

BYLAWS
of
SOUTHERN ILLINOIS AL-ANON FAMILY GROUPS, INC

An Illinois Nonprofit Corporation

March 10, 2013

ARTICLE V. WORLD SERVICE COMMITTEE

SECTION 1. DEFINITION OF MEMBERS.

Members of the Southern Illinois World Service Committee (hereinafter referred to as the SIWSC) are the SIAFG Officers (Delegate, Alternate Delegate, Chairperson, Recording Secretary, Treasurer and Group Records Secretary), SIAFG Coordinators, District Representatives, Information Services (Intergroup) Liaisons and Past Delegates, and are nonvoting members of SIAFG.

SECTION 2. TERMS OF OFFICE

A. For SIAFG Officers: shall be three years, beginning January 1st and ending December 31st.

B. For SIAFG Coordinators: shall be three years, beginning January 1st and ending December 31st.

C. For Past Delegates: shall be lifetime.

D. For SIAFG District Representatives: shall be three years.

E. For Information Services (Intergroup) Liaisons: shall be three years.

F. For officers and coordinators shall be limited to two (2) full terms of the same office on the SIWSC and no more than thirty (30) years total.

G. Full terms of office begin January 1st following the election in July or November of election years.

SECTION 3. QUALIFICATIONS

All SIWSC members must be active Southern Illinois Al-Anon or Alateen members, who are not members of AA.

A. Officers: Any Al-Anon or Alateen member who is serving or who has served, as a District Representative, Group Representative or SIWSC member, is eligible to serve as an officer. In the event no such person is willing to serve, any member of SIAFG may serve.

B. Coordinators: Any Al-Anon or Alateen member, not necessarily a member of SIAFG, may serve as a coordinator, and the By-Laws and Insurance Coordinator must be well-versed in Al-Anon policy, preferably the Delegate or a Past Delegate.

C. District Representatives: Any past or present Group Representative is eligible to serve as a District Representative.

D. Information Services (Intergroup) Liaisons: Any Al-Anon or Alateen member is eligible to serve as an Information Services (Intergroup) Liaison.

SECTION 4. METHODS OF ELECTION AND SELECTION SIWSC

A. Delegate and Alternate Delegate:

1. The first qualified candidate to receive two-thirds (2/3) majority of votes of members qualified to vote at a meeting is elected.

2. In the event no one has received two-thirds (2/3) majority after three ballots have been taken, the chairperson may place the names of the candidates in a hat in accordance with Concept V (see Appendix A). The person whose name is drawn is elected.

B. Other Officers: The first qualified candidate who receives a majority vote of members qualified to vote at the meeting is elected.

C. Coordinators: Are appointed by the SIAFG Chairperson

D. District Representatives, Information Services (Intergroup) Liaisons: The method of selection of District Representatives and Information Services (Intergroup) Liaisons is up to the group conscience of the particular District and Information Services (Intergroup) who selects their representative to the SIWSC.

SECTION 5. FUNCTIONS AND RESPONSIBILITIES

A. To serve in an advisory capacity to SIAFG.

B. Plan for the general improvement of SIAFG.

C. Provide a forum for the discussion and resolution of problems and concerns submitted by members of SIAFG.

D. Study problems and concerns submitted by SIAFG members, submitting those which cannot be resolved to the World Service Conference of the AFG, Inc. prior to their stated deadline.

E. Study the needs of SIAFG, initiate projects and present the result to SIAFG.

F. Plan SIAFG agendas.

G. Review the proposed budget prior to its submission to the SIAFG for approval.

H. Approve budget revisions when necessary.

I. Accept requests from the Districts for the division of an existing District, and when determined advisable, recommend approval to SIAFG.

J. Conduct other business as may be required by law, the Articles of Incorporation of SIAFG, by these By-Laws or which may be assigned to it by the SIAFG.

SECTION 6. REGULAR MEETINGS

Regular meetings of the SIWSC are called and chaired by the SIAFG Chairperson. They are held three times a year at a time prior to the SIAFG meeting. The date, time and place will be determined by the SIWSC. The SIWSC may provide, by resolution, the time and place for the holding of additional regular meetings of the SIWSC without other notice than such resolution.

SECTION 7. SPECIAL MEETINGS.

Special meetings of the SIWSC may be called by the SIAFG Chairperson. In addition, special meetings may be called by the Delegate or any three (3) members of the SIWSC. In calling a special meeting, the purpose of the meeting must be clearly stated, along with the reason the meeting could not be conducted at the regularly scheduled meeting. No business may be conducted at a special meeting, except as delineated in the notice of the meeting. Special meetings must be held at a convenient location.

SECTION 8. NOTICE OF MEETINGS

Written notice stating the place, date, and hour of any meeting of the SIWSC shall be delivered to each SIWSC member entitled to vote at such meeting not less than fifteen (15) nor more than thirty (30) days before the date of such meeting. In case of a special meeting or when required by statute of these By-Laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage thereon prepaid. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken.

SECTION 9. INFORMAL ACTION BY MEMBERS

The authority of the SIWSC may be exercised without a meeting if a consent in writing, setting forth the action to be taken, is signed either (i) by all the SIWSC members entitled to vote with respect to the subject matter thereof; or (ii) by the SIWSC members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voting.

SECTION 10. QUORUM

A majority of the members of the SIWSC shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the SIWSC.

SECTION 11. VOTING

Each member of the SIWSC is entitled to one vote at SIWSC meetings, and the vote shall be cast in person. No SIWSC member may act by proxy in any matter. No cumulative voting is permitted.

SECTION 12. DUTIES OF SIWSC MEMBERS

All officers shall:

1. Attend SIAFG and SIWSC meetings.
2. Attend seminars, conferences, and meetings as may be authorized by SIAFG.
3. Perform all duties incident to specific office as may be required by law, by the Articles of Incorporation of SIAFG, by these By-Laws, or which may be assigned to him or her from time to time by SIAFG.
4. Shall be familiar with the Al-Anon Alateen Service Manual.

A. Duties of the Delegate

1. shall be the link between SIAFG and AFG, Inc.,
2. shall attend each meeting of the AFG, Inc. World Service Conference,
3. shall submit to Conference Administrator, items to be considered at the World Service Conference, as suggested by his or her group,
4. shall submit a report of the AFG, Inc. World Service Conference to SIAFG,
5. shall be available to all SIAFG groups, Districts and Information Services (Intergroups),
6. shall be a member of the Board of Directors,
7. shall distribute or cause to be distributed, to any new Al-Anon Family Group or Alateen Group registering with SIAFG, a copy of these By-Laws, a welcome letter, a copy of the SIAFG map and a list of names, addresses and phone numbers of the SIWSC.
8. Submit to the AFG, Inc. no later than January 1st of the regional election year, either the regional trustee (RT) resume or notification that the area does not have a candidate,
9. May serve as Area Chairperson after Delegate term is up.

B. Duties of the Alternate Delegate

1. shall, upon the vacancy of the Delegate's office, become the Delegate,
2. shall assist the Delegate in performance of his or her duties,
3. shall co-ordinate workshop at assemblies,
4. shall coordinate Assembly informational activities,
5. shall be the process person for SIAFG through which all paperwork pertaining to Alateen; from/to AFG, Inc., SIAFG, and all Al-Anon/Alateen Family Groups, District

Alateen Coordinators and/or District Representatives, and any others doing work in the area of Alateen shall flow if there is no Alateen Coordinator able to fulfill the duties.

C. Duties of the Chairperson

1. shall call meetings as outlined in these By-Laws,
2. shall conduct all meetings of the members,
3. shall attend the AFG, Inc. World Service Conference when the Delegate and the Alternate Delegate are not available to attend,
4. shall conduct annual assembly inventory,
5. shall appoint all Coordinators,
6. shall bring to, and display at all meetings: a) whiteboard, b) banners (12 Steps, 12 Traditions, 12 Concepts).

D. Duties of the Recording Secretary:

1. shall see that all notices are given at least 30-days prior to meetings (in accordance with the provisions of these By-Laws) or as required by Law,
2. shall distribute (via e-mail or U.S. Mail) {as requested}, a copy of minutes of all meetings of SIAFG to each member on the Registered Group List and each member of SIWSC no more than 45 days after each meeting,
3. shall distribute (via e-mail or U.S. Mail) {as requested}, a copy of minutes of all SIWSC meetings to each SIWSC member no more than 45 days after each meeting,
4. shall handle correspondence that is not channeled to a specific officer, coordinator, or committee,
5. shall distribute, or cause to be distributed, to all SIWSC members subsequent to their election, a copy of these By-Laws, and the Al-Anon Alateen Service Manual,
6. shall keep a book of minutes of all annual, regular, special and election meetings of SIAFG and SIWSC, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting and the proceedings thereof,
7. at election meetings shall call the roll of all voting members present and list on the whiteboard qualified candidates for office,
8. shall send, or cause to be sent, to AFG, Inc. reports of all SIAFG meetings.

E. Duties of the Treasurer

1. shall be the chief financial officer of SIAFG.
2. shall have charge and custody of, and be responsible for, all funds and securities of SIAFG, and deposit, or cause to be deposited, all such funds in such banks, trust companies or other depositories as shall be approved by the SIWSC.
3. shall set aside such reserve funds as directed by SIWSC.

4. shall cause four (4) officers to be authorized to sign checks; of these two (2) signatures shall be required on every check.
5. shall manage the receipt of and the giving of receipts for money due and payable to SIAFG from any sources whatsoever.
6. shall disburse, or cause to be disbursed, the funds of SIAFG as may be directed by the SIWSC, taking proper vouchers for such disbursement.
7. shall forward to AFG, Inc., before January 1st, the equalized sum for the Delegates' fund.
8. shall disperse to Delegate and Alternate Delegate said approved amount(s) for Regional Delegates Meeting expenses,
9. shall keep and maintain adequate and correct accounts of SIAFG's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements and losses,
10. shall render to the officers, whenever requested, an account of any and all of his or her transactions as Treasurer and of the financial condition of SIAFG,
11. shall prepare, or cause to be prepared, the financial statements to be included in any required reports,
12. shall provide a budget status report to SIWSC and SIAFG and shall present an annual report and a proposed budget to SIWSC and SIAFG,
13. shall keep a list of and prepare, or cause to be prepared, the required local, county, state and federal tax returns,
14. shall send out, or cause to be sent out, as directed by SIWSC, appeals to all Al-Anon Family Groups and Alateen Groups in Southern Illinois for support.

F. Duties of the Group Records Secretary/Meeting List:

1. shall keep a registered group list as specified in ARTICLE III, SECTION 3, paragraph C, herein, containing the name, address and phone number of each group.
2. shall be the link for Meeting Lists between AFG, Inc., SIAFG, and all Al-Anon/Alateen Family Groups, District Meeting Lists Coordinators, and/or District Representatives, and any others doing work in the area of Meeting Lists,
3. shall display current Meeting Lists at all approved SIAFG functions,
4. shall ensure that SIAFG Meeting Lists are current,
5. shall provide copies of SIAFG Meeting Lists to SIAFG on a semi-annual basis,
6. shall send, or cause to be sent, to Group Records at AFG, Inc., the names and addresses of all SIAFG members.

G. Duties of a Coordinator:

1. shall attend SIAFG and SIWSC meetings. As stated in the By-Laws, missing two successive SIAFG Assembly Meetings will cause the coordinator to be replaced. Wherever "as authorized by SIAFG" appears, pre-authorization must be obtained from

SIAFG Area Assembly. Request for authorization should be brought to the SIWSC for review and recommendation for presentation to SIAFG for approval.

2. shall prepare a written report of his or her activities. Oral report is to be given at SIWSC meeting. Written reports are to be given to News-O-Gram editor (for publication in the next News-O-Gram) and recording secretary,
3. shall be familiar with the Al-Anon Alateen Service Manual.

Existing Coordinators:

1. Alateen Coordinator & Alateen Convention Coordinator:
 - a. shall be the link for Alateen between AFG Inc., SIAFG; and all Al-Anon/Alateen Family Groups, District Alateen Coordinators and/or District Representatives; and any others doing work in the area of Alateen,
 - b. shall be the process person for SIAFG through which all paperwork pertaining to Alateen, from/to AFG, Inc., SIAFG, and all Al-Anon/Alateen Family Groups, District Alateen Coordinators and/or District Representatives, and any others doing work in the area of Alateen shall flow;
 - c. shall serve as a link between Alateen groups, SIAFG, and Alateen conventions and/or Al-Anon conventions with Alateen participation as authorized by SIAFG,
 - d. shall attend such convention planning meetings as authorized by SIAFG.
2. Archives Coordinator
 - a. shall assemble, keep and maintain memorabilia and other historical items about Southern Illinois Al-Anon Family Groups and Alateen Group's activities, other events or changes and growth of the SIAFG and its components.
3. By-laws and Insurance Coordinator:
 - a. shall review procedures currently being followed by the SIAFG, calling to the attention of the Chairperson any variance between current practices and the SIAFG By-Laws,
 - b. shall draft, or cause to be drafted for review, discussion and vote by the SIAFG any change to these By-Laws,
 - c. shall maintain and update the By-Laws,
 - d. shall review, analyze and make recommendations for the purchase of insurance,
 - e. shall purchase insurance as authorized by SIAFG.
4. Convention Coordinator:
 - a. shall serve as a link between SIAFG and the host Illinois State AFG Convention Planning Committee for the Illinois State AFG Convention,
 - b. shall attend all Illinois State AFG Convention planning meetings when said Convention is held in Southern Illinois,
 - c. shall attend at least three Illinois State AFG Convention planning meetings when said Convention is held in Northern Illinois. It is recommended that the 1st and last

planning meeting be attended. Necessary attendance at more than three planning meetings must be authorized by SIAFG.

d. shall encourage that Al-Anon/Alateen conventions be planned in accordance with the Illinois State AFG Convention Guidelines.

e. shall maintain the Illinois State AFG Convention Guidelines and shall recommend changes to SIAFG and the Convention Guidelines Committee.

f. shall serve as link between SIAFG and the Illinois State AA Conference providing name of a contact person in area where Conference is being held.

5. Forum and Literature Coordinator:

a. shall be the link for the *Forum* and Literature between AFG, Inc., SIAFG, and all Al-Anon/Alateen Family Groups, District *Forum* and Literature Coordinators and/or District Representatives and any others doing work in the area of *Forum* and Literature,

b. shall display *Forums* and *Forum* order blanks at all approved SIAFG functions,

c. shall raffle *Forum* subscriptions at all approved SIAFG functions,

d. shall purchase and display AFG, Inc. Conference Approved Literature at all approved SIAFG functions,

e. shall purchase AFG, Inc. literature items as instructed by SIWSC for free distribution to persons attending SIAFG meetings,

f. shall submit a financial report to SIAFG Treasurer at every SIAFG meeting,

g. shall submit to SIAFG Treasurer, at every SIAFG meeting, all funds in excess of an operating balance as determined by the SIWSC.

6. News-O-Gram Editor:

a. shall issue, or cause to be issued, News-O-Gram six weeks prior to SIAFG Assembly Meeting.

b. shall distribute, or cause to be distributed, News-O-Gram to each Al-Anon/Alateen Family Group registered with SIAFG, AFG, Inc., and to all SIWSC members and any others as directed by SIWSC,

c. shall submit a financial report to SIAFG Treasurer at every SIAFG meeting.

7. Public Information Coordinator

a. shall be the link for Public Outreach between AFG, Inc., SIAFG, and all Al-Anon/Alateen Family Groups, District Public Outreach Coordinators and/or District Representatives and others doing work in the area of Public Outreach,

b. shall motivate Districts to follow through with Public Outreach projects,

c. shall make presentations and/or hold workshops.

8. Ways and Means Coordinator:

a. shall purchase items that relate in some way to our spiritual principles and make them available for resale at all approved SIAFG functions,

b. shall chair annual fund raising activity for SIAFG. Annual fund raising activity ideas must be presented to SIWSC for review and recommendation for presentation to SIAFG for approval,

c. prior approval must be given by SIWSC for all raffles,

- d. shall submit a financial report to SIAFG Treasurer at every SIAFG meeting,
- e. shall submit to SIAFG Treasurer, at every SIAFG meeting, all funds in excess of an operating balance as determined by the SIWSC.

9. Web Master Coordinator:

- a. shall be a link for SIAFG's web page between AFG, Inc., SIAFG and all Al-Anon/Alateen Family Groups, District Web page Coordinators and/or District Representatives, and any others doing work in the area of web pages.
- b. shall coordinate and maintain the SIAFG.org domain name,
- c. shall communicate and maintain agreement for web hosting service and monitor performance.
- d. shall understand SIAFG's By-Laws and guidelines for Al-Anon/Alateen related web pages and ensure SIAFG's web page complies to the fullest extent possible,
- e. shall gather information for SIAFG's web page and establish form, format, and content of said web page,
- f. shall ensure and maintain SIAFG's web page security and member anonymity.

H. Duties of a District Representative

- 1. being a member of SIWSC,
- 2. being the link between his or her District and SIAFG, encouraging the exchange of information,
- 3. reporting his or her District's progress and problems to SIAFG,
- 4. representing his or her District at SIWSC meetings,
- 5. cooperating with SIAFG officers and coordinators.

I. Duties of Information Services (Intergroup) Liaisons

- 1. being a member of SIWSC,
- 2. being the link between his or her Information Service and SIAFG, encouraging the exchange of information,
- 3. reporting his or her Information Service's progress and problems to SIAFG,
- 4. representing his or her Information Service at SIWSC meetings.

J. Duties of Past Delegates

- 1. acting in a voluntary advisory capacity.

SECTION 13. VACANCIES

- A. Delegate: If the Delegate cannot complete his or her three year term, the Alternate Delegate automatically becomes the Delegate for the balance of the term. If the Delegate cannot attend the World Service Conference of AFG, Inc., for any reason, the Alternate Delegate will attend in the Delegate's place. If the Alternate Delegate also cannot attend the World Service Conference of AFG, Inc., the following persons will be asked, in turn, to attend: Chairperson, Past Delegates beginning with the most recent, Recording Secretary, Treasurer, Group Records Secretary. If none of these can attend, those past officers who have remained active in SIAFG meetings are asked until someone is able to attend.

- B. Other officers: If any officer other than the Delegate cannot complete his or her term of office, the SIAFG Chairperson appoints another person from among those eligible to fill the office until the next regular SIAFG meeting, at which time any vacated positions are filled using the eligibility and voting requirements established for a regular election of officers. If the SIAFG Chairperson resigns, the Delegate acts as SIAFG Chairperson until the next regular meeting, at which time any vacated positions are filled using the eligibility and voting requirements established for a regular election of officers.
- C. Coordinators: If any coordinator cannot complete his or her term of office, the SIAFG Chairperson or SIWSC appoints another person to fill the position of coordinator from among those eligible to complete the term of office.

SECTION 14. REMOVAL FROM OFFICE

- A. Officers: If an officer does not participate in three (3) SIAFG meetings, including SIWSC meetings, in succession, the members may replace that officer upon a vote of a majority of those present. The officers may also be recalled and replaced if they fail to perform their responsibilities.
- B. Coordinators: If a coordinator does not participate in three (3) SIAFG meetings, including SIWSC meetings, in succession, the SIAFG Chairperson or SIWSC may replace that coordinator. Coordinators may be recalled and replaced if they fail to perform their responsibilities.

SECTION 15. OFFICE RESTRICTIONS

- A. The Delegate may hold no other office within SIAFG other than automatic membership of the Board of Directors and shall be By-Laws and Insurance Coordinator if no Past Delegate or other active past member of the SIWSC who is well-versed in Al-Anon policy is available to serve in this capacity.
- B. No Al-Anon member holding an office at the area level in an area outside Southern Illinois can hold an office in SIAFG.
- C. No Al-Anon member may hold more than one elected office in SIAFG at one time.
- D. Notwithstanding any other provision of these By-Laws, not more than forty-nine percent (49%) of the persons serving as officers and/or members of the Board of Directors may be interested persons. For purposes of this section, "interested persons" means either:
 - 1. any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as full or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to officers or members of the Board of Directors; or
 - 2. any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, mother-in-law, or father-in-law of such person.

SECTION 16. COMPENSATION. SIWSC members shall serve without compensation except that, contingent on availability of SIAFG funds, they may be allowed and paid their

actual and necessary expenses as approved by SIWSC, incurred in their capacity as a member of SIWSC. In addition, they may be allowed reasonable advancement or reimbursement for expenses incurred in the performance of their regular duties as specified in SECTION 12 of this ARTICLE.

ARTICLE VI. BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The affairs of the corporation shall be managed by the direction of its Board of Directors. Without limiting the generality of the preceding sentence, the Board of Directors shall have the following powers, including but not limited

- A. to maintain the policies of SIAFG.
- B. to authorize expenditures.
- C. to perform any and all duties on them collectively or individually by law, by the Articles of Incorporation of SIAFG, or these By-Laws.
- D. to appoint and remove, employ and discharge, and except as otherwise provided in these By-Laws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation.
- E. to supervise all officers, agents and employees of the corporation to assure that their duties are performed properly.
- F. to meet at such times and places as required by these By-Laws.

By a majority vote of its voting members, SIAFG may at any time revoke or modify any or all of the authority as delegated.

Powers not granted to the Board of Directors are:

- A. the approval of any action which, under law or provision of these By-Laws, requires the approval of the members or a majority of all members.
- B. the fixing of compensation of the Board.
- C. the amendment or repeal of By-Laws or the adoption of new By-Laws.
- D. the amendment or repeal of any resolution of SIAFG which by its express terms is not amendable or repealable.
- E. the appointment of committees or the SIAFG or the members thereof.
- F. the approval of any transaction to which this corporation is a party and in which one or more of the Board of Directors has a material financial interest, except as expressly provided herein or in the Illinois Not For Profit Corporation Act of 1986, as amended from time to time.

SECTION 2. NUMBER, TENURE, AND QUALIFICATIONS. The Board of Directors shall be elected by the membership at its first meeting and shall be three (3) in number, one of whom must be the current Delegate. Each Director shall hold office until the next meeting for the election of Directors following his or her election and until his or her

successor shall have been elected for staggered terms of one (1) year, two (2) years and three (3) years, respectively.* By a majority vote of its voting members, SIAFG may at any time increase or decrease but not below three (3) the number of Directors, and fill vacancies therein from the current or past members of the SIWSC, who must be active Southern Illinois Al-Anon members. No decrease shall have the effect of shortening the term of an incumbent Director. *Thereafter, each Director shall hold a three (3) year term.

SECTION 3. REGULAR MEETINGS. A regular annual meeting of the Board of Directors shall be held without other notice than these By-Laws, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution, the time and place for the holding of additional regular meetings of the board within the geographical area designated by SIAFG as needed to manage the business and affairs of SIAFG. Any meeting may be held by conference telephone or similar communications device, as long as all the Directors participating in such meeting can understand each other.

SECTION 4. SPECIAL MEETING. Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board or any two Directors. The person or persons authorized to call special meetings or the board may fix any place as for holding any special meeting or the board called by them.

SECTION 5. NOTICE. Notice of any special meeting of the Board of Directors shall be given at least five days previous thereto by written notice to each Director at his or her address as shown by the records of the corporation except that no special meeting of Directors may remove a Director unless written notice of the proposed removal is delivered to all Directors at least twenty (20) days prior to such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegram company. Notice of any special meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such 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 need be specific in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

SECTION 6. QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present shall adjourn the meeting to another time without further notice.

SECTION 7. MANNER OF ACTING. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the

act of a greater number is required by statute, these By-Laws or the Articles of Incorporation. No Director may act by proxy on any matter.

SECTION 8. 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 Directors until a special or annual meeting of the membership to elect a Director or Directors to fill such vacancies. The Board of Directors may declare vacant the position of a Director who has been declared of unsound mind by a final order or court, or convicted of a felony, or have been found by a final order or judgment of any court to have breached any duty of the General Not For Profit Corporation Act of 1986 of the State of Illinois, as amended from time to time. A Director elected or appointed, as the case may be, to fill a vacancy shall be elected for the unexpired term of his/her predecessor's office.

SECTION 9. RESIGNATION AND REMOVAL OF DIRECTORS. A Director may resign at any time by giving written notice to the SIAFG Chairperson. Any such resignation shall take effect at the date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. If any Director does not attend two (2) meetings of the board in succession, the SIAFG may replace him/her.

SECTION 10. INFORMAL ACTION BY DIRECTORS. The authority of the Board of Directors may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all of the Directors entitled to vote.

SECTION 11. CONDUCT OF MEETINGS. Meetings of the Board of Directors shall be presided over by a chairman chosen by the members of the board. A secretary shall also be chosen from among the Directors who shall keep regular meeting minutes of its proceedings, cause them to be filed with the corporate records and report the same to SIAFG from time to time as SIAFG may require. Meetings of the Board of Directors shall be in an orderly manner according to such rules as the board may adopt from time to time. Adherence to strict parliamentary procedure is not required.

SECTION 12. COMPENSATION. Members of the Board of Directors shall serve without compensation except that, contingent on availability of SIAFG funds, they may be allowed and paid their actual and necessary expenses incurred in their capacity as a board member. In addition, they may be allowed reasonable advancement or reimbursement for expenses incurred in the performance of their regular duties as specified in SECTION 1 of this ARTICLE.