

**BY LAWS  
OF  
ELGIN TOWNSHIP REPUBLICAN CENTRAL  
COMMITTEE an Illinois not-for-profit corporation**

**ARTICLE 1**

Offices

sec. 1.1 The corporation shall continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office and may have other offices within the state.

**ARTICLE 11**

Members

Sec. 2.1 CLASSES OF MEMBERS. The corporation shall have one class of member. The qualification of the members shall be to be a precinct Committeeman of the Republican party for precincts within Elgin Township in Kane County, Illinois as defined in the Illinois Election Code and as certified by the Election Authority.

Sec. 2.2 VOTING RIGHTS. Each member shall be entitled to one vote on each matter submitted to a vote of the members unless the law of the state of Illinois requires a "weighted" vote or another method of voting on a particular issue.

Sec. 2.3 TERMINATION OF MEMBERSHIP. Membership in the corporation terminates when the member no longer holds the office of precinct Committeeman for a precinct in Elgin Township.

Sec. 2.4 TRANSFER OF MEMBERSHIP. Membership in this corporation is not transferable or assignable.

Sec. 2.5 DISPUTES. All disputes regarding membership shall be conclusively decided by the election authority or state statutes.

**ARTICLE 111**

Meetings of Members

Sec. 3.1 ORGANIZATION MEETING. An organizational meeting of the members shall be held on the 1st Monday following the election of members following the biennial Primary Election for the purpose of electing officers and for the transaction of such other business as may come before the meeting. Said meeting shall be held at the hour of 7:30 p.m. and shall be at the regular place of meeting.

Sec. 3.2 SPECIAL MEETING. Special meetings of the members may be called on five days written notice either by the president or not less than ten of the members, for the purpose or purposes stated in the call of the meeting.

Sec. 3.3 PLACE OF MEETING. The members may designate any place as the place of meeting for any regular or special meeting called by the members. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the Elgin Township Office Building.

Sec. 3.4 NOTICE. Regular meetings shall be held without further notice on the 3<sup>rd</sup> Tuesday of each month, except June, July and August of odd-numbered years, unless otherwise scheduled by the membership. In a case of a special meeting or when required by statute or by these by-laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage thereon prepaid. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken.

Sec. 3.5 QUORUM, Fifteen committeemen represented in person shall constitute a quorum for consideration of such matters requiring a vote at any meeting of members. If less than fifteen committeemen are represented at said meeting, routine business may be conducted, and reports accepted. A majority of the committeemen present may adjourn the meeting. If a quorum is present, the affirmative vote of a majority of the votes represented at the meeting shall be the act of the members, unless the vote of a greater number of members is required by the General Not For Profit Corporation Act, the Articles of Incorporation or these by-laws. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

Sec. 3.6 PROXIES. No proxies shall be authorized, except as otherwise provided herein.

Sec. 3.7 VOTING BY BALLOT. Voting on any question or in any election may be by voice unless the chairman of the meeting shall order or any member shall demand that voting be by written ballot.

## ARTICLE IV

### Officers

Sec. 4. I OFFICERS. The officers of the corporation shall be a president, one or more vice presidents (the number thereof to be determined by the members), a treasurer, a secretary, and such other officers as may be elected or appointed by the members. Officers whose authority and duties are not prescribed in these by-laws shall have the authority and perform the duties prescribed, from time to time, by the members. No two or more offices may be held by the same person.

Sec. 4.2           ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected bi-annually by the members at the organizational meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting. Each officer shall hold office until his or her successor shall have been duly elected and qualified, or until his or her death, or until he or she shall resign or be removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

Sec. 4.3           PRESIDENT. The president shall be the principal executive officer of the corporation. Subject to the direction and control of the members, he or she shall be in charge of the business and affairs of the corporation: he or she shall see that the resolutions and directives of the members are carried into effect except in those instances in which that responsibility is assigned to some other person by the members; and, in general, he or she shall discharge all duties incident to the office of president and such other duties as may be prescribed by the members.. He or she shall preside at all meetings of the members. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the members or these by-laws, he or she may execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments which the members have authorized to be executed, and he or she may accomplish such execution either under or without the seal of corporation and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the members, according to the requirements of the form of the instrument.

Sec. 4.4           VICE PRESIDENT. The vice-president (or in the event there be more than one vice-president, each of the vice-presidents) shall assist the president in the discharge of his or her duties as the president may direct and shall perform such other duties as from time to time may be assigned to him or her by the president or the members. In the absence of the president or in the event of his or her inability or refusal to act, the vice-president (or in the event there be more than one vice-president, the vice-presidents, in the order designated by the members, or by the president if the members have not made such a designation, or in the absence of any designation, then in the order of their seniority of tenure) shall perform the duties of the president and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the members or these by-laws, the vice-president (or any of them if there are more than one) may execute for the corporation any contracts, deeds, mortgages, bonds or other instruments which the members have authorized to be executed, and he or she may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the members; according to the requirements of the form of the instrument.

Sec. 4.5           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 responsible therefor, and for the receipt and disbursement thereof; and (c) 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 by the members. If required by the members, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the members shall determine. The treasurer shall be responsible for filing all reports with the Illinois Board of Elections.

Sec. 4.6            **SECRETARY.** The secretary shall: (a) record the minutes of the meetings of the members in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; (c) be a custodian of the corporate records and of the seal of the corporation; (d) keep a register of the post office address of each member which shall be furnished to the secretary by such member; 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 by the members.

Sec. 4.7            **ASSISTANT TREASURERS AND ASSISTANT SECRETARIES.** The assistant treasurers and assistant secretaries shall perform such duties as shall be assigned to them by the treasurer or the secretary, respectively, or by the president or the members. If required by the members, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the members shall determine.

Sec. 4.8            **FAILURE TO SERVE.** In the event an officer of the executive committee (president, vice president, secretary or treasurer) is unwilling or unable to perform the duties of their respective office for more than six weeks, the Chairman may appoint an acting officer as a temporary replacement, and if the disability continues for more than three consecutive months, the membership may vote to declare the office vacant, and within 60 days thereafter elect to replace the office holder for the balance of the term. The chairman (or executive committee) shall notify the office holder prior to declaring the office vacant and naming a replacement. The declared vacant office and naming of a replacement must take place at a regular meeting, or at a special meeting held for that purpose, with notice in the agenda. A vote of a majority of the members present at the meeting shall be necessary to remove and appoint a replacement. This provision shall be effective beginning April, 2004.

## **ARTICLE V**

### **Committees, Commissions and Advisory Boards**

Sec. 5.1            **COMMITTEES.** The members, by resolution adopted by a majority of the members, may designate one or more committees each of which will consist of two or more members. The committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the members in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the members, or any individual member, of any responsibility imposed upon it, him or her by law.

Sec. 5.2            **COMMISSIONS OR ADVISORY BODIES.** Commissions or advisory bodies not having and exercising the authority of the members in the corporation may be designated or created by the members and shall consist of such persons as the members designate. The commission or advisory body may not act on behalf of the corporation or bind it to any actions but may make recommendations to the members or to the officers of the corporation.

Sec. 5.3            **TERM OF OFFICE.** Each member of a committee, advisory board or commission shall continue as such until the next organizational meeting of the members of the corporation and until his or her successor is appointed, unless the committee, advisory board or commission shall be sooner terminated, or unless such member be removed from such committee, advisory board or commission by the members, or unless such member shall cease to qualify as a member thereof.

Sec. 5.4 STANDING COMMITTEES. The Standing Committees shall be:

5.4.1 The Executive Committee, consisting of the President

5.4.2 The Audit committee, consisting of the Vice President, Secretary and two other members appointed by the President, whose function shall be to review the financial records and required reports at the end of each two-year term of office.

## ARTICLE VI

### Contracts, Checks, Deposits and Funds

Sec. 6.1 CONTRACTS. The members may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, 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.

Sec. 6.2 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 resolution of the members. In the absence of such determination by the members, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice president of the corporation.

Sec. 6.3 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 members may select.

Sec. 6.4 CONTRIBUTION OF FUNDS. The Executive Committee shall approve or recommend or members recommend contribution of funds as follows:

Sec. 6.4.1 MEMORIALS. Upon the death of any current or former elected Republican precinct committee person, or Republican elected office-holder, the executive committee shall at their discretion be authorized to spend not more than fifty dollars to purchase flowers or make a memorial donation to a community or charitable organization in memory of the deceased. The amount may be changed by the membership at any regular meeting by simple majority vote of the members present.

Sec. 6.4.2 NON-REPUBLICANS. No vote to donate funds to a non Republican charitable or community organization shall be made without the motion having been raised at the prior regular meeting and the amount and organization stated in the notice of the meeting mailed at least five days prior to the meeting.

Sec. 6.4.3 REPUBLICAN PRIMARIES. No donation of funds shall be made to Republican candidates in primary elections unless approved by an affirmative vote of a majority of the total elected committeemen, personally voting or by proxy with specific written approval.

Sec. 6.4.4 REPUBLICAN CANDIDATES. Donation of funds to Republican candidates in general or special elections shall come to the floor for a vote only by the recommendation of the executive committee. The committee shall make a recommendation for the candidates and the amount to be approved

by the members. The committee shall also report for consideration of the members the names and amounts suggested to them by members.

## **ARTICLE VII**

### Certificates of Membership

Sec. 7.1       **CERTIFICATES OF MEMBERSHIP.** The election notice of the Clerk of Kane County or the appointment notice of the Kane County Republican Chairperson shall be proof of membership. The members may provide for the issuance of certificates evidencing membership in the corporation which shall be in such form as may be determined by the members. Such certificates shall be signed by the president or a vice president and by the secretary or an assistant secretary, and may bear the corporation's seal which may be in facsimile. The name and address of each member shall be entered on the records of the corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefor upon such terms and conditions as the members may determine.

Sec. 7.2       **ISSUANCE OF CERTIFICATES.** When a member has been elected to membership, a certificate of membership may be issued in his or her name and delivered to him or her by the secretary, if the members shall have provided for the issuance of certificates of membership under the provisions of Section I of this article.

## **ARTICLE VIII**

### Books, Records, and Proceedings

Sec. 8.1       The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and committees having any of the authority of the members, and shall keep at the registered or principal office, being the registered agent office on file with the Secretary of State, 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 or attorney for any proper purpose at any reasonable time.

Sec. 8.2       Unless otherwise provided in these bylaws, the procedures of Roberts' Rules of Order Revised, in its most recent edition, shall govern our proceedings.

## **ARTICLE IX**

### Fiscal Year

Sec. 9.1 members.	The fiscal year of the corporation shall be fixed by resolution of the
<b>ARTICLE X</b>	
Seal	

Sec. 10.1	The corporate seal shall have inscribed thereon; the name of the
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corporation and the words "Corporate Seal, Illinois". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced, provided that the affixing of the corporate seal to an instrument shall not give the instrument additional force or effect, or change the construction thereof, and the use of the corporate seal is not mandatory.

## ARTICLE XI

### Indemnification

Sec. 1 1.1 INDEMNIFICATION IN ACTIONS OTHER THAN BY OR IN THE RIGHT OF THE CORPORATION. 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 or she is or was a member, officer; employee or agent of the corporation, or is or was serving at the request of the corporation as, a member, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

Sec. 1 1.2 INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE CORPORATION. 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 or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person is or was a member, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a member, officer, employee or agent of another corporation, partnership, joint venturer trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, provided that no indemnification shall be made in respect of 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 or her duty to the corporation, 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 indemnity for such expenses as the court shall deem proper.

Sec. 1 1.3 RIGHT TO PAYMENT OF EXPENSES. To the extent that a member, officer, employee or agent of the corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections I and 2 of this Article, or in defense of any claim,

issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Sec. 1 1.4 DETERMINATION OF CONDUCT. Any indemnification under Sections I and 2 of this Article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case, upon a determination that indemnification of the member, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections I and 2 of this Article. Such determination shall be made (a) by the members by a majority vote of a quorum consisting of members who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested members so directs, by independent legal counsel in a written opinion, or (c) by the members entitled to vote, if any.

Sec. 1 1.5 PAYMENT OF EXPENSES IN ADVANCE. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the members in the specific case, upon receipt of an undertaking by or on behalf of the member, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in this Article.

Sec. 1 1.6 INDEMNIFICATION NOT EXCLUSIVE. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members, disinterested, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a member, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Sec. 1 1.7 INSURANCE. The corporation shall purchase and maintain officers and directors and members liability insurance on behalf of any person who is or was a member, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a member, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such persons 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 Article.

Sec. 1 1.8 NOTICE TO MEMBERS. If the corporation has paid indemnity or has advanced expenses under this Article to a member, officer, employee or agent, the corporation shall report the indemnification or advance in writing to any members entitled to vote with or before the notice of the next meeting of the members entitled to vote.

Sec. 1 1.9 REFERENCES TO CORPORATION. For purposes of this Article, references to "the corporation" shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger which, if its separate existence had continued, would have had the power and authority to indemnify its members, officers, employees or agents, so that any person who was a member, officer, employee or agent of such merging corporation, or v. as serving at the request of such merging corporation as a member, officer, employee or agent of another corporation, partnership, joint trust or other enterprise, shall stand in the same position



under the provisions of this Article with respect to the surviving corporation as such person would have with respect to such merging corporation if its separate existence had continued.

Sec. 11.10 OTHER REFERENCES. For purposes of this Article, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the corporation" shall include any service as a member, officer, employee or agent of the corporation which imposes duties on, or involves services by such member, officer, employee or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the corporation" as referred to in this Article.

## **ARTICLE XII**

### Amendments

Sec. 12.1 The power to alter, amend, or repeal the by-laws or adopt new by-laws shall be vested in the members unless otherwise provided in the articles of incorporation or the by-laws. The by-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the articles of incorporation.

Sec. 12.2 Such action may be taken at a regular or special meeting for which ten (10) days written notice of the text of the proposed amendment shall be given.