



# **Corporate Bylaws Kankakee County Hispanic Partnership, Inc.**

## **Mission Statement**

The Kankakee County Hispanic Partnership, a collaborative group of individuals, agencies and organizations, strives to enable and empower the Hispanic community by providing access to available resources and services that will improve the quality of life for Kankakee County residents.

*Adopted: June 17, 1999  
Last Revised: May 28, 2009  
Last Revised: March 24, 2011*

# Corporate Bylaws Kankakee County Hispanic Partnership

*Revised: November 11, 2002*

*Revised: May 28, 2009*

## Amended and Restated Bylaws of the

### Kankakee County Hispanic Partnership Inc.

*(Last amended and restated by the Board of Directors in March 24, 2011)*

## Article I

### NAME

**Section 1.1 Name.** The name of the corporation shall be the Kankakee County Hispanic Partnership, Inc., referred to hereinafter in these Bylaws as “the Corporation”.

## Article II

### PURPOSE

**Section 2.1 Purpose.** The purposes of the Corporation are:

- a. To reduce the language barriers which currently exist within the Hispanic community in order to improve communications within the Kankakee River Valley area and to achieve greater access to available resources at large (e.g.: business, education , health and service agencies).
- b. To support the best possible health care system and quality of life for people of the Kankakee River Valley, with a focus on the Hispanic community.
- c. To develop and/or enhance plans of economic assistance and development for the Hispanic community within the Kankakee River Valley.
- d. To identify opportunities for community and family involvement for the Hispanic community, enabling them to fully participate in community programs.

## Article III

### CORPORATE OFFICERS and BOARD of DIRECTORS

**Section 3.1. Officers/Board of Directors.** The Corporation shall have four corporate Officers: 1) Chairperson; 2) Vice-Chairperson; 3) Secretary; 4) Treasurer. Each Officer shall also serve on the Board of Directors of the Corporation. There shall be a total of seven members on the Board of Directors, which shall include each of the four corporate Officers plus three members-at-large, who ~~is~~ are voting members. The Officers and additional voting members-at-large shall hereinafter be referred to collectively as the Board.

**Section 3.2. Appointment and Term of Office.** Each Board member shall be elected annually by the members and shall be nominated for a specific Officer position including members-at-large. Each Board member shall hold office until the next annual meeting or until his/her successor has been duly elected and qualified for the position.

**Section 3.3 Mid-Term Replacements.** A vacancy occurring in any of the Board's positions between annual meetings may be filled by a majority vote of those present at the nearest scheduled open meeting. In case of an emergency, the Board may choose an interim member to serve in the capacity of the needed Board member until the nearest scheduled open meeting.

**Section 3.4 Board Members' Duties as Officers.** Each Board member is a fiduciary of the Corporation and shall be responsible for the management of the Corporation as well as for the care and maintenance of corporate property. Board members shall have the binding authority to determine whether any act of the Corporation does not sufficiently comply with the Corporation's stated purposes as listed in Article II of these Bylaws. Board members have the exclusive authority to represent the Corporation in its operating capacity. The Board members shall establish rules and procedures for forming and/or terminating contracts on behalf of the Corporation. Each meeting of the Officers shall be designated a Board meeting unless specifically noted as otherwise by the Officers.

**a. Chairperson.** The Chairperson shall have all the duties which that position would customarily require under Illinois law. The Chairperson shall chair all corporate meetings. The voting membership may assign duties and powers to the Chairperson as they become necessary for the running of the Corporation.

**b. Vice Chairperson.** The Vice Chairperson shall have all the duties which that position would customarily require under Illinois law. The Vice Chairperson shall act as Chairperson on those occasions when the Chairperson is absent or under other circumstances permitted by the Chairperson. The voting membership may assign duties to the Vice Chairperson as they become necessary for the running of the Corporation.

**c. Secretary.** The Secretary shall have all the duties which that position would customarily require under Illinois law. The Secretary shall send appropriate notice or waivers of notice for all meetings held by the Corporation. The Secretary shall also be responsible for preparing agendas and other materials for all the meetings of the Board, for the preservation of all records, reports and minutes of the Corporation. The voting membership may assign duties to the Secretary as they become necessary for the running of the corporation.

**d. Treasurer.** The Treasurer shall have all the duties which that position would customarily require under Illinois law. The Treasurer shall ensure that true and accurate accountings of the financial transactions of the Corporation are made at corporate meetings. Reports of such transactions are presented to such representatives as the Board designates.

**e. Members-at-large.** The duties of the members-at-large shall be to attend Executive Committee meetings and to perform such duties which are requested by the Executive Committee or the chairperson. Members -at-large are elected voting members of the Corporation and represent the general membership on issues of interest or concern, particularly those that arise outside of the standing committee structure.

**f. Removal of Officers and/or Board Members.** A Board member may be removed from office only for cause by a quorum vote of all voting members at any regular or special meeting of the Corporation called expressly for that purpose.

Cause is defined as one or more of the following: three or more unexcused absences from meetings, and/or failure to abide by the by-laws and/or failure to fulfill responsibilities of office and membership.

## Article IV

### MEMBERSHIP

**Section 4.1. Membership Qualifications.** The membership of the Kankakee County Hispanic Partnership shall be open to individuals and agencies supportive of the Kankakee County Hispanic community.

**Section 4.2 Membership Entitlements.** Each member is entitled to attend open meetings of the Corporation and participate in open discussions of the Corporation's activities.

**Section 4.3. Membership Classes.**

Members are separated into two classes: voting members and nonvoting members.

**a. Nonvoting Members.** A member shall be designated a nonvoting member unless that member pays annual dues to the Corporation.

**b. Voting Members.** Members who pay annual dues to the Corporation have the right to vote in any open meeting of the Corporation, to propose voting on issues of concern to the Corporation or amendments to these Bylaws, to participate in committees formed by the Board of Directors, and to be nominated and to serve as Officers and/or Board members of the Corporation. The amount of annual dues shall be approved at each annual meeting. Failure of a voting member to pay dues shall change the member's status to that of a nonvoting member.

**Section 4.4. Membership Roster.** The organization shall keep an up-to-date roster of all members' names, telephone numbers, and addresses. This shall be maintained by the Secretary or other member appointed by the Secretary or the Chairperson. The Roster shall be kept current on a quarterly basis.

## Article V

### MEETINGS

**Section 5.1. Annual Meeting.** The annual meeting of the membership shall be held during the first quarter of the fiscal year of the Corporation at the principal business office of the Corporation or at such other place as may be designated from time to time by the Board, at such hour as may be designated in the notice. All members of the Corporation shall receive written notice at least two (2) weeks in advance of the annual meeting. The notice shall contain an agenda including the election of officers and/or Board members, chairpersons, the presentation of an annual report and consideration of any necessary business. The purpose of the annual meeting shall be:

- (a) to recommend for approval the budget of the Corporation;
- (b) to recommend for approval the goals of the Corporation;
- (c) to elect officers and members-at-large
- (d) to transact such other business as may be desirable.

**Section 5.2 Open Meetings.** In addition to the annual meeting, the Board shall hold regular meetings of the membership on at least a bimonthly basis at the principal business office of the Corporation or at such other place as may be designated by the membership. Said meetings shall be held pursuant to a predetermined schedule approved by the membership.

**Section 5.3 Special Meetings.** Special meetings of the membership may be called by the Board, and such Special Meetings shall be for voting members only and shall concern issues relating to the operation and policies of the Corporation. Notice of special meetings shall be made in the same manner as described in Section 5.4.

**Section 5.4 Notice.** For all open meetings of the membership, a written or printed notice of the meeting shall be delivered (Personally, by mail, telephone, electronic or facsimile) to each member giving reasonable, timely notice and stating the place, date and hour of the meeting. For all special meetings and when otherwise required by law, notice of the meeting shall be given not less than five (5) days nor more than forty (40) days before the date of the meeting unless a different time period for the giving of the notice is required by law.

If mailed, such notice shall be deemed to have been given when deposited in the United States mail, postage prepaid, directed to the member's address as it appears on the records of the Corporation. If notice is given by facsimile, such notice shall be deemed to have been given when the facsimile is transmitted. If notice is given by electronic mail (e-mail), such notice shall be deemed to have been given when the e-mail is transmitted. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken unless otherwise required by law.

**Section 5.5 Action by Unanimous Consent.** Waiver of notice of any Board meeting or of any Board action by unanimous written consent shall be valid if executed as required by the Illinois Not-For-Profit Corporation Act.

**Section 5.6 Meeting by Conference Telephone.** Members of the Board or of any committee of the membership may participate in and act at any meeting of such Board or committee by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, provided that minutes of the telephone conference are kept in the same manner as other meetings. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the person or persons participating.

**Section 5.7 Quorum.** Any issue, apart from those exceptions expressly stated in the Bylaws which shall be voted on by the voting members, shall require a quorum (or simple majority) of all qualified voting members to be present for the vote and/or to have already voted by proxy. Any member vote which does not meet quorum requirements based on the current membership rolls shall be void.

**Section 5.8 Proxies.** Each member entitled to vote at a meeting of members or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for him or her by proxy at such meeting. Notification of such proxy shall be in writing to the board chairperson at least twenty-four (24) hours before the meeting commences.

**Section 5.9 Procedure.** Roberts Rules of Order Revised (latest Edition) shall govern procedure at all meetings of the Board of Directors.

## Article VI

### **COMMITTEES**

**Section 6.1. Executive Committee.** The Executive Committee, which is a committee of the board, shall consist of the four principal officers of the corporation, and the three members-at-large. Any committee chairperson may request an audience at any Executive Committee meeting. The Executive Committee serves in such capacity until the next annual meeting of the board of directors. The president shall serve as the chairperson of the Executive Committee and shall preside at all of its meetings. Except to the extent prohibited or limited by these by-laws or by resolution of the board of directors, the Executive Committee may exercise the authority of the board of directors at such times as the board is not in session.

**Section 6.2. Standing Committees.** Standing Committees shall be composed of a minimum of four (4) persons, who will be voting members from the Corporation unless specified otherwise. This number shall include a Chairperson of the committee. The Chairperson of the Corporation has the sole power to appoint a committee Chairperson. The committee members are to be appointed by the Chairperson of the Committee. Standing committees shall consist of a committee for: Advocacy, Cultural Heritage & Arts Preservation, Healthcare, Economic Assistance and Community Development, Transportation, Community and Family Involvement, Education, and Fundraising and Marketing.

**Section 6.3. Budget, Finance & Planning Committee.** There shall be a Finance, Budget & Planning Committee composed of not less than three (3) voting members. One (1) committee member shall be the Treasurer of the Corporation and shall serve as the Chairperson of the committee. The Budget, Finance & Planning Committee shall provide for the general operation and scheduling and allocation of funds as well as overseeing the solicitation and development of financial resources for the ongoing operations of the Corporation and shall provide direction for accounting practices and periodic audits of the Corporation's records.

**Section 6.4. Special Committees.** Special Committees may be created or terminated at any time by motion of the voting membership. A special committee shall be limited in its activities to the accomplishment of the tasks for which it was appointed and shall have no power to act except as specifically conferred by action of the members. Upon completion of the tasks for which created, a special committee shall stand terminated. A special committee shall also be terminated upon membership vote if the special committee is unable to fulfill its purpose.

**Section 6.5. Committee Procedures.** Each committee shall record minutes of its deliberation, recommendations and conclusions, and shall promptly deliver a copy of such minutes to the office of the Chairperson and Secretary of the Board. Reasonable notice of the meetings of any committee shall be given to the committee members thereof and to the Chairperson of the Corporation. The committee Chairperson may invite to any committee meeting such individuals he or she may select, who may be helpful to the deliberations of the committee. A majority of the members of each committee shall constitute a quorum for the transaction of business and acts of a

majority of the members. No committee shall have the power of employing any person for, or on behalf of the Board, or to incur any expense, unless specifically authorized by the Board. Committee chairpersons are appointed for a term of one year.

## **Article VII**

### **CONTRACTS and EMPLOYMENT of STAFF**

**Section 7.1. Contracts and Employment of Staff.** The Board shall be empowered to enter into such contractual arrangements and to employ such staff as it deems necessary to conduct the work of the Corporation. The signature of the Chairperson of the Corporation shall be required for contracts involving day-to-day operation of the corporation. Contracts involving major purchases, hiring, or decisions above the level of daily operations must be approved by and signed by at least four of the seven Board members, one of whom must be the Chairperson of the Corporation.

## **Article VIII**

### **FINANCES**

**Section 8.1. Incorporation.** The Corporation shall be incorporated as a Not-For-Profit Corporation under the laws of the State of Illinois.

**Section 8.2. Fiscal Year.** The fiscal year of the Corporation shall commence on January 1 of each year and end on December 31 of each year.

**Section 8.3 Grants** Board members shall have the authority to seek and accept grants and gifts from public and private sources on the federal, state and local levels, in furtherance of the Corporation.

**Section 8.4. Audit.** In the discretion of the board of directors, the corporation may engage an independent certified public accountant to audit or review the financial statements.

**Section 8.5. Check and Drafts** All checks, drafts or orders for the payment of money shall be signed by two (2) members of the Board.

## **Article IX**

### **CONFLICTS of INTEREST**

**Section 9.1. Statement of General Policy.** These Bylaws recognize that both real and apparent conflicts or interest of dualities of interest (hereinafter referred to as "conflicts") naturally sometimes occur in the course of conducting the Corporation's daily affairs. A conflict as used in these Bylaws refers only to personal, proprietary interests of the persons covered by this policy and their immediate families and not to philosophical or professional differences of opinion. Conflicts occur because the many persons associated with the Corporation should be expected to have and do in fact generally have multiple interests and affiliations and various positions of responsibility within the community. Sometimes a person will owe identical duties to two (2) or more organizations conducting similar activities.

Conflicts are undesirable because they potentially or apparently place the interest of others ahead of the Corporation's obligations to its corporate purposes and to the public interest. Conflicts are also undesirable because they often reflect adversely upon the persons involved and upon the institutions with which they are affiliated, regardless of the actual facts or motivations of the parties. The long range best interests of the Corporation, however, do not require termination of all association with persons who may have real or apparent conflicts if a prescribed and effective method can render such conflicts harmless to all concerned.

**Section 9.2. Disclosure Policy.** The Corporation's affirmative policy shall be to require that each voting member shall disclose any real or apparent conflicts of interest promptly and fully to the Board (or in the case of conflicts of interest regarding Board members, an additional disclosure shall be made to the voting members). The member shall immediately resign any elected or appointed position held in the Corporation upon his or her knowledge of a possible conflict of interest pending an investigation by the Board. Furthermore, the member shall waive all the rights of his or her status as a voting member pending the Board's investigation.

**Section 9.3. Investigation of Conflicts.** The Board shall promptly investigate all conflicts of interest and shall determine whether such conflicts are of sufficient gravity to warrant revocation of the member's voting status as well as any other corporate positions held by the member. The Corporation expressly prohibits active involvement in the affairs of the Corporation by members having direct conflicts of interest in those affairs. After its investigation, the Board shall determine the permitted level of participation of members disclosing indirect conflicts with the Corporation on a case-by-case basis.

## **Article X**

### **DISSOLUTION**

**Section 10.1 Dissolution.** In the Event of a dissolution of the Corporation, and in the event of remaining funds after all creditors of the Corporation have been paid, the Corporation shall distribute, in any proportions considered prudent, all of the remaining assets to organization(s) that qualify as an exempt organization or organization under the Internal Revenue Code of 1954 (or the corresponding provision of any further United States Internal Revenue Law). Amounts and proportions to be distributed shall be determined by the voting members. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, and awarded to exempt organizations bearing as close a purpose to the Corporation's stated purposes as can be found locally.

## **Article XI**

### **INDEMNIFICATION**

**Section 11.1. Basic Indemnification.** The Corporation shall indemnify each of its Officers, Members, Employees, Agents, and Committee members against all expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit, claim or proceeding in which they are made parties, due to any act or omission made while in the capacity of an Officer, Member, Employee, Agent

or Committee member of the Corporation, provided that such action, suit, claim or proceeding does not find him or her to be guilty of or liable for willful misconduct in the performance of his or her duty. Indemnification shall not extend to any settlement agreements which are predicated on the existence of willful misconduct. Ultra vires acts shall not be indemnified unless the individual can make a showing to the Board that he or she reasonably believed that he or she had the legal authority to make such act. The right of indemnification shall not be deemed exclusive of any right, or rights, to which a member, officer, employee, agent or committee member may be entitled to under any Bylaw, board motion, and agreement or otherwise.

**Section 11.2. Insurance of Risk.** The Board shall have the authority and obligation to purchase and maintain insurance on behalf of any and all of its present and former Officers, Members, Committee Members, Employees or Agents against any liability or settlement based on liability asserted to have been incurred by them by reason or being or having been Officers, Members, Committee Members, Employees or Agents of the Corporation, subject to the limitations in Section 11.1.

## Article XII

### AMENDMENTS

**Section 12.1. Amendments.** These Bylaws may be amended by the affirmative vote of a simple majority of voting members present at any open meeting of the Corporation, provided that a quorum of 2/3 of the voting members are present for the meeting. Written notice of any proposed amendment to the Bylaws shall be given to all members not less than ten (10) days prior to any meeting in which the proposed amendment of amendments are to be considered.

Adopted by the Board of The Kankakee County Hispanic Partnership, at Kankakee, Illinois.

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Chairperson

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Secretary

Signed: March 24, 2011

Adopted: June 17, 1999  
Revised: November 11, 2002  
Craig Culver, Provena Health

Last Revised: *May 28, 2009*