

**WE ARE OGLESBY, NFP Corp.  
(a Not-For-Profit Corporation)  
Bylaws**

**Preamble**

We Are Oglesby, NFP Corp. has as its purpose, to promote and advance of economic development, civic betterment and community goodwill of the City of Oglesby and businesses therein and to promote the business interests, recreation, culture, heritage and history of the City of Oglesby and community.

**Article I:  
NAME, PURPOSE & LIMITATION**

**SECTION 1: NAME** This organization is incorporated under the laws of the State of Illinois as a Not-For-Profit Corporation, known as We Are Oglesby, NFP Corp., referred to below as the “WAO”

**SECTION 2: PURPOSE** The purposes of this association shall be to engage in any lawful activity, none of which is for profit, for which associations may be organized under section 501(c)(3) of the Internal Revenue Code (or it’s corresponding future provision). The association’s primary purpose to promote and advance of economic development, civic betterment and community goodwill of the City of Oglesby and businesses therein and to promote the business interests, recreation, culture, heritage and history of the City of Oglesby and community and other charitable, civic, business and social purposes.

**SECTION 3: LIMITATION** WAO shall observe all local, state and national laws.

**SECTION 4: SCOPE OF LIMITATIONS** WAO is conceived as a private organization formed by the membership and governed by Executive Officers accountable to the membership, but with a public responsibility to serve the best interest of the Oglesby area not otherwise normally encompassed in its membership, in its deliberations and in its program activities, to further represent the total community.

**Article II:  
MEMBERSHIP, DUES & VOTING**

**SECTION 1: ELIGIBILITY** Any entity operating in Oglesby, or non-profit entity, or person operating a business in Oglesby or any business which serves the Oglesby community or any individual who supports the purpose of WAO and is generally recognized as a responsible and civic-minded entity or person shall be eligible for membership in WAO. There shall be one designated voting member per membership or business.

**SECTION 2: MEMBERSHIP PRIVILEGES** Any member in good standing shall enjoy the privileges of voting in elections and other matters put to general vote, holding an elected office, serving on committees, receiving information and services as offered to all members, and attending any general meeting of the membership.

**SECTION 3: MEMBERSHIP DUES** All members shall pay annual dues in such amounts as shall be determined from time to time by resolution of a Majority of the Officers. Dues paid to WAO become the property of WAO, and any severable or individual interest of any members terminates upon such payment. Dues shall be payable upon attaining membership status. Renewal membership dues shall be payable as of the date of billing, which shall be as near as possible to the beginning of the fiscal year. Membership dues are non-refundable. The resignation or other termination of membership does not permit a refund of dues to any member.

By resolution of a majority of Officer, the Officers shall establish a membership categories and corresponding membership dues for each category, which shall include, but not be limited to: citizen, business and not-for-profit membership categories.

By resolution of a majority of Officers, the Officers shall establish a discounted membership due for any members joining after June of any year or otherwise to be determined by the Officers at their discretion.

A member of any category shall be considered in delinquent status after 60 days since the date of billing. Such member shall be notified in writing of this status. The delinquent membership shall be removed from the membership roster.

**SECTION 4: MEMBERSHIP TERM** The membership year shall be twelve (12) calendar months. Membership shall terminate if non-payment of dues exceeds the delinquency period, terminating all rights and privileges in WAO.

**SECTION 5: VOTING** Each designated voting member of a member business or non-profit and each personal member in good standing, who has been a member for at least 30 days prior to the vote shall have one vote on any matter to be voted on by the membership of WAO.

Five (5) qualified members shall constitute a quorum for meetings of the membership.

### **Article III:** **MEMBERSHIP MEETINGS**

**SECTION 1: ANNUAL MEETING** There shall be at least one general meeting of the membership annually, which will be held at a time and place to be determined by the executive officers. At the annual meeting, the executive officers for the year shall be elected. Members shall be provided notice of annual meeting with at least five (5) day notice in writing by email to member at the email address provided by said member.

**SECTION 2: REGULAR MEETINGS** Regular meetings of the membership shall be held at such place and at such time as called by the President of WAO provided at least two (2) day written notice by email to member at the email address said member is given. Five (5) members shall constitute a quorum for meetings of the membership. Minutes will be taken at all meetings.

**SECTION 3: SPECIAL MEETINGS** Special meetings of the members shall be called by the President or Secretary and held at such times and places as deemed necessary. Members shall be given a five (5) day written notice by email to member at the email address provided by said member of any special meeting.

**SECTION 4: MEETING PROCEDURES** The President shall preside at all meetings. In his or her absence, the Vice-President shall preside or another officer may be designated by the President if the Vice-President is unavailable. Non-members of the WAO may address the members at meetings if recognized by the President.

All procedures of WAO meetings of membership or committees shall be conducted in accordance with Robert's Rules of Order. All procedures relating to administration shall be specific and regulated by the executive officers. All policies and procedures as practical may be adopted and added to as the executive officers may elect to do and shall be reviewed periodically by the President, and any committee he or she may appoint for such purpose.

#### **Article IV: OFFICERS**

**SECTION 1: ELECTION** Upon receipt of the nominations for officers as discussed herein, the Executive Officers shall be elected by the general membership at the February meeting. The executive officers shall be President, Vice-President, Secretary, Treasurer, and Social Media/Marketing Officer.

**SECTION 2: NOMINATIONS** Prior to the annual meeting, members may nominate themselves or another for respective offices at such time as called for by the President.

**SECTION 3: ELIGIBILITY OF CANDIDATES** Any member in good standing is eligible for candidacy for officer.

**SECTION 4: TERM OF OFFICE** All Executive Officers, except the President shall serve a term of one (1) year, or until their successor assumes the duties of office, whichever is later. The President shall serve a term of two (2) years, or until their successor assumes the duties of office, whichever is later.

**SECTION 5: EXECUTIVE OFFICERS & DUTIES** There shall be executive officers as follows and their respective duties shall include the following:

**President:** The president will have the following duties and responsibilities: (a) preside at the meetings; (b) draft agendas for the meetings; (c) determine and announce the meeting time and place; (d) appoint all standing and special committees and designate the chairman thereof; and (e) give a report of the year's activities at WAO's annual meeting, and (f) review and approve all communications, including signing all legal papers. The President shall have other powers and perform such other duties that may be presented by the general membership. The President shall be entitled to vote to take action

required by officer and shall be included in quorum; however, the President will only vote in the instance of a tied vote of the executive officers.

**Vice President:** The Vice President shall substitute for the President in his or her absence or inability to serve. The Vice-President shall have other powers and perform such other duties that may be presented by the general membership.

**Secretary:** The Secretary shall keep a book of minutes of all meetings and actions of the officers, committees and members with the time and place of holding the regular or special meetings and, if special, how authorized, the notice given, the names of those present at such meetings and the number of members present or represented at members' meetings and the agendas of such meetings. The Secretary shall keep a record of WAO's members, showing the names and addresses of all members. The Secretary shall have other powers and perform such other duties that may be presented by the general membership.

**Treasurer:** The Treasurer shall receive all monies of WAO and shall disburse them as directed and approved by the designated executive officers. The Treasurer shall keep a full account of all monies received and paid out and report the same to WAO at its regular meetings and annual meeting and at other times as required. The Treasurer shall keep all funds of WAO and promptly deposit them in the name and to the credit of WAO in such depositories as may be designated by the officers. The Treasurer shall have other powers and perform such other duties that may be presented by the general membership.

**Social Media/Marketing Officer:** The Social Media/Marketing Officer shall promote the WAO on social media platforms in his or her discretion consistent with the best interests of WAO. The Social Media/Marketing Officer shall promote and market the corporate members of the WAO who have paid the prescribed corporate membership fees. The Social Media/Marketing Officer shall coordinate the benefits package for the corporate members of WAO. All actions to be taken in the best interest of WAO and of the corporate members. The Social Media/Marketing Officer shall promote and market events of WAO and will coordinate with the various Special Events Committees as deemed necessary. The Social Media/Marketing Officer will also coordinate with the corporate members regarding the promotion and marketing of their businesses/services as deemed necessary and appropriate.

**SECTION 6: COMPENSATION & EXPENSES** Executive Officers will service without compensation, other than to be reimbursed for expenses related to service to WAO as with all members, upon the approval of the executive officers.

**SECTION 7: VACANCIES & SUCCESSION OF OFFICERS** In the event of an officer's death, resignation, disability or disqualification, other than the President's, the President shall make a nomination for successor, and the successor shall be appointed by majority approval by the executive officers. If the position of President is vacated prior to the completion of a term, the existing Vice President will assume the duties of the

President, and will then appoint an interim Vice President. The vacated President position will be more permanently filled at the next annual meeting.

**SECTION 8: QUORUM.** A majority of the executive officers shall constitute a quorum for the transaction of business at any meeting, provided that if less than a majority of the officers are present at said meeting, a majority of the officers present may adjourn the meeting to another time without further notice.

**SECTION 9: MANNER OF ACTING.** The act of a majority of the officers present at a meeting at which a quorum is present shall be the act of the officers, unless the act of a greater number is required by statute, these bylaws, or the articles of incorporation. No officers may act by proxy on any matter.

**SECTION 10: REGULAR MEETINGS.** The Executive Officers shall meet at all regular meetings of the membership to vote upon matters that require action or resolution of the officers. The actions upon which the officers will be asked to take action will be placed in an agenda and disseminated to the general membership at least five days before the officers take any action.

**SECTION 11: SPECIAL MEETINGS or INFORMAL ACTIONS.** Special meetings of the officers may be called by or at the request of the president or any two officers. The person or persons authorized to call special meetings of the officers may fix any place as the place for holding any special meeting of the officers called by them. Notice of any special meeting of the board of the officers shall be given at least 2 days previous thereto by written notice to each officer at his or her address (email). At such special meeting the Executive Officers can authorize expenditures consistent with the other terms of these By-laws. Such action may also be taken by informal action not requiring a meeting or special meeting, so long as there is unanimous consent of the officers entitled to vote as to taking the action.

**SECTION 12: DUTIES OF THE EXECUTIVE OFFICERS** An elected slate of Executive Officers, in addition to the various and specific duties of each officer outline above, shall guide the operation of WAO as usually and customarily attached to such offices:

1. To act as the governing body of the WAO.
2. Prepare a list of objectives for the WAO
3. To manage the business and affairs of the WAO
4. Provide for the orderly expenditure of funds.
5. Act upon applications for admission to membership.
6. Establish committees.

**SECTION 13: RESIGNATION AND REMOVAL OF DIRECTORS.** An executive officer may resign at any time upon written notice to the other officers, triggering the provisions of provided above concerning vacancies and succession. An officer may be removed with or without cause, as specified by statute.

**Article V:**  
**COMMITTEES**

**SECTION 1: FORMING OF COMMITTEES** The President may appoint all committees and their chairman, or delegate this responsibility to others, as necessary, all appointments subject to majority consent of the Executive Officers.

**SECTION 2: AUTHORITY & DUTIES** The powers and duties of all committees shall be defined by the Executive Officers. In no case shall a committee act in the name of WAO or issue public statements on behalf of WAO without prior majority approval of the officers, nor shall a committee obligate WAO to policies or expenditures without prior majority approval of the Executive Officers.

Each approved committee shall establish its own rules and regulations concerning membership, record keeping, delegation of duties, meeting procedures, among other matters at the discretion of the committee chair.

**SECTION 3: MEETINGS** A committee meeting may be called at any time by the President, the Chairman of the committee or any two members of a committee. Records of committee meetings shall be kept and the Executive Officers, shall be kept informed on committee activities

**SECTION 4: EX-OFFICIO COMMITTEE MEMBERS** The President of WAO shall be an Ex-Officio member of all committees.

**SECTION 5: COMMITTEE ELIGIBIITY** The chairman of all committees must be an WAO member. Any person associated with a member business or individual member is eligible to serve on a committee. Members of any committee must be members of WAO and must be acting in their capacity as a WAO member.

**SECTION 6: COMMITTEE ACTION** All resolutions adopted by committees and all reports and other communications which purport to reflect the attitude of WAO shall first be approved by majority resolution of Executive Officers before being made available to either the membership or the public.

**Article VI**  
**FUNDS AND DISBURSEMENTS**

**SECTION 1: FISCAL YEAR** The fiscal year of WAO shall be from January 1<sup>st</sup> – December 31, inclusive. The fiscal year may be adjusted at any time by action of the action of the Executive Officers.

**SECTION 2: FUNDS** All monies paid to WAO shall be placed in a general operating fund, or in other special funds as approved by the executive officers, in such depositories as designated and approved by the executive officers. The executive officers shall provide for special funds relating to its activities, events, and special interests. Procedures shall be established as in keeping with sound fiscal practice. Such accounts and funds will be included with the annual statement of accounts to be

made at the close of each fiscal year and as required at regular meetings of the membership.

**SECTION 3: FUNDING RESPONSIBILITY** The Officers of the organization shall be wholly and collectively responsible for establishing the means for funding the operating budget of WAO. This shall be accomplished by establishing a dues schedule as set forth in Article III, and causing appropriate action to be taken to acquire the necessary funds. Income may also be secured by the Board of Directors by any fund-raising project the Board may approve which is related to programs and activities of WAO.

**SECTION 4: SPENDING AUTHORITY** Expenditures of \$1000.00 or less may be approved by action of the officers, with or without a meeting, or by unanimous consent, as provided herein. Expenditures in excess of \$1000.00 shall be voted upon by the membership at a regular meeting, and approved only upon a majority vote.

Committees shall present to the officers a bill or invoice or estimate regarding expenditures which are required and if required the proposed expenditures to be put to vote of the membership or by officers, if only officer action is required.

**SECTION 5: DISBURSEMENTS** Disbursements of over \$500.00 shall require an approved purchase order and paid by checks signed by the President and either the Vice President or the Treasurer. If the President is unavailable to sign check, check may be signed by Vice-President and Treasurer. All disbursements by check require two signatures of said designated executive officers.

**SECTION 6: AUDIT** Any officer may cause an audit of accounts to be made at the close of each fiscal year by an independent certified public accountant, under the supervision of the Officers. Additionally, a vote by a majority of the membership shall cause an audit accounts.

## **Article VII** **INDEMNIFICATION**

WAO shall indemnify its officers and directors to the fullest extent allowed by Illinois law.

## **Article VIII** **PRINCIPAL OFFICE**

The principal office of WAO shall be located at such place as designated by the President or at such other place that may later be designation by the Officers.

## **Article IX** **AMENDMENTS**

**SECTION 1** Amendments to these bylaws may be proposed by written petition of 10% of the membership or by majority approval of the executive officers. Approval of any amendment of the bylaws shall be granted upon a majority vote of the general membership. Recommendations for amendment of the bylaws must be approved by action of the executive officers.

**SECTION 2** Proposed amendments shall be submitted in writing to the executive officers. If the Executive officers approve of the amendment recommendation and decide to propose it to the membership for a vote, the executive officers shall provide for such amendments to be made available to general membership at least two weeks prior to the vote on the proposed amendment. Posting the proposed by-laws to the organization website for viewing shall be sufficient, along with notice of the time and place where any action will be taken for approval of amendment to the by-laws. The proposed amendments can also be made available for viewing at any regular meeting or special meeting that is at least two weeks prior to the vote on the approval of amendment to the by-laws. Any vote on a proposed amendment to the By-laws shall be placed on an agenda of the regular meeting or special meeting where action is to be taken on the approval of the amendment to the by-laws.

**SECTION 3** To become effective, proposed amendments must be favorably voted on by two-thirds of the ballots cast.

## **Article X** **DISSOLUTION**

**SECTION 1: PROCEDURE** The dissolution of WAO shall occur by two-thirds vote of the membership in attendance or by 2/3 vote of the executive officers at a meeting called for that specific purpose. The effective date of such dissolution shall be made part of the ballot.

**SECTION 2: PROPOSAL** Dissolution may be proposed by written petition of 50% of the membership.

**SECTION 3: ADOPTION OF PROPOSAL** Any proposal for dissolution by membership shall be adopted when it receives a favorable vote on two-thirds of the ballots cast by members.

**SECTION 4: APPROVAL** Recommendations for dissolution of the WAO must be approved by the Executive Officers

**SECTION 5: USE OF FUNDS UPON DISSOLUTION** The WAO shall use its funds only to accomplish the goals and objectives as specified in these bylaws and no part of said funds shall enure or be distributed to the members of the WAO or employee. On dissolution of the WAO, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, civic, or philanthropic organization serving the Oglesby community by vote of the Executive Officers.

## **ARTICLE XI** **ADOPTION**

We, the undersigned, are all of the persons named as Executive Officers, and hereby consent to, and do, adopt the foregoing Bylaws, consisting of nine (9) pages, as the Bylaws of We Are Oglesby.

Dated: \_\_\_\_\_

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**CERTIFICATION**

I, \_\_\_\_\_, hereby certify:

That I am the duly elected and acting Secretary of We Are Oglesby, an incorporated not-for-profit association, and that the foregoing Bylaws, consisting of nine (9) pages, constitute the Bylaws of We Are Oglesby as duly adopted on \_\_\_\_\_, by the unanimous written consent of the Executive Officers of We Are Oglesby, NFP Corp.

Dated:

\_\_\_\_\_, Secretary