



Quad City Singles, Inc. Bylaws

Article 1. Purpose and Place of Business

Section 1. Name. The name of this independent, local Organization is Quad City Singles, Inc.

Section 2. Purpose. The purpose for which the Quad City Singles, Inc. Organization is organized is to provide single men and women age forty (40) and older with opportunities to enhance their lives through social, cultural and community events. The Organization is dedicated to providing a positive environment for singles to create interpersonal relationships and enjoy life to its fullest.

Section 3. Principal Place of Business. The principal place of business of the Organization shall be located at the place fixed by the Board of Directors from time to time.

Article 2. Members

Section 1. Member Qualifications. Membership is open to anyone who wants to participate in the Organization's group sponsored activities. Eligibility shall be limited to individuals who are single (widowed, divorced or never married) and who are forty years of age and older.

Section 2. Admission to Membership. Membership will be activated upon the receipt of dues and initiation fees.

Section 3. Dues. The amount of dues and period of benefits shall be fixed by the Organization's Board of Directors.

Section 4. Termination of Membership. Membership shall be terminated upon written resignation accepted by the Board of Directors, if the marital status of the member has changed, or if either egregious or multiple violations of the personal respect policy occur.

Any member whose annual membership dues are unpaid for 15 days shall be considered not a member in good standing and will not be entitled to the privileges of membership. Such members shall be reinstated upon payment of dues and reinstatement fees.

By a two-thirds majority vote by the Board Members, a membership can and will be terminated, with dues refunded, for the following reasons:

- A. Ineligible membership
- B. Repeated violations of club policies
- C. Unlawful behavior or activity
- D. Egregious behavior or activity

Section 5. Place of Membership Meetings. The Board of Directors may designate any place within the Quad City Metropolitan area as the place for any Annual Meeting or any special meeting of the members.

Section 6. Annual Meetings. The Annual Meeting of the Organization shall be held in January of each year for the purpose of electing directors and for the transaction of such other business as may come before the meeting. The exact date, time and place of such Annual Meeting shall be determined by the Board of Directors at the October Board Meeting.

Section 7. Quorum. A quorum at the Annual Meeting shall be constituted of those members present. A quorum shall constitute 5% of the membership of the club for any other meeting called with 30 days advance notice by email, written mail or public notice. A majority shall constitute fifty-one (51%) of eligible members present at the meeting entitled to cast a vote on any matter.

Section 8. Vote Required for Membership Action. The affirmative vote of a majority of the members present at a meeting shall be required and shall be sufficient to adopt any motion or resolution or take any action at any meeting of members.

Whenever the minutes of any meeting of members state that any motion or resolution was adopted or that any action at the meeting, the minutes shall be prima-facie evidence that the motion or resolution was duly adopted or that the action was duly taken by the require vote. The minutes need not state the number of members voting for or against the motion, resolution or action.

Voting in any election shall be paper ballot. Voting at any meeting of members, on any other matters, shall be by voice vote unless the presiding officer orders that the members be counted or by paper ballot. The President shall appoint tellers and a judge for voting.

Section 9. Membership Voting Rights. Each member whose dues are paid shall be a member in good standing and shall be entitled to one vote.

Section 10. Organization. The President or Vice-President of the Board of Directors shall preside at each meeting of the members. If the President and Vice-President are absent, the Board shall appoint a temporary chair person.

Section 11. Rules and Order of Business. The members may adopt any rules, which they deem advisable for the conduct of their meetings. Meetings of the members shall be conducted in accordance with Robert's Rules of Order. The order of business at Annual meetings of members and at any special meetings of members to the extent it is consistent with the purpose of the meeting shall be:

- A. Determination of attendance and quorum
- B. Action upon the minutes of the preceding meeting and other unapproved minutes
- C. Reports of officers and committees
- D. Election of Directors at the Annual Meeting
- E. Unfinished business
- F. New business
- G. Adjournment

Article 3. Board of Directors

Section 1. General Powers. The business and officers of the Organization shall be managed by the Board of Directors.

Section 2. Composition of Board of Directors. The governing body of the Board of Directors shall consist of President, Vice-President, Secretary, Treasurer, Communications Director, Administrative Director, Main Events Director, General Activities Director, Cultural Activities Director, Marketing Director, Information Technology Director, and Membership Director.

Section 3. Number of Directors. The total number of Directors shall be twelve (12).

Section 4. Terms of Directors. After 12/31/04, each Director elected at the Annual Meeting of the Organization shall serve for a term of three (3) years. A Director may serve no more than two (2) consecutive terms. One-third (1/3) of the terms of the Directors shall expire each year.

- Section 5. Vacancies. In the event a member of the Board of Directors is unable for any reason to fulfill his or her term, the members of the Board of Directors shall select a successor by a majority vote to fill the balance of the year. An open directorship will be voted on at the Annual Meeting for the balance of the vacated term.
- Section 6. Removal of Directors. It is the duty of all Directors to attend regularly scheduled meetings of the Board of Directors. The failure of any elected Director to participate in three (3) scheduled meetings in a calendar year may constitute his or her resignation from the Board of Directors. The position shall be declared vacant and will be filled as directed in Section 5. If any officer or director binds the Quad City Singles, Inc. to legal documents without the authorization of three (3) Board Members, he or she invites the members to begin proceedings for removal from membership from the Quad City Singles, Inc.
- Section 7. Place of Board Meetings. Any meeting of the Board of Directors may be held any place determined by the Board of Directors. Proper notice of the meeting will be provided seven (7) days before the scheduled meeting.
- Section 8. Regular Meetings. Regular meeting of the Board of Directors are open to the general membership and will be held at a time and place fixed by the Board of Directors. Notice will be published in the newsletter.
- Section 9. Special Meetings. Special meetings of the Board of Directors may be called and a time and place fixed by the President, Secretary or any three Directors. Proper notice must be given to all board members.
- Section 10. Quorum. A majority (over 51%) of the number of Directors fixed by Section 3 shall constitute a quorum at any meeting of the Board of Directors.
- Section 11. Vote Required for Board Action. The affirmative vote of a majority of the Directors participating at a meeting at which a quorum is present shall be required and sufficient to adopt any motion or resolution or take any action at any meeting of the Board of Directors.
- The minutes shall be prima facie evidence that a motion or resolution was duly adopted or that the action was duly taken by the required vote. The minutes shall state the number of Directors voting for or against the motion, resolution or action.
- Section 12. Director's Voting Rights. Each Director may vote on any question at any meeting of the Board of Directors. The President shall vote: 1) if the president's vote would break a tie vote; 2) if the president's vote would create a tie vote; or 3) if the vote is taken by ballot. When a motion is of direct personal or monetary interest to officer/director and to no one else, the officer/director shall not vote.
- Section 13. Organization. The President or Vice-President shall preside at each meeting of the Board of Directors. If the President and Vice- President are absent, the Board of Directors shall appoint a temporary chair person to preside at the meeting.
- Section 14. Rules and order of Business. The Board of Directors may adopt any rules not inconsistent with these Bylaws. Meetings of the Board of Directors shall be conducted in accordance with Robert's Rules of Order. Unless otherwise determined by the Board of Directors, the order of business for the Annual Meeting and other meetings of the Board of Directors to the extent it is applicable shall be:
- A. Determination of attendance and quorum
 - B. Action upon minutes of the preceding meeting and other unapproved minutes
 - C. Reports of officers and committee chairs
 - D. Election of officers, at the first meeting after the Annual Meeting
 - E. Unfinished business
 - F. New business
 - G. Adjournment

Section 15. Presumption of Assent. A Director who is participating at any meeting of the Board of Directors at which action on any matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting.

Section 16. Nominating Committee. At least sixty (60) days prior to the Annual Meeting of the Organization, the nominating committee will be formed. At least thirty (30) days prior to the Annual Meeting, the nominating committee shall submit the names of the nominees to the Board of Directors.

Articles 4. Officers

Section 1. Required and Optional Officers. The officers of the Board of Directors shall be President, Vice-President, a Secretary and a Treasurer. The Board of Directors may also elect or appoint any other officers, which the Board of Directors deems advisable.

Section 2. Election of Appointment of Officers. At the first meeting of the Board of Directors after the Annual Meeting the officers shall be elected as required by Section 1.

Section 3. Eligibility and Limitation. After 12/31/2006, each elected director, having served one year as a director, is eligible to serve as a Vice President or President for one year, not succeeding themselves. The Vice President may succeed the President and the President becomes a director for the last year of their term. The Secretary and the Treasurer may take their office upon being elected to the Board and may succeed themselves.

Section 4. Vacancy. A vacant officers position will be filled by the Board of Directors from among its members. The then vacant directors position will be filled in accordance with Article 3, Section 5.

Section 5. Duties and Powers of Officers. Unless otherwise determined by the Board of Directors, the officers referred shall have stated duties and powers. The Board of Directors at any time may change, add to limit, transfer to another officer or abolish any or all of the duties and powers of any officer.

Section 6. President. The President shall be the principal executive officer of the Organization and is subject to the control of the Board of Directors. The purpose of the President's post is to facilitate the smooth flow of the operations and expedite activities and decisions across the Quad City Singles, Inc. organization.

Section 7. Vice-President. The Vice- President shall, in the absence of the President, perform the duties and exercise the powers of the President and shall have any other duties and powers prescribed by the Board of Directors or the President.

Section 8. Secretary. The purpose of the Secretary is to take minutes of official meetings and to maintain organization records and other records as necessary.

Section 9. Treasurer. The purpose of the Treasurer is to have charge of or oversight of all funds belonging to the organization and to keep accurate records of all receipts and disbursements. The Treasurer must be bondable.

Article 5. Other Board Members

- Section 1. Communications Director. The purpose of this position is to facilitate, manage, and communicate within the organization and to communicate outside the organization as called upon by the Communications Director or Marketing Director.
- Section 2. Administrative Director. – The purpose of this position is to facilitate communications with non members and to integrate new members into the organization and to manage support for the Board of Directors and committee chair persons.
- Section 3. Marketing Director. The purpose of this position is to promote Quad City Singles, Inc. to the community, groups and individuals for the purpose of developing awareness of and support for the organization and identifying potential members.
- Section 4. Main Events Director. The purpose of this position is to produce events that are intended to appeal to the entire organization and to attract new members.
- Section 5. General Activities Director. The purpose of this position is to coordinate the activities of specific interest groups and to develop events that meet the needs of those groups within the membership of Quad City Singles, Inc.
- Section 6. Cultural Events Director. The purpose of this position is to coordinate the activities of specific interest groups and to develop events that meet the needs of those groups with the membership of Quad City Singles, Inc.
- Section 7. Information Technology Director. The purpose of this position is to maintain a secure website, to and about, Quad City Singles, Inc Organization with data supplied by the Board of Directors.
- Section 8. Membership Director. The purpose of this position is to manage all membership records.

Article 6. Committees

- Section 1. Committee of the Whole. The membership and the board, at any of their meetings, may act as a committee of the whole. Any actions taken are not decisions but are recommendation which are voted on later.
- Section 2. Executive Committee. All board meetings are open to the members except when the board votes to go into executive session. Executive sessions are invoked only when matters involving personnel are to be considered, and are confidential and for discussion only.
- Section 3. Standing Committees. Standing committees can be created by the Board of Directors.
- Section 4. Special (select or ad hoc) Committees. These are created to perform a specific task and are dissolved upon completion of the task. These committees have two functions: to investigate and to carry out. The latter may be smaller, if separate.
- Section 5. Appointments. The Board of Directors shall appoint all special committee chair persons and members.
- Section 6. Ex-Officio. The Board President shall be an ex-officio member of all committees except the nominating committee.
- Section 7. Nominating Committee. The board, excluding the President, shall select a committee composed of three (3) members and two (2) directors to choose nominees to the board. Committee members may be nominees.
- Section 8. Making Motions, Debating Motions, Voting on Motions If the committee is smaller than twelve (12), the Chair can make motions, debate on motions and vote on motions.

Article 7. General Provisions

- Section 1. Fiscal Year. The fiscal year shall begin January 1 and end December 31.
- Section 2. Borrowing. No money shall be borrowed on behalf of the Organization and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors.
- Section 3. Checks and Drafts. All checks and drafts issued in the name of the Organization shall require two signatures. The Treasurer and three other persons shall be authorized as signatories.
- Section 4. Limited Examination. The Board shall appoint an audit committee consisting of three or more qualified members who will perform an annual audit to be completed by the April Board Meeting. Signatories are not eligible to be on this committee.
- Section 5. Authority to Carry Out Resolutions and Motions. Each resolution or motion adopted by the Board of Directors shall be deemed to include the following provision, unless the resolution or motion expressly negates this provision. "The officers of the Organization are severally authorized on behalf of the Organization to do all acts and things which maybe necessary or convenient to carry out the intent of this resolution (motion), including, without limitation, the authority to make, execute, seal, deliver, file, and perform all appropriate contracts, agreements, certificates, documents and instruments."
- Section 6. Effect of Partial Invalidity. If a court of competent jurisdiction adjudges to be invalid any clause, sentence, paragraph, section, or part of the Articles of Incorporation or these Bylaws, the judgment or decree shall not effect, impair, invalidate, or nullify the remainder of the Articles of Incorporation or these Bylaws; but the effect shall be confined to the clause, sentence, paragraph, section, or part adjudged to be invalid.
- Section 7. Participation. Participation is defined as being physically present during the conduct of business.

Article 8. Indemnification

Section 1. Indemnification. The Organization may advance expenses for and shall indemnify a present or former director, officer, employee, agent or volunteer of this Organization to the fullest extent possible against expenses, including attorneys' fees, judgments, fines settlements, and reasonable expenses, actually incurred by such person with respect to any actual or threatened proceeding against such person relating to his conduct as a director, officer, employee, agent, or volunteer, except that the mandatory indemnification required by this sentence shall not apply:

- A. To a breach of such person's duty of loyalty to the Organization;
- B. For acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law;
- C. For a transaction from which such person derived an improper personal benefit; or
- D. Against judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Organization, or against expenses in any such case where such person shall be adjudged liable to the Organization.

The Board of Directors may indemnify those of the Organization's employees, agents, or volunteers who are not directors in all instances, including those which are excluded from mandatory indemnification under the preceding paragraph, as it deems appropriate, so long as such indemnification is not inconsistent with law. So such indemnification may be provided by general or specific resolution, or by contract approved by the Board.

No amendment to or repeal of this Section shall apply to or have any effect on the indemnifications hereunder of any director, officer, employee, agent, or volunteer of the Organization for or with respect to any acts or omissions of such person occurring prior to such amendment or repeal.

Article 9. Rules, Procedures, Policies, Job Descriptions, Organizational Chart

Section 1. Publication. All policies, procedures, organizational charts, job descriptions, standard operating procedures, and rules established by the Board of Directors shall be published. These are stand alone documents, hereby referred to in these Bylaws, but are not a part of these Bylaws.

Section 2. Retention. All policies, procedures, organizational charts, job descriptions, standard operating procedures, and rules shall be kept in a binder, with the Bylaws, by the Secretary and brought to all board meetings, annual member meetings and any other special meetings. The Secretary shall maintain a back up copy of these documents.

Section 3. Distribution. The Secretary shall make copies of the Bylaws, policies, procedures, organizational charts, job descriptions, standard operating procedures available to current members of Quad City Singles, Inc. within ten (10) days upon receipt of a written request made to the Secretary at the clubs registered address.

Article 10. Conflict of Interest

Section 1. Definition Conflict of Interest is a principle under which outside activities, relationships, or financial interests of a recipient are determined to be proper or improper to prevent an individual from appearing to be or being motivated by a desire for private gain.

Section 2. Conflict of Interest In order to assure their independence and impartiality on behalf of the common good, members shall not use their official positions to influence decisions in which they have a material, financial interest, or personal interest that may give a reasonable person the appearance of a conflict of interest. They shall abstain from participating in deliberations and decision-making in such cases.

Article 11. Communications

The Board will communicate to the membership in the manner or means most appropriate, whether paper, electronic or other method in a timely manner.

Article 12 Parliamentary Authority

The club shall utilize Webster's New World Roberts Rules of Order, Simplified and Applied, Second Edition, as a primary parliamentary authority of this Organization. Robert's Rules of Order Newly Revised, 10th Edition, Copyright 2000 shall be the final authority for more detailed parliamentary questions. Any rules adopted by the membership or the Board of Directors for the Quad City Singles, Inc. not consistent with this parliamentary authority shall be void.

Article 13. Amendment to Bylaws

Section 1. Amendments. The organizations reserve the right from time to time to amend these Bylaws.

Section 2. Procedure to Amend. Any amendment of these Bylaws may be adopted at any meeting of the Board of Directors by a two-thirds vote providing a quorum is present and providing at least thirty (30) days notice has been given in writing of the vote, and then is ratified by two-thirds of the membership voting in a postcard vote. Any member may submit proposed amendments. This will then be referred to the Bylaws Committee, who will report back to the Board. If approved by the Board, it will be voted on at the annual meeting of the organization. If necessary a special membership meeting can be called to consider a proposed change. Any changes shall be published in two consecutive newsletters prior to the membership meeting.

Article 14. Dissolution

The Quad City Singles, Inc. shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and in the Articles of Incorporation in the State of Illinois. Quad City Singles, Inc. may be voluntarily dissolved in the manner provided in the Articles of Incorporation or, in the absence of any such provision, as provided in the Illinois Non Profit Corporation Act. In the event of liquidation or dissolution of the Quad City Singles, Inc., whether voluntary or involuntary, the assets of Quad City Singles, Inc., received from any source whatsoever, after the payment of all debts and obligations of Quad City Singles, Inc., and the premiums paid for the Directors and Officer Liability Policy, and payment for maintaining the official address of Quad City Singles, Inc., for two years from the date of dissolution, go to charity(s) of the Boards choice.