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BYLAWS
Of
ILLINOIS READING COUNCIL

Article I

Name and Area Served

SECTION 1: NAME. The Council will be called the Illinois Reading Council, hereafter referred to as IRC, serving the State of Illinois, and will be affiliated with the International Literacy Association, hereafter referred to as ILA.

SECTION 2: AREA SERVED. IRC will continuously maintain in the State of Illinois a registered office and a registered agent, whose business office is identical with such registered office, and may have other offices within or without the state.

Article II

Membership and Dues

SECTION 1: REQUIREMENTS FOR MEMBERSHIP. Membership in IRC will be open to all who promote and teach lifelong literacy.

SECTION 2: ACTIVE MEMBERS. Membership in IRC will become effective for one year upon payment of council dues.

SECTION 3: ANNUAL DUES. The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to IRC by members.

SECTION 4: PAYMENT OF DUES. The membership dues for one year, as set by the Board of Directors, will be payable to IRC, which will distribute the designated portion of the dues to the local and special interest councils.

SECTION 5: VOTING RIGHTS. Members will vote to elect the officers of IRC as provided in these bylaws. Each member whose dues and fees are fully paid will be entitled to one vote for each officer to be elected by vote of the membership.

SECTION 6: TRANSFER OF MEMBERSHIP. Membership in IRC is not transferable or assignable.

SECTION 7: MEMBERSHIP CERTIFICATES. Membership certificates may be issued as determined by the Board of Directors.

SECTION 8: REMOVAL OF MEMBERS. Failure to pay IRC dues by the renewal date will be basis for immediate removal of a member. The member may also be removed by majority vote of the Executive Committee for cause as defined in IRC's Policies and Procedures, provided that the member subject to removal will be provided notice and an opportunity to be heard prior to the vote of the Executive Committee.

SECTION 9: INTERNATIONAL LITERACY ASSOCIATION DUES. Membership in ILA is strongly recommended for all IRC members. Dues to ILA, which entitle members to certain benefits and services, may be collected by IRC and sent to the Association Headquarters or paid directly to Association Headquarters.

Article III

Meeting of Members

SECTION 1: ANNUAL MEETING. An annual meeting of the members will be held during the conference each year for the transaction of business as may come before the meeting.

SECTION 2: SPECIAL MEETINGS. Special meetings of the members may be called by the

- A. President,
- B. Board of Directors, or
- C. Not less than one-twentieth of the members having voting rights, for the purpose or purposes stated in the call of the meeting.

SECTION 3: PLACE OF MEETING. The Board of Directors may designate any location for any annual meeting or any special meeting called by the Board of Directors. If no designation is made, or if a special meeting were otherwise called, the place meeting will be the registered office of IRC in the State of Illinois.

SECTION 4: NOTICE OF MEETINGS. Written notice stating the place, date and hour of any meeting of the members will be delivered to each member entitled to vote at such meeting not less than five nor more than sixty days before the date of the meeting, or in the case of the removal of one or more directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, not less than twenty nor more than sixty days before the date of 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 will be stated in the notice. If mailed, the notice of meeting will be deemed delivered when deposited in the United States mail or an email is sent to the member's contact information as it appears in the records of the IRC. When a meeting is adjourned to another time

and place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken.

SECTION 5: QUORUM. The holders of one percent of the votes which may be cast at a meeting of IRC, represented in person or by proxy, will constitute a quorum for consideration of such matter at any meeting of members; provided that, if less than one percent of the outstanding votes are represented at said meeting, a majority of the votes are represented may adjourn the meeting at any time without further notice. If a quorum is present, the affirmative vote of a majority of the votes represented at the meeting will be the act of the members, unless the vote of a greater number or voting by classes is required by the General Not for Profit Corporation Act, the Articles of Incorporation or these bylaws. At any adjourned meeting at which a quorum will be present, any business may be transacted which might have been transacted at the original meeting. Withdrawal of members from any meeting will not cause failure of duly constituted quorum at that meeting.

SECTION 6: VOTING. Each member whose dues and fees are fully paid will be entitled to one vote in the election of each officer.

SECTION 7: INSPECTORS. At any meeting of members, the chairman may, or upon the request of any member, appoint one or more persons as inspectors for such meeting.

Such inspectors will ascertain and report the number of votes represented at the meeting, based upon their determination of the validity and effect of proxies; count all votes and report the results; and do such other acts as are proper to conduct the election and voting with impartiality and fairness to all the members.

Each report of inspector will be in writing and signed by him or her or by a majority of them if there be more than one inspector acting at such meeting. If there is more than one inspector, the report of a majority will be the report of the inspectors. The report of the inspector or inspectors on the number of votes represented at the meeting and the results of the voting will be *prima facie* evidence thereof.

Article IV

Local Councils, Special Interest Councils, Regions and ILA State Coordinator

SECTION 1: LOCAL COUNCILS AND SPECIAL INTEREST COUNCILS. Local councils and special interest councils may be organized for the purpose of educational opportunities and communication with the IRC.

SECTION 2: REGIONS. Regions are geographic groupings of local and/or special interest councils within Illinois as determined by the Board of Directors.

SECTION 3: STATE COORDINATOR. The ILA State Coordinator will act as liaison between ILA and IRC and all councils in the state.

Article V

Board of Directors

SECTION 1: GENERAL POWERS. The business of IRC will be managed by or under the direction of its Board of Directors which consisting of members of the Executive Committee, the Standing and Special Committee Chairs, the Regional Directors, the Council Presidents, and the Editors of IRC Publications.

SECTION 2: NUMBER, TENURE AND QUALIFICATIONS. The number of directors will be at least nine but not more than ninety. Each director will hold office until June 30 or until a successor is elected and qualified. The number of directors may be decreased to not fewer than three or increased to any number from time to time by amendment of this section. No decrease will have the effect of shortening the term of any incumbent director.

SECTION 3: REGULAR MEETINGS. A regular annual meeting of the Board of Directors will be held each year. The Board of Directors may provide by resolution the time and place for the holding of the annual meeting and additional regular meetings of the Board of Directors without other notice than such resolution. No less than four meetings will be held each year, one of which will be the annual meeting held during the annual IRC Conference.

SECTION 4: SPECIAL MEETINGS. Special meetings of the Board of Directors may be called at the request of the president or any two directors who may choose the location for the meeting.

SECTION 5: NOTICE. Notice of any special meeting of the Board of Directors will be given at least fourteen days prior by written notice to each director at his or her address or email as shown by the records of IRC except that no special meeting of directors may remove a director unless written notice of the proposed removal is delivered to all directors at least twenty days prior. If mailed, such notice will be deemed to be delivered when deposited in the United States mail or an email is sent to the member's contact information as it appears in the records of the IRC.

SECTION 6: QUORUM. Twenty-five percent of the total number of directors of the Board of Directors will constitute a quorum for transaction of business at any meeting of the Board of Directors provided that if less than twenty-five percent of the directors are present at said meeting, a majority of the directors present may adjourn the meeting at any time without further notice.

SECTION 7: VOTING. Each director whose dues and fees are fully paid will be entitled to one vote in the business of the IRC. If a director holds more than one position on the Board of Directors, the director is still only entitled to one vote. In the case of a shared position, the co-directors are only allowed one vote.

SECTION 8: MANNER OF ACTING. The act of the majority of the directors present at a meeting at which a quorum is present will be the act of the Board of Directors, unless the act of a greater number is required by statute, these bylaws, or the Articles of Incorporation. A director may appoint a proxy if the director is unable to fulfill his/her responsibilities at any time during

his/her term as a director. The alternate will have all the rights and responsibilities of the current director.

SECTION 9: 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 will be filled by the Board of Directors unless the Articles of Incorporation, a statute, or these bylaws provide that a vacancy or directorship so created will be filled in some other manner, in which case such provision will control. A director elected or appointed, as the case may be, to fill a vacancy will be elected for the unexpired term of his or her predecessor in office.

SECTION 10: RESIGNATION AND REMOVAL OF DIRECTORS. A director may resign at any time upon written notice to the Board of Directors. A director may be removed with or without cause, as specified by statute.

SECTION 11: INFORMAL ACTION BY DIRECTORS. The authority of the Board of Directors may be exercised without a meeting if consent in writing, setting forth the action taken, is signed by the majority of the directors entitled to vote.

SECTION 12: COMPENSATION. No member of the Board will be paid any compensation for their service as a board member, officer or otherwise; provided, however, board members may be reimbursed for reasonable expenses actually incurred, such as travel, meals, and lodging in connection with and arising out of their service as board members in accordance with policies, guidelines and procedures approved by the membership.

SECTION 13: PRESUMPTION OF ASSENT. A director of IRC who is present at a meeting of the Board of Directors at which action on any Council matter is taken will be conclusively presumed to have assented to the action taken unless his or her dissent will be entered in the minutes of the meeting or unless he or she will file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or will forward such dissent by registered or certified mail to the secretary of IRC immediately after the adjournment of the meeting. Such right to dissent will not apply to a director who voted in favor of such action.

SECTION 14: LIMITATIONS. The Board of Directors will operate and conduct the business of IRC exclusively for charitable and educational purposes, all in accordance with Section 510(c)(3) of the Internal Revenue Code, and is not authorized to engage in any activity or conduct nor take any action which would disqualify IRC as a charitable and educational association under Section 501(c)(3) of the Internal Revenue Code.

Article VI

Officers

SECTION 1: NUMBER. The officers of IRC will be president, president-elect, vice president, immediate past president, treasurer, recording secretary, and such other officers as may be elected or appointed by the Board of Directors. Officers whose authority and duties are

not prescribed in these bylaws will have the authority and perform the duties prescribed by the Board of Directors.

SECTION 2: NOMINATIONS AND ELECTION.

- A. The Nominating Committee will consist of the past president as chair and the regional directors.
- B. The Nominating Committee will annually prepare a slate of acceptable candidates for each open officer position. An effort should be made to secure two candidates for each position. In the event that only one candidate is secured the election process will be the same. Each nominee must be a member of IRC and ILA. Advance consent to serve if elected from each nominee will be secured by the committee. The Nominating Committee will prepare and distribute a ballot with candidate information.
 - 1. The names of the candidates will appear on the ballot in alphabetic order by last name with provisions for write-ins.
 - 2. A biographical sketch and position statement from each candidate will accompany the ballot.
- C. Election of officers will be transacted by mailed or electronic ballot (sent by the first of the month at least fifty-eight days prior to the annual conference) to each active IRC member. Each IRC active member will have one vote regardless of the number of council memberships.
 - 1. Those memberships on file in the IRC office will be those eligible to receive ballots.
 - 2. Ballot(s) will be returned to the IRC office postmarked or electronic voting closed no later than the first of the next month following the official mail date.
 - 3. The chairman of the Nominating Committee will oversee the tabulation of the ballot.
- D. Officers will be elected by a plurality of the votes cast. A tie vote will be decided by lot and determined by the Nominating Committee.
- E. The chairman of the Nominating Committee will announce the results of the election at the Annual Membership Meeting. The official results will be recorded in the minutes of the Annual Membership Meeting. The president will be responsible for reporting the newly elected officers to the ILA headquarters via the state coordinator using the official forms provided by the ILA by the date specified.
- F. Terms of Office
 - 1. The office of president will be a four-year commitment to IRC.
 - a. The president, having served a one-year term, remains an officer as the immediate past president.
 - b. The president-elect will succeed to the office of president.
 - c. The vice president will succeed to the office of president-elect.
 - 2. The terms of recording secretary and treasurer will be for two years or until a successor is elected.
 - a. The recording secretary will be elected in even-numbered years.
 - b. The treasurer will be elected in odd-numbered years.

- c. The recording secretary and the treasurer may not serve more than two consecutive terms.

G. **TIME OF ASSUMING OFFICE.** Each officer will assume the duties of office on July 1, following the election. The election will have been completed by April 1.

H. **RETIREMENT OF OFFICE.** Within thirty days from retirement of office, the former officer must turn over all records of the office to the newly elected officer.

SECTION 3: REMOVAL. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgement the best interest of IRC would be served thereby, but such removal will be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4: PRESIDENT. The president will be the principal executive officer of IRC. Subject to the direction and control of the Board of Directors, he or she will be in charge of the business and affairs of IRC, will see that the resolutions and directions of the Board of Directors are carried into effect except in those instances in which that responsibility is specifically assigned to some other person by the Board of Directors, and will discharge all duties incident for the office of president and such other duties as may be prescribed by the Board of Directors. He or she will preside at all meetings of the Executive Committee, Board of Directors, and membership. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of IRC or a different mode of execution is expressly prescribed by the Board of Directors or these bylaws, he or she may execute for IRC any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, and he or she may accomplish such executions either under without the seal of IRC and either individually or with the Secretary, any assistant secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument. He or she may vote all securities which IRC is entitled to vote except as and to the extent such authority will be vested in a different office or agent of IRC by the Board of Directors.

SECTION 5: PRESIDENT-ELECT. The president-elect will serve as a member of the Board of Directors and as chairperson of the Conference Committee. The president-elect will coordinate internal programs and fulfill such other duties as are assigned by the Board of Directors. The president-elect will assume and perform the duties of the president in event of the absence, incapacity, or resignation of the president. Should the office of president become vacant, the president-elect will serve the unexpired portion of the president's term in addition to the term for which the president-elect was elected. If for any reason the president-elect is unable to assume the duties of president immediately, the vice president will assume the duties of the president.

SECTION 6: VICE PRESIDENT. The vice president will assist the president in the discharge of his or her duties as the president may direct and will perform such other duties as from time to time may be assigned to him or her by the president or by the Board of Directors. In the absence of the president or in the event of his or her inability or refusal to act, the vice

president will perform the duties of the president, and when so acting, will have all the powers of and be subject to all the restrictions upon the president.

SECTION 7: IMMEDIATE PAST PRESIDENT. The immediate past president will be a member of the Board of Directors and chairperson of the Nominating Committee and such other committees as named and designated by the Board of Directors. Further, the immediate past president will perform such other duties as the Board of Directors may request.

SECTION 8: TREASURER. The treasurer will be the principal accounting and financial officer of IRC. He or she will have charge of and be responsible for the maintenance of all financial records for the IRC, all funds and securities of IRC, and perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the president or by Board of Directors. The treasurer will be bonded for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors may determine.

SECTION 9: RECORDING SECRETARY. The recording secretary will: (a) record the minutes of all meetings of the Executive Committee, Board of Directors, and membership; (b) keep a permanent book of the minutes of all meetings; (c) cooperate fully with the successor by turning over up-to-date records within thirty days of retirement from office.

SECTION 10: INTERNATIONAL LITERACY ASSOCIATION STATE COORDINATOR. The ILA State Coordinator will be appointed by the ILA Board for a three year term upon recommendation of the Illinois Reading Council Board of Directors. The ILA State Coordinator will: (a) be a voting member of the Board of Directors; (b) serve as liaison between the ILA and the IRC and local councils and special interest councils; and (c) chair the Organization Committee for the development of new councils.

SECTION 11: DIRECTOR OF MEMBERSHIP
The Director of Membership will be appointed by the president and approved by the Board of Directors for a three year term and will be a voting member of the Board of Directors and Executive Committee.

SECTION 12: EXECUTIVE DIRECTOR.

Article VII

Executive Committee

SECTION 1: COMPOSITION. The Executive Committee will consist of the elected officers of IRC, the Director of Membership, the ILA State Coordinator, and the Executive Director.

SECTION 2: GENERAL POWERS. The business of IRC is managed by the Executive Committee which reports to the Board of Directors. The Executive Committee has specific authority to authorize expenditures up to ten percent over each account number item in any annual budget.

SECTION 3: REGULAR MEETINGS. The president will call meetings at any time deemed necessary, and meetings may also be called at the request of two members of the Executive Committee. Notice of meetings of the Executive Committee will be given at least four days prior by written notice to each member at his or her address as shown on the records of IRC. Business may be conducted face-to-face, by mail, by email, or by electronic communication.

SECTION 4: QUORUM. Five voting members of the Executive Committee will constitute a quorum.

Article VIII

Committees

SECTION 1: COMMITTEES. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which will consist of one or more directors and such other persons as the Board of Directors designates. The committees will have and exercise appropriate authority of the Board of Directors in the management of IRC.

SECTION 2: TERM OF OFFICE. Each member of a committee, advisory board, or commission will continue as such until June 30 or until his or her successor is appointed, unless the committee, advisory board or commission will be sooner terminated, or unless such member be removed from such committee, advisory board or commission by the Board of Directors, or unless such member will cease to qualify as a member thereof.

SECTION 3: CHAIR. One member of each committee will be appointed chair by the president and approved by the Board of Directors.

SECTION 4: 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 5: QUORUM. A majority of the whole committee will constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present will be the act of the committee. Business may be conducted face-to-face, by mail, by email, or by electronic communication.

SECTION 6: RULES. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

SECTION 7: INFORMAL ACTION. Committee decisions may be conducted face-to-face, by mail, by email, or by electronic communication.

Article IX

Contracts, Loans, Checks and Deposits

SECTION 1: CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents of IRC to enter into any contract or execute and deliver any instrument in the name of and on behalf of IRC, 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 evidences of indebtedness issued in the name of IRC will be signed by the president, treasurer, or agent of the IRC who is to be determined by the Board of Directors.

SECTION 3: DEPOSITS. All funds of IRC will be deposited to the credit of IRC in such banks, trust companies and other depositories as selected by the Board of Directors.

SECTION 4: GIFTS. The Board of Directors may accept on behalf of IRC any contribution, gift, bequest or devise for the general purposes or for any special purpose of IRC.

Article X

Books and Records

IRC will keep correct and complete books, record of account, and minutes of the proceedings of its members, Board of Directors, and authorized committees. At the registered or principal office, IRC will keep a record giving the names and addresses of the members entitled to vote. All books and records of IRC may be inspected by any member or members' agent or attorney with appropriate notice and purpose.

Article XI

Fiscal Year

The fiscal year of IRC will be fixed by resolution of the Board of Directors.

Article XII

Waiver of Notice

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the Articles of Incorporation or the bylaws of the IRC, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, will be deemed equivalent to the giving of

such notice. Attendance at any meeting will constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

Article XIII

Indemnification

SECTION 1: INDEMNIFICATION IN ACTIONS OTHER THAN BY OR IN THE RIGHT OF IRC. IRC will indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of IRC) by reason of the fact that he or she is or was a director, officer, employee or agent of IRC, is or was serving at the request of IRC, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of IRC, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment or settlement, conviction or upon a plea of nolo contendere or its equivalent, will not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

SECTION 2: INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF IRC. IRC may indemnify any person who as or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of IRC to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of IRC, or is or was serving at the request of IRC as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of IRC and provided that no indemnification will be made in respect of any claim, issue or matter as to which such person will have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to IRC unless any only to the extent that the Court in which such action or suit was brought will determine upon application that despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court will deem proper.

SECTION 3: RIGHT TO PAYMENT OF EXPENSES. To the extent that a director, officer, employee or agent of the IRC has been successful, on the merits or otherwise, in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue or matter therein, such person will be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection herewith.

SECTION 4: DETERMINATION OF CONDUCT. Any indemnification under Sections 1 and 2 of this Article will be made by IRC only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 or 2 of this Article. Such determination will be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceedings, or (b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by the members entitled to vote, if any.

SECTION 5: PAYMENT OF EXPENSES IN ADVANCE. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by IRC in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it will ultimately be determined that he or she is entitled to be indemnified by IRC authorized in this Article.

SECTION 6: INDEMNIFICATION NOT EXCLUSIVE. This indemnification provided by this Article will not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and will continue as to a person who has ceased to be a director, officer, employee, or agent and will inure to the benefits of the heirs, executors and administrators of such a person.

SECTION 7: INSURANCE. IRC will have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of IRC, or is or was serving at the request of IRC as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not IRC would have the power to indemnify such person against such liability under the provisions of these Sections.

SECTION 8: NOTICE TO MEMBERS. If IRC has paid indemnity or had advanced expenses to a director, officer, employee or agent, IRC will report the indemnification or advance in writing to any members entitled to vote with or before the notice of the next meeting of the members entitled to vote.

SECTION 9: REFERENCES TO IRC. For the purpose of the Article, references to "IRC" will include, in addition to the surviving Council, any merging Council (including any Council having merged with a merging Council), absorbed in a merger which, if its separate existence had continued, would have had the power and authority to indemnify its director, officers, and employees or agents of such merging Council, or was serving at the request of such merging Council as a director, officer, employee or agent of another Council, partnership, joint venture, trust or other enterprise, will stand in the same position under the provisions of this Article with respect to the surviving Council as such person would have had with respect to such merging Council if its separate existence had continued.

SECTION 10: OTHER REFERENCES. For the purpose of this Article, references to “other enterprises” will include employee benefit plans; references to “fines” will include any excise taxes assessed on a person with respect to an employee benefit plan; and references to “serving at the request of IRC” will include any service a director, officer, employee or agent of IRC which imposes duties on, or involves services by such director, officer, employee or agent with respect to an employee benefit plan, its participants or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan will be deemed to have acted in a manner “not opposed to the best interests of IRC” as referred to in this Article.

Article XIV

Amendments

The power to make, alter, amend, or repeal the bylaws or adopt new bylaws will be vested in the Board of Directors unless otherwise provided in the Article of Incorporation or the bylaws. Such action may be taken at a regular or special meeting for which notice will be given. Proposed amendments will be distributed to the Board of Directors at least 14 days prior to said meeting. The bylaws may contain any provisions for the regulation or management of the business of IRC not inconsistent with the law of the Articles of Incorporation. All proposed amendments to these bylaws should be in accord with ILA bylaws on file with ILA prior to final adoption by the IRC Board of Directors.

Article XV

Dissolution

In the case of dissolution of IRC, any assets remaining after the payments of debts and provisions will revert to ILA.