

**BYLAWS**  
**of**  
**FIELD ARCHERY OF ILLINOIS ORGANIZATION**  
A Non-profit Corporation of the State of Illinois as of January 6, 2022

**ARTICLE 1**  
**OFFICES**

- 1.1 ILLINOIS REGISTERED OFFICE.** The corporation (organization) shall continuously maintain in the State of Illinois a registered office and registered agent whose office is identical with such registered office.
- 1.2 OTHER OFFICES.** The corporation (organization) may have other offices within or without the state.

**ARTICLE 2**  
**MEMBERS**

- 2.1 ANNUAL MEETING.** An annual meeting of the members shall be held on \_\_ (to be determined \_\_\_\_\_) for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day.
- 2.2 SPECIAL MEETINGS.** Special meetings of the members may be called either by the president or by the board of directors for the purpose or purposes stated in the call of the meeting.
- 2.3 PLACE OF MEETING.** The board of directors may designate any place as the place of meeting for any annual meeting or for any special meeting called by the board of directors.
- 2.4 NOTICE OF MEETINGS.** Written notice stating the place, date, and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered either by email or mail not less than five days nor more than sixty days before the date of the meeting. If mailed, such notice shall be deemed to be delivered when deposited with the United States Postal Service, addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid. When a meeting is adjourned to another time or place, notice need not be given of the adjournment meeting if the time and place thereof are announced at the meeting at which the adjournment is taken.
- 2.5 QUORUM.** A majority of board members shall constitute a quorum at any meeting.
- 2.6 PROXIES.** There shall be no proxies.

**2.7 VOTING BY BALLOT.** Voting on any question may be by voice unless the presiding officer shall order or any member shall demand that voting be by ballot.

### ***ARTICLE 3*** ***DIRECTORS***

**3.1 GENERAL POWERS.** The business of the organization shall be managed by, or under the direction of, its board of directors.

**3.2 NUMBER, TENURE, AND QUALIFICATIONS.** The number of directors of the organization shall be eight. Each director shall hold office for two years (with the exception the first year staggering so as every year only four directors are elected). The number of directors may be increased or decreased from time to time by the amendment of this section; but no decrease shall be the effect of shortening the term of any incumbent director. A director may resign at any time by giving written notice to the board of directors, its chairman, or to the president or secretary of the corporation. The pending vacancy may be filled before the effective date, but the successor shall not take office until the effective date.

**3.3 REGULAR MEETINGS.** A regular meeting of the board of directors, if necessary, shall be held without other notice than this bylaw, immediately after the annual meeting of members. The board of directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

**3.4 SPECIAL MEETINGS.** Special meetings of the board of directors may be called by or at the request of the president or any one or more directors. The person or persons authorized to call special meetings of the board of directors may fix any place for holding any special meetings of the board of directors called by them.

**3.5 NOTICE.** Notice of any special meeting shall be given at least two days previous thereto by written notice to each director at each director's email address on file. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

**3.6 QUORUM.** A majority of the number of directors fixed by these bylaws shall constitute a quorum for transaction of business at any meeting of the board of directors, provided that if less than a majority of such number of directors are present at said meeting, a majority of the directors present may adjourn the meeting at any time without further notice.

**3.7 MANNER OF ACTING.** The act of the 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 statute, these bylaws, or the articles of incorporation.

**3.8 DIRECTOR PARTICIPATION IN MEETING BY TELECOMMUNICATIONS.** A director may participate in a meeting of the board of directors by means of conference telephone, Zoom, or similar communications equipment enabling all directors participating in the meeting to hear one another and participation in a meeting pursuant to the section shall constitute presence in person at such meeting.

**3.9 VACANCIES.** Any vacancy occurring in the board of directors and any directorship filled by reason of an increase in the number of directors, may be filled by election at an annual meeting or at a special meeting of members called for that purpose.

**3.10 RESIGNATION AND REMOVAL OF DIRECTORS.** A director may resign at any time upon written notice to the board of directors. One or more of the directors may be removed, with or without cause, at a meeting of members by the majority affirmative vote of members.

**3.11 COMPENSATION.** There shall be no compensation to any board of director.

**3.12 COMMITTEES.**

- (a) A majority of the directors may create one or more committees and appoint members of the board to serve on the committee or committees. Each committee shall have two or more members, who serve at the pleasure of the board.
- (b) Unless the appointment by the board of directors requires a greater number, a majority of any committee shall constitute a quorum, and a majority of a quorum is necessary for committee action. A committee may act by unanimous consent in writing without a meeting and, subject to the provisions of the bylaws or actions by the board of directors, the committee by majority vote of its members shall determine the time place of meetings and the notice required therefor.
- (c) To the extent specified by the board of directors, each committee may exercise the authority of the board of directors to the extent permitted by law.

**3.13 PRESUMPTION OF ASSENT.** A director of the organization who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he shall file his or her written dissent to such action with the person acting as secretary of the organization immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

## **ARTICLE 4**

### **OFFICERS**

**4.1 NUMBER.** The officers of the organization shall be a president, a vice president, a secretary and a treasurer. Any two or more offices may not be held by the same person.

**4.2 ELECTION AND TERM OF OFFICE.** The officers of the organization shall be elected or appointed annually by the board of directors at the first meeting of the board of directors held after each annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the board of directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

**4.3 VACANCIES.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the board of directors for the unexpired portion of the term.

**4.4 REMOVAL.** Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment, the best interest of the organization would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**4.5 PRESIDENT.** The president shall be the principal executive officer of the organization. Subject to the direction and control of the board of directors, he shall be in charge of the business of the organization; he shall see that the resolutions and directions of the board are carried into effect except in those instances in which that responsibility is specifically assigned to some other person by the board of directors; and in general, he shall discharge all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the organization or a different mode of execution is expressly prescribed by the board of directors or these bylaws, he may execute for the organization any contracts, mortgages, bonds, or other instruments which the board of directors has authorized to be executed, and he may accomplish such execution either individually or with the secretary, or any other officer thereunto authorized by the board of directors, according to the requirement of the form of the instrument.

**4.6 VICE-PRESIDENT.** The vice president shall assist the president in the discharge of his or her duties as the president may direct and shall perform such other duties as from time to time may be assigned to him or her by the president or the board of directors. In the absence of the president or in the event of his or her inability or refusal to act, the vice-president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Except in those instances in which the authority to execute is expressly prescribed by the board of directors or these bylaws, the vice-president may execute for the organization any contracts, mortgages, bonds, or other instruments which the board of directors has authorized to be executed and he may

accomplish such execution with the secretary, or any other officer thereunto authorized by the board of directors, according to the requirement of the form of the instrument.

**4.8 THE SECRETARY.** The secretary shall:

- (a) Record the minutes of the board of directors' meetings and the membership meetings in one or more books provided for that purpose.
- (b) See that all notices are duly given in accordance with the provisions of these bylaws or as required by law;
- (c) Be custodian of the corporate records;
- (d) Keep a register of the post office address of each member which shall be furnished to the secretary by each member;
- (e) Sign with the president, or vice-president, or any officer thereunto authorized by the board of directors, any contracts, mortgages, bonds, or other instruments which the board of directors has authorized to be executed, according to the requirements of the form of the instrument, except when a different mode of execution is expressly prescribed by the board of directors or these bylaws.
- (f) Otherwise certify the bylaws, resolutions of the board of directors and committees thereof, and other documents of the corporation as true and correct copies thereof;
- (g) Perform all duties incident to the officer of secretary and such other duties as from time to time may be assigned to him or her by the president or by the board of directors.

**4.7 THE TREASURER.** The treasurer shall be the principal accounting and financial officer of the organization. The treasurer shall:

- (h) have charge of and be responsible for the maintenance of adequate books of account for the organization including opening a checking account as instructed by the board of directors and recorded in the minutes.
- (i) have charge and custody of all funds and securities of the organization, and be responsible for the receipt and disbursement thereof;
- (j) perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the board of directors to the extent permitted by law.

**4.9 COMMENSATION.** There shall be no compensation for any officer of the organization.

**ARTICLE 5**  
**CONTRACTS, LOANS, CHECKS AND DEPOSITS**

**5.1 CONTRACTS.** The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or confined to specific instances.

**5.2 LOANS.** No loans shall be contracted on behalf of the organization and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined specific instances.

**5.3 CHECKS, DRAFTS, ETC.** All checks, drafts or other orders of payment of money, notes, or other evidence of indebtedness issued in the name of the organization, shall be signed by such officer or officers, agent or agents of the organization and in such manner as shall from time to time be determined by resolution of the board of directors.

**5.4 DEPOSITS.** All funds of the organization not otherwise employed shall be deposited from time to time to the credit of the organization in such banks, trust companies, or other depositories as the board of directors may select.

## **ARTICLE 6 FISCAL YEAR**

**6.1 FIXED BY BOARD OF DIRECTORS.** The fiscal year of the organization shall be the calendar year unless otherwise fixed by resolution of the board of directors.

## **ARTICLE 7 SEAL**

**7.1 FORCE AND EFFECT.** If the organization elects to have a seal, its corporate seal shall be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced, provided that the affixing of the corporate seal to an instrument shall not give the instrument additional force or effect, or change the construction thereof, and the use of the corporate seal is not mandatory.

## **ARTICLE 8 WAIVER OF NOTICE**

**8.1 WAIVER IN LIEU OF NOTICE.** Whenever any notice is required to be given under the provisions of these bylaws or under the provisions of the articles of incorporation or under the provisions of The Business Corporation Act of the State of Illinois, 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 9**  
**AMENDMENTS**

**9.1 DETERMINED BY THE DIRECTORS.** Unless reserved to the members by the articles of incorporation, the bylaws of the organization may be made, altered, amended, or repealed by the members or the board of directors, but no bylaw adopted by the members may be altered, amended, or repealed by the board of directors if the bylaws so provide. The bylaws may contain any provisions for the regulation and management of the affairs of the organization not consistent with law or articles of incorporation.