

INTERNATIONAL DB2 USERS GROUP

BYLAWS

[as revised on May 15, 2023]

ARTICLE I

The name of the Corporation shall be INTERNATIONAL DB2 USERS GROUP and may, from time to time, be referred to as IDUG.

ARTICLE II - PURPOSES

Section 1. Not For Profit. The Corporation is organized under and shall operate as an Illinois Not For Profit Corporation, and shall have such powers as are now or as may hereafter be granted by the General Not For Profit Corporation Act of the State of Illinois.

Section 2. Purposes. The purposes of the Corporation are:

1. To promote education and exchange of technical information concerning the Db2 Family of Products and/or related products within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.
2. To establish channels for the education and communication of information to and from members in the field of information processing.
3. To conduct conferences, meetings, discussion groups, forums, panels, lectures, and other programs concerned with the development and exchange of information among members.
4. To encourage and strengthen participation of all qualified users.
5. To promote the acceptance of (Db2) the Db2 Family of Products as the standard database technology across multiple environments.
6. To encourage the development of products compatible with the Db2 Family of Products and,
7. To provide a forum for the promotion of excellence in information processing through recognition of those individuals who, judged by their peers, put forth the highest effort and succeed in best utilizing Db2 relational technology within their enterprises.

Section 3. Rules. The following rules shall conclusively bind the Corporation and all persons acting for or on behalf of it:

- a. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.
 - b. The Corporation shall not adopt any practice, policy or procedure which would result in discrimination on the basis of race, religion, or creed.
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ARTICLE III - REGISTERED OFFICE, AGENT AND SEAL

*Section 1. **Registered Office and Agent.*** The Corporation shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office shall be identical with such registered office and may have such other offices within or without the State of Illinois and such other registered agents as the Board of Directors may from time to time determine.

*Section 2. **Seal.*** The Board of Directors may provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Illinois."

ARTICLE IV - MEMBERS

*Section 1. **Classes of Members.*** The Corporation shall have six classes of members.

*Section 2. **Founding Member.*** Two members, PLATINUM technology, inc. and KPMG Peat Marwick LLP, will be designated as Founding Members by IDUG in recognition of their co-founding effort and financial contribution to the Corporation. Each Founding Member shall be allowed to exhibit the approved IDUG Founding Member association logo in its promotional material. The two Founding Members also have permanently endowed the KPMG Peat Marwick LLP/PLATINUM technology Award for Information Excellence, which they shall fund and administer under the direction of the Board of Directors.

*Section 3. **User Member.*** A User Member may be any individual directly involved in the management, usage, training and/or application of the Db2 Family of Products within his or her organization. To remain a User Member, a person must attend one IDUG sponsored conference, pay dues established by the Board of Directors, or as otherwise directed on the IDUG website.

*Section 4. **Vendor Members.*** Vendor Members are companies or individuals other than consultant members whose primary business is to market and/or sell information technology products and/or services that include the support of the Db2 Family of Products. There shall be two categories of Vendor Members. Only Vendor Members in good standing will be eligible for vendor presentation sessions at IDUG conferences, exhibit or have hospitality suites in conjunction with IDUG events.

- A. Charter Vendor. Twenty-five Charter Vendor Memberships shall be awarded to the first 25 eligible Vendor Members who purchase lifetime association Vendor Memberships as established by the Board of Directors. Privileges of Charter Vendor Membership in good standing include:
1. Lifetime membership in IDUG.
 2. The privilege of displaying the approved IDUG Charter Vendor Member logo.
 3. Priority rights to contract for vendor presentation sessions, exhibit space and hospitality suites at IDUG sponsored events. Charter Vendor Members shall have first priority in selection of vendor presentation sessions, available exhibit space or hospitality suites, in the order in which they become Charter Vendor Members of IDUG.

B. Regular Vendor. Regular Vendor Memberships shall be available to all Vendor Members in good standing who have paid the annual Vendor Member dues as established from time-to-time by the Board of Directors. Privileges of Regular Vendor Members shall include:

1. Annual membership in IDUG.
2. The privilege of displaying the approved IDUG Vendor Member logo.
3. The right to contract for available presentation sessions, exhibit space and hospitality suites.

*Section 5. **Consultant Member.*** Consultant Members are individuals who work independently or for a company whose primary business is to provide information technology services that include support of the Db2 Family of Products. To remain a Consultant Member, a person must attend one IDUG conference, pay dues established by the Board of Directors, or as otherwise directed on the IDUG website. Consultant Members shall have the right to contract for available presentation sessions, exhibit space and hospitality suites.

*Section 6. **Associate Member.*** Any individual with an interest deemed compatible with the goals of the association, but who does not meet the requirements for User, Vendor or Consultant Membership. To remain an Associate Member, a person must attend one IDUG sponsored conference, or pay dues established by the Board of Directors, or as otherwise directed on the IDUG website.

*Section 7. **Application for Membership.*** Applications for membership in IDUG shall be made via the IDUG website on forms which are approved from time to time by the Board of Directors. Applications shall be processed in accordance with IDUG policies and under the supervision of the secretary.

*Section 8. **Voting Rights.*** Each Member (be they a User, Vendor, Consultant or Associate) worldwide (also referred to as a "voting member") shall be entitled to one vote on each matter submitted to a vote of the members.

*Section 9. **Resignation.*** Any member may resign by filing a written resignation with the secretary or by sending an email to the secretary.

*Section 10. **Termination of Membership.*** Membership may be terminated by the Board of Directors for failure to maintain eligibility requirements or failure to meet monetary obligations to the Corporation. The members by affirmative vote of two-thirds of all of the members eligible to vote may expel a member for cause after an appropriate hearing.

*Section 11. **Dues.*** The Board of Directors shall establish dues and any other special assessments deemed necessary to the purposes of the Corporation.

ARTICLE V - MEETINGS OF MEMBERS

*Section 1. **Annual Meeting.*** An Annual Meeting of the members shall be held each year at such time as the Board of Directors may determine, at a place selected by the Board of Directors for the transaction of such business as may come before the meeting. The Annual Meeting may also elect the president-elect and directors if this has not already been completed by an electronic vote of the members. If such day is a legal holiday, the meeting shall be held at the same hour on the next succeeding business day. If the election of the president-elect and the directors shall not be held on the day designated for any Annual Meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a Special Meeting of the members called as soon thereafter as conveniently may be.

*Section 2. **Special Meeting.*** Special Meetings of the members may be called either by the president, the Board of Directors, or by not less than one-half of the members having voting rights.

*Section 3. **Place of Meeting.*** The Board of Directors may designate any place, either within or without the State of Illinois, as the place of meeting for any Annual meeting or for any Special meeting called by the Board of Directors. If no designation is made, or if a Special meeting be otherwise called, the place of meeting shall be the registered office of the Corporation in the State of Illinois; provided, however, that if all the members shall meet at any time and place, either within or without the State of Illinois, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

*Section 4. **Notice of Meetings.*** Written or printed notice stating the place, date and hour of any meeting of members shall be delivered, either personally or by mail, email, facsimile, or in any other lawful manner, so long as the method for notice comports with the Notices Article of these bylaws, to each member entitled to vote at such meeting, not less than five nor more than 40 days before the date of such meeting, by or at the direction of the president, the secretary, or the officers or persons calling the meeting.

In the case of a Special Meeting, or when required by statute or by these bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Corporation, with postage thereon prepaid. Any member may waive notice of any meeting.

*Section 5. **Informal Action by Members.*** Any action required to be taken at a meeting of the members of the Corporation, or any other action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all members entitled to vote with respect to the subject matter thereof.

*Section 6. **Quorum.*** Directors shall be elected by presenting a slate of candidates to the members and receiving approval from a majority of those voting. Such elections may be conducted by mail or electronically to the extent allowable by law as provided by the Board of Directors.

*Section 7. **Proxies.*** At any meeting of members, a member entitled to vote may vote either in person or by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after 11 months from the date of its execution unless otherwise provided in the proxy.

ARTICLE VI - OFFICERS

*Section 1. **Officers.*** The officers of the Corporation shall be a president, a president-elect, a past president, a treasurer, a secretary, and such other officers as shall be appointed by the Board of Directors. Officers need not be residents of Illinois.

*Section 2. **Election, Appointment, and Term of Office.*** The president-elect shall be elected by the voting members at their Annual Meeting or electronically to the extent allowable by law as provided by the Board of Directors. The vice presidents shall be appointed by the Board of Directors from among the directors-at-large for terms concurrent with their terms as directors.

*Section 3. **Removal.*** Any officer may be removed by the Voting Members whenever in its judgment the best interests of the Corporation would be served thereby.

*Section 4. **Vacancies.*** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may, but need not, be filled by the Voting Members for the unexpired portion of the term.

*Section 5. **President.*** The president shall be the principal executive officer of the Corporation and shall in general supervise and control all of the affairs of the Corporation. He/she shall preside at all meetings of the Board of Directors and shall be the Chairman of the Board. He/she may sign, with the secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, contracts, or other instruments which the Board of Directors have 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; and in general 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.

*Section 6. **President-Elect.*** In the absence of the president, or in the event of his inability or refusal to act, the president-elect 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. The president-elect shall become president upon the expiration of the president's term.

*Section 7. **Past President.*** The past president shall perform such duties as are assigned by the president from time to time.

*Section 8. **Vice Presidents.*** The vice presidents shall perform such duties as from time to time may be assigned to them by the president or by the Board of Directors.

*Section 9. **Treasurer.*** The treasurer, who shall be the vice president of finance, shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any sources whatsoever; and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these bylaws; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him/her by the president or by the Board of Directors. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

*Section 10. **Secretary.*** The secretary, who shall be the vice president of administration and membership, shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf 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 the secretary and such other duties as from time to time may be assigned to him/her by the president or by the Board of Directors.

ARTICLE VII – BOARD OF DIRECTORS

*Section 1. **General Powers.*** The affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Composition and Qualifications. The number of directors shall be no more than 15, which shall be the president, president-elect, immediate past president, and up to 12 but at least five directors-at-large. The IBM Corporation may also, at its discretion, appoint a non-voting, advisory member to the Board of Directors (subject to Section 3 below, Non-voting Advisors). Each director shall hold office until his or her successor has qualified. Directors need not be residents of Illinois. Directors shall be members or representatives of members. No more than one-third of the directors shall be representatives of Vendor Members; provided, that no Vendor Member representative shall be required to resign a directorship due to a violation of this restriction caused by vacancy of a position. If a person or entity holds membership in the Vendor Member class and another class, it shall be deemed to be a Vendor Member for this purpose. An annual review of all vendor liaisons would be done based on the guidelines outlined in the IDUG partner liaison roles/responsibilities document. Based on the review, vendor liaison(s) could be added to the Board of Directors or removed from the Board of Directors.

Section 3. Non-Voting Advisors. Non-voting advisory positions will be appointed by the Board of Directors with a majority vote of the Board of Directors present at the time of the vote (if this will maintain the ratio of vendor board members to non-vendor board members as required by Section 2 above, Composition and Qualifications). Non-voting advisors have a renewable one-year position and can be removed with or without a cause by majority vote of the Board of Directors with a 15-day notice.

Section 4. Election, Appointment, and Term of Office. The directors-at-large shall be elected by the Voting Members at their Annual Meeting or electronically to the extent allowable by law as provided by the Board of Directors. The then current Board of Directors shall determine the number of directors-at-large to be elected. Directors at-large shall be elected for a term of one year and shall be eligible to be elected for four consecutive terms of two years. Should a board member leave the board at the conclusion of a one-year or two-year term, the term to which that board member would next be eligible for election is a one-year term and that board member shall thereafter be eligible for election to four consecutive two-year terms. At the conclusion of nine consecutive years on the board, user directors may be elected for one additional one-year term (if this will maintain the ratio of vendor board members to non-vendor board members as required by Section 2 above, Composition and Qualifications). The terms of the initial directors-at-large shall be determined by lot. The directors-at-large shall be elected at the Annual Meeting of the members nearest the expiration of their term of office or electronically to the extent allowable by law as provided by the Board of Directors and shall serve until their successors have been duly elected and have qualified. Vacancies may be filled, or new offices created and filled, at any meeting of the members. The Volunteer Management Committee, as representative of the electing members, may move forward a proposal to the acting board to remove a director with or without cause, with a 15-day notice. The Board of Directors will make a decision via vote which may pass by two-thirds majority. The director in question is deprived of their right to vote at the start of this voting, the president has voting rights in this case. If the votes in favor reach a two-thirds majority, the director will be removed from the board slate and their rights to represent IDUG or continue their function will be suspended immediately. The board of directors will not explain the reason for this decision to anyone, as the director in question could have requested their resignation themselves.

Section 5. Term of Office – President-Elect, President, Past President. The president-elect, president, and past president terms are for two years.

Section 6. Regular Meetings. A Regular annual meeting of the Board of Directors shall be held at such times and place as may be designated by resolution by the Board of Directors without other notice than this bylaw and such resolution. The Board of Directors may provide by resolution the time and place, either within or without the State of Illinois, for the holding of additional regular meetings of the Board without other notice than such resolution.

*Section 7. **Special Meetings.*** Special Meetings of the Board of Directors may be called by or at the request of the president or any two directors. The person/s authorized to call Special Meetings of the Board of Directors may fix any place, either within or without the State of Illinois, as the place for holding any Special Meetings of the Board of Directors called by them.

*Section 8. **Notice of Special Meetings.*** Notice of any special meeting of the Board of Directors shall be given at three days previously thereto by written notice delivered personally, by email, by facsimile, by mail, or in any other lawful manner, so long as the method for notice comports with the Notices Article of these Bylaws.

*Section 9. **Quorum.*** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided, that 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 10. **Manner of Acting.*** 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, except where otherwise provided by law or by these bylaws.

*Section 11. **Informal Action by Directors.*** Any action required to be taken at a meeting of the Board of Directors or any action which may 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 entitled to vote with respect to the subject matter thereof.

*Section 12. **Vacancies.*** Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors. A director selected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

*Section 13. **Compensation.*** Directors as such shall not receive any 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 of Directors; provided, that nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

ARTICLE VIII - COMMITTEES

*Section 1. **Executive Committee.*** The Executive Committee shall consist of the following members of the Board of Directors: president, president-elect, past president, and treasurer. The Executive Committee shall manage the affairs of the Corporation in between meetings of the Board of Directors and may exercise the authority of the Board of Directors; provided, that the full Board of Directors may overrule any decision of the Executive Committee and the Executive Committee may not overrule any decision of the Board of Directors.

*Section 2. **Other Committees of Directors.*** The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon them by law.

*Section 3. **Other Committees.*** Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be directors of the Corporation, and the president of the Corporation shall appoint the members thereof. Any member thereof may be removed by the Board whenever, in their judgment, the best interests of the Corporation shall be served by such removal.

*Section 4. **Volunteer Management Committee.*** The immediate past president shall be the chairman of the Volunteer Management Committee. If, for any reason the immediate past president is unable to serve in this capacity, the president shall select the chairman of the Volunteer Management Committee. The Volunteer Management Committee shall consist of the chairman, the president-elect and two other representatives, selected by the chair and approved by the Board of Directors. Only Board of Directors members with voting rights are eligible to serve.

The Volunteer Management Committee shall annually, not later than 60 days preceding each annual election, nominate candidates for the president-elect and the vacant director-at-large positions and present the slate of candidates to the Board of Directors for approval. The names of the candidates and a statement from each candidate indicating acceptance of the nomination and willingness to serve, if elected, shall be presented to the Board of Directors. The slate of candidates shall be posted to the IDUG website at least 30 days preceding the election. A member who is serving on the Volunteer Management Committee is not eligible to accept a nomination by that committee. Members of the Volunteer Management Committee may not serve on more than two consecutive Volunteer Management Committees.

*Section 5. **Term of Office.*** Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the Corporation and until his/her successor is appointed, unless the Committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

*Section 6. **Chairman.*** One member of each committee shall be appointed chairman.

*Section 7. **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 8. **Quorum.*** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

*Section 9. **Rules.*** Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE IX - 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 other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officers, agent or agents of the Corporation and 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, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice 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 contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE X - 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 Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE XI – FISCAL YEAR

The fiscal year of the Corporation shall be determined by the Board of Directors.

ARTICLE XII – NOTICES

*Section 1. **Mailing of Notice.*** Except as may otherwise be required by law, any notice to any officer or director may be delivered personally or by mail. If mailed, the notice will be deemed to have been delivered on the close of business of the fifth business day following the day when deposited in the United States mail with postage prepaid and addressed to the recipient's last known address in the records of the Corporation.

*Section 2. **E-Notice Permitted.*** Any communications required by the Act, these bylaws, or any other laws, may be made by digital or electronic transmission to the recipient's known electronic address or number as known to the Corporation at the time of notice.

*Section 3. **Duty to Notify.*** All directors, officers, employees, and representatives of the Corporation are required to notify the Corporation of any changes to the individual's contact information. Pursuant to the obligations under this section of these bylaws, the individual must notify the Corporation that electronic transmissions of notice are impracticable, impossible, frustrated, or otherwise improper and ineffective.

ARTICLE XIII – WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of the General Not For Profit Corporation Act of the State of Illinois 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 deemed equivalent to the giving of such notice.

ARTICLE XIV – AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a two-thirds majority of the Board of Directors present at any regular meeting or at any special meeting, provided that at least 15 days' written notice is given of intention to alter, amend or repeal and to adopt new bylaws at such meeting; further provided, that no amendment which reduces the privileges of the Charter Vendor Members may be made without a majority vote of the Charter Vendor Members and no amendment which reduces the privileges of the Founding Members may be made without a majority vote of the Founding Members.

ARTICLE XV - INDEMNIFICATION

The Corporation shall indemnify all officers and directors of the Corporation to the full extent permitted by the General Not For Profit Corporation Act of the State of Illinois, and shall be entitled to purchase insurance for such indemnification of officers and directors to the full extent as determined from time to time by the Board of Directors of the Corporation.

ARTICLE XVI - DISSOLUTION OF THE CORPORATION

*Section 1. **Voluntary Dissolution by Written Consent.*** The voluntary dissolution of the Corporation by written consent is authorized pursuant to 805 ILCS 105/107.10 and 805 ILCS 105/112.10. Under Article V, Section 5 of these bylaws, the members may vote to voluntarily dissolve the Corporation without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members entitled to vote with respect to the decision to voluntarily dissolve the Corporation. Dissolution pursuant to this Section does not require any vote of the directors of the corporation.

*Section 2. **Voting by Informal Action by Members.*** A vote to voluntarily dissolve the corporation may be taken by ballot without a meeting in writing by mail, e-mail, or any other electronic means pursuant to which all members entitled to vote thereon are given the opportunity to vote for or against the proposed action, and the action receives approval by a majority of the members casting votes, provided that the number of members casting votes would constitute a quorum if such action had been taken at a meeting. Voting shall remain open for a minimum of five days from the date the ballot is delivered. However, in the case of the removal of one or more directors, a merger, consolidation, sale, lease or exchange of assets, the voting shall remain open for a minimum of 20 days from the date the ballot is delivered.

The informal action by members shall become effective only upon delivery of a written notice of the proposed action to all of the members entitled to vote with respect to the subject matter thereof at least five days prior to the effective date of such informal action. If the action which is approved would have required the filing of a certificate under any other Section of the General Not For Profit Corporation Act of the State of Illinois (the "Act") had such action had been voted on by the members at a meeting thereof, the certificate filed under such other Section shall state, in lieu of any statement required by such Section concerning any vote of members, that an informal vote has been conducted in accordance with the provisions of the Act and that written notice has been delivered as required by the Act.

Section 3. Filing Articles of Dissolution. Once voluntary dissolution of the Corporation has been authorized under this Article, articles of dissolution shall be executed and filed with the Illinois Secretary of State in duplicate in accordance with 805 ILCS 105/112.20, the terms of which are incorporated herein by reference.

Section 4. Distribution of Assets; Plan of Distribution. The assets of the Corporation shall be applied and distributed as set forth in 805 ILCS 105/112.16, the terms of which are incorporated herein by reference. The Corporation may adopt a plan providing for the distribution of assets, the terms of which are consistent with the provisions of the Act and shall adopt such a plan for the purpose of authorizing any transfer or conveyance of assets for which the Act requires a plan of distribution. The Board of Directors shall adopt a resolution recommending a plan of distribution and directing the submission thereof to a vote at a meeting of members having voting rights, which may be undertaken at an Annual or a Special meeting or via written consent in lieu of a meeting in accordance with the provisions of Article V, Section 5 herein. Written notice setting forth the proposed plan of distribution or a summary thereof shall be delivered to each member entitled to vote at such meeting, within the time and in the manner provided in the Act for the giving of notice of meetings of members. Such plan of distribution shall be adopted upon receiving the affirmative vote of the majority of the votes which members entitled to vote on such matters shall vote, whether in person, by proxy at a meeting at which there is a quorum, or via written consent.

Section 5. Revocation of Dissolution. If the Corporation has not begun the process of distributing its assets, its Board of Directors may revoke the voluntary dissolution without action by members entitled to vote on dissolution within 60 days of its effective date. Within 60 days after the Corporation has revoked the dissolution, it shall execute and file articles of revocation in duplicate in accordance with 805 ILCS 105/101.10 which shall set forth:

1. The name of the Corporation;
2. The effective date of the dissolution that was revoked;
3. A statement that the Corporation has not begun to distribute its assets, nor has it commenced a proceeding for court supervision of its winding up;
4. The date the revocation of dissolution was authorized; and
5. A statement that the Corporation's Board of Directors revoked the dissolution.

Section 6. Barring Known Claims Against the Corporation. Upon dissolution, the Corporation shall follow the provisions of 805 ILCS 105/112.75, which are incorporated herein by reference, to bar any known claims against it, its directors, officers, employees or agents, or its members.

RELEVANT STATUTORY PROVISIONS GOVERNING DISSOLUTION

(805 ILCS 105/112.10) (from Ch. 32, par. 112.10)

Sec. 112.10. Voluntary dissolution by written consent of members entitled to vote.

Except for the dissolution of a not-for-profit corporation organized for the purpose of ownership or administration of residential property on a cooperative basis, when a corporation has members entitled to vote on dissolution, the dissolution of a corporation may be authorized pursuant to Section 107.10 of this Act. Dissolution pursuant to this Section does not require any vote of the directors of the corporation.

Source: P.A. 98-302, eff. 1-1-14; 99-78, eff. 7-20-15

(805 ILCS 105/107.10) (from Ch. 32, par. 107.10)

Sec. 107.10. Informal action by members entitled to vote.

(a) Unless otherwise provided in the articles of incorporation or the bylaws, except for the dissolution of a not-for-profit corporation organized for the purpose of ownership or administration of residential property on a cooperative basis, any action required by this Act to be taken at any annual or special meeting of the members entitled to vote, or any other action which may be taken at a meeting of the members entitled to vote, may be taken by ballot without a meeting in writing by mail, e-mail, or any other electronic means pursuant to which the members entitled to vote thereon are given the opportunity to vote for or against the proposed action, and the action receives approval by a majority of the members casting votes, or such larger number as may be required by the Act, the articles of incorporation, or the bylaws, provided that the number of members casting votes would constitute a quorum if such action had been taken at a meeting. Voting must remain open for not less than five days from the date the ballot is delivered; provided, however, in the case of a removal of one or more directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, the voting must remain open for not less than 20 days from the date the ballot is delivered.

(b) Such informal action by members shall become effective only if, at least five days prior to the effective date of such informal action, a notice in writing of the proposed action is delivered to all of the members entitled to vote with respect to the subject matter thereof.

(c) In the event that the action which is approved is such as would have required the filing of a certificate under any other Section of this Act if such action had been voted on by the members at a meeting thereof, the certificate filed under such other Section shall state, in lieu of any statement required by such Section concerning any vote of members, that an informal vote has been conducted in accordance with the provisions of this Section and that written notice has been delivered as provided in this Section.

(d) In addition, unless otherwise provided in the articles of incorporation or the bylaws, any action required by this Act to be taken at any annual or special meeting of the members entitled to vote, or any other action which may be taken at a meeting of members entitled to vote, may also be taken without a meeting and without a vote if a consent in writing, setting forth the action so taken, shall be approved by all the members entitled to vote with respect to the subject matter thereof.

Source: P.A. 98-302, eff. 1-1-14

(805 ILCS 105/112.16) (from Ch. 32, par. 112.16)

Sec. 112.16. Distribution of assets. The assets of a corporation in the process of dissolution shall be applied and distributed as follows:

(a) All liabilities and obligations of the corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefore;

(b) Assets held by the corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements;

(c) Assets held for a charitable, religious, eleemosynary, benevolent, educational or similar use, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies or organizations engaged in activities substantially similar to those of the dissolving corporation, pursuant to a plan of distribution adopted as provided in this Act;

(d) To the extent that the articles of incorporation or bylaws determine the distributive rights of members, or any class or classes of members, or provide for distribution to others, other assets, if any, shall be distributed in accordance with such provisions;

(e) Any remaining assets may be distributed to such societies, organizations or domestic or foreign corporations, whether for profit or not for profit, as may be specified in a plan of distribution adopted as provided in Section 112.17 of this Act.

Source: P.A. 84-1423

(805 ILCS 105/112.17) (from Ch. 32, par. 112.17)

Sec. 112.17. Plan of distribution. A plan providing for the distribution of assets, not inconsistent with the provisions of this Act, may be adopted by a corporation in the process of dissolution and shall be adopted by a corporation for the purpose of authorizing any transfer or conveyance of assets for which this Act requires a plan of distribution, in the following manner:

(a) Where there are members having voting rights on dissolution, the board of directors shall adopt a resolution recommending a plan of distribution and directing the submission thereof to a vote at a meeting of members having voting rights, which may be either an annual or a special meeting. Written or printed notice setting forth the proposed plan of distribution or a summary thereof shall be delivered to each member entitled to vote at such meeting, within the time and in the manner provided in this Act for the giving of notice of meetings of members. Such plan of distribution shall be adopted upon receiving the affirmative vote of at least two-thirds of the votes present and voted either in person or by proxy, unless any class of member is entitled to vote as a class in respect thereof, in which event the proposed plan of distribution shall be adopted by receiving the affirmative vote of at least two-thirds of the votes of the class present and voted either in person or by proxy. The articles of incorporation or the bylaws may supersede the two-thirds vote requirement of this subsection by specifying any smaller or larger vote requirement not less than a majority of the votes which members entitled to vote on such matters shall vote, either in person or by proxy at a meeting at which there is a quorum.

(b) Where there are no members having voting rights, a plan of distribution shall be adopted at a meeting of the board of directors upon receiving the vote of a majority of the directors in office.

Source: P.A. 84-1423

(805 ILCS 105/112.20) (from Ch. 32, par. 112.20)

Sec. 112.20. Articles of dissolution.

(a) When a voluntary dissolution has been authorized as provided by this Act, articles of dissolution shall be executed and filed in duplicate in accordance with Section 101.10 of this Act and shall set forth:

(1) The name of the corporation.

(2) The date dissolution was authorized.

(3) A post-office address to which may be mailed a copy of any process against the corporation that may be served on the Secretary of State.

(4) Where dissolution is authorized pursuant to Section 112.05 of this Act:

(i) A statement that the dissolution received the affirmative vote of a majority of the directors in office, at a meeting of the board of directors, and the date of the meeting; or

(ii) A statement that the dissolution was adopted by written consent, signed by all the directors in office, in compliance with Section 108.45 of this Act.
(5) If the dissolution was adopted pursuant to Section 112.10 or 112.15 of this Act:

- (i) A statement that the dissolution was adopted at a meeting of members by the affirmative vote of the members having not less than the minimum number of votes necessary to adopt the dissolution, as provided by this Act, the articles of incorporation, or the bylaws, and the date of the meeting; or
- (ii) A statement that the dissolution was adopted by written consent, signed by members having not less than the minimum number of votes necessary to adopt the dissolution, as provided by this Act, the articles of incorporation, or the bylaws, in compliance with Section 107.10 of this Act.

(b) When the provisions of this Section have been complied with, the Secretary of State shall file the articles of dissolution.

(c) The dissolution is effective on the date of the filing of the articles thereof by the Secretary of State.

Source: P.A. 92-33, eff. 7-1-01

(805 ILCS 105/112.25) (from Ch. 32, par. 112.25)

Sec. 112.25. Revocation of Dissolution.

(a) A corporation may revoke its dissolution within 60 days of its effective date if the corporation has not begun to distribute its assets or has not commenced a proceeding for court supervision of its winding up under Section 112.50 of this Act.

(b) The corporation's board of directors may revoke the dissolution without action by members entitled to vote on dissolution.

(c) Within 60 days after the dissolution has been revoked by the corporation, articles of revocation of dissolution shall be executed and filed in duplicate in accordance with Section 101.10 of this Act and shall set forth:

- (1) The name of the corporation;
- (2) The effective date of the dissolution that was revoked;
- (3) A statement that the corporation has not begun to distribute its assets nor has it commenced a proceeding for court supervision of its winding up;
- (4) The date the revocation of dissolution was authorized;
- (5) A statement that the corporation's board of directors revoked the dissolution.

(d) When the provisions of this Section have been complied with, the Secretary of State shall file the articles of revocation of dissolution. Failure to file the revocation of dissolution as required in subsection (c) hereof shall not be grounds for the Secretary of State to reject the filing, but the corporation filing beyond the time period shall pay a penalty as prescribed by this Act.

(e) The revocation of dissolution is effective on the date of the filing of the articles thereof by the Secretary of State and shall relate back and take effect as of the date of dissolution and the corporation may resume conducting affairs as if dissolution had never occurred.

Source: P.A. 92-33, eff. 7-1-01

(805 ILCS 105/112.75) (from Ch. 32, par. 112.75)

Sec. 112.75. Known claims against dissolved corporation.

(a) A dissolved corporation may bar any known claim against it, its directors, officers, employees or agents, or its members, by following the procedures set forth in subsections (b) and (c) of this Section. A claimant that does not deliver its claim by the deadline

established pursuant to subsection (b) or that does not file suit by the deadline established pursuant to subsection (c) shall have no further rights against the dissolved corporation, its directors, officers, employees or agents, or its members.

(b) Within 60 days from the effective date of dissolution, the dissolved corporation shall send a notification to the claimant setting forth the following information:

- (1) The corporation has been dissolved and the effective date thereof;
- (2) The mailing address to which the claimant must send its claim and the essential information to be submitted with the claim;
- (3) The deadline, not less than 120 days from the effective date of dissolution, by which the dissolved corporation must receive the claim; and
- (4) A statement that the claim will be barred if not received by the deadline.

(c) If, after complying with the procedure in subsection (b), the dissolved corporation rejects the claim in whole or in part, the dissolved corporation shall notify the claimant of such rejection and shall also notify the claimant that the claim shall be barred unless the claimant files suit to enforce the claim within a deadline not less than 90 days from the date of the rejection notice.

(d) For purposes of this Section, "claim" does not include any contingent liability or a claim arising after the effective date of dissolution or a claim arising from the failure of the corporation to pay any tax, penalty, or interest related to any tax or penalty.

Source: P.A. 85-299

UPDATE LOG

- Proposed May 12, 2008; Approved June 11, 2008
- Approved May 2013: deleted 10% of eligible members voting
- Approved May 2017: revised immediate end of term for director
- Approved May 2018: changed term of office for directors and executive committee
- Approved Feb 27, 2019: added Article XV – dissolution of the corporation
- Approved Feb 27, 2019: added Article VII, Section 3 (non-voting advisors) and moved down subsequent sections
- Approved Jan 13, 2023: revised president, president-elect and past president term of office
- Approved May 15, 2023: revised Article IV (Members) Section 7 (Application for Membership); Article V (Meetings of Members) Section 9 (Resignation); Article V (Meetings of Members) Section 4 (Notice of Meetings); Article VII (Board of Directors) Section 8 (Notice); and, added Article XVI (Notices), with Section 1 (Mailing of Notices), Section 2 (E-Notice Permitted) and Section 3 (Duty to Notify)