



**Crisis Nursery**  
**“Island of Safety”**

# BYLAWS

---

**1309 W. Hill Street, Urbana IL 61801**

**Crisis Line: 217-337-2730**

**Administrative Line: 217-337-2731**

**[www.crisisnursery.net](http://www.crisisnursery.net)**

**BYLAWS**  
**OF**  
**CRISIS NURSERY**

**ARTICLE ONE**

The name of this corporation shall be **Crisis Nursery**.

**ARTICLE TWO**

The purpose of the corporation is:

To provide a caring, community and family-oriented intervention to child abuse and neglect or to the potential for such abuse and neglect, by providing assistance, shelter, care, counsel and education to children and their parents. To support the family as an entity and offer community education regarding the potential of child abuse and neglect, as well as agencies offering assistance and resources to those in need.

To engage in any lawful act or activities for which corporations may be organized under the Illinois General Not for Profit Corporation Act, relative to the foregoing and consistent with the qualifications of an exempt charitable organization under section 501(c)(3) of the Internal Revenue Code of 1986 as amended from time to time.

**ARTICLE THREE**

Any and all contributors or volunteers, including but not limited to corporations and agencies, will be a member of this corporation and as such will be able to attend the annual meeting of the corporation.

**ARTICLE FOUR**

Section 1. There shall be an annual meeting of the membership of the corporation during the month of April, and will constitute the Board meeting for the month in which it is held.

Section 2. Additional meetings of the membership may be held on call of the Board of Directors.

**ARTICLE FIVE**

Section 1. The corporation shall be governed by a Board of Directors.

Section 2. There shall be no fewer than 12, nor more than 23 elected members to the Board, each with staggered three (3) year terms. No member may serve more than 2 consecutive terms or six years, except for a board member who accepts election as Vice President, who may serve on the Board as long as necessary to complete terms of office as Vice President, President, and Immediate Past President.

Section 3. A first time board member will serve from April 1 – June 30 in an ex-officio manner to allow for board training and transition. Beginning July 1 of the fiscal year, the new board member will serve as a full board member.

Continuing board members will serve through June 30 of the last year of their term.

Section 4. Any vacancy occurring among the directors shall be filled by a vote of two-thirds of the Board of Directors from candidates recommended by the Executive or Governance Committee. Members shall be elected at any time, as the Board may deem proper.

Section 5. Participation. Any member of the Board of Directors or any committee designated by such Board may participate in a meeting of the Board of Directors or committee via teleconference or similar communication equipment by which all persons participating in the meeting can hear one another at the same time. Such participation shall constitute presence in person at the meeting.

Section 6. The failure to attend 3 Board meetings (within a twelve month period) without just cause and notice; or participate in Board functions may constitute a basis for removal from the Board by a vote of two-thirds of the directors present at any meeting at which a quorum is present. Such action shall be taken only after investigation, Board member is given an opportunity to resign, and report by the Executive Committee.

Section 7. The corporation shall indemnify its board members, officers and employees against loss or expense in the event of civil or criminal proceedings stemming from their service to the corporation, against said persons in their official or personal capacities, to the fullest extent permissible under Article 8, Section 108.75 of the Illinois General Not for Profit Corporation Act, as amended from time to time, and shall maintain appropriate insurance to cover such indemnity.

## **ARTICLE SIX**

Section 1. The Officers of the corporation shall be President, Vice-President, Treasurer, Secretary and Immediate Past President.

Section 2. The Immediate Past President shall attain office by succession thereto, and the Vice-President shall automatically succeed to the office of President; all other officers shall be elected from and by the Board of Directors at its March meeting.

Section 3. The term of office of all officers shall be for a period of one (1) year. The terms shall begin on July 1 and shall continue until their expiration date or until successors have been duly elected and assume office. A vacancy in any office shall be filled by a majority vote of the Board of Directors for the unexpired term from candidates recommended by the Executive or Governance Committee.

Section 4. The Past President shall be the chair of the Governance Committee.

Section 5. The President shall maintain a current general overview of the affairs and business of the corporation, subject to the control and direction of the Board of Directors. The President shall preside at all meetings of the Board of Directors. The President shall be a member ex officio of all committees and shall appoint all committees except when such appointment is reserved to the Board of Directors.

Section 6. The Vice-President shall act in place of the President in the latter's absence or inability to act.

Section 7. The Treasurer shall have general responsibility to monitor the corporation's funds and accounts, subject to the order of the Board of Directors. The Treasurer shall cause proper books of account to be kept, which at all reasonable times shall be open to the examination of any member of the Board of Directors, and reports therefrom shall be rendered monthly to the Board of Directors. The Treasurer shall make certain that the books are audited no less frequently than annually by a certified public accountant.

Section 8. The Secretary shall keep or cause to be kept accurate minutes of the meetings of the Board of Directors and arranges for their distribution to all of the Directors.

## **ARTICLE SEVEN**

Section 1. Standing committees shall consist of:

- a) Executive
- b) Governance Committee
- c) Special Events
- d) Development
- e) Finance/Audit

Section 2. The Board of Directors may appoint ad hoc committees, as it deems necessary.

## **ARTICLE EIGHT**

Section 1. There shall be an Executive Committee composed of all officers of the Board, the Immediate Past President, and all standing committee chairs.

Section 2. This committee shall act for the Board in the interim between Board meetings and shall oversee and direct the work of the Corporation as authorized by the Board. It shall not develop new policies without the approval of the Board nor pursue the administrative function of the Executive. All business transacted by the Executive Committee shall be reported in full at the next regularly scheduled meeting of the Board of Directors.

Section 3. The Executive Committee is given the power to change the fiscal year.

## **ARTICLE NINE**

The fiscal year of the corporation shall be July 1 to June 30. The administrative year will be from April 1 to March 31.

## **ARTICLE TEN**

Section 1. The Executive Director, subject to the control and direction of the Board of Directors, shall have general charge, oversight and direction of the affairs and business of the corporation. The Executive Director shall attend all meetings of the Board of Directors and its committees. The Executive Director shall also serve as liaison between the Board of Directors and staff and implement policies regarding communication between them. The Executive Director shall give bond in such sum as is required and with such sureties as are approved by the Board of Directors and paid for out of the funds of the corporation.

Section 2. The Executive Director shall be appointed by a majority vote of the Board of Directors.

### **ARTICLE ELEVEN**

Section 1. In the event of dissolution or termination of the corporation, no member, trustee, officer or employee of the corporation shall receive any assets of the corporation other than as reasonable compensation for services rendered or in repayment of sums loaned or advanced to the corporation.

Section 2. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization for organizations under section 501(c)(3) of the Internal Revenue Code of 1986 as amended from time to time, as the Board of Directors shall determine.

### **ARTICLE TWELVE**

Robert's Rules of Order (Revised) shall be parliamentary authority for all matters of procedure not specifically covered by the Bylaws of the corporation.

### **ARTICLE THIRTEEN**

Section 1. Any action required or permitted to be taken at a meeting of the Board of Directors or any committee thereof may be taken without a meeting if each and every member of the Board or committee in writing either: (i) votes for such action; (ii) votes against such action; or (iii) abstains from voting. Each director or committee member who delivers a writing described in this Section to the corporation shall be deemed to have waived the right to demand that action not be taken without a meeting.

Section 2. Action is taken under Article 13 only if the affirmative vote for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the directors then in office were present and voted.

Section 3. No action taken pursuant to Article 13 shall be effective unless writings describing the action taken and otherwise satisfying the requirements of Article 13, Section 1, signed by all directors and not revoked pursuant to Article 13, Section 4, are received by the corporation. Any such writing may be received by the corporation by electronically transmitted facsimile or other form of wire or wireless communication providing the corporation with a complete copy of the document, including a copy of the signature on the document. Action taken pursuant to this Article 13 shall be effective when the last writing necessary to effect the action is received by the corporation unless the writings describing the action taken set forth a different effective date.

Section 4. Any director who has signed a writing pursuant to this Article 13 may revoke such writing by a writing signed and dated by the director describing the action and stating that the director's prior vote with respect thereto is revoked, if such writing is received by the corporation before the last writing necessary to effect the action is received by the corporation.

Section 5. Action taken pursuant to this Article 13 has the same effect as action taken at a meeting of directors and may be described as such in any document.

Section 6. All signed written instruments necessary for any action taken pursuant to this Article shall be filed with the minutes of the meetings of the Board of Directors.

#### **ARTICLE FOURTEEN**

These Bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors present. Proposed amendments shall be presented at a meeting of the Board of Directors and voted upon at a subsequent meeting of the Board of Directors. Notice of such meeting and proposed action shall be announced at least thirty (30) days prior to the meeting at which action is to be taken. A specific article or section of an article may be suspended by the two-thirds vote of the Board of Directors.

Any amendments, alterations, changes, additions or deletions from these Bylaws shall be consistent with the laws of the State of Illinois.

Revised 4/8/15