

**Bylaws**

Of

**N.I.C.C., Inc.,**

Also known as the

**Northern Illinois Conservation Club**

a not-for-profit organization

Revised April, 2024

## Table of Contents

<b>Article I – Name</b> .....	3
<b>Article II – Objectives</b> .....	3
<b>Article III – Membership</b> .....	3
<b>Article IV – Dues and Fiscal Year</b> .....	5
<b>Article V – Meetings</b> .....	5
<b>Article VI – Board of Directors</b> .....	6
<b>Article VII – Rules of Order</b> .....	6
<b>Article VIII – Nominating Committee, Elections, Term of Office, Vacancies</b> .....	6
<b>Article IX – Duties of Officers and Directors</b> .....	7
<b>Article X – Committees</b> .....	9
<b>Article XI – Indemnification</b> .....	11
<b>Article XII – Non – Profit Rules</b> .....	12
<b>Article XIII – Bylaw Amendment Procedures</b> .....	12
<b>Article XIV – Dissolution</b> .....	12

## Article I – Name

**Section 1.** The organization shall be known as the N.I.C.C., Inc., also known as the NORTHERN ILLINOIS CONSERVATION CLUB, and shall be a not-for-profit organization.

## Article II – Objectives

The Northern Illinois Conservation Club exists for, and is dedicated to the following purposes and principles:

- Section 1.** To encourage, sponsor educational programs and promote among the members and the public, the conservation and preservation of the natural environment.
- Section 2.** To promote, and educate among members and the public an interest in the conservation of wildlife.
- Section 3.** To cultivate a better understanding of the fish and game laws and wildlife problems.
- Section 4.** To promote, educate and encourage a love for outdoor sports in cooperation with the legally constituted enforcement officers in the preservation of wildlife.
- Section 5.** To encourage, sponsor and promote educational programs designed to aid and preserve for posterity and abundant fish, game, and wildlife population.
- Section 6.** To promote good fellowship among sportsmen.

## Article III – Membership

**Section 1.** There shall be three classes of membership:

Tiered Membership Options & Benefits

**Tier 1:**

\$50/individual

\$70/couple

those under the age of 18 are included in the legal guardian’s membership within the household without requiring a membership. Adult supervision of minors is required at all times while on NICC Grounds

Pay to participate in events

No volunteer hours required

Access to grounds

**Tier 2:**

\$99/household

All the Tier 1 benefits, plus:

Household membership: legal partner, children under 18

Free entry to paid events\*

\*excludes the annual Fishing Derby and Trap Shoots

5 hours of volunteer time required per household

**Tier 3:**

\$240/household

All the Tier 2 benefits, plus:

Access to clubhouse\*

\*Open to all Tier 2 members at any time (within curfew), members will share the space with other members unless a Private Event\*\* is approved

\*\*Private Events remain as is; grounds closed to all, forms, fees, and board approval required

Keypad lock code provided to named membership holder to grant access to NICC Clubhouse

Board Members and Officers receive Tier 3 membership benefits at Tier 2 cost

**Section 2.** A member may terminate his/her membership by written notice of resignation to the Secretary to be acted upon by the Board of Directors. If a person later wishes to reenter membership, reapplication is required not earlier than after the close of the fiscal year in which he/she resigns.

**Section 3.** Any member whose dues are not paid within 30 days after the date upon which they were due and payable will be dropped from membership. Tender of all dues in arrears must accompany a reapplication for membership.

**Section 4.** The Board of Directors shall have the power to suspend or expel any member whose conduct is not in keeping with the objectives of the Club. When a member's conduct comes into question under this provision, the Board of Directors shall cause the Membership Committee to thoroughly investigate the conduct in question. The member under investigation will be given the opportunity to appear before the Membership Committee to defend his/her conduct. Upon completion of the investigation, the Membership Committee shall report its findings and its recommendations to the Board of Directors. Final decision rests with the Board of

Directors. The Secretary shall notify the member of the Board of Directors decision.

**Section 5.** A member who has been suspended from the Club may not reapply for membership until 3 calendar years after the end of the year in which he/she was expelled. Membership shall be subject to the approval of the General Membership. If received into membership, such member cannot become a Club officer nor be a member of the Board of Directors.

**Section 6.** A member who is convicted of a felony, relating to the goals and objectives of the Club shall automatically cease to be a member of the Club and will not be considered for membership again.

#### **Article IV – Dues and Fiscal Year**

**Section 1.** The fiscal year of the Club shall be from January 1 through December 31.

**Section 2.** The annual dues of the Club shall be reviewed from time to time by the Board of Directors. Dues changes must be ratified by the members at a General Membership meeting.

**Section 3.** Annual dues are due and payable on January 1 of each year. The Membership Committee Chairperson shall cause an invoice for dues to be sent to each dues paying member prior to the due date. No prorated refunds will be made upon resignation from or termination of membership.

#### **Article V – Meetings**

**Section 1.** General Membership meetings shall be called by the President once each month, subject to change per the Board of Directors.

The Secretary shall cause a notice, giving the time and place of each meeting, not less than 15 days prior to the meeting.

**Section 2.** Special Membership meetings may be called by the President, by at least two members of the Board of Directors or by any five voting members in good standing. Members calling the meeting must notify the President of their intent to call a special meeting, and provide the agenda for the meeting. The President shall cause a notice, given the time, place, and agenda of the meeting, not less than seven days prior to the date thereof.

**Section 3.** Each voting member present and in good standing shall have one vote. Good standing shall mean that all dues have been paid and that the member is abiding by the Club bylaws. Proxy voting is not permitted.

**Section 4.** Seven voting members present including at least three Board of Directors, one of whom shall be an Officer, shall constitute a quorum for transaction of Club business.

#### **Article VI – Board of Directors**

**Section 1.** The Board of Directors shall consist of the officers who are the President, Vice President, Secretary, Treasurer, and six Directors.

**Section 2.** It shall be the duty of the Board of Directors to manage the affairs and conduct the business of the Club.

**Section 3.** The Board of Directors meetings shall be called by the President. The Board of Directors shall meet once each month, or more frequently as may be necessary to conduct the business of the Club. The Board of Directors shall meet at a time and place agreed upon by the majority of the board members. The Secretary shall cause the board members to be notified of each meeting at least seven days in advance of the meeting.

**Section 4.** Unless otherwise specified in these bylaws, a two-thirds (2/3) vote of the voting board members present shall be required to approve and action item. Proxy voting is not permitted.

**Section 5.** A majority of the members of the Board of Directors shall constitute a quorum for the transition of business.

**Section 6.** An officer or director may be removed from the Board of Directors for failure to attend three consecutive Board meetings by a two-thirds (2/3) vote of the Board of Directors. It is expected that an officer or a director, who is unable to fulfill the obligations of the position, will resign from the Board.

#### **Article VII – Rules of Order**

**Section 1.** Robert’s Rules of Order, Newly Revised, shall govern the conduct of meetings in case of dispute unless otherwise provided in these bylaws.

#### **Article VIII – Nominating Committee, Elections, Term of Office, Vacancies**

**Section 1.** The nominating Committee shall be appointed by the Board of Directors, and shall consist of the Vice President (as chairperson) and two members in good standing.

The Nominating Committee shall compile a proposed slate of nominees for officers and Directors who are members in good standing, all of who shall have expressed in advance their willingness and availability to serve.

All nominees for the Board of Directors must have been a member of the Club for at least one year. The slate will be presented to the membership at the meeting at which the election is to be conducted. If there is a lack of interest among members with the minimum of one year membership, the one-year membership may be waived for an interested party with Board approval.

The Secretary shall cause membership notification of the Nominating Committee's names and telephone numbers 60 days prior to the meeting at which the election will be conducted, so that members may provide their suggestions for nominations.

Nominations will close 30 days prior to the meeting at which the election is conducted. There will be no nominations from the floor at the election meeting, unless there remains an open vacancy and an eligible nominee present.

**Section 2.** The election of Officers and Directors will be conducted at the May General Membership meeting each year.

**Section 3.** Newly elected Officers and Directors will assume office immediately following the adjournment of the election meeting.

**Section 4.** The President and Vice President shall be elected for one-year terms, or until the next election of Officers and may not serve more than three consecutive terms, unless a current vacancy would arise.

**Section 5.** The Secretary and Treasurer shall be elected for two-year terms or until the next election of Officers and may not serve more than one consecutive term, unless a current vacancy would arise.

**Section 6.** Directors shall be elected for three-year staggered terms, or until the next election of Directors, one or two Directors being elected in alternate years. Directors may serve consecutive terms.

**Section 7.** If a vacancy occurs among the Directors, such vacancy shall be filled immediately by a two-thirds (2/3) vote of the members of the Board of Directors then remaining, and the person so elected shall hold office until the next election.

Officer vacancies shall be appointed by the Board of Directors of an existing or former Board member, then remaining with the approval of the General Membership. The Officer so appointed shall hold office until the next election.

### **Article IX – Duties of Officers and Directors**

**Section 1.** The President shall:

- A. Preside at all General and Special Membership meetings of the Club and at all Board of Directors meetings;
- B. Oversee the business of the Club;

- C. Be an ex-officio member of all club committees except the Nominating Committee;
- D. Together with the Secretary execute all contracts, bonds, and agreements authorized by the Board of Directors;
- E. Appoint all committee chairpersons with approval of the Board of Directors except as otherwise specified in these bylaws;
- F. With the Secretary, prepare the agendas for all General and Special Membership meetings and Board of Directors meetings;
- G. Be responsible for representing N.I.C.C.

**Section 2.** The Vice President shall:

- A. In the absence of the President perform all duties and have all powers of the President;
- B. Act as chairperson of the Nominating Committee;
- C. Act as chairperson of the Property Committee;
- D. Provide support to the President, as needed;

**Section 3.** The Secretary shall:

- A. Attend and record all General and Special Membership meetings and Board of Directors meetings;
- B. Maintain club files and records;
- C. Prepare and distribute Club correspondence;
- D. With the President, prepare the agendas for all General and Special Membership meetings and Board of Directors meetings;
- E. Distribute Club correspondence, promptly delivering all moneys received to the Treasurer and all other information to the appropriate Board of Director, member and Committee Chairpersons;
- F. Notify all members being deleted from the membership rolls by Board of Directors decision;
- G. Perform any associated duties as may be prescribed by the President or the Board of Directors.

**Section 4.** The Treasurer shall:

- A. Have custody of all moneys, funds, documents, safety deposit boxes, and be Club liaison to the Club's bankers and auditors with Board of Director approval;
- B. Deposit all moneys, in the Club bank accounts and promptly pay all bills duly presented for expenses incurred by the Club, as directed by the Board of Directors. All disbursements of funds require two of four authorized signatures; President, Secretary, Treasurer and Vice President;
- C. Maintain accounts as approved by the Board of Directors for the best investment return to the Club;
- D. Prepare and maintain in current condition accurate records of all financial transactions of the Club;
- E. Prepare and distribute a report of all Club Revenues and Expenses at each General Membership, and Board meeting;
- F. Provide, by September 1 of each year, an annual budget. The Finance Committee's (if formed and convened) Annual Budget Proposal shall be

presented by the Treasurer for approval at the November Board of Directors meeting;

- G. Provide the necessary financial reports and information, and arrange for the Annual Audit of Club books;
- H. Provide the necessary financial reports and information, and arrange for the Club accountant to file the Club's Federal and State Tax return on or before the due date.

**Section 5.** The Directors shall:

- A. Serve on at least one Club Committee;
- B. Provide active support for Club programs and activities;
- C. Assist any Officer, as needed.

**Article X – Committees**

**Section 1.** Standing Committees of the Club shall be:

- A. Bylaws
- B. Finance
- C. Membership
- D. Property (Real and Personal)
- E. Education
- F. Fundraising
- G. Public Relations

Unless specifically stated otherwise, each Standing Committee shall be composed of at least three members in good standing who shall be appointed by the Chairperson for three years each and may serve more than three years only with the approval of the Board of Directors.

All committees shall be under the general supervision of the Board of Directors. All committee Chairpersons shall be responsible for submitting written monthly reports and project proposals with accompanying budgets to the Board of Directors for advance approval.

All committees shall also be responsible for submitting an Annual Budget Proposal to the Treasurer for use in preparing the Club's Annual Budget for Board of Directors approval.

- A. Bylaws Committee – It shall be the duty of the Bylaws Committee to review the bylaws and make recommendations when requested to do so by the Board of Directors.
- B. Finance Committee – The Finance Committee shall be composed of five members in good standing. They shall be the Treasurer (as Chairperson), the Vice President, one other Board Member, and two additional members in good standing shall be appointed by the President with Board of Directors approval for two-year staggered terms. These two members may not serve more than one consecutive term. It shall be the duty of the Finance Committee to prepare a Proposed Annual Budget for the next fiscal year. The Treasurer, as Committee Chairperson, shall present the proposal no later than the April meeting of the Board of Directors. It shall be the Finance Committee's duty

thereafter to monitor revenues and expenses so as to ensure adherence to the approved Annual Budget. The Treasurer shall provide a written report of the budget to the Board of Directors on the Club's current financial status on a quarterly basis or whenever requested to do so. The Finance Committee shall review and recommend Club investments to the Board of Directors for the best financial return to the Club.

- C. Membership Committee – It shall be the duty of the Membership Committee to develop the means and to search for those who are interested in membership, who qualify for Club Membership, and sponsored by a current member in good standing. The Membership Committee Chairperson shall present applications for review by the Board of Directors and then acceptance by the membership at the Club's next General Membership meeting. Candidates approved by a majority vote of members at such meeting shall be accepted into membership upon payment of dues. The Membership Committee member and arrange for the member's welcome and orientation to the Club. The Membership Committee shall also be charged with maintaining a current list of members and monthly monitoring and reporting of membership data and statistics. The Membership Committee shall be responsible for timely billing of the Club's annual dues and for notifying all members being deleted from the membership rolls for non-payment of dues. The Membership Committee shall receive all written complaints regarding any members whose conduct is reported to be in conflict with these bylaws, and shall be responsible to offer and hold any meetings with such member. It will be Membership Committee Chairperson's responsibility to report committee findings and recommendations at the Board of Directors next meeting. The Board of Directors determination shall be final and shall be transmitted to the members by the Club Secretary.
- D. Property Committee – It shall be the duty of the Property Committee to maintain and keep in good order the club's real and personal property and to maintain an accurate, current inventory of such property. The property Committee Chairperson is charged with providing quarterly written reports, or more frequently if requested, to the Board of Directors on the condition of Club property with financial information, including competitive bids, when repairs or replacements are needed. The Property Committee shall be in charge of any renovations the Club undertakes. The Property Committee shall be responsible for control and maintenance of Club security.
- E. Education Committee – It shall be the responsibility of the Education Committee to provide, on a regular basis, educational programs and information to members and to the public that promote the purposes of the Club.
- F. Fundraising Committee – It shall be the duty of the Fundraising Committee to identify sources of funding and secure contributions for Club programs. The Fundraising Chairperson shall report to the President upon receipt of any unusual gifts to insure proper recognition is given to the contributors.

G. Public Relations Committee – It shall be the duty of the Public Relations Committee to develop and maintain a list of active publicity contacts for ready use in promoting the Club and its programs. The Public Relations Committee is responsible for arranging timely publicity for all Club events and for developing programs to publicize the Club and its purposes. It shall be the duty of the Public Relations Committee to protect, monitor, and develop the club's public image. The Public Relations Committee shall study, promote, and distribute, in accordance with the Publications Committee, conservation information. The Public Relations Committee shall monitor and report on any public information dealing with conservation that may affect the Club with its objectives and make written recommendations to the Board of Directors. The Committee shall also formulate and have produced publications of various types, including the Club's monthly newsletter in coordination with the Secretary, and the Club's membership brochure in coordination with the Membership Committee. The chairperson of the Publications Committee shall be appointed by the President with Board of Directors approval for a term of three years and may not serve more than one consecutive term unless a current vacancy would arise.

**Section 2.** Special Committees – Special or Ad Hoc Committees for other purposes for specific periods of time may be established by the President or the Board of Directors when they are deemed necessary. Such committees may be composed of as many members as the President determines necessary and shall serve at the discretion of the Board of Directors.

### **Article XI – Indemnification**

The Club shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he/she is or was a director, officer, employee, or agent of the Club or committee member of the Club acting on behalf of the Club, or who is or was serving at the request of the Club, against expenses (including attorneys' fees), judgements, fines and amounts paid in settlement actually and reasonably incurred by him/her in accordance with such action, suit or proceeding, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interest of the Club, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

No indemnification shall be made with respect to any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Club, unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses as the court shall deem proper.

## **Article XII – Non – Profit Rules**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for service rendered.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on; a) by a corporation exempt from Federal Income Tax under Section 501 (c) of the Internal Revenue Code of 1954 (or the corresponding provisions of the any future United States Internal Revenue), or b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law).

## **Article XIII – Bylaw Amendment Procedures**

Proposed amendments to the bylaws must be presented in writing to the Bylaws Committee for review and recommendation to the Board of Directors. Board of Directors recommended amendments shall be published to the membership at least 45 days in advance of the meeting at which they will be voted upon and will be on the agenda for discussion at the General Membership meeting preceding the meeting at which they will be voted upon. Bylaws may be amended by two-thirds (2/3) vote of the voting members present at such General Membership meeting.

## **Article XIV – Dissolution**

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, as state in Article 11 of these bylaws, or to such organization or organizations organized and operating exclusively for the preservation of natural resources and nature conservation, as shall at the time qualify as exempt organization or organization under Section 501 (c) of the Internal Revenue Code of 1954 (or corresponding provision of any future Unites state Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of ty the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purpose.