



**BYLAWS  
OF  
JAZZ EDUCATION NETWORK**

**Dates of Amendments: February 26, 2026**



**BYLAWS OF**  
**JAZZ EDUCATION NETWORK**

**Name**

The name of this corporation shall be Jazz Education Network (the “Corporation”). The Corporation is an Illinois not-for-profit corporation.

**ARTICLE I – Purpose and Status**

**1.1 Purpose.** The Corporation is organized and operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding provision of any future United States Internal Revenue law (the “Code”). More specifically, the Corporation is organized:

- (a) to build the jazz community by advancing education, promoting performance, and developing new audiences;
- (b) to foster, encourage, receive and accept funds, gifts and contributions for and on behalf of the Corporation’s activities;
- (c) to own, lease, or otherwise deal with all property, real and personal, to be used in furtherance of these purposes;
- (d) to contract with other not-for-profit and for profit organizations, individuals and government agencies in furtherance of these purposes; and
- (e) to have all powers within the law to do and perform all acts reasonably necessary to accomplish the purposes of the Corporation.

**1.2 Tax-Exempt Status.** In the course of the Corporation’s operations: (a) no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any individual, including the Directors or officers; provided, that the Corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein; (b) 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 any political campaign (including the publication or distribution of statements) on behalf of or in opposition to any candidate for public office except as authorized under the Code; (c) notwithstanding any other provisions contained herein, the Corporation shall not carry on any other activities not permitted to be carried on: (i) by a corporation exempt from federal tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.



I.3 Corporate Dissolution. In the event of the dissolution or liquidation of the Corporation, and after paying or providing for payment of all then outstanding or contingent organized corporate debts and liabilities, all remaining assets of the Corporation shall be distributed to organization(s) organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, in the county in which the principal office of the Corporation is then located; provided, however, that all assets shall be distributed to such organization or organizations exempt from federal income tax pursuant to Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, as said court shall determine.

## **ARTICLE II – Offices.**

II.1 Offices. The Corporation shall maintain in the State of Illinois a registered office and a registered agent at such office and may have such other offices within or without the State of Illinois as the Board of Directors may from time to time determine.

## **ARTICLE III – Membership**

III.1 Qualification. The Members (as defined below) of this Corporation shall be those persons or organizations who support the purpose of the Corporation and pay the required dues for membership. The annual dues payable to the Corporation by Members is such amount as may be determined from time to time by resolution of the Board of Directors. Members shall be entitled to all rights and benefits in accordance with the provisions of these Bylaws. No person shall be rejected from membership due to race, religion, physical or mental impairment, national origin, sex or age.

III.2 Types of Membership. The membership of the Corporation shall be composed of voting members and non-voting associate members. Only voting members shall be members within the meaning of the Illinois General Not For Profit Corporation Act of 1986 (such voting members are referred to herein as “Members” or a “Member”).

(a) Voting Members. Each person in a voting eligible membership category as established from time to time by the Board of Directors.

(b) Non-Voting Members. All other persons who join the Corporation shall be non-voting associate members.

III.3 Reserved Powers of the Members. The following actions require the approval of the Members:

(a) Amendment of the articles of incorporation.

(b) Mergers or consolidations.



- (c) Sale or lease of substantially all of the Corporation's assets.
- (d) Dissolution of the Corporation.
- (e) The election of the Board of Directors.

III.4 Voting. Each Member in good standing shall be entitled to one vote only at any meeting of Members. Each Corporate, Institutional, or Chapter Network Member (each of the foregoing being a voting eligible membership category as established, modified, or revised from time to time by the Board of Directors) shall designate one representative to vote on any matters submitted to the general membership. Voting may be held by paper or electronic ballot.

III.5 Termination. Membership will be terminated in this Corporation upon the occurrence of any of the following events:

- (a) Receipt by the Corporation of written resignation of a Member, executed by the Member or an attorney-in-fact duly authorized.
- (b) Death of a Member.
- (c) The failure of a Member to pay dues on or before the due date.
- (d) Failure of a Member to retain qualifications for membership as herein described.

III.6 Nonliability of Members. The Members of the Corporation shall not be personally liable for any debt or obligation of the Corporation.

#### **ARTICLE IV – Meeting of the Members**

IV.1 Membership Meetings. There shall be at least one meeting of the Members each year, including the annual meeting. The time and place of each meeting shall be determined by the Board of Directors and may be held in the state of Illinois or outside of the state of Illinois as determined by the Board of Directors.

IV.2 Annual Meeting. An annual meeting of Members shall be held during the month of August, the exact date to be determined by the Board of Directors.

IV.3 Quorum. A quorum for the annual meeting and for any meeting for which Members are entitled to vote shall consist of 10% of Members. If a quorum is present, the affirmative vote of a majority of the votes present and voted in person shall be the act of the Members.

IV.4 Notice. Written notice of each annual or special meeting shall be given to each voting Member no less than five (5) days nor more than sixty (60) days before the date of the meeting. Such notice shall state the place, date, and hour of the meeting. Notice for special meetings must

include the purpose or purposes for which the meeting is called. Notice must be given to each voting Member between twenty (20) and sixty (60) days before the date of the meeting in the case of a removal of a Director, a merger, consolidation, dissolution or sale, and lease or exchange of assets.

**IV.5 Special Meetings.** The Board of Directors or the President may call special meetings of Members, and ten percent (10%) or more of the Members may call a special meeting to remove Directors and to elect their replacements.

**IV.6 Participation in Meetings of Members by Electronic Means.** Any one or more Members may participate in a meeting by use of conference telephone or similar communications equipment, so long as all participants in the meeting can simultaneously hear each other. Notice, quorum, and other requirements for the conduct of meetings shall apply. Notice for such a meeting shall include information about the form of communications system and the means of accessing the communication system.

**IV.7 Action without Meeting by Members.** Any action required to be taken at any regular or special meeting of the Members may be taken by ballot without a meeting in writing by mail, e-mail, or any other electronic means pursuant to which the Members entitled to vote thereon are given the opportunity to vote for or against the proposed action, and the action receives approval by a majority of the Members casting votes, or such larger number as may be required by the Act, the Articles of Incorporation, or the Bylaws, provided that the number of Members casting votes would constitute a quorum if such action had been taken at a meeting. Voting must remain open for not less than five (5) days from the date the ballot is delivered; provided, however, in the case of a removal of one (1) or more Directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, the voting must remain open for not less than twenty (20) days from the date the ballot is delivered.

Such informal action by Members shall become effective only if, at least five (5) days prior to the effective date of such informal action, a notice in writing of the proposed action is delivered to all of the Members entitled to vote with respect to the subject matter of said vote.

**IV.8 Rights of Inspection.** All books and records pertaining to the affairs of this Corporation shall be the property of the Corporation and may be inspected by any Member in good standing, or his or her agent or attorney, for any proper purpose, at the location where the books and records are kept, during regular office hours, upon reasonable request in writing. The President (or Executive Director) shall submit such reports to the Annual Meeting of the Members of the Corporation.

## **ARTICLE V – Board of Directors**

**V.1 Qualifications for the Board of Directors.** Directors serving s on the Corporation’s board of directors (the “Board of Directors” or “Board”) shall have the following qualification for being nominated, elected and remaining as a director (a “Director” and collectively, the “Directors”) on the Board of Directors:



- (a) be a Member; and
- (b) be in good standing having paid its dues.

V.2 Responsibilities of the Board of Directors. The Board of Directors shall be responsible for the welfare of the Corporation and shall manage the property, affairs and business of the Corporation. It shall make such rules and regulations not inconsistent with the laws of the United States of America or the State of Illinois.

V.3 Number and Election of Directors.

- (a) The number of elected Directors shall be no less than thirteen (13), and no more than eighteen (18).
- (b) Except as described in clause (f) below, Directors shall hold office for a three (3) year term, to begin July 1 and end June 30, with approximately one-third of the Board being elected each year. No voting Director may serve more than three (3) consecutive terms; provided, however, any such term as a Director pursuant to clause (f) below shall not count towards the limitation on terms pursuant to this clause (b). Upon completion of three consecutive terms a former Director may again be nominated and elected to the Board of Directors only after an absence of a minimum of 2 terms (6 years).
- (c) Except as described in clauses (d), (e) and (f) below, each Director shall be elected by the Members from names submitted by the Board of Directors Nominating Committee to the Members.
- (d) The Officers of the corporation shall serve as Directors throughout their terms of office.
- (e) All Past Presidents shall together constitute the Advisory Council of Past Presidents. The Past Presidents shall elect one representative to serve as a Director with voice and vote.
- (f) One seat shall be reserved for the representative serving as the Chair of the National Assembly for Music Education (“NAfME”). The NAfME Chair shall hold office for a two (2) year term, to begin July 1 and end June 30.

V.4 Vacancies. Any vacancy occurring on the Board of Directors caused by death, resignation or removal of an elected Director or Directors may be filled with a majority vote of the Directors. The Director(s) so elected shall hold office and serve until the election of his/her successor. The partial term served by a Director so elected shall not be counted for the purposes of the limitation on terms contained in Article V, Section 5.3(b).

V.5 Powers and Duties.



(a) The Board of Directors shall determine the general policies for the operation and control of the Corporation and its various activities. It shall endeavor to acquire funds for the operation, maintenance and repair of any property of the Corporation, and for the conduct of the activities of the Corporation. It shall consider and adopt an annual budget.

(b) The Board of Directors shall have direction of all funds held for the benefit of the Corporation. They shall have full and complete power, in the name of the Corporation, to convey, sell, assign, transfer, lease, mortgage, pledge, exchange, or otherwise dispose of any real or personal property of the Corporation, and to borrow money for its corporate purposes at such rates of interest as said Board may determine to be reasonable. They shall also have the power and right to authorize the Officers of the Corporation to execute, acknowledge, and deliver conveyances, deeds, leases, notes, trust deeds, mortgages, contracts and other instruments for the purpose of effectuating the purposes of this Corporation.

V.6 Removal. Any Director (member of the Board) may be removed from his or her office with or without cause, by a two-thirds vote cast by the Board at a meeting at which a quorum is present. Any Officer proposed to be removed shall be entitled to at least thirty (30) days prior written notice of the meeting of the Board of Directors, and the proposed action to remove said Director at which such removal is to be voted upon, and shall be entitled to appear, with or without counsel, before and be heard by the Board of Directors at such meeting.

V.7 Resignation. Any Director may resign from office by giving written notice to the President or Secretary of the Corporation. If the resigning Director is also the President or Secretary of the Corporation, written notice shall be given to the remaining officer that is not the resigning Director.

V.8 Compensation. No Member shall receive any compensation in his or her capacity as a Director or Officer. A Member may receive fair, reasonable compensation for his/her services to the Corporation as an employee or otherwise. Officers and Directors may be reimbursed for expenses reasonably incurred by him or her on behalf of the Corporation. No compensation shall be paid to any Member that would violate the tax-exempt status of the Corporation.

## **ARTICLE VI – Board of Directors Meetings**

VI.1 Regular Meetings. The Board of Directors may hold additional regular meetings of the Board of Directors at such time and place as shall be set by the President, provided that notice of regular meetings complies with the notice provisions set forth in Section 4 of this Article. The Board of Directors shall hold no fewer than three regular meetings annually. Meetings of the Board of Directors, regular or special, shall be held at such location as the Executive Committee designates.

VI.2 Annual Meeting. A regular annual meeting of the Board of Directors shall be held during the month of August, at such time and place as may be fixed by the President, or if the President is for any reason unable to act, by the Vice-President.

VI.3 Quorum. A majority of the number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided, that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting to another time without further notice. Board members may not be represented by proxy.

VI.4 Notice.

(a) Regular Meetings. Time of regular meetings of the Board of Directors shall be determined by the President. The Corporation shall give not less than thirty (30) days notice of any regular meeting.

(b) Special Meetings. Notice by the Corporation stating the time, date, and place of any special meeting of the Board of Directors will be delivered to each Director not less than fourteen (14) before the date of the meeting. Such notice shall state the business to be transacted.

(c) The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Additionally, notice of any meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to such notice either before or after the time of the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

VI.5 Special Meetings. A special meeting of the Board of Directors may be called by either the President, the entire Executive Committee, or ten (10) members in good standing of the Board of Directors. Special meetings may be called to remove the President and any Director.

VI.6 Action Without Meeting. Any action required to be taken at a meeting of the Board of Directors, or any other action that may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Directors entitled to vote with respect to the subject matter thereof. Such consents may be given in writing on and/or by facsimiles, email, copies or other reproduction or counterpart of the resolution stating the action to which consent is given.

VI.7 Attendance by Electronic Means. Directors may participate in and act at any meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other, and such participation in a meeting shall constitute presence in person at the meeting. Directors seeking

permission to participate in an in-person meeting by conference telephone or other communications equipment shall notify the President and Executive Director, if any, of the request.

## **ARTICLE VII – Officers of the Corporation**

VII.1 Number of Officers. The Officers of the Corporation shall be the President, President-elect, Vice- President, Secretary, Treasurer, and Immediate Past President, or others to be determined by the Board of Directors. To serve as an Officer, one must be a Member in good standing of the Corporation and except for the initial officers of the Corporation elected at inception, be a current Director who has served at least one (1) complete year as a Director. In addition to the duties specified below, the Officers shall perform all duties normally incident to their respective offices, subject to the supervision and control of the Board of Directors, and shall perform such other duties as may be assigned to them from time to time by the Board of Directors.

VII.2 Election. Officers shall be elected by the Board of Directors from names submitted by the Officer Nominating Committee as described in 7.2(c).

- (a) Each officer shall hold office for a two (2) year term.
- (b) No officer may hold any single officer position for more than two terms.
- (c) Except by majority vote of the Board of Directors, no officer may hold the following officer positions in any combination for more than two consecutive terms: Secretary, Treasurer, Vice-President.
- (d) The individual elected as the Corporation’s President-Elect shall serve for two (2) years. Upon completion of the two (2) year term, the individual shall immediately transition into the duties of the President. Upon completion, of the President’s two (2) year term, the individual shall immediately transition into the role of the Immediate Past President.

VII.3 Vacancies. Any vacancy of an Officer caused by death, resignation, disqualification, removal, or other cause, may be filled with a majority vote of the Board of Directors. The Officer so elected shall hold office and serve the remainder of the term created by the vacancy. The partial term served by an Officer so elected shall not be counted for the purposes of the limitation on terms contained in Article VII, Section 7.2.

VII.4 Duties of the Officers.

- (a) President. The President shall preside at all official meetings of the Board of Directors, Executive Committee, and membership. The President shall have, and exercise general charge and supervision of the affairs of the Corporation. The President may sign legal documents on behalf of the corporation as prudent and required. In



addition, the President shall perform such other duties as the Board of Directors may designate. Upon request by the Board of Directors, the President shall issue annual reports of his/her activities to the Board of Directors and the general membership.

(b) President-elect. At the request of the President, or in his/her absence or disability, the President-elect shall perform the duties and exercise the powers of the President, including the signing of legal documents on behalf of the corporation as prudent and required in the absence of the President. The President-elect shall supervise and coordinate the activities of all Standing Committees. Upon request by the Board of Directors, the President-elect shall issue annual reports of his/her activities to the Board of Directors and the general membership.

(c) Vice-President. The Vice-President shall perform such duties as the Board of Directors and/or the President may designate.

(d) Secretary. The Secretary shall attend and keep the minutes of official meetings of the Board of Directors, Executive Committee and members of the Corporation. The Secretary may sign legal documents on behalf of the Corporation as required. In addition, the Secretary shall perform such other duties as the Board of Directors and/or the President may designate.

(e) Treasurer. The Treasurer shall oversee all funds, property, and securities of the Corporation, subject to such regulations as may be imposed by the Board of Directors. He/she shall keep full and accurate accounts of all moneys and obligations received and paid or incurred for or on account of the Corporation, and shall exhibit such books at all reasonable times upon reasonable request to any Director (or member) or agent or attorney thereof, at the offices of the Corporation or wherever such books and records are commonly maintained on behalf of the Corporation. The Treasurer may sign legal documents on behalf of the Corporation as required. In addition, the Treasurer shall perform such duties as the Board of Directors and/or the President may designate. The Treasurer shall issue a Treasurer's Report as appropriate at all regular meetings of the Board of Directors.

(f) Immediate Past President. The Immediate Past President shall supervise and coordinate the activities of the Advisory Council of Past Presidents. In addition the Immediate Past President shall perform such duties as the Board of Directors and/or the President may designate. Upon request by the Board of Directors, the Immediate Past President shall issue annual reports of his/her activities to the Board of Directors and the general membership.

**VII.5 Removal.** Any Officer may be removed from his or her office with or without cause, by a two-thirds vote cast by the Board at a meeting at which a quorum is present. Any Officer proposed to be removed shall be entitled to at least thirty (30) days prior written notice of the meeting of the Board of Directors and the proposed action to remove said officer at which such

removal is to be voted upon, and shall be entitled to appear, with or without counsel, before and be heard by the Board of Directors at such meeting.

#### VII.6 Appointees.

(a) The Board of Directors and/or the President may, by resolution, letter, or by committee appointment, appoint individuals to perform various tasks or serve in various capacities as specifically set forth in such resolution or letter.

(b) In order to carry out the purpose and activities of the Corporation, such individuals so appointed shall receive no compensation. However, they may be reimbursed for expenses actually and reasonably incurred in the course of such appointments.

VII.7 Staff. A staff member may be employed by the Board of Directors and shall have general direction of and supervision over the artistic affairs of the Corporation. The staff member shall provide organizational leadership and exercise such authority and perform such duties as the President, on behalf of the Board of Directors, may assign.

### **ARTICLE VIII – Committees**

VIII.1 Executive Committee Membership. The Executive Committee shall consist of the President, President- elect, Vice President, Secretary, Treasurer, and Immediate Past President with voice and vote. The Executive Director will serve on this committee as an ex officio member with voice, no vote.

(a) Authority. The Executive Committee shall have and exercise all of the authority of the Board of Directors in the management of the Corporation during the intervals between regular meetings of the Board. The Executive Committee shall not relieve the Board of Directors, or any member thereof, of any responsibility imposed by law upon it, him, or her. The President of the Corporation shall be the chairman of the Executive Committee and shall call regular meetings of the Executive Committee.

(b) Quorum and Voting. At any Executive Committee meeting, four (4) of its members shall be necessary to constitute a quorum for any purpose; and the action of a majority of the members present at any meeting of the Executive Committee at which there is a quorum shall be the action of the full Executive Committee.

(c) Limited Authority. The Executive Committee shall not have authority as to any of the following: (i) the filling of vacancies on the Board of Directors or on the Executive Committee; (ii) the amendment or repeal of these Bylaws or the adoption of new Bylaws; and (iii) the amendment or repeal of any resolution of the Board.

VIII.2 Standing and Special Committees. The Board of Directors and/or the President shall have the power to establish and appoint standing, special or ad hoc committees, including the

Committee Chair thereof, as may be deemed necessary or expedient for properly conducting the affairs of the Corporation, and may vest such committees with such powers as he or she may deem advisable. Special committees shall serve until the purpose(s) for which they were created has been accomplished. All committees shall be subject to the control, direction and supervision of the President-elect and shall make reports from time to time to the Board of Directors as requested.

(a) Nominating Committee.

- (i) The President shall select a Nominating Committee consisting of not less than five (5) nor more than nine (9) members from the Board of Directors. Members of the Nominating Committee must have completed at least one full year of Board Service at the time of their selection to the Nominating Committee. The Nominating Committee will include the President, the President-elect and at least one (1) additional voting member of the Executive Committee. The functions of the Board of Directors Nominating Committee shall be to select a slate of candidates to fill the vacancies of the Board of Directors. The slate of candidates shall be selected from nominations received from members in good standing. The Secretary shall certify the names and qualifications of the candidates. The slate of candidates for Board of Directors shall then be submitted to the membership at large for vote with each member having one vote.
- (ii) Upon completion of the Board of Directors election, the Nomination Committee shall select a slate of candidates to fill the vacancies of the Officers. The candidates shall be selected from all eligible members of the Board of Directors, past and present. Names and qualifications of all nominees will be certified prior to being included on the slate. The slate of candidates for Officers of the Corporation shall then be submitted to the Board of Directors for vote with each current Director having one vote. The Officers will be elected by a majority vote.

(b) Finance Committee. The Treasurer shall select from among the Board of Directors a Finance Committee consisting of not less than five (5) nor more than nine (9) members, the Treasurer being the chair.

(c) Audit Committee. The President shall select from among the Board of Directors an Audit Committee consisting of not less than three (3) nor more than five (5) members.

(d) Personnel Committee. The President shall select from among the Board of Directors a Personnel Committee consisting of not less than five (5) nor more than nine (9) members.

VIII.3 Committee Chairs and Members.



(a) The Committee Chair shall be appointed by the President. Committee Chairs shall normally serve for a term of three (3) years with continued participation subject to review by the President. The maximum length of service as Committee Chair will be three consecutive terms (nine years) on a single committee. At the conclusion of a Committee Chair's final term, she/he is eligible to remain as a member of the Committee.

(b) Committee members shall be appointed by the Committee Chair and the President. Committee members shall normally serve for a term of three (3) years with continued participation subject to review by the Committee Chair.

(c) Each member of a committee shall continue as such until their successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

#### VIII.4 Committee Rules and Procedures.

(a) On an annual basis, in consultation with the President elect and approval of the Board of Directors, each Committee Chair shall establish rules of organization and procedure. Committee members are encouraged to submit suggestions for Committee organization, procedures, and/or goals to their Committee Chair. Each Committee will report to the Board of Directors at its regular meetings as deemed appropriate.

(b) Each committee, to the extent provided in the resolution creating such committee and except as limited by law, the Articles of Incorporation or these Bylaws, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of a responsibility imposed upon it or them by law. Unless otherwise provided in the resolution creating a committee, such committee may select its chair, fix the time and place of its meetings, specify what notice of meetings, if any, shall be given, and fix its rules of procedure that shall not be inconsistent with these Bylaws or with rules adopted by the Board of Directors. The act of a majority of committee members present at a meeting at which a quorum is present shall be the act of the committee.

(c) Members of a committee may participate in and act at any meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other, and such participation in a meeting shall constitute presence in person at the meeting.

VIII.5 Advisory Committees. The Board of Directors and/or the President may establish one or more advisory committee(s), which may or may not have Directors as members. Such advisory committees shall aid the Officers of the Corporation in all matters designated by the Board of Directors and/or the President. An advisory committee may not act on behalf of the Corporation

or bind it to any action but only may make recommendations to the Board of Directors or the officers of the Corporation.

## **ARTICLE IX – Fiscal Year and Other Provisions**

IX.1 Fiscal Year. The fiscal year of the Corporation shall be April 1 to March 31.

IX.2 Conflicts of Interest. The Board of Directors and Officers of the Corporation shall conduct its affairs under the provisions of Illinois State Law and shall abide by the JEN Conflict of Interest Policy (separate document).

(a) Purpose. The Corporation will establish a conflict of interest policy to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, or committee members of the Corporation.

(b) Periodic Reviews. To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted.

(c) Use of Outside Experts. In conducting the periodic reviews provided for in Section 2, the Corporation may, but need not, use outside advisors. If outside experts are used their use shall not relieve the Board of Directors of its responsibility for ensuring that periodic reviews are conducted.

(d) Conflicts of Interest Statement. Each interested member of the Board of Directors and any interested officer of the Corporation shall be required to sign the Corporation's Conflicts of Interest Statement, which shall be updated annually, as appropriate.

IX.3 Books and Records. This Corporation shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of its Members, Board of Directors, and Committees. The Corporation shall keep such books and records, including a record of the names and addresses of its Members entitled to vote, at its principal office. All books and records pertaining to the affairs of this Corporation shall be the property of the Corporation and may be inspected by any Member in good standing, or his or her agent or attorney, for any proper purpose, at the location where the books and records are kept, during regular office hours, upon reasonable request in writing. The President (or Executive Director) shall submit such reports to the Annual Meeting of the Members of the Corporation.

IX.4 Democratic Rules of Order. The proceedings of all meetings of Members of this Corporation, its Board of Directors, the Executive Committee, and all other committees of this Corporation, shall be governed by the Democratic Rules of Order, except as otherwise provided for by the Board of Directors, these Bylaws, or the Law.



## **ARTICLE X – Other Legal Provisions**

### **X.1 Modification of Articles of Incorporation and Bylaws.**

(a) **Modification of Articles of Incorporation.** The Articles of Incorporation may be revised, amended or repealed by approval first by the Board of Directors at any regular or special meeting of the Board of Directors by the affirmative vote of at least two thirds of the Board of Directors present at any such meeting and of at least a majority of all of the Directors then serving and then by both the Members at any regular or special meeting of the Members by affirmative vote of at least two-thirds of the Members present and voting at such meeting at which a quorum of Members is present.

(b) **Modification of Bylaws.** The power to alter, amend, or repeal these Bylaws, or to adopt new Bylaws, is vested in the Board of Directors and shall only be done so upon simple majority resolution. Bylaw changes may also be made by petition and proposal of a minimum of 100 members in good standing. Amendments properly submitted by Membership petition shall be considered and voted on by the membership. Approval and adoption shall be by a majority vote of the Members.

**X.2 Lobbying.** The Corporation, nor any of its members, shall not on behalf of the Corporation participate or intervene in any political campaign on behalf of any candidate for any Federal, State or Local office, or commit a substantial part of the activities of the Corporation in the attempt to influence legislation.

**X.3 Indemnification.** The Corporation shall indemnify any and all of its Directors, officers and former directors and officers to the full extent provided in the Illinois General Not for Profit Corporation Act of 1986 (805 ILCS 105/101.01 et seq.), as amended.

**X.4 Insurance for Indemnification.** The Corporation shall have the power to purchase and maintain insurance, in accordance with applicable law, to indemnify the Corporation for any obligation it incurs as a result of the indemnification of Directors and Officers under these Bylaws or the Law and to indemnify the Corporation's Directors and Officers.

**X.5 Compensation of Employees.** In order to carry out the purpose and activities of the Corporation such individuals as are deemed necessary may be employed by the Corporation, and each such individual may be paid such compensation for his/her services actually rendered in the course of such employment as may be fixed in such manner as provided by the Executive Director, President, and Treasurer of the Corporation.

## **ARTICLE XI – Contracts, Checks, Deposits, and Funds**

**XI.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.



XI.2 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by the Board of Directors. In the absence of such determination by the Board of Directors, such instruments may be co-signed by the President and any other person that is an officer of the Corporation.

XI.3 Deposits; Investments. 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.

XI.4 Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

XI.5 Gifts and Gift Program. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise of any kind or nature for the general purposes or for any special purpose of the Corporation.

#### **Adoption of Bylaws**

Adopted by the action of the Incorporators on June 1, 2008 at Rosemont, Illinois, and as amended by committee and approved by the board on June 28, 2008. ATTEST by the Executive Committee: Mary Jo Papich, President; Dr. Lou Fischer, Vice-President; Julie Traenkenschuh, Secretary; and Bruce Silva, Treasurer.

Amended by approval of the Board of Directors, August 3-5, 2009. ATTEST by the Executive Committee: Mary Jo Papich, President; Dr. Lou Fischer, President-Elect; Jackie Harris, Secretary; John Clayton, Vice- President; and Andrew Surmani, Treasurer.

Amended by approval of the Board of Directors, August 3, 2010. ATTEST by the Executive Committee: Dr. Lou Fischer, President; Andrew Surmani, President-Elect; Jose Diaz, Secretary; John Clayton, Vice-President; Mary Jo Papich, Past-President and Rick Kessel, Treasurer.

Amended article 5.1 by approval of the Board of Directors, August 4, 2011. ATTEST by the Executive Committee: Dr. Lou Fischer, President; Andrew Surmani, President-Elect; Jose Diaz, Secretary; John Clayton, Vice President; Mary Jo Papich, Past-President; and Rick Kessel, Treasurer.

Amended article 4.2d by approval of the Board of Directors, August 8, 2013. ATTEST by the Executive Committee: Andrew Surmani, President; Dr. Lou Fischer, Immediate Past President; Bob Sinicrope, President- Elect; Monika Herzig, Secretary; Caleb Chapman, Vice President; and Rick Kessel, Treasurer.

Amended article 6.2 by approval of the Board of Directors, January 5, 2016. ATTEST by the Executive Committee: Bob Sinicrope, President; Andrew Surmani, Immediate Past President; Caleb Chapman, President- Elect; Monika Herzig, Secretary; Bob Breithaupt, Vice President; and Tim Fellow, Treasurer.

Amended article 7.3 by approval of the Board of Directors, August 7, 2016. ATTEST by the Executive Committee: Caleb Chapman, President; Bob Sinicrope, Immediate Past President; Todd Stoll, President- Elect; Sharon Burch, Secretary; Bob Breithaupt, Vice President; and Tim Fellow, Treasurer.

Amended article 7.8 by approval of the Board of Directors, August 7, 2016. ATTEST by the Executive Committee: Caleb Chapman, President; Bob Sinicrope, Immediate Past President; Todd Stoll, President- Elect; Sharon Burch, Secretary; Bob Breithaupt, Vice President; and Tim Fellow, Treasurer.

Amended article 1.2 by approval of the Board of Directors, August 9, 2017. ATTEST by the Executive Committee: Caleb Chapman, President; Bob Sinicrope, Immediate Past President; Todd Stoll, President- Elect; Mary Jo Papich, Interim Secretary; Bob Breithaupt, Vice President; and Tim Fellow, Treasurer.

Amended article 3.3 by approval of the Board of Directors, August 9, 2017. ATTEST by the Executive Committee: Caleb Chapman, President; Bob Sinicrope, Immediate Past President; Todd Stoll, President- Elect; Mary Jo Papich, Interim Secretary; Bob Breithaupt, Vice President; and Tim Fellow, Treasurer.

Amended article 3.5 by approval of the Board of Directors, August 9, 2017. ATTEST by the Executive Committee: Caleb Chapman, President; Bob Sinicrope, Immediate Past President; Todd Stoll, President- Elect; Mary Jo Papich, Interim Secretary; Bob Breithaupt, Vice President; and Tim Fellow, Treasurer.

Amended articles 4.2(d) by approval of the Board of Directors, May 14, 2022. ATTEST by the Executive Committee: Sean Jones, President; Todd Stoll, Immediate Past President; Lonnie Davis, President Elect; Ashley Shabankareh, Vice President; David Kauffman, Secretary; Dustin Rohrer, Treasurer.

Amended articles 6.3(a) by approval of the Board of Directors, May 14, 2022. ATTEST by the Executive Committee: Sean Jones, President; Todd Stoll, Immediate Past President; Lonnie Davis, President Elect; Ashley Shabankareh, Vice President; David Kauffman, Secretary; Dustin Rohrer, Treasurer.

Amended articles 1.1, 1.2, 2.1, 2.2, 2.3, 3.1, 3.2, 3.3, 3.4, 3.5, 3.6, 4.1, 4.2, 4.3, 4.4, 4.5, 4.6, 4.7, 4.8, 5.1, 5.2, 5.3, 5.4, 5.5, 5.6, 5.7, 5.8, 6.1, 6.2, 6.3, 6.4, 6.5, 6.6, 6.7, 7.1, 7.2, 7.3, 7.4, 7.5, 7.6, 7.7, 8.1, 8.2, 8.3, 8.4, 8.5, 9.1, 9.2, 9.3, 9.4, 10.1, 10.2, 10.3, 10.4, 10.5, 11.1, 11.2 by approval of the Board of Directors, March XX, 2026. ATTEST by the Executive Committee: Jose Diaz,



President; Lonnie Davis, Immediate Past President; David Kauffman, President Elect; Trineice Robinson-Martin, Vice President; Bethany Robinson, Secretary; Laura Gentry, Treasurer.

