

**BYLAWS
OF
THE ILLINI 4000**

**ARTICLE I
OFFICES**

Section 1. Registered Office. The Illini 4000 (hereafter referred to as The Organization) shall at all times maintain in the state of Illinois a registered agent, whose business office shall be the registered office of the Illini 4000.

**ARTICLE II
PURPOSES**

Section 1. Nature of Corporation. As set forth in the Articles of Incorporation, the Illini 4000 is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

Section 2. Primary Purposes. The Illini 4000 is a non-profit organization dedicated to documenting the American cancer experience, raising funds for cancer research and patient support services, and spreading awareness for the fight against cancer through annual cross-country bike rides.

**ARTICLE III
BOARD OF DIRECTORS**

Section 1. General Powers. The Board of Directors shall have the general power to manage and control the affairs and property of The Organization, and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board of Directors.

Section 2. Number, Election, and Term of Office. The Board of Directors shall consist of no less than five (5) and no more than eleven (11) members. Directors need not be residents of the State of Illinois. Election to the Board of Directors shall be by majority vote of the members of the Board of Directors, which shall occur, except in the case of filling vacancies, at each annual meeting of the Board. Each director shall hold office for a term of 1 year, and any time

thereafter, until his or her successor is elected. Each director may re-apply for any board position before the deadline, as determined by the Board of Directors.

Section 3. Officers. The Board of Directors may designate from among its members a President, Interim President, Secretary, Treasurer and such other officers as it may consider appropriate with such duties as it may prescribe.

Section 4. Vacancies. Any vacancy occurring on the Board of Directors prior to the expiration of a term may be filled by such person as shall be elected by the remaining members of the Board of Directors. A Director so elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor in office.

Section 5. Regular Meetings. The Board of Directors may by resolution prescribe the time and place of regular meetings. Regular meetings of the Board of Directors occur at least weekly during the school year. The aim of these meetings is to achieve the primary purposes of The Organization, as defined in Article II, Section 2.

Section 6. Annual Meetings The Board of Directors shall hold an annual meeting at such time and place as the Board of Directors shall by resolution prescribe. The Advisory Board and all other persons deemed appropriate by the Board of Directors shall be invited to this meeting. The purposes of annual meetings include inducting new Board of Director members, conducting a review of the past year, and setting organizational goals for the following year.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of any two Directors. Advisory Board members or other persons deemed appropriate by the Board of Directors may be invited to attend special meetings. The person or persons authorized to call special meetings of the Board of Directors may fix any reasonable date, hour, and place, either within or without the State of Illinois.

Section 8. Notice. Notice of any special meeting of the Board of Directors shall be given at least fifteen (15) days previously, and notice of any annual meeting of the Board of Directors shall be given at least thirty (30) days previously, hereto by written notice delivered personally or sent by mail or other means of electronic transmission to each attendee at his or her address as shown in the records of The Organization. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice be given by electronic mail, such notice shall be deemed to be delivered when the electronic mail is delivered by the electronic mail service. The business to be transacted at, and the purpose of, any special or annual meeting of the Board of Directors must be specified in the notice of such meeting.

Any Director may waive notice of any special or annual meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 9. Quorum and Proxies. A simple majority of the total number of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If fewer than a majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting. Proxies shall not be permitted.

Section 10. Manner of Acting. The act of a majority of the Directors present at a meeting at which quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the law or by these Bylaws.

Section 11. Compensation. Directors shall not receive any salary or compensation for their services, but may be reimbursed for reasonable expenses.

Section 12. Informal Action. Any action may be taken without a meeting of the Directors if all Directors are notified via electronic mail, given a reasonable period under the circumstances to respond, and a simple majority consent to the action being taken.

Section 13. Resignation. A director may resign from the Board of Directors at any time by giving notice of his or her resignation in writing, electronic or otherwise, addressed to the President or Secretary of The Organization or by presenting his or her written resignation at an annual, regular, or special meeting of the Board of Directors.

Section 14. Removal. Except as otherwise provided by law, a Director may be removed at a regular meeting of the Board of Directors called expressly for that purpose, in the manner prescribed in Article VII, Section 3 of these Bylaws.

ARTICLE IV REGULAR COMMITTEES

Section 1. Purposes. A regular committee is a subcommittee of the Board of Directors. The Board of Directors may establish such regular committees to assist in the performance of organizational goals as deemed appropriate.

Section 2. Number, Election, and Term of Office. The number of members of each regular

committee shall be determined by the Board of Directors. Members of each regular committee shall be elected by the affirmative vote of a majority of the Board of Directors and shall serve until resignation or removal by the affirmative vote of a majority of the Board of Directors, or until the regular committee has fulfilled the purpose of the committee, as determined by the Board of Directors.

Section 3. Officers. The President may designate from among the members of each regular committee a Chairman of such committee, and such other officers as the President may determine. The Chairman and any other officers of each committee shall have such duties as stated in the purpose statement for the committee, written by the Chairman of that committee.

Section 4. Vacancies. Vacancies in the membership of any committee may be filled by the Board of Directors.

Section 5. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules. Each committee may adopt rules for its own government not inconsistent with the Bylaws or with rules adopted by the Board of Directors.

Section 7. Powers. Each regular committee shall have such powers as the Board of Directors may grant it consistent with law, the Articles of Incorporation, and the Bylaws.

ARTICLE V MEMBERS COMMITTEES

Section 1. Purposes. The Board of Directors may establish member committees to assist in the performance of organizational goals as the Board of Directors considers appropriate.

Section 2. Number, Election, and Term of Office. The number of members of each member committee shall be determined by the Board of Directors. Members of each member committee shall be elected by the affirmative vote of a majority of the Board of Directors and shall serve for a term set by the Board of Directors.

Section 3. Officers. The Board of Directors, by a majority vote, shall designate from among the members of each member committee a Chairman of such committee, and such other officers as

the President may determine. The Chairman must be a member of the Board of Directors. The Chairman and any other officers of each committee shall have such duties as the Board of Directors, by a majority vote, prescribes.

Section 4. Vacancies. Vacancies in the membership of any committee may be filled by the Chairman of that committee, as approved by a majority vote of the Board of Directors.

Section 5. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a simple majority of the whole committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules. Each committee may adopt rules for its own government not inconsistent with the Bylaws or with rules adopted by the Board of Directors.

Section 7. Powers. Each member committee shall have such powers as the Board of Directors may grant it consistent with law, the Articles of Incorporation, and the Bylaws.

ARTICLE VI ADVISORY COMMITTEES

Section 1. Purpose. The Board of Directors shall establish an Advisory Board and such other advisory committees as the Board of Directors deems appropriate. The purpose of all such committees shall be to advise the Board of Directors on such matters relating to the Illini 4000, as the Board of Directors designates.

Section 2. Number, Election, and Term of Office. The number of members of each advisory committee shall be determined by the Board of Directors. The election and term of office shall be determined by the Board of Directors, per the needs of each committee.

Section 3. Powers. Each advisory committee shall have the power to advise the Board of Directors and such other powers as the Board of Directors may grant it consistent with law, the Articles of Incorporation, and the Bylaws. Advisory committees shall have such powers as outlined within its Charter as defined in Article VI, Section 4.

Section 4. Advisory Charter of the Advisory Board. The powers and responsibilities of the Advisory Board shall be defined by an Advisory Board Charter which the Board of Directors shall draft at the time of such an Advisory Board's creation. Such a charter is hereby

incorporated into these bylaws by reference.

ARTICLE VII OFFICERS

Section 1. Officers. The Officers of The Organization shall be a President, Interim President, Secretary, Treasurer, and any such other Officers as may be elected in accordance with the provisions of this Article. Not more than one office may be held simultaneously by the same person, with the exception of the Interim President, as defined in Article VII, Section 6.

Section 2. Election and Term of Office. The Officers of The Organization shall be elected by a majority vote of the members of the incumbent Board of Directors at a regular meeting and inducted at every annual meeting of the Board thereafter. Each Officer shall hold office for a term of one (1) year, and any time thereafter, until his or her successor is elected. Each Officer may re-apply for any position before the deadline determined by the Board of Directors.

Section 3. Removal. Any Officer may be removed upon an affirmative vote of two-thirds of the entire Board of Directors, whenever in its judgment the best interests of The Organization would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Temporary Leave. Any officer may be recommended for temporary leave, and leave shall be granted per a two-thirds majority vote of the Board of Directors. The duties of an Officer on temporary leave shall be fulfilled by the Board of Directors, as the Board of Directors deems fit, except in the case of the President, in which case the duties shall be fulfilled by the Interim President, as described in Article VII, Section 7.

Section 6. President. The President shall be the chief executive officer of The Organization and, in general, shall supervise and control all of the business and affairs of The Organization. He or she may sign, with the Secretary or any other proper Officer of The Organization authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments or documents which the Board of Directors has authorized to be executed; and he or she shall perform all such other duties as may be prescribed by the Board of Directors on one or more occasions.

Section 7. Interim President. In the event of the death, resignation, temporary leave, or removal of the President, the person designated as Interim President shall assume the office of President until the Board of Directors elects a successor to the President, or until the President submits a written declaration that no such inability exists, and shall perform all such duties as may be prescribed by the Board of Directors on one or more occasions.

Section 8. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; be custodian of the corporate and organizational records and seal; and perform such other duties as on one or more occasions may be assigned to him or her by the Board of Directors.

Section 9. Treasurer. The Treasurer shall be responsible for all funds and securities of The Organization; receive and give receipts for monies due and payable to The Organization and deposit all such monies in the name of The Organization in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of the Bylaws; and perform such other duties as on one or more occasions may be assigned to him or her by the Board of Directors.

ARTICLE VIII CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize by unanimous consent any Officer or Officers, agent or agents of the Illini 4000, in addition to or in place of the Officers so authorized by the Bylaws, to enter into a contract or execute and deliver any instrument or document in the name and on behalf of the Illini 4000, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, and Similar Documents. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of Illini 4000, shall be signed by such Officer or Officers and/or agent or agents of the Illini 4000. All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness equaling more than \$500 must be voted upon by the Board of Directors, and approved through a simple majority.

Section 3. Deposits. All funds of the Illini 4000 shall be deposited in a reasonable amount of time to the credit of the Illini 4000 in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts and Contributions. The Board of Directors may accept on behalf of the Illini 4000 any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Illini 4000. Such contributions, gifts, bequests, or devises shall be in conformity with the laws of the United States, the State of Illinois, and any other relevant jurisdiction as well as with organizations' stated purpose in their Articles of Incorporation.

ARTICLE IX BOOKS AND RECORDS

Section 1. Books and Records. The Illini 4000 shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. These records shall be electronically stored and made available to those with the permission of the Board of Directors. One duplicate copy, stored separately from the primary, should be made of all records deemed vital by the Board of Directors. Proper electronic security measures, as deemed appropriate by the Board of Directors, shall be exercised to ensure the safety of all personal information.

ARTICLE X FISCAL YEAR

Section 1. Fiscal Year. The fiscal year of the Illini 4000 shall begin on the first day of November and end on the last day of October in each year.

Article XI WAIVER OF NOTICE

Section 1. Waiver of Notice. Whenever any notice is required to be given under the provisions of the law of the State of Illinois or under the provisions of the Articles of Incorporation or the Bylaws of the Illini 4000, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI AMENDMENTS TO BYLAWS

Section 1. Amendment Procedure. The Bylaws may be altered, amended or repealed and new Bylaws may be adopted at any annual, regular, or special meeting of the Board of Directors, by an absolute two thirds majority vote of the Board of Directors and an absolute two thirds majority vote of the Advisory Board, if at least fifteen (15) days written notice is given to every member of said Boards, with acknowledgment of receipt, of intention to alter, amend or repeal the Bylaws or to adopt new Bylaws at such meeting.

Revised and Approved 3/27/14 - TC, President