

BYLAWS
of
SENIOR ACTIVE MEN'S GROUP OF ILLINOIS
Adopted August 18, 2012/ including updated amendments

ARTICLE 1
NAME AND LOCATION

The name of the corporation is Senior Active Men's Group of Illinois. It also uses the names SAM and Samgroupil.org and is hereinafter referred to in these Bylaws as the Corporation. The principal office of the Corporation is in Evanston, Illinois.

ARTICLE 2
PURPOSES AND MISSION

The purposes for which the Corporation is organized is a social club for men as set forth in Article 4 of its Articles of Incorporation, File #68469872, filed August 8, 2012 in the office of the Secretary of State under the General Not For Profit Corporation Act of Illinois.

ARTICLE 3
MEMBERS

Section 3.1. Membership. The Members of the Corporation are men over the age of 55 who are retired or semi-retired and who have paid dues as prescribed by the Board. The Board may change the qualifications for membership from time to time.

Section 3.2. Meetings. An annual meeting of the Members will be held each year at such time and place as the Board may determine for the purpose of electing directors and for the transaction of such other business as may come before the meeting. Special meetings of the Members may be called by the Board for the purposes set forth in the notice of the meeting.

Section 3.3. Quorum. Fifteen members present in person or by proxy constitutes a quorum for the transaction of business at any meeting of the members.

Section 3.4 Dues – The board from time to time shall set the amount of annual dues as necessary to operate the organization. Membership shall run from October 1st to September 30th. Members joining for the first time between July 1st and September 30th shall have their membership extended thru the period September 30th of the following year. **This was amended on 9/24/2018.**

ARTICLE 4
BOARD OF DIRECTORS

Section 4.1. General. The Board of Directors (the Board) shall have general charge of the affairs, business, property and assets of the Corporation.

Section 4.2. Composition. The number of directors shall be not fewer than 3 and not more than 9 as determined annually by the Board. **This was amended on 10/28/24.**

Section 4.3 Terms. Directors shall be elected by the Members at the annual meeting. Directors shall hold office for a term of two years or until their successors are elected. Directors shall be elected by the Members at the annual meeting. Directors shall be elected by the Members at the annual meeting. Directors shall hold office for a term of two years or until their successors are elected. **This was amended on 8/13/21**

Change proposed- A majority of the directors in office may alter, amend or repeal these Bylaws and may adopt new Bylaws at any regular meeting or any special meeting of the Board called for that purpose, provided that the proposed change was submitted to the Board at least **seven** days before the meeting.

Section 4.4. Vacancies. Any vacancy occurring in the Board or any new directorship created by an increase in the size of the Board shall be filled by the Board.

Section 4.5. Meetings. The Board shall meet at such time and place as it may determine from time to time, provided that the Board will meet not less often than four times each year.

Section 4.6. Telephonic Meetings. Directors or committee members may participate in and act at any meeting of the Board or a committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other.

Section 4.7. Quorum. A majority of the duly elected and acting directors constitutes a quorum for the transaction of business at any meeting.

Section 4.8. Action. The act of a majority of the directors present at a meeting at which a quorum is present shall constitute an act of the Board, unless otherwise required by law. Any action that may be taken at a meeting of the Board may be taken without a meeting, if a consent in writing setting forth the action taken is signed by all of the directors then in office. Consent in writing may be evidenced by facsimile or electronic mail.

Section 4.9. Compensation. Members of the Board serve without compensation but they may be reimbursed for reasonable expenses incurred by them on behalf of the Corporation.

Section 4.10. Resignation and Removal. Any director may resign at any time by giving notice to the President or to the Secretary. A resignation need not be accepted to be effective. Directors may be removed, with or without cause, by the affirmative vote of a majority of the directors then in office present and voting at a regular or special meeting of the Board, provided that notice of the proposed removal was given to all directors at least twenty days before the meeting.

ARTICLE 5 OFFICERS

Section 5.1. Officers. The officers of the Corporation shall be the President, one or more Vice Presidents as determined by the Board, a Treasurer, a Secretary and such other officers and assistant officers as may be elected or appointed by the Board. Officers whose authority and duties are not provided in these Bylaws shall have the authority and duties as determined by the Board. Any two or more offices may be held by the same person.

Section 5.2. Election and Terms. The officers of the Corporation shall be elected by the Board. Vacancies may be filled and new offices created and filled at any meeting of the Board. Each officer shall hold office until the next annual meeting or until a successor is elected.

Section 5.3. Resignation and Removal. Officers may resign by giving notice to the President or Secretary. A resignation need not be accepted to be effective. Officers may be removed by the Board, with or without cause.

Section 5.4. President. The President is the chief volunteer leader of the Corporation, responsible for ensuring the effective action of the Board in governing the Corporation. The President shall preside at meetings of the Members and meetings of the Board and shall be an ex officio member of all committees.

Section 5.5. Vice Presidents. The Board may elect one or more Vice Presidents who shall perform such duties as may be assigned by the Board and, in such order as determined by the Board, shall perform the duties of the President in the event of the absence, disability, resignation or death of the President.

Section 5.6. Treasurer. The Treasurer shall perform such duties as customarily pertain to the office of treasurer and such other duties as may be assigned by the Board or the President.

Section 5.7. Secretary. The Secretary shall keep minutes of all meetings of the Members and the Board, give notices as provided in these Bylaws, and in general, perform such duties as pertain to the office of secretary and such other duties as may be assigned by the Board or the President.

ARTICLE 6 COMMITTEES

Section 6.1. Committees. The Board may appoint such committees as it deems appropriate. Persons who are not directors may be appointed to committees. Each committee shall have two or more directors, a majority of its members shall be directors, and all committee members shall serve at the pleasure of the Board. The President shall designate one member of each committee to serve as its chair.

Section 6.2. Procedure. A majority of the members of a committee shall constitute a quorum and a majority of committee members present and voting at a meeting at which a quorum is present may act for the committee. Meetings of any committee may be called by the President, the chair of the committee or any two members of the committee. The person or persons calling the meeting may fix the time and place of the meeting. Notice of the time and place of any

committee meeting and the purpose of, or action proposed to be taken at, such meeting shall be given at least two days before the meeting.

ARTICLE 7 CONTRACTS AND FUNDS

Section 7.1. Contracts. The Board may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 7.2. Checks. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or agent and in such manner as may be determined by the Board. In the absence of any determination, any instrument may be signed by any officer.

Section 7.3. Deposits. All funds will be deposited to the credit of the Corporation in such banks, trust companies or other depositaries as determined by the Board.

ARTICLE 8 ELECTIONS

Section 8.1 Annual Meeting: Elections of Directors shall occur at the annual meeting which shall take place by November 30th. Voting for election of directors will be concluded by the scheduled start time of the annual meeting. Voting can be done via email or by delivering the vote to the nominating committee. Amended 10/7/24.

Section 8.2 Nominating Committee: At least thirty days prior to the meeting date, the President shall appoint a ‘Nominating Committee’ comprising of one Director and two general members. Amended 10/7/24

Section 8.3 Notice: Notice of the appointment shall be sent to all members together with a request for nominations from members. Members may nominate themselves or others that have agreed to accept the nomination.

Section 8.4 Nominations: The Nominating Committee’s recommendations shall be published at least five (5) days prior to the meeting. Additional nominations may be presented from the floor at the time of the meeting.

Section 8.5 Election of Directors: Three (3) Directors shall be elected in even years. The balance of the Directors shall be elected in odd years.
Section

8.6 Election of Officers: Upon election of the new Directors, the full Board shall elect the officers of the organization for the next year and notify all members.

ARTICLE 9 MISCELLANEOUS

Section 9.1. Books and Records. The Corporation shall keep correct and complete books and records of account and minutes of proceedings of its Members, Board and Committees.

Section 9.2. Fiscal Year. The fiscal year of the Corporation is the calendar year.

Section 9.3. Seal. The Corporation does not have a seal.

Section 9.4. Notice and Waiver of Notice. Any notice required to be given may be given (A) orally (1) in person, (2) by telephone or (3) by a voice mail message or (B) in writing at the address furnished to the Corporation by (4) depositing a copy of it in the United States mail, postage prepaid, (5) by facsimile, or (6) by electronic mail. Any notice required to be given may be waived by the person entitled to the notice in the same manner as the giving of a notice. Attendance at a meeting constitutes a waiver of notice of that meeting unless the person attends for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Section 9.5. Parliamentary Procedure. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Corporation in all cases to which they are applicable and not inconsistent with these Bylaws or law.

ARTICLE 10 AMENDMENTS

A majority of the directors in office may alter, amend or repeal these Bylaws and may adopt new Bylaws at any regular meeting or any special meeting of the Board called for that purpose, provided that the proposed change was submitted to the Board at least seven days before the meeting. **This was amended on 8/13/21.**