

Articles of Incorporation

The purpose or purposes for which the corporation is organized are:

To operate exclusively for scientific, educational, pleasure, social, welfare, and recreational purposes primarily for its members and incidentally for the benefit of the public generally, in the promotion and pursuit of canoeing, kayaking and directly related activities including the establishment, maintenance and preservation of canoe trails and natural water courses; and including the conservation of natural resources; and also to engender and maintain an ecological awareness in its members and the public generally in support of these activities.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (A) by a corporation exempt from Federal income tax under section 501(C)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (B) by a corporation, contributions to which are deductible under section 170 (C)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the 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 or organizations under section 501(C)(3) or the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

The corporation shall have such powers as are now or may hereafter be granted by the General Not for Profit Corporation Act of the State of Illinois.

Bylaws of Prairie State Canoeists

Article I—Purposes

The Purpose of the corporation as stated in its CERTIFICATE OF INCORPORATION are to operate exclusively for scientific, educational, pleasure, social, welfare, and recreational purposes primarily for its members and incidentally for the benefit of the public generally, in the promotion and pursuit of canoeing, kayaking and directly related activities including the establishment, maintenance and preservation of canoe trails and natural water courses, and including conservation of natural resources; and also to engender and maintain an ecological awareness in its members and the public generally in support of these activities.

The corporation also shall have such powers as are now or may hereafter be

granted by the General Not-For-Profit Corporation Act of the State of Illinois.

Article II—Offices

The corporation shall have and continuously maintain in this state a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or without the State of Illinois as the Board of Directors may from time to time determine.

Article III—Members

Section 1. Classes of Members. The corporation shall have two classes of members. The designation of such classes and the qualifications of the members of such classes shall be as follows:

A. Individual: Which shall consist of those persons constituting the original

Board of Directors and such other persons 21 years of age or older as shall be elected by the Board of Directors from time to time.

B. Family: Which shall consist of family groups comprised of parent, or parents, and the children of such parent, or parents, including adopted children, or any other persons residing at the same address, as shall be elected by the Board of Directors from time to time. [Amended 10/05]

Section 2. Election of members.

Members shall be elected by the Board of Directors. An affirmation vote of a majority of the Directors present shall be required for election. [Amended 10/05]

Section 3. Voting Rights. Each membership shall be entitled to one vote on each matter submitted to a vote of the members.

Bylaws (cont.)

Section 4. Termination of Membership.

After notification of a hearing, the Board of Directors may, by affirmative vote of two-thirds (2/3) of all the members of the Board, suspend or place on probation a member for cause, after an appropriate hearing, and will, by a majority vote of those present at the regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership. [Amended 10/05]

Section 5. Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessment or other charges theretofore accrued and unpaid.

Section 6. Reinstatement. Upon written request (signed by a former member and filed with the Secretary), the Board of Directors may, by the affirmative vote of two-thirds (2/3) of the members of the Board, reinstate such former member to membership, upon such terms as the Board of Directors may deem appropriate.

Section 7. Transfer of Membership. Membership in this corporation is not transferable or assignable.

Article IV—Meetings of Members

Section 1. Annual Meetings. Two (2) annual meetings of the members shall be held, in the spring and fall of each year, beginning with the year 1971, for the purpose of electing directors and for the transaction of such business as may come before the meeting. The spring meeting will be held primarily for the planning the year's activities; the Fall meeting will be held primarily for the election of officers for the succeeding year and will be considered the regular annual meeting for the business purposes of the club.

Section 2. Special Meetings. Special Meetings may be called by the president, the Board of Directors, or not less than one tenth (1/10) of the members having voting rights.

Section 3. Place of Meeting. The Board of Directors may designate any place either within or without the State of Illinois as the place for any annual or special meeting. If no designation is made, the

place of meeting shall be the registered office of the corporation in the State of Illinois, provided, however, that if all or a majority of the members of the club shall meet at any time and place (either within or without the State of Illinois) and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting and corporate action may be taken.

Section 4. Notice of Meetings. Written or printed notice, stating, the place, day and hour of any meetings of members shall be delivered personally, or by mail or by electronic communication to each member entitled to vote at such meeting, not less than five or more than forty days before such meeting. In case of a special meeting, the purpose of the meeting shall be stated in the notice. If mailed, the notice of the meeting shall be deemed delivered when deposited in the United States mail addressed to the members at his address as it appears on the records of the corporation, with postage thereon paid. [Amended 10/05]

Section 5. Informal Action by Members. Any action required to be taken at a meeting of the members of the corporation, or any other action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of the members entitled to vote with respect to the subject matter thereof.

Section 6. Quorum. The members holding one-tenth (1/10) of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 7. Proxies. At any meeting of members, a member entitled to vote may vote either in person or by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy.

Article V—Board of Directors

Section 1. General Powers. The affairs

of the corporation shall be managed by its Board of Directors.

Section 2. Number, tenure and Qualifications. The number of directors shall be nine (9), in addition to the Officers. Directors shall be elected and appointed by the membership. Directors need not be residents of the State of Illinois. An officer of the club may be a director. Initially, the terms of three directors shall be for three (3) years each and four (4) directors shall initially have a term of two (2) years each. Thereafter, each director shall hold office for a term of two (2) years or until his successor is appointed and qualified. A director shall be a member of the club. All elected Officers shall be members of the Board. [Amended 10/05]

Section 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this Bylaw, immediately after, and at the same place as, the annual Fall business meeting of the membership. The Board of Directors may provide by resolution the time and place, either within or without the State of Illinois, for the holding of additional regular meetings of the board without notice other than such resolution.

Section 4. Special Meeting and Notice Thereof. Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Illinois, as the place for holding any special meeting of the Board called by them. Notice of any special meeting shall be given at least two (2) days previously thereto by written notice delivered personally or sent by mail or by electronic communication to each director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business

Bylaws (cont.)

because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws. [Amended 10/05]

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of the directors are present at said meeting(s), a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these Bylaws.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors. A director elected to fill a vacancy shall serve for the unexpired term of his predecessor in office.

Section 9. Compensation. Directors shall receive no compensation for services, but shall be entitled to reimbursement for corporate costs and expenses expended on behalf of the club.

Article VI—Officers

Section 1. Officers. The officers of the corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Treasurer, a Secretary, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary. The

office of President shall, in the alternative, be known as “Chair.” The office of first Vice President shall be known as “Co-Chair.”

Section 2. Election and Term of Office. Officers are to be elected at the Annual Fall Business meeting for a term of two (2) years. The Co-Chair will serve the first year as Co-Chair and the second year as Chair. No officer may serve more than one (1) consecutive term. [Amended 10/05]

Section 3. Vacancies. A vacancy in any office because of death, resignation, or any other reason, may be filled by the Board of Directors for the unexpired term of the office.

Section 4. President—Chair. The President/Chair shall be the principle executive officer and shall in general, supervise and control all business and affairs of the corporation. He shall preside at all meetings of the members and the Board. He may sign, with the Secretary or any other proper officer authorized, any instruments which the Board of Directors have authorized.

Section 5. First Vice President/Co-Chair. In the absence of the Chair, or in the event of his inability or refusal to act, the Co-Chair shall perform the duties of the Chair, and when so acting shall have all of the powers of and be subject to all restrictions on the Chair.

Section 6. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with surety of sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give all such moneys in the name of the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board

of Directors. The Treasurer shall keep a roster of all members with current contact information. He will present the records for audit when so directed, and will have the records available to the general membership at the Annual Fall Meeting. [Amended 10/05]

Section 7. Secretary. The Secretary shall keep the Minutes of the meetings of the members and of the Board of Directors, in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these By-Laws; and, in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. [Amended 10/05]

Article VII—Committees

Section 1. Committees. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors, in the management of the corporation; but, the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him by law.

Section 2. Term of Office. Each member of a committee shall continue as such until the next Annual Fall meeting of the members and the Board of Directors of the corporation and until his successor is appointed, unless the committee is sooner terminated, or unless such member shall cease to qualify as a member of the club.

Section 3. Chair. One member of each committee shall be appointed “Chair.”

Section 4. Vacancies. Vacancies in the membership of any committee may be filled by appointment made in the same

manner as provided in the case of the original appointments.

Section 5. Quorum. Unless otherwise provided in the resolution of the Board of Directors declaring a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present shall be an act of the committee.

Section 6. Rules. Each committee may adopt rules for its own government not inconsistent with these By-Laws or with the rules adopted by the Board of Directors.

Section 7. Nominating Committee. A Nominating Committee of five (5) members will be convened by the co-chair not later than the end of June. The chair of Prairie State Canoeists will not be a member of the Nominating Committee or attend any of its meetings; the co-chair may be a member. The committee will elect a chair of the Nominating Committee at its first meeting. The committee membership and the call for nominations will be published in the newsletter, issue #5 (the August/September issue). Any member in good standing may nominate himself or herself, or any other member in good standing, for an open position.

A slate of proposed officers and directors to fill open positions shall be submitted to the membership at the annual fall meeting. Election of officers and directors will take place at the annual meeting and the election will be conducted in accordance with Parliamentary procedures. The nominating committee will be discharged after its work is done. [Amended 10/05]

Article VIII—Contracts, Checks, Deposits and Funds.

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agents 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. The corporation shall not own or operate real estate.

Section 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 Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or Chair of the corporation.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

Section 5. Operating Fund Surplus. The Board of Directors, at the Annual Fall Business meeting, will make recommendations or accept from the members of the corporation recommendations as to the payment of surplus corporate funds, as donations to such not-for-profit organizations and entities that carry on activities in the promotion of the purposes for which this club or corporation is organized. The corporation, through its Board of Directors, is authorized to make such payments.

Article IX—Certificates of Membership

Section 1. Certificates of Memberships. The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation which shall be in such form as may be determined by the Board. Such certificates shall be signed by the Treasurer. The name and address of each member and the date of issuance shall be entered on the records of the corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Directors may determine.

Section 2. Issuance of Certificates. When a member has been elected to membership and has paid any initiation fee and dues that then may be required, a certificate of membership shall be issued in his name and delivered to him by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of section 1 of this article.

Article X—Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep Minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep that the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent, at any reasonable time at a place determined by the Chair.

Article XI—Fiscal Year

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

Article XII—Dues

Section 1. Annual Dues. The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation.

Section 2. Payment of Dues. Dues shall be payable upon application of membership and on an annual basis and date as determined by the Board of Directors. [Amended 10/05]

Section 3. Default and Termination of Membership. Any members who have not paid their annual dues by the date specified by the Board of Directors shall be considered to have voluntarily resigned. [Amended 10/05]

Article XIII—Seal

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporation Seal, Illinois."

Article XIV—Waiver of Notice

Bylaws (cont.)

Whenever any notice whatever is required to be given under the provisions of the General Not-For-Profit Corporation Act of Illinois, or under the provisions of the Articles of Incorporation of the By-Laws of the corporation, a waiver thereof (in writing) signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XV—Amendments to Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, provided that at least two (2) days written or electronically communicated notice is given of intention to alter, amend or repeal or to adopt new By-laws at such meeting. Ten percent (10%) of the members may submit to the Board (in writing) a proposal to amend, alter, repeal or to adopt new Bylaws at the next meeting of the Board. Such meeting will be held within the provisions of this article. [Amended 10/05]

Article XVI—Parliamentary Procedure

The parliamentary guide for conducting meetings of this corporation shall be “Roberts Rules of Order.”

Article XVII

Notwithstanding any provision of the Corporation Charter or Bylaws, it is the intent of the membership, directors and officers of this corporation that the corporation be exempt from the application of all Federal Tax Laws and that the corporation in no sense be deemed a “private foundation” under the Internal Revenue Code of the 1969 Federal Tax Reform Act, or be subject to taxation under the terms of said Act or in the future do any acts or carry on any activities that may cause the corporation to be considered a private foundation or subject to the terms of the 1969 Federal Tax Reform Act.

Article XVIII

The purpose clause stated in paragraph five of the Articles of incorporation, in its entirety, is incorporated herein be reference.

Article XIX

Section 1. Appointees. The Chair shall have the authority to appoint a Training Coordinator(s), Webmaster(s), Newsletter Editor(s) and other such individuals, as from time-to-time the Chair deems necessary for the good and proper operation of the Corporation. The Appointees shall serve at the discretion of the Chair, and shall perform such duties and responsibilities as directed by the Chair. [Amended 10/05]

Section 2. Ex Officio Members of the Board. The Training Coordinator(s), Webmaster(s), and Newsletter Editor(s) shall be ex-officio Board members. [Amended 10/05]

Section 3. Voting by Ex-Officio Board Members. Ex-officio Board members shall have authority to cast a full vote (as a team when there are co-chairs) at Board meetings. [Amended 10/05]

Standing Resolutions on Operating Procedures

Regarding Eligibility to Run for Office and the Board:

Nominees for the board must have been a member of the club for a minimum of two years. Nominees for chair and co-chair must have been a member of the club for a minimum of four years or have two years prior experience on the board. Nominees for other offices must have been members of the club for a minimum of two years. [4/11/99]

Regarding Liveries:

We reaffirm the club policy not to link the club with liveries. The availability of liveries may not be announced in the newsletter. A trip leader may provide a phone number for a livery if requested. [3/21/99]

Policy Regarding Trips and Points:

Points will be awarded to members, in good standing, for participating in PSC

sanctioned events. These events must be:

1. Led by a PSC member.
2. Open to all other PSC members.
3. Announced in the PSC newsletter or on the PSC web site and/or message board.
4. Have a trip report and sign-in sheet filed by the leader. Trip leaders must send in their hard copy trip participant sheets through standard mail and in a timely manner in order for the trip to count for points. All trip participants must sign the trip sheets. Trip leaders are encouraged to type out names of participants in advance on the trip sheets whenever possible. If names and signatures on the trip sign in sheets are difficult to read, the trip leader is asked to clarify the information as a courtesy to the co-chair who is recording the points. Even if a trip list is e-mailed, the hard copy must still be received by the co-chair for the trip to count.

5. A non-commercial event involving actually paddling boats in water as a group, or be organizational support for a PSC sanctioned event (i.e., booths or staffing an event).

Other Resolutions:

The Prairie State Canoeists membership list may not be reproduced or used for any commercial purpose without written permission from the Board of Directors. [1/15/89]

There is to be only one trip leader and one co-leader designated on each trip. [1/15/89]

Members are reminded that anyone listed as a co-leader should be qualified to take over in a trip leader's absence. The rule, however, still applies that all trip leaders' family members get double points, but only TWO INDIVIDUALS are to be listed

as leader and co-leader. This will be reinforced at the trip leaders' meetings. [11/18/95]

To award a one-time trip leader patch to all designated trip leaders and co-leaders, to be awarded at the Fall Dinner. [1/15/89]

Regarding Pool Sessions: Participants will receive one (1) point credit, the instructors double points, provided the following criteria are met: (1) The course must be sponsored by a PSC member; (2) appear in the newsletter; (3) open to all PSC members; and (4) a report sent to the newsletter following the event. The Board stressed that this resolution does not apply to courses offered by instructors or organizations other than Prairie State Canoeists. [10/01/96]

Sign-in sheets and trip report forms will be available in printable form on the web site. [3/02/03]

Up to 10 ACA certified instructors may have individual expenses of up to \$55.00 each reimbursed by PSC for participating in PSC training programs. [11/13/04]

PSC will become an affiliate member of IPC for 2005. [1/22/05]

Posting of a trip announcement on the web site or listserv will enable the trip to be an official PSC trip as long as all other criteria are met. [1/22/02]

Resolutions pertaining to Board operations and directives

Regarding the Contents of the directory: The newsletter editor is instructed to get the tentative master trip list out as soon as possible after the trip leaders' meeting with the tentative list being published in publication #2 (Feb-Mar). The master list will be published in the directory. [3/21/99]

Regarding the Newsletter:

All action items from a board meeting will be published in the newsletter. (This instead of publishing the entire minutes of the meeting. The sentiment was to keep the newsletter costs down by not publishing unnecessary stuff, while still informing the membership of the board activity.)

Regarding depositing our documents

in an archival repository:

The board authorized Peg Strobel to negotiate with the Regional History Center at Northern Illinois University (Cindy Ditzler, Curator, Regional History Center, Swen Parson Hall, Northern Illinois University, DeKalb, IL 60115-2854, 815-753-1779). [9/25/99]

So that the archives receives PSC materials on an ongoing basis, The Regional History Center address should be added to the list of those groups that receive complementary copies of the newsletter and the directory.

If the board decides to authorize the appointing of a historian, that person would be responsible for seeing that a set of essential documents is (or has been) mailed to the Regional History Center at the conclusion of each PSC year (that is, after the fall dinner). These essential documents include, for example: newsletter, directory, minutes of the meetings, important correspondence, but *not* financial records

The historian might do this him/herself, or may just ensure that the secretary, newsletter editor, and/or chair has sent these materials to the RHC. [9/25/99]

Miscellaneous Resolutions:

An audit of the club's books will be performed after each election by the out-going and in-coming Chair, Secretary, and Treasurer. [1/15/95]

Bylaws committee recommended that each board member have a copy of the bylaws and be familiar with them prior to taking office. [10/31/91]

Prepare detailed job descriptions (board could appoint individual or committee to do this) and make up booklet or manual for new officers containing bylaws, job descriptions, guidelines, etc. (10/31/91)

Hold special meeting of new and old officers and directors immediately after elections to go through manual so everyone understands jobs and procedures. (10/31/91)

It was decided that a current newsletter would be included in the new member packet. (10/24/93)

After the first newsletter of the year (#2,

Feb-Mar), no newsletters will be sent to members who have not renewed.

PSC will purchase our own web site server space for \$10.00/year. [11/10/02]