# Updated February 8, 2018

# Article 1: Name

The name of this organization shall be the ROUND LAKE AREA B.E.S.T (Bringing Everyone’s Strengths Together), Incorporated.

# Article II: Purposes

The purposes of the organization shall be to:

1. Endorse or sponsor activities for youth that will promote a positive self-image.
2. Endorse or sponsor activities that will positively impact the community.
3. Provide networking opportunities for those interested in enhancing the Round Lake Area thru partnerships that strengthen the community.

# Article III: Membership

 **Section 1:** Membership in this organization shall be open to all organizations and individuals who support its purposes

**Section 2:** Membership may be representational of an individual, family, organization or agency.

**Section 3:** The Membership Committee will present new applicants. The Executive Board will approve or deny the acceptance of new members.

**Section 4:** Membership will consist of organizations and individuals.

1. **Voting members:** Will complete a membership application andpay annual membership dues. There are no pro-rations for joining midyear.
2. **Guests and/or non-voting members:** Shall be eligible to participate in any general B.E.S.T. meetings but are not eligible to vote on any question(s) brought before the general membership.
3. Organizations and agencies will pay one membership fee and will have one vote regardless of how many organizational members participate in the BEST meetings
4. Individuals and families will pay a membership and will have one vote, regardless of how many family members participate in the BEST meetings

**Section 5:** The Executive Board may, upon a majority vote, terminate the membership of any organization or individual at any time by returning that person's current dues. Justification for termination of membership may include but is not limited to:

1. Working against the mission of BEST
2. Using the BEST logo/name to promote any event/position/program that BEST has not endorsed by vote of the Executive Board/Membership

# Article IV: Dues

## Section 1: Dues are to be paid by those individuals/organizations who choose to be voting members and who wish to be eligible to hold office.

**Section 2:** Annual Dues will be set by the Executive Board in November.

## Section 3: Dues shall be payable upon joining B.E.S.T. and then due at the June meeting of each year thereafter.

**Section 4:** Dues are not pro-rated for joining mid-year.

# Article V: Officers

 **Section 1:** The officers of this organization shall be a President, Vice-President, Treasurer and Secretary.

**Section 2:** Elections for officers shall be held at the May meeting of odd-numbered years with new officers seated immediately following the election. Any dues-paying individual or organizational representative who has been a member for one year is eligible to hold office.

**Section 3:** Officers shall be elected for the term of two years by majority vote of those present at the May meeting of odd-numbered years. Officers shall not hold the same office for more than two successive terms.

# Article VI: Duties of Officers

 **Section 1:** **President:** Subject to the direction and control of the Executive Board, the President shall have general supervision, direction and control of the business and affairs of the organization and shall perform all duties incident to the office of President and other such duties as may be assigned by the Executive Board. The President shall preside over all meetings of B.E.S.T. and the Executive Board and be an ex-officio member of all committees. The President shall prepare an agenda for the regular monthly meetings and provide the Secretary with a copy in a timely manner. The President shall appoint the Chairpersons of all special/adhoc committees, with the approval of the Executive Board, and supervise directly or indirectly their work. The President shall present an annual budget and set of goals at the July Executive meeting for discussion and approval by the Executive Board. The Executive Board will present an approved annual budget and set of goals to members at the August General Meeting.

**Section 2:** **Vice President:** The Vice President shall perform the duties of the President in the absence of the President and other such duties as may be assigned by the Executive Board. The Vice President shall succeed to the office of President, in case of a vacancy in that office.

**Section 3:** **Secretary:** The Secretary shall handle the correspondence of B.E.S.T. and maintain complete and accurate written records of the proceedings of all meetings of the membership and Executive Board. The Secretary shall maintain all original, permanent records of the minutes and shall be the custodian of all non-financial records and/or documents of B.E.S.T. The Secretary shall provide the membership with a meeting agenda and minutes of the preceding meeting prior to the regular monthly meetings. The Secretary shall also notify members of the slate of officer nominations as described in Article V, Section 2. The Secretary will send out written/electronic notice of a proposed change to the Bylaws at least 14 days prior to a General Meeting, as is described in Article XII, Section 2.

**Section 4:** **Treasurer:** The Treasurer shall receive all revenues of B.E.S.T. and shall maintain a complete and accurate account of all funds and disbursements. The Treasurer shall deposit and disburse all such funds. The Treasurer shall provide the membership with a monthly report of receipts and disbursements. The Treasurer shall make the books available for audit at the end of the fiscal year as well as prepare any tax returns required by law. An Executive Board review of the financial records shall be conducted no later than July 1st of any given year by an ad hoc audit committee appointed by the B.E.S.T. President. A written report shall be given to the President upon completion of the audit for approval at the July Executive Board meeting. The Treasurer shall distribute the approved annual report listing all receipts and disbursements by budget categories to the membership at the August meeting of each year. The fiscal year shall be from May 1st through April 30th of the following year. Any request for reimbursement must be submitted within 90 days of receipt to be paid. Any disbursements made by the Treasurer shall be co-signed by another B.E.S.T. officer.

**Section 5:** **Removal:** An Officer may be removed for cause by a vote of two-thirds (2/3) of all Executive Board members.

**Section 6:** **Immediate Past-President:** The outgoing President of the organization shall hold the title of Immediate Past-President and shall serve as an officer on the Executive Board.

**Section 7:** **Compensation:** Officers shall not receive compensation for their services.

# Article VII: Executive Board

 **Section 1:** **Enumeration:** The Executive Board shall consist of the four elected officers, the immediate past-President, and the Chairpersons of all Standing Committees.

**Section 2:** **Authority:** The affairs of the organization shall be managed by its Executive Board. The Executive Board shall have the authority to serve on and to appoint other members to serve on the Bylaws/Nominating Committee. The Executive Board shall also have the authority to approve other committee appointments consistent with the purposes of this organization. The Executive Board shall develop and implement activities and events for the BEST coalition, and coordinate fundraising events to furnish the income and resources needed to support B.E.S.T. activities and programs. The Executive Board will evaluate and approve grant applications. The Executive committee will appoint one of the Executive Board members to coordinate the Community Empowerment Grant process.

**Section 3:** **Executive Board Meetings**

1. Meetings of the Executive Board shall be held once a month.
2. The President or a member of the Executive Board will call special meetings, as necessary, with 48 hours’ notice, by written/electronic notice to the Executive Board members indicating purpose, time and place.
3. Members of the Executive Board may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and such participation in a meeting shall constitute presence in person at the meeting.

**Section 4:** **Quorum:** A majority of the Executive Board or a majority of the Officers shall constitute a quorum.

**Section 5: Absenteeism of Executive Board Member**: Upon accruing two consecutive unreported absences from Executive Board meetings, the Secretary will send a letter to the member(s) requesting notification of intent. Failure to respond or a third unreported absence will be considered as a withdrawal from the Executive Board. A new member will be appointed to complete the term.

**Section 6:** **Vacancies**: Executive Board vacancies will be filled by persons appointed by the Executive Board for the unexpired term, with the exception of the President. The Vice President shall succeed the President until the next election. The Executive Board shall then appoint a person to the office of Vice President for the unexpired term

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# Article VIII – General Meetings

**Section 1: General Membership Meeting:** A monthly general membership meeting shall be held. The date, time and location shall be determined by the Executive Board and approved by the general membership.

**Section 2: Special General Meeting:** The President, upon a majority vote of the Executive Board, either electronically or in person, may call a Special General Meeting as necessary with one week’s written/electronic notice to membership indicating purpose, time, and place.

**Section 3:** **Quorum:** A quorum shall consist of not less than 25 percent of the voting membership.

**Section 4:** **Voting:** An affirmative vote of the majority of a quorum of members present and voting at the time shall be necessary to approve any action on business before the Board. No member shall vote on a question in which he/she has a direct personal or fiduciary interest.

# Article IX – Corporate Standing

This organization shall be incorporated as a not-for-profit corporation under Section 501.c.3 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

# Article X – Duties of Standing Committees

**Section 1: Creation of Committees:** The Executive Board has the authority to designate standing committees and appoint committee chairpersons. The appointed committees shall have such powers as the Executive Board may delegate to the extent permitted by law. The Chairpersons of the Standing committees will have a two-year term; the terms will end on the even numbered year.

**Section 2: Bylaws/Nominating Committee**:

1. The Executive Board will appoint The Bylaws/Nominating Committee. This committee shall be responsible for making sure all bylaws are followed and deadlines are met as outlined in the bylaws. A second duty of the Bylaws/Nominating Committee will be to review the organizational Bylaws, at least annually, and make recommendations for any revisions to the Executive Board.
2. A further duty of this Committee is to recommend nominees for the elected (officer) positions; President, Vice-President, Secretary and Treasurer.
3. The nominations shall be submitted in writing/electronically to the membership before the April meeting of odd numbered years Additional nominations may be made from the floor at the April meeting of odd numbered years.
4. All nominees shall have given consent to the nominations. Dues-paying members will become eligible for nomination to become an officer after 1 year of membership and will become the voting member for his or her organization, if applicable.
5. The Committee will screen possible prospective nominees as to their ability to meet established requirements of the Office and their willingness to serve.
6. Nominations, whether nominated by the board or by the floor, will be closed the end of the April General Meeting.
7. The Secretary will notify all members in writing/electronically of the list of nominees to the membership, in writing 14 days prior to the bi-annual May Meeting of odd numbered years.

**Section 3:** M**embership Committee:** This Committee shall be responsible for identifying, recruiting and orienting new members to B.E.S.T. It shall also be responsible for maintaining a current membership database, including a current contact list in an electronic communication program, and working with the Treasurer in assuring the collection of annual membership dues. This Committee shall further be responsible for determining special and appropriate awards or recognition of members from time to time.

**Section 4:** **Fundraising Committee:** This committee will coordinate fundraising events to furnish the income and resources needed to support B.E.S.T. activities and programs.

**Section 5:** **Public Awareness Committee:** This Committee shall provide leadership in dissemination of information on B.E.S.T. activities and programs through the utilization of multi-media for the purposes of information sharing, advocacy and support. This committee will actively liaison with community organizations and municipalities both to promote BEST and to seek support to further BEST’s mission. This committee is responsible for marketing the community empowerment grants that are distributed by BEST.

**Section 6:** R**eporting to the Executive Board:** Each Standing Committee Chairperson shall present a committee report at each Executive Board meeting and provide input to the organization President for dissemination at all general meetings.

# Article XI – Parliamentary Authority

**Section 1:** ROBERT’S RULES OF ORDER shall govern the conduct of business in all cases in which they are applicable and not in conflict with the bylaws of B.E.S.T.

# Article XII – Amendments

**Section 1:** Any amendment to the organization’s Bylaws may be proposed in writing by any member of the organization to the Bylaws/ Nominating Committee for review and make recommendations to the Executive Board for approval.

**Section 2:** Following Executive Board review and approval, any proposed amendment to the Bylaws along with the date it is to be voted upon, shall be presented in written/electronic form to the entire general membership at least 14 days prior to the meeting at which it is to be voted upon and a two-thirds (2/3) vote of the quorum present at such general membership meeting shall be required for ratification.

# Article XIII – Dissolution

**Section 1:** Upon the dissolution of the corporation, the Executive Board shall, after payment of or making provisions for the payment of all of the liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under Section 501.c.3 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United states Internal Revenue Law), as the member of the Executive Board shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**Section 2:** Under no circumstances shall any of the property or assets of this organization during the existence and/or upon dissolution thereof be distributed to any officer or individual member of B.E.S.T.

\_\_\_\_\_\_Jim DiDonato\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_February 8, 2018\_\_\_\_\_\_\_\_

 President Date

\_\_\_\_\_\_Deanna Olmem\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_February 8, 2018\_\_\_\_\_\_\_\_

 Secretary Date

Original Bylaws Adopted on April 9, 1998

Last saved by Monday, July 28, 2003

Updated – June 14, 2007

Updated – August, 2009

Updated - November, 2010

Updated - August 26, 2016

Updated - January 20, 2017, Kathy Myers

Updated - February 8, 2018, Jim DiDonato