



REACT INTERNATIONAL, INC. BYLAWS

This document establishes the basis under which REACT International, Inc., an Illinois not-for-profit charitable corporation, functions to serve REACT membership. These Bylaws have been brought up-to-date with all amendments approved by the Board of Directors through 12 September 2014.

Article I - Purposes

Section 1.1 Purposes.

The purposes for which the corporation is organized are charitable and educational, and without limiting the generality of the foregoing, include the following:

- (a) To develop the use of two-way radio communications as an additional resource for community activities, emergencies, disasters, and emergency aid to individuals;
- (b) To establish volunteer monitoring of emergency calls, particularly over officially designated emergency frequencies, from two-way radio service operators, and report such calls to appropriate emergency authorities;
- (c) To promote transportation safety by developing programs that provide information and communications assistance to motorists;
- (d) To coordinate efforts with and provide communication help to other groups, e.g., community event organizers, Red Cross and other non-governmental organizations (NGOs), emergency management agencies, and local, state, tribal and federal authorities during special events, emergencies and disasters;
- (e) To develop, administer, and promote public information projects demonstrating and publicizing the potential benefits and the proper use of two-way radio services and communication devices to individuals, organizations, industry, and government;
- (f) To participate in citizens programs where established by appropriate agencies, e.g., Community Emergency Response Teams, Child Abduction Recovery Efforts, County Animal Rescue Teams, SKYWARN Weather Spotter groups, Crime Watch, Neighborhood Watch, etc; and
- (g) To further the above purposes by chartering local Radio Emergency Associated Communications Teams which will carry out programs implementing the purposes of the corporation on a local basis.

Section 1.2 Non-Permitted Activity.

- (a) Notwithstanding any other provision of these Bylaws, the corporation shall not conduct or carry on any activity not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or by any organization, contributions to which are deductible under Section 170(c)(2) thereof.
- (b) Except as provided and permitted under Section 501(h) and Section 4911 of the Internal Revenue Code of 1986, as amended, no substantial part of the activity of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Article II – Offices

The corporation may have offices at such places as the Board of Directors may determine.

Article III - Membership

Section 3.1 Membership.

The corporation shall have two classes of membership,

- (a) TEAM Membership and
- (b) NON TEAM Membership.

Section 3.2 Team Membership.

All Radio Emergency Associated Communications Teams shall be qualified by the Board of Directors as follows:

- (a) A local group consisting of three or more individuals at least one of which must be at least 18 years of age, serving their community through the fulfillment of REACT purposes and ideals may apply for a REACT Team charter.
- (b) Upon qualification of a Team, the corporation shall issue a Team charter evidencing its status as a REACT Team.
- (c) The Team shall abide by all of the terms and conditions of the team charter agreement and any amendments or updates to the agreement made by the Board of Directors.
- (d) The Team will register all members of the Team under the classifications established by the Board of Directors under Section 3.3.
- (e) The Team will pay the appropriate membership dues and Team charter fees on or before a date established by the Board of Directors.
- (f) The Team will submit complete information of its Team members, officers, 501(c)(3) financial and operations reports, bylaws, Team constitution or incorporation papers, and minutes of Team meetings when applicable or requested by the Board of Directors.
- (g) The Team will maintain requisite membership and activity in accordance with the purposes of REACT International as set forth in Article I of these Bylaws.

Section 3.3 Categories of Membership.

Qualified Teams may have several categories of membership within the Team. All must be registered with REACT International.

- (a) *Regular*: An adult member of a Team.
- (b) *Family*: An adult member of the family of a Regular member of a Team, residing in the same household as the Regular member.
- (c) *Junior*: Any individual under the age of 18 who is a member of a Team.
- (d) *Life*: A Team member who has been accepted by REACT International as a paid up Life Member.

Section 3.4 Non-Team Affiliate and Honorary Membership.

Non-voting classes of members who are interested in supporting the goals and purposes of REACT International, Inc., include:

- (a) *REACT Affiliate Members*: Any individual who meets the criteria established by the Board of Directors for Affiliate membership of REACT International, Inc. The Affiliate member shall submit an application for membership with the proper dues directly to REACT International. Affiliate membership is transferable to team membership status under Sections 3.2

and 3.3 upon acceptance by a local REACT Team and with REACT International approval.

(b) *Honorary*: Any individual, group of individuals, association, corporation, or other entity interested in developing the use of two-way radio communications as a resource during emergencies may be chosen as an Honorary member of REACT International, Inc., by a vote of the Board of Directors. In addition, the Board of Directors may designate as Honorary Members those whose contributions to the organization and whose support of its objectives they shall deem worthy of such honor.

Section 3.5 REACT Councils.

The Board of Directors may authorize the establishment of REACT Councils made up of REACT Teams within specific geographic areas, and shall provide qualifications for Council recognition and operating rules under which Councils shall function.

Section 3.6 Membership Voting Rights.

(a) Qualified Teams shall have the right to vote :

(1) to elect Directors of the corporation as provided in Section 5.3 and in accordance with the rules established by the Board of Directors.

(2) to vote on amendments to the Bylaws as provided in Section 9.12.

(b) On all other issues put to a vote by the Board of Directors, each Team and Council shall have one (1) vote.

Section 3.7 Denial or Termination of Membership.

The Board of Directors may deny application for or revoke membership of any Member Team, Life Member, or Affiliate Member, or remove Council recognition, for cause the Board deems prejudicial to the best interests of the corporation. A removal action taken will be in writing and mailed by certified mail to the applicant or Member. The applicant or Member will have forty-five (45) days after receipt to appeal the decision stating why the action should not be taken. The Board of Directors will review the appeal and issue a final decision within sixty (60) days.

Section 3.8 Resignation.

Any Member may resign by sending a notice of resignation to the Secretary. The resignation shall be presented to the Board of Directors by the Secretary at the first meeting after its receipt, but it shall not relieve the resigning Member of the obligation to pay dues, assessments, or other charges due and owing prior to receipt of the resignation.

Section 3.9 Reinstatement.

Upon request by a former Member and filed with the Secretary, the Board of Directors may reinstate the former Member to membership upon terms the Board of Directors deems appropriate.

Section 3.10 Transfer of Membership.

Membership in the corporation as evidenced by an Official REACT Team Charter is not transferable or assignable. Individual membership within REACT Teams may be transferred in accordance with REACT International policies and procedures.

Section 3.11 Annual Membership Dues and Charter Fees.

(a) The Board of Directors will determine the amount of any initiation or Charter fee for new Teams and Team members.

(b) The Board will determine annual dues payable to the corporation, the dates upon which payments are due, and penalties for non-payment. Annual dues are payable by each Team based on the number of individual members of each category.

Section 3.12 Non Discrimination.

Membership in the corporation, as individuals and within REACT Teams, Councils, and other organizational elements of the corporation, including employment, shall be without regard to race, color, religion, national origin, gender, sexual orientation, age, status as handicapped individual or disabled veteran, or other veteran status.

Article IV - Membership Meetings

Section 4.1 Annual Meeting and Other Meetings of Membership.

An Annual meeting of the Member Teams shall be held in conjunction with the Annual REACT International Convention. Other meetings of the membership for any purpose or purposes may, unless otherwise prescribed by statute or by the Articles of Incorporation, be called by a two-thirds majority vote of the Board of Directors.

Section 4.2 Notice of Meetings of Members.

Notice of a meeting of the Member Teams, stating the time and place and purpose thereof, shall be sent to each Member Team at its mail or email address as appears on the books of the corporation, no less than twenty (20) or more than ninety (90) days before the meeting date.

Section 4.3 Place of Meetings.

All meetings of the Member Teams shall be held at the offices of the corporation or at any other place or by electronic means fixed by the Board of Directors.

Section 4.4 Delegates to Meetings.

(a) Each Member Team qualified under Section 3.2 and REACT Council qualified under Section 3.5 shall be entitled to appoint one Delegate and one Alternate Delegate to any meeting of the Members of the corporation. All Delegates and Alternates Delegates must be participants in the Team or Council by which they are appointed and must be registered with REACT International, Inc., as a member of the Team or Council they represent, and must provide required credentials. Each Delegate may represent only one Team or Council and have only one vote

(b) Affiliates and Unattached Life members may also attend meetings of the membership but are non-voting classes of members.

Section 4.5 Quorum for Membership Meetings.

At all meetings of the membership, the Delegates in attendance at the meeting shall constitute a quorum.

Article V - Board of Directors

Section 5.1 General Powers and Duties.

The property, business, and affairs of the corporation shall be managed by its Board of Directors, and the Board of Directors may exercise all powers of the corporation as are not by law, or by the Articles of Incorporation or by these Bylaws, directed or required to be executed by the Member Teams.

Section 5.2 Number, Term of Office, and Qualifications. (See 805 ILCS 105/108.10)

The number of Directors of the corporation shall be eleven (11). Directors shall be qualified as follows:

(a) Nine (9) Directors shall be persons from within the REACT membership who have demonstrated leadership experience at REACT Team and/or Council level, other nonprofit corporations or public agencies; are at least 21 years of age; and are members in good standing of any REACT Team for more than three (3) years. Directors shall be members of Teams in the regions they represent.

(1) Eight (8) Directors shall be elected from regions of the United States, as defined by the Board of Directors.

(2) One (1) Director shall be elected from a region composed of Teams in countries outside the United States.

(3) Directors shall be elected on a rotating basis (three regions each year). Each Director shall hold office for three (3) years subsequent to election or until his/her successor shall have been elected and qualified or until his/her death, resignation, or removal or until he/she ceases to be a member of a REACT Team within the region he/she represents (provided, however, that if a Director's Team is moved to another region by the Board of Directors, the Director will remain qualified until the end of his/her elected term).

(b) Two (2) Directors shall be persons from outside the REACT membership who have expertise in fields related to REACT objectives. These Directors shall be called "Outside" Directors. Each Outside Director shall hold office until the regular meeting of the Board of Directors held next after his/her election or until his/her successor shall be elected and qualified or until his/her death, resignation, or removal.

(c) In addition to the eleven directors specified, the President of the corporation, if not already a director, will be an *ex officio* Director of the corporation.

Section 5.3 Nomination and Election of Directors

(a) Candidates for Director may be nominated by Teams, Councils, or individuals (including the candidate).

(b) Elections shall be conducted by REACT International by mail ballot of Teams, in accordance with rules and procedures established by the Board of Directors.

(c) Outside Directors shall be elected by the elected Directors at the regular meeting of the Board, or at a special meeting held for that purpose, by majority vote of the total number of elected Directors then in office.

Section 5.4 Removal of Directors. (See 805 ILCS 105/108.35)

(a) An elected Director may be removed because of

(1) Malfeasance in the conduct of his/her office,

(2) Theft or misappropriation of REACT International, Inc., property or funds, or

(3) Willful failure to follow REACT International's Articles of Incorporation or Bylaws.

(b) In accordance with the Illinois Not For Profit Corporations Act, an elected director may be removed only by the group of members electing the director. (See 805 ILCS 105/108.35(4))

(c) The removal process will be initiated upon the receipt at the office of REACT International of petitions from at least twenty-five percent (25%) of REACT Teams in good standing in the Director's region, calling for the removal of a Director and setting forth the reasons supporting the petition. Each petition must be signed by the President of the submitting Team, and must contain a certification that the petition had been approved by a majority of Team members present at the meeting it was considered. Alternatively, the

removal process may be initiated by a majority vote of the Directors in office at the time of a vote for that purpose.

(d) The President of the corporation (or the Executive Vice President if the President is the subject of the petitions) will appoint a committee, consisting of at least four (4) members of the Board, to investigate the charges and render a report of its investigation, which must be completed within 30 days of the receipt by the REACT International office of the required minimum number of petitions.

(e) The REACT International office shall within ten (10) days of the completion of the investigation provide each Member Team:

- (1) A copy of the petition for removal (or a representative sample).
- (2) The Investigating Committee's report.
- (3) Any statement the charged Director wishes to submit.
- (4) Any other information or documentation the Board deems to be helpful to the Teams in making a fair and impartial decision.
- (5) A ballot for the Team to use in voting on the proposed removal.
- (f) Team ballots must be returned to the REACT International office within sixty (60) days of the transmittal specified in subparagraph (e), and must be certified by at least two Team officers that the ballot was approved by a majority of Team members present at the meeting it was considered (provided, however, that if the Team has only one officer, only one is required to certify the ballot).

(g) Team Ballots will be counted by a committee consisting of at least three Directors and three Team or Council presidents. Any REACT member may observe the ballot counting. Alternatively, the Board may choose to have the ballots counted by a Certified Public Accountant.

(h) If at least two-thirds (2/3) of the ballots received vote "for" the removal of the Director, he/she will be deemed removed upon completion of the counting of the ballots.

(i) Member Teams will be notified of the results within seven (7) days after ballots are counted.

(j) A Director who has been removed from office pursuant to this Section is thereafter ineligible to be elected or appointed as a Director. NOTWITHSTANDING the above, if the Board of Directors determines that petitions fail to allege a basis which, pursuant to these Bylaws is sufficient to cause removal of a Director or, if after investigation the Board determines that alleged violations did not occur, the Board may decline to take the actions described in subparagraphs (e) through (i), and will so notify the petitioning Teams.

Section 5.5 Resignations.

(a) A Director may resign at any time by giving a written or electronic notice to the Secretary of the corporation. The resignation shall take effect immediately or at the time specified, and, unless otherwise specified, acceptance of the resignation shall not be necessary to make it effective. (See 805 ILCS 105/108.10(g))

(b) Any Director who fails to attend three consecutive meetings of the Board of Directors will be deemed to have resigned as of the conclusion of the third meeting. The Board may decline to accept this resignation.

Section 5.6 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 at the regular meeting or at a special meeting of the Board of Directors called for that purpose. Each Director elected or appointed by reason of an increase in the number of Directors shall hold office until the next regular election of Directors or until his/her successor has been elected and qualified, or until his/her death, resignation, or removal. (See 805 ILCS 105/108.30)

Section 5.7 Regular Meetings.

The regular Annual Meeting of the Board of Directors shall be held on a date within ninety (90) days of the end of the corporation's fiscal year fixed by the Board of Directors, at the principal office of the corporation, or at another ~~the~~ other place and time designated or by electronic means as set forth in the notice of the meeting.

Section 5.8 Special Meetings.

Special meetings of the Board of Directors may be held at any time, on the call of the President or at the request by email or in writing of a majority of the Directors. Special meetings of the Board of Directors may be held in person or by any means of communication, oral or electronic, as specified in the meeting notice.

Section 5.9 Notice of Special Meetings.

(a) Notice of special meetings shall be sent by or at the direction of the Secretary to each Director at least ten (10) days before the day on which the meeting is to be held. Notice may be waived by a Director, either before or after the meeting. Any meeting of the Board of Directors shall be a legal meeting without any notice having been given if all Directors are present at the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the

purpose of, any regular or special meeting of the Board of Directors need be specified in the meeting notice or waiver of notice. (See 805 ILCS 105/108.25)

(b) If a notice of meeting is sent via email and the sender of the notice receives a message back indicating that the email was not delivered, the sender shall take other action to assure that the recipient is aware of the content of the notice by use of telephone, mail or email including any secondary addresses.

Section 5.10 Quorum.

(a) A majority of the total number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors but except as provided in subparagraph (c), the minimum number of directors necessary for a quorum is four (4). Once established, a quorum will be deemed to exist despite departure of one or more Directors, provided however, that at least four Directors are required to transact any business under this provision.

(b) In the absence of a quorum, a majority of the Directors present may adjourn the meeting to a day certain, and the Secretary shall give all Directors ten (10) days notice of the new meeting date. The Directors present on the new meeting date shall constitute a quorum for the purpose of conducting business, providing that in no event shall a quorum consist of less than one-third of the number of Directors in office.

(c) In the event the total number of directors in office is less than four (4), all of the Directors in office will constitute a quorum for the sole purpose of appointing additional Directors in accordance with Section 5.6.

Section 5.11 Informal Action.

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 the Directors, may be taken without a meeting if a consent in writing setting forth the action taken shall be signed by all Directors. Unanimous consents will be filed by the Secretary with the minutes of meetings. (See 805 ILCS 105/108.45)

Section 5.12 Conduct of Business.

Meetings of the Board of Directors shall be conducted by the Chairman of the Board, or in his/her absence by the Vice Chairman of the Board, both of whom will be elected by the Board at the Annual Meeting for a one-year term.

Section 5.13 Manner of Acting.

The act of a majority of the Directors present at a meeting at which a quorum is present is the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws. (See 805 ILCS 105/108.15(b))

Section 5.14 Meetings to be Open.

(a) Board meetings shall be open, and all Team and Council representatives shall have a reasonable opportunity to present matters to the Board for consideration. The Board may require all matters to be placed on the agenda in advance of the meeting.

(b) The Board may, by majority vote, have a closed meeting involving personnel matters or matters involving actual or potential litigation, or in other extraordinary circumstances where a public meeting would be detrimental to the corporation.

Article VI - Officers and Employees

Section 6.1 Officers. (See 805 ILCS 105/108.50)

The officers of the corporation shall be a President, an Executive Vice President, a Secretary, a Treasurer, and any additional officers that may be appointed by the Board of Directors.

Section 6.2 Election, Terms of Office, and Eligibility.

(a) The President of the corporation shall be elected for a two-year term in even numbered years. All other officers of the corporation shall be elected annually by the Board of Directors at the Annual Meeting of the Board, provided that new or additional officers may be elected at any meeting of the Board of Directors.

(b) Each officer, except officers appointed in accordance with Section 6.3, shall hold office until the next annual election of officers or until his/her prior death, resignation, or removal. (c) Any individual who is a member in good standing of any REACT Team is eligible to be an officer of the corporation. Officers may but are not required to be Directors of the corporation.

Section 6.3 Subordinate Officers.

The Board of Directors may appoint Vice Presidents, assistant Secretaries, assistant Treasurers, Controllers, and other officers and agents as the Board of Directors may determine are needed, to hold office for the period and with the authority and duties as the Board determines.

Section 6.4 Removal. (See 805 ILCS 105/108.55)

(a) Any officer may be removed at any time, with or without cause, by the affirmative vote of the majority of the number of Directors then in office.

(b) Any subordinate officer appointed pursuant to Section 6.3 may be removed at any time, with or without cause, by a majority of the Directors.

Section 6.5 President.

The President shall be the Chief Executive Officer of the corporation, and shall also serve as an *ex officio* Director. The President shall be responsible for implementing policies of the Board of Directors, supervising the day-to-day operation of the corporation, and performing other duties as directed by the Board of Directors.

Section 6.6 Executive Vice President.

The Executive Vice President shall serve in the absence of the President. Other duties of the office shall be determined by the President and/or Board of Directors.

Section 6.7 Secretary.

The Secretary shall:

- (a) Be responsible for the minutes of the annual membership meeting and all meetings of the Board of Directors, and make complete copies of the minutes available to Teams within 60 days of each meeting.
- (b) Ensure that notices are properly given in accordance with these Bylaws.
- (c) Be custodian of the records and of the seal of the corporation and see that the seal or a facsimile or equivalent thereof is affixed to or reproduced, if required, on documents executed by authority of the corporation.
- (d) Have charge of the membership records of the corporation.
- (e) In general, perform all duties incident to the office of Secretary and such other duties as are provided by these Bylaws or are assigned by the Board of Directors.

Section 6.8 Treasurer.

The Treasurer shall:

- (a) Receive and be responsible for all funds and securities owned or held by the corporation and, in connection therewith, deposit or cause to be deposited to the credit of the corporation all money, funds, and securities received in the bank or other depository approved by Board of Directors and disburse the funds of the corporation when properly authorized.
- (b) Render to the Board of Directors at any meeting thereof, or from time to time whenever the Board of Directors or the President of the corporation may require, financial and other appropriate reports on the condition of the corporation.
- (c) In general, perform all the duties incident to the office of Treasurer and other duties as may be assigned by the Board of Directors.

Section 6.9 Delegation of Duties.

In case of the absence of any officer of the corporation or for any other reason which may seem sufficient to the Board of Directors, the Board of Directors may, on a temporary basis, delegate his/her powers and duties, or any of them, to any other officer or to any Director.

Section 6.10 Bonds.

If the Board of Directors shall so require, any officer or agent of the corporation shall give bond to the corporation in the amount and with such surety as the Board of Directors may deem sufficient, conditioned upon the faithful performance of their respective duties and offices.

Section 6.11 Employees of the Corporation.

The Board of Directors shall hire employees and managers of the corporate business office(s) to see that all orders and resolutions of the Board of Directors are carried into effect. The employee(s) or manager(s) shall administer and be responsible for the overall management of the business office(s) and affairs of the Corporation, and they shall perform all duties incident to the office and other duties assigned by the Board of Directors.

Article VII - Committees**Section 7.1 Committees of the Board.**

The standing committees of the Board shall be the Finance Committee, Operations Review Committee, and Membership Committee.

- (a) *Purpose:* Committees are intended to assist the Board by working in specified areas, with members who will gain additional expertise. All committee decisions and actions are subject to review by the Board of Directors, which retains final authority.
- (b) *Operations Review Committee:* The function of the Operations Review Committee is to conduct periodic audits of the financial and operational procedures and decisions of the corporation. Its purpose is to act as the Members' representative in safeguarding the assets of the corporation. The committee will work with the operating officers and employees of the corporation, accountants, service bureaus and auditor, and utilize such special skills as circumstances dictate. The Operations Review Committee will consist of at least three members of the Board.
- (c) *Finance Committee:* The Finance Committee shall consist of the Treasurer and two Directors, with the Treasurer serving as Chairperson. It shall be the duty of the Finance Committee to provide rules and procedures for the authorization of expenditures and the approval of vouchers for the payment of money, and prior to the annual meeting of the Board of Directors, to review and recommend a budget for the ensuing fiscal year. All expenditures,

payments of money, and financial obligations of the corporation, are subject to the jurisdiction of the Finance Committee.

(d) *Membership Committee:* The Membership Committee shall consist of four (4) elected Directors on the Board, plus any additional qualified persons chosen by the Board of Directors to serve on the committee when the Board deems appropriate. This committee shall review REACT International Membership-related matters as needed or when denial or revocation of Membership is considered. This committee shall have full investigative authority, in accordance with policies and procedures established by the Board of Directors, and involving REACT Teams or Councils. This committee shall report to the Board of Directors their investigative findings and make a recommendation to the Board of Directors for action.

(e) *Special or Temporary Committee(s):* The Board of Directors may, by resolution passed by a majority of the Board of Directors then in office, designate special or temporary committee(s) of the Board to address specific topics or issues of importance.

(f) *Committee Members:* Committee members, and the committee chairperson, shall unless otherwise provided by these Bylaws be appointed by the Chairman of the Board with the approval of the Board. Each committee member shall continue as such until the next annual meeting of the Board of Directors, unless the committee is sooner terminated, or unless such member is removed. The committee chairperson shall be responsible for reporting to the Board on all committee actions and recommendations.

7.2 Corporate Committees.

(a) *Establishment* The President may establish additional standing or temporary committees to assist in the operation of the corporation in areas such as publications, membership development, awards, training, etc. These committees will perform duties as directed by the President and may be renamed, reorganized, redirected, or abolished as the President may deem necessary.

(b) *Members:* Committee members shall serve at the pleasure of the President, who may appoint or remove members as deemed necessary.

Section 7.3 Rules.

The committee may adopt rules for its own operation not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

Article VIII - Books and Records**Section 8.1 Location.**

The books, accounts, and records of the corporation may be kept at such place, within or without the State of Illinois as the Board of Directors may from time to time determine.

Section 8.2 Inspection.

The books, accounts, and records of the corporation shall be open to inspection by any member of the Board of Directors at all times, and open to inspection by Member Team representatives at the times, and subject to regulations as the Board of Directors may prescribe, except as otherwise provided by statute.

Section 8.3 Corporate Seal.

The corporate seal shall contain two concentric circles between which shall be the name of the corporation and word "Illinois" and in the center shall be inscribed the words "Corporate Seal".

Article IX - Miscellaneous Provisions**Section 9.1 Compensation of Directors.**

Directors shall not receive any compensation for their services as 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.

Section 9.2 Fiscal Year.

The fiscal year of the corporation shall be the calendar year.

Section 9.3 Budget.

With recommendations of the Finance Committee, the Board of Directors shall adopt in advance of the next fiscal period an annual operating budget covering all activities of the corporation.

Section 9.4 Depositories.

The Board of Directors or an officer designated by the Board shall appoint banks, trust companies, or other depositories in which shall be deposited the money or securities of the corporation.

Section 9.5 Checks, Drafts, and Notes.

All check, drafts, or other orders for the payment of money and all notes or other evidences of indebtedness issued in the name of the corporation shall be signed by officers or agents designated by the Board of Directors.

Section 9.6 Contracts and other instruments.

Except as otherwise provided in these Bylaws, the President acts on behalf of the corporation. However, the Board of Directors may by resolution authorize any officer, agent, or agents to enter into any contract or execute and deliver

any instrument in the name and on behalf of the corporation and such authority may be general or confined to specific instances.

Section 9.7 Gifts.

The President, within limits established by the Board, may accept on behalf of the corporation any contribution, gift, bequest, or device for the general purposes or for any specific purposes of the corporation.

Section 9.8 Stock in Other Corporations.

Any shares of stock in any other corporation held by this corporation shall be in the name of REACT International, Inc., and be represented and voted at any meeting of shareholders of such corporation by the Board of Directors or by any other person or persons thereunto authorized by the Board of Directors, or by any proxy designated by written instrument of appointment executed in the name of this corporation. Certificates for shares so held for the benefit of the corporation shall be endorsed in blank or have proper stock powers attached so that said certificates are at all times in due form for transfer, and shall be held for safekeeping as determined by the Board of Directors. Alternatively, when authorized by the Board of Directors, shares of stock may be held in "street name" by a registered stockbroker with whom the corporation maintains an account.

Section 9.9 Annual Audit.

Except where otherwise prescribed by the Bylaws, the Articles of Incorporation, the laws of the State of Illinois or a taxing authority, an annual review of the books and records of the corporation shall be prepared and presented to the Board of Directors. This review may be performed by the Board Finance Committee or an Internal Review Committee established by the Board using a Board approved review checklist. The review may be conducted by a Certified Public Accountant as deemed necessary by the Board of Directors. The annual review report should be submitted to the Board of Directors no later than the end of the third month following the close of the fiscal year.

Section 9.10 Trademarks.

The Board of Directors may authorize the limited term use of the Corporation's trademark. With respect to Members, this authority becomes immediately void upon the termination of membership or resignation as covered in Sections 3.7 and 3.8.

Section 9.11 Dissolution.

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all assets of the corporation by donation to one or more organizations organized or operated exclusively for purposes substantially similar to the educational and charitable purposes of the corporation and which at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law).

Section 9.12 Amendment of Bylaws.

- (a) These Bylaws will be amended, as necessary, by the Board of Directors.
- (b) Upon adoption of a Bylaws amendment, the Board will give notice of the amendment to the Member Teams by first class mail, email or by publication in "*the REACTer*", and if no objection is made by at least twenty percent (20%) of REACT Teams within sixty (60) days, the amendment automatically takes effect. If at least twenty percent (20%) of the Teams file objections, the Board may withdraw the amendment and submit another or may submit the original amendment without change to the Membership for approval, along with a summary of the objections raised by the objecting Teams. Voting will be by mail or email ballot, and Teams will have sixty (60) days from the postmark date (in case of mail) or sent date (in case of email) of the ballot mailing to return their ballots by any means written or email. In this event, a two-thirds majority of the votes cast is required to approve the amendment.
- (c) Administrative amendments, which do not change any procedures or policies, such as correction of spelling errors, are not required to be submitted to the Teams for consideration.

Section 9.13 Parliamentary Procedure.

Except where otherwise prescribed by the Bylaws, the Articles of Incorporation, or the laws of the State of Illinois, the most recent version of Robert's Rules of Order will govern meetings of the Board of Directors and the Membership in all cases where applicable.

Section 9.14 Indemnification.

The corporation shall indemnify any director, officer, or employee, or former director, officer, or employee of the corporation against expenses actually and necessarily incurred by him/her in connection with the defense or settlement of any action, suit, or proceeding in which he/she is made a party by reason of being or having been a director, officer, or employee, except in relation to matters as to which he/she shall be adjudged to be liable for gross negligence or misconduct in the performance of duty. (see 805 ILCS 105/108.65-108.75)

Section 9.15 Effective Date of Notices and Ballots.

Where any notice is required to be or is given by mail, or a ballot returned to REACT International, it will be deemed made when deposited in the United States (or other country) mail, first class postage prepaid, and postmarked by the United States Postal Service (or other country postal service). Notices and ballots sent by commercial carrier will be deemed made on the time and date

accepted by the carrier. If "*the REACTer*" is used to give a notice, notice will be deemed made when "*the REACTer*" is accepted by the United States Postal Service. Notwithstanding, the Board of Directors may specify a date and time by which a mail ballot must be received in order to be counted, and in that event, ballots received after the specified deadline are void.

Section 9.16 Copies of Amendments to IRS.

Whenever these Bylaws are amended, a copy of the changes will be furnished by the Secretary to the Exempt Organizations Branch of the Internal Revenue Service, or whatever office then handles exempt organizations. If practical, proposed amendment should be submitted to the IRS before adoption in order not to jeopardize nonprofit, charitable organization status.

Section 9.17 Definitions.

- (a) Wherever in these Bylaws the terms "Director" or "Directors" are used, the terms will be deemed to include both elected and appointed outside Directors, unless the context indicates otherwise.
- (b) Whenever in these Bylaws the term "majority of the Directors" is used, it will be deemed to mean an action approved by a simple majority of all Directors present at a meeting of the Board where a quorum is present.

Section 9.18 Waiver of these Bylaws.

Since these Bylaws are established for the protection of all Members, they may not be waived or suspended at any time.

Section 9.19 Communications, Notices and Announcements.

Except where otherwise prescribed by the Bylaws, the Articles of Incorporation, or the laws of the State of Illinois, all communications, notices and announcements may be made by mail, overnight carrier or by electronic means. The official date and time used for each item or means of communications to be established by the Board of Directors. (See 805 ILCS 105/101.80(p), RI Policy 1-03)

ADOPTION AND AMENDMENT NOTES:

- These Bylaws were approved unanimously by the Board of Directors of REACT International, Inc., on 23 July 1998, subject to approval by the Member Teams of REACT International as provided in the Bylaws dated February 1997 (but not officially adopted until October 1997). ct/secy*
- These Bylaws were submitted to the General Membership for vote in September 1998, and were approved by approximately 80% of the Teams voting. The votes were canvassed and the Bylaws declared adopted by the Board of Directors at the Winter Board Meeting, 19 February 1999. ct/vp & gen counsel 20 Oct 1999*
- Section 3.2 of the Bylaws was amended by the Board of Directors on 18 February 2000. The Amendment was published in the March-April 2000 REACTer and, no objections having been received, became effective on 31 May 2000. ct/vp & gen. Counsel 2 Jul 2000*
- Sections 5.7 and 6.2 of the Bylaws were amended by the Board of Directors on 17 February 2001. The Amendments were published in the March-April 2001 REACTer and, no objections having been received, became effective on 31 May 2001. ct/pres & gen counsel. 21 Jul 2001*
- Section 5.2(c), Section 6.1, Section 6.5, Section 6.6, Article VII, Section 9.8, Section 9.9, and Section 9.10 were amended by the Board of Directors on 22 July 2003. The Amendments were published in the September-October 2003 REACTer and, fewer than 20% of the Teams having objected, became effective on 15 November 2003. ct/pres & gen counsel. 15 Nov 2003.*
- Section 5.2(a)(2) was amended pm 18 August 2006. The Amendment was published in the September-October 2006 REACTer and, fewer than 20% of the Teams having objected, became effective on 15 November 2006. ct/gen counsel. 15 Nov 2006.*
- The following sections were amended 26 February 2014. Article I 1.1, Article III 3.2(a), 3.4(b), 3.6, 3.8, 3.9, 3.12, Article IV 4.2, 4.3, 4.4, Article V 5.4, 5.5, 5.7, 5.8, 5.9, Article IX 9.9, 9.12. Section 9.19 was added. In addition many cross references to "805 ILCS 105 General Not For Profit Corporation Act of 1986" as amended were added throughout. The amended Bylaws were mailed to the Teams on December 1, 2014 and less than 20% of the Teams having objected, became effective on January 31, 2015. slw/bylaws committee chair 20 Mar 2015.*