
BYLAWS OF KNOX COUNTY TEEN COURT DIVERSION PROGRAM, INC.

(An Illinois Not-For-Profit Corporation)

The documents on this site are a product of the Knox County Teen Court, 55 West Tompkins Street, Galesburg, Illinois. (August 1996)

ARTICLE I

NAME AND PURPOSES OF CORPORATION

- 1.01 The name of this Corporation is KNOX COUNTY TEEN COURT DIVERSION PROGRAM, INC.
 - 1.02 This Corporation is organized exclusively for charitable and educational purposes.
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ARTICLE II

OFFICES

- 2.01 The registered office shall be in the City of Galesburg, County of Knox, State of Illinois.
 - 2.02 The Corporation may also have offices at such other places within the State of Illinois as the Board of Directors may from time to time determine or the business of the Corporation may require.
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ARTICLE III

MEMBERSHIP STATUS

- 3.01 The Corporation shall have no members.
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ARTICLE IV

DIRECTORS

- 4.01 The number of regular Directors which shall constitute the voting Board shall be not less than eleven (11) nor more than fifteen (15). As of July 1995 the Board of Directors consisted of fifteen (15) directors, who were elected by the incorporators. Thereafter, within the limits above specified, the number of Directors shall be determined by resolution of the Board of Directors and the Directors shall be elected by the Nominating Committee. In addition to the regular Directors, the Board shall be supplemented by advisory Directors, all of whom shall be students. There shall be one advisory Director for each high school within Knox County, Illinois. Each advisory Director shall be selected by the Nominating Committee from a list of three (3) candidates submitted to the Nominating Committee by the principal of each such high school. The term of office for each advisory Director shall be one (1) year, commencing May 1 or each year.

4.02 The Board of Directors shall be classified with respect to the time for which they shall severally hold office by dividing them into three classes. The Directors of the first class shall be elected for a period of one (1) year; those of the second class for a term of two (2) years; and those of the third class for a period of three (3) years. At each succeeding annual election, the successors to the class of Directors whose term shall expire in that year shall be elected to hold office for a term of three (3) years, so that the term of office of one class of Directors shall expire each year.

4.03 Vacancies and newly created directorships resulting from any increase in the authorized numbers of Directors by the Directors shall be filled by the Nominating Committee, and any Director so chosen shall hold office until the next annual election and until such Director's successor is duly elected and qualified unless such Director resigns or is removed.

4.04 The business of the Corporation shall be managed by its Board of Directors which may exercise all such powers of the Corporation and do all such lawful acts and things as are permitted by law for an organization exempt under Section 501(c) (3) of the Internal Revenue Code of 1986 and regulations thereunder and any future internal revenue laws relating to such exempt organizations.

4.05 The Board of Directors of the Corporation may hold meetings, both regular and special, within Knox County, Illinois.

4.06 The Annual Meeting of the Corporation and of the Board of Directors shall be in the month of May of each year commencing with the year 1996, at such place as the Directors shall determine. Ten (10) days' notice of the Annual Meeting shall be given, and such notice shall state the place, date, hour and the business to be transacted at and purpose of such meeting.

4.07 Regular meetings of the Board of Directors may be held at such time and at such place as shall from time to time be determined by the board. Five (5) days' notice of all regular meetings shall be given, and such notice shall state the place, date, hour and the business to be transacted at and purpose of such meeting.

4.08 Special meetings of the Board may be called by the Chairman on three (3) days' notice to each Director either personally or by mail, facsimile or telegram. Special meetings shall be called by the Chairman or Secretary in like manner and on like notice on the written request of two (2) Directors. Notice of any special meeting shall state the place, date, hour and the business to be transacted at and the purpose of such meeting.

4.09 At all meetings of the Board, a majority of the Directors shall constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. If a quorum is not present at any meeting of the Board of Directors, the Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

4.10 Members of the Board of Directors, or of any committee thereof, may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment that enables all persons participating in the meeting to hear each other. Such participation shall constitute presence in person at such meeting.

4.11 Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if a written consent to such action is signed by all members of the Board or of such committee as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

4.12 The Board of Directors may, at any time, by affirmative vote of a majority of the members of the Board then in office, remove any officer elected or appointed by the Board of Directors for cause or without cause.

4.13 Any Director may be removed, for cause or without cause, by a majority vote of the other Directors.

ARTICLE V**COMMITTEES**

5.01 There shall be a Nominating Committee consisting of not less than three (3) nor more than five (5) members of the Board or Directors. The members of the Nominating Committee shall be appointed by the Chairman of the Board of Directors. The duties of the Nominating Committee shall be as follows:

- (a) The Nominating Committee shall select a chairman of the Nominating Committee as soon as practicable after appointment by the Chairman of the Board of Directors.
- (b) The Nominating Committee shall meet at such times as the Chairman of the Committee shall designate, or at the request of at least two (2) members of the Nominating Committee.
- (c) Prior to the Annual Meeting of the Board of Directors, the Nominating Committee shall meet to determine a single slate of proposed Directors to all directorships set to expire as of the date of the Annual Meeting, and a single slate of proposed officers for the Corporation. Nominations from the floor for Directors and officers will be accepted at any time up until ten (10) days prior to the Annual Meeting. The slate of Directors will be presented to the annual Meeting and upon acceptance by the individuals nominated to serve, the named individuals will constitute new Directors of the Corporation. The slate of officers will be presented to the Board of Directors for approval prior to the Annual Meeting.
- (d) The Nominating Committee shall also meet from time to time as necessary to fill vacancies in the Board of Directors or in the officers. In filling such vacancies, the Nominating Committee may, but shall not be required to request and accept nominations from the Board of Directors, as shall be determined by the Nominating Committee to be in the best interests of the Corporation, time and meeting schedules being considered as a factor.
- (e) The Nominating Committee may adopt such standing rules as it deems appropriate to its operation, subject to approval by a majority of the Board of Directors.
- (f) All operations and committee discussions of the Nominating Committee shall remain confidential, except to the extent the Board of Directors specifically request disclosures to the Board, in which event any such disclosures shall remain confidential among the Board of Directors.

5.02 The Board of Directors may, by resolution passed by majority of the whole Board, designate one or more other committees, each committee to consist of one (1) or more of the Directors of the Corporation, which, to the extent provided in the resolution, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation and may authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors.

5.03 The Board of Directors may also, by resolution passed by a majority of the whole Board, designate one or more other committees, each committee to consist of one (1) or more of the Directors of the Corporation, and such other individuals who are not members of the Board of Directors, as may be determined necessary or desirable by the Board of Directors to perform specified functions on an ad hoc basis or as provided by any standing rules which may be adopted by a majority of the Board of Directors. Any committee containing an individual who is not a member of the Board of Directors shall not be entitled to make binding decisions regarding the Corporation, but shall act in an advisory capacity only, and shall make recommendations to the Board for discussion and disposition.

5.04 Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors when required.

ARTICLE VI

NOTICES

6.01 Notices to Directors shall be in writing and delivered personally or mailed to the Directors at their addresses appearing on the books of the Corporation. Notice by mail shall be deemed to be given at the time when the same shall be deposited in the United States mail, postage prepaid. Notice to Directors may also be given by facsimile or by telegram. Notice by facsimile shall be deemed to be given when properly sent. Notice by telegram shall be deemed to be given when delivered to the sending telegraph office.

6.02 Whenever any notice is required to be given under the provisions of law or of the Articles of Incorporation or of these Bylaws, a waiver thereof in writing, signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equal to notice.

ARTICLE VII

OFFICERS

7.01 The officers of the Corporation shall be slated by the Nominating Committee, as provided in Article V, and shall be elected by a majority of the Board of Directors. The officers shall, at a minimum, consist of the following: (a) a Chairman of the Board of Directors; (b) one or more additional Vice-Chairmen, who may be classified by their specific function, (c) a Secretary, (d) a Treasurer. Two or more offices may be held by the same person, with the exception of the offices of Chairman and Secretary which two offices may not be held by the same person.

7.02 The Board of Directors at its first meeting shall choose a Chairman, Vice-Chairman, a Secretary and a Treasurer, and may choose such other officers and agents as it shall deem necessary, to act until the first annual meeting, at which time officers shall be elected as provided by Article V.

7.03 Directors, officers and agents shall not be entitled to compensation for acting in such capacity, except to the extent a Director, officer, or agent may be an employee of the Corporation having designated duties, and the employment of such individual has been approved by a majority of the Board of Directors.

7.04 The officers of the Corporation shall hold office until their successors are chosen and qualified, or until their earlier resignation or removal. Any vacancy occurring in any an office of the Corporation shall be filled by the Nominating Committee.

7.05 The Chairman, or, in the absence of the Chairman, the Vice-Chairman of the Board of Directors, if chosen, shall preside at all meetings of the Board of Directors and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

7.06 The Chairman shall be the chief executive officer of the Corporation, shall preside at all meetings of the Board of Directors and, unless otherwise directed by the Board of Directors, shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect.

7.07 The Chairman shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by the law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other office or agent of the Corporation.

7.08 The Vice-Chairman, or if there shall be more than one, the Vice-Chairmen in the order determined by the Board of Directors, shall, in the absence or disability of the Chairman, perform the duties and exercise the powers of the Chairman and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

7.09 The Secretary shall attend all meetings of the Board of Directors and shall record all the proceedings of the meetings of the Corporation and the Board of Directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all annual, regular and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or Chairman, under whose supervision the Secretary shall be. Additionally, the Secretary shall have custody of the Corporate Seal of the Corporation, and the Secretary or an Assistant Secretary, shall have authority to affix the name of any instrument requiring it, and when so affixed, it may be attested by the Secretary's signature or by the signature of such Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the Seal of the Corporation and to attest the affixing by the Secretary's signature.

7.10 The Assistant Secretary, or if there be more than one, the Assistant Secretaries in the order determined by the Board of Directors, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Board of Directors from time to time prescribe.

7.11 The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

7.12 The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors taking proper vouchers for such disbursements, and shall render to the Chairman and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all transactions performed by the Treasurer and of the financial condition of the Corporation.

7.13 If required by the Board of Directors, the Treasurer shall give the Corporation a bond which shall be renewed every six (6) years in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of the office of a treasurer and for the restoration to the Corporation, in case of the Treasurer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the possession or under the control of the Treasurer belonging to the Corporation.

7.14 The Assistant Treasurer, or if there shall be more than one, the Assistant Treasurers in the order determined by the Board of Directors, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

ARTICLE VIII

GENERAL PROVISIONS

8.01 The Board of Directors shall present at each annual meeting, and at any special meeting of the Directors when called for by vote of two (2) Directors, a full and clear statement of the business and condition of the Corporation.

8.02 All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

8.03 The fiscal year of the Corporation shall be as fixed by the Board of Directors.

8.04 The Board of Directors may provide a suitable seal, containing the name of the Corporation, which seal shall be in the charge of the Secretary. If and when so directed by the Board of Directors or a committee thereof, duplicates of the seal may be kept and used by the Treasurer or by the Assistant Secretary or the Assistant Treasurer. The seal may be used by causing it, or a facsimile thereof, to be impressed or affixed or in other manner reproduced.

ARTICLE IX**INDEMNIFICATION OF OFFICERS, DIRECTORS,
EMPLOYEES AND AGENTS**

9.01 To the extent and in the manner permitted by the laws of the State of Illinois, and specifically as is permitted under Section 108.75 of the General Not For Profit Corporation Act of 1986, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of the Corporation, partnership, joint venture, trust or other enterprise against expenses, including attorney's fees, judgements, fines and amounts paid in settlement.

ARTICLE X**EXEMPT STATUS**

10.01 No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director, officer, member or other private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I hereof. The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

10.02 Notwithstanding any other provision of these Bylaws, this organization shall not carry on any activities not permitted to be carried on (a) by an organization exempt from federal income tax under the applicable provisions of Section 501 (c) (3)

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