Vice President Cultural Affairs
- 64 Vice President Public Relations
- 65 Vice President Social Affairs
- 66 Vice President Youth Outreach
- 67 Member-at-Large

68 Any two or more offices may be held by the same person, except that all three executive positions
69 of President, Executive Secretary and Treasurer cannot be held together by the same person. Each
70 position must be referred to by the proper title of the position.

71 13 (A). In addition to Board Officers, two Non-Board long-term Association Officers with no defined
72 term limit will be appointed by the Board for the following positions:

- 73 Archivist
- 74 Webmaster

75 13 (B) NOMINATING/ELECTION COMMITTEE consisting of three persons, one Chairperson and two
76 members, will be elected by members for the purpose of conducting proper and fair elections at
77 the Members Annual Meeting every alternate year.

78 14. With the exception of Member-at-Large who is not elected, all Officers of the Board and members
79 of the Nominating/Election Committee will be elected by members for a two-year term.
80 Association Officers and an Advisory Committee with Board term limit may be appointed by the
81 Board. Long-term Archivist and Webmaster may also be appointed by the Board and will have no
82 defined term limit.

83 15. Additional non-voting Board Association Officers may be appointed to the Board by the President.
84 Association Officers must be a fully paid member with all membership rights, but will not vote on
85 Board matters.

86 **16. RESPONSIBILITIES AND DUTIES OF THE OFFICERS:** Each officer will have a portfolio of
87 responsibilities, will act in consensus with all other Board officers and will have one vote when a
88 decision in the Board is made through voting. In the case of an even-numbered Board, Member-at-
89 Large will abstain from voting on Board matters in order to prevent a tie. Additional responsibilities
90 may be assigned to an Officer through mutual agreement with the President and the said Officer.

91 Each Officer will have the fiduciary duties of Loyalty to act in the best interests of the Association
92 and not for the benefit of themselves or any other parties; of Care to manage the affairs of the
93 organization in good faith; and of Obedience to federal, state and local laws as applicable to a not-
94 for-profit corporation.

95 Further, each Officer must be in compliance with the Constitution and By-laws of the Association
96 and any Federal and State laws governing the activities of a not-for-profit organization. Board
97 Officers will be required to sign a Compliance and Commitment Letter when assuming a Board
98 Position. Non-compliance will result in disciplinary action taken by the Board or the members of
99 the organization. The type of action will be determined by the Board and, if necessary, in
100 conjunction with the Advisory Committee. Any Board Officer or Association member may initiate a

- 101 disciplinary action, however, a majority of the Board or Association members, if a member initiates
102 action, will be required in order to take action.
- 103 17. **PRESIDENT** will be the Chief Executive Officer and the Registered Agent of the Association; preside
104 over all meetings of the Association; have executive function of supervising all Officers and assisting
105 them in the discharge of their duties; appoint ad-hoc committees and additional officers, if
106 necessary; will be signatory, with the Executive Secretary and the Treasurer, on all bank accounts of
107 the Association; and perform all other duties incidental to the office of the President. The President
108 will make all decisions in consensus with Board Officers. The President, in accordance with the
109 Board, will enter into third-party contracts such as independent accountants, event insurance
110 coverage, legal counsel, etc. as needed to fulfill regulatory and other requirements. The President,
111 in conjunction with Executive Secretary and Treasurer, will manage risk associated with Association
112 events and ensure proper handover of all important documents and any property related to the
113 Association to subsequent Boards.
- 114 18. **EXECUTIVE SECRETARY** will convene and organize all meetings; maintain minutes of meetings;
115 preside over meetings in the absence of the President; maintain membership list and contact
116 database in conjunction with Treasurer; safeguard the privacy and trust of the membership list by
117 not sharing the list outside of the Board except for the Nominating/Election Committee, and ensure
118 its confidentiality with Board Officers; be the custodian of the Seal; will be ex-officio member of all
119 committees except the Nominating/ Election Committee, and coordinate their functions; be a
120 signatory, with the President and the Treasurer, on all bank accounts of the Association; set up
121 Board and Administrative calendars, maintain a current Property List with location of any
122 Association properties, and collect said properties at the end of the term; furnish a report to the
123 members at the Annual Meeting, file an Annual report with the Illinois Secretary of State and the
124 Attorney General within 60 days prior to the 1st of March, and all other appropriate filings to the
125 appropriate government authorities as required by law.
- 126 19. ~~22~~ **TREASURER** will keep all financial records and keep the Board abreast of the financial status of
127 the Association; plan and evaluate a budget; confirm membership dues, donations and
128 contributions in conjunction with the Executive Secretary; track program revenues and expenses;
129 manage all funds of the Association; disburse funds authorized by the Board to meet all the debts
130 and obligations of the Association; take the lead in safeguarding the Association's assets, data, and
131 personal information; furnish a treasurer's report to the members at the Annual Meeting and
132 manage filing financial reports in a timely manner to all required government agencies in Generally
133 Accepted Accounting Principles (GAAP) format.
- 134 20. ~~19~~ **VICE PRESIDENT CULTURAL AFFAIRS:** will organize all cultural programs; appoint committees to
135 help him/her fulfill the responsibilities; determine a budget estimation for each planned program
136 and suitable venues for the programs in conjunction with President, Treasurer and Vice President
137 of Social Affairs; assist the Vice President of Social Affairs with arranging necessary facilities and
138 equipment for social programs; will be the custodian of all audio-visual equipment of the
139 Association; and furnish a program report to the members at the Annual Meeting.
- 140 21. ~~20~~ **VICE PRESIDENT PUBLIC RELATIONS** will assist new members to become familiar with
141 organization activities and events, keep members abreast of Association information through
142 letters and other various means of communication; coordinate with Executive Secretary and

- 143 relevant Association Officer, if any, with regard to such communication to the constituency; publish
144 annual commemorative magazine; provide the Webmaster with content for the Association
145 website and other social media; protect the Association by ensuring that no copyright laws are
146 infringed in any type of Association publications, whether digital or in print, maintain liaison with
147 external organizations and individuals; appoint committees to help him/her fulfill the
148 responsibilities; and furnish a report to the members at the Annual Meeting.
- 149 22. ~~21.~~ **VICE PRESIDENT SOCIAL AFFAIRS** will organize the annual picnic, sports events and other
150 events as assigned by the Board; determine a budget estimation for each planned program; will
151 ~~procure~~ assist the Vice President of Cultural Affairs with arranging necessary facilities and
152 equipment for cultural programs; will appoint committees to help him/her fulfill the
153 responsibilities; and furnish a report to the members at the Annual Meeting.
- 154 22 (A). **VICE PRESIDENT YOUTH OUTREACH** will work with and organize at least one program to
155 engage both American-born and immigrant youth of the community, and to foster a sense of
156 participation and ownership of the Association in order to continue the legacy of the Association
157 into the future. He/she will appoint committees among the youth to help him/her fulfill the
158 responsibilities, and furnish an activity report to the members at the Annual Meeting.
- 159 23. **MEMBER AT LARGE** will be the immediate former President, Executive Secretary or Treasurer, in
160 order of succession. If none of these three past Officers are available, then the current President
161 will select one person from the previous Board of the past year. Member-at-Large will provide
162 advice and continuity to the new Board. In the case of an even-numbered Board, the Member-at-
163 Large will abstain from voting on Board matters in order to prevent a tie.
- 164 24. **ADVISORY COMMITTEE:** The President may, at his discretion, appoint an Advisory Committee to
165 help the new Board perform its functions successfully. The Advisory Committee members will have
166 no voting rights in the decision making process of the Board. The Advisory Committee or any other
167 committee of the Association cannot have its own separate Board, and will always report to the
168 Board that has appointed the committee.
- 169 24 (A) **ARCHIVIST** will be an Association Officer and maintain the Association's important documents
170 and records in the original in one place in an organized manner, and in various accessible electronic
171 formats for the purposes of easy retrieval. The Archivist will use current technologies and methods
172 to develop a contingency plan for safeguarding and preserving such documents and records. The
173 Archivist will report to the current President on all archival matters.
- 174 24 (B) **WEBMASTER** will be an Association Officer and maintain the Association's website and social
175 media presence with continuity and consistency of brand imaging for the Association. The
176 Webmaster will design and implement a useful migration plan for web content when the individual
177 is no longer willing or able to serve. The Webmaster will report to the current Vice President of
178 Public Relations, and take instructions from the Vice President regarding web content and social
179 media communications.

Article VII: FISCAL YEAR AND TERM OF THE BOARD

- 180 25. The fiscal year of the Association start on the 1st of January and end on the 31st of December each
181 year.

182 26. The term of the Board will be for two years, starting on the 1st of January and ending on the 31st of
183 December of the subsequent year. Prior to the conclusion of the term, election will be held for new
184 Officers on the first Sunday of November, or the second Sunday in case of inclement weather. The
185 retiring Board must transfer all offices and materials of the Association to the newly elected Board
186 by the 1st of January in a Handover Meeting. All transfer items must be duly documented. Non-
187 Board long-term Association Officers will not have a defined term, and will serve at the discretion
188 of the Board and of the Association Officer.

Article VIII: MEETINGS

- 189 27. The Board will meet as often as necessary for the smooth functioning of the Association.
- 190 28. ~~General~~ Meeting(s) of the members may be called by the Executive Secretary on the advice of the
191 Board as necessary. Notice of such meetings must be given mailed to all members, ~~and must be~~
192 ~~post-marked~~ at least fifteen (15) days prior, except for the Annual Meeting in which elections will
193 be held, notice of which must be at least 3 weeks prior to the meeting, by mail, e-mail, or any other
194 electronic means. Meetings may be held anywhere in the greater Chicago area consisting of the
195 City of Chicago and its suburbs as defined by the Chicago Metropolitan Statistical Area (MSA).
- 196 29. Special Meetings of the members may be called by the president or by the Board, or by the
197 members in the case of a Special Meeting for Removal of a Board Officer. Notice of Special
198 Meeting(s) stating the purpose of the meeting must be sent mailed to all members, ~~and must be~~
199 ~~post-marked~~ at least four (4) weeks prior to the meeting by mail, e-mail, or any other electronic
200 means. Such meetings(s) may be one or more of the following kind, and must have a quorum as
201 specified against each category.
- 202 Members entitled to cast votes on a matter shall constitute a quorum of the number specified
203 below for consideration of such matter at a meeting of members. If quorum is not met, then the
204 matter must be postponed until quorum is met. Votes may be taken by ballot without a meeting in
205 writing by mail, e-mail, or any other electronic means pursuant to which the members entitled to
206 vote thereon are given the opportunity to vote for or against the proposed action, provided that
207 the number of members casting votes would constitute a quorum if such action had been taken at
208 a meeting.
- 209 A. **By-Election Meeting(s)** - will require no quorum.
- 210 B. **No-Confidence Meeting(s)** - will require a quorum of majority of the voting members.
- 211 C. **Requisition Meeting(s)** - will require a quorum of one fourth (1/4) of the voting members.
- 212 D. **Dissolution Meeting(s)** - will require a quorum of ~~majority~~ three fourths (3/4) of the voting
213 members, as stated in By-law 49.
- 214 E. **Amendment Meeting(s)** - will require a quorum of one fifth (1/5) of the voting members.
- 215 30. An annual Meeting of the members will be held on the first Sunday of November or the second
216 Sunday in case of inclement weather of each year. Robert's Rules of Order shall govern the conduct
217 of business in meetings as stated in By-law 48.

- 218 31. Signatures of one fourth (1/4) of the total membership will be needed to initiate B., C. and D., after
219 which the Board shall adopt a resolution, which may be with or without their recommendation,
220 and direct that the question be submitted to a vote.
- 221 32. Different committees will meet as often as necessary.
-

Article IX: ELECTIONS

222 33. Election of new Officers will be held ~~during every alternate~~ biennially at the Annual Meeting on the
223 first Sunday of November, or the second Sunday in case of inclement weather, and will be held by
224 ballot. Every ~~full~~ member who has paid his/her dues at least 90 days prior to the election date will
225 have the right to vote.

226 34. **Eligibility for nomination to the Board:** To be a candidate for President one will require to be
227 either a member in good standing for a period of at least three (3) years, ~~one (1) of which must be~~
228 ~~the immediately~~ including the immediate past year, or be to have been an Officer sometime in the
229 past and a member in good standing for a period of at least one (1) during the immediate past two-
230 year Board term. A president from the immediately previous term may not run again for President
231 for two consecutive terms.

232 For all other Board Offices, one must be a member in good standing currently and during the
233 immediate past two-year Board term. Immediate past Board Officers may run for any position,
234 including the same previously held position, provided they meet the preceding requirement, with
235 the exception that past President may not run for the same position.

236 For Election Committee members, they must be a member in good standing for a period of at least
237 three (3) years including the immediate past year.

238 35 A Nominating/Election Committee ~~will consist of~~ consisting of three persons, a Chairperson ~~of the~~
239 ~~Committee~~ and two members, ~~will be appointed by the current Board~~ elected by the members
240 during current elections in preparation for next elections at the end of the next term.

241 36 (A) ~~It will get input from members to develop a slate of candidates for the members of the Board,~~
242 ~~and will publish the slate for information of the general members at least seven (7) weeks prior to~~
243 ~~the Annual Meeting.~~ The Committee will obtain the membership list from the Board for requesting
244 nominations from the members for all elected positions including the next Nominating/Election
245 Committee, by describing By-laws 17 through 22 (B) for those positions in its request. Request for
246 nominations by postal or electronic mail in all forms must be sent nine (9) weeks prior to the date of
247 the Annual Meeting in which elections will be held. All nominations from members must be
248 submitted to the Committee by five (5) weeks prior to the Meeting.

249 Each nominee for a position will be allowed to run independently and not with a panel. Withdrawal
250 by any nominee for any position will be for that individual alone, and not include other nominees
251 that the withdrawing nominee may have nominated.

252 37 (B) ~~Along with the published slate, the Nominating Committee will notify general members to~~
253 ~~submit any nominations they may have for all Offices to be elected to the Election Committee five~~
254 ~~(5) weeks prior to the Annual Meeting.~~ The Committee will ensure the submitted nominees meet
255 the eligibility requirements as described in By-law 34 and the responsibilities inherent to the

256 positions as described in By-laws 17 through 22 (B) to be a valid candidate. The Nominating/Election
257 Committee will notify members of the names of all valid candidates by mail in any form at least
258 three (3) weeks prior to the Annual Meeting. Voting by those who choose to vote by mail or
259 electronic mail in all forms will commence from the date of notice until one day prior to the
260 Meeting. The Committee must protect the privacy and trust of the membership list and not share
261 the membership list with nominees or any other persons outside of the Board.

262 ~~38 Election Committee: An election committee of three (3) members will be appointed by the current~~
263 ~~Board. The Election Committee then will notify the general membership of the names of all~~
264 ~~nominees at least three (3) weeks prior to the Annual Meeting, at which the voting will be done by~~
265 ~~ballot and will be conducted by the Election Committee. The Committee will conduct voting by~~
266 ~~ballot in a proper manner, maintaining discipline and control over the process, and ensuring that~~
267 ~~only those who are eligible to vote cast ballots. Voting by mail or electronic mail in all forms will be~~
268 ~~allowed as described in By-law 29, lines 195-200, but no proxy voting will be allowed. No quorum is~~
269 ~~required for Election meeting. Those who have voted by mail or electronic mail will not be allowed~~
270 ~~to vote again in person, even if present, at the actual Meeting. Mailed or emailed votes must reach~~
271 ~~the Committee no later than one day prior to the date of the Meeting, and must be counted during~~
272 ~~voting. Such votes must be made available by the Committee for examination by any member for~~
273 ~~the ballot count. In the case when no candidate is available for a specific post(s), nominations from~~
274 ~~the floor will be accepted for that particular post only on the day of the election, prior to ballots~~
275 ~~being cast. Nominees must meet eligibility criteria as described in By-law 37. Election Each elected~~
276 ~~position will be decided by the plurality a majority of votes.~~

Article X: DEATH, RESIGNATION OR INCAPACITY

- 277 39. In case of legal incapacity to perform duties because of any above cause, the following procedure
278 will ~~be followed~~ apply:
- 279 40. ~~(A)~~ In the case of the President, Executive Secretary or Treasurer, and if tenure of office ~~is~~ was
280 more than six (6) months, there will be a by-election to fill the vacancy for the remainder of the
281 term.
- 282 41. ~~(B) In all other cases~~ For all other Board positions, the Board will fill vacant position by ~~co-option~~
283 appointment for the remainder of the term.

Article XI: AMENDMENT OF THE CONSTITUTION

- 284 42. Amendment of the whole or part of this Constitution may be made in ~~a general~~ either an Annual or
285 in a Special meeting convened for such purposes. The proposed amendment(s) shall be adopted by
286 receiving the affirmative vote of at least two thirds (2/3) of all the votes received. Voting may be by
287 ballot either in person, or in writing by postal mail, email, or any other electronic means by which
288 the members can vote on the proposed action. The number of members casting votes by all means
289 must constitute a quorum of one fifth (1/5) of voting members as if such action had been taken at a
290 meeting. Abstention will be construed as neither affirmative nor negative and will not count for
291 purposes of majority, but will count towards meeting quorum.
- 292 43. Amendment(s) may be proposed throughout the year by a voting member and seconded by
293 another, and submitted to the Board at least 17 days prior to the Annual Meeting or ~~00~~ 30 days

294 prior to the Special Meeting. The Board may reject the amendment outright, or present it to the
295 ~~general~~ meeting for consideration with or without its own proposed modification, but will have no
296 authority to approve it.

297 (A) Written or printed notice setting forth the proposed amendment(s) or a summary of the changes
298 shall be given to voting members at least 4 weeks prior to a Special Amendment meeting, or at least
299 15 days prior to the Annual Meeting if the changes will be voted on in the Annual Meeting, and shall
300 be included in the notice of such meeting. No new amendment can be brought to the floor after
301 notice of proposed changes have been given.

302 (B) The amended By-laws must be signed and filed with the Office of the Illinois Attorney General if
303 required, and pursuant to Illinois Not for Profit Corporation Act Section 101.10, must be filed in
304 duplicate with the Secretary of State. The duplicate stamped "Filed" by the Secretary of State and its
305 photocopies not changed by electronic or mechanical means will be considered the official amended
306 Constitution and no other document shall be official.

Article XII: INUREMENT OF INCOME

307 44. ~~No part of the net earnings~~ The assets and income of the corporation ~~will inure to the benefit or~~
308 shall not be distributable to, or directly or indirectly benefit its members, trustees, officers or other
309 private persons, except that the corporation will be authorized and empowered to pay a
310 reasonable compensation to independent contractors for services rendered for the benefit of the
311 organization.

Article XIII: OPERATIONAL LIMITATIONS

312 45. Notwithstanding any other provisions of these articles, the corporation will not carry on any other
313 activities not permitted to be carried on by (a) corporations exempt from Federal Income Tax under
314 section 510 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any
315 future United States Internal Revenue Law, or (b) a corporation, contributions to which are
316 deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding
317 provision of any future United States Internal Revenue Law). The organization shall not endorse,
318 contribute to, work for, or otherwise support (or oppose) a candidate for public office.

Article XIV: SUBSERVIENCE TO ILLINOIS LAW

319 46. The laws of the State of Illinois will supersede in case of any conflict with these rules. In case of any
320 conflict of another nature, the interpretation of the Board will be final.

Article XV: MEMBERSHIP REVOCATION AND ~~RECALL~~ REMOVAL OF OFFICERS

321 47. Membership of any person(s) may be revoked on the recommendation of the Board by receiving
322 the affirmative vote of at least two thirds (2/3) of members present of all the votes received in an
323 Annual or Special meeting. ~~provided said two thirds at least equals a simple majority of the entire~~
324 ~~voting membership.~~ The person whose membership is to be revoked must be informed of this
325 proceeding at least 20 days but no more than 60 days prior days prior to the date of the general
326 meeting.

327 47 (A). Removal of elected Board Officer(s) may be initiated by signature of one fourth (1/4) of the
328 total membership in a Special Meeting called either by the Board or the members for the specific
329 purpose of "No Confidence Motion", and by receiving the affirmative vote of at least two thirds
330 (2/3) of all the votes received. Written notice of the meeting must be delivered to all members and
331 the Board at least 20 days but no more than 60 days prior to the date of the meeting. Such notice
332 shall state that the purpose of the meeting is to vote upon the removal of one or more officers
333 named in the notice. Only the named officer(s) may be removed at such meeting.

Article XVI: RULES OF ORDER

334 48. Robert's Rules of Order will govern all meetings of the Association.

Article XVII: VOLUNTARY DISSOLUTION

335 49. The Association may be dissolved in an annual meeting or a special meeting convened for such
336 purposes by a quorum of three fourths (3/4) of voting members and the Board present with a
337 majority of votes, after paying all debts and liabilities. Votes may be taken by ballot without a
338 meeting in writing by mail, e-mail, or any other electronic means pursuant to which the members
339 entitled to vote thereon are given the opportunity to vote for or against the proposed action, and
340 the action receives approval by a majority of the members casting votes, provided that the number
341 of members casting votes would constitute a quorum if such action had been taken at a meeting.
342 Voting must remain open for not less than 20 days from the date the ballot is delivered in the case
343 of dissolution or sale, lease or exchange of assets. All assets of the Association will be disposed of
344 as per law and Internal Revenue codes then existing.

345 50. Upon the dissolution of the Corporation, the Board of Trustees will, after paying or making
346 provisions for the payment of all the liabilities of the Corporation, dispose of all the assets of the
347 Corporation exclusively for the purpose of the Corporation in such manner, or to such organization
348 or organizations organized and operated exclusively for charitable, educational, religious or
349 scientific purposes, or will at the time qualify as an exempt organization or organizations under
350 section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of future
351 United States Internal Revenue law), as the Board of Trustees will determine. Any such assets not
352 so disposed of will be disposed of by the Court of Common Pleas of the county in which the
353 principal office of the corporation is located, exclusively for such purposes or to such organization
354 or organizations as said court will determine, which are organized and operated exclusively for such
355 purposes [as amended in the Articles of Incorporation filed with the Secretary of State March 13,
356 1990]