

**BYLAWS
OF
WOMEN’S INTERSPORT NETWORK FOR SOUTHERN ILLINOIS
WIN for Southern Illinois
January 3, 2012**

ARTICLE I – NAME

1.1 The name of this corporation shall be: Women’s Intersport Network for Southern Illinois, herinafter “WIN for Southern Illinois”.

ARTICLE II – OFFICES

The principal office of the Corporation in the State of Illinois shall be located at 1075 S. Normal Avenue in the City of Carbondale, County of Jackson. The Corporation may have such other offices, either within or without the State of Illinois, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

The Corporation shall have and continuously maintain the State of Illinois a registered office, and a registered agent whose office is identical with such registered office as required by the Illinois General Not-For-Profit Corporation Law. The registered office may be, but not be, identical with the principal office in the State of Illinois, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III – MISSION, OBJECTIVES, AND SCOPE

Section 1. The mission, objectives, and scope of this Corporation shall be to recognize girls and women’s amateur and college sports competition and their participants in the greater southern Illinois region and to support and develop amateur and college athletics in the greater southern Illinois region for girls and women’s competition in such sports. Develop a better awareness of girls and women’s sports and physical activities in the southern Illinois region.

Section 1.1 Building networks that provide resources that advocate the lifetime value of sport and fitness for girls and women and promotes those opportunities in the southern Illinois region.

Section 1.2 Creating awareness of sport and physical activity opportunities and introducing them to girls and women

Section 1.3 Publicizing the value of, and opportunities in, sport and physical activity to the community

Section 1.4 Recognizing the participation, contributions, and achievements of girls and women in sport and physical activity

Section 2. This corporation is not organized for pecuniary profit. Consistent with the purposes of the corporation and the laws under which the Charter is issued, this corporation shall at all times be a non-profit organization. No part of the net earnings thereof shall inure to the benefit or any member of the corporation.

Section 3. In the event of dissolution or termination of the corporation, the assets of the corporation will be distributed in accordance with the Articles of Incorporation and to whatever best accomplish the general purposes for which the corporation was organized.

ARTICLE IV – MEMBERSHIP

Section 1. The corporation shall have a membership. The general membership will meet once a year in January and will be given a two-week notice of the meeting.

A. Corporate Membership: A corporate member is any company or business that is interested in supporting and increasing interest in area programs for girls and women in sports and/or physical activity with financial support and/or services that the corporation or business might provide for WIN for Southern Illinois. \$150

B. VIP Membership: A VIP member is anyone interested in supporting and increasing interest in area programs for girls and women in sport and/or physical activity. The member is willing to serve on committees of WIN for Southern Illinois to provide sporting and/or physical activity opportunities for the community. \$100

C. Active Individual Membership: An active member is anyone interested in supporting and increasing interest in area programs for girls and women in sports and/or physical activity. The member will be willing to serve on committees of WIN for Southern Illinois to provide sports and/or physical activity opportunities for the community. \$35

D. Associate Individual Membership: An associate member is anyone interested in supporting and increasing interest in area programs for girls and women in sports and/or physical activity. These members may be parents, community members, and others in support of the mission of WIN for Southern Illinois. \$20

E. Student Membership: A student member is anyone attending K-12 school or enrolled in college that is interested in supporting and increasing interest in area programs for girls and women in sports and/or physical activity. \$10

Section 2. Annual Dues. The annual dues to be paid by each member shall be established each year at the annual meeting of the Board of Directors. The Board of Directors shall have the right to establish different classes of membership according to criteria established by a vote of the Board of Directors. Membership fees are due January 1 of each year. All memberships are for a term of January 1 to December 31. Membership benefits will begin upon payment to the Treasurer and continue throughout that year until December 31.

Section 3. Termination of Membership. The membership of any member from whom dues are required shall automatically terminate upon failure to pay annual dues by the January 1 deadline.

Section 4. Reinstatement. Upon payment of dues, the membership of any person eligible for membership whose membership has been terminated for nonpayment of dues shall be

automatically reinstated as of date payment is received by the Treasurer of WIN for Southern Illinois.

Section 5. Transfer of Membership. Membership in this corporation is not transferrable or assignable.

ARTICLE V – EXECUTIVE COMMITTEE

Section 1. Composition. The Executive Committee shall be comprised of the seven elected officers of WIN for Southern Illinois elected by the Board of Directors and those appointed as editor, archivist and student representatives. The WIN for Southern Illinois Director shall serve in an ex-officio capacity. An annual meeting will take place in January each year for such elections to be held.

Section 2. General Powers. The Executive Committee may exercise all powers of the Board of Directors between the meetings of said board, except the power to amend the corporation's Bylaws or to fill vacancies in their own membership, which shall be reserved for the Board of Directors.

Section 3. Term. The President-elect, President, and Immediate Past President shall be elected for one-year terms and may not succeed themselves. The Secretary, Treasurer, and the three Vice-Presidents shall serve staggered two-year terms and may serve a maximum of two consecutive terms in the same position. The Editor, Archivist, and Student Representatives shall serve staggered two-year terms and may serve a maximum of three consecutive terms in the same position.

Section 4. Vacancies. Any vacancy occurring on the Executive Committee shall be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of her/his predecessor in office.

Section 5. Meetings. The Executive Committee shall meet quarterly (Jan, April, July, Oct). These meetings shall be held in Carbondale, Illinois. The Secretary shall keep regular minutes of the proceedings of all Executive Committee meetings and report the same to the Board of Directors.

In addition, the Executive Committee shall meet with the Board of Directors directly after the Board of Directors' annual meeting in January. At such meeting, the Executive Committee shall submit reports of the officers of the Corporation to the Board of Directors, adopt a budget for the ensuing fiscal year, appoint all committee chairs, and transact such other business presented.

Section 6. Special Meetings. Special meetings of the Executive Committee shall be held in Carbondale, Illinois and may be called by the President, or in her/his absence, the President-Elect, or by a majority of the members of the Executive Committee with reasonable notice being given to the members of the committee by the Secretary of the Corporation. By written consent of officers, a special meeting of the Executive Committee may be held without notice at any time and place.

Section 7. Notice of Meetings. Notice of the annual meeting and all special meetings, except where such notice is waived in writing, shall be sent (mailed or emailed) to each officer by the Secretary at least five (5) days prior to the time fixed for such meeting. Neither the business to be transacted at, nor the purpose of any special meeting of the Executive Committee need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 8. Quorum. A majority of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Board. If less than a majority of the officers are present at said meeting, a majority of the officers present may adjourn the meeting from time to time without further notice.

Section 9. Manner of Action. The act of a majority of the officers present at a meeting at which a quorum is present shall be the act of the Executive Committee, unless the act of a greater number is required by law or by these Bylaws.

Section 10. Informal Action by Officers. Any action required by law to be taken at a meeting of officers, may be taken without a meeting if a consent in writing setting forth the action so taken, shall be signed by all of the officers.

Section 11. Powers of Officers. All corporate powers shall be exercised by or, under the authority of, and the business and affairs of the Corporation shall be controlled by the Board of Directors. For any reason deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of any officer to any other officer or director. It shall also have the power to delegate to committees such powers and authorities as are set out in Article IX of these Bylaws.

Section 12. Compensation. Officers as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the officers; but nothing herein contained shall be construed to preclude any officer from serving the Corporation in any other capacity and receiving compensation therefore.

ARTICLE VI – BOARD OF DIRECTORS

Section 1. Composition. The Board of Directors shall consist of the executive committee and community leaders from the southern Illinois region who share the common goals of WIN for Southern Illinois. The Board of Directors shall never be less than seven. They shall serve two-year terms.

Section 2. General Powers. The policies and fiduciary affairs of the Corporation are the responsibility of the Board of Directors.

Section 3. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the Executive Committee. A director elected to fill a vacancy shall be elected for the unexpired term of her/his predecessor on the board.

Section 4. Annual Meeting. The annual meeting of the Board of Directors shall be held in Carbondale, Illinois in January of each year. Business to be covered during this meeting shall be recommended replacements for directors with expiring term; receive reports of the officers of the Corporation; adopt a budget for the ensuing fiscal year; and transact such other business presented.

Section 5. Special Meetings. Special meetings of the Board of Directors shall be held in Carbondale, Illinois and may be called by the Chair or in her/his absence the Chair-Elect or by a majority of the members of the Board of Directors. By written consent of the directors, a special meeting of the Board of Directors may be held without notice at any time and place.

Section 6. Notice of Meetings. Notice of the annual meeting and all special meetings, except where such notice is waived in writing, shall be sent (mailed or emailed) to each director by the Secretary, or designee, for WIN for Southern Illinois at least five (5) days prior to the time fixed for such meeting. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board of Directors need to be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 7. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 8. Manner of Action. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 9. Informal Action by Directors. Any action required by law to be taken at a meeting of directors, may be taken without a meeting if a consent in writing setting forth the action so taken, shall be signed by all of the directors.

Section 10. Powers of Board. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board of Directors. For any reason deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of any officer to any other officer or director. It shall also have the power to delegate to committees such powers and authorities as are set out in Article IX of these Bylaws.

Section 11. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation thereof.

ARTICLE VII – OFFICERS

Section 1. Eligibility. No one shall be eligible for any office who is not a director of the corporation. Any officer, who ceases to be a director, shall cease to hold office as soon as her/his successor is elected and qualified.

Section 2. Officers. The officers of the Corporation shall be President, President-Elect, Immediate Past President, Secretary, Treasurer, Vice-President of Events, Vice-President of Human Resources, Vice-President of Fundraising and Public Relations, all of whom shall serve as voting members of the Board of Directors. The Editor of the WIN for Southern Illinois Newsletter, the WIN for Southern Illinois Archivist, and two (2) Student Representatives shall be ex-officio non-voting members of the Board, who are appointed by the Board for a two-year term. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

Section 3. Election and Term of Office. The officers of the Corporation shall be elected annually by the membership, and each shall hold office until she/he shall resign, shall be removed or otherwise disqualified to serve, or her/his successor shall be elected and qualified. If a vacancy occurs, the election shall be held as soon thereafter as conveniently may be.

The President-elect, President, and Immediate Past President shall serve one-year terms and shall not succeed themselves. The Secretary, Treasurer, and the three Vice-Presidents shall serve two-year terms and may serve a maximum of two consecutive terms in the same position. The Editor, Archivist, and Student Representatives shall serve two-year terms and may serve a maximum of three consecutive terms in the same position.

Section 4. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 5. Vacancies. A vacancy of 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 6: President. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. She/he shall preside at all meetings of the Board of Directors. She/he may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; shall be an ex-officio member of all committees; and in general she/he shall perform all duties incident to the office of President and such other duties as

may be prescribed by the Board of Directors from time to time. The President shall serve one term as President and then, as Immediate Past President, serve one year on the Board of Directors.

Section 7: President-Elect. In the absence or disability of the President, the President-Elect shall perform the duties and exercise the powers of the President, shall coordinate National Girls and Women in Sports Day, and shall perform such other duties as the Board of Director may prescribe. The President-Elect should serve one year as President-Elect, one year as President, and then one year on the Board of Directors as Immediate Past President.

Section 8: Secretary. The secretary shall keep minutes of the Executive Committee, the Board of Directors, and the General Membership meetings in one or more books provided for that purpose. The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; keep a register of the post office addresses, email addresses and phone numbers for each member, which shall be furnished to the Secretary by such members.

Section 9: Treasurer. The Treasurer shall be custodian of the corporate records and of self of the Corporation and see that the seal of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws and in general perform all duties incident to the office of Treasurer and such other duties from time to time may be assigned to her/him by the President or by the Board of Directors. The Treasurer shall have custody of all money, securities, and funds of the Corporation. The Treasurer shall keep regular books of account of the receipts and disbursements and shall deposit or cause to be deposited all monies to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, making proper vouchers for such disbursements and expenditures. The Treasurer shall be responsible to render to the President and the Board of Directors at the annual meeting and at such other times as required by the President or the Board of Directors, a written report and account of all transactions of the Corporation and financial condition of the Corporation. The Treasurer may delegate these duties as required.

If the Board of Directors so desires, it may require a corporate surety bond in such amount as it may determine from the Treasurer. The premium for such bond to be paid from the corporate fund.

Section 10. Vice-President of Events. The Vice-President of Events shall provide general supervision of all events of WIN for Southern Illinois and shall perform such duties as the Board of Directors may prescribe.

Section 11. Vice-President of Human Resources. The Vice-President of Human Resources shall assist staff in maintaining a current membership list for WIN for Southern Illinois, and a list of potential volunteers for WIN for Southern Illinois events. She/he shall work with staff in developing a Speakers' Bureau with speakers and topics for distribution upon request.

Section 12. Vice-President of Fundraising and Public Relations. The Vice-President of Fundraising and Public Relations shall assist the President and event chairs in funding and marketing each event and shall perform such duties as the Board of Directors may prescribe.

Section 13. If required by the Board of Directors, assistant secretaries, treasurers, and chairpeople shall perform such duties as shall be assigned to them by the Treasurer, by the President, or by the Board of Directors.

ARTICLE VIII – COMMITTEES

Section 1. General Provisions. The Board of Directors may designate and appoint such standing and special committees as it deems necessary to properly carry on all the activities and affect the objects and purposes of the Corporation. Such committees shall perform only such duties as the Board of Directors may direct and allow; and shall not have nor exercise any authority of the Board of Directors in the management of the Corporation.

Section 2. Committee Membership. Members and non-members of WIN for Southern Illinois may serve as members of a committee. Such members shall be requested to indicate committee preferences on their membership applications. Committee appointments shall be made by the Board of Directors but the preferences will be followed.

Section 3. Chairperson. The Board of Directors shall appoint the chairperson of each committee. Only directors may serve as chairperson of committees unless a suitable candidate is voted on by the Board of Directors.

Section 4. Term of Appointment. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors, unless the committee shall be sooner terminated, or unless shall cease to qualify as a member thereof. A member of a committee may be removed by the Board of Directors whenever, in their judgment, the best interests of the Corporation shall be served by such removal.

Section 5. Vacancies. 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.

Section 6. Standing Committees. Standing committees shall be as follows:

- (a) Grants in Girls' and Women's Sports and Physical Activity Committee
- (b) Bylaws Committee
- (c) Special Events & Projects Committee
- (d) Fundraising Committee
- (e) Marketing & Public Relations Committee
- (f) Membership Committee

Section 7. Sub-Committees. The chairperson of each committee, with the approval of the Board of Directors, may create such sub-committees as deemed necessary.

ARTICLE IX – STAFF

The Board of Directors is empowered to employ qualified professionals and a professional staff, including an executive director, to carry out the administrative duties of the Corporation and to act on the demands and desires of the Board of Directors.

ARTICLE X – CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, any such instrument over the amount of \$100 shall be signed by the Treasurer or an Assistant Treasurer, and countersigned by the President of the Corporation.

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

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contributions, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE XI – BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its membership, Board of Directors, and committees having any of the authority of the Board of Directors. All books and records of the Corporation may be inspected by any member, or her/his agent or attorney for any proper purpose at any reasonable time.

ARTICLE XII – FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of each year.

ARTICLE XIII – SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed therein the name of the Corporation and the words “Illinois Not For Profit Corporation”.

ARTICLE XIV – WAIVER OF NOTICE

Whenever any notice is required under the provision of the Illinois General Not For Profit Corporation Law or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, 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 deem equivalent to the giving of such notice.

ARTICLE XV – AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-third vote of the Directors present at any annual meeting or any special meeting, if at least one week written notice is given of intention to alter, amend, or repeal or to adopt new Bylaws at such meeting.

ARTICLE XVI – STATEMENT OF NON-DISCRIMINATION

This organization shall not discriminate on the basis of race, color, religion, sex, age, sexual orientation, marital status, national origin, disability, and status as a disabled Veteran.