

Volunteers of America of Illinois Auxiliary Board

BYLAWS

ARTICLE I - PURPOSE

This organization is the Auxiliary Board of the Volunteers of America of Illinois (VOA of IL – Auxiliary Board). The Auxiliary Board of the Volunteers of America of Illinois (VOA of IL) shall have as its general purpose the same charitable purpose as set forth in the bylaws and articles of incorporation for VOA of IL with the caveat that the specific activities of the VOA-IL Auxiliary Board are confined to fundraising, marketing and public awareness activities designed to advance the charitable purpose of VOA of IL. Nothing in this document shall be construed as conferring upon the VOA of IL – Auxiliary Board any governance or fiscal responsibility over the VOA of IL. VOA of IL is an affiliate of the Volunteers of America National Organization (VOA, Inc.) and operates under the chartering standards set forth by VOA, Inc. Consequently, as a constituent member of VOA of IL, the VOA of IL - Auxiliary Board is subject to the same rule, standards and policies established by VOA, Inc.

VOA of IL is dedicated to supporting and empowering people of all ages to create positive and lasting change in their lives. The words “there are no limits to caring” represent an enduring philosophy of service that spans three centuries. The VOA founders pledge “to go wherever we are needed and do whatever comes to hand” still guides the organization’s growth and development efforts today, more than 115 years since the birth of the organization.

ARTICLE II – OFFICES

The principal office of VOA of IL, is the State of Illinois, shall be located in the City of Chicago, County of Cook. The official location of the VOA of IL Auxiliary Board shall be the office of VOA of IL located at 47 W. Polk Street, Suite 250, Chicago, IL 60605.

ARTICLE III – MEMBERSHIP

Section 1 Members

Any individual who applies for membership to the VOA of IL - Auxiliary Board is eligible for membership assuming they meet the following criteria: 1) they are at least 21 years of age; 2) they are legal residents of the U.S; 3) they have no criminal background that would compromise the safety or integrity of VOA of IL or its reputation; 4) through letters of recommendation and interviews they are found to be a person of character suitable to represent and advance the charitable mission of VOA of IL. Members must also be willing to serve on committees, attend events and assist in organizing the work of the VOA of IL Auxiliary Board. Additionally, members are expected to financially support the fundraising events of the VOA of IL – Auxiliary Board. All members are eligible to run for officer positions.

Section 2 Rights

All members of the VOA-IL Auxiliary Board shall have equal voting rights and privileges. Each member shall be entitled to one vote on each matter coming before the membership for action.

ARTICLE IV - MEETINGS

Section 1 Annual Meetings

The annual meeting of the VOA-IL Auxiliary Board shall be held in June of each calendar year, at a time and place to be designated by the officers of the VOA of IL – Auxiliary Board. Members shall be given at least ten (10) days' notice in writing of the time, date and location of the annual meeting. The annual meeting shall include election of the Officers and Committee Chairs by non-cumulative voting to renewable one-year terms to run July 1 through June 30 of every year. General members may also be elected during the annual meeting for unlimited, renewable, one-year terms to run July 1 through June 30 of every year. All positions shall be elected by a majority vote. Members shall conduct such other business as may properly be transacted during the annual meeting.

Section 2 Special Meetings

Special meeting of the VOA-IL Auxiliary Board may be called by the Chair of the Auxiliary Board at any time. Notice of special meetings will be sent to each member not less than five (5) days from the date of the proposed meeting.

Section 3 Place of Meetings

All meetings, whether annual or special shall be held at a suitable place convenient to the membership. The members and all committees thereof may participate in a meeting by means of a conference call by telephone or similar communications equipment through which all members participating in the meeting can speak to and hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 4 Quorum

The presence in person or by proxy of a simple majority of members entitled to vote shall constitute a quorum.

Section 5 Voting

Each member shall be entitled to one vote on each matter presented for action at any meeting of the VOA of IL- Auxiliary Board.

Section 6 Power of the Membership

The membership of the VOA of IL Auxiliary Board shall manage the affairs of the VOA of IL Auxiliary Board to the extent that it does not interfere with and/or impact the general operations of the organization and/or conflict with VOA of IL standards, policies, rules, etc.

Section 7 Number, Election and Term of Members

- (a) **Number of Members:** The number of members shall be determined at the annual meeting and may fluctuate from year to year and month to month based on the needs of the membership. At a minimum, Auxiliary Board membership should consist of a minimum of eight (8) members and maximum of twenty (20). General membership can expanded to meet the needs of the Auxiliary Board but should not exceed 30 elected members at any given time.
- (b) **Election of Members and Terms:** The members of the VOA of IL – Auxiliary Board shall be elected by the members at the annual meeting and each member shall be elected for renewable, one year terms from July 1 through June 30. There are no limits on the number of terms a member may serve but all membership of the VOA of IL – Auxiliary Board is subject to the approval of and at the discretion of the VOA of IL Board of Directors.
- (c) **Vacancies and removal:** Any vacancies occurring on the VOA of IL – Auxiliary Board may be filled by remaining members, upon a majority vote of the entire membership exclusive of vacancies. The person so choses shall hold office for the unexpired term of the vacancy or until his/her successor has been elected. Any member may be removed, with or without cause, by a majority vote of the membership or by action from the VOA of IL Board of Directors at any regular or special meeting of either group.

ARTICLE V - BOARD OF DIRECTORS

The VOA of IL Auxiliary Board will send a representative to each quarterly meeting of the Board of Directors of Volunteers of America of Illinois. At these meetings, the Auxiliary Board Representative will report on the status of the Auxiliary Board finances and planned events. All activities of the VOA of IL Auxiliary Board are subject to the approval, review and discretion of the VOA of IL Board of Directors.

ARTICLE VI - CONFLICTS OF INTEREST

Section 1 Duties of Officers and Members

Each member ad officer of the VOA of IL Auxiliary Board shall, in the course of his/her duties on behalf of the organization, act with strict loyalty and fidelity to the best interest of the VOA of IL Auxiliary Board, exercise the utmost good faith in all matters and transactions involving the VOA of IL Auxiliary Board, and adhere to the highest ethical standards of fiduciary duty as a member of a charitable organization.

Each member officer shall endeavor to avoid, to the best of his/her ability, any situation which may result in a compromise of his/her duty to the VOA of IL Auxiliary Board, and each member and officer shall endeavor to avoid even the appearance of a conflict of interest which may have an adverse effect on the VOA of IL Auxiliary Board or the organization as a whole.

Section 2 Disclosure of All Conflicts and Potential Conflicts

All material facts concerning any situation which might be viewed as a conflict shall be disclosed to the management team of VOA of IL by an officer of the VOA of IL – Auxiliary Board. Where doubt exists as to the existence of a conflict, members should err of the site of caution and report the issue to the management team of VOA of IL immediately.

Section 3 Approval of Transaction Involving Conflict of Interest

No officer or member may take part in any decision or action by the VOA of IL Auxiliary Board which would directly or indirectly benefit such member, officer, any relative, business partner, or organization with which any of the foregoing has a formal relationship. Such officer may be present during or participate in the discussion but may not influence or take part in the decision regarding the matter under consideration.

ARTICLE VII - OFFICERS

Section 1 Number

The officers of the VOA of IL Auxiliary Board shall consist of a Chair, Vice-Chair, and a Treasurer. The duties of Secretary may be combined with any other officer position but such responsibility shall be designated at the annual meeting and specified in any official VOA of IL – Auxiliary Board listing.

Section 2 Election and Term of Office

The Chair, Vice-Chair and Treasurer shall be elected for a one-year, renewable term at the annual meeting of the VOA of IL Auxiliary Board. All terms shall run from July 1 through June 30. Officers may serve unlimited renewable terms with the approval of the VOA of IL Board of Directors. Officers will serve until a successor is elected or appointed.

Section 3 Removal of Officers

Any officer may be removed, with or without cause, by a majority vote of the membership of the entire VOA of IL Auxiliary Board or by action of the VOA of IL Board at any regular or special meeting of either group.

Section 4 Chair of the VOA-IL Auxiliary Board

The Chair of the VOA of IL Auxiliary Board will preside at all annual and regular meetings of the membership and/or designate an acceptable substitute to preside over such meetings in his/her absence. The Chair is also responsible for ensuring that adequate records of the VOA of IL Auxiliary Board are maintained including meeting minutes, membership information, event transactions, etc. The Chair of the Auxiliary Board will also attend the quarterly VOA of IL Board of Directors meetings.

Section 5 Vice-Chair

In the absence of the Chair of the VOA of IL Auxiliary Board or in the event of his/her inability, removal, or refusal to act, the Vice-Chair shall perform the duties of the Chair, and when so acting, shall have all

the powers of and be subject to all restrictions placed up on the chair. The Vice-Chair shall perform such other duties as from time-to-time may be assigned to him/her by the Chair.

Section 6 Treasurer

The Treasurer or his/her board-approved designee shall receive, hold and be responsible for all funds of the VOA of IL Auxiliary Board and shall deposit said funds in the name of the organization in such banks or banking institutions as directed. She/he shall keep a true and accurate account of all receipts and disbursements. The Treasurer's book of account shall be open for inspection by any Director at the office of VOA of IL any time during business hours. At each meeting of the VOA of IL Auxiliary Board, and of the VOA of IL Board of Directors, and at such other times as may be demanded by the Directors, he/she shall present a full report and statement of the financial affairs of the Corporation and shall generally perform all duties usually pertaining to the Office of the Treasurer. In general, information maintained by the Treasurer shall be made accessible to the VOA of IL management team at all times. The VOA of IL management team / Board of Directors reserves the right to establish the process and means by which funds generated by the VOA of IL – Auxiliary Board will be captured, stored, deposited, reported, etc. as all such funds are ultimately the property of the VOA of IL.

ARTICLE VIII OPERATING COMMITTEES

Section 1 Fundraising Committee

This committee, under the direction of the Officers and general membership, will be primarily responsible for identifying and soliciting corporate sponsors for designated events. All solicitation must be approved by the general membership / Officers and the VOA of IL Board of Directors. All donations, sponsorships must be made in the name of VOA of IL and must be fully documented and reported to VOA of IL for accounting and auditing purposes. All donations and sponsorships must be acknowledged in the manner and form approved by the Officers and VOA of IL. There will be at least one elected Chair of the Corporate Sponsorship Committee. Membership on the committee may consist of other members or non-member volunteers.

Section 2 Social Committee

This committee, under the direction of the Officers and general membership, will be primarily responsible for identifying, organizing, reporting on and coordinating all the logistical markers of Auxiliary Board events including venue, date, time, food, supplies, etc. This committee is responsible for completion the Special Event Tracking summary and maintaining details about all aspects of an event's logistics including vendors, pricing, etc. There will be at least one elected Chair of the Event Logistics Committee. Membership on the committee may consist of other members or non-member volunteers.

Section 3 Marketing Committee

This committee, under the direction of the Officers and general membership, will be primarily responsible for creating marketing and promotional materials for the Auxiliary Board. This committee will also coordinate all communication to the membership and maintain records of such communication.

This committee will also provide tactical support to the other committees as needed. There will be at least one elected Chair of the Marketing and Member Relations Committee. Membership on this committee may only consist of Auxiliary Board members.

Section 4 Membership Committee

This committee, under the direction of the Officers and general membership, will be primarily responsible for the recruiting and orienting new members to the Auxiliary Board and for creating and maintaining membership materials of the Auxiliary Board. This committee will also provide tactical support to the other committees as needed. There will be at least one elected Chair of the Marketing and Member Relations Committee. Membership on this committee may only consist of Auxiliary Board members.

Section 5 Community Service

This committee is an ad hoc committee and operates as needed under the direction of the Officers and general membership of the Auxiliary Board. The primary responsibility of this committee is to identify and organize opportunities for the membership of the Auxiliary Board to engage in projects and/or activities that specifically support the charitable purpose of the organization.

Section 5 Terms

Each operating committee will have a chair elected at the annual meeting. The term for each chair will be a renewable, one year term beginning July 1 and ending June 30. Each member of an operating committee shall continue in his/her capacity, unless removed as provided by these bylaws, as such until the next annual meeting of the VOA of IL Auxiliary Board and until his/her successor is appointed.

Section 6 Quorum

A simple majority of the whole committee shall constitute a quorum. Notice of the meeting of any committee must be given at least five (5) days before the date of the meeting is scheduled.

Section 7 Removal and Vacancies

Any member of a committee may be removed by the VOA-IL Auxiliary Board Officers, or the Board Chair without notice, whenever, in the Board's or Chair's judgment, the best interest of the organization shall be served by such removal. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments. All membership is at the discretion of the VOA of IL Board of Directors who may remove any member at any special or regular meeting of the Board.

ARTICLE IX - AMMENDMENT OF BYLAWS

These articles may be altered, amended or repealed and new bylaws may be adopted by a majority of the membership present at any regular meeting or at any special meeting called for that purpose, provided that no amendments or changes can take effect until approved by the authority of the Board of Directors of Volunteers of America of Illinois.

ARTICLE X - PROCEDURES

All procedures of the Organization shall be governed by parliamentary law as set forth in Robert's Rules of Order (most recent edition) when it does not conflict with Illinois law or these bylaws.