

Bylaws of A.B.A.T.E. of Illinois, Inc.

Effective June 8, 1996.
As amended and approved June 8, 1996
As amended August 15, 1998
As amended October 17, 1998
As amended February 20, 1999
As amended June 17, 2000
As amended October 14, 2000
As amended December 2, 2000
As amended February 17, 2001
As amended April 7, 2001
As amended June 16, 2001
As amended June 15, 2002
As amended August 17, 2002
Grammatical Corrections April 12, 2003-ABATE PAC
As amended August 09, 2003-Products Co-Coordinator Position
Update Only December 6, 2003-Spelling & Formatting
As Amended February 21, 2004-Chapter Notification of Missed BOD Meetings
As Amended April 17, 2004-Submission of Chapter Tax Information
As amended Aug 21, 2004 - Treasurer Duties
As Amended Oct 16, 2004 – Chapter Affiliations / Exemptions
As Amended April 15, 2006 – Clarification of E-Board Officer Duties
As Amended Oct. 21, 2006 – Membership chapter affiliation
As Amended Oct. 13, 2007-Article 4. Board of Directors, Section 12. Activities
Coordinator
As Amended December 13, 2008-Article 4. Officers of the Corporation, Section 9.
State Secretary Duties
As Amended August 15, 2009-Article 4-Officers of the Corporation, Section 6-
Election or Appointment of Officers and Section 10-State Treasurer

A.B.A.T.E. of Illinois, Inc.
311 E. Main St. Ste. 418
Galesburg IL 61401
800/872-2283 309/343-6588
www.abate-il.org

TABLE OF CONTENTS

	Page
PURPOSE	4
ARTICLE 1 - PRINCIPAL OFFICE AND REGISTERED AGENT	4
Section 1. Principle Office.	4
Section 2. Registered Agent.	4
Section 3. Auxiliary Office.	4
Section 4. Trademark (s).	4
ARTICLE 2 - MEMBERSHIP OF THE CORPORATION	4
Section 1. Classes of Members.	4
Section 2. Election of Members.	4
Section 3. Termination of Membership.	5
Section 4. Transfer of Membership.	5
Section 5. Chapter Affiliation.	5
ARTICLE 3 - BOARD OF DIRECTORS	6
Section 1. General Power.	6
Section 2. Number and Election.	6
Section 3. Voting.	6
Section 4. Special Meetings.	6
Section 5. Notice.	6
Section 6. Attendance.	7
Section 7. Quorum.	7
Section 8. Board Decisions.	7
Section 9. Removal of Directors.	7
Section 10. Personal Liability of the Board of Directors.	7
Section 11. Powers and Duties.	7
Section 12. Questionnaire Vote.	7
ARTICLE 4 - OFFICERS OF THE CORPORATION	8
Section 1. Executive Board.	8
Section 2. Committees.	8
Section 3. General Power.	8
Section 4. Executive Board Veto.	8
Section 5. Officers.	8
Section 6. Election or Appointment of Officers.	9
Section 7. State Coordinator Duties.	10
Section 8. Assistant State Coordinator Duties.	10
Section 9. State Secretary Duties.	11
Section 10. State Treasurer Duties.	11
Section 11. Regional Coordinator/Co Coordinator duties.	11
Section 12. Activities Coordinator Duties.	11
Section 13. Legislative Coordinator Duties.	11
Section 14. Newsletter Coordinator Duties.	12
Section 15. Public Relations Coordinator Duties.	12
Section 16. Product Coordinator/Co Coordinator.	12

Section 17.	State Bike Raffle Coordinator.	12
Section 18.	State Office Manager.	12
Section 19.	Safety & Education Coordinator.	12
ARTICLE 5 - CHAPTERS OF THE CORPORATION		12
Section 1.	Granting of Charter.	12
Section 2.	Formation.	13
Section 3.	Chapter Charters.	13
Section 4.	Insurance.	14
Section 5.	Back patches.	14
Section 6.	Property and buildings.	14
Section 7.	Taxes.	14
Section 8.	Exemptions.	14
Section 9.	Sanctions.	14
ARTICLE 6 - POLITICAL ACTION COMMITTEE (PACs)		15
Section 1.	Formation.	15
Section 2.	State Political Action Committee.	15
Section 3.	Federal Political Action Committee.	15
Section 4.	Responsibilities.	15
Section 5.	Positions.	15
ARTICLE 7 - CONTRACTS AND/OR PROJECTS		16
Section 1.	Employees, Wages and Benefits.	16
Section 2.	Employment Positions.	16
Section 3.	Contractors.	16
Section 4.	Contracts.	16
ARTICLE 8 - AMENDMENT OF BYLAWS AND OTHER PROVISIONS		17
Section 1.	Bylaw Review Committee.	17
Section 2.	Bylaw Review Committee Duties.	17
Section 3.	Amending the Bylaws.	18
Section 4.	Miscellaneous Provisions.	18
Section 5.	Authority of the Bylaws.	18
ARTICLE 9 - OPEN BOARD MEETINGS		18
Section 1.	Open Meetings.	18

PURPOSE

Purpose. A.B.A.T.E. (A Brotherhood Aimed Toward Education) of Illinois, Inc. is organized for charitable, educational, civic, benevolent, social, and athletic purposes including for such purposes, the promotion of motorcycle use, acceptance, safety, and enjoyment. Said purposes include promoting the motorcycling interests of the corporation's members and affiliates. Said corporation is further organized to undertake such interaction, including lobbying and litigation support with various governmental bodies as may be necessary or desirable to promote the motorcycling interests of the corporation's members and affiliates.

ARTICLE 1 - PRINCIPAL OFFICE AND REGISTERED AGENT

Section 1. Principle Office.

The principle office of the corporation shall be 311 E. Main Street, Suite 418, Galesburg, Illinois 61401.

Section 2. Registered Agent.

The address of the Registered Agent of the corporation and its chapters shall be 311 E. Main Street, Suite 418, Galesburg, Illinois 61401.

Section 3. Auxiliary Office.

The corporation may establish auxiliary offices within the State of Illinois as the Board of Directors may determine from time to time.

Section 4. Trademark (s).

The name A.B.A.T.E. and A.B.A.T.E. of Illinois, Inc. is a registered service mark of A.B.A.T.E. of Illinois, Inc. and its chapters. The corporation reserves the right to regulate its use.

ARTICLE 2 - MEMBERSHIP OF THE CORPORATION

Section 1. Classes of Members.

All members of the corporation shall be of two (2) classifications. That of individual members who vote at the chapter level and those who vote at the Board of Directors meetings as the state representative of that chapter. Only the chapter representatives shall vote at the Board of Directors meetings.

Section 2. Election of Members.

Any person who meets the membership requirements, as set forth by the Board of Directors may become a member of the corporation, A.B.A.T.E. of Illinois, Inc.,

by submitting a written application, on a form approved by the Board of Directors, to the main office of the corporation. Applicants submitting written applications shall become members of the corporation upon payment of the annual membership dues. Annual membership dues are to be established by the Board of Directors of the corporation.

Section 3. Termination of Membership.

The Board of Directors, by affirmative vote of 2/3 of those members present (provided there is a quorum), may terminate a membership for cause. A member shall have the opportunity to be heard at a meeting at which the termination of that member's membership is decided. If the member cannot attend, he may provide a written statement, recorded statement, or a representative. An individual may be barred from membership for any period of time including lifetime, deemed appropriate by the Board of Directors.

Section 4. Transfer of Membership.

Membership in the corporation is not transferable or assignable to another organization or person.

Section 5. Chapter Affiliation.

Persons seeking membership in the corporation should declare an affiliation with one of the chapters chartered by the corporation. If no preference is specified by the person seeking membership, then one may be assigned by the State Office. If more than one chapter affiliation is desired, annual dues must be submitted for each affiliation and the member must declare a primary chapter.

- A) No person shall vote for chapter officers or bylaw proposals in more than one chapter in a calendar year.
- B) Members may transfer affiliation to any chapter chartered by A.B.A.T.E. of Illinois, provided that there has been no action taken against said member by the Board of Directors or the chapter with which affiliation is sought. A limit of one change per calendar year.
- C) No member may move chapter affiliation, without informing the intended chapter, including all charges from said chapter, leaving the intended chapter time to review any actions with officers of the previous chapter. Failure by the member to inform the intended chapter, prior to switching, will result in further charges or actions that can be brought by the affected chapters, together or separately.
- D) Charges and actions against a member can be upheld by the intended chapter, after a review with the officers of the previous chapter. The review must be done in a timely manner.

- E) Termination of Affiliation. A chapter may, with cause, terminate a members affiliation. Written notice of termination of a member's affiliation shall be sent to the State Office and the member at least seven (7) days prior to any hearing on that action. Any member facing such action shall be entitled to a hearing before the chapter. All Officers of said chapter shall be notified of the time, date and location of the chapter meeting where such a hearing will take place, by the chapter secretary.

ARTICLE 3 - BOARD OF DIRECTORS

Section 1. General Power.

The business and affairs of the corporation shall be conducted by the Board of Directors.

Section 2. Number and Election.

The Board of Directors shall consist of one (1) voting member from each of the corporation's chapters in the State of Illinois. A majority of each chapter's members in attendance will annually elect the representative(s) to represent them on the Board of Directors. The name of the chapter representative(s) shall be sent to the State Office in writing.

- A) Chapters may send more than one member to observe a Board of Directors meeting, but only one member shall represent the chapter at the meeting.

Section 3. Voting.

Each chapter shall have one (1) vote at a Board of Directors meeting. A member of the Board of Directors may call for a vote of the Board of Directors by a roll call or ballot. In the case of a tie vote, the State Coordinator may cast the tie-breaking vote. In the absence of the State Coordinator, the Chair of the meeting may cast the tie-breaking vote.

Section 4. Special Meetings.

Special meetings of the Board of Directors may be called by, or at the request of, the State Coordinator or any two (2) Executive Board members and shall be held at any place as the Executive Board may determine.

Section 5. Notice.

Notice of any meeting of the Board of Directors shall be given at least seven (7) days prior to the meeting by the State Coordinator, the Assistant State Coordinator or the State Secretary. All members of the Board of Directors are required to be given notice of such meetings.

Section 6 - Attendance

All Board of Director Representatives must attend meetings of the Board. If attendance is not possible, that Representative must ensure that a replacement attends the meeting to ensure that the chapter is represented.

- A) If a chapter misses two (2) consecutive meetings, all the members of the offending chapter will be notified of the absence by regular mail after the second absence, and chapters that continue to be absent will be listed in the State newsletter, without additional letters being sent to chapter members.
- B) Chapters must attend at least one meeting per calendar year. Chapters not attending at least one meeting per calendar year will face a charter review.

Section 7. Quorum.

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 8. Board Decisions.

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, unless the act of a greater number is required by law or these bylaws.

Section 9. Removal of Directors.

A majority of chapters members present may remove a Chapter's representative by vote at a chapter meeting with or without cause.

Section 10. Personal Liability of the Board of Directors.

Members of the Board of Directors shall not be liable for acts of the corporation. Liability of the corporation shall be limited to the extent of the assets of the corporation.

Section 11. Powers and Duties.

The several Directors shall have such powers and perform such duties as may from time to time be specified in resolutions or other directives of the Board of Directors.

Section 12. Questionnaire Vote - (Was deleted from the original Bylaws)

ARTICLE 4 - OFFICERS OF THE CORPORATION

Section 1. Executive Board.

There shall exist an Executive Board composed of the officers of this Corporation as set forth in Section 5. of this article, including those officers whose positions have not specifically been stated therein but have been established by action of the Board of Directors.

- A) Each Executive Board member shall have one (1) vote. Officers of the Corporation, except the State Coordinator, may appoint an assistant to take their place. An assistant cannot vote at an Executive Board meeting.
- B) Each region, whether represented by a single Coordinator or Co Coordinators shall have one (1) vote.

Section 2. Committees

The Executive Board may appoint Committees to deal with any issue the Board of Directors deems necessary. The State Coordinator and/or Assistant State Coordinator will serve in an advisory position on all committees.

Section 3. General Power.

The daily affairs of the Corporation shall be conducted by the officers of the corporation. No officer shall spend more than five hundred dollars (\$500) on a single item without the consent of at least three (3) other officers. The Executive Board shall not spend more than five thousand dollars (\$5,000) on a single item without approval of the Board of Directors. Nothing in this section shall prevent any officer from making expenditures in accordance with a budget approved by the Board of Directors.

Section 4. Executive Board Veto.

For good cause, the Executive Board may veto any action of the Board of Directors. Notification of any such veto and an explanation thereof must be made, in writing, to the Board of Directors within seven (7) business days of the action. Failure to do so shall automatically cause the veto to be null and void.

- A) Any Executive Board veto may be overridden by a 2/3-majority vote of the Board of Directors.

Section 5. Officers.

Officers of the corporation shall consist of all coordinators including State Coordinator, Assistant State Coordinator, Secretary, Treasurer, Activities Coordinator, Public Relations Coordinator, Safety and Education Coordinator,

Legislative Coordinator, Newsletter Coordinator, Regional Coordinators/Co Coordinators, Products Coordinator/ Co Coordinators, Bike Raffle Coordinator and Office Manager. The Board of Directors shall elect these officers and other officers, as it shall deem necessary, with exception of the Office Manager, which is an employee position and appointed by the Board of Directors. Such Officers shall have the authority to perform the duties prescribed in these bylaws. Any two (2) or more offices may not be held by the same person. The officers will not be voting members of the Board of Directors. In the event of a tie vote of the Board of Directors, the State Coordinator may cast the tie-breaking vote.

Section 6. Election or Appointment of Officers.

The Officers of the corporation shall be elected annually, in the month of December, by a majority of the Board of Directors present provided there is a quorum.

- A) Regional Coordinators/Co Coordinators. Regional Coordinators/ Co Coordinators shall be elected by a majority of the Directors from chapters in that region.
- B) New offices may be created by a majority vote of those present at any meeting of the Board of Directors, pursuant to amendment of the bylaws, provided there is a quorum.
- C) Vacancies. An Officer of the corporation may resign after their written resignation has been approved by the Board of Directors. The Board of Directors may fill a vacancy in an office due to resignation, death, removal or disqualification or otherwise, and the successor to the office will serve for the remainder of the predecessor's term.
 - 1. Nominations for the vacancy will remain open for two (2) consecutive Board of Director meetings and will close at the end of the regularly scheduled Board of Directors meeting, one meeting prior to the proposed election date.
 - 2. From the time a vacancy is created and until the election of a member to fill the vacancy for the remainder of the term, the Board of Directors may appoint any member in good standing to fill the vacancy.
- D) New offices. New offices created by the Board of Directors or vacancies may be filled by appointment by a majority vote of those present at any meeting of the Board of Directors, provided there is a quorum.
- E) Each Officer shall hold office for one (1) year or until the next scheduled election, whichever comes first. Terms for each office shall begin January 1st and end December 31st of the concurrent year.

- F) Nominations. Persons seeking election to the Executive Board shall have their name placed in nomination and seconded by a member of the Board of Directors.
1. Nominations shall be open at the beginning of the regularly scheduled Board of Directors meeting, two meeting prior to election date.
 2. Nominations shall be closed at the end of the regularly scheduled Board of Directors meeting, one meeting prior to election date.
 3. Notification of the nomination shall be published in the State Newsletter one month prior to the intended election. This notification shall include position voting for, name(s) of individuals nominated and intended date the election will occur.
 4. Balloting and potential election of the individual shall take place at the next regularly scheduled Board of Directors meeting after said notification in the State Newsletter.
- G) All offices shall be created by the Board of Directors and governed by the Board of Directors.
- H) Removal of Officers. Any officer may be removed by a two-thirds (2/3) vote of the Board of Directors whenever, in its judgment, the interests of the Corporation would be served thereby. Removal of such Officers will be the result of nonperformance of specified duties, or actions deemed by the Board of Directors to be contrary to the optimum operation of the corporation. Such removal shall be without prejudice to the contract rights of any of the officers so removed.
- I) Notice of Removal. Any Officer of the Corporation facing removal from their position shall be entitled to a hearing before the Board of Directors. The officer, members of the Executive Board and all chapters shall be notified, not less than seven (7) days prior, of the time, date and location of the Board of Directors meeting where such a hearing will take place by the State Secretary.

Section 7. State Coordinator Duties.

The State Coordinator shall preside over state meetings, and shall coordinate business and affairs as determined by the Board of Directors.

Section 8. Assistant State Coordinator Duties.

The Assistant State Coordinator shall preside over meetings in the absence of the State Coordinator and shall also coordinate the corporations business and affairs as determined by the Board of Directors and Operations Manual.

Section 9. State Secretary Duties.

The State Secretary shall keep minutes of all Executive and Board of Directors meetings, review those minutes at meetings, furnish not more than one (1) hard copy by mail or electronic copies at the chapters option, of said minutes, and all attachments to the designated chapter representative. Electronic copies of the BOD and the Executive board minutes and all attachments shall go to all members in good standing that request them from the State Office. The Secretary shall take roll call of all Directors present at board meetings and perform any other secretarial duties as directed by the Board of Directors and the Executive Board.

Section 10. State Treasurer Duties.

The State Treasurer, acting as corporate Treasurer, shall oversee all financial activities of the corporation. Those activities include, but not limited to: maintaining an expense system to be used to authorize all expenditures of the corporation, shall act as the liaison to any certified public accountant hired by the corporation to insure the timely filing of state and federal income tax forms, shall make sure the chapters have the necessary information needed for them to provide us their 990 information and shall mail a draft of the proposed budget for the following budget year to the Board of Director meetings within one week following the September E-Board meeting. The State Treasurer shall also oversee the State Office Manager's financial duties as described in the Office Manager's job description and perform any other financial duties as directed by the Board of Directors. The State Treasurer must be **bondable**

Section 11. Regional Coordinator/Co Coordinator duties.

The Regional Coordinator(s) shall coordinate all local chapters within their regions and assist the State Coordinator and Assistant State Coordinator.

Section 12. Activities Coordinator/Co Coordinator Duties.

The Activities Coordinator(s) shall coordinate all state activities and work in conjunction with chapter personnel involved and other activities as directed by the Board of Directors.

Section 13. Legislative Coordinator Duties.

The Legislative Coordinator shall coordinate all state and federal legislative concerns and work in conjunction with the American Motorcyclist Association, the Motorcycle Riders Foundation and chapter Legislative Directors. The Legislative Coordinator shall be a registered voter and register with the Illinois Secretary of State as a lobbyist.

Section 14. Newsletter Coordinator Duties.

The Newsletter Coordinator shall be responsible for compiling, assembling and distribution of the state newsletter. The Newsletter Coordinator shall be responsible for distribution of all moneys collected in association with the publication or distribution of the state newsletter to the State Treasurer. The Newsletter Coordinator shall also be responsible for maintaining and reporting to the State Treasurer monthly on the financial records of the state newsletter.

Section 15. Public Relations Coordinator Duties.

The Public Relations Coordinator shall be responsible for communicating the activities and events of A.B.A.T.E. of Illinois, Inc., to the general public.

Section 16. Product Coordinator/Co Coordinator.

The Product Coordinator/Co Coordinator shall oversee the production, design and sale of A.B.A.T.E. of Illinois, Inc., merchandise. The Product Coordinator/Co Coordinator shall copyright all original artwork used in A.B.A.T.E. of Illinois, Inc., products.

Section 17. State Bike Raffle Coordinator.

The State Bike Raffle Coordinator shall be responsible for the purchase of each years raffle bike, subject to the approval of the Board of Directors, and shall be responsible for traveling with the bike to events for ticket sales and promotion.

Section 18. State Office Manager.

The State Office Manager shall be responsible for the membership duties and shall also be responsible for all office duties that may be deemed necessary by the Board of Directors and the Executive Board. This position is an employment position appointed by the Board of Directors.

Section 19. Safety & Education Coordinator.

The Safety & Education Coordinator shall promote motorcycle safety to the motorcyclists throughout the state and motorcycle awareness to the general public.

ARTICLE 5 - CHAPTERS OF THE CORPORATION

Section 1. Granting of Charter.

The Board of Directors may grant a charter for a new chapter at any of its meetings, once the Board of Directors is satisfied that the requirements in Section 2 of this Article have been met.

Section 2. Formation.

Any group of members may petition the Board of Directors to charter a chapter of the Corporation. Any group petitioning the Board of Directors must complete the requirements set forth in these By-laws or any others adopted by the Board of Directors.

- A) Requirements. Members petitioning the Board of Directors to charter a chapter must present a list of twenty-five (25) members, a map of the geographical area the chapter wishes to service and a list of officers. This information must be presented to each of the surrounding chapters and the State Office.
- B) Notification to other Chapters. Members seeking to charter a chapter of the corporation must contact any bordering chapter and present their proposal.
- C) Service Area. No chapter may take over an area specifically serviced by an existing chapter for the purpose of competing with the existing chapter. Chapters may opt to split an area to better service the membership and to address geographical areas that do not have representation.
- D) Chapter Officers. Each Chapter shall have at least the following officers: President, Treasurer, Secretary, Safety & Education and Legislative Director. No person shall be an officer of more than one chapter. Each Chapter Officer shall work with their Executive Board counterpart. Officers of the chapter must be a member of the chapter.
- E) Appearance before Executive Board. Representatives of a prospective chapter must first appear before the Executive Board to ensure that all criteria have been met before asking the Board of Directors for approval to start a new chapter.

Section 3. Chapter Charters.

Each Chapter shall be incorporated by the State of Illinois and chartered under the parent corporation of A.B.A.T.E. of Illinois, Inc. Each chapter shall be held to the bylaws and policies of the Corporation. Chapters may adopt their own bylaws so long as they do not supersede the Bylaws of A.B.A.T.E. of Illinois, Inc.

- A) Any chapter chartered by the Corporation may have its charter revoked by the Board of Directors for cause by a 2/3 vote of the Board present. Any chapter facing such action shall be entitled to a hearing before the Board of Directors. All officers of said chapter shall be notified, not less than seven (7) days prior, of the time, date and location of the Board of Directors meeting where such a hearing will take place, by the State Secretary.

Section 4. Insurance.

No chapter shall hold an event without obtaining liability insurance not less than two (2) weeks prior to the event.

- A) Chapters holding events where alcohol is involved shall consult with the State Office to see if dram shop (liquor liability) insurance is required. If determined that dram shop (liquor liability) insurance is required, the chapter must obtain the required insurance not less than two (2) weeks prior to the event.

Section 5. Back patches.

No chapter chartered by the Corporation shall produce, sell or distribute, any A.B.A.T.E. of Illinois, Inc., patch, with or without upper or lower rockers, to be worn on the back of an individual.

- A) Patches. Any chapter must present the actual artwork for any patch, other than a RIP patch, to the Executive Board for approval.

Section 6. Property and buildings.

No chapter may purchase real estate or a building. Chapters may rent facilities for monthly meetings or events, but not to facilitate a clubhouse.

Section 7. Taxes.

All chapters shall provide the necessary information for completion of the corporation's taxes to the State Treasurer no later than the Seminar in late January of each year. The Treasurer will check for accuracy. If corrections need to be made, the Treasurer will notify the Chapter's Treasurer within 7 days after receiving. The corrected papers must be resubmitted to the Treasurer no later the Friday prior to the February BOD meeting. If the chapter fails to comply, their voting rights will be relinquished until such time they do comply.

Section 8. Exemptions.

Any chapter seeking an exemption from any policy or Bylaw must make a written application to the State Office. Thirty (30) days notice shall be required to be placed on the agenda for the next Board of Directors meeting. All chapters shall be notified by the State Secretary of the request for the exemption. All exemptions are to be reviewed annually, or at any time deemed necessary by the board of directors.

Section 9. Sanctions.

Any chapter may be sanctioned by the Board of Directors for failure to follow the bylaws and policies adopted by the Board of Directors. Sanctions shall be

determined by two-thirds (2/3) vote of those present at a Board of Directors meeting, provided there is a quorum. Any chapter facing such action shall be entitled to a hearing before the Board of Directors. All officers of said chapter shall be notified, not less than seven (7) days prior, of the time, date and location of the Board meeting where such a hearing will take place by the State Secretary.

ARTICLE 6 - POLITICAL ACTION COMMITTEE (PACs)

Section 1. Formation.

Unless barred by law, the Board of Directors may vote to create political action committees [PACs] to further the legislative principles of the corporation.

Section 2. State Political Action Committee.

The State political action committee shall be called ABATE PAC and shall consist of not less than a Chairman and Treasurer appointed by the Board of Directors. The State Legislative Coordinator shall act as a consultant to ABATE PAC.

Section 3. Federal Political Action Committee.

The Federal political action committee shall be called A.B.A.T.E. of IL FEDPAC. A.B.A.T.E. of IL FEDPAC shall consist of not less than a chairman, treasurer and a trustee appointed by the Board of Directors. The State Legislative Coordinator shall act as a consultant to the FEDPAC.

Section 4. Responsibilities.

Chairmen and Treasurers of the respective PACs shall be responsible for any and all reports required by state or federal agencies. Copies of reports shall be sent to the State Office.

- A) Chairman of the respective PACs shall ensure that either a written or oral report is submitted at each Board of Directors meeting, or at any special meeting of the Board of Directors or Executive Board.

Section 5. Positions.

- A) The position of chairman, treasurer or trustee shall be for a term of two (2) years. Members seeking appointment to either PAC shall submit their letter of intent to the Executive Board for review. The Executive Board shall make its recommendation to the Board of Directors. PAC positions are not automatically officers of the corporation or members of the Executive or Board of Directors. Officers of the Corporation may hold a position on a PAC.

- B) Trustees of the FEDPAC may have an alternate trustee enabled to vote in the absence of the appointed trustee. A quorum may consist of no more than two (2) alternate trustees.

ARTICLE 7 - EMPLOYMENT, CONTRACTS AND/OR PROJECTS

Section 1. Employees, Wages and Benefits

- A) Employees. All employees and personnel shall be brought to the Board of Directors for a vote on a yearly basis. Should the vote to approve fail, the Executive Board shall submit to the Board of Directors a list of proposed candidates, from which one will be selected by a vote of the Board of Directors.
- B) Wages and Benefits. All wages and benefits shall be negotiated by the Executive Board and brought to the Board of Directors for a vote to approve on a yearly basis, with a recommendation from the Executive Board to accept or not accept.

Section 2. Employment Positions

- A) State Office Manager. The State Office Manager shall be responsible for the membership duties and all office duties that may be deemed necessary by the Board of Directors and Executive Board. This position is an employment position approved by the Board of Directors. The State Office Manager shall outline and oversee the duties of any part time employees.

Section 3. Contractors

- A) All contractors shall be brought to the Board of Directors for a vote to approve on a yearly basis. Should the vote to approve fail, the Executive Board shall submit to the Board of Directors a list of proposed candidates, from which one will be selected by a vote of the Board of Directors.
- B) All contracts shall be negotiated by the Executive Board and brought to the Board of Directors for a vote to approve on a yearly basis, with a recommendation from the Executive Board to accept or not accept.

Section 4. Contracts.

No member or chapter may commit or authorize a contract on behalf of the Corporation without approval of a majority of the Directors.

- A) Once the Board of Directors has approved a contract or project, the Officers may take whatever measures are necessary to execute the contract or project.
- B) The Executive Board may authorize persons, including organizations, promoting concerns to participate or not to participate in Corporate or chapter functions, such as, but not limited to, meetings, parties or newsletters. Such promotion may seek the change or preservation of existing laws. The participation allowed by the Executive Board may include advertising, presentation at meetings and displays at Corporation functions.
 - 1. The Executive Board shall establish appropriate criteria and charges for the participation of the persons described above by majority vote and shall publish said criteria in the Corporation's "Operations Manual." Groups, with ideologies found by the Executive Board to be incompatible with those of the Corporation or its members, may be barred from any participation. Groups which have interests highly compatible with those of the Corporation's and its members may be granted special considerations, such as having charges waived.

ARTICLE 8 - AMENDMENT OF THE BYLAWS AND OTHER PROVISIONS

Section 1 Bylaw Review Committee

There shall be a standing bylaw review committee consisting of one (1) representative from each region and the chairperson appointed by the Executive Board. Each regional representative shall be appointed or reappointed at least annually at the December Board of Directors meeting. Nothing in this section shall prevent a region from naming or appointing an alternate representative who may vote in the representative's absence. Regions will notify the committee of any representative change prior to its next meeting. The chairperson, appointed by the Executive Board, will be a non-voting member.

Section 2 Bylaw Review Committee Duties

The duties of the bylaw committee will be to review, all proposed bylaw amendments. A chapter or member of the corporation may propose any bylaw amendment to this committee in writing at any Board of Directors meeting. The bylaw committee will report to the Board of Directors and to the author of the proposed amendment any comments or recommendations within 30 days by mail. All proposed bylaw amendments shall be submitted to the Board of Directors by the bylaw committee at the next Board of Directors meeting, unless removed from consideration by the original author.

Section 3 Amending the Bylaws

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a two-thirds majority vote, a quorum being present, at any regular meeting or at any special meeting of the Board of Directors, so long as:

- A) At least thirty (30) days written notice is given of intention to alter, amend, repeal or to adopt new bylaws
- B) Proposed bylaw changes have been published in the State Newsletter along with the existing bylaw. If a new Article or Section is created, then the statement "A New Article/Section" shall be printed instead.
- C) The bylaw committee has submitted a report to the Board of Directors within the time specified in Section 2 of this Article. If the Bylaw Committee fails to report to the Board of Directors, within the time specified in Section 2 of this Article, this requirement shall be waived. The requirement of the subsection may also be waived upon a two-thirds (2/3) vote of the Directors present at any regular meeting or any special meeting of the Board of Directors provided there is a quorum.

Section 4. Miscellaneous Provision.

The authority to enforce these bylaws and for any item not covered herein shall be vested solely in the Board of Directors.

Section 5. Authority of the Bylaws

The Bylaws of A.B.A.T.E. of Illinois, Inc. shall not be superseded by any other document adopted by any chapter operating under a charter of A.B.A.T.E. of Illinois, Inc.

ARTICLE 9 - OPEN BOARD MEETINGS

Section 1. Open Meetings

All Executive Board and Board of Directors meetings shall be open meetings and all members of ABATE of Illinois are welcome. The boards may go into closed or executive session in the following three instances only.

- A) To discuss litigation when action against or on behalf of the corporation has been filed and is pending in court or administrative tribunal or when the Board of Directors finds that such an action is probable or imminent.
- B) To consider information regarding appointment, employment or dismissal of an employee of the corporation.

- C) In the event of any individual being brought before the board for charges, potentially leading to disciplinary action, the individual may request and receive an executive session.
- D) In the executive session only the above subjects may be discussed. No meeting of ABATE of Illinois may be adjourned in executive session.