

**NON-PROFIT BYLAWS OF THE  
ILLINOIS BALLOT INTEGRITY PROJECT  
A Not-for-Profit Corporation Formed Under the Laws of the State of Illinois  
As Amended May 13, 2009**

**ARTICLE I - ORGANIZATION**

**Section 1.1. Name.** The name of the organization shall be the **Illinois Ballot Integrity Project**.

**Section 1.2. Name Change.** The organization may at its pleasure by a vote of seventy-five percent (75%) of the membership body change its name, consistent with the laws of the State of Illinois governing not-for-profit corporations.

**Section 1.3. Registered Office.** The registered office of the corporation shall initially be situated at the location stated within the Articles of Incorporation and may, at a later date, be moved to such other location as the Board of Directors (hereinafter also, "Board" or "Directors" or "the Board") may from time to time designate.

**Section 1.4. Other Offices.** The corporation may maintain such other offices within the State of Illinois as the Board of Directors may authorize.

**Section 1.5. Purpose.** The corporation has been organized for the purposes set forth in the Articles of Incorporation and as further amended, modified and/or changed by these Bylaws.

**Section 1.6. Corporate Seal.** The seal of the corporation shall be of such design as shall be approved and adopted from time to time by the Board of Directors, and the seal or a facsimile thereof may be affixed by any person authorized by the Board of Directors or these Bylaws by impression, by printing, by rubber stamp, or otherwise. The foregoing notwithstanding, however, unless otherwise required by the laws of the State of Illinois, the Board of Directors may opt not to utilize a corporate seal.

**ARTICLE II - PURPOSES**

**Section 2.1. General Purposes.** The Illinois Ballot Integrity Project is organized as corporation whose general purpose is to inform and educate the public about voting and election issues through research and the development of documents, presentations, audio and video productions and other communications methods. The audience for such voting and election-related education is government officials, academic institutions, the media and other members of the public at large.

**Section 2.1.a. Specific Purposes.** The Illinois Ballot Integrity Project is a not-for-profit, non-partisan civic organization whose specific purposes are 1) the research, identification and publicizing of election system deficiencies and the means to correct them, thereby helping to produce an environment of honest, fair, accurate, and transparent elections; and 2) promoting the examination, review and adoption of legislation and policies designed to secure the democratic electoral process.

**Section 2.1.d. Other Purposes.** The organization may engage in any other activity allowed for 501(c)(3) not-for-profit corporations and not prohibited by the laws of the State of Illinois insofar as that activity is in furtherance of the purposes of the organization and does not conflict with the limitations set forth in Section 2.1.a and b.

**ARTICLE III – ORGANIZATIONAL STRUCTURE**

**Section 3.1. Elements Defined.** The organization shall consist of the following organizational units:

1. **Members** – as generally defined and set forth under the provisions of Article IV of these Bylaws.

2. **Board of Directors** – as generally defined and set forth in Article V of these Bylaws.
3. **Officers** – as generally set forth under the provisions of Article VI of these Bylaws.
4. **Committees** – as generally set forth under the provisions of Article VII of these Bylaws.
5. **Local Chapters** – as generally set forth under the provisions of Article VIII of these Bylaws.

## **ARTICLE IV - MEMBERSHIP**

**Section 4.1. Membership.** Membership in this organization shall be open to all United States citizens.

**Section 4.1.a. Membership Rights.** Members in good standing for the immediately prior three months shall have the following rights: 1) the right to vote on all issues presented to the membership; 2) the right to propose amendments to these Bylaws; 3) the right, if elected, to serve as officers and/or board members, and 4) other such rights and privileges as shall be granted by the membership at its Annual Meeting.

**Section 4.2. Admission of Members.** The Membership shall set any additional requirements or fees for the admission of members by a majority vote at the Annual Meeting.

**Section 4.3. Termination of Members.** Membership may be terminated voluntarily by the member or involuntarily by the Board of Directors of the corporation in accordance with rules of member conduct as enacted by the Board of Directors. Members may also be terminated for non-payment of dues for more than 60 days in accordance with the provisions of Section 11.3.

**Section 4.4. Affiliate Members.** The Board of Directors may, upon majority approval of those present and voting, admit groups or individuals as Affiliate Members. Admission Fees and Annual Dues for Affiliate Members shall be set by the Board of Directors. Affiliate members shall not have the right to vote, the right to propose amendments, nor the right to serve as officers or directors, as set forth in Section 4.1.a. 1), 2) and 3).

## **ARTICLE V - BOARD OF DIRECTORS**

**Section 5.1.a. Initial Board of Directors.** Commencing on the date of adoption of these Bylaws, the business of this organization shall be managed by a Board of Directors consisting of seven (7) persons as named below in Section 7.1.b. This Board of Directors shall serve until the first annual meeting following the adoption of these Bylaws. All directors shall be elected each year at the annual meeting of the members by majority vote of the members; however, in all cases, current directors shall serve until their successors shall have been elected and qualified. At least one of the initial directors shall be a citizen of the United States.

**Section 5.1.b. Initial Board of Directors.** The initial Board of Directors shall be:

- |     |              |                  |
|-----|--------------|------------------|
| (1) | Chairperson: | Robert A. Wilson |
| (2) | Vice Chair:  | Melisa C. Urda   |
| (3) | Secretary:   | Clare Tobin      |
| (4) | Treasurer:   | Sharon Pierson   |
| (5) | At Large:    | Roy Lipscomb     |
| (6) | At Large:    | Caroline Gibbons |
| (7) | At Large:    | Anne Schultz     |

**Section 5.1.c. Succeeding Board of Directors.** The directors to be chosen for the ensuing year shall be elected at the annual meeting of this organization in the same manner as the officers of this organization and they shall serve for a term of one year or until the next Annual Meeting.

**Section 5.1.d. Additional Board Members.** The membership as a whole shall have the sole right to increase or decrease the number of members of the Board of Directors and shall do so only through amendment of these Bylaws as set forth in Section 14.1.

**Section 5.1.e. Term of New Board Members.** New Board members selected shall serve until the next annual meeting or until their successors shall have been elected and qualified.

**Section 5.2.a. General Management.** The Board of Directors shall have the control, management and oversight of the organization. The Board of Directors shall only act in the name of the organization when convened by its Chairperson after due notice sent, either electronically or by United States Mail, to all members of the Board of Directors at their addresses as they appear in the membership roll book at least seven (7) days before the scheduled date set for such meeting.

**Section 5.2.b. Fiscal Management.** All expenditures exceeding the amount of twenty-five dollars (\$25.00) shall require the prior, explicit approval of the Board of Directors. The Board may, at its discretion, establish a petty cash fund not to exceed fifty dollars (\$50.00) for the purchase or reimbursement of small expenditures such as office supplies. Replenishment of the petty cash fund shall require the approval of the Board.

**Section 5.2.c. Employee Compensation.** The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organization.

**Section 5.3. Meetings.** The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

**Section 5.4.a Voting.** Each director shall have one vote and such voting may not be done by proxy. Fifty percent (50%) plus one of the members of the Board of Directors shall constitute a quorum the meetings of the Board of Directors shall be held regularly during the first month of each calendar quarter.

**Section 5.4.b. Voting Electronically or By Telephone.** The Board of Directors may meet from time-to-time to take special action(s) of a time-sensitive nature regarding policy, procedures or expenditures. In the event of such special meetings, votes may be taken by voice or electronically, and shall require approval by a majority of the members of the Board present and voting. Expenditures approved at such meetings shall be limited to the amount of not more than two-hundred fifty dollars (\$250.00).

**Section 5.4.c. Voting by Proxy.** Voting by proxy shall be permitted only at the Annual Membership Meeting, and such proxy votes must be in writing and attested by a member in good standing or a Notary Public.

**Section 5.5. Vacancies.** Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the vacated term.

**Section 5.6. Removal of Directors.** A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors may, by resolution adopted by the affirmative vote of 66% or more of the full Board of Directors, remove a fellow board member.

## ARTICLE VI - OFFICERS

**Section 6.1. Officers.** Commencing on the date of adoption of these Bylaws the officers of the corporation shall be as follows:

- a. Chairperson: Robert A. Wilson
- b. Vice Chair: Melisa C. Urda

- c. Secretary: Clare Tobin
- d. Treasurer: Sharon Pierson

**Section 6.1.a. Authority of the Chairperson.** The Chairperson shall preside at all membership meetings. He/She shall by virtue of his/her office be Chairperson of the Board of Directors.

**Section 6.1.b. Annual Report.** He/She shall present at each annual meeting of the organization an annual report of the work of the organization.

**Section 6.1.c. Committees.** He/She shall appoint all temporary committees.

**Section 6.1.d. Reports.** He/She shall see all books, reports and certificates required by law are properly kept or filed.

**Section 6.1.e. Fiscal Authority.** He/She shall be one of the officers who may sign the checks or drafts of the organization.

**Section 6.1.e. Executive Authority.** He/She shall have such powers as may be reasonably construed as belonging to the chief executive of any corporation.

**Section 6.2. Vice Chair.** The Vice Chair shall in the event of the absence or inability of the Chairperson to exercise his/her office become acting Chairperson of the organization with all the rights, privileges and powers as the duly elected Chairperson. Upon assuming the duties and responsibilities of the Chairperson, the Vice Chair shall serve the unexpired term thereof, or until the elected Chairperson again becomes available, whichever occurs first.

**Section 6.3.a. Secretary.** The Secretary shall keep the minutes and records of the organization in appropriate books, records or ledgers. It shall be his/her duty to file any certificate or tax returns required by any statute, federal or state. He/She shall give and serve all notices to members of this corporation.

**Section 6.3.b. Custodianship.** He/She shall be the official custodian of the records and seal of this organization.

**Section 6.3.c. Fiscal.** He/She shall be not be one of the officers able to sign the checks and drafts of the organization.

**Section 6.3.d. Agency.** He/She shall present to the membership at any meetings any communication addressed to him/her as Secretary of the organization.

**Section 6.3.e. General Powers.** He/She shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary. In addition, he/she shall act as Treasurer when the Treasurer is unavailable and the services of the Treasurer are urgently needed. (Amended 13 May 2009)

**Section 6.3.f. Policies and Procedures.** The Secretary shall maintain a current compilation of all statements of policies and procedures that have been adopted by the Board or at the Annual General Meeting in a manner allowing for reasonable reference thereto.

**Section 6.4.a. Treasurer.** The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization.

**Section 6.4.b. Deposits.** He/She shall cause to be deposited in a regular business bank or trust company a sum not exceeding five thousand dollars (\$5,000) and the balance of the funds of the organization shall be deposited in an interest-bearing account, except that the Board of Directors may cause such funds to be invested in such interest-bearing financial instruments as shall be legal for a non-profit corporation organized under the laws of the State of Illinois.

**Section 6.4.c. Authority to Disperse.** He/She may not be one of the officers who shall sign checks or drafts of the organization. Checks or drafts shall be issued by the treasurer, however, such checks or drafts shall be signed by the Chairperson if for an amount less than five hundred and 00/100 dollars (\$500.00). Checks or drafts of the organization in an amount of five hundred and 00/100 (\$500.00) or greater shall be signed by both the Chairperson and Vice Chairperson. He/She shall maintain a sequential log of checks requested each month, including the date, payee and amount. The Treasurer shall notify each member of the Board at any time during the month when the total amount of individual checks requested in amounts of less than five hundred dollars (\$500.00) reaches that aggregate amount.

**Section 6.4.d. Financial Reports.** He/She shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.

**Section 6.4.e. Membership Roll.** He/She shall maintain a current roll of all members, indicating thereon the status of each member as in good standing or suspended in accordance with the provisions of Section 12.2, and shall remove suspended members from the rolls in accordance with the provisions of Section 12.3.

**Section 6.4.f. General Powers.** He/She shall exercise all duties incident to the office of Treasurer. In addition, he/she shall act as Secretary when the Secretary is unavailable and the services of the Secretary are urgently needed. (Amended 13 May 2009)

**Section 6.5.a. Additional Officers.** The Board of Directors shall from time-to-time as they shall deem appropriate, by affirmative vote of two-thirds of the voting membership of the Board, increase the number of offices and define the duties thereof.

**Section 6.5.b. Limitation of Appointment.** Notwithstanding the provisions of Section 9.5.a., the number of new officers created shall be limited to two (2) per calendar year.

**Section 6.6. Compensation.** No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the organization for duties other than as a director or officer.

**Section 6.7. Other Limitations.** No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons, 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 II. All other disbursement of funds shall be pre-approved by at least two directors.

**Section 6.8. Removal.** Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall not affect the contract rights, if any, of the officer or agent so removed.

## ARTICLE VII - COMMITTEES

**Section 7.1.a. Permanent or Standing Committees.** All permanent and/or standing committees of this organization shall be appointed by the Chairperson of the Board of Directors and their term of office shall be for a period of one year unless terminated by action of the Chair or the Board of Directors prior to the expiration of such term.

**Section 7.1.b. Permanent or Standing Committees.** The permanent committees shall be:

- (1) **Membership.** The Membership Committee shall consist of no less than three members appointed by the Chairperson of the Board of Directors, one of whom shall be designated as the Chairperson. The Committee shall be charged with the general responsibility of identifying

methods and means to increase membership of the organization. The chair of the Committee shall report at each regular monthly meeting as to the activities of the Committee and shall present such activities and/or programs in furtherance of its mission for approval of the membership.

- (2) **Events and Publicity.** The Events and Publicity Committee shall consist of no less than three members appointed by the Chairperson of the Board of Directors, one of whom shall be designated as the Chairperson. The Events and Publicity Committee shall be generally responsible for planning the venues and activities for organization events, including but not limited to fund raisers, special public meetings and participation by the organization in events of other organizations. The chair of the Committee shall report at each regular monthly meeting as to the activities of the Committee and shall present such activities and/or programs in furtherance of its mission for approval of the membership.
- (3) **Fundraising.** The Fundraising Committee shall consist of no less than three members appointed by the Chairperson of the Board of Directors, one of whom shall be designated as the Chairperson. The Fundraising Committee shall be responsible for planning and executing strategies and tactics designed to ensure that the organization receives sufficient funds on an annual basis to meet the requirements of the organization's operating budget.

**Section 7.2. Temporary Committees.** All temporary committees shall be appointed by the Chairperson in accordance with the provisions of Section 8.1.c.

## **ARTICLE VIII – LOCAL CHAPTERS**

**Section 8.1. Creation of Local Chapters.** A local chapter shall be a recognized member chapter of the state organization under provisions of this Article when the following conditions have been met:

1. Such Local Chapter is declared as formed and in existence by the Board of Directors of the state organization by majority vote of those present and voting.
2. a) An existing group applies for membership in the state organization and such application for membership has been approved by majority vote of the group's membership, and b) such application for membership is approved by the Board of Directors of the state organization by majority vote of those present and voting.
3. Such Local Chapter shall have adopted Bylaws in substantial conformance with the form and substance of the Local Chapter Bylaws approved and promulgated by the Board of Directors of the state organization; and those Bylaws have been signed by all the officers and directors of the proposed Local Chapter.

**Section 8.2. Local Chapter Membership.** Each Local Chapter must have a minimum of three (3) members at the time of submission of its application for membership in the state organization.

**Section 8.3. Local Chapter Membership Defined.** Members of the Local Chapter must be members in good standing of the state organization.

**Section 8.4. Membership Admission Fees and Dues Sharing.** All required Admission fees and annual dues shall be payable to the state organization, and shall be paid to the Treasurer and deposited into the general fund of the state organization. One half (50%) of all annual dues paid by Local Chapter members shall be returned to the Local Chapter by the state organization and shall be deposited in the general operating fund of the Local Chapter. Any required Membership Admission Fees shall be paid to and retained by the state organization.

**Section 8.5. Local Chapter Officers.** Local Chapters shall have four (4) officers: 1) Chairperson, 2) Vice Chairperson, 3) Secretary, and 4) Treasurer. In the event that the Local Chapter has only three

members, the officerships of Secretary and Treasurer may be combined into a single office. In the event that the Local Chapter has or acquires one or more additional members, the organization shall appoint or elect a separate Secretary and Treasurer within thirty (30) days of such membership increase.

**Section 8.6. Local Chapters - Duties and Responsibilities of Officers and Directors.** The authority, duties and responsibilities of the Officers and Directors of the Local Chapter shall be substantially the same as those for the state organization as set forth in the provisions of Articles V and VI.

**Section 8.7.a. Conformity and Continuity of Local Chapters.** Decisions as to the conformity or non-conformity of Local Chapters to the Local Chapter Bylaws or these Bylaws or the operation of Local Chapters in conformance or non-conformance to the policies and procedures of the state organization, shall be at the sole discretion of the Board of Directors of the state organization and shall be decided by majority vote of the Board members present and voting.

**Section 8.7.b Decisions of Non-conformity.** A finding of non-conformity shall be factual and in writing and shall be specific as to the deviations from the Bylaws, policy or procedures involved; and shall specify what action must be taken by the Local Chapter to correct any such violations; and shall prescribe a reasonable time by which such corrections must be implemented.

**Section 8.7.c. Suspension or Termination of Local Chapters.** In the event that the Board finds that a Local Chapter is in non-conformity and has failed to correct specific violations cited in accordance with Section 8.8, the Board may suspend such Local Chapter for a further period of time, a "grace period," not to exceed ninety (90) days. If the Local Chapter remains in non-compliance after the ninety (90) day grace period, the Board shall withdraw recognition of said Local Chapter.

**Section 8.7.d. Right of Appeal.** Any Local Chapter which has been refused admission, suspended or terminated may apply for admission or re-admission at the next Annual Membership Meeting or Special Membership Meeting, provided that the application for admission or re-admission is received by the Secretary of the state organization not less than forty-five (45) days before such Annual or Special meeting. Granting of re-admission by appeal shall be by an affirmative vote of not less than a supra-majority of two-thirds (2/3) of the membership, present and voting.

## **ARTICLE IX - MEETINGS**

**Section 9.1.a. Annual Meeting.** The Annual Membership meeting of this organization shall be held on the 2<sup>nd</sup> Wednesday day of May each year except if such day be a legal holiday, then and in that event, the Board of Directors shall fix the day but it shall not be more than two weeks from the date fixed by these Bylaws.

**Section 9.1.b. Notice of Annual Meeting.** The Secretary shall cause to be sent, either electronically or by United States Mail, to every member in good standing at his/her address as it appears in the membership roll book in this organization a notice telling the time and place of such annual meeting. Such mailing shall be made at least 30 days, but not more than sixty (60) prior to the scheduled date of the meeting.

**Section 9.2.a. Regular Meetings.** General Meetings of this organization shall be held monthly, on the second Wednesday of the month, or at such other time as the Board of Directors or the membership shall designate.

**Section 9.2.b. Waiver of Regular Meetings.** The membership, by majority vote of those members present at any regular meeting of this organization, may waive the requirement for the next regularly scheduled meeting.

**Section 9.2.c. Agenda.** Each meeting, Annual, Regular or Special shall have a written agenda, which shall be presented to attendees prior to the commencement of such meeting.

**Section 9.2.d. Quorum.** The presence of not less than fifty percent ( 50%) plus one (1) of the members shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser percentage may adjourn the meeting for a period of not more than two weeks nor less than one week from the date scheduled by these Bylaws. The secretary shall cause a notice of this scheduled meeting to be sent, either electronically or by United States Mail, within the next twenty-four hours, to all those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting. This quorum requirement shall apply to all Annual, Regular and Special meetings of this organization.

**Section 9.2.e.(1). Special Meetings – Chairperson Authority.** Special meetings of this organization may be called by the Chairperson when he/she deems it for in the best interest of the organization. Notices of such meeting shall be sent, either electronically or by United States Mail, to all members at their addresses as they appear in the membership roll book at least seven (7) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, and the business to be transacted at such meeting. No other business but that specified in the notice may be transacted at such special meeting.

**Section 9.2.e. (2). Special Meetings – Board/Membership Authority.** At the request of fifty percent (50%) plus one of the members of the Board of Directors or fifty percent (50%) plus one of the members of the organization, the Chairperson shall cause a special meeting to be called but such request must be made in writing or by e-mail at least seven (7) days before the requested scheduled date. Such request and such notice shall state the reasons that such meeting has been called, and the business to be transacted at such meeting and by whom it was requested. No other business but that specified in the notice may be transacted at such special meeting.

**Section 9.2.f. Director Meetings via Telephone Conference.** Directors may attend a meeting of the board by means of telephone conference or similar communication system whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall constitute presence in person at the meeting, with full entitlement to vote on all issues.

**Section 9.2.g. Resignation and Filling of Vacancies of Directors .** Any director of the corporation may resign at any time by giving written notice of such resignation to the Board of Directors, or to the chairperson of the board, Any such resignation shall take effect at the time specified therein or, if no time be specified, upon receipt thereof by the Board of Directors. Vacancies on the Board and newly created directorships or memberships resulting from any increase in the number of directors or members to constitute the Board of Directors may be filled by a duly approved resolution of a majority of the directors then in office. If the directors remaining in office constitute fewer than a quorum of the board, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office. Any director elected to fill a vacancy or a newly created directorship shall serve until the next election of directors by the members of the corporation. The death of any director shall be treated as a voluntary resignation by the corporation.

## **ARTICLE X - VOTING**

**Section 10.1.a. Voting Method.** At all meetings, except for the election of officers and directors, all votes shall be by voice or, where the voice vote is indeterminate, by count of hands. For election of officers and directors, ballots shall be provided and there shall not appear on such ballot any marking or other indication would allow identifying the person who cast such ballot.

**Section 10.1.b. Voting – Roll-call or Ballot.** At any regular or special meeting, if a majority so requires, each motion may be voted upon by oral roll-call of the members present and voting; or else by ballot, in the manner and style provided for election of officers and directors.

**Section 10.1.c. Voting by Ballot.** At all votes by ballot the Chairperson of such meeting shall, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election"

and who shall, at the conclusion of such balloting, certify in writing to the Chairperson the results. The certified copy shall be retained and later physically affixed in the minute book to the minutes of that meeting.

## **ARTICLE XI - DUES**

**Section 11.1. Annual Dues.** The dues of this organization shall be annual and shall be payable on the first day of the fiscal year. The amount of the dues may be changed only by the membership at the Annual Meeting, except that the Board, at its sole discretion, may at any time set a lower membership fee for an individual in special circumstances. (Amended 13 May 2009)

**Section 11.2. Non-Payment of Dues.** Any member who is sixty (60) days or more in arrears in the payment of annual dues shall be deemed to be no longer a member in good standing. All rights and privileges of that members shall be suspended until that member's dues obligations are met.

**Section 11.3. Removal from Membership Roll for Non-Payment of Dues.** Any member more than one hundred twenty (120) in arrears in the payment of annual dues shall be removed from the membership roll.

## **ARTICLE XII - INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES & AGENTS**

**Section 12.1. Indemnification of Directors and Officers.** To the fullest extent permitted by the laws of State of Illinois, including future amendments of those laws, the corporation shall indemnify and hold harmless each director and officer of the corporation against any and all claims, liabilities, and expenses (including attorneys' fees, judgments, fines, and amounts paid in settlement) actually and reasonably incurred and arising from any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, to which any such person shall have become subject by reason of having held such a position or having allegedly taken or omitted to take any action in connection with any such position. However, the foregoing shall not apply to:

- a. any breach of such person's duty of loyalty to the corporation or its members;
- b. any act or omission by such person not in good faith or which involves intentional misconduct or
- c. where such person had reasonable cause to believe his conduct was unlawful; or
- d. any transaction from which such person derived any improper personal benefit.

**Section 12.2. Determination of Entitlement of Directors and Officers to Indemnification.** The decision concerning whether a director or officer seeking indemnification has satisfied the provisions of Section 12.1 shall be made by:

- a. the Board of Directors by a majority vote of a quorum consisting of directors who are not parties to the action, suit, or proceeding giving rise to the claim for indemnity ("Disinterested Directors"), whether or not such majority constitutes a quorum;
- b. if there are no Disinterested Directors, or if the Disinterested Directors so direct, by independent legal counsel in a written opinion; or
- c. a vote of the members.

**Section 12.3. Indemnification of employees and agents.** The Board of Directors may, in such cases as, in its complete discretion, as it deems appropriate, indemnify and hold harmless employees and agents of the corporation, and persons who formerly held such positions against any or all claims and liabilities (including reasonable legal fees and other expenses incurred in connection with such claims or liabilities) to which any such person shall have become subject by reason of having held such a position or having allegedly taken or omitted to take any action in connection with such position. Such indemnification shall only be granted by a two-thirds affirmative vote of the full membership of the Board.

## ARTICLE XIII – DISSOLUTION

**Section 13.1. Dissolution.** The Illinois Ballot Integrity Project may be dissolved at any time that the Board of Directors may, by resolution adopted by the affirmative vote of 66% or more of the directors, adopt a resolution of dissolution. Sixty-six percent of all directors, not 66% of those directors in attendance at the meeting, must vote in favor for the resolution to pass

**Section 13.2. Distribution of Assets.** Upon the dissolution of the corporation, assets shall be distributed for one or more 501(c)(3) not-for-profit purposes, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. The disposition of assets shall be specified in the resolution to dissolve the corporation.

## ARTICLE XIV – MISCELLANEOUS

**Section 14.1. Amendment.** These Bylaws may be altered, amended, repealed or replaced by an affirmative vote of not less than a supra-majority of two-thirds (2/3) of the membership, present and voting. Proposed amendments shall be promulgated to the membership as part of the notice of the meeting (Special or Annual), sent either electronically or by United States Mail, at which the proposed amendments are to be voted upon, or thirty (30) days before such meeting, whichever is earlier.

**Section 14.2.a. Amendment Qualification and Certification.** Amendments may be proposed by any member in good standing with the second of such other members in good standing as shall constitute, including the proposer, an aggregate of ten percent (10%) of the total members in good standing, which shall then be considered a “certified” proposed amendment.

**Section 14.2.b. Amendment Procedure.** Proposed amendments, including the required ten percent (10%) certification, shall be submitted to the Secretary not less than sixty (60) days prior to the date of the Annual General Meeting, or such Special Meeting as shall be called for the consideration of such amendments.

**Section 14.3. Fiscal year of the corporation.** Unless the Board of Directors shall select another date through a duly adopt resolution, the fiscal year of the corporation shall begin on the first day of January of and end on the 31st day of December.

**Section 14.4. Retention of Records.** The organization shall retain all books, records, ledgers, correspondence and other paper or electronic documents pertaining to the business of the organization, including all entries and notations thereto, for a period of not less than seven (7) years from the creation thereof. It shall be the responsibility of the Secretary to retain such records unless the Board of Directors shall appoint an archivist or designate some other person to perform this duty.