

West Suburban Philanthropic Network

Bylaws

First Draft of first time bylaws
February 12, 2003
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The West Suburban Philanthropic Network (WSPN) was incorporated in the State of Illinois as an autonomous organization in August 2003. Its purpose is to bring together the philanthropic community located in the western suburbs of Chicago, Illinois. The target group consists of fundraisers, funders, nonprofit staff, corporate and foundation leaders, volunteers and others interested in advancing philanthropy. The organization provides educational programs and an opportunity for the exchange of ideas and information. It also develops a network of organizations and individuals for the purpose of coordinating efforts to assist those who entrust their needs to the helping community.

Article I: Name and Location

Section 1 – Name: The name of the organization is the West Suburban Philanthropic Network, hereafter referred to as WSPN.

Section 2 – Location: WSPN will have and maintain an address in the western suburbs of Chicago at such a place as the board of directors may determine.

Section 3 – Incorporation: WSPN is incorporated as nonprofit in accordance with the provisions of the laws of the State of Illinois.

Article II: Not-for-Profit Purposes

Section 1 – Purposes: WSPN is organized exclusively for one or more of the purposes as specified in section 501(c)(3) of the Internal Revenue Code, including, for such purposes as education, research, networking and the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 2 – Explicit Objectives and Purposes:

- A. To offer support to development professionals, volunteers and other interested in philanthropy who live and/or work in the western suburbs.
- B. To maintain and improve the professional standards of those in the philanthropic arena.
- C. To provide education programs for professional advancement and for improving on-the-job performance.
- D. To serve those charitable and educational organizations which our members serve.
- E. To develop leaders within the profession.
- F. To provide opportunities for the exchange of ideas and information.
- G. To inform the general public by creating greater visibility of the helping professions, their organizations and programs and the greater philanthropic community.
- H. To partner with other organizations to accomplish our mission.

Article III: Code of Ethics

WSPN endorses the Association of Fundraising Professional's *Code of Ethical Principles and Standards of Professional Practice*.

Article IV: Membership

Section 1 – Membership: Membership is not exclusive by geographical boundaries but is intended for those residing and/or working or volunteering in the philanthropic community in the surrounding areas of Chicago.

Section 2 – Voting: Each dues-paying member of WSPN who is in attendance at a general meeting is eligible to cast one vote.

Section 3 – Dues: Members will pay dues on an annual basis in an amount determined by the board of directors. A member will be dropped from membership if membership renewal is not submitted within 90 days of renewal date.

Article V: Board of Directors

The board of directors is responsible for planning and maintaining a vision, fiscal stability, policy development, membership retention and growth, and overall administrative functions.

Section 1 – Membership: The number of the board of directors of WSPN will be determined from time to time by a review conducted by the board of directors and the president of the nominating committee. No less than eight (8) positions and no more than twenty (20) will make up the board of directors.

Section 2 – Executive Committee: The board of directors will elect the executive committee also known as officers. The executive committee consists of the president, vice president/assistant treasurer, treasurer, secretary, and immediate past president and has the same authority as the full board of directors.

Section 3 – Authority: The board of directors is responsible for the general management of WSPN including its financial resources. The board of directors sets policies, rules and regulations, determines meeting dates, times and locations, and may appoint and compensate agents. The board of directors may vote to merge the organization with other 501(c)(3) entities with similar purposes. The board of directors may vote to dissolve the organizations as outlined in Article XIV.

Section 4 – Meeting: The board of directors will determine its own schedule regarding frequency of meetings. A record of its proceedings will be kept. Notice of any meeting, regular or special session, will be given to all members at least five (5) days in advance.

Section 5 – Quorum: A majority of the members must be present to constitute a quorum for the transaction of business at any meeting of the board of directors.

Section 6 – Resignations: Any member of the board of directors may resign at any time by giving written notice to the president or board of directors. A 30-day effective date is suggested

but a resignation may take effect at the time of notification or a date certain specified by the board of directors.

Section 7 – Vacancies: Vacancies occurring due to resignation or an increase in the size of the board of directors will be filled by the recommendation of the president and approved by majority vote of the board of directors. In filling a vacancy, the board of directors will determine the term for each position so that a system of rotation is followed.

Article VI: Duties of the Officers

All officers are expected to attend all meetings as determined by the board of directors. Officers will not miss more than 50% of scheduled meetings.

President: The president, or his or her designated representative, will preside at all meetings of WSPN, appoint special committees, and has authority to sign all contracts and vouchers as authorized by the board of directors. The president represents WSPN within the greater west suburban community, serves as the designated host at all WSPN programs and activities.

Vice President and Assistant Treasurer: The vice president provides support to the president in the oversight of administrative activities, governance and strategic planning, prepares and maintains a schedule, which includes programs and deadlines. The vice president serves as the assistant treasurer and assumes the responsibilities of that office should the treasurer be unable to perform those duties.

Secretary: The secretary records all business that transpires during WSPN meetings, maintains WSPN's minutes, policies and procedures, and handles correspondence as assigned by the chair.

Treasurer: The treasurer is the principal accounting and financial officer of WSPN. In accordance with such regulations as WSPN board of directors may from time to time adopt, the treasurer will have charge of the funds or other assets of the organization, will deposit all such funds as may be appropriate and, in general, will perform all duties incident to the office of the treasurer, and such payment of expenses and other duties as may be assigned from time to time by the chair or the board of directors.

Immediate Past President: The immediate past president serves on the executive committee as an advisor for one year or for as long as the successor remains in office.

Article VII: Committee Chairs/Members at Large

Section 1 – Committees Chairs: The board of directors appoints committee chairs, who do not need to be members of the board of directors. Standing Committee Chairs may recruit WSPN members or non-members to serve on their committees with approval from the board of

directors. At the time of incorporation, the following standing committees existed. Other standing committees may be added as needed by the board of directors.

Section 2 – Duties of the Committee Chairs:

A. Membership Chair(s): The membership chair is responsible for WSPN’s membership services including member information, new member orientation, member retention, welcoming new members and member benefits such as the annual directory

B. Program Chair(s): The program chair leads the program committee and manages its activities. The program committee plans and executes no less than ten (10) program annually, selects topics, speakers and sites and introduces programs at each monthly meetings, and conducts an evaluation after each presentation.

C. Special Events Chair(s): The special events chair is responsible for WSPN annual events, including but not limited to the annual awards lunch. The board of directors approves all awards and honors.

D. Communication Chair(s): The communications chair keeps members and the general public apprised of WSPN activities. The communications chair prepares mailing lists for use by other board members.

E. Mentoring and Scholarships Chair(s): The mentoring and scholarships chair is responsible for WSPN’s mentoring and scholarship programs.

F. Newsletter Chair(s): The newsletter chair prepares the membership newsletter that is mailed to membership four times per year. The newsletter chair researches and writes articles and collaborates with others to prepare and execute.

Article VIII: Terms of Office

Board of Directors: Members of the board of directors will hold office for one (1) year or until their successors are elected and take office. Officers are eligible to be elected for one (1) additional, one (1) year term in the same office.

Article IX: Elections

Board of Directors: The election of the board of directors is held at the annual meeting and their term of office will begin on August 1. Board members are elected by a simple majority of the votes cast by the members at the annual business meeting.

Removal from Office: A member of the board of directors elected by WSPN membership may only be removed from office by a majority vote of the membership or a two-third (2/3) vote of the board of directors.

Quorum: Twenty-five (25) members, or fifteen (15) percent of the members, whichever is less, will constitute a quorum at any meeting.

Nominating Committee:

- A. The board of directors will appoint a nominating committee consisting of not less than three (3) WSPN members or more than five (5) WSPN members, including the chair. The seated vice president will chair the nominating committee. Except for the seated vice president, no member of the committee will be eligible for election to the board of directors for which members are currently being slated.
- B. The nominating committee will be responsible for leadership recruitment, including naming a diverse slate of candidates to stand for election as board of directors for the designated terms provided by these bylaws and a selection of alternates who can be appointed by the board of directors in the case of the inability of any nominee to serve.
- C. The nominating committee will be appointed no later than March 1 of each year, and the names of the committee members will be communicated to the membership. The committee will function in such a way as to open the nominating process to all members by informing the membership that the committee, delineating the basic criteria for nomination, is taking nominations for the board of directors. The committee will inform the membership of the candidates nominated not less than ten (10) days prior to the annual meeting where the vote is held.
- D. Additional nominations may be submitted in writing if signed by fifteen (15) percent of the membership eligible to vote. The secretary must receive these nominations no later than five (5) days before the annual election.

Article X: Finance

Section 1 – Fiscal Year: The fiscal year of WSPN will be August 1 through July 31.

Section 2 – Indemnification of the members of the Board of Directors: WSPN will provide for the indemnification of all members of the board of directors, employees, and agents, including volunteers, of WSPN, to the full extent permitted by the General non-profit Corporation Act of the State of Illinois, and is authorized to purchase insurance for such indemnification to the full extent as determined from time to time by the Board of Directors.

Section 3 – Contracts, Checks, Deposits:

- A. **Contracts.** The board of directors may authorize any officer or officers, agent or agents, to enter into a contract or execute any instruments in the name and on behalf of WSPN. Such authorization may be general or limited to specific transactions. No officer, agent, or other person will expend money, make any contract, agreement, or undertaking in the name of the West Suburban Philanthropic Network (WSPN) unless authority for such action is contained in these bylaws, or is in accordance with the general or specific authorization by the board of directors and included in an approved board of director policy statement.

- B. Checks.** All checks, drafts and other orders for payment of money, notes or evidence of indebtedness issued in the name of WSPN, must be signed by any of the following: president, treasurer or vice president.
- C. Deposits.** All funds of WSPN will be deposited on a timely basis to the credit of WSPN in such bank or banks as the board of directors, by resolution, designates.

Section 4 – Corporation Records and Reports: Copies of all federal and state reports will be filed. A financial report in the form and nature directed by the board of directors will be filed with WSPN by October 1 of each year following the year for which the report is issued.

Article XI: Meetings

Section 1 – Annual Meeting of Members: A regular WSPN meeting in the fourth quarter of the fiscal year will be known as the annual meeting and will be for the purposes of electing officers and other such business as will be determined by the board of directors. Notice of the annual meeting will be given as provided in Article XI, Section 4.

Section 2 – Special Meetings: Additional meetings of the members of WSPN may be called by the president, vice president, or executive committee or at the request in writing of any fifteen (15%) percent or twenty-five (25) members of WSPN entitled to vote. Notice will be given as provided in Article XI, Section 4.

Section 3 – Notices of Meetings: Notice of regular meetings will be given to the members. Notices stating the place, date, and hour of any meetings will be in writing and sent via federal mail, by facsimile or electronic media, including email, to all members of record not less than ten (10) days or more than thirty (30) days before the date of the meeting.

Section 4 – Conducting Business at Meetings and by Other Activities: The board of directors may conduct business or meetings of members and obtain votes by mail, email, electronic or facsimile means, telephone, or teleconferencing. The board of directors meetings may be conducted in person, electronic chat rooms or by means of teleconferencing in which all board of directors members have the capacity to interact with each other. No vote at a members meeting may be made by proxy.

Article XII: Amendments to the Bylaws

After study and recommendations by the board of directors, these bylaws may be altered, amended, or repealed and new bylaws may be adopted by the affirmative vote of at least two-thirds (2/3) of the members eligible to vote who are present at any regular or special meeting, providing that a least fifteen (15) days written notice is given of intention to alter, amend, repeal or adopt bylaws at such meeting.

Article XIII: Non-Discrimination Policy

WSPN will conduct its affairs in a manner that does not discriminating against any person(s)

with respect to race, color, creed, ethnic origin, gender, sexual orientation, age or disability. This policy will apply to hiring, admission to membership, nomination to the board of directors or appointment to committees.

Article XIV: Dissolution

Upon dissolution or final liquidation of WSPN, any remaining assets of WSPN will, after payment or the making of provision for payment of all the lawful debts and liabilities of WSPN, be distributed to a 501(c)(3) organization(s) or nonprofits operating in the surrounding areas of Chicago, as determined equitable and appropriate by the board of directors.

Draft completed February 12, 2003

Revised April 24, 2003

V. Ensalaco, Bylaw Chair

Revised August, 2003

R. Taylor, WSPN Chair

Linda S. Moroney, Attorney, Michael Best & Friedrich LLP, Milwaukee, Wisconsin

Draft completed April 5, 2012 and approved by membership