

**BYLAWS**  
**of**  
**Fox River Ecosystem Partnership**  
*Amended & Approved May 21, 2014*

**ARTICLE I**  
**NAME AND PURPOSE**

**SECTION 1. NAME**

The name of the organization shall be Fox River Ecosystem Partnership, Inc.

**SECTION 2. PURPOSE**

The purpose of Fox River Ecosystem Partnership, an Illinois not-for-profit corporation, is to promote, preserve, protect and enhance the natural, cultural, economic and recreational resources of the Fox River and its watershed.

**SECTION 3. OFFICES**

The corporation shall continuously maintain in the State of Illinois a registered office and a registered agent whose business is identical with such registered office and may have other offices within the state.

**SECTION 4. BOUNDARIES**

The boundaries of the Fox River Ecosystem Partnership shall be the boundaries of the Fox River watershed, in Illinois.

**ARTICLE II**  
**MEMBERS**

**SECTION 1. MEMBERSHIP**

The corporation shall consist of dues paying members. Membership shall be open to any interested party. Membership shall be promoted at each regular membership meeting, on the corporation's web page and in all meeting notices.

**SECTION 2. VOTING RIGHTS**

Each member shall be entitled to one voting representative.

**SECTION 3. TERMINATION OF MEMBERSHIP**

Non-payment of dues ninety days after due date shall cause termination of membership.

**SECTION 4. RESIGNATION**

Any member may resign by filing a written resignation with the secretary.

**SECTION 5. REINSTATEMENT**

Payment of dues will constitute reinstatement of membership.

**ARTICLE III**  
**MEETINGS OF THE MEMBERS**

**SECTION 1. ANNUAL MEETING**

The membership shall establish the place, date and time of the annual meeting for the purpose of electing officers and for the transaction of any other business. Written notice of the annual meeting shall be sent electronically to members a minimum of fifteen (15) days in advance of the date of the meeting.

**SECTION 2. SPECIAL MEETINGS**

Special meetings of the members may be called by the president, executive committee, or not less than 10% of the members having voting rights, for the purpose(s) stated in the call of the meeting. There shall be at least 48-hour notice of any special meeting to all members.

**SECTION 3. PLACE OF MEETINGS**

Membership may designate any place within the watershed boundaries as the place of meeting.

**SECTION 4. NOTICE OF REGULAR MEMBERSHIP MEETINGS**

Written or electronic notice stating the place, date, and hour of regular membership meetings shall be delivered to each member before the date of such meeting. Written or electronic notice stating the place, date, and hour of regular membership meeting shall also be submitted in advance of the meeting to newspapers with general circulation within the Ecosystem Partnership Area.

**SECTION 5. QUORUM**

A minimum of 5 paid voting members present shall constitute a quorum for the transaction of business at any meeting.

**SECTION 6. VOTING**

Each member shall be entitled to one vote in each matter submitted to vote at a meeting of members.

**ARTICLE IV**

**EXECUTIVE COMMITTEE**

**SECTION 1. GENERAL POWER**

The affairs of the corporation shall be managed by, or be under the direction of, the executive committee, subject to approval by the membership.

**SECTION 2. NUMBER AND QUALIFICATIONS**

The executive committee shall consist of the officers of the corporation, elected by the membership; various subject matter advisors appointed by the President; and the chairs of each of the working committees. The designated FREP representative to other organizations of interest, such as the Fox River Study Group, may also serve as a member of the executive committee as approved by the membership. Other individuals may serve as ex-officio members of the executive committee at the invitation of the President, on advice from the Executive Committee.

**SECTION 3. REGULAR MEETINGS**

Regular meetings of the executive committee shall be held as needed, at a time and place agreeable to members of the committee. Their meetings shall be open to the membership.

**SECTION 4. QUORUM**

A majority of the executive committee shall constitute a quorum for the transaction of business at any meeting of the executive committee. When a vote is to be taken, proxy votes may be submitted electronically, prior to the meeting.

**SECTION 5. INFORMAL ACTION**

The authority of the executive committee may be exercised without a meeting if a consent in writing (hardcopy or electronic), setting forth the action taken, is signed by a majority of the executive committee.

**ARTICLE V**  
**OFFICERS**

**SECTION 1. OFFICERS**

The officers of the corporation shall be a president, vice president, treasurer, secretary and immediate past president. Other officers may be elected or appointed by the membership. Officers whose authority and duties are not prescribed in these bylaws shall have the authority and perform the duties prescribed by the membership.

**SECTION 2. ELECTION AND TERM OF OFFICE**

All officers shall be elected by a majority vote with a quorum present at the annual meeting, to hold office until their respective successors are elected and qualified. Vacancies occurring in any office shall be filled for the remainder of the unexpired term by a majority vote with a quorum present at any regular or special meeting.

**SECTION 3. PRESIDENT**

The president shall preside at all meetings. The president shall have general supervision of the activities of the corporation, subject to the approval of the membership.

**SECTION 4. VICE PRESIDENT**

The vice president shall have all the powers and perform all the duties of the president in the absence or incapacity of the president, as well as such other duties as may be assigned by the president or executive committee.

**SECTION 5. TREASURER**

The treasurer shall be the principal accounting and financial officer of the corporation. He or she shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the corporation; (b) have charge and custody of all funds and securities of the corporation, and be responsible therefore, and for the receipt and disbursement thereof, (c) shall provide regular written statements of income and expenses for the secretary's corporate records, and provide treasurer's report at every general meeting; and (d) perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the president or the executive committee. The membership can select individuals to review the financial records as needed.

**SECTION 6. SECRETARY**

The secretary shall (a) record and keep in books the minutes of the meetings of the members and of the executive committee; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be a custodian of the corporate records; (d) keep a register of the post office address of each member which shall be furnished to the secretary by such member, and the official membership list; and (e) perform all duties incident to the office of secretary and such other duties as from time to time may be designated to him or her by the president or the executive committee.

**ARTICLE VI**  
**COMMITTEES**

**SECTION 1. COMMITTEES**

The membership may authorize by resolution the creation of committees to advise and assist in the operation of the corporation. Such committees may include voting representatives, as well as other persons. Each member is encouraged to serve on a committee.

**SECTION 2. CHAIRPERSON**

One member of each committee shall be elected/designated as chairperson by the committee members. The chairperson of each working committee shall serve as a member of the executive committee. Each chairperson shall serve until his or her successor is chosen.

**SECTION 3. QUORUM**

A majority of the committee members shall constitute a quorum for the transaction of business at any committee meeting.

**ARTICLE VII**  
**CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**SECTION 1. CONTRACTS**

The membership may authorize any officer or officers, agent or agents of the corporation in addition to the officers authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

**SECTION 2. CHECKS, DRAFTS, ETC.**

All checks, drafts or other orders for the payment of money, notes or other evidence 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 resolution of the membership. In the absence of such determination, such instruments shall be signed by the president or vice president of the corporation.

**SECTION 3. DEPOSITS**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the executive committee may select.

**SECTION 4. GIFTS**

The executive committee may accept, on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

**SECTION 5. BUDGET**

The executive committee shall prepare a budget for each fiscal year, to be approved by the officers, based upon the projected income to the organization and the anticipated expenses. The proposed budget for each fiscal year shall be presented to the membership at the last regularly scheduled membership meeting prior to the start of the next fiscal year. The Corporation's expenditures during each fiscal year shall not exceed the budget for that fiscal year, unless written proof of additional income sources is reviewed and accepted by the officers.

**ARTICLE VIII**  
**BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of its members, executive committee and committees having any authority of the executive committee, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his or her agent, for any proper purpose at any reasonable time.

**ARTICLE IX**  
**FISCAL YEAR**

The fiscal year of the Corporation shall be the consecutive twelve-month period beginning on each July 1<sup>st</sup> and ending on the following June 30th.

**ARTICLE X**  
**DUES**

**SECTION 1. ANNUAL DUES**

The membership may determine from time to time the amount of annual dues payable to the corporation by each kind of member.

**SECTION 2. PAYMENT OF DUES**

Dues shall be payable in advance of the first day of July in each year.

**SECTION 3. DEFAULT AND TERMINATION OF MEMBERSHIP**

When any member shall be in default of the payment of dues for a period of 90 days from the beginning of the period for which such dues become payable, his or membership shall be terminated.

**ARTICLE XI**  
**INDEMNIFICATION**

The corporation may indemnify any person who was or is a party, or is threatened to be made a party, to any threatened pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was an officer, executive committee member, employee or agent of the corporation, to the full extent permitted under the Illinois Not for Profit Corporation Act, as in effect from time to time. The corporation may purchase and maintain insurance on behalf of any person who is or was an officer, executive committee member, employee or agent of the corporation, or who is or was serving at the request of the corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this section.

## **ARTICLE XII**

### **ECOSYSTEM PROJECT GRANTS**

#### **SECTION 1. IDNR GRANT REVIEW COMMITTEE**

Ecosystem Project Grant applications (IDNR C2000 Ecosystems Program) will be reviewed by a committee consisting of the vice president and the chairs of all standing committees. The vice president shall serve as chair of the committee.

#### **SECTION 2. GRANT RANKING PROCEDURES**

All Ecosystem Project Grant applications will be reviewed using a standard procedure developed by the Grant Review Committee and approved by a quorum of the membership. The composite score of each grant application will be made available to the public upon request.

#### **SECTION 3: NOTICE OF GRANT PROCEDURES**

Written notice stating the Ecosystem Project Grant application process and deadlines shall be submitted no less than 15 days in advance of deadlines to newspapers with general circulation within the Ecosystem Partnership Area.

#### **SECTION 4: CONFLICT OF INTEREST**

During the evaluation and scoring of Ecosystem Project Grant applications, any member of the Grant Review Committee must excuse themselves from the evaluation or scoring of applications of an entity on which they are a board member, staff or officer, or in which a member of their immediate family might directly benefit. Records of all actions and decisions must be kept by the corporation and members scoring projects must disclose their affiliation with any organization submitting an ecosystem Project grant application through the corporation.

## **ARTICLE XIII**

### **DISSOLUTION OF CORPORATION**

The corporation may be dissolved by a written vote of a minimum of 50% of eligible voting members. All assets purchased with grant funds shall be returned to the granting organization. All other assets will revert to one or more 501(c)(3) organizations with comparable mission within the watershed that are approved by the Executive Committee.

## **ARTICLE XIV**

### **AMENDMENT**

The power to amend or repeal these bylaws, or adopt new bylaws, shall be vested in the voting members, who may take such action at any time when in its judgment the best interests of the corporation will be served thereby. Such action may be taken at a regular or special meeting, for which written notice of the purpose shall be given, with a majority of a quorum present.