

**CONSTITUTION & BY-LAWS**

**AS AMENDED APRIL 26, 2018**

HOMEWOOD IZAAK WALTON PRESERVE, INC.  
CONSTITUTION OF HOMEWOOD IZAAK WALTON PRESERVE, INC.

Organized at Homewood, Illinois, on the 30<sup>th</sup> day of March, 1946.

Incorporated as a Not for Profit Corporation, under the laws of the State of Illinois on the 15<sup>th</sup> day of August, 1946.

BE IT RESOLVED that the CONSTITUTION of HOMEWOOD IZAAK WALTON PRESERVE, INC., be amended, and is hereby amended to read entirely as follows, effective at 9:00 p.m., APRIL 26, 2018.

ARTICLE I

NAME: The name of this organization shall be Homewood Izaak Walton Preserve, Inc.

ARTICLE II

OBJECTIVES: The objectives and purposes of this organization are

- (A) To encourage the protection and restoration of the soil, woods, waters, air, and wildlife.
- (B) To safeguard the environment and public health by encouraging the elimination of pollution and contamination.
- (C) To conserve our natural resources and to transmit to posterity the outdoor America of our ancestors.
- (D) To preserve and protect a wild and natural area for the purposes of education and observation, and to provide a location for individuals to actively participate in meaningful conservation work.
- (E) To develop opportunities for recreation and the enjoyment of the great outdoors, consistent with the above objectives, as an essential part of the character building and the spiritual and physical development of our people.

ARTICLE III

POWERS: The powers of this Preserve shall be to do or perform such acts as may be necessary or proper to carry out the purposes or objectives heretofore set forth, and its work shall not be conducted for private gain.

ARTICLE IV

BY-LAWS: By-Laws not inconsistent with this Constitution shall be enacted by the members.

ARTICLE V

AMENDMENTS: This Constitution or By-Laws may be amended at any general meeting or special meeting, called for that purpose, upon notification of members in writing in advance. The amendment must be read at two consecutive meetings and a vote of two-thirds majority of Senior Members present is required, after the second reading, for approval.

## BY-LAWS OF HOMEWOOD IZAAK WALTON PRESERVE, INC.

BE IT RESOLVED that the BY-LAWS OF HOMEWOOD IZAAK WALTON PRESERVE, INC., be amended, and are hereby amended, to read entirely as follows, effective at 9:00 p.m. APRIL 26, 2018:

### ARTICLE I MEMBERSHIP AND DUES

SECTION 1. Membership shall be divided into the following two categories: (A) Senior Members, and (B) Junior Members.

SECTION 2. Persons above the age of 18 shall be eligible as Senior Members of this organization.

SECTION 3. The Dues of Senior Members shall be determined by the Board of Directors including any discount granted to any Senior Member serving in the military.

SECTION 4. Persons between the ages of 10 and 18, when sponsored by a Senior Member, are eligible for Junior Membership. Junior Members have all the rights and privileges of Senior Members, except the right to vote, and the right to hold the office of an Officer or Director. The dues of Junior Members shall be determined by the Board of Directors.

SECTION 5. A membership term period currently begins April 1 and ends March 31 the following year. Yearly dues are due prior to April 1. Failure to pay yearly dues by May 1 will result in the termination of membership in the Preserve and all related rights and privileges. The membership term period may be changed by the Board of Directors at any time. New members shall be considered to have the status of membership as of the date of receipt of the payment of their dues and as evidenced by membership card.

SECTION 6. Any member who by his conduct violates the ethics or any of the rules of this Preserve, may be expelled from membership by a two-thirds vote of the Board of Directors at a Board or Special meeting, provided the accused has been given at least five days notice of the proposed action, and is given an opportunity to appear before the Board. All charges must be made in writing and if required by the Board of Directors, supported by affidavit.

SECTION 7. Any member may withdraw from this Preserve after payment of all dues, by giving the Membership Secretary written notice of his resignation, which shall operate as a release of all his interests in this Preserve.

SECTION 8. Any member whose connection with this Preserve shall be severed by resignation, death, expulsion, or otherwise, shall forfeit all interest in this Preserve.

### ARTICLE II MEETINGS

SECTION 1. Meetings shall be of three kinds: (A) Board, (B) General, and (C) Special.

SECTION 2. Board meetings shall be held for the purpose of conducting the business of the Preserve. These meetings shall be held once monthly at a time and place as decided by the Board of Directors. A monthly meeting may be skipped if approved by the Board in advance. A majority of the Board of Directors (10, assuming all positions are filled) shall constitute the quorum necessary for the transaction of business. Directors may participate telephonically. Nothing in these bylaws shall prevent the President, or presiding officer, from canvassing Director votes on Preserve business between scheduled Board meetings.

SECTION 3. The order of business at the Board of Directors Meetings, to the extent possible, shall be as follows:

1. Recording of attendance
2. Reading and disposal of minutes and reports of Officers
3. Correspondence
4. Nomination and election of Directors and Officers
5. Topics of unusual urgency
6. Unfinished business
7. New business
8. Adjournment

SECTION 4. Members may attend Board of Directors meetings. Non-member guests and Junior members must be specifically invited by Board members to the meeting for specific business purposes, provided pre-approval by either the President, Vice President, or by Board action. Only Directors shall have the privilege of voting.

SECTION 5. General Meetings shall be held for the purpose of furthering the objectives of the organization, especially in educating the general membership and guests.

SECTION 6. The order of business at General Meetings, to the extent practicable, shall be as follows:

1. Invocation and/or salute to the flag
2. Reading of the Homewood Izaak Walton Preserve, Inc. pledge
3. Introduction and welcoming of new members and visitors
4. Reading and disposal of minutes and reports of Officers
5. Correspondence
6. Nomination and election of Officers and Directors
7. Topics of unusual urgency
8. Unfinished business
9. New business
10. Program (including committee reports when applicable)
11. Comments from the floor and anything for the good of the organization
12. Adjournment and entertainment

SECTION 7. Special Meetings shall be held at the call of the President or at the request of a majority of the members of the Board of Directors (10, assuming all positions are filled) and shall be held on not less than twenty-four hours notice.

SECTION 8. At any meeting, and in any election, only senior Members shall be allowed to nominate Officers or Directors, or to vote on any matters.

SECTION 9. No contribution shall be solicited at any meeting of the Preserve unless authorized by the Board of Directors.

SECTION 10. At the President's or presiding officer's discretion, the latest edition of Roberts' Manual of Parliamentary Rules, or specific areas therein, may be invoked or referenced to ensure fairness and shall provide guidance to all proceedings of the Preserve, and meetings of its Board of Directors or Committees, except as otherwise provided by the Constitution or By-Laws.

### ARTICLE III

#### NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

SECTION 1. At the April General Meeting in each year, the President, with the advice and prior approval of the Board of Directors shall appoint a Nomination Committee of six Senior Members. Three of whom shall be Officers or Directors, and three of whom shall not.

SECTION 2. At the May General Meeting in each year, the Spokesman, chosen by and from among the Nomination Committee, shall read that Committee's list of endorsed candidates for each of the various Officer and Director positions (i.e. President, Vice President, General Secretary, Treasurer, Membership Secretary, Director for General Environmental Concerns, and the four current 1 year Directors). This will

be immediately followed by the Presiding Officer calling for nominations from the floor. At a minimum, all candidates and nominees must be senior members and in good standing. At the discretion of the Presiding Officer, election voting for those contested positions with multiple candidates/nominees, may be re-scheduled for a Special meeting to take place within the next calendar month. The candidate for each Office receiving the highest number of votes shall be declared elected.

SECTION 3. No individual may run for, be nominated for, or be elected to more than one position as an Officer or Director during any one election.

SECTION 4. The Board of Directors may appoint an individual to any unfilled Officer or Director position until that position is filled through the election process.

SECTION 5. The beginning of the term of office of Officers and Directors shall be 12:01 a.m., September 1.

#### ARTICLE IV OFFICERS

SECTION 1. The Officers of this Preserve shall be elected to hold Office for the term of one year.

SECTION 2. The President shall be the Chief Executive Officer of this Preserve. It shall be his duty to preside at all meetings of the Preserve and of the Board of Directors and to perform such other duties as ordinarily pertain to his office.

SECTION 3. The Vice President shall, in the absence or incapacitation of the President, perform the duties of the President. He shall also assist the President and shall perform such duties as shall be assigned to him by the President or by the Board of Directors.

SECTION 4. The General Secretary shall keep an accurate record in permanent form of all Board, General meetings when voting occurs, and Special Meetings and shall present these minutes at subsequent meetings. The secretary shall prepare and record correspondence pertaining to the Preserve and its functions and shall handle other related duties as requested by the President or by the Board of Directors.

SECTION 5. The Membership Secretary shall keep an active, up to date roster of all members. He shall be responsible for the mailing and receipt of dues and memberships. He shall furnish the Board of Directors and Officers with data from his membership roster and records as requested.

SECTION 6. The Treasurer shall receive all money for the Preserve. He shall deposit such money in the manner hereinafter prescribed; he shall, monthly, account for the same to the Preserve; and upon his retirement from office, he shall remit to his successor all funds, books and records of financial matters belonging to the Preserve. He shall advise the Board of Directors of the financial trends of the Preserve and render financial advice on proposed expenditures.

SECTION 7. The Director for General Environmental Concerns shall represent the Preserve in Board-approved environmental and conservation pursuits and shall keep the Preserve advised of these issues.

SECTION 8. If any vacancy occurs during the year, in any one or more of the above Offices, for any reason, the Board of Directors, at any Board or Special Meeting, may elect a successor or successors, who shall hold office until the next September 1<sup>st</sup> in the Office or Offices in which such vacancy may have occurred.

SECTION 9. In the event of emergencies or temporary absences, the order of succession for the President shall be:

Vice President

General Secretary

Treasurer

Membership Secretary

Director for General Environmental Concerns

SECTION 10. An Officer or Director having the time and qualifications to serve, may be appointed to fill the unexpired term of a vacated office while serving as an elected Officer of another office position. However, an individual holding more than one Office shall have only one vote; he does not have a vote for each office he may be holding. Likewise, he may be counted only once in determination of quorums at Board Meetings.

## ARTICLE V BOARD OF DIRECTORS

SECTION 1. The management of this Preserve shall be vested in a Board of Directors composed as follows:

The Officers (President, Vice President, General Secretary, Treasurer, Membership Secretary, and Director for General Environmental Concerns) are members of the Board of Directors.

The remaining 12 members of the Board of Directors shall be elected by the members of the Preserve and shall hold Office for 3 years.

SECTION 2. There shall be four Directors elected each year. The remaining eight Directors will not be on the ballot because their 3 year terms shall not have expired. In the event of one of the eight Directors resigning and his office being vacant at the time of election, that Office may be filled by the election process for the unexpired portion of the term.

SECTION 3. For purposes of record and designation when the elected Officers and Directors take office in September, those Directors having one year to serve shall be known as 1 year Directors, those having two years to serve shall be known as 2 year Directors; and those recently elected for full terms shall be known as 3 year Directors.

SECTION 4. Only Senior Members may serve as Officers or Directors.

SECTION 5. In case of any vacancy among the Officers or Directors for any reason, the Board of Directors may appoint a successor to hold Office until the next September 1<sup>st</sup>.

SECTION 6. A majority of the Board of Directors (10, assuming all positions are filled) shall constitute a quorum necessary for the transaction of business.

SECTION 7. Any Director or Officer may be expelled by a majority vote at a Board of Directors Meeting if that individual has failed to attend 3 consecutive Board of Directors Meetings without just cause.

SECTION 8. At the time of acceptance of this By-Law as amended, all Officers and Directors shall continue to hold their offices for the duration of their elected terms.

## ARTICLE VI COMMITTEES

SECTION 1. The President shall appoint Committee Managers subject to the approval of the Board of Directors. The President shall be an ex officio member of all committees, but will not serve as Committee Manager or cast a vote on committee action unless to break a tie.

SECTION 2. The plans and programs of committees must be approved by the Board of Directors.

SECTION 3. Because of changing needs and changing conditions, the number and kinds of committees and their jurisdictions shall not be explicitly enumerated in these By-Laws. However, there shall be basic committees structured to include at least the preservation, maintenance and enhancement of the lakes, wooded areas, boundaries, grounds and buildings owned or managed by the Preserve.

SECTION 4. The "Executive Committee" is a committee comprised of the Officers (i.e. President, Vice President, General Secretary, Treasurer, Membership Secretary, and Director for General Environmental Concerns).

## ARTICLE VII

### FINANCES

SECTION 1. The fiscal year of the Preserve currently begins at 12:01 a.m., September 1 of each year. The fiscal year may be changed by the Board of Directors at any time.

SECTION 2. All receipts of income or monies flowing into the Preserve shall be received by the Treasurer and properly recorded in the permanent record.

SECTION 3. All funds of the Preserve shall be deposited by the Treasurer, or upon his order, in the name of the Preserve, in such bank or banks as may be approved by the Board of Directors.

SECTION 4. All disbursements shall be executed only by the Treasurer, except that in the absence of the Treasurer, the President or other Officer specifically designated by the Board of Directors shall be permitted to execute disbursements.

SECTION 5. The Treasurer shall keep a record of all funds entering the Preserve and all funds leaving the Preserve. This record shall be shown to any Senior Members in good standing at any time such member may request to see it.

SECTION 6. Only Officers and committee Managers may spend Preserve funds without specific prior Board approval for each expenditure.

SECTION 7. Expenditures in excess of \$25.00 may not be made by anyone unless each such expenditure is specifically authorized by the Board of Directors, as an itemized budget allocation, having full knowledge of the purpose and nature of the proposed expenditure. The Board of Directors may, if it sees fit lower this ceiling on unapproved expenditures below the \$25.00 limit. Furthermore, expenditures in excess of \$150 for any specific item(s) related to a general Board approved budget line item (e.g. Building Maintenance, Office Expense, Tree Removal, etc.) must be pre approved by either the President or Vice President.

SECTION 8. The Treasurer must be furnished all bills completely itemized and with a statement of the purpose of the expenditure before he can reimburse anyone for expenditures or before he can pay the bill.

SECTION 9. A thorough audit shall be made at least once each year by a committee designated by the Board of Directors and submitted at a regular meeting of the Preserve. This audit shall begin at the time of the termination of the previous audit.

SECTION 10. In the event of the dissolution of Homewood Izaak Walton Preserve, Inc., the Board of Directors shall, after paying or making provisions for the payment of the liabilities of the Preserve, assign all properties and interests of the Preserve to an organization which will maintain the integrity of the Homewood Preserve essentially as a nature preserve, and in accord with the same objectives as stated in Article II of the Constitution of the Homewood Izaak Walton Preserve, Inc.

## ARTICLE VIII

### PRESERVE LANDS

SECTION 1. Lands and waters owned by, and/or managed by the Preserve are to be managed in accordance with the objectives in Article II of the Constitution.

SECTION 2. Of the total land area (not including waters) managed by the Preserve, a minimum of 50 percent must be preserved in a wild state, productive of food and cover for wildlife, and may not be cleared, mowed, nor significantly abused by man, nor used for purposes of dumping or storage. Preserve lands used by other tenants or occupants are to be included in the above consideration of lands managed by the Preserve.

SECTION 3. The three large islands in the sandpit lakes are to remain permanently wild and inaccessible to man.

SECTION 4. The approximately 10 acres of lakes on the Preserve lands may not be filled or destroyed in whole or in part, except those portions of the lakes within 50 feet of the eastern boundary may be filled to provide protection and screening between the lakes and the road.

SECTION 5. Preserve controlled lands, including waters, may not be disposed of, in whole or in part, without the unanimous approval of the Board of Directors.

ARTICLE IX  
PRESERVE PROPERTY

Material property and equipment, other than real estate, donated or otherwise belonging to the Preserve must remain in the Preserve unless its sale or disposal, item by item, is approved by the Board of Directors or at the President's discretion, with concurrence from another Officer.

ARTICLE X  
CONDUCT

SECTION 1. The name and resources of this Preserve shall not be used for, nor shall this Preserve sanction the actions of individuals or groups for purposes other than those stated in Article II of the Constitution.

SECTION 2. This Preserve shall remain non-partisan in its efforts and activities.

SECTION 3. The use of lands and waters owned by and/or managed by the Preserve shall be in accordance with the Ground Rules, which may be amended or changed by the Board of Directors at any time.