

Article I - Membership

Section 1 Any individual employee, retiree, or former employee in good standing, of the Illinois Department of Corrections or Department of Juvenile Justice who pays the annual dues as provided in Article II and who agrees to be bound by the Articles of Incorporation of this ~~Corporation~~[Association](#), by these bylaws, and by the rules and regulations adopted by the directors, is eligible for membership in this ~~corporation~~[Association](#). Honorary membership shall be subject to membership in this ~~corporation~~[Association](#). Honorary membership shall be subject to conditions and qualifications established by the Board of Directors.

Section 2 The directors shall prescribe the form and manner in which application may be made for membership. Annual dues shall be set by the Board of Directors. Honorary members shall be appointed by the Board of Directors.

Section 3 Membership in this ~~corporation~~[Association](#) is nontransferable. Employee membership shall terminate on the resignation or death of a member, or on a member's failure to pay the dues required in these bylaws within Fifteen (15) days after the due date. An employee member whose membership has been terminated may apply for reinstatement in the same manner as application is made for initial membership.

Section 4 No member shall have any right, title, or interest in any of the property or assets, including any earnings or investment income of this ~~corporation~~[Association](#), nor shall any of the property or assets be distributed directly to any member upon its dissolution.

Section 5 No member of this ~~corporation~~[Association](#) shall be personally liable for any of its debts, liabilities, or obligations, nor shall any member be subject to any assessment.

Section 6 The board of directors may provide ~~for the issuance of certificates~~[record](#) evidencing

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membership in the Illinois Correctional Employees' Memorial Association, which shall be in a form determined by the Board, including but not limited to record of payroll deduction provided by the State of Illinois Comptroller. ~~Certificates of members in good standing shall be signed by the membership secretary and shall be sealed with the seal of the corporation, and the date of issuance of the certificate and its expiration shall be entered on the records of the corporation. If any certificate becomes lost, mutilated, or destroyed, a new certificate may be issued to replace it on terms and conditions determined by the board of directors. Electronic records may be established of the corporate membership providing all such records have a duplicate back-up record.~~

Section 7

~~When the board of directors has provided for the issuance of certificates of membership under the provisions of Section 6 of this Article, then, when an eligible employee applies for membership and has paid the required annual fee or dues, a certificate shall be issued in the name of the new member and shall be delivered to him or her by the membership secretary.~~ Employees and retirees regularly providing dues payment by payroll deduction shall authorize equal deductions to be paid, one each pay period from their State of Illinois salary or pension payment. Employees and retirees of the Illinois Department of Corrections and Department of Juvenile Justice may elect to pay ~~the total annual~~ dues by check or money order in the event there is a lapse in payroll deduction as a result of retirement, leave of absence, etc. ~~Dues shall be for one full year.~~

Article II - Dues

Section 1

The board of directors may determine the amount of initiation fee, if any, and the amount of annual dues payable to the ~~corporation~~Association by members.

Section 2

Annual dues shall be payable in advance on the first day of the month in which the

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member joined or by payroll deduction as permitted by law. Annual Dues ~~will~~ [shall](#) not be pro-rated or backdated.

Section 3 When any member is in default in the payment of fees or dues for a period of fifteen (15) days from the beginning of the period in which the dues become payable, that person's membership may be terminated by the Board of Directors. Members who are suspended without pay and who are on payroll deduction for their dues, shall be responsible to submit the amount owed directly to the ~~Corporation~~[Association](#) within thirty (30) days of the default in payment. Failure to do so ~~will~~ [shall](#) result in the member being considered a re-instatement and membership ~~will~~ [shall](#) begin upon reactivation of the payroll deduction. The Treasurer and/or the Membership Secretary is not responsible to notify the member of the default.

Section 4 Correctional employees who suffer permanent disability or death occurring in the line of duty shall not be terminated from the benefits of membership and are not required to continue any dues payments by themselves or their survivors to maintain eligibility for the benefits established by this ~~corporation~~[Association](#).

Article III – Government

Section 1 The Government of this ~~Corporation~~[Association](#) shall be vested in a Board of Directors consisting of fifteen (15) members elected at large by the membership. All Board members must be members in good standing of the ~~Corporation~~[Association](#).

Section 2 The Executive Committee shall consist of a President, ~~;~~ one or more Vice-Presidents, as determined by the Board of Directors, ~~;~~ Recording Secretary, ~~;~~ Membership Secretary and Treasurer. The Board of Directors may elect or appoint assistants to the Secretary and Treasurer as deemed necessary. Only one office may be held by any Director with

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the exception of President and Recording Secretary.

Section 3 The Board of Directors may appoint, contract or hire an Executive Director. The Executive Director ~~will~~[shall](#) not be a member of the Board of Directors. Duties of the Executive Director are described in Article VII.

Section 4 The officers of this ~~corporation~~[Association](#) shall be elected annually by the board of directors at the ~~July meeting of the Board of Directors~~[Annual Meeting of Members](#). If the election of officers is not held at this meeting, the election ~~must~~[shall](#) be held on the soonest convenient date. New offices may be created and filled at any meeting of the board. Each officer shall hold office until his or her successor has been duly elected and qualified. Directors shall serve a term of five (5) years. Term of office begins ~~July 1 of the year elected~~[the first full month after the election](#).

Section 5 Any officer elected or appointed by the board of directors may be removed by a two-thirds (2/3) vote of the board of directors whenever in its judgment the interests of the ~~corporation~~[Association](#) would be best served in accordance with Article V, Section 4.

Section 6 A vacancy in any office, whether due to death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 7 Meetings shall be held at a place designated by resolution of the Board of Directors; or, in the absence of a designation, at the principal office of the ~~corporation~~[Association](#).

Section 8 Regular meetings shall be held at least quarterly or as deemed necessary by the Board of Directors. Notice of regular meetings shall be signed by the Recording Secretary and mailed, ~~FAX'ed~~ or e-mailed to each director at the address ~~or telephone number~~ last recorded on the books of the ~~corporation~~[Association](#), not less than three (3) nor more

than thirty (30) days before the date of the meeting. However, this requirement may be waived by resolution of the board of directors.

Section 9 The President may call a special meeting of the Board of Directors. In accordance with Section 6 above, the Recording Secretary ~~will~~[shall](#) notify the Board of the meeting. Said meeting may be in person, video conferencing or conference call. In this event, a three (3) day written or acknowledged electronic notice to each director shall be deemed sufficient. The recording secretary shall affirm that the ~~FAX'ed or~~ electronic notices are recorded as sent and received, for the record.

Section 10 At any meeting of the Board of Directors, the presence of 6 members shall constitute a quorum. However, if a quorum is not present at any meeting, a majority of the directors present may adjourn the meeting without further notice. Informational discussions of corporate business may be conducted ~~by conference call~~ where no vote is required.

Section 11 Except as otherwise provided in these bylaws, ~~or in the~~ Articles of Incorporation of this ~~corporation~~[Association](#), or by law, the act of a majority of directors present at any meeting at which a quorum is present shall be the act of the board of directors.

Section 12 All meetings of the board of directors shall be governed by *Robert's Rules of Orders*, including any published revisions of those rules, and except as those rules are inconsistent with these bylaws, with the articles of incorporation of this ~~corporation~~[Association](#), or with applicable law.

Section 13 No meeting need be held by the board to take any action required or permitted to be taken by law, provided a majority of the total members of the board individually or collectively consent in writing to the action, and their written consent or consents are

filed with the minutes of the proceedings of the board. Such consents may be received electronically and verified that they are accurate as received by the secretary, to be followed by the original signed and dated consent. Action by written consent shall have the same force and effect as action by a majority vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by a majority written consent of the board of directors without a meeting, and that the articles of incorporation and bylaws authorize the directors to so act. Such a statement shall be prima facie evidence of that authority.

Section 14 The directors of this ~~corporation~~[Association](#) shall not be personally liable for its debts, liabilities, or other obligations.

Article IV – Meetings

Section 1 An ~~annual~~[Annual](#) ~~meeting~~[Meeting](#) of ~~members~~[Members](#) shall be held each year at a location designated by resolution of the Board of Directors. Appropriate for consideration at annual meetings shall be the seating of directors, Constitution, By-law or Policy changes and any other corporate business which comes before the meeting. The election of directors ~~is to~~[may](#) be held on a day designated prior to the annual meeting, or following cancellation or postponement of such a meeting, the board of directors shall cause the election results to be presented at a special meeting of members conducted at the soonest convenient date. The newly elected members of the board ~~shall~~[may](#) be seated at this annual or special meeting.

Section 2 Special meetings of members may be called by the president, a majority of the board of directors, or not less than one-twentieth of the ~~corporation's~~[Association's](#) members who are qualified to vote.

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Section 3 The board of directors may designate any place, either within or without the State of Illinois, as the place of meeting for any annual or special meeting of members. If no designation is made, the place of meeting shall be held at 1301 Concordia Court, Springfield, Illinois. However, if all members meet at any time and place, either within or without the State of Illinois, and consent to the holding of a meeting, the meeting shall be valid without call or notice, and any corporate action may be taken at the meeting.

Section 4 Written, [electronically published](#) or printed notice stating the place, day, and hour of any ~~meeting~~ [Meeting](#) of ~~members~~ [Members](#) shall be delivered personally, by mail, or as posted at all Illinois Department of Corrections and Department of Juvenile Justice work sites, ~~or included in payroll notices,~~ [or provided on the Association's website,](#) to each member entitled to vote at the meeting, not less than five (5) nor more than forty (40) days before the date of the meeting, by or at the direction of the ~~president~~ [President](#), a majority of the board, or membership calling the meeting. In the case of special meetings, or when required by these bylaws or by law, the purpose or purposes for which the meeting is called shall be stated in the notice. If sent by mail, a notice of meeting shall be deemed delivered when deposited in the United States mail, postage prepaid, addressed to the member at the member's address as it appears on the records of the ~~corporation~~ [Association](#) at the time of mailing. ~~If sent with payroll, notices shall be considered delivered the day following the employee's pay day. Of, if~~ [if](#) posted at all work sites, the notices shall be considered delivered after five (5) days of posting. The date of posting shall be ~~stamped~~ [displayed](#) on the notice.

Section 5 Any action required or permitted to be taken at any ~~meeting~~ [Meeting](#) of ~~members~~ [Members](#), may be taken without a meeting if a written consent, setting forth

the action to be taken, is signed by a majority of the members entitled to vote with respect to the action. These ~~signed, dated or~~ written consents (approved) may be sent ~~by FAX~~ [by mail or electronically](#) to the secretary ~~to be followed by originals~~. The secretary shall confirm that the ~~FAX'ed~~ documents are intact as received.

Section 6 Members holding two (2) percent of the total votes which may be cast at any annual membership meeting shall constitute a quorum at the meeting. If a quorum is not present at any meeting of members, a majority of those present may adjourn the meeting without further notice.

Article V – Elections

Section 1 Each member shall be entitled to one vote. Election shall be by a majority of all votes cast. ~~An election will not be valid without at least 2% of the membership casting a vote. Failure to receive votes of at least 2% of the membership shall cause the election to be repeated as prescribed by the current board until 2% or more of the membership have responded to a notice to vote~~ either in person, by mail or proxy.

Section 2 Elections may be conducted by mail in a manner prescribed by the Board of Directors.

Section 3 Those candidates for director receiving the highest number of votes up to the number of directors to be elected ~~will~~[shall](#) be deemed to be elected. Three (3) Directors are to be elected annually.

Section 4 Any director may be removed, for cause, by the vote of two-thirds of the members of the board of directors at any meeting or special meeting called for that purpose. Removal for cause shall include lack of attendance, failure to pay dues, criminal

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conviction, or discharge as an employee of the Illinois Department of Corrections or Department of Juvenile Justice. At any such meeting, any vacancy caused by the removal may be filled as stated above.

Section 5

Whenever a vacancy exists on the board of directors, whether by death, resignation, or otherwise, the vacancy shall be filled by appointment of a ~~_____~~ new director by the president of the ~~corporation~~[Association](#). If that power is not exercised within ten (10) days after the president receives notice of the vacancy, the vacancy may filled by appointment by a majority of the remaining directors at a regular or special meeting of the board [or by electronic vote](#). Any person appointed or elected to fill the vacancy of a director shall have the same qualifications as were required of the director whose office was vacated and ~~will~~[shall](#) serve the remaining term of the directorship filled.

Article VI – Duties of Officers

Section 1

President - The President shall be the chief executive officer of the ~~corporation~~[Association](#), and shall exercise general supervision and control over all activities of the ~~corporation~~[Association](#). The President:

- (a) Shall preside at all meetings of members and directors;
- (b) May sign, with the recording secretary or other officer authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments the execution of which has been authorized by the board of directors, except in cases where the signing and execution of those instruments has been expressly delegated by the board of directors by these bylaws, or to some other officer or agent of the ~~corporation~~[Association](#) by law;

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- (c) Shall prepare an annual report, [available upon request](#), to the membership prior to annual elections;
- (d) Shall prepare an annual budget; and
- (e) Shall perform all other duties generally incident to the office of President and any other duties prescribed by the board of directors.

Section 2 **Vice-President** - In the absence of the president or in the event of the president's inability or refusal to act, the vice-presidents in the order of their election shall perform the duties of the president, and when so acting, shall have all the powers of, and be subject to all the restrictions upon the president. Any vice-president shall perform additional duties assigned to him or her by the president or by the Board of Directors.

Section 3 **Treasurer** – The Treasurer is the Chief Financial Officer of the ~~Corperation~~[Association](#). As required by the Board of Directors, the Treasurer shall:

- (a) Give a bond for the faithful discharge of the treasurer's duties in a sum and with surety or sureties deemed appropriate by the board of directors;
- (b) Have charge and custody of, and be responsible for, all funds and securities of the ~~corperation~~[Association](#);
- (c) Provide at every meeting a written report including beginning balance, receipts, disbursements, ending balance and pending receipts and disbursements;
- (d) Receive and give receipts for moneys due and payable to the ~~Corperation~~[Association](#) from any source and deposit all such moneys in the name of the ~~Corperation~~[Association](#) in banks, trust companies, or other depositories selected by the Board of Directors;

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- (e) Perform all duties generally incident to the office of treasurer and any other duties assigned to the treasurer by the president or by the Board of Directors;
- (f) Provide the board of directors with a ~~certified, independent audit~~financial summary completed by an independent Certified Public Accountant (CPA) of the assets and liabilities of the ~~corporation~~Association. The board of directors shall ~~cause provide~~ this annual ~~fiscal audit~~financial summary to ~~be distributed to~~ the membership upon written request;
- (g) Prepare annual or scheduled report as required by law and Articles of Incorporation; and
- (h) adhere to Article IX of these By-Laws.

Section 4

Recording Secretary – The Recording Secretary shall:

- (a) Keep the minutes of meetings of members and of the Board of Directors, ~~in one or more books provided for that purpose~~;
- (b) See that all notices are duly given in accordance with these bylaws or as required by law;
- (c) Be custodian of the corporate records and of the seal of the ~~Corporation~~Association;
- (d) Exhibit to any director of the ~~corporation~~Association, or to a director's agent, or to any person or agency authorized by law to inspect them, at all reasonable times and on demand, these bylaws, the articles of incorporation, the minutes of any meeting, and the other records of the ~~corporation~~Association;
- (e) Prepare annual or scheduled report as required by law and the Articles of Incorporation.

Section 5 Membership Secretary – The Membership Secretary shall:

- (a) Keep membership records containing the names of all members and directors of the ~~corporation~~[Association](#), and with respect to any membership which has been terminated, record that fact together with the date of termination;
- (b) Exhibit to any director of the ~~corporation~~[Association](#), or to a director's agent, or to any person or agency authorized by law to inspect them, at all reasonable times and on demand, the membership records of the ~~corporation~~[Association](#);

~~and~~
- ~~(c) Issue dues notices.~~

Section 6 Assistants to the Treasurer and Assistants to the Secretaries - The assistants to the treasurer and assistants to the secretaries, in general, shall perform any duties assigned to them by the board of directors, the president, the treasurer, or the secretaries of the ~~corporation~~[Association](#). If it is required by the board of directors, the assistants to the treasurer shall give bonds for the faithful discharge of their duties in sums and with sureties deemed appropriate by the board of directors.

Article VII Executive Director

In accordance with Article III, Section 3, the Board of Directors may employ or contract an individual to serve as Executive Director of the ~~Corporation~~[Association](#). The Executive Director responsibilities are:

1. Explore, develop and solicit funding for the ~~Corporation~~[Association](#) programs through grants and corporate sponsors.

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2. Prepare proposals to individuals and organizations for the solicitation of corporate and professional funds.
3. Review all monetary and non-monetary requests directed toward the ~~Corporation~~[Association](#) prior to Board of Director meetings.
4. Prepare summaries of all requests prior to Board of Director meetings.
5. Prepare an annual report for the President.
6. Act as the liaison with persons or ~~corporations~~[organizations](#) doing business with the ~~Corporation~~[Association](#).
7. Shall attend all meetings of the ~~Corporation~~[Association](#) and serve as a non-voting member.
8. Coordinate the maintenance and updating of the ~~Corporation~~[Association](#) web site on a quarterly basis.

Article VIII Committees

Section 1 The board of directors may, by resolution, establish one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided by resolution, shall have and exercise the authority of the Board of Directors in the management of the ~~corporation~~[Association](#); provided, however, that the designation of and delegation of authority to committees shall not relieve the Board of Directors, or any director individually, of any responsibility imposed on the Board of Directors or any individual director by these bylaws, or by law. The President shall serve as an ex-officio member of all committees.

Section 2 The matter of controlling, managing, investing, and disposing of the property of this ~~corporation~~[Association](#) for the purpose of earning an income as distinguished from applying property and funds to charitable purposes, shall be exclusively vested in a

Finance Committee which shall consist of three (3) directors, who shall be elected by majority vote of the Board of Directors, and the Treasurer and Vice President shall also serve on this Committee for a total of five (5) members.

Section 3 Other committees not having and exercising the managerial authority of the Board of Directors, may be established by resolution adopted by majority vote of the Board of Directors. Except as provided by resolution, members of committees shall be members of the ~~corporation~~[Association](#), and shall be appointed by the president. Any member may be removed by the President, whenever, in the judgment of the President, the interests of the ~~corporation~~[Association](#) would be best served by removal. All committees must be re-appointed or affirmed at the annual meeting of the Board of Directors held in conjunction with the annual meeting of the membership.

Section 4 Each member of a committee shall continue to serve on that committee until the next annual meeting of members of the ~~corporation~~[Association](#) or until his or her successor is appointed, unless the committee is sooner abolished, or unless the member is removed or ceases to qualify as a member of the committee.

Section 5 One member of each committee shall be appointed as chair by the President or person authorized to appoint the members of the committee by act of the Board of Directors.

Section 6 Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of original appointments, and any member so elected shall be elected for the unexpired term of his or her predecessor.

Section 7 Unless otherwise provided in a committee's establishing resolution, a majority of the whole committee shall constitute a quorum, and the act of a majority of members present at a meeting at which a quorum is present shall be an act of the committee.

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Section 8 Each committee may adopt any rules and regulations for its meetings and the conduct of its activities which it may deem appropriate; provided, however that any rules and regulations must be consistent with these bylaws, and provided further that regular minutes of all proceedings shall be kept.

Section 9 Standing committees of the ~~Corporation~~Association are:

- ~~Committee on Finance~~
- Membership Committee ~~for Membership and Nominations~~
- Memorial Wall and Ceremony Committee ~~on Memorial Site~~
- ~~Committee for Ceremony and Recognition~~
- Scholarship Committee ~~for Scholarships, Grants and Financial Awards~~
- ~~Committee for~~ Special Events & Fundraising Committee

Article IX – Finances

Section 1 The Board of Directors may, by resolution, authorize any officer or officers, agent or agents of the ~~corporation~~Association, in addition to the named officers of the ~~corporation~~Association, to act on behalf of the ~~corporation~~Association. This authority may be general, or confined to specific instances.

Section 2 The Board of Directors shall, on an annual basis, approve a written procedure governing accounting policies the Association shall abide by. The approval shall require, at minimum, a three-fifths majority vote of the Board. The accounting policies shall, at minimum, provide direction for:

- (a) Approval and authorization for access to financial accounts including check writing authority for those accounts;
- (b) Procedures for fund disbursement approval;

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- (c) Cash receipts and deposits;
- (d) Maintenance of a general ledger;
- (e) Financial reporting;
- (f) Maintenance of a budget; and
- (g) Audit procedures performed by a third party.

Section 23

The Board of Directors or an executive committee may:

- (a) Accept on behalf of the ~~Corperation~~Association any contribution, gift, bequest, or donation of any type and seek grants (“donations”), for the general and specific charitable purposes of the ~~Corperation~~Association, on terms provided by the Board or committee;
- (b) Hold funds or property in the name of the ~~Corperation~~Association or of a nominee or nominees appointed by the Board or committee;
- (c) Collect and receive income from funds or investments;
- (d) Devote the principal or income from donations to the benevolent and charitable purposes of this ~~Corperation~~Association and as designated by the Board or committee; and
- (e) Enter into an agreement with any donor to continue to devote the principal or income from the donation to a particular purpose designated by the donor and after approval of the agreement by the Board or committee, devote the principal or income from that donation according to the agreement.

Section 34

All funds of the ~~Corperation~~Association shall be deposited to the credit of the ~~Corperation~~Association in banks, trust companies, or other depositories selected by the Board of Directors. All initial deposits of dues and assets shall be in insured accounts in

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chartered financial institutions. Funds to be held longer than six (6) months may be invested as determined by the Finance Committee subject to the approval of the Board of Directors.

Section 45 All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the ~~Corporation~~[Association](#) shall be signed by the officer or officers, agent or agents of the ~~Corporation~~[Association](#) and in the manner determined by resolution of the Board of Directors. ~~These instruments shall be signed by the Treasurer, and countersigned by the President or a designated Board member of the Corporation.~~————

Section 56 As described in Article VIII, Section 2, the Board of Directors ~~will~~[shall](#) determine, by resolution, to delegate in whole or in part, the management, investment, and disposition of the property of the ~~corporation~~[Association](#) for the purpose of earning an income from that property, as distinguished from the matter of applying property and funds to charitable purposes, to a Finance Committee ,or to one or more trust companies or banks duly authorized to conduct a trust or banking business under the laws of Illinois as approved by the Board.

Section 67 The Board of Directors may, by resolution, establish one or more common trust funds for the purpose of investing the ~~Corporation's~~[Association's](#) funds. Cash and short term investments shall be in funds that are insured savings or checking accounts. The Finance Committee shall present to the board any proposals for investments which exceed six (6) months in other than any insured account or investment funds.

Section 78 No member of the board of directors shall receive a salary or fees from the ~~corporation~~[Association](#). The board shall establish categories of direct reimbursement of

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expenses to members that are necessary to the functions of the ~~corporation~~[Association](#).

The Board shall establish reimbursement rates for travel and per diem expenses that are consistent with the Governor's Travel Board rates established for employees of the State of Illinois.

Article X – Amendments –

Section 1 The By-laws of this ~~corporation~~[Association](#) may be amended, repealed, or new By-laws may be adopted by the vote or written assent of the majority of the members present to vote at a meeting duly called for the purpose according to the Constitution or By-laws. [By-laws may also be amended, repealed or adopted by posting written notice at each correctional facility, including General Office, giving notice to members that the request for approval has been posted. The posting shall be displayed a minimum of five calendar days and shall provide no less than 14 calendar days notice prior to the close of voting. Voting may occur via email to a predetermined ICEMA email account or by written correspondence sent via USPS to the ICEMA Post Office Box. After the voting period has expired, any absence of a response shall be considered to be a lack of objection by the member.](#)

Section 2 Subject to the limitations of the Articles of Incorporation, the Constitution, these By-laws, and the General Not-For-Profit Corporation Act of Illinois, concerning corporate action that ~~must~~[shall](#) be authorized or approved by the members of the ~~Corporation~~[Association](#), the By-laws of this ~~Corporation~~[Association](#) may be amended, repealed, or added to, or new bylaws may be adopted, by a resolution of the Board of Directors.

Section 3 The Policy section of these By-laws may be adopted or amended at any regular meeting

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of the Board of Directors. A majority vote at any such meeting shall be considered action of the whole Board.

Amended ~~September 2007~~ Amended Month YYYY