



**Bylaws
Of
Applied Systems Client Network, Inc. NFP**

TABLE OF CONTENTS

ARTICLE I NAME & PURPOSES.....	4
Section 1. Name	4
Section 2. Purposes	4
Section 3. Offices	4
ARTICLE II MEMBERSHIP.....	4
Section 1. Membership Qualifications	4
Section 2. Classifications	4
Section 3. Member Rights	4
Section 4. Member Resignation	5
Section 5. Member Suspension/Expulsion	5
Section 6. Member Reinstatement	5
Section 7. Rights of Proprietorship	5
ARTICLE III DUES, FEES and ASSESSMENTS.....	6
Section 1. Dues	6
Section 2. Payment	6
ARTICLE IV MEMBERSHIP MEETINGS.....	6
Section 1. Annual Meeting	6
Section 2. Special Meetings	6
Section 3. Notice	6
Section 4. Quorum	6
Section 5. Manner of Acting	6
Section 6. Electronic Communications	7
Section 7. Mail & Proxy Voting	7
ARTICLE V CHAPTERS.....	7
Section 1. Establishment	7
Section 2. Affiliation	7
Section 3. Membership	7
Section 4. Authority and Limitations	7
Section 5. Dissolution	7
ARTICLE VI COMMITTEES & TASK FORCES.....	7
Section 1. Standing Committees	7
Section 2. Special Committees, Advisory/Ad Hoc Committees & Task Forces	9
ARTICLE VII BOARD OF DIRECTORS.....	10
Section 1. Purpose	10
Section 2. Composition	10

Section 3. Qualifications	10
Section 4. Term	11
Section 5. Nomination/Election	11
Section 6. Meetings	12
Section 7. Resignation	13
Section 8. Removal	13
Section 9. Vacancies	13
Section 10. Compensation and Loans	13
ARTICLE VIII OFFICERS.....	13
Section 1. Officers	13
Section 2. Executive Committee	13
Section 3. Election	13
Section 4. Terms	13
Section 5. Vacancies	14
Section 6. Removal	14
Section 7. Resignation	14
Section 8. Duties of Officers	14
ARTICLE IX CHIEF EXECUTIVE OFFICER.....	15
ARTICLE X BYLAW AMENDMENTS.....	15
ARTICLE XI INDEMNIFICATION.....	16
ARTICLE XII DISSOLUTION.....	16
ARTICLE XIII FINANCIAL MATTERS.....	16
ARTICLE XIV ADDITIONAL PROVISIONS.....	17
Section 1. Authorization to Act on Behalf of Association	17
Section 2. Electronic Communications	17
Section 3. Severability	17
Section 4. Allied and Cooperative Relationships	17

ARTICLE I NAME & PURPOSES

Section 1. Name. The name of this corporation shall be Applied Systems Client Network, Inc. NFP (the “Association”), an Illinois not-for-profit corporation.

Section 2. Purposes. In addition to the purposes set forth in the Association’s Articles of Incorporation, as may be amended, the purposes of the Association are to support the Association’s mission and vision to be recognized as a leading resource for enhancing agency and brokerage profitability and value.

Section 3. Offices. The Association shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with that registered office and may have such other offices, within or without the State of Illinois, as the Board of Directors may determine.

ARTICLE II MEMBERSHIP

Section 1. Membership Qualifications. Membership may be granted to any corporation or other entity that: (i) meets the criteria set forth for each category of membership in the Association; (ii) shares interest in and supports the purposes of the Association; (iii) abides by these Bylaws and such other policies, rules, and regulations as the Association may adopt; and (iv) meets such additional criteria for each category of membership in the Association as the Board of Directors may establish. Individuals are not eligible for membership in the Association.

Section 2. Classifications. The Association’s membership shall be comprised of User Members and Associate Members.

(a) **User Members.** Insurance agencies/brokerages that have implemented or are implementing one or more Applied Systems, Inc., products to manage their organization’s business processes are eligible for User Membership in the Association. Each User Member shall have one (1) vote on any matter put to the membership for a vote, which shall be exercised by the principal officer or owner of such User Member. User Members may be referred to herein as the Association’s “voting members.”

(b) **Associate Members.** Corporations or other types of organizations with a primary business interest in activities benefiting User Members may be eligible for Associate Membership in the Association. Associate Members shall have no voting rights whatsoever.

Section 3. Member Rights.

(a) **User Members.**

- (i) All User Member employees (including officers and owners) may serve on and participate in the Association’s committees and task forces; serve in leadership roles on committees and task forces; hold office in the Association; and serve on the Association’s Board of Directors.
 - (ii) Notwithstanding the foregoing, User Members (including their employees) actively engaged in performing or providing consulting services may not (i) serve in leadership roles on committees and task forces; or (ii) serve on the Board of Directors. For purposes of these Bylaws, consulting services are defined as those services that directly compete with the Association. Individuals wishing to pursue committee leadership or a seat on the Board of Directors must cease providing consulting services immediately prior to and during their time in such leadership role.
- (b) **Associate Members.** All Associate Member employees (including officers and owners) may attend the Association’s meetings and conferences, and participate in the Association’s committees and task forces. Associate Members (including their employees, owners and officers) cannot (i) serve in leadership roles on Association committees and task forces; or (ii) serve on the Board of Directors.
- (c) **Voting Rights.** Notwithstanding anything set forth herein to the contrary, no member of the Association shall have the right to vote on the election of Officers or Directors, amendment of the Association’s Articles of Incorporation or Bylaws, or the merger of the Association.

Section 4. Member Resignation. Any member may resign in writing, including electronic transmission, addressed to the Board of Directors. Resignation will be effective upon receipt unless otherwise stated. Resignation will not relieve the member of the obligation to pay dues and other assessments accrued before the effective date of the resignation. No portion of any dues paid shall be refunded to the resigned member. Members who have not paid their dues within 30 days of the due date shall be presumed to have resigned from the Association.

Section 5. Member Suspension/Expulsion. The Board may censure, suspend or expel any member for cause and after a fair hearing by an affirmative vote of the majority of the board members present and voting at a duly called meeting of the Board of Directors in accordance with Association policies and procedures.

Section 6. Member Reinstatement. Members may request reinstatement in accordance with Association policies and procedures.

Section 7. Rights of Proprietorship. Membership is a privilege and not a property right. No Member will have an ownership or property right in Association funds, property or other assets.

ARTICLE III DUES, FEES AND ASSESSMENTS

Section 1. Dues. Annual dues and the dues structure shall be established by the Board and shall be paid directly to the Association in accordance with Association policies and procedures.

Section 2. Payment. Dues, fees, and other assessments will be payable on or before the membership renewal date unless the Board specifies otherwise. A member that does not pay dues, fees and other assessments within 30 days of the due date will be in default and will not be entitled to exercise rights and privileges of membership unless reinstated. Reinstatement will be allowed in accordance with Association policies and procedures.

ARTICLE IV MEMBERSHIP MEETINGS

Section 1. Annual Meeting. An annual business meeting of the voting members of the Association shall be held at such time and place as shall be determined by the Board of Directors (“Annual Meeting”).

Section 2. Special Meetings. Special meetings of the voting members of the Association may be called at the request of the Chair or a majority of the Board of Directors, or at the written request of 5% of the Association’s voting members. The time and place for holding special meetings shall be determined by the Board of Directors.

Section 3. Notice.

(a) Notice of any Annual Meeting shall state the time, date, place, and purpose of the meeting, and shall be delivered not more than sixty (60) and not less than five (5) days prior to the date of such meeting, unless otherwise required by applicable law.

(b) Notice of any special meeting of the voting members must be given within 30 days after receipt of a demand for such special meeting and the special meeting must be held within 45 days of receipt of such demand.

Section 4. Quorum. The lesser of (i) ten percent (10%) of the eligible voting members of the Association; or (ii) fifty (50) eligible voting members of the Association present in person or by proxy shall constitute a quorum for the transaction of business at any duly called meeting of the voting members, provided that if less than a quorum is present, a majority of the voting members present may adjourn the meeting to another time without further notice.

Section 5. Manner of Acting. The act of a majority or more of the voting members present (in person or by proxy) at a duly called meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Section 6. Electronic Communications. Member meetings may be held via conference call or any technologies available which would permit all to simultaneously communicate and effectively participate.

Section 7. Mail & Proxy Voting. Voting by proxy, mail or electronic means on any matter before the voting members shall be permitted to the full extent allowed by the Act. A mail, proxy or electronic vote may be called by the Board of Directors.

ARTICLE V CHAPTERS

Section 1. Establishment. Chapters may be established to represent distinct geographic areas or specific interests within the Association in accordance with these Bylaws, policies and procedures and shall work to promote and further the purposes of the Association.

Section 2. Affiliation. Each Chapter must complete the required affiliation agreement and renewal information on an annual basis and comply with the Association’s Bylaws, guidelines, policies, and procedures in order to maintain affiliation with the Association.

Section 3. Membership. Chapter membership is open to User Members and Associate Members. Chapter membership is voluntary and a member may choose to belong to any Chapter(s) of their choice.

Section 4. Authority and Limitations. Chapters will carry out the purposes of the Association and comply with these Bylaws and all of the Association’s rules, policies and regulations. Chapter bylaws, and any amendments thereto, must be approved in advance by the Board (or its designee) and must be consistent with the Association’s Bylaws, policies and procedures.

Section 5. Dissolution. Either the Association Board of Directors or the Chapter may dissolve a chapter. In instances where the Chapter initiates dissolution, the local chapter bylaws will dictate the process. Association policies and procedures will dictate the process when the Board dissolves a Chapter. Upon dissolution (for whatever reason), a Chapter’s remaining assets (after meeting any obligations) shall be distributed to the Association.

ARTICLE VI COMMITTEES & TASK FORCES

Section 1. Standing Committees.

(a) **Executive Committee.**

(i) **Composition.** The Executive Committee shall consist of the Chair, Vice Chair, Secretary/Treasurer and Past Chair.

(ii) **Meetings.** The Executive Committee shall meet at such time and place as determined by the Executive Committee or the Chair. The Chair shall serve as the Chair of the Executive Committee. In the absence of the Chair, the presiding officer shall be the Vice Chair.

(iii) **Quorum.** Three (3) members of the Executive Committee shall constitute a quorum for the transaction of business at any duly called meeting of the Executive Committee; provided that when less than a quorum is present at said meeting, a majority of the committee members present may adjourn the meeting to another time without further notice.

(iv) **Authority.** The Executive Committee shall have the authority to make such decisions and conduct such business between meetings of the Board of Directors as may be necessary in the best interests of the Association and its members. Such decisions may not be (i) contrary to established policy as previously determined by the Board of Directors; or (ii) prohibited by the Act. In addition, the Executive Committee shall have the authority to make such appropriations between meetings of the Board of Directors as may be required in the best interests of the Association and its members. Such actions shall not be contrary to such actions previously taken by the Board of Directors.

(b) **Finance Committee.**

(i) **Purpose.** The Finance Committee will oversee the Association's financial affairs and the annual audit.

(ii) **Composition.** The Committee membership will consist of up to seven (7) members as follows: (i) Secretary/Treasurer of the Association (who will serve as the Chair of the Finance Committee); (ii) Chair of the Association; (iii) Two Current Board Members (to be appointed by the Board); and (iv) up to two members at large (to be appointed by the Board).

(c) **Governance Committee.**

(i) **Purpose.** The Governance Committee is responsible for (i) assisting the Board in its interpretation of the Association's Bylaws, policies and procedures; (ii) conducting periodic reviews of the Bylaws and recommending changes to the Board when needed; (iii) reviewing governance policies and changes prior to vote by the Board of Directors; and (iv) nominating eligible individuals to stand for appointment to the Board of Directors.

(ii) **Composition.** The membership of the Governance Committee shall consist of up to 7 members as follows: (i) Immediate Past Board

Chair; (ii) two (2) current Board Members (to be appointed by the Board Chair); and (iii) up to four members at large (to be appointed by the Board Chair); and (iv) the Association CEO who shall serve as an ex officio non-voting member.

(d) **Other Standing Committees.** The Board of Directors may establish such other standing committees as it deems necessary or prudent in the exercise of its authority and responsibility as set forth in these Bylaws.

(e) **Authority/Composition/Qualifications.** The action establishing a standing committee shall set forth the committee's purpose, authority, and composition, and the qualifications required for membership on the committee. In the absence of any direction to the contrary in the authorizing action, the Chair shall appoint the Chairperson and members of all standing committees, subject to the approval of the Board of Directors. Any committee having the authority of the Board of Directors shall have members of the Board of Directors as a majority of its members. Standing Committees may be terminated or repurposed by a majority vote of the Board of Directors. The Association's Chair will serve as an ex-officio member of all committees, with the exception of the Governance Committee.

(f) **Quorum and Manner of Acting.** At all meetings of any standing committee, a majority of the members shall constitute a quorum for the transaction of business unless otherwise set forth in these Bylaws or the resolution establishing such committee. A majority vote by committee members present and voting at a meeting at which a quorum is present shall be required for any action.

(g) **Committee Vacancies.** Except as otherwise provided herein, vacancies in the membership of a committee shall be filled by the Board of Directors (or its designee(s)).

(h) **Removal of Committee Members.** Any member of a Committee may be removed by the person or persons authorized to appoint such member or a majority vote of the Association Board of Directors whenever in their judgment the best interests of the Association shall be served by such removal.

(i) **Policies and Procedures.** The Board of Directors shall develop and approve policies and procedures for the operation of all standing committees. All standing committees shall report to the Board of Directors, unless otherwise set forth in the resolution establishing such committee.

Section 2. Special Committees, Advisory/Ad Hoc Committees and Task Forces. The Chair or Board of Directors may appoint such special, advisory or ad hoc committees or task forces (collectively, "Special Committees") as are necessary or appropriate in the exercise of its authority and responsibility as set forth in these Bylaws. Special Committees shall terminate until the earlier of the fulfillment of their objective or conclusion of the fiscal year during which they are appointed unless otherwise specified by the Board at the time of establishment. The action

establishing such a Special Committee shall set forth the Special Committee’s purpose, authority and composition.

(a) **Quorum and Manner of Acting.** At all meetings of any Special Committee, a majority of the members thereof shall constitute a quorum for the transaction of business. A majority vote by committee or task force members present and voting at a meeting at which a quorum is present shall be required for any action.

(b) **Vacancies.** Except as otherwise provided herein, vacancies in the membership of a Special Committee shall be filled by appointments made in the same manner as the original appointments to that Special Committee.

(c) **Policies and Procedures.** The Board of Directors shall develop and approve general policies and procedures for the operating of all Special Committees. All Special Committees shall report and be subject to the ultimate authority of the Board of Directors.

(d) **Removal of Committee Members.** Any member of a Special Committee may be removed by the person or persons authorized to appoint such member or a majority vote of the Association Board whenever in their judgment the best interests of the Association shall be served by such removal.

ARTICLE VII BOARD OF DIRECTORS

Section 1. Purpose. The Association’s affairs shall be managed by its Board of Directors (referred to herein as the “Board” or the “Board of Directors”), which shall have supervision, control, and direction of the Association, shall determine its policies or changes therein within the limits of these Bylaws, shall actively promote its purposes, shall have discretion in the disbursement of its funds, and shall exercise all the powers conferred by the Illinois Not-For-Profit Corporation Act of 1986, as amended (“Act”) in order to accomplish the Association’s purposes and mission. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary. All powers not otherwise expressly assigned in these Bylaws, shall be vested in the Board of Directors.

Section 2. Composition. The Board will consist of not less than seven (7) or more than 12 qualified individuals with the exact number of Directors determined by the Board from time to time in accordance with Association policies and procedures. The Association’s Officers shall be elected by the Board from and amongst the members of the Board.

Section 3. Qualifications.

(a) Directors must be employees or owners of a User Member in good standing.

(b) Individuals actively engaged in performing or providing consulting services may not serve on the Board of Directors. Individuals wishing to pursue a seat on the Board must cease providing consulting services immediately prior to running for office and may not resume such activities until such time as they no longer serve on the Board.

(c) No more than one (1) individual employed by or owning a User Member or its affiliated entities (including without limitation a User Member's parent, subsidiary, brother/sister (subsidiaries of the same parent), partnership/partner, or corporation/division) may serve on the Board at the same time.

Section 4. Term.

(a) **Beginning of Term.** Terms for the Executive Committee and At-large Directors begin January 1 of the year following election.

(b) **At-large Directors.** At-large Directors will serve a three (3) year term in office, or until such time as their successors are duly elected, qualified and take office. At-large Directors may not serve more than two complete consecutive terms in office or more than eight consecutive years. The terms of the At-large Directors shall be staggered such that, to the extent possible, no more than 1/3 of the At-Large Directors shall stand for reelection each year.

(c) **Executive Committee.** Directors elected to the Executive Committee will serve one (1) three (3) year term, serving one (1) year each as Vice Chair, Chair, and Past Chair. The Secretary/Treasurer will also be a member of the Executive Committee. These terms supersede any remaining time on the Director's At-large term.

(i) *Notwithstanding anything set forth in these Bylaws to the contrary, in order to provide continuity during the time of the 2023 Chair's employment transition, the Past Chair and Secretary/Treasurer would remain static in their position for 2024 and their term on the Executive Committee would be extended an additional year. After this one-year hiatus, the terms of the Past Chair and Secretary/Treasurer would revert back to the terms as previously defined with all term limits as defined in Article VII, Section 4 (c) and (d) and Article VIII, Section 4 (a) and (b) for any new officers assuming positions within the office.*

(d) **Secretary/Treasurer.** Directors elected to the Secretary/Treasurer position will serve a two (2) year term in office, and can be re-elected for a total of three (3) consecutive terms. These terms supersede any remaining time on the Director's At-large term.

(e) **Exception.** Notwithstanding the foregoing, an individual may serve more than 8 consecutive years on the Board if such extended service is due to service as an Officer. Any exceptions to terms due to special circumstances, either due to vacancy or special request by the Chief Executive Officer, shall need to be reviewed by the Governance Committee and voted upon by the Board of Directors. A Board member may reapply to the Board after a 2 year break in service.

Section 5. Nomination/Election. The Governance Committee shall review candidates in accordance with its procedures and shall recommend qualified candidates to the Board to fill each seat on the Board that is either vacant or set to expire no later than thirty (30) days prior to the Annual Membership Meeting. The Board of Directors shall take action to approve such candidates in a manner to be determined by the Board, with such changes as it deems necessary or prudent, in its discretion. In the event the Board of Directors does not approve a candidate(s), it shall request that the Governance Committee present such additional candidates to the Board of Directors as necessary to fill each seat on the Board of Directors that is either vacant or set to expire. Upon approval of the Board, the Board shall elect the candidates presented by the Governance Committee and present the newly elected directors to the membership at the Annual Membership Meeting.

Section 6. Meetings.

(a) **Regular Meetings.** The Board of Directors may take action to set the time, date, and place for the holding of a regular annual meeting of the Board of Directors and additional regular meetings of the Board of Directors without other notice than such action.

(b) **Special Meetings.** Special meetings of the Board of Directors may be called by, or at the request of, the Chair or upon a written request to the Secretary/Treasurer of five (5) members of the Board of Directors. Notice of any special meeting of the Board of Directors shall state the time, date, and place of the meeting and shall be delivered at least ten (10) days prior to the date of such meeting.

(c) **Meeting by Conference Call.** Any action to be taken at a meeting of the Board of Directors or any committee thereof may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these Bylaws, notice of any meeting to be held by conference call (whether regular or special) may be delivered a minimum of twenty-four (24) hours prior to the meeting.

(d) **Waiver of Notice.** Notice of a Board meeting need not be given to a director who signs a waiver of notice either before or after the meeting. Meeting attendance by a director will constitute a waiver of notice and a waiver of objections to the meeting time and place and the manner in which it was called or convened, except when a director states, at the beginning of the meeting or promptly upon arrival at the meeting, an objection to transacting business because the meeting is not lawfully called or convened.

(e) **Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Directors; provided that when less than a quorum is present at said meeting, a majority of the Board of Directors members present may adjourn the meeting to another time without further notice.

(f) **Manner of Acting.** The act of a majority of Directors present at a duly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws. Voting by proxy is prohibited at Board meetings.

(g) **Action by Written Consent.** Any action requiring a vote of the Board of Directors may be taken without a meeting if a consent, setting forth the action taken, is approved by all of the members of the Board of Directors entitled to vote with respect to the subject matter thereof.

Section 7. Resignation. A Director may resign in writing submitted to the Association’s Chair. A resignation will be effective when specified in the written resignation or, if no date is specified, on the acceptance date of the resignation as determined by the Chair.

Section 8. Removal. A Director who is no longer qualified to serve on the Board shall immediately be removed and replaced by the Board. A Director may also be removed at any time with or without cause by a two-thirds affirmative vote of the Board of Directors at any regular or special meeting at which a quorum of the Board is present, and in accordance with Association policies and procedures.

Section 9. Vacancies. The Board of Directors may direct the Governance Committee to recommend a qualified individual to fill any Board vacancy and the Board of Directors shall consider the candidate for appointment by the Board. A Director elected pursuant to this Section shall hold their position for the remainder of the original term for which he or she was elected to fill.

Section 10. Compensation and Loans. Board members shall not receive compensation for service on the Board. Nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity and receiving compensation therefore. The Association will not make loans to Directors.

ARTICLE VIII OFFICERS

Section 1. Officers. The Officers of the Association shall be a Chair, Vice Chair, Secretary/Treasurer and Past Chair (collectively, the “Officers”).

Section 2. Executive Committee. The Chair, Vice Chair, Past Chair and Secretary/Treasurer will serve as the Executive Committee. The Executive Committee is principally created to provide continuity of leadership. The Executive Committee has no authority to vote as a group or make decisions on behalf of the Board. At the end of the Chair’s term, the Chair will automatically succeed to Past Chair and the Vice Chair will automatically succeed to Chair. A minimum of one year prior experience serving on the Association’s Board is required before a Director can be elected to the Executive Committee.

Section 3. Election. The Vice Chair and Secretary/Treasurer shall be elected by the Board of Directors from amongst the members of the Board of Directors at least 30 days prior to the Annual Meeting. Board members that have served on the board for six (6) consecutive years are not eligible to stand for election to the office of Vice Chair or Secretary/Treasurer.

Section 4. Terms.

(a) **Executive Committee.** Directors elected to the Executive Committee will serve one (1) three (3) year term, serving one (1) year each as Vice Chair, Chair, and Past Chair. This term supersedes any remaining time on the Director's At-large term.

(b) **Secretary/Treasurer.** Directors elected to the Secretary/Treasurer position can serve up to three (2) year terms in office. This term supersedes any remaining time on the Director's At-large term.

(c) **Commencement.** The term of all Officers shall begin January 1 after the Annual Meeting following their election.

Section 5. Vacancies.

(a) If, Vice Chair, or Secretary/Treasurer becomes vacant, the Chair, working in conjunction with the Governance Committee, will slate an Officer from the Board to fill the vacancy. This candidate will be elected by the Board.

(b) If the Chair becomes vacant, the Vice Chair will automatically succeed to Chair.

(c) If the Past Chair becomes vacant, it will remain vacant until the Chair completes his/her term.

Section 6. Removal. An Officer who's employer is no longer a voting member in good standing of the Association shall be immediately removed and replaced by the Board. Any Officer may be removed from office at any time with or without cause by a two-thirds affirmative vote of the Board of Directors at any regular or special meeting at which a quorum of the Board is present, and in accordance with Association policies and procedures.

Section 7. Resignation. An Officer may resign in writing submitted to the Association Chair. A resignation will be effective when specified in the written resignation or, if no date is specified, on the acceptance date of the resignation as determined by the Chair. In the case of the resignation of the Association Chair, the resignation will be submitted to the Secretary/Treasurer who will refer such resignation to the Board.

Section 8. Duties of Officers.

(a) **Chair.** The Chair will preside over Association and Board meetings and supervise Association governance on behalf of the Board. The Chair will also perform other duties the Board assigns.

(b) **Vice Chair.** The Vice Chair will act under the Chair’s direction, to assist in the Chair’s performance of his/her duties. In the Chair’s absence, the Vice Chair will preside. The Vice Chair will also perform other duties the Board assigns.

(c) **Secretary/Treasurer.** The Secretary/Treasurer shall be the principal financial officer and shall have charge of and be responsible for the maintenance of adequate books of account for the Association; shall have charge and custody of all of the Association’s funds and securities, and be responsible therefore, and for the receipt and disbursement thereof; shall deposit all Association’s funds and securities in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; shall perform the duties normally expected of the secretary and treasurer of an Illinois not-for-profit corporation, including seeing that all notices are duly given in accordance with applicable law, the Articles of Incorporation, and these Bylaws; be custodian of the corporate records; keep minutes of the meetings of the Board of Directors; keep a record of the mailing address of each voting member; and perform such other duties as may be assigned by the President or the Board of Directors. The duties of the Secretary/Treasurer may be assigned by the Board of Directors in whole or in part to the Association’s Chief Executive Officer, or his or her designee(s).

(d) **Past Chair.** The Past Chair will perform duties assigned by the Chair. The Past Chair will also perform other duties the Board assigns. In the Chair and Vice Chair’s absence, the Past Chair will preside.

ARTICLE IX CHIEF EXECUTIVE OFFICER

The administrative and day-to-day operation of the Association shall be the responsibility of a salaried staff head responsible to the Board of Directors. The salaried staff head shall have the title of “Chief Executive Officer” (or such other title as the Board of Directors shall determine).

The Chief Executive Officer shall have the authority to (i) manage the Association and implement board policies; (ii) hire and dismiss all association staff, consultants and contractors, except the CPA firm the board retains to perform audits of the association annually; (iii) sign leases, checks and other legal documents as needed according to the guidelines of the Association’s Financial Policy Document, unless the Board specifies otherwise; (iv) employ and may terminate the employment of staff necessary to carry out the work of the Association; and (v) carry out such other duties as may be specified by the Board of Directors. The Chief Executive Officer shall be an ex-officio non-voting member of the Board of Directors and all of the Association’s committees and shall act in an advisory capacity at all meetings.

ARTICLE X BYLAW AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority vote of the Directors then in office at any regular or special meeting. Any proposed amendment shall be submitted to the Board in writing, at least thirty (30) days before the meeting at which it is to be acted upon.

ARTICLE XI INDEMNIFICATION

The Association shall indemnify all past and present Officers, Directors, employees, committee members, and all other Association volunteers to the full extent permitted by the Act, and shall be entitled to purchase insurance for such indemnification of Officers and Directors to the full extent as determined by the Board of Directors.

ARTICLE XII DISSOLUTION

Section 1. Approval. The Board may adopt a resolution recommending dissolution of the Association and directing that the question of dissolution be submitted to a vote at a regular or special meeting of the User Members. Written notice stating that the purpose of such meeting is to consider dissolving the Association must be given to each User Member in accordance with member meeting notice provisions in these Bylaws and the Act.

Section 2. Distribution of Assets. In the event of the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the remaining assets of the Association (except any assets held by the Association upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of the Association in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986, as amended (the “Code”) or the corresponding provisions of any future United States Internal Revenue statute, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes in such manner, or to such organization or organizations that are organized and operated exclusively for such purposes, as said court shall determine.

ARTICLE XIII FINANCIAL MATTERS

Section 1. Fiscal Year. Unless modified by the Board, the Association’s fiscal year will be the calendar year.

Section 2. Annual Budget. A budget showing anticipated revenue and expenses will be adopted annually by the Board.

Section 3. Accounting/Association. Accounting will conform to recommended practices of the American Institute of Certified Public Accountants. The Secretary/Treasurer will provide comparative period financial reports to the Board at regular meetings or as the Board determines.

Section 4. Independent Audits. The Board will provide for an annual audit of the Association's books and records by an independent auditor. Results of such audit will be reported by that auditor to the Board.

Section 5. Bonding. The Board will be furnished a fidelity bond for faithful performance of their duties, in such form and amount as the Board approves. The Board may also secure a bond for other Association employees.

ARTICLE XIV ADDITIONAL PROVISIONS

Section 1. Authorization to Act on Behalf of Association. Except as otherwise provided by the Board or the Chair, only the Chair may take official action, make a public statement, or otherwise hold himself or herself out to the public as authorized to act on behalf of the Association.

Section 2. Electronic Communications. Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

Section 3. Severability. If a portion of these Bylaws is legally determined to be invalid, the remainder of these Bylaws will remain valid and the invalid provision may be replaced with a valid provision through the amendment procedure.

Section 4. Allied and Cooperative Relationships. The Board may promote cooperative relationships with other groups, institutions or entities that further Association objectives. The Board will approve policies and procedures to govern those relationships. The Board will develop and implement Allied or Cooperative Agreements.