

# **The Prairie Club By-laws**

As of August 9, 2014

## **Article I Offices**

This corporation shall be known as The Prairie Club (“the Club”). The Club shall maintain a registered office and a registered agent, at the same location (“Club Office”), within the State of Illinois.

## **Article II Mission Statement**

The Prairie Club, founded in 1908, encourages the love of nature and participation in outdoor recreation by providing facilities and activities that allow members and guests the opportunity to experience the great outdoors. We foster a sense of community, the appreciation of the beauty of nature, and the importance of environmental conservation through the maintenance and programs of our two permanent camps, Hazelhurst and Spring Grove.

## **Article III Membership**

**Section 1. Application.** Any person 16 years of age or older may apply for voting membership to the Club upon the recommendation of two voting members and one member of the Membership Committee. The Membership Committee shall inform the general members of the names of applicants it recommends. The general membership shall have at least two weeks from the date of the mailing of the information to submit comments. After the comment period, the Club Board of Directors (“Board”) may elect the applicant to voting membership by a favorable vote of a majority of the Board.

**Section 2. Dues and classes of Membership.** The Board shall determine dues and classes of membership. The Board may establish non-voting classes of membership.

**Section 3. Delinquency.** The Club Office shall notify members of the due date of any fees or dues. The Board may determine adequate grace periods and may suspend, terminate or reinstate delinquent members.

**Section 4. Dismissal of Member.** The Board, by two-thirds vote of the entire Board, may suspend or expel any member for cause. The member shall be given 30 days notice of the charges and an opportunity to defend himself or herself before the Board prior to such action.

**Section 5. Transfer of Membership.** Membership in the Club is not transferable or assignable.

**Article IV**  
**Meetings of Members**

**Section 1. Annual Meeting.** An annual meeting of the members shall be held within six months after the end of the last fiscal year.

**Section 2. Special Meetings.** The president, the Board or at least 50 members may call a special meeting of the members.

**Section 3. Notice of Meeting.** The Club Office shall notify all members not less than 20 days or more than 60 days before a meeting of the members. The notification shall include the purpose, time and place of the meeting. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail, postage prepaid, addressed to the member at his or her address as it appears on the records of the Club. Notice may be made by regular mail, electronic mail, facsimile or other generally accepted method of communication that the Club believes will be most likely to reach the recipient(s).

**Section 4. Quorum.** At any meeting of the members, 60 votes, in person or by proxy, shall constitute a quorum. If a quorum exists, an affirmative vote of a majority of votes present or represented by proxy shall be the act of the members unless otherwise provided herein.

**Section 5. Proxies.** Each member entitled to vote at a meeting of the members may authorize another person to act for him or her by proxy, but no such proxy shall be valid after ninety days past the date of the vote for which it was originally provided. Proxies by voting members must be in writing and must be specific to the issue being voted.

**Section 6. Action by Consent.** Any action required to be taken at a meeting of members may be taken without a meeting with the signed consent of a majority of voting members. All voting members shall be notified at least five days prior to the effective date of the proposed action and notified if the action is approved.

**Section 7. Voting by Ballot.** Voting on any question or in any election may be by voice unless the chairman of the meeting shall order or any member shall demand that voting be by ballot or unless written ballot is required by these By-Laws.

**Article V**  
**Board of Directors**

**Section 1. General Powers.** The affairs of the Club shall be managed by or under the direction of its Board. No salary shall be paid to any officer or director.

**Section 2. Number, Tenure, and Qualifications.** The number of directors shall be 19. Four directors shall be elected each year for the term of three years. In addition, the Board shall include the President, the First Vice President, the Second Vice President, the Secretary, the Treasurer, the Hazelhurst Vice President, and the Spring Grove Vice President, each elected for a term of two years. Each director shall hold office for his or

her term of office and until his or her successor shall have been elected and qualified.

Directors need not be residents of Illinois. Members of the Board must be voting members of the Club.

**Section 3. Club Finances.** The board shall be responsible for the finance of the Club, for the well being of its various assets, and for the establishment of policies dealing with the Club's finances and property. It shall approve the annual operating budget of the Club, as well as all other financial transactions.

**Section 4. Board Meetings.** At any meeting of the Board, a quorum shall be a simple majority of Board members. If a quorum is not present, the Board members present may adjourn the meeting and set another meeting date. A simple majority of those present at a board meeting shall be required to take formal action. Meetings of the Board shall be held at least six times a year. Special meeting of the Board may be called by the President or by request of three members of the Board. Notice of a special meeting must be given to each member of the Board by letter, electronic communication, in person, or by telephone not less than three days prior to the meeting, except such notice may be given not less than one day prior to the meeting when the meeting is necessitated by the absence of a quorum at a previously scheduled regular or special meeting.

**Section 5. Resignation or Removal.** Any director may resign by submitting written notice of the resignation to the Secretary. Any director may be removed from office at any time, with cause, by affirmative two-thirds vote of the membership voting at any member meeting. If necessary, the Board shall be empowered to remove a director for continued conflict of interest or self-dealing, by two-thirds vote of the Board, after an appropriate hearing.

**Section 6. Vacancies.** Any vacancies occurring on the Board (other than a vacancy resulting from the normal expiration of a term of office) may be filled by the affirmative vote of a majority of the members of the Board. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor.

**Section 7. Responsibilities of Board Members.** Board members shall be expected to keep informed of the operation of the Club, and to regularly attend and participate in meetings and activities of the Club. Any Board member absent for more than 1/3 of the Board meetings in one year shall cease to be a member of the Board. Service on the Board requires commitment to the purposes and goals of the Club. If a conflict of interest arises, the Board member in conflict shall not participate in any Club action on that matter, and shall refrain from voting on the matter at any meeting of the members, the Board, or any Club committee.

## **Article VI Officers**

**Section 1. Officers.** The officers of the Club shall be a President, four Vice Presidents, a Treasurer, a Secretary, and such other officers as may be appointed by the Board. Officers whose authority and duties are not prescribed in these By-Laws shall have the authority and perform the duties prescribed, from time to time, by the Board.

**Section 2. Election and Terms of Office.** The officers of the Club shall be elected to terms of two years. The Hazelhurst and Spring Grove Camp Chairmen shall be Vice Presidents on the Board. Vacancies may be filled by the affirmative vote of a majority of the members of the Board. An officer elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor. Each officer shall hold office until his or her successor shall have been duly elected and qualified, or until his or her death, resignation or removal in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

**Section 3. President.** The President shall preside over all meetings of the Board and of the members. He/She shall have general and active management of the business of the Club, its offices and its employees, shall see that all orders and resolutions of the Board are carried into effect, and shall perform such other duties as generally pertain to that office. The President is an ex-officio member of all committees except the nominating committee.

**Section 4. Vice Presidents.** There shall be four Vice Presidents: First, Second, Hazelhurst, and Spring Grove. The four Vice Presidents shall perform the duties and exercise the powers of the president in his absence or inability or refusal to act. The President or the Board shall designate which of the Vice Presidents will assume the President's duties.

**Section 5. Secretary.** The Secretary shall attend all meetings of the Board and members and shall preserve in books of the Club true minutes of the proceedings of all such meetings. In addition, the Secretary shall perform such other duties as may be delegated by the Board or the President.

**Section 6. Treasurer.** The Treasurer shall be responsible for the custody of all of the Club funds and securities and shall keep in books belonging to the Club full and accurate accounts of all receipts and disbursements; he or she shall be responsible for all monies, securities and other valuable effects in the name of the Club in such depositories as may be designated for that purpose by the Board. The Treasurer shall be responsible for disbursing the funds of the Club as may be ordered by the Board, taking proper vouchers for such disbursements, and shall tender to the Board at its regular meetings, a summary account of all his transactions as Treasurer occurring since the last meeting of the Board.

## **Article VII**

### **Election and Letter Ballots**

**Section 1. Nominating Procedures.** On or before August 1 of each year, the Nominating Committee shall file with the Club Office a list of nominees, one for each of the Club offices and directorships to be filled at the next Club election, together with the written consent of each nominee to accept such office. A brief statement prepared by the Nominating Committee shall appear under the nominee's name in the September issue of the "Bulletin" giving information as to the identity and qualifications of each person thus nominated. In the September issue of the "Bulletin" or other timely communication, there shall be inserted, in a prominent manner, a notice to the effect that "Members' Nominating Petition" blank forms are available at the Club Office, with excerpts from By-Laws concerning the nominating procedures. Nominations, in addition to those processed by the

Nominating Committee, may be submitted by October 1 at the Club Office, either on this petition form, or by letter signed by ten or more voting members, indicating clearly the office or offices for which the nomination is made and names and addresses of the signers.

The written acceptance of each person nominated to such use of his or her name, shall be filed at the Club Office not later than October 5. Only voting members in good standing shall be eligible for nomination. Any notice required by this section, or ballot, may be made by regular mail, electronic mail, facsimile or other generally accepted method of communication that the Club believes will be most likely to reach the recipient(s).

**Section 2. Uncontested Elections.** In the event no additional nominations are submitted by the members at large, the nominees put forth by the Nominating Committee shall be deemed elected.

**Section 3. Contested Elections.** If one or more positions are contested, the Election Committee shall prepare a brief statement giving information as to the identity and qualifications of each person nominated, and indicating by an asterisk (\*) those named by the Nominating Committee. A copy of this statement and the election ballot and instructions shall be mailed together on or before November 1 to all voting members. The envelope containing this mailing shall bear the designation "election ballot enclosed" and shall be mailed first class. To be valid, returned ballots must reach the Club Office on or before November 15 or the next succeeding business day if November 15 falls on a Sunday or legal holiday. The ballots shall be counted at the Club Office by the Elections Committee on the day after the final day for receipt of the ballots (Sunday and legal holidays excepted).

**Section 4. Letter Ballots.** On all matters requiring a vote of the Club Membership, a ballot must be mailed to all voting members, stating the proposition to be voted on, a "for" and an "against" box, and a statement giving the date the ballot must be received by the Elections Committee to be valid. The time between mailing of ballots and their required return may not be less than 20 days nor more than 25 days.

## **Article VIII Committees**

**Section 1. Designation.** Committees not having and exercising the authority of the Board, may be designated or created by the Board and shall consist of such persons as the Board designates.

**Section 2. Standing Committees.** Standing committees are Elections, Finance, Membership and Nominating. Standing Committees shall be appointed by the Board as follows:

- A.** The Elections Committee shall inspect all ballots and election results, and shall report results to the Board. Ballots may be in letter, electronic mail or facsimile form. The Elections Committee shall publish results in the next "Bulletin or other generally accepted method of communicating with members at large, and shall notify newly elected officers and directors.

- B.** The finance Committee shall supervise the Club finances. It shall bond all persons having access to the Club funds in an amount to be fixed by the Board, in some surety company licensed to do business in Illinois, the premium of which shall be paid by the Club. It shall supervise all Club insurance and make recommendations to the Board, shall certify all bills in excess of budget before payment, and prepare the annual budget. Each year this committee shall recommend a person or persons qualified to audit the books and accounts of the Treasurer, and shall submit the auditor's report to the membership before the Annual Meeting.
- C.** The Membership Committee shall consider all applications for membership, complying with provisions of Article III of these By-Laws, and make recommendations to the Board. Membership Committee may adopt rules for applications for membership, subject to approval or revision by the Board.
- D.** The Nominating Committee shall perform the duties required by Article VII of these By-Laws. The Board shall endeavor to appoint members to this committee representing the various activities of the Club.

**Section 3. Activities Committees.** Activities Committees are those required to carry out the Mission Statement of the Club.

**Section 4. Camp Committees.** Camp Committees shall include Spring Grove and Hazelhurst.

- A.** The Hazelhurst Camp Council shall consist of eleven members. Six of the Council members shall be elected by the siteholders, two at each annual siteholders' meeting for three-year terms. The Chairman of the Buena Vista, Family Cottage, and Farmhouse Committees, appointed by the Board, the Hazelhurst Camp Chairman, elected by the siteholders, and the most recent available past Hazelhurst Camp Chairman shall be members of the Camp Council. The Hazelhurst Camp Council shall make the rules and regulations of the Hazelhurst Camp, subject to the approval of the siteholders and the Board. A rule only slightly altered by amendments may be approved by the siteholders and forwarded to the Board for ratification; a rule whose intent is significantly altered by amendments, as defined by Robert's Rules of Order, shall be returned to the Camp Council, which will revise the rule and at a subsequent meeting resubmit the rule to the siteholders and the Board for final approval. Proxies by siteholders must be in writing and must be specific to the proposed rules. No proxy shall be valid after thirty days past the date of the vote for which it was originally provided. The Hazelhurst Camp Chairman shall appoint a Hazelhurst Operating Committee, which shall have general charge of the camp and be responsible for its control and maintenance. The Board shall be responsible for the provisions of Campsite Leasing Agreements.
- B.** The Spring Grove Camp Council shall consist of 9 members. The Chairman and Co-Chairman of the Camp, House Maintenance, Grounds Maintenance, Pond, Equipment Maintenance, Publicity, Conservation and Playground Chairs make up the Spring Grove Camp Council. Spring Grove Camp Council members shall be

elected for three-year terms by the Spring Grove site and season pass holders at the November siteholders' meeting. The Spring Grove Camp Council shall make the rules and regulations of the Spring Grove Camp, subject to the approval of the Spring Grove site and season pass holders and the Board. A rule only slightly altered by amendments may be approved by the siteholders and forwarded to the Board for ratification; a rule whose intent is significantly altered by amendments, as defined by Robert's Rules of Order, shall be returned to the Camp Council, which will revise the rule and at a subsequent meeting resubmit the rule to the siteholders and the Board for final approval. Proxies by siteholders must be in writing and must be specific to the proposed rule. No proxy shall be valid after thirty days past the date of the vote for which it was originally provided. The Spring Grove Camp Council shall also act as the camp operating committee, which shall have general charge of the camp and be responsible for its control and maintenance. The Board shall be responsible for the provisions of campsite leasing agreements.

**Section 5. Appointment of Committee Chairmen and Members.** Immediately after the last regular meeting of the outgoing Board in December, the incoming Board shall meet to appoint committee chairmen, who in turn shall submit to the Board the names of the members of their committees at the next Board meeting. No Committee Chairman shall serve more than six consecutive years in the same position.

## **Article IX**

### **Contracts, Checks, Deposits, and Funds**

**Section 1. Contracts.** The Board may authorize any officer or officers, agent or agents of the Club, 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 Club and such authority may be general or confined to specific instances, except as otherwise provided on these By-Laws.

**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 Club shall be signed by such officer or officers, agent or agents of the Club and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer or an Assistant Treasurer and counter signed by the President or a Vice President of the Club.

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

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

**Section 5. Appropriations.** Appropriations of money for purpose other than operating expenses of the Club or maintenance of the Club property shall not be valid or binding unless approved by the affirmative vote of at least 12 members of the Board present in person at the meeting.

**Section 6. Real Property.** No real property of the Club, including Hazelhurst Camp and Spring Grove Camp, shall be sold unless the proposal and terms of the transaction are first approved by two-thirds of the Board members of record. If approved by the Board, the proposal will be sent to the voting membership for approval. At a minimum, a majority of the Club voting members must respond with a letter ballot and two-thirds of those responding members must approve the sale for it to be final. If all or a portion of Hazelhurst Camp is sold, Hazelhurst Camp lessees, or such of them as desire to do so, shall have the right of first refusal to purchase the entire tract, or that portion thereof which the Club proposes to sell, at the same price and on the same terms as are offered by any other purchaser. If all or a portion of Spring Grove Camp is sold, Spring Grove Camp lessees, or such of them as desire to do so, shall have the right of first refusal to purchase the entire tract, or that portion thereof which the Club proposes to sell, at the same price and on the same terms as are offered by any other purchaser. The Prairie Club Board of Directors may authorize the purchase and mortgage of real property with the approval of two-thirds of the Board members of record.

Mortgages, liens or encumbrances of existing Prairie Club Real Property shall be limited to a total of \$1,000,000, in the year 2014. In subsequent years, such mortgages, liens, or encumbrances shall not exceed \$1,000,000 adjusted by the cumulative change in the annual average Consumer Price Index for all urban consumers (CPI-U), as published by the federal Bureau of Labor Statistics. Mortgages, liens or encumbrances in excess of \$1,000,000 plus any CPI-related adjustment, must first be approved by two-thirds of the board members of record. If approved by the Board, the proposal will be sent to the voting membership for approval. At a minimum, a majority of the Club voting members must respond with a letter ballot and two-thirds of those responding must approve the Mortgage agreement.

**Section 7. Removal.** Any paid employee elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the Club would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

## **Article X**

### **Books and Records**

The Club shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board, and committees having any of the authority of the Board, and shall keep at the Club office a record giving the names and addresses of the members entitled to vote. All books and records of the Club may be inspected by any member, or his or her agent, for any proper purpose at any reasonable time.

## **Article XI**

### **Fiscal Year**

The fiscal year of the Club shall be fixed by resolution of the Board.

## **Article XII**

### **Waiver of Notice**



Whenever any notice 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 or these By-Laws of the Club, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

### **Article XIII Indemnification**

To the fullest extent permitted by law, the Club may indemnify and advance and pay indemnification expenses to its directors, officers, employees and agents, and to any person who is or was serving at the request of the Club as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

### **Article XIV Nondiscrimination**

The Club shall not discriminate against any person on the basis of race, religion, nationality, gender or sexual orientation.

### **Article XV Amendments**

**Section 1. Proposal of Amendments.** Amendments to these By-Laws may be proposed at any time as follows:

- A. By a voting member, in writing, at any open, annual or special meeting of the Club membership and duly seconded and carried by a majority of the voting members present in person; or
- B. In writing at any meeting of the Board, by any officer of the Club or Board member, and seconded and carried by a majority of the Board present in person; or
- C. In writing, signed by 25 voting members filing a proposal at the Club Office.

**Section 2. Board Approval of Proposed Amendments.** Proposed amendments received by the Board from a voting member or in writing must be moved, duly seconded, and carried by a majority of the Board present. Proposed amendments approved by the Board shall then be voted on by the voting members. Proposed amendments not approved by the Board shall not be presented to the voting members.

**Section 3. Voting on Amendments.** The proposed amendments shall be published in the next issue of the "Bulletin" with the call for action thereon at the next annual or special meeting. Publication of proposed amendments may also be made by regular mail, electronic mail, facsimile or other generally accepted method of communication that the

Club believes will be most likely to reach the recipient(s). A ballot shall be prepared by the Elections Committee stating the proposed amendment, with a box to be checked “for” or “against”. These ballots must be mailed to all voting members not less than 20 days before the meeting and will not be valid unless received by the Elections Committee before the meeting, if mailed, or deposited in a ballot box at the meeting. An affirmative vote by the majority of submitted written ballots will pass the amendment.

## **Article XVI**

### **Effective Date and Repeal of Previous By-Laws**

These By-Laws shall become effective August 9, 2014. All By-Laws heretofore existing are hereby expressly repealed.

**As of August 9, 2014**