

# Bylaws of the Metropolitan Mathematics Club of Chicago

Approved May 2010; amended May 2012, 2013 and 2015

## Article I—Name

This organization shall be called the Metropolitan Mathematics Club of Chicago and shall be referred to herein as the “Club.”

## Article II—General

**Section 2-1: Purpose and Affiliation.** The Club is a nonprofit organization incorporated under the laws of the State of Illinois as an organization for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code of 1986 as now enacted or as it may be hereafter amended, and referred to herein as the “Code.” The purpose of the organization shall be to encourage an active interest in mathematics; to afford a medium of interchange of views regarding mathematics and the teaching of mathematics; and to further the cooperative study of problems relating to mathematics and the teaching of mathematics at all levels.

The Club is an affiliate of the National Council of Teachers of Mathematics and the Illinois Council of Teachers of Mathematics.

**Section 2-2: Use of Receipts.** The Club, being organized exclusively for charitable and educational purposes, may make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

No part of the net earnings of the Club shall inure to the benefit of, or be distributable to, its Directors, Officers, or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II, Section 2-1, above.

**Section 2-3: Legislative Activities.** No substantial part of the activities of the Club shall be for the purpose of carrying propaganda, or otherwise attempting to influence legislation.

None of the activities shall consist of participating in, or intervening in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

**Section 2-4: Non-Discrimination.** The Officers, Directors, committee members, employees and the persons to be served by the Club shall be selected entirely on a non-discriminatory basis with respect to age, sex, race, religion, and national origin.

**Section 2-5: Prohibited Acts.** Nothing herein shall authorize the Club, directly or indirectly, to engage in or include among its purposes, any activities mentioned as unlawful or not permitted to be carried on in the General Not-For-Profit Corporation Act of the State of Illinois by a corporation exempt from Federal income tax under section 501(c)(3) of the Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

## Article III—Membership

**Section 3-1: Membership Criteria.** Any person who is interested in mathematics is eligible for membership in the Club. Payment of annual dues qualifies that person as a voting member.

**Section 3-2: Dues.** The rate(s) of annual dues for the Club shall be determined by the Board of Directors. No change in annual dues shall become effective until the beginning of the fiscal year following approval of such a change.

**Section 3-3: Lifetime Membership.** The Board of Directors may award lifetime memberships in the Club. Persons awarded lifetime memberships qualify as voting members and shall not be required to pay annual dues.

## Article IV—Meetings of Members

The Club shall meet at least four times a year. The dates shall be set by the Board of Directors.

## Article V—Board of Directors

**Section 5-1: General Powers.** The affairs of the Club shall be conducted by the Board of Directors or managed under the direction of the Board of Directors.

**Section 5-2: Number and Qualifications.** The number of Directors of the Club shall be no fewer than fifteen (15) and no more than twenty-one (21). All Directors shall maintain current membership in the Club.

**Section 5-3: Election and Terms of Office.** Members of the Club shall elect Directors to succeed those whose terms are expiring, to hold office for a term of three years or until their successors are elected. There is no limit to the number of terms a person may serve as a Director.

Regular terms of office for Directors of the Club shall be for periods of three years. Terms shall be so fixed at the start or upon any increase in or decrease in the number of Directors, so that approximately an equal number of regular terms shall expire at each annual election. The initial term of a Director elected during an increase or decrease in the number of Directors may be for a term other than three years. The membership shall be notified of the length of the term of each Director prior to the election of said Director. No decrease in the number of Directors shall have the effect of shortening the term of an incumbent Director.

**Section 5-4: Vacancies.** Any vacancy on the Board of Directors shall be filled by a majority vote of the Directors at the time the election is held to fill the vacancy. Each person so elected by the Board shall serve for

the unexpired term of the person he or she replaces.

**Section 5-5: Compensation.** No Director shall receive any salary, fee, payment, honorarium or other compensation or thing of value from the Club or other party for their service as Directors other than reasonable expenses. Nothing herein shall be construed to prevent a Director from receiving any compensation for duties other than as a Director.

**Section 5-6: Regular Meetings of the Board of Directors.** The Board of Directors shall meet no less than three times each year at such time and place as determined by resolution of the Board of Directors. The Board meetings shall be open to all members of the Club and the Board shall report all salient actions to the members.

Directors may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

If so resolved by the Board, a teleconference shall constitute an appropriate place for holding a meeting. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

**Section 5-7: Special Meetings of the Board of Directors.** Special meetings of the Board may be called by any Officer of the Club, by the Board Chair, or by any two (2) Directors. The purpose of such meeting shall be stated with the request, and no other business shall be transacted except that for which the meeting has been called.

**Section 5-8: Notice of Meetings.** Notice of the time, place and purpose of all meetings shall be given at least five (5) days before the time fixed for the meeting. Notice shall be mailed (to an address as shown on the membership records of the Club), electronically sent, or given personally by or at

the direction of the Board Chair or Secretary to each Director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid, not less than three days prior to the commencement of the above-stated notice period.

**Section 5-9: Quorum.** Two thirds (2/3) of the Directors constituting the Board, one of whom must be an Officer, shall be a quorum for the transaction of business; provided, however, that if less than a quorum of the Directors is present, a majority of the Directors present may adjourn the meeting to another date, time and place without further notice, and the Secretary shall give notice to the absent Directors of the date, time and place of the adjourned session of the meeting.

**Section 5-10: Consent/Electronic Voting.** Action required or permitted by law to be taken at a Board meeting may be taken without a meeting. All Directors of the board shall be notified of the proposed action either physically, electronically, or by phone. Any vote taken on the action shall require approval by a three-fourths (3/4) majority of the current Directors in order to pass. Voting on a specific action shall close after the last Director has voted, or after a time period of 7 days after notification occurs, whichever comes first. The action shall be evidenced by one or more written consents describing the action taken and the vote of each Director, including a listing of those Directors who did not vote, and included in the minutes filed with the Club records reflecting the action taken.

**Section 5-11: Conflict of Interest.** Each Director shall disclose to the Club in writing any personal interest which such Director or a member of his or her immediate family may have in any matter pending before the Board or in which the Club may have an interest, and shall refrain from

participating in any decision in such matter.

**Section 5-12: Resignation and Removal.** A Director may resign at any time by giving a written notice to the Board Chair or Secretary of the Club.

Any Director who is absent from two (2) consecutive regular Board meetings without excuse (explanatory correspondence to the Board Chair or Secretary), will be automatically removed from the Board and a vacancy declared for the unexpired term of said Director's position.

Any Director may be removed from office, with or without cause, by a two-thirds (2/3) vote of all Directors constituting the Board, at any regular or special meeting, provided a quorum is present, that it appears that such Director has been and will be unable to act as Director or is otherwise disqualified, and that written notice of the meeting is delivered to all Directors entitled to vote on removal of Directors as designated in Section 5-8. Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more Directors as named in the notice. Only the named Director or Directors may be removed at such meeting.

**Section 5-13: Board Chair.** The Board of Directors shall, at the first board meeting of each fiscal year, elect a Board Chair from among the Directors by majority vote. The policies for vacancy, resignation, and removal of the Board Chair shall be the same as those set out for Officers in Sections 7-2 and 7-3.

The Board Chair shall convene regularly scheduled and special meetings of the Board of Directors, shall preside or arrange for another Director to preside at each such meeting, and shall perform such duties as directed by resolution of the Board of Directors not inconsistent with provisions of law or these Bylaws.

## Article VI—Elections

**Section 6-1: Nominations.** The Past-President shall appoint a Nominating Committee of not less than three members. It shall be the duty of the nominations committee to nominate at least one member for each elected position to be filled on the Board of Directors and for the Office of President-Elect. No member of the nominating committee may appear on the list of nominees. All nominees must meet the qualifications for the position for which they are nominated.

The Nominating Committee shall nominate for the position of Director any person who has been a member of the Club for at least two (2) full years, and for the Office of President-Elect any person who has been a member for at least three (3) full years.

The Board of Directors shall approve the slate for Officers and Directors prior to the announcement of the slate to the membership.

**Section 6-2: Ballots.** Ballots shall include a place for write-in candidates for all positions.

Ballots shall be sent by United States mail to all current members at least sixty (60) days prior to the last meeting of members in the fiscal year, and shall be due at least thirty (30) and not more than sixty (60) days after mailing. Ballots may be returned by mail or in person on or before the date of the election.

**Section 6-3: Results.** The Past President and at least two members designated by the Past President shall tally the votes. The persons with a plurality of the votes shall be elected President-Elect and Directors. Ties will be decided by fair random selection, as directed and supervised by the Board.

The Directors and the President-Elect shall take office in the month of the last meeting of members in the fiscal year.

## Article VII—Officers

**Section 7-1: Elections and Terms of Office.** The Officers of the Club shall be President, President-Elect, Past-President, Secretary, and Treasurer. Officers shall meet the requirements established by the Club and by NCTM for affiliate groups. The President-Elect shall be elected by the members and shall be elevated to the positions of President and Past President in successive years on a date set by the Board of Directors. The Secretary and Treasurer shall be elected annually by a majority vote of the Directors, following the elevation of the President at the annual meeting of the Board of Directors. The Secretary and Treasurer shall each hold Office until his or her successor has been duly elected and qualified or until his or her death, resignation, or removal in the manner hereinafter provided.

**Section 7-2: Vacancies.** A vacancy in any Office because of resignation, death, removal, disqualification or otherwise, shall be filled by a majority vote of the Directors constituting the Board for the unexpired portion of the term.

**Section 7-3: Resignation and Removal.** An Officer may resign at any time by giving a written notice to the Board Chair or Secretary of the Club.

Any Officer who is absent from two (2) consecutive regular Board meetings without excuse (explanatory correspondence to the Board Chair or Secretary), will be automatically removed from Office and a vacancy declared for the unexpired term of said Officer's position.

Any Officer may be removed from Office, with or without cause, by a two-thirds (2/3) vote of all Directors constituting the Board, at any regular or special meeting, provided a quorum is present, that it appears that such Officer has been and will be unable to act as Officer or is otherwise disqualified, and that written notice of the meeting is delivered to all Directors entitled to vote on removal of Officers

as designated in Section 5-8. Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more Officers as named in the notice. Only the named Officer or Officers may be removed at such meeting.

**Section 7-4: Compensation.** No Officer shall receive any salary, fee, payment, honorarium or other compensation or thing of value from the Club or other party for their service as Officer other than reasonable expenses. Nothing herein shall be construed to prevent an Officer from receiving any compensation for duties other than as an Officer.

**Section 7-5: President-Elect.** The President-Elect shall be responsible for the organization and execution of the program for the meetings of the Club for the following year. The President-Elect shall exercise such other powers and perform such other duties as may be assigned by the Board of Directors not inconsistent with provisions of law or these Bylaws.

**Section 7-6: President.** The President shall convene meetings of the Club, and shall preside or arrange for another Officer to preside at each meeting of the Club in the following order: Past President, President-Elect, Secretary, and Treasurer. The President shall be an ex-officio member of all committees, shall with the consent and approval of the Board appoint any committees not otherwise provided, and shall execute with the Secretary or any Officer of the Club authorized by the Board, any contracts or other instruments which the Board has approved. The President shall perform such duties as customarily pertain to the Office of President or as directed by resolution of the Board of Directors not inconsistent with provisions of law or these Bylaws.

**Section 7-7: Past President.** The Past President shall have and exercise all the powers, authority, and duties of the President during the President's absence and shall act when the Presi-

dent is unable to fulfill the duties of that Office. The Past President shall chair the Nominating Committee that will nominate members for elected positions as stipulated in Article VI, Section 6-I. The Past President shall exercise such other powers and perform such other duties as may be assigned by the Board of Directors not inconsistent with provisions of law or these Bylaws.

**Section 7-8: Secretary.** The Secretary shall be responsible for keeping records of proceedings and actions of the Board of Directors, including overseeing the taking of minutes at all board meetings.

The Secretary shall be responsible for issuing notices of all meetings of the Board of Directors and distributing copies of minutes and the agenda to each Director. The Secretary shall be responsible for the custody of the corporate books, records, files, membership records and contracts, assuring that such corporate records are maintained. The Secretary shall attest to all contracts or other instruments approved by the Board and signed by the President or his/her designee and shall exercise such other powers and perform such other duties as may be assigned by the Board of Directors not inconsistent with provisions of law or these Bylaws.

**Section 7-9: Treasurer.** The Treasurer shall be the financial Officer of the Club. The Treasurer, or the Treasurer's designee, shall have the custody of all funds and securities of the Club, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Club, and shall deposit all monies and other valuable effects in the name of the Club in such depositories as may be designated by the Board. The Treasurer, or the Treasurer's designee, shall disburse the funds of the Club as may be ordered by the Board and shall render to the Board an account of all transactions and of the financial condition of the

Club. Such reports shall be available to members of the Club. The Treasurer, or the Treasurer's designee, shall see that all required state and federal reports are filed in a timely manner. The Treasurer shall exercise such other powers and perform such other duties as may be assigned by the Board of Directors not inconsistent with provisions of law or these Bylaws.

**Section 7-10: Conflict of Interest.** Each Officer shall disclose to the Club in writing any personal interest which such Officer or a member of his or her immediate family may have in any matter pending before the Board or in which the Club may have an interest, and shall refrain from participating in any decision in such matter.

### **Article VIII—Finances and Contracts**

**Section 8-1: Fiscal Year.** The fiscal year of the Club shall be fixed by resolution of the Board of Directors.

**Section 8-2: Deposit Accounts.** All funds shall be held in depositories which are insured by the Federal Government and approved by the Board of Directors. The title of the accounts shall include the name of the Club. The Board of Directors shall annually approve those persons authorized as signatories on Club accounts. Bonding and audit procedures will be determined by the board.

**Section 8-3: Financial Audits.** An internal audit of the organization's books and records shall be completed annually by a committee appointed by the Board of Directors upon recommendation of the Finance Committee. An external audit and/or compilation shall be completed as required by state and federal reporting standards, and all required state and federal reports shall be filed.

**Section 8-4: Contracts.** The Board of Directors has the authority to enter into contracts on behalf of the organization. The Board may authorize any Officer(s) or agent(s) to enter into any contract or execute and deliver

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

**Section 8-5: Loans.** No loans shall be contracted on behalf of the Club and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

**Section 8-6: Checks and Drafts.** All checks, drafts or other offers for the payment of money, notes or other evidences of indebtedness issued in the name of the Club shall be signed by such Officer(s) or agent(s) of the Club and in such manner as shall be determined by resolution of the Board.

### **Article IX – Committees and Task Groups**

**Section 9-1: Creation of Committees and Task Groups.** The Board of Directors, by a resolution adopted by a majority of the Directors constituting the Board, may designate one or more committees or task groups. These committees and task groups may not act on behalf of the Club or bind it to any action, but shall act in an advisory capacity and may only make recommendations to the Board or its Officers. The names and responsibilities of such committees shall be set forth by resolution of the Board. The Board shall establish a Finance Committee whose responsibilities include financial oversight.

**Section 9-2: Membership.** The President, with the approval of the Board, shall appoint all members of committees and task groups. The President, subject to the approval of the Board, shall appoint the chair of each committee or task group. The chair of each committee or task group shall be a Director. Membership on committees or task groups is not limited to those currently serving on the Board.

Each member of a committee or task group shall continue as such until his or her successor is appointed, un-

less the committee or task group is terminated, or unless such member is removed from such committee or task group, or unless such member shall cease to qualify as a member thereof.

Vacancies in the membership of any committee or task group may be filled by appointments made in the same manner as provided in the case of the original appointments.

Additional members of committees and task groups may be appointed at any time by the President with a majority vote of the Board of Directors.

The President shall serve as an ex-officio member of all committees and task groups.

**Section 9-3: Meetings.** Committees and task groups shall meet at such time and place as determined by the committee membership. Committee and task group meetings shall be open to all members of the Club and the Board and shall report all salient actions to the Board.

Members may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

If so resolved by the committee or task group, a teleconference shall constitute an appropriate place for holding a meeting. The committee or task group may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

**Section 9-4: Resignation and Removal.** A committee or task group member may resign at any time by giving a written notice to the chair of the committee.

Any committee or task group member who is absent from two (2) consecutive regular meetings without excuse (explanatory correspondence to the committee chair or secretary),

will be automatically removed from the committee or task group.

Any committee or task group member may be removed, with or without cause, by a two-thirds (2/3) vote of the Directors present at any regular or special meeting, provided a quorum is present, that it appears that such committee or task group member has been and will be unable to act as a member or is otherwise disqualified, and that written notice of the meeting is delivered to all Directors entitled to vote on removal of members as designated in Section 5-8. Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more members as named in the notice. Only the named member or members may be removed at such meeting.

**Section 9-5: Quorum.** A majority of the appointed members constituting the committee or task group shall be a quorum for the transaction of business; provided, however, that if less than a majority of the members is present, a majority of the members present may adjourn the meeting to another date, time and place without further notice, and the chair of the committee shall give notice to the absent members of the date, time and place of the adjourned session of the meeting.

#### **Article X—Acts of the Board**

Those resolutions of the Board of Directors which establish specific objectives, which commit the Club to specific responsibilities, and which otherwise set policy for the Club, shall be called Acts of the Board.

A record of all current acts will be maintained by the secretary and made available, upon request, to all Club members.

#### **Article XI—Parliamentary Authority**

The rules contained in “Robert’s Rules of Order, Revised” shall govern in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

#### **Article XII—Indemnification of Directors and Officers**

The Club shall indemnify all Directors and Officers of the Club, and his or her heirs, executors or administrators shall be indemnified and reimbursed for expenses necessarily incurred by him or her in connection with the defense or reasonable settlement of any action, suit or proceeding in which he or she is made a party by reason of his or her being or having been a Director or Officer of the Club resulting from any act, error or omission made in the exercise of such person’s policy or decision-making responsibilities if such person was acting in good faith and within the scope of such person’s official functions and duties, unless such damage or injury was caused by the reckless, willful or wanton misconduct of such person.

#### **Article XIII—Dissolution of the Club**

If at any time the Club shall cease to carry out the purpose as herein stated, all assets and property held by it, whether in trust or otherwise, shall, after the payment of its liabilities, be paid over to an organization selected by the Board of Directors, which has similar purposes and has established its tax-exempt status under Section 501(c)(3) of the Code, and such assets and property shall be applied exclusively for such charitable, scientific, and educational programs.

#### **Article XIV—Petition and Referendum**

Each member of the Club shall have the right to petition the Board on any Club matter. If the Board does not concur and the petitioner secures the signature of 25 members of the Club, then the Board must submit the issue to the membership for a referendum.

#### **Article XV—Amendments to Bylaws**

These Bylaws may be amended by a majority of the members voting at

any time, provided notice of the proposed amendment(s) shall have been sent to every member, and during one meeting of members sufficient time has been provided for a discussion of the proposed amendment(s). Ballots may be returned by mail or in person.