

Bylaws of Barrington LEADS Barrington, Illinois

ARTICLE I

Name

The name of this coalition shall be Barrington LEADS, hereafter referred to as LEADS.

ARTICLE II

Purpose

The mission of LEADS is to reduce the use of alcohol, tobacco and other drugs (ATOD) by youth in our community through education, prevention, healthy alternatives and intervention strategies. LEADS shall engage in educational and other strategies consistent with the mission.

ARTICLE III

Organizational Structure

SECTION 1. BOARD OF DIRECTORS. The Directors are the elected officials of LEADS. The governance of LEADS shall be vested in the Board of Directors, which consists of the Officers and at least three (3) Directors at Large and no more than fourteen (14) Directors at Large.

SECTION 2. OFFICERS. The Officers of LEADS are elected by the Board of Directors. Officer positions are: President, Vice Presidents (3), Treasurer, and Secretary.

SECTION 3. EXECUTIVE COMMITTEE. The Executive Committee consists of the President, Vice Presidents (3), Treasurer and Secretary.

SECTION 4. COMMITTEE CHAIRS. Committee Chairs are approved by the Board of Directors to manage the work of the committees.

ARTICLE IV

Members

SECTION 1. MEMBERSHIP. The membership shall be open to any individual, agency, business or organization that supports the mission and purpose of LEADS.

SECTION 2. RIGHTS AND RESPONSIBILITIES. Members may participate in LEADS programs, become a Committee Chair, and make financial contributions. Members may propose candidates for the Board of Directors through the Nominating Committee.

SECTION 3. MEMBERSHIP ROSTER. The Board shall maintain a membership roster.

SECTION 4. TERMINATION. Termination of membership shall be at the discretion of the Board.

SECTION 5. RESIGNATION. Any Member may resign by notice to the Secretary, but such resignation

shall not relieve the Member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

ARTICLE V Meetings

SECTION 1. ANNUAL MEETING. An Annual Meeting shall be held second quarter each year for the purpose of electing the Board of Directors and for the transaction of such other business as may come before the meeting. The Board of Directors shall set the date of the Annual Meeting. At least ten (10) days prior to the date of the Annual Meeting, an announcement of the place, date and hour of the meeting shall be published to members on the roster and posted to the website.

SECTION 2. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be a minimum of quarterly. The Board of Directors may declare an "executive session" which is a closed meeting for the Board of Directors.

SECTION 3. SPECIAL MEETINGS. Special meetings of the Board of Directors may be held as designated by the President or at least three (3) members of the Board of Directors. The purpose of such meeting shall be stated in the notice.

SECTION 4. EXECUTIVE COMMITTEE MEETINGS. Meetings of the Executive Committee shall be held by the call of the President or a majority of the Executive Committee.

SECTION 5. COMMITTEE MEETINGS. Committees will meet at a time and place determined by the chair and members of each committee.

SECTION 5. NOTICE OF MEETINGS. Notice shall be given at least 48 hours in advance of any Regular or Special Meeting indicating the place, date and hour of said meeting and shall be delivered to those members on the roster. All Regular Meetings and Annual Meetings are open to the public and will be announced to the membership and posted on the website.

SECTION 6. QUORUM. Those members who appear at the Annual Meeting shall constitute a quorum. If a quorum is present, the affirmative vote of a simple majority of the votes represented at the meeting shall be the act of the members. The members will vote on the bylaws, budget, dues, the election of the Board of Directors and changes to any of the aforementioned items as well as any other matter submitted to a vote of the members. A quorum of the Board of Directors consists of at least fifty percent (50%) of the Board of Directors including one (1) officer. A quorum of the Executive Committee consists of at least fifty percent (50%) of the members of the Executive Committee.

ARTICLE VI Voting

SECTION 1. VOTING. Voting on any question or in any election may be by voice unless the chair of the meeting shall order or any member shall demand that voting be by ballot or show of hands.

SECTION 2. ANNUAL MEETING. A Member shall be entitled to one vote on each matter submitted to a vote of the Members.

SECTION 3. REGULAR MEETINGS. At Regular Meetings of the Board of Directors, The Board of Directors each have voice and vote. Other Members have voice but no vote.

SECTION 4. IN EVENT OF A TIE VOTE. In the event of a tie vote, the President will cast the deciding vote.

ARTICLE VII
Elections

SECTION 1. NOMINATING COMMITTEE. Not less than ninety (90) days prior to the Annual Meeting, the President or Vice President(s) shall appoint, with the approval of the Board of Directors, a Nominating Committee of not less than three (3) members.

SECTION 2. NOTIFICATION. The Nominating Committee shall, not less than ten (10) days prior to the Annual Meeting, notify the Members of the names of candidates for election.

SECTION 3. CHAIRPERSON. The Chairperson of the Nominating Committee shall preside over the election portion of the Annual Meeting. With the assistance of the committee, the Chairperson shall establish the guidelines by which the elections shall be conducted.

SECTION 4. ANNUAL MEETING. At the Annual Meeting the Officers and Board of Directors shall be elected as follows: the Members shall elect the Board of Directors and then the Board of Directors shall elect the Officers.

SECTION 5. ELECTION. Board Members and Officers shall be elected by ballot. However, if there is but one nominee for office, election for that office may be by voice vote. A majority of the votes cast shall constitute an election.

SECTION 6. TERM OF OFFICE. Board Members and Officers shall serve for one (1) year. Each elected Officer may serve a maximum of two (2) years consecutively in the same office. The newly elected Board Members and Officers shall take office at the close of the annual meeting.

SECTION 7. VACANCY. Vacancies on the Board of Directors shall be filled by the remaining Board of Directors. Such appointees shall serve the remainder of the term of the individual being replaced. A vacancy in the office of President shall be filled by a Vice President by a vote by the Board Members for the remainder of the term.

ARTICLE VIII
Board of Directors

SECTION 1. GENERAL POWERS. The affairs of LEADS shall be managed by or under the direction of its Board of Directors.

SECTION 2. TENURE AND QUALIFICATIONS. Each director shall hold office for one-year terms until his or her successor shall have been elected. Directors need not be residents of the Barrington area, but must be members of LEADS.

SECTION 3. DUTIES OF DIRECTORS AT LARGE.

- a. Assist the Officers of the Board of Directors in the management, as needed, of the activities of LEADS according to the Bylaws.
- b. Serve as chairpersons of special activities as appointed by the President.
- c. Perform all other functions and duties as requested by the President or the other officers of the

Board of Directors.

SECTION 4. VACANCIES. Any vacancy shall be filled by appointment of the board. A director appointed to fill a vacancy shall be for the unexpired term of his or her predecessor in office.

SECTION 5. INFORMAL ACTION BY DIRECTORS. The authority of the Board of Directors may be exercised without a meeting upon consent of the majority of the Board of Directors in writing, setting forth the action taken.

ARTICLE IX
Executive Committee

The Executive Committee shall:

- a. Transact necessary business in the intervals between LEADS Regular Meetings.
- b. Approve the plans of work of all committees.
- c. Present a report at the regular meetings of the Board.
- d. Select an auditing committee or professional auditor.
- e. Prepare the proposed budget to be presented to the Board for adoption.

ARTICLE X
Officers

SECTION 1. OFFICERS. The officers of LEADS shall be a President, Vice Presidents (3), Treasurer, and Secretary.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of LEADS shall be elected each year by the directors at the Annual 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 Regular Meeting. Each officer shall hold office until his or her successor shall have been duly elected and qualified or until he or she shall resign or shall have been removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

SECTION 3. REMOVAL. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of LEADS would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. PRESIDENT. The President shall:

- a. Develop an agenda and preside at all Executive Committee Meetings, Regular meetings, Special meetings, and Annual meetings of LEADS and be the official spokesperson of the Board of Directors.
- b. Be empowered to sign all contracts, checks, agreements or legal documents, and has the authority to sign all correspondence written in the name of LEADS; or shall designate an officer.
- c. Have the authority to appoint and remove all committee chairpersons with the approval of the Board of Directors.
- d. Be an ex-officio member of all committees except the Nominating Committee.
- e. Coordinate the work of the officers and committees of LEADS in order that the purposes may be promoted.
- f. Perform such other duties as may be prescribed in these bylaws or assigned by LEADS.
- g. If the co-President structure is in place, then the above description applies to both co-Presidents.

SECTION 5. VICE PRESIDENTS. The Vice Presidents shall:

- a. Assist the President in the discharge of his or her duties.
- b. In the absence of the President or in the event of his or her inability or refusal to act, on a rotating basis, preside at membership, Board of Directors and Executive Committee meetings, perform all duties of the President, and assume all responsibilities and authority of the President for the remainder of the term.
- c. Oversee committees and coordinate reporting to the Executive Committee, Board of Directors and members.
- d. Perform other duties as assigned by the President, prescribed in these bylaws or assigned by LEADS.

SECTION 7. TREASURER. The Treasurer shall:

- a. Maintain an accurate and current account of LEADS monies
- b. Report on the finances of the organization at each Executive Committee, Regular and Annual meeting
- c. Support development of annual budget.
- d. Collect and deposit all funds of LEADS.
- e. Disburse funds.
- f. Pay employees and file all required payroll filings and reports.
- g. Prepare and file all required tax and corporation documents.
- h. Submit documents for annual financial review.
- i. Subject to the approval of the President, appoint assistants as needed to help conduct this office.
- j. Perform all other duties designated by the President.

SECTION 8. SECRETARY. The secretary shall:

- a. Accurately record, disseminate, and maintain the minutes of all Annual, Regular, Special and Executive Committee meetings.
- b. Be responsible for all correspondence of LEADS as assigned by the President and maintain a file thereof.
- c. Maintain records of LEADS.
- d. Subject to the approval of the President, appoint assistants as needed to help conduct this office.
- e. Perform all other duties designated by the President.

ARTICLE XI Committees

SECTION 1. COMMITTEES. The Board of Directors shall have the authority by resolution to establish committees with membership, duration, duties and responsibilities.

SECTION 2. CHAIRPERSONS. Chairpersons shall be appointed by the President with the approval of the Board of Directors. Chairpersons must be members of LEADS. Chairpersons shall manage the work of the committees and maintain records of responsibilities, timelines and accomplishments.

SECTION 3. RULES. Each committee may adopt rules for its own government consistent with these by-laws or with rules adopted by the officers.

SECTION 4. REPORTING. Chairpersons shall submit reports as needed to the appropriate Executive Committee member.

ARTICLE XII
Finance

SECTION 1. FISCAL YEAR. The fiscal year of LEADS shall be fixed by resolution of the Board of Directors.

SECTION 2. OVER BUDGET ITEMS. Any expenditure in excess of two hundred and fifty dollars (\$250) outside of budgeted line items must be approved by the Executive Committee.

SECTION 3. ANNUAL REVIEW. An annual financial review of LEADS will be conducted by at least two (2) members of the Board of Directors or a professional auditor. The financial review team shall make a report to the full Board as soon as practicable after the close of the fiscal year.

SECTION 4. COMMITTEES. Each committee chair is responsible for coordinating with the Treasurer to provide accounting to the Board of Directors in preparation for and as follow-up to their programs and activities.

SECTION 5. DEPOSITS. All funds of LEADS shall be deposited to the credit of LEADS in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 6. GIFTS. The Board of Directors may accept on behalf of LEADS any contribution, gift, bequest, or devise for the general purposes or for any special purpose of LEADS.

ARTICLE XIII
Books and Records

LEADS shall keep correct and complete books and records of account. It shall also keep minutes of the proceedings of its Members, Board of Directors, and committees. A current roster shall be kept giving the names and addresses of the members entitled to vote. The location of such records shall be designated by the Board of Directors.

ARTICLE XIV
Dues

The Board of Directors may determine the amount of initiation fee, if any, and annual dues payable to LEADS by members, if any.

ARTICLE XV
Amendments

The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in a majority vote of the membership at a Regular Meeting unless otherwise provided in the bylaws. Such action may be taken at a Regular or Special Meeting for which written notice of the purpose shall be given at least two (2) weeks in advance. The bylaws may contain any provisions for the regulation and management of the affairs of LEADS not inconsistent with law.

March 12, 2014 Approved by the Board of Directors