

BYLAWS OF THE ITOO SOCIETY, INC.

ARTICLE I

NAME AND LOCATION OF CORPORATION

SECTION 1

The name of this Corporation is THE ITOO SOCIETY, INC. The principal office of the Corporation will be located at 4909 W. Farmington Road, Peoria, Illinois.

ARTICLE II

PURPOSE

SECTION 1 Purpose

This Corporation will have the purposes and powers as may be illustrated in its Articles of Incorporation, and such powers as are now or may be granted hereafter by the Charitable Trust Act of the State of Illinois, amendments thereof, or any succeeding legislation thereto.

SECTION 2 Mission

The Itoo Society honors and preserves the Lebanese heritage of its members through shared fellowship and charitable community activities.

SECTION 3 Vision

The primary purpose of this Corporation is to unite all persons originating from the town of Aytou, Lebanon, their spouses, and their descendants and spouses of their descendants. The Corporation strives to preserve and further our Forefathers' dreams to provide food, shelter, compassion, and hope through activities charitable in nature for the purpose of benefitting worthy local and national charities, as well as the people of Aytou, Lebanon. Additionally, activities social in nature are encouraged to improve the relationships of the members among themselves and the existence of the Corporation in perpetuity.

ARTICLE III

STRUCTURE

SECTION 1

The Corporation is comprised of two branches, the Men's Branch founded July 4, 1914, and the Ladies' Branch, founded July 6, 1916. The combined membership of the Men's and the Ladies' Branches shall consist of the entire membership of The Itoo Society, Inc. The entire membership, their combined activities, use of corporate facilities, and any other subsidiary organizations shall be governed by a Board of Directors (hereinafter referred to as "Board") elected by the general membership as hereinafter provided. The Men's and Ladies' Branches,

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respectively, shall elect their own separate officers and conduct such separate meetings and social events as they shall desire.

ARTICLE IV
MEMBERSHIP

SECTION 1 Qualifications for Membership

- a. The candidate for membership shall be born in Aytou, Lebanon, or descended from an Aytouan. An Aytouan is defined as one who originated from Aytou, Lebanon, or one who maintained residence in Aytou for five years.
- b. Any child of any parent, either male or female, of Aytou parentage may be eligible for full membership.
- c. The spouse of either an Aytouan or descendant of any Aytouan is eligible for membership in the Men's and Ladies' Branches, respectively, and eligible to hold office in any capacity. Special cases about membership due to changes in marital status should be decided by the Men's or Ladies' Branches, respectively.
- d. The rights and responsibilities of membership shall only be enjoyed by members in good standing. A member in good standing shall be one who has currently paid dues and is an actively-contributing member of the Itoo Society through either time or financial contributions. It is possible to lose membership for just cause, as hereinafter stated in these bylaws. Membership may be denied either upon application or of a current member for just cause.
- e. At the Board's discretion, the Board may appoint any individual, but no more than one per year, recommended by the membership as an honorary member of the Itoo Society. This appointment shall take place prior to the annual Itoo Supper. As an honorary member, this individual may not run for office or vote in any election of the Itoo Society.

SECTION 2 Procedures for Election to Membership

- a. All candidates for membership shall be voted on at either a Men's or Ladies' Branch meeting, respectively.
- b. All candidates for membership are to be voted on at least one meeting prior to initiation.
- c. A majority of members present at the meeting must vote approval of any candidate.

SECTION 3 Procedures for Removal from Membership

- a. Any member may be removed for just cause (any illegal, immoral, or harmful act that would bring the Corporation into disrepute) by the Board.
- b. The person who is the subject of removal shall be entitled to a hearing by the Board. He or she shall be given notice of the hearing at least seven (7) days prior thereto. Said notice shall give the date and time of the hearing and shall state the factual basis for the proposed removal.

- c. The hearing shall be held in executive session, unless the individual requests that it be held in an open Board meeting, and the person shall be given the opportunity to speak. Removal shall require a majority vote of a quorum of the Board.

SECTION 4 Exemptions

- a. Any member who is 65 years of age and retired, or who is disabled at any age, and has been a member in good standing for ten years or more shall not be required to pay annual dues.
- b. Any member celebrating his or her fiftieth wedding anniversary shall have the use of the Itoo Hall rent free for the celebration of such anniversary.

SECTION 5 Voting Rights

Each member shall be entitled to one vote on each matter submitted to a vote of the members. No member shall be eligible to vote unless he or she is current in their dues prior to the vote and is a member in good standing.

SECTION 6 Powers and Duties

Members in good standing shall, at the General or any Special Meeting, have the power to vote upon the sale, transfer, or disposition of a substantial portion of any asset affecting the welfare of the Corporation or its properties by a two-thirds vote of a quorum of the members.

SECTION 7 No Membership Certificates

No membership certificates of the Corporation shall be required.

ARTICLE V
MEETINGS OF MEMBERS

SECTION 1 Annual Meeting

An Annual Meeting of the members shall be held in November each year for the purpose of electing Directors as hereinafter provided and for the transaction of other business as may come before the meeting. Such Annual Meeting may be rescheduled for the convenience of the participants by the agreement of the Board. Notice of the meeting or any rescheduling shall be given to all members as provided below.

SECTION 2 General Meetings

Three General Meetings shall be held each year and shall be scheduled in each of the first three quarters of the year (March, June, September).

SECTION 3 Special Meetings

Special Meetings of the members may be called by the Chairperson of the Board or the Board itself. Any five or more regular members may request the Board to call a Special Meeting, and the Board shall be required to set said meeting not more than twenty-one (21) days from the date the request is received. Said request shall be in writing, including electronic communications, directed to the Board Secretary, who shall likewise notify each Board member of the request. The notice of any Special Meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a Special Meeting except as to matters stated in the notice.

SECTION 4 Notices of Meetings

It shall be the duty of the Board to place all notices of each Annual, Special, or General Meeting in the Itoo Society Bulletin or by written electronic communications, stating the purpose thereof, as well as the time and place where it is to be held. All notices must be published not less than seven (7) days nor more than thirty (30) days prior to the meeting.

SECTION 5 Quorum

The presence of members, either in person or by written proxy, of at least fifteen (15) percent of the members of record in good standing, shall constitute a quorum for the transaction of business at Annual, General, and Special Meetings of members.

SECTION 6 Proxies

Proxies shall be made in writing, signed by the person identifying whom he or she has designated as proxy and shall specify the date of the meeting for which the proxy is to serve. Proxies may only be members who themselves are qualified to vote. The proxy shall be authorized to vote on all matters proposed at that meeting, unless it is specified in writing that the vote is to be limited to a specific matter only. Written proxy authorizations must be filed with the Board Secretary at least one day prior to the meeting at which a vote is to be taken.

SECTION 7 Voting

At every meeting of the regular members, each member in good standing present, either in person or by written proxy, shall have the right to cast one vote. A majority of those present, in person or by proxy, shall decide any question brought before such meeting.

SECTION 8 Robert's Rules of Order

Unless otherwise stated within these bylaws, all meetings shall be conducted in accordance with Robert's Rules of Order.

ARTICLE VI
DIRECTORS

SECTION 1 Number and Qualifications

- a. The affairs of the Corporation shall be governed by a Board.
- b. A Board consisting of fourteen Directors will be composed of five members elected by the members of the Corporation from the Men's Branch, five members elected from the Ladies' Branch, one additional member elected from the general membership, the President of the Men's Branch, and the President of the Ladies' Branch. The fourteenth member of the Board shall be elected by the Directors to a three-year term and shall be someone who was born in Aytou, Lebanon.
- c. A member of the Board shall have been a member in good standing for a period of one year prior to his or her election to the Board. Each Director shall hold office for a term of three years, but election of

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Directors by the members shall be staggered so that approximately one-third of the Board shall be elected annually by the members. Each Director shall hold office until a successor has been elected and qualified, or until otherwise terminated. Directors elected to the Board may not be elected for more than two consecutive terms. It shall be the preferred policy of the Corporation that the membership of the Board shall be as representative of all families and generations, including youth, involved in the Corporation as is feasibly possible. All terms of elected Board members are to begin on January 1 of the year following the election.

SECTION 2 Chairperson of the Board

The Chairperson of the Board shall be elected by the Board each January to a one-year term of office; prior to being elected as Chairperson, a Board Member must have served at least one year as a member of the Board. The Chairperson shall serve as head of the Board and partner with the Manager to promote the Itoo Society and to carry out its mission. The Chairperson shall conduct Board meetings and ensure that the Board's directives are implemented and monitored. The Chairperson shall act as spokesperson for the Board, will chair the meetings of the members, and will be an ex officio member of all committees. He/she is also instrumental in hiring and supervising the Manager. At Board Meetings, as well as membership meetings, the Chairperson shall only vote when necessary to break a tie vote of the Board.

SECTION 3 Vice Chairperson of the Board

The Vice Chairperson of the Board shall be elected by the Board each January to a one-year term of office and shall be prepared to assume the duties and responsibilities of Board Chairperson, if necessary. The Board Chairperson may delegate special assignments to the Vice Chairperson to carry out the Board's mission and directives. In the event the Chairperson is absent or disabled or refuses to perform any of the duties and responsibilities of the office or as required by these bylaws, and as determined by the Board, the Vice Chairperson is authorized to perform said duties and responsibilities temporarily, during the absence or disability or the specific matter the Chairperson has not performed. When the Vice Chairperson has assumed the role of Chairperson, his or her title shall be Acting Chair, and shall also only vote to break a tie vote.

SECTION 4 Secretary of the Board

The Secretary of the Board shall be elected by the Board each January to a one-year term of office and shall preserve all minutes of meetings of the Board and of Annual, General, and Special Meetings. The Secretary provides members and Directors with required meeting notices, prepares agendas as directed by the Chairperson, and provides guidance on proper meeting procedures. The Secretary takes minutes at Board meetings or designates another individual to do so and reviews and distributes the approved minutes. The Secretary prepares and maintains Board records, such as minutes and committee reports, and ensures the accuracy and security of the records.

SECTION 5 Treasurer of the Board

The Treasurer of the Board shall be elected by the Board each January and shall serve as the financial officer and as chairperson of the Finance Committee. The Treasurer applies his knowledge of accounting to monitor finances, while directing the preparation of financial reports and summarizing the reports for the Board. The Treasurer works with other Board officers and the Manager to develop financial plans and prepare the organization's budget. The Treasurer reviews the annual audit and tax forms and presents financial material to the Board.

SECTION 6 Parliamentarian

The Parliamentarian shall be a Board member appointed by the Chairperson to a one-year term and shall provide guidance on proper meeting procedure and shall rule on all procedural disputes at any meetings.

SECTION 7 Advisor

The Board may appoint an attorney to advise the Board. The Board, may also ask any member or non-member whom the Board believes has special knowledge or expertise to address relevant matters for advice on any particular subject matter, or the person may be placed on the agenda at one or more meetings of the Board to speak.

SECTION 8 Powers and Duties

- a. The Board shall have all the powers and duties necessary for the administration of the affairs of the Corporation. The Board shall arrange for the management of the affairs of the Corporation, including collecting the income and proceeds from the general operation of the Corporation, paying all bills, and handling all purchases and repairs. Further, the Board shall be responsible for the purchase of any and all capital assets deemed necessary to conduct the day-to-day operation of the Corporation. The Board shall have the power to recommend to the membership any corporate action affecting the welfare of the Corporation and its members, its funds, its real estate (whether for purposes of purchase, sale, transfer, expansion, development, or improvement), and all its properties. A member of the Board shall present a report of the actions of the Board at the monthly meetings of the Ladies' and Men's Branches.
- b. It is incumbent upon the Board to understand, fulfill, and execute the responsibilities of a Board. If so required, the Board has the power to arrange for training, either off-site or on-site, to educate the Directors in their responsibilities.

SECTION 9 Vacancies

Vacancies in the Board caused by any reason, other than his or her replacement by the general membership in the normal course of elections, shall be filled by vote of the majority of the remaining Directors. Each person so elected shall be a Director until a successor is elected by the members at the next Annual Meeting to serve out the unexpired portion of the term.

SECTION 10 Removal of Directors

Any Director who shall fail to attend three consecutive meetings without prior notice to the Chairperson, the Secretary, the Men's president, or the Ladies' president, may, by vote of a majority of the Board, be removed from the Board. Any Director, who fails to attend six regular meetings in a calendar year, whether excused or not, may be removed from the Board by majority vote of the Board. Any Director may be removed by the members of the Corporation at any Special Meeting by a vote of three-fourths (3/4) of those present.

SECTION 11 Compensation

No compensation shall be paid to Directors for their services as Directors. A Director, however, may be an employee or an independent contractor of the Corporation and may receive compensation pursuant to such employment or such contract with the Corporation. No Director may vote on any matter in which said Director has a financial interest.

SECTION 12 Regular Meetings

Regular Meetings of the Board shall be held monthly at the Itoo Hall, 4909 W. Farmington Road, Peoria, Illinois. Notice of Regular Meetings of the Board shall be given in writing, including electronic communications, to each Director and to members in good standing.

SECTION 13 Special Meetings

Special Meetings of the Board may be called by the Chairperson as deemed necessary, in writing, including electronic communication, and shall state the time, place, and purpose of the meeting. Said notice shall be given not less than three (3) nor more than seven (7) days prior to the date of said meeting. Notice shall be deemed effective upon dispatch, when sent to each Director's last-known address of record. In addition, Special Meetings may be called by at least three Directors in like manner and on like notice. In the event that the Chairperson is absent, notwithstanding any other provision in these bylaws, the Vice Chairperson shall chair that meeting. In the absence of the Vice Chairperson, either the President of the Men's or Ladies' Branch shall serve in the capacity of Chairperson. The President of the Men's Branch shall have such authority during even-numbered months, and the President of the Ladies' Branch shall have such authority during odd-numbered months. No business shall be transacted at a Special Meeting except as to matters stated in the notice.

SECTION 14 Waiver of Notice

Before or at any meeting of the Board, any Director may, in writing, including electronic communications, waive notice of such meeting, and such waiver shall be deemed equivalent to the giving of such notice. Attendance and participation by any Director at any meeting of the Board shall be a waiver of notice by him or her of the time and place thereof. Attendance for the sole purpose of objecting to notice shall not be construed as waiver.

SECTION 15 Quorum

The Secretary shall take a roll call of each meeting of the Board and shall record the names of each member present (either in person or by electronic means), and the names of each member absent. For each absence, the record shall indicate whether the member gave the Chairperson notice prior to the meeting that he or she would be absent.

At all meetings of the Board, a majority of the Directors shall constitute a quorum for the transaction of business. The acts of the majority of the Directors at such meeting shall be the acts of the Board. If, at any meeting of the Board, there be less than a quorum present, any action taken shall not be binding. In the event that a Board member is unable to attend a meeting, said member may participate by audio electronic communications with the majority approval of the Board in writing, including electronic communications or by voice vote.

SECTION 16 Voting

- a. At every meeting of the Board, each member present, in person or by audio electronic communications (with the exception of the Chairperson), shall have the right to cast one vote.
- b. For procedural matters in between Board meetings that do not require membership decisions, votes may be made in writing, including electronic communications.

SECTION 17 Executive Sessions

Executive Sessions may be called during a Board meeting for the purpose of discussing matters reserved for private discussion among the Directors. Executive sessions shall begin following the approval of a motion made by one of the Directors. The Board may approve, by vote, any other individuals to participate in an Executive Session, as appropriate. Minutes taken during Executive Sessions shall be approved during an Executive Session at the following Board meeting. Anything that is discussed during Executive Board sessions is confidential and shall not be released to anyone other than members of the Board.

ARTICLE VII MANAGER

The Board shall hire a Manager to oversee the day-to-day activities of the Corporation and shall establish the terms and conditions of employment of the Manager. The Board shall maintain a current job description, responsibilities, and performance requirements. The Board shall have the power to terminate the Manager. The Manager should provide a report of activities to the Board at each monthly meeting.

ARTICLE VIII
COMMITTEES

There may be standing and/or special committees formed as needed that are either appointed by the Board or to meet current needs of the Society. Standing committees include Finance, Property Management, Social, and Fundraising/Marketing.

The Chairperson of the Board, with Board approval, has the power to appoint members of such committees. The Board may nominate to the Chairperson the names of members to serve on committees. The Board may, at its option, request nominations from the membership for chairpersonship or membership of such committees.

ARTICLE IX
AMENDMENTS

The Articles of Incorporation or these bylaws may be amended by a proposal presented to the Chairperson of the Board in writing in any of the following manners: by five members in good standing, by three members of the Board, or by action of the Board. The proposal shall then be reviewed by a committee appointed by the Board to consider the proposal and shall present its recommendation to the Board. The Board shall then accept or reject the committee's recommendation or accept the recommendation with changes.

If the Board accepts the recommendation made by the committee, the Board shall submit the proposed amendment to the members for vote, along with its recommendation for approval. If the Board rejects the recommendation of the committee or accepts subject to change, it shall submit the amendment to the members for vote, along with its specific reasons for rejection of the amendment or its recommended changes for acceptance of the amendment. The proposed changes shall be published in the Itoo Society Bulletin or by written electronic communications prior to a Regular or Special Meeting of the members who shall consider the proposal. The Articles of Incorporation or these bylaws may be amended by the affirmative vote of two-thirds of the members present at a Regular or Special Meeting.

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ARTICLE X
FISCAL MANAGEMENT

SECTION 1 Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January of each year and shall terminate on the last day of December of the same year.

SECTION 2 Books and Accounts

Books and accounts of the Corporation shall be kept under the direction of the Board in accordance with generally accepted accounting principles. At the close of the fiscal year, the books and records of the Corporation shall be prepared by a Certified Public Accountant or other person acceptable to the office of the Attorney General of the State of Illinois for purposes of the Charitable Trust Act of the State of Illinois. Board members should receive a copy of the annual financial statements for their approval prior to their submission to the authoritative governmental bodies. Based on such audit, the Board shall furnish any member with an annual financial statement, upon request, including the income and disbursements of the Corporation.

SECTION 3 Inspection of Books and Records

Upon a reasonable request in writing, including electronic communication, the Manager, at his or her discretion, may make the books and records of the Corporation available for inspection by any member in good standing. Inspection will be at the place where the books and records are kept and at such time as scheduled by the Manager, within twenty-one (21) days of the written request. If the Manager denies a request, the person making the request may petition the Board for permission to inspect the books and records. Said petition may be granted or denied by the Board.

SECTION 4 Execution of Corporate Documents

With the prior authorization of the Board, all notes and contracts shall be executed on behalf of the Corporation by the Chairperson and Secretary of the Board.

SECTION 5 Delegation

The Board may authorize any Director, Manager, agent, or agents of the Corporation, in addition to the Directors 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 6 Checks, Drafts, Etc.

- a. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the Manager. In the absence of the Manager, such instruments shall be signed by an individual approved on the appropriate bank account. Necessary changes to approved individuals associated with each bank account shall be made only with approval of the Board.
- b. No payment shall be made which exceeds one-thousand dollars (\$1,000) for services or products outside the normal day-to-day operations of the Corporation without prior approval of the Board.

ARTICLE XI
INDEMNIFICATION

SECTION 1 Rights of Indemnification

The Corporation shall indemnify any and all of its current or former Directors/officers or any person who may have served at its request or by its election as a Director/officer against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit, or proceeding in which they, or any of them, are made parties or a party by reason of being or having been a Director/officer of the Corporation or of such other corporation. The exception would be in relation to matters as to which any such current or former Director/officer or person shall be adjudged in such action, suit, or proceeding to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability.

SECTION 2 Insurance

The Corporation may purchase and maintain insurance on behalf of any and all of its current or former Directors/officers or any person who has served at its request or by its election as a current or former Director/officer against any liability, or settlement based on asserted liability, incurred by them by reason of being or having been Directors or a Director or officer of the corporation, or such other corporation, whether or not the corporation would have the power to indemnify them against such liability or settlement under the provisions of this article.

AMENDMENT TO BYLAWS OF THE ITOO SOCIETY, INC.

The following amendment to **Article VI, Section 1, of the bylaws** was approved by the Itoo Society Board of Directors at the September Board meeting and approved by the membership on October 10, 2018. The original version is listed first, with changes noted in red; the revised and approved version is listed next.

ARTICLE VI DIRECTORS

SECTION 1 Number and Qualifications

- b. A Board consisting of ~~fourteen~~ **ten** Directors will be composed of ~~five~~ **three** members elected by the members of the Corporation from the Men's Branch, ~~five~~ **three** members elected from the Ladies' Branch, one additional member elected from the general membership, the President of the Men's Branch, and the President of the Ladies' Branch. The ~~fourteenth~~ **tenth** member of the Board shall be elected by the Directors to a three-year term and shall be someone who was born in Aytou, Lebanon.

- b. A Board consisting of ten Directors will be composed of three members elected by the members of the Corporation from the Men's Branch, three members elected from the Ladies' Branch, one additional member elected from the general membership, the President of the Men's Branch, and the President of the Ladies' Branch. The tenth member of the Board shall be elected by the Directors to a three-year term and shall be someone who was born in Aytou, Lebanon.

*Approved by Itoo Society Board September 10, 2018
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