

ILLINOIS STATE SOCIETY OF WASHINGTON, D.C.

BYLAWS



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## ARTICLE I – NAME

The name of this organization shall be the Illinois State Society of Washington, D.C. (the “Society” or “ILSS”).

The Society is a nonprofit membership organization operating in a manner consistent with Section 501(c)(4) of the Internal Revenue Code, as amended, and applicable law.

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## ARTICLE II – PURPOSE

The Illinois State Society is a nonprofit, volunteer, membership organization dedicated to promoting the history, culture, science, technology, commerce, education, agriculture, sports, and social traditions of Illinois, and advancing civic engagement and social welfare consistent with its mission.

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## ARTICLE III – MEMBERSHIP

### SECTION 1 – ELIGIBILITY

Any person may be admitted to membership who:

- (a) is a current or former legal resident of Illinois;
- (b) has current or past employment or educational ties to Illinois;
- (c) has close family affiliation with Illinois; or
- (d) supports the purposes of Illinois or the Society.

### SECTION 2 – CATEGORIES OF MEMBERSHIP

There shall be six categories of membership:

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1. **Individual** – Individual members whose dues are current shall be entitled to one vote on matters submitted to the voting membership.
2. **Young Professional** – Individuals under the age of thirty-five (35) shall be eligible for a reduced membership rate and shall be entitled to one vote on matters submitted to the voting membership.
3. **Corporate** – Any corporation, business, trade organization, or association with ties to or operations in Illinois may join the Society. The number of voting members associated with a Corporate membership shall be determined by the Board of Directors based on dues level or Board policy.
4. **Congressional** – Any member of the Illinois Congressional Delegation may join the Society, including United States Senators and Representatives. A Congressional office may join as a team membership, which may include staff and interns. Individuals covered by a team membership may upgrade to an Individual or Young Professional membership.
5. **Sponsor** – Sponsor members are organizations that have paid a sponsorship fee to support the Society. Membership benefits shall be determined by the Board.
6. **Honorary** – A person who has rendered exceptional service to the Illinois State Society may be recognized as an Honorary Member upon a majority vote of the Board of Directors at a meeting with quorum present. Honorary members shall be entitled to privileges determined by the Board and shall be exempt from dues while serving in honorary status.

### **SECTION 3 – APPLYING FOR MEMBERSHIP**

Application for membership may be made electronically or in writing. Membership shall become effective upon receipt of applicable dues or other approval as determined by the Board.

### **SECTION 4 – MEMBERSHIP YEAR**

The membership year shall run annually from January 1 through December 31.

### **SECTION 5 – MEMBERSHIP DUES**

Membership dues shall be set by the Board of Directors.

Dues notices may be sent electronically or by other reasonable means at least thirty (30) days prior to the new membership year.

Dues for the coming membership year should be paid by February 1. Memberships may be considered delinquent after April 1, at which time membership may be suspended or terminated in accordance with Board policy.

Membership dues may be received at any time during the membership year and shall cover membership through the end of that membership year unless otherwise stated by the Board.

## **SECTION 6 – MEMBERSHIP RECORDS AND ADMINISTRATION**

Membership records and lists may be maintained electronically form as determined by the Board of Directors.

Administrative matters including, but not limited to, membership certificates, cards, incentives, recognition programs, and related benefits shall be determined by the Board.

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# **ARTICLE IV – BOARD OF DIRECTORS**

## **SECTION 1 – PURPOSE AND AUTHORITY**

The affairs of the Society shall be vested in, governed by, and conducted under the direction of the Board of Directors.

## **SECTION 2 – DUTIES**

The Board of Directors is responsible for governance, fiduciary oversight, legal compliance, strategic planning, preservation of assets, and the long-term success of the Society.

The Board’s duties include, but are not limited to:

1. Oversight Responsibilities
  - Ensure alignment with mission and legal obligations
  - Approve key policies and governance practices
  - Oversee major risks, compliance matters, and internal controls
  - Monitor organizational performance and accountability
2. Strategic Direction
  - Approve mission, vision, and strategic priorities
  - Participate in long-term planning
  - Review major fundraising opportunities and challenges
  - Monitor progress against strategic goals
3. Financial Stewardship
  - Approve budgets and major expenditures
  - Review financial performance and sustainability
  - Oversee audits as needed, tax filings, and financial controls, as appropriate
  - Safeguard assets and ensure responsible use of resources

### **SECTION 3 – TERMS, ATTENDANCE, VACANCIES, AND REMOVAL**

Directors shall be elected for one-year terms beginning January 1 following the Annual Meeting. Directors may be reelected.

Directors are expected to attend regular Board meetings, the Annual Meeting, and Society events and programs. Failure to attend or participate in three consecutive Board meetings without notice to the President or Secretary may be deemed a voluntary resignation, subject to Board determination.

Any vacancy on the Board may be filled for the unexpired portion of the term by majority vote of the remaining Directors.

In the event of a vacancy in the office of President, the Board shall appoint a qualified Director, including a Vice President, to serve the unexpired term.

No person shall serve as President for more than two consecutive elected terms unless approved by the Board under extraordinary circumstances.

Any Director or Officer may be removed for cause by a three-fourths vote of the Board or by a majority vote of voting members at a duly called membership meeting.

### **SECTION 4 – COMPENSATION**

Directors shall receive no compensation for service as Directors.

Directors may be reimbursed for properly authorized expenses incurred on behalf of the Society upon submission of documentation and in accordance with Board policy to the treasurer.

### **SECTION 5 – NOMINATIONS**

The Governance Committee, composed of at least five ILSS members selected by the Board, shall meet to prepare a thoughtful slate of proposed Directors for the following year.

The Governance Committee shall be chaired by the Vice President of Governance or, in the event of a vacancy, a designee appointed by the President.

The proposed slate shall be voted on by the Board at the November Board meeting and then distributed to voting members in advance of the Annual Membership Meeting.

Additional nominations may be made from the floor at the Annual Membership Meeting.

If there is a contested election for Director positions, voting shall be by secret written ballot or secure equivalent voting method approved by the Board.

## **SECTION 6 – ELECTION**

Directors elected at the Annual Membership Meeting shall take office on January 1 following election.

## **SECTION 7 – STRUCTURE**

The Board of Directors shall consist of such voting and non-voting positions as established by these Bylaws or by Board resolution.

Voting positions may include:

### Executive Committee

President

Secretary

Treasurer / Vice President, Finance

Vice President, Governance

Vice President, Programs and Events

Vice President, Communications and Public Relations

Vice President, Development

Vice President, Membership

Immediate Past President

### Liaisons

National Conference of State Societies Liaison

Congressional Liaison

University Alumni Liaison

Labor Liaison

Historical Liaison

### At-Large Board Members

Up to ten (10) positions

### Non-voting positions may include:

Two Congressional Co-Chairs from the Illinois Congressional Delegation, one from each major political party

Chairperson of the Illinois State Society Foundation, or designee

Liaison for the Governor of Illinois, or designee

Liaison for the Mayor of Chicago, or designee

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Representative from the Executive Branch/Presidential Administration with ties to Illinois

### **Ex-Officio Members**

Executive Director

Resource Development Consultant

*Specific responsibilities for Board positions may be further defined in Board-approved policies and procedures.*

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## **ARTICLE V – COMMITTEES**

Committees may be composed of Directors and, where approved, non-voting members.

The following standing committees may exist:

1. Executive Committee – Responsible for strategic direction, Board planning, contract oversight, and leadership guidance. Chaired by the President.
2. Governance Committee – Responsible for Board recruitment, nominations, succession planning, bylaws review, and governance policy. Chaired by the Vice President, Governance.
3. Finance Committee – Responsible for budgeting, financial reporting, audit and tax compliance, banking, insurance, and related oversight. Chaired by the Treasurer / Vice President, Finance.
4. Development Committee – Responsible for fundraising strategy, sponsorships, donor cultivation, and resource development. Chaired by the Vice President, Development.
5. Membership Committee – Responsible for recruitment, retention, recognition, and member engagement, including Young Professionals, University Alumni, and Congressional outreach. Chaired by the Vice President, Membership.
6. Programs and Events Committee – Responsible for planning and executing networking, social, cultural, joint, and embassy events. **NCSS Collaboration Subcommittee** – Responsible for identifying collaboration opportunities with partner state societies and coordinating National Conference of State Societies programs and events. Chaired by the Vice President, Programs and Events.
7. Communications and Public Relations Committee – Responsible for member communications, social media, press, website, branding, and messaging. Chaired by the Vice President, Communications and Public Relations.
8. Heritage and Archives Committee – responsible for Illinois history programming, heritage map, archives and record preservation

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The President or any three Directors may recommend creation of an ad hoc committee, subject to Board approval.

Core responsibilities of committees may be further defined in Board-approved policies and procedures.

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## **ARTICLE VI – MEETINGS**

### **SECTION 1 – RULES**

Robert’s Rules of Order Newly Revised shall govern parliamentary procedure to the extent not inconsistent with these Bylaws or applicable law.

### **SECTION 2 – TYPES OF MEETINGS**

Meetings of the Society may include:

- Annual Membership Meeting
- Midyear Membership Meeting
- Regular Monthly Board Meetings
- Special Board Meetings
- Committee Meetings

### **SECTION 3 – ANNUAL MEMBERSHIP MEETING**

The Annual Membership Meeting shall be held each December at a date, time, and place determined by the Board and may be convened in connection with the Society’s Annual Holiday Reception.

Notice stating the place, day, and hour of the Annual Meeting shall be provided to voting members not fewer than ten (10) nor more than sixty (60) days before the meeting.

Notice may be given personally, by mail, or by electronic transmission.

The proposed agenda should be provided in advance. Voting members may submit agenda items to the Secretary at least five (5) days before the meeting.

The purposes of the Annual Membership Meeting include:

1. Election of Directors
2. Reports from the President, Treasurer, and other leaders regarding Society affairs

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3. Consideration of amendments to these Bylaws when properly noticed
4. Other lawful business

Ten percent (10%) of voting members shall constitute a quorum for a membership meeting unless otherwise required by law or these Bylaws.

Unless otherwise specified, action shall be by majority vote of those voting members present and entitled to vote.

#### **SECTION 4 – MIDYEAR MEMBERSHIP MEETING**

A Midyear Membership Meeting may be called by the Board when necessary to consider amendments to the Bylaws or other Society business.

The event may be promoted socially under another title, such as a summer reception, but all official notices shall identify the meeting as the Midyear Membership Meeting.

Midyear Membership Meeting is not required and will be held as the board see fit.

All legal and written notices must refer to the event as the Midyear Membership Meeting, while the social event may be concurrently promoted as the Summer Reception.

#### **SECTION 5 – BOARD MEETINGS**

##### **Regular Monthly Board meetings**

- A. It shall be held at times and places determined by the Board and may be conducted in person or through conference telephone, video conference, or similar communications technology through which all participants may simultaneously hear one another.
- B. The regular Board meeting held in January may be designated as the Annual Planning Meeting. Its purpose may include review of the prior year, approval of goals, strategic priorities, calendar planning, and adoption of the annual operating plan and budget.
- C. After polling Board members, a calendar of monthly Board meetings will be presented at the Annual Planning Meeting. Electronic calendar invitations will be sent to all Board members.
- D. Board members will be notified of monthly meetings at least one week in advance. Notice will be provided to the Executive Committee, liaisons, and at-large Board members.
- E. The purpose of the monthly Board meetings is to conduct and carry out the business of Illinois State Society. The order of business for any Board meeting may be established by the President or the Directors, as appropriate.
- F. A majority of Directors then in office shall constitute a quorum.

- G. Board meetings may be open to members or invited presenters at the discretion of the Board.
- H. The Board may establish awards and recognitions. Unless otherwise specified, such actions require approval by two-thirds of Directors present at a meeting with quorum.
- I. Minutes of Board meetings should be distributed to Directors within 30 days after the meeting and prior to the next meeting.

### **Special Board meetings**

- A. A special Board meeting may be called by the President or by a majority of Directors.
- B. Notice of a special Board meeting shall state the time, place, method of meeting, and matters to be considered.
- C. Notice of a special Board meeting will be provided to the Directors at least one week in advance of the meeting and will include the items of business to be conducted at the meeting.

## **SECTION 6 – COMMITTEE MEETINGS**

Committees shall meet as needed to carry out their responsibilities.

All committee recommendations involving material policy or expenditures shall be subject to Board approval.

Board members are encouraged to serve on at least one committee.

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## **ARTICLE VII – AMENDMENTS**

### **SECTION 1 – REVISIONS**

These Bylaws may be revised, amended, or repealed only at an Annual Membership Meeting or a duly called Midyear Membership Meeting.

### **SECTION 2 – PROCESS**

#### **Bylaws Review and Amendment Process**

- A. The Governance Committee will meet prior to the May and November Board meetings to review the current bylaws and recommend any proposed changes to the Board.

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**B.** The Board will review any proposed changes at the May and November Board meetings. The Board may vote to approve the revisions or make additional changes.

**C.** Any approved changes will then be sent by electronic transmission to all Voting Members at least 30 days prior to the Annual Membership Meeting or a Midyear Membership Meeting.

**D.** Any Voting Member may propose a revision or amendment. If a revision or amendment is proposed at the Annual Membership Meeting or a Midyear Membership Meeting, it must receive an affirmative vote of at least 75% of Voting Members present in order to be considered for discussion.

**E.** At the Annual Membership Meeting and at a Midyear Membership Meeting, voting may be conducted by voice vote or by voting form. Upon the request of any single Voting Member, a voting form shall be provided to all Voting Members. Members must be present and cast their vote in person. No proxies will be permitted.

**F.** Any revision or amendment to the bylaws must receive an affirmative vote of at least two-thirds of Voting Members present at the Annual Membership Meeting or a Midyear Membership Meeting in order to be adopted.

**G.** Revisions or amendments will take effect immediately upon approval, unless otherwise stipulated or unless a related motion is approved by the Voting Members.

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## **ARTICLE VIII – INDEMNIFICATION**

The Society shall indemnify its Directors, Officers, committee members, employees, contractors, and agents to the fullest extent permitted by the laws of the District of Columbia.

The Society may purchase and maintain insurance for such purposes as determined by the Board.

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## **ARTICLE IX – DISSOLUTION**

Upon dissolution of the Society, after payment or provision for all liabilities, the remaining assets shall be distributed exclusively for one or more exempt purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code, or to a federal, state, or local governmental entity for a public purpose, as determined by the Board.

END

Approved by the Membership of the Illinois State Society of Washington, DC  
at the Annual Meeting /Mid Year Membership Meeting of the Society

\_\_\_\_\_  
Date \_\_\_\_\_  
President

Illinois State Society of Washington, DC

\_\_\_\_\_  
Date \_\_\_\_\_  
Secretary

Illinois State Society of Washington, DC