

BYLAWS  
of  
LAKE COUNTY HONOR FLIGHT

*Adopted August 28, 2018*

*Amended August 30, 2022*

**ARTICLE I**

**PURPOSES AND POWERS**

Lake County Honor Flight, an Illinois not-for-profit corporation, hereinafter referred to in these Bylaws as LCHF, is organized and operated exclusively for educational and charitable purposes within the meaning of Section 501©(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law).

The purpose and mission of Lake County Honor Flight is to fly America's veterans to Washington D.C. to see the memorials built to honor their service and sacrifices.

Except as provided otherwise by the Articles of Incorporation or by these Bylaws, LCHF shall have all powers which a not-for-profit corporation may have if organized under the Illinois General Not-for-Profit Corporation Act of 1986, as amended, and shall have such additional powers as are permitted by any applicable law.

**ARTICLE II MEMBERS**

**Section 1. Designation of Members.**

The Corporation shall have no Members, and the Directors of the Corporation shall, for purposes of any statute or rule of law now or hereafter in effect, be taken to be the Members of the Corporation and shall have all the rights and privileges thereof.

## **ARTICLE III BOARD OF DIRECTORS**

### **Section 1. Number and Powers.**

Service on the Board of Directors shall be open to any person who is in agreement and willing to work toward the Honor Flight mission, regardless of race, creed, sexual orientation, gender or national origin. Lake County Honor Flight shall strive to recruit a diverse and inclusive Board of Directors which is reflective of the community it serves.

The number of Directors shall be set by the Board of Directors but shall at no time be less than three (3) persons or more than twelve (12) persons. No single board member can make commitments on behalf of the organization without board approval. The policies, property and affairs of the Corporation shall be determined, managed and controlled by the Board of Directors, except as otherwise provided in the Articles of Incorporation, these Bylaws or the Illinois General Not For Profit Corporation Act of 1986, as amended.

### **Section 2. Election**

The election of the Directors shall take place at the annual meeting of the Board of Directors or at a special meeting called and held for the purpose of electing the Directors. Directors shall be elected by the current Board of Directors. Each director shall be elected for a term of one (1) year at the Annual Meeting of the Board of Directors. Any Director elected to replace a Director who has died, resigned or was removed shall serve only for the remainder of that Director's term before requiring re-election. The time served by a Director elected to replace a Director who has died, resigned or was removed shall constitute a term.

### **Section 3. Resignation, Removal, and Vacancies.**

A Director may resign at any time by providing oral or written notice of resignation to the President or Secretary of the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a date later than the date of delivery.

A Director may be removed by the affirmative vote of two-thirds of the members of the Board of Directors. No directors shall be removed at a meeting of Directors unless written notice of such meeting is delivered to all of the directors at least twenty (20) days prior to

such meeting. Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more Directors named in the notice. Only the named Director or Directors may be removed at such meeting.

Any vacancy, whether by death, resignation, removal, incapacity or otherwise, shall be filled by the majority vote of the remaining members of the Board of Directors at a meeting called for such purpose, and the Director so elected shall serve for the remainder of the term of the Director being replaced.

**Section 4. Quorum.**

At any meeting of the Board of Directors, the presence of a majority of the total number of Directors shall constitute a quorum for the transaction of business. At any meeting at which a quorum is present, the affirmative vote of a majority of those present may bind the Corporation.

**Section 5. Voting.**

Each Director shall have one (1) vote. No Director shall be allowed to assign a proxy for their vote at any time or for any purpose.

**Section 6. Annual Meeting.**

The Board of Directors shall hold an annual meeting each year on such day and at such time and place as shall be designated by the President.

**Section 7. Regular Meetings.**

Regular meetings of the Board of Directors shall be held at least four (4) times a year at such time and place as set forth in the notice of such meeting.

**Section 8. Special Meetings.**

Special meetings of the Board of Directors may be called by the President, or upon the written request of two (2) or more of the Directors. Each notice of a special meeting shall contain the time, place and purpose of such special meeting.

**Section 9. Action Without a Meeting.**

Any action that may be authorized or taken at a meeting of the Board of Directors may be authorized or taken without a meeting through an action in a writing or writings signed by all of the Directors, which shall be filed with the records of the Corporation.

**Section 10. Notice of Meetings.**

Notice of each annual, regular or special meeting of the Board of Directors shall be given to each Director by the Secretary either personally, by mail, electronic mail, facsimile, courier or telephone. Such notice shall be completed at least three (3) business days prior to the meeting; provided, however, that with respect to a special meeting, such notice shall be given at least twenty-four (24) hours prior to such special meeting. Presence at a meeting or participation by telephone conference call shall constitute a waiver of notice.

**Section 11. Conference Calls and Electronic Meetings**

Meetings of the Directors may be held through any communications equipment if all persons participating can communicate contemporaneously with each other. Participation in a meeting held through communications equipment shall constitute presence at such meeting. Votes by email are permitted if all Directors are copied on each vote.

**Section 12. Conflict of Interest.**

The Board of Directors shall comply with the Corporation's adopted Conflict of Interest Policy and shall cause officers and management employees to comply with such policy.

**Section 13. Compensation**

The officers and Directors of LCHF shall not be entitled to any compensation for services rendered. No dividends shall be paid and no part of the money, property or other assets of LCHF shall be distributed to its officers or Directors. However, reasonable and proper reimbursement may be paid to any officer or Director for expenses incurred in carrying out the business of LCHF.

## **ARTICLE IV COMMITTEES**

### **Section 1. Creation and Membership.**

There shall be such standing or special committees as the Board of Directors from time to time may create. Except as otherwise provided in these Regulations, all committee members and the chairperson of each committee (the “Committee Chairperson”) shall be appointed by and serve at the pleasure of the Board of Directors upon the recommendation of the President.

## **ARTICLE V OFFICERS OF THE CORPORATION**

### **Section 1. Officers of the Corporation.**

The principal Officers of the Corporation are the President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer. The Board of Directors may appoint such other additional Officers and Assistant Officers as it may deem appropriate. The Corporation may also appoint an Executive Director to be responsible for the day to day operations of the Corporation, who shall be appointed by the Board and shall serve at the discretion of the Board.

### **Section 2. Election and Terms of Officers**

The officers of the Corporation shall be elected for a term of one (1) year at the Annual Meeting of the Board of Directors, or as soon thereafter as conveniently possible. Each officer shall hold office until a successor is elected and qualified or until such officer’s earlier death, resignation or removal in the manner hereinafter provided. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors.

There is no limit on the number of consecutive terms for any officer. There is no limit on the number of consecutive terms that the Recording Secretary, Corresponding Secretary or Treasurer may serve, if duly elected.

**Section 3. Resignation and Removal.**

Any officer may resign from his or her elected office at any time by providing written notice of resignation to the President or Secretary of the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a date later than the date of delivery. The resignation of an officer need not be accepted in order to be effective.

Any officer may be removed at any time, with or without cause, by majority vote of the Board of Directors. Upon resignation or removal of an officer, the vacant position shall be filled by a majority vote of the Directors at a meeting called for such purpose, or at the next regular meeting of the Board of Directors.

**Section 4. President.**

The President shall be the principal officer of LCHF and shall perform all duties required of a president under the law, shall preside at all meetings of the Board of Directors, and shall perform such other duties as the Board of Directors may from time to time assign to him or her. He or she shall have authority to sign all official legal documents and papers for and on behalf of the Corporation. Eligibility for the office of President will include serving as an active member of the Board of Directors for one year and having flown on one Lake County Honor Flight.

**Section 5. Vice President.**

The Vice President shall assume the duties of the President when the President is absent. As such, the Vice President chairs meetings in the absence of the President. The Vice President will oversee and serve as an ex-officio member of all standing committees. Eligibility for the office of Vice President will include serving as an active member of the Board of Directors for one year and having flown on one Lake County Honor Flight.

**Section 6. Recording Secretary.**

The Recording Secretary shall oversee the keeping of records and the sending out of minutes and notices to Directors of meetings of the Board of Directors. The Secretary shall have authority to attest to all legal documents or instruments executed on behalf of the Corporation.

**Section 7. Corresponding Secretary.**

The Corresponding Secretary shall bear primary responsibility for the correspondence of the organization including thank you letters to donors and additional communication as directed by the President.

**Section 8. Treasurer.**

The Treasurer shall have custody of and direct the keeping of records of all monies and securities which constitute any part of the funds of the Corporation. The Treasurer shall perform the usual duties of this office. The Treasurer shall have the authority to attest to all legal documents or instruments executed on behalf of the Corporation.

**Section 9. Other Positions.**

The Board of Directors may appoint such other Officers as it may deem necessary and shall be authorized to determine the terms and scope of their offices including term, duties and other needs as are necessary for the proper functioning of the Corporation.

**ARTICLE VI EXECUTIVE DIRECTOR**

The Executive Director, if any, shall be charged with carrying out the day to day functions of the Corporation, subject to reasonable limitations set by the Board of Directors. The Executive Director shall report to the Board of Directors regularly with respect to the operations of the Corporation. The Executive Director may be paid reasonable compensation for services rendered, as determined by the Board of Directors.

## **ARTICLE VII FISCAL YEAR**

The fiscal year of the Corporation shall be the twelve (12) month period beginning each January 1.

## **ARTICLE VIII INDEMNIFICATION OF DIRECTORS AND OFFICERS**

The Corporation shall indemnify any person who was or is a party or who is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was Director or Officer of the Corporation (an “Indemnified Party”) against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the Indemnified Party in connection with such action, suit or proceeding, if the Indemnified Party acted in a manner the Indemnified Party reasonably believed to be in or not opposed to the best interest of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in a manner which the Indemnified Party reasonably believed to be in or not opposed to be the best interest of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

To the extent that an Indemnified Party has been successful, on the merits or otherwise, in defense of any action, suit or proceeding referred to in this Article or in defense of any claim, issue or matter therein he or she shall be indemnified against expenses and attorneys’ fees actually and reasonably incurred by him or her in connection therewith.

Indemnification under this Article shall be made by the Corporation upon a determination that indemnification of the Indemnified Party is proper in the circumstances because he or she has met the applicable standard of conduct set forth herein. Such determination shall be made by the Board of Directors by a majority of the disinterested Directors, whether or not a quorum is obtainable, with the advice of independent legal counsel in a written opinion.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized in the specific case, upon receipt of an undertaking by or on behalf of the Indemnified Party to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized under this Article VIII.

The Corporation shall have the power to purchase and maintain liability insurance on behalf of all persons who are or were Indemnified Parties of the Corporation against any liability asserted against them or any of them and incurred by any of them arising out of their status as such.

#### **ARTICLE IX AMENDMENTS**

These Regulations may be amended or superseded, in whole or in part, by the affirmative action of two-thirds (2/3) of the Directors or by an action without a meeting pursuant to Article III, herein.

#### **ARTICLE X DISSOLUTION**

The Corporation may be dissolved upon the affirmative vote of two-thirds (2/3) of the full number of Directors at a meeting held for the purpose of adopting a resolution of dissolution. Upon dissolution, the Directors shall, after making payment for or provision of payment for all debts of the Corporation, distribute all of the assets of the Corporation to an organization described under IRC 501(c)(3), which is organized and operated to promote the same or similar purposes as this Corporation. If for any reason the Board of Directors fails to distribute the assets in the manner described herein, the assets shall be distributed by a court of competent jurisdiction in furtherance of charitable purposes as described in IRC 501(c)(3).