

Illinois Security Chiefs Association Bylaws

Article I. GENERAL

Section 1. NAME

This organization is incorporated as a not for profit corporation under the laws of the State of Illinois and shall be known as the Illinois Security Chiefs Association. In this document, this organization shall be referred to as the "Association".

Section 2. PURPOSE

The Association is organized to foster the concepts of both the public and private security profession throughout the State of Illinois.

Article II. MEMBERSHIP

Section 1. ACTIVE MEMBERS A.

Eligibility

1. Any individual who is actively involved in public or private security or related fields may be eligible for membership.

B. Application for Membership

1. All prospective members must fill out a membership application that may be obtained from either the Association Secretary or the Association's website.
2. All membership applications must be approved by the Board of Directors.

Section 2. HONORARY MEMBERS

Honorary members shall be individuals who have demonstrated exemplary service to enhance the public/private security profession. Any Active member may nominate a person for honorary membership by sending a written nomination to the Board of Directors. Honorary members may attend all Association meetings. An Honorary member is exempt from paying dues.

Section 4. DUES

The dues for membership shall be established by the Board of Directors at the December meeting of the Directors, and will be made payable annually.

Dues payment is a requirement of membership. Waiver of dues or extension of the deadline shall be by Board of Directors approval only.

Dues received after October 1 of the current year will be credited towards the member's membership of the coming year.

Sections. TERMINATION OF MEMBERSHIP A.

Failure to Pay Dues

Failure to pay dues by April 1 for the current year will result in the expiration of the membership.

B. Expulsion of a Member

Any member may be expelled by a two-thirds vote of the Board of Directors for conduct that detracts from the dignity of or impairs the good name of the Association or is likely to endanger the welfare, interest or character of the Association. A hearing shall be granted, upon request, prior to the expulsion of a member.

Sections. REINSTATEMENT OF MEMBERSHIP

Any individual whose membership has been terminated for non-payment of dues may re-join the Association as a new member by full payment of the current year's dues.

Article III. GENERAL MEMBERSHIP MEETINGS

Section 1. MONTHLY MEETINGS

The Association shall hold a monthly meeting of the members during the months of September through May. Each member of the Association shall be notified in writing at least seven (7) days prior to the meeting. The meeting of the Association shall be held each month at such hour, on such day, and at such place, within or without the State of Illinois, as fixed by the Board of Directors, for the transaction of business as may come before the meeting. The meetings will generally be held the second Thursday of each month.

Section 2. ANNUAL MEETING

The Annual Meeting of the Association shall be held during the month of May and shall include the installation of the Executive Officers.

Article IV. BOARD OF DIRECTORS

Section 1. AUTHORITY

The Board of Directors shall be responsible for the management of the Association and shall have the authority to act on behalf of the Association, as they deem proper, but not in conflict with these Bylaws, the Articles of Incorporation of the Association or the laws of the State of Illinois.

Section 2. CHAIRMAN OF THE BOARD OF DIRECTORS

The Board of Directors shall elect a Chairman of the Board at the May meeting of the Directors. The Chairman will be elected by a majority of the Directors present and voting.

Sections. MEMBERS

The Board of Directors shall be made up of 9 (nine) members. Members of the Board of Directors shall be chosen such that at least four members shall represent either the public security industry or contract security industry.

The immediate past President of the Association and any consultants approved by the Board shall be permitted to attend Board meetings but shall be considered non-voting members. Those members currently serving as Board members on the date these Bylaws are approved shall constitute the Board of Directors.

Section 4. TERM OF OFFICE

Directors shall serve for an indefinite term until resignation or removal.

Sections. DIRECTORS' MEETINGS

Regular meetings of the Board of Directors shall be held nine (9) times per year and at such other times as the Board of Directors may determine. Special meetings of the Board of Directors may be called by the Chairman at any time, or called by the President or the Secretary upon written request of four (4) Directors.

Five (5) members of the Board of Directors shall constitute a quorum.

Section 6. ATTENDANCE

Directors are expected to attend a minimum of six (6) of the nine (9) Directors' meetings. Failure to attend the required number of meetings may result in removal by the Board of Directors.

Section 7. NOTICE OF MEETINGS

Notice of meetings shall be given to each Director at least seven (7) days prior to the meeting.

Sections. VOTING

In any matter in which a vote is called for, each member of the board shall be entitled to one vote. Unless otherwise stated herein, the vote of the majority of the Directors present shall constitute the action of the Board of Directors. The 5 (five) officers shall be non-voting members of the Board of Directors. In the case of a tie, the President shall be considered a voting member for purposes of tie-breaking.

Section 9. REMOVAL OF DIRECTORS

Directors may be removed by majority vote of the Board of Directors present and voting.

Article V. OFFICERS

Section 1. NUMBER

The officers of the Association shall be the President, the Vice-President, the Secretary, the Treasurer, and the Executive Director.

Section 2. ELECTION

All officers of the Association shall be elected annually by the Board of Directors and shall hold office for a term of one year or until their successors are duly elected and qualified. The Board of Directors may appoint such other officers, agents, and employees as it shall deem necessary who shall have such authority, and shall perform such duties as from time to time shall be prescribed by the Board. Officers shall not be voting members of the Board.

Sections. DUTIES OF OFFICERS

The duties and powers of the officers of the Association shall be as follows:

A. President

The President shall preside over all Association and Board of Director's meetings. The President shall be the official spokesperson for the Association and shall have the authority to create committees and task forces subject to the approval of the Board of Directors. The President shall also appoint all committee chairpersons subject to the approval of the Directors and may serve as ex-officio member of all committees.

B. Vice-President

The Vice President shall, in the absence or disability of the President, assume all duties of that office; also, in the absence or disability of the Treasurer, he shall assume all duties of that office until an active member of the Association may be appointed to serve in that position. The Vice President shall perform such duties as directed by the President.

C. Secretary

The Secretary shall be custodian of the records of the Association. He shall be responsible for the dissemination of all information on matters of mutual concern to the membership; and shall respond to all correspondence as directed by the President.

D. Treasurer

The Treasurer shall act as Chief Financial Officer of the Association; shall be charged with maintaining the financial records of the Association; shall submit a report at the Annual Meeting; shall serve as ex-officio member of the Budget Committee and shall bill and collect dues. He shall render a statement of the condition of the finances of the Association at each regular meeting of the Board of Directors, and at such other times as shall be required of him. He shall keep correct books of account of all its business and transaction and such other books of account as the Board of Directors may require.

E. Executive Director

The Executive Director shall assist the Chairman of the Board and Board Members in implementing the policies of the ISCA; shall be responsible for the day to day administrative activities of the Association; and shall maintain inventory of current Association promotional items such as lapel pins, stickers, caps, shirts, and business cards. He shall also insure smooth transition between incoming and outgoing elected officers; shall act as a clearing house for information between members of the Executive Committee; shall schedule

meetings; shall oversee marketing efforts; shall assist the Chairman in preparing meeting agendas; shall monitor Mid-West Security Conference efforts on behalf of the Association; and shall monitor Association finances and financial reporting; and shall assist the Treasurer as needed.

Section 4. COMPENSATION OF OFFICERS

The officers shall not receive any salary or compensation for their services, but may be reimbursed for actual expenses approved by the Board of Directors.

Article VI. SEAL

Section 1. SEAL

The Association may have a seal. The form of such seal shall be designated by the Board of Directors. No member of the Association may utilize the Association's seal without the prior written approval of the Board of Directors.

Article VII. COMMITTEES

Section 1. COMMITTEES

The Board of Directors shall have the power to appoint Active members to Standing and Special Committees, should the Directors deem such committees necessary.

Article VIII. AMENDMENTS

Section 1. HOW AMENDED

These Bylaws may be altered, amended, or added to by the majority vote of the Board of Directors at any meeting of the Board of Directors upon fifteen (15) days notice of the proposed amendment to all current Directors.

Article IX. FINANCES

Section 1. FUNDS

All funds received by the Association shall be placed in a general operating fund.

Section 2. DISBURSEMENTS A.

Method

All disbursements shall be made by check. B.

Authority

The Board of Directors shall have the authority to expend funds up to, but not to exceed, Association related expenses.

Disbursements over \$500.00 shall require approval of a simple majority vote of the members present and voting at a general Membership meeting.

Article X. PARLIAMENTARY AUTHORITY

Section 1. PARLIAMENTARY AUTHORITY

The current edition of Roberts Rules of Order shall be the final source of authority in all matters not covered in the certificate of incorporation these Bylaws, or Association Standing Rules.

Article XI. DISSOLUTION

Section 1. DISSOLUTION

In the event of dissolution of the Association, any assets remaining, including both financial and real, after satisfying all liabilities of the Association, shall be distributed to one or more organizations to be selected by the Board of Directors as defined in Section 501 (C)(3) of the Internal Revenue Code.

Article XII. ENACTMENT

Section 1. ENACTMENT

A. Effective Date

These Bylaws are to be effective immediately following their adoption and, so adopted, shall supersede all previous Bylaws and amendments thereto, which are hereby annulled.

B. Installation of Initial Board of Directors

The Board of Directors currently serving at the time these Bylaws are enacted shall constitute the initial Board of Directors.

Article XIII. SEVERABILITY CLAUSE

Section 1. SEVERABILITY CLAUSE

If any section or article or any part of these Bylaws shall be determined null and void, the remaining provisions shall be in full force and effect.

Submitted to Board of Directors: _____

Final Approval Date: _____

The Bylaws of the Illinois Security Chiefs Association have been reviewed and accepted.

Dated this _____ day of _____, 2004.

CHAIRMAN OF THE BOARD, ISCA

MEMBER

MEMBER

MEMBER

MEMBER

MEMBER

MEMBER

MEMBER

MEMBER