

THE BYLAWS
of
BLACKHAWK HILLS RESOURCE CONSERVATION & DEVELOPMENT
doing business as
BLACKHAWK HILLS REGIONAL COUNCIL



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Date of Board Approval: December 7, 2022 by BHRC EC

ARTICLE 1 NAME; OPERATION

1.1 Name. The name of the not-for-profit corporation organized under the Illinois General Not For Profit Corporation Act of 1986 ("*IL NFPC Act*") will be Blackhawk Hills Regional Council ("*BHRC*").

1.2 Area. The area of BHRC includes Carroll, Jo Daviess, Lee, Ogle, Stephenson, and Whiteside counties in Illinois.

1.3 Operation as a Tax Exempt Organization; Exempt Activities.

- a. BHRC will operate as an organization within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- b. BHRC shall be limited to such purposes as described in 1.4.
- c. BHRC shall comply with all applicable State of Illinois and federal laws.

1.4 Purposes. BHRC is an independent, not-for-profit, non-partisan incorporated group having as its primary concerns the economic, environmental, and social needs of the area. It is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code and any corresponding sections.

- a. Objectives in furtherance of BHRC's purposes include, but are not necessarily limited to:
 - i. Functioning or serving the Area (Area is defined in 1.2) as the following:
 1. A Resource Conservation and Development Area according to the federal National Resources Conservation Service
 2. An Economic Development District according to the federal Economic Development Administration
 3. A Regional Planning Organization according to the Illinois Association of Regional Councils or Illinois Department of Transportation.

ARTICLE 2 BOARD OF DIRECTORS

2.1 Powers and Authorities.

- a. General Powers. The affairs of BHRC are managed by or under the direction of the Board of Directors (collectively, the “**Board**” and each member, a “**Director**”). No individual Director shall have any power or authority to bind BHRC in any way or to render BHRC liable for any purpose or amount unless such Director was acting with authority duly granted by the Board.
- b. Major Contracts. The Board shall approve all contracts involving annual payments by BHRC of an amount as set by the Board from time to time (“**Major Contracts**”).
- c. Examples of Powers and Authorities. The board may:
 - i. Supervise the management, administration, and operation of BHRC;
 - ii. Execute contracts;
 - iii. Spend BHRC funds;
 - iv. Hire employees;
 - v. Prepare and cause to be posted an annual report of BHRC’s activities on its publicly-accessible website; or
 - vi. Exercise other appropriate authorities and duties.
- d. Delegation of Powers and Authorities. The board may, from time to time, delegate powers and authorities to BHRC employees.

2.2 Number; Appointment; Term; Qualifications.

- a. Number. There shall be eighteen (18) voting Directors of the Board. There may also be additional, non-voting advisors appointed by the Executive Committee for terms of up to three (3) years.
- b. Appointment. Directors will be appointed in the following manner:
 - i. Six (6) Directors, one (1) from each county in the Area, appointed by his or her respective county board chair.
 1. Upon failure of the respective county board chair to appoint a Director to a vacancy within a period of sixty (60) days, the Chair may fill such vacancy on the Board. A Majority Vote in support of the Chair’s appointment is required following the filling of the vacancy.
 2. The county board chair may delegate his or her appointment to the Chair at any time by written notice.
 - ii. Six (6) Directors, one (1) from each county in the Area, appointed by his or her respective county soil and water conservation district board chair.
 1. Upon failure of the respective soil and water conservation district chair to appoint a Director to a vacancy within a period of sixty (60) days, the Chair may fill such vacancy on the Board. A Majority Vote in support of the Chair’s appointment is required following the filling of the vacancy.

2. The soil and water conservation district chair may delegate his or her appointment to the Chair at any time by written notice.
- iii. Six (6) Directors, one (1) from each county in the Area, appointed by his or her respective county board chair and county soil and water conservation district board chair, together and in concurrence.
 1. Upon failure of the respective soil and water conservation district chair to appoint a Director to a vacancy within a period of sixty (60) days, the respective county board chair may fill such vacancy on the Board.
 - a. Conversely, upon failure of the respective county board chair to appoint a Director to a vacancy within a period of sixty (60) days, the respective soil and water conservation district chair may fill such vacancy on the Board.
 2. Upon failure of the respective county board chair to appoint a Director to a vacancy within a period of sixty (60) days, the Chair may fill such vacancy on the Board. A Majority Vote in support of the Chair's appointment is required following the filling of the vacancy.
 - a. Conversely, upon failure of the respective soil and water conservation district chair to appoint a Director to a vacancy within a period of sixty (60) days, the Chair may fill such vacancy on the Board. A Majority Vote in support of the Chair's appointment is required following the filling of the vacancy.
 3. The soil and water conservation district chair and county board chair may delegate his or her appointment to the Chair at any time by written notice.
- iv. BHRC may announce vacancies and supply recommendations for individuals deemed fit and qualified to serve.
- c. Term. The Board may establish Director term limits.
- d. Qualifications. Directors must be residents of the State of Illinois (the "**State**") and at least twenty-five (25) years of age.
- e. Resignation. Any Director may resign by giving written notice to the Chair. A resignation shall take effect automatically upon delivery of notice unless in the written notice a different time is specified. A Director shall resign immediately if his or her status changes such that any of the requirements of the IL NFPC Act are no longer met or if he or she no longer resides in the county from which they were appointed. If any Director dies, resigns, or is removed, then that Director's seat on the Board shall become immediately vacant.
- f. Vacancies. See Section 2.2.b.

2.3 Annual Meeting. The Board shall meet at least once annually (the "**Annual Meeting**"). The Annual Meeting will be held at the place and time determined by the Board. The minutes of the Annual Meeting shall be posted on BHRC's publicly accessible website. Any redactions shall be limited to information exempt from disclosure pursuant to

subsection (1) of Section 7 of the Illinois Freedom of Information Act (5 ILCS 140) (“**FOIA**”) or other applicable laws.

2.4 Regular Meetings. The Board will hold regular meetings at the times and places designated by resolution of the Board. The minutes of all regular meetings shall be posted on BHRC’s publicly accessible website. Any redactions shall be limited to information exempt from disclosure pursuant FOIA or other applicable laws.

2.5 Special Meetings. Special meetings of the Board may be held at any time and place but only if notice of them is properly given pursuant to Section 2.6 of these Bylaws. The meetings may be called by the Chair, Vice Chair, the Executive Director, or by a written request of a majority of the Directors then in office. The minutes of all special meetings shall be posted on BHRC’s publicly accessible website. Any redactions shall be limited to information exempt from disclosure pursuant to FOIA or other applicable laws.

2.6 Notice of Meetings.

- a. Timing. Notice of each meeting must be delivered by or at the direction of an Officer or BHRC employee to each Director at least two (2) days, but not more than sixty (60) days, before the day on which the meeting is to be held. In the case of a Special Meeting for the purpose of removing one or more directors or dissolution, notice shall be provided no less than twenty days prior to the date of the Special Meeting.
- b. Delivery. Notice may be given electronically via email or other electronic delivery methods permitted by law.
- c. Waiver. Notice may be waived in writing by a Director, either before or after the meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where the Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- d. Description of Meeting in the Notice. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting.

2.7 Quorum; Voting; Proxies.

- a. Quorum. A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board.
- b. Voting. Each Director is entitled to one (1) vote on each matter submitted to a vote. If a quorum is present, the act of the majority of the Directors present is equivalent to the act of the entire Board, unless the act of a greater number is required by law, these Bylaws, or the Articles of Incorporation (the “**Articles**”).
- c. Proxies. Proxies are prohibited.

2.8 Electronic Participation at Meetings.

- a. Participation. Directors may participate in and act at any meeting of the Board through the use of a conference telephone or other communications equipment so long as all persons participating in the meeting can communicate with each

other concurrently. Email is not considered a proper form of electronic participation at a meeting of the Board.

- b. Attendance. Telephonic or electronic Director participation in a meeting will constitute attendance and presence at the meeting.

2.9 Informal Action; Written Consent.

- a. Informal Action. Any action required to, or which may, be taken at a meeting of the Board may be taken without a meeting if it is consented to in writing by all of the Directors then in office.
- b. Written Consent. The written consent must be evidenced by one or more written approvals from the Directors; each approval must set forth the action to be taken and provide a written record of approval. The approvals must be delivered to the Treasurer/Secretary and filed in the corporate records.
- c. Effective Date. Any action taken by the Board pursuant to this Section will be effective when all of the Directors have approved the written consent unless the consent specifies a different effective date.

2.10 Removal.

- a. The Board may remove any Director by a Majority Vote.

2.11 Presumption of Assent. If a Director is present at a meeting of the Board, he or she will be conclusively presumed to have assented to any corporate action taken at the meeting unless any of the following conditions is satisfied:

- a. His or her dissent was entered in the minutes of the meeting;
- b. He or she filed a written dissent to the action with the person acting as the secretary of the meeting before adjournment; or
- c. He or she forwarded such dissent by registered or certified mail to the Treasurer/Secretary immediately after the meeting adjourned (however, this right to dissent will not apply to a Director who voted in favor of an action).

2.12 Conflict of Interest.

- a. No Conflict Permitted. In the conduct of their service to BHRC, Directors, Officers (as defined in Article 3) and employees of BHRC shall behave ethically and in the best interests of BHRC and shall seek to avoid actual and potential conflicts of interest. The Board shall adopt a conflict of interest policy (the “**Conflicts Policy**”), as well as policies governing the ethical conduct of the Directors, Officers and employees of BHRC. Directors shall abstain from participating in any action of the Board if there is a threat to the independence of judgment created by any conflict of interest or if participation is likely to have a negative effect on public confidence in the integrity of the Board, as determined by the Board in accordance with the Conflicts Policy.
- b. Transactions Creating Conflicts. If a transaction is fair to BHRC, as determined by the Board in accordance with the Conflicts Policy, at the time it is authorized, approved, or ratified, the fact that any Director is directly or indirectly a party to the transaction is not grounds for invalidating the transaction.

- c. Proceedings. In a proceeding contesting the validity of a transaction on the grounds that it is unfair to BHRC due to a conflict of interest, the person asserting validity has the burden of proving fairness unless the material facts of the transaction and the Director's interest or relationship were disclosed or known to the Board or a committee consisting entirely of Directors, and the Board or committee authorized, approved, or ratified the transaction by the affirmative votes of a majority of disinterested Directors, even though the disinterested Directors did not constitute a quorum.
- d. Quorum; Voting. The presence of the Director who is directly or indirectly a party to the transaction described in Section 2.11.b, or a Director who is otherwise not disinterested, may be counted in determining whether a quorum is present but may not be counted when the Board or a committee of the Board takes action on the transaction.

2.13 Writings. For the purposes of this Article 2, writings can include electronic conveyances, such as emails and faxes.

2.14 Reimbursement of Expenses. Directors may be reimbursed for reasonable, actual, and necessary expenses incurred in connection with services performed for BHRC. Any such reimbursement for actual and necessary expenses shall be made pursuant to a Reimbursement Policy (the "**Reimbursement Policy**") adopted by the Board that meets the requirements of an "accountable plan" within the meaning of 26 C.F.R. §1.62-2(c)(2).

2.15 No Director Compensation. No Director shall receive from BHRC any compensation for his or her services to BHRC in his or her capacity as a Director.

ARTICLE 3 OFFICERS

3.1 Officers. The officers of BHRC (the “**Officers**”) shall include the Chair of the Board (the “**Chair**”), the Vice Chair of the Board (the “**Vice Chair**”), and the Secretary/Treasurer and be appointed by the Board by a Majority Vote.

3.2 Chair. The Chair shall preside over all meetings of the Board, shall be a voting ex-officio member of all committees (except for the Executive Committee, where the Chair is a member), and shall have such other authorities and duties as are delegated by, and may be delegated from time to time by, the Board or included in these Bylaws or the Articles.

3.3 Vice Chair. The Vice Chair shall assume the authorities and duties of the Chair in the absence of the Chair. The Vice Chair shall have such other authorities and duties as are delegated by, and may be delegated from time to time by, the Board or included in these Bylaws.

3.4 Secretary/Treasurer.

- a. The Secretary/Treasurer shall act as secretary of the Board; shall give, or cause to be given, all notices in accordance with the provisions of these Bylaws, or as required by law; shall supervise the custody of all records and reports and shall be responsible for the keeping and reporting of adequate records of all meetings of the Board; and shall perform such other duties as may be assigned from time to time by the Board.

The Secretary/Treasurer shall keep full and correct account of receipts and disbursements in the books belonging to BHRC, and deposit all moneys and other valuable effects in the name and to the credit of BHRC, in the bank or banks designated by the Board; shall dispose of funds of BHRC as may be ordered by the Board, taking proper vouchers for such disbursements, and must render to the Chair and the Board, whenever he, she or it may require, an account of all his or her transactions as Secretary/Treasurer and of the financial condition of BHRC; and shall perform other such duties as may be assigned from time to time by the Board.

3.5 Term. The Board may establish term limits for Officers.

ARTICLE 4 COMMITTEES

4.1 Permanent Committees. BHRC shall create and maintain an Executive Committee, Internal Affairs Committee, and External Affairs Committee. The Board shall appoint each member of these permanent committees. These committees may serve such purposes and perform such other functions as may be assigned by the Board from time to time. The designation of a committee and the delegation thereto of such authority shall not operate to relieve the Board or any individual Director of any responsibility imposed by law.

- a. Executive Committee. The Executive Committee addresses issues as they arise and may authorize actions on behalf of the Board. It may gather during the months that the Board does not meet or as otherwise needed. The Executive Committee consists of the Chair, Vice Chair, Secretary/Treasurer, and one Director from each county not represented by an Officer. Each non-Officer Director member of the Executive Committee shall be appointed by a Majority Vote.
- b. Internal Affairs Committee. The Internal Affairs Committee addresses nominations, finances, human resources, facilities, and other internal affairs. Each member shall be appointed by a Majority Vote.
- c. External Affairs Committee. The External Affairs Committee addresses governmental affairs, public relations, fundraising, marketing, and other external affairs. Each member shall be appointed by a Majority Vote.

4.2 Number of Members. Except for the Executive Committee, whose membership is described in Section 4.1.a, each committee shall contain the number of Directors deemed appropriate by a Majority Vote; provided, that each committee shall have two or more Directors and a majority of its membership shall be Directors, in accordance with the IL NFPC Act.

4.3 Powers. To the extent specified by the Board, each committee may exercise the authority of the Board in the management of BHRC; provided, however, that a committee may not:

- a. Adopt a plan for the distribution of the assets of BHRC or for dissolution;
- b. Fill vacancies on the Board or on any committees designated by the Board;
- c. Elect, appoint, or remove any Officer or Director or any member of any committee;
- d. Adopt, amend, or repeal these Bylaws or the Articles;
- e. Adopt a plan of merger or adopt a plan of consolidation with another corporation;
- f. Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property or assets of BHRC;

- g. Take any action inconsistent with any resolution or action of the Board when such resolution or action of the Board provides, by its terms, that it must not be amended, altered, or repealed by action of a committee; or
- h. Take any action inconsistent with these Bylaws or the Articles.

4.4 Quorum; Voting. Each committee will be responsible for establishing procedures related to quorum and voting, provided that such procedures shall comply with the IL NFPC Act.

4.5 Participation at Meetings by Conference Telephone. See Section 2.7.

4.6 Meetings of Committees. Each committee shall determine the time and place of meetings and the notice required therefore, provided that such determination shall comply with the IL NFPC Act.

4.7 Informal Action. Except for the Executive Committee, any action required to, or which may, be taken at a meeting of a committee may be taken without a meeting if it is consented to in writing by the all of the committee members.

4.8 Chair. The Board shall appoint one member of each committee to be the chair of the committee. The Chair of the Board (and in his or her absence, the Vice Chair of the Board, followed by the Secretary/Treasurer) shall chair the Executive Committee.

4.9 Term; Vacancies.

- a. Term. Each member of a committee and each non-Officer member of the Executive Committee will remain on that committee until such time as the Board determines when appointing such member to that committee. Upon ceasing to be a Director, a committee member shall automatically cease to be a committee member as well, unless otherwise provided by the Board.
- b. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the manner provided for in Section 4.1 of these Bylaws.

4.10 Comprehensive Economic Development Strategy (CEDS) Committee. BHRC shall create and maintain a permanent CEDS Committee. The CEDS Committee is responsible for informing the CEDS update process, reviewing projects and programs for inclusion within the CEDS, and making CEDS-related recommendations to the Board. Committee members will adhere to guidelines established by the Board and the federal Economic Development Administration. CEDS Committee membership shall be determined by the Executive Director, in consultation with the Board.

ARTICLE 5

COMMISSIONS; ADVISORY BODIES

The Board may by a Majority Vote create, and appoint Directors and/or non-Directors to, a commission, advisory body or other such body, which body may not act on behalf of BHRC or bind it to any action but may make recommendations to the Board or the Officers. The Board shall adopt a charter that includes the mission, guidelines for membership, incorporates the Conflicts Policy of BHRC, and rules for governance not inconsistent with these Bylaws for any commission or advisory body formed pursuant to these Bylaws. Each commission or advisory body shall keep regular minutes of its meetings and report the same to the Board when required. To the extent such minutes are posted publicly pursuant to Section 2.4 or Section 7.4, any redactions shall be limited to information exempt from disclosure pursuant to FOIA or other applicable laws.

ARTICLE 6 EXCULPATION; INDEMNIFICATION

- 6.1 Limitation of Liability. To the fullest extent of the law, any person who was or is a Director or Officer, or who is or was serving at the request of BHRC as a director or officer of another corporation, partnership, limited liability company, joint venture, trust, or other enterprise (each, a “**Designated Person**”), shall not be personally liable to BHRC if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of BHRC, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. No Director or Officer serving without compensation, other than reimbursement of actual expenses, shall be liable, and no cause of action may be brought, for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such Director or Officer unless the act or omission involved willful or wanton conduct.
- 6.2 Actions Other Than by or in the Right of BHRC. Any person who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of BHRC), by reason of the fact that he or she is or was a Designated Person, shall be indemnified and held harmless by BHRC against all expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of BHRC, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, and such indemnification shall inure to the benefit of his or her heirs, executors and administrators.
- 6.3 Actions by or in the Right of BHRC. Any person who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by or in the right of BHRC to procure a judgment in its favor by reason of the fact that such person is or was a Designated Person, shall be indemnified and held harmless by BHRC against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of BHRC, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to BHRC, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and

reasonably entitled to indemnity for such expenses as the court shall deem proper, determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

6.4 Indemnification Where Party Has Been Successful in Defense of Action. To the extent that a present or former Designated Person has been successful, on the merits or otherwise, in the defense of any action, suit, or proceeding referred to in Section 6.2 or Section 6.3, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith, if that person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of BHRC.

6.5 Procedure for Indemnification. Any indemnification under Section 6.2, Section 6.3, or Section 6.4 shall be made by BHRC only as authorized in the specific case, upon a determination that indemnification of a present or former Designated Person, is proper in the circumstances because such person has met the applicable standard of conduct set forth in this Article 6 and the IL NFPC Act. Such determination shall be made with respect to such person who is a Designated Person of BHRC at the time of the determination:

- a. By a Majority Vote of the Directors who are not parties to such action, suit, or proceeding, even though less than a quorum,
- b. By a committee of such Directors, even though less than a quorum, designated by a Majority Vote of such Directors, or
- c. If there are no such Directors, or if such Directors so direct, by independent legal counsel in a written opinion.

6.6 Insurance. BHRC may purchase and maintain insurance on behalf of any person who is or was a Director or Officer, employee, or agent of BHRC or a Designated Person, against any liability asserted against him or her and incurred by him or her in such capacity, or arising out of his or her status as such, whether or not BHRC would have the power to indemnify him or her against such liability under the provisions of this Article 6.

6.7 Advancement of Expenses. Expenses (including attorneys' fees) incurred by any Director or Officer entitled to indemnification pursuant to Section 6.2 in defending an action, suit or proceeding shall be paid by BHRC in advance of the final case, upon receipt of an undertaking by or on behalf of the person to repay such amount, if it shall ultimately be determined that he or she is not entitled to be indemnified by BHRC pursuant to this Article 6. Such expenses (including attorneys' fees) incurred by former Directors and Officers, employees, and agents of BHRC or a Designated Person may be so paid upon such terms and conditions, if any, as the Board deems appropriate.

6.8 Employees and Agents. Persons who are not covered by the foregoing provisions of this Article 6 and who are or were employees or agents of BHRC, or who are or were serving at the request of BHRC as employees or agents of another corporation, partnership, joint venture, trust or other enterprise, may be indemnified to the extent authorized at any time or from time to time by the Board.

ARTICLE 7

BOOKS; RECORDS; REPORTING

7.1 Corporate Records. BHRC must maintain the following books and records at its registered office or principal place of business:

- a. Accurate and complete books and records of account;
- b. The original copy of its Bylaws including all amendments and alterations and any other corporate documents;
- c. The minutes of the proceedings of the Board, any committees established by the Board, or any commissions or advisory bodies established by the board;
- d. All documents relating to BHRC's tax status;
- e. Recent annual reports;
- f. Copies of BHRC's recent newsletters, journals, or other publications;
- g. Financial statements; and
- h. All payroll and other personnel records relating to employment.

7.2 Right of Inspection.

- a. General Right of Inspection. Any Director may examine and make copies of the books and records related to any of the proceedings of the Board provided that he or she has a proper purpose for doing so. This inspection must take place at a mutually agreed upon time.
- b. Inspection by Agents. A Director's agent or attorney may be afforded the same right provided under Section 7.2.a.

7.3 Annual Audits. BHRC shall conduct an annual audit performed by a certified public accountant in accordance with generally accepted accounting procedures. Such audit shall be made available to the public by posting on BHRC's publicly-accessible website.

7.4 FOIA. To the extent BHRC (a) negotiates on behalf of a governmental entity, or (b) enters into any agreement to receive grants from a governmental entity, BHRC shall be considered a contractor performing a governmental function on behalf of the other organization in accordance with FOIA.

7.5 Performing a Government Function. To the extent BHRC (a) negotiates on behalf of a governmental entity, or (b) enters into any agreement to receive grants from a governmental entity, BHRC shall be considered a contractor performing a governmental function.

ARTICLE 8 MISCELLANEOUS

8.1 Office. The principal office of BHRC will be located in Rock Falls, Illinois.

8.2 Checks; Drafts; Notes; Etc.

- a. Signatures on Instruments. All checks, drafts, or other orders for the payment of money and all notes or other evidences of indebtedness issued in the name of BHRC must be signed by at least one (1) individual who has been given signatory authority by the Board.
- b. Absence of Board Determination. In the absence of such determination by the Board, such instruments must be signed by the Secretary/Treasurer.

8.3 Fiscal Year. The fiscal year of BHRC will end on the close of the last day of March of each year.

8.4 Delivery of Notice. Any notices will be considered to be “delivered” when any of the following occurs:

- a. Notice is transferred or presented to the proper party;
- b. Notice is deposited in the United States mail with proper postage and is addressed to the proper party at his, her, or its address as it is listed in the records of BHRC, or any other contact information appearing in the records of BHRC; or
- c. Notice is transmitted by electronic means such as email or any other method that is authorized in these Bylaws or the Articles.

8.5 Execution of Documents.

- a. Board Resolution. All Major Contracts entered into or issued in the name of or on behalf of BHRC, including any loans or other evidence of indebtedness, must be authorized or ratified by a resolution of the Board.
- b. Instruments. Except as otherwise provided by law, all checks, drafts, promissory notes, and other evidence of indebtedness issued in the name of BHRC and all contracts, deeds, mortgages, and other instruments executed in the name of and on behalf of BHRC must be executed and attested by such Officer or Officers, or agent or agents, of BHRC and in such manner as shall periodically be determined by resolution of the Board, and in each case by at least one (1) individual who has been given signatory authority by the Board.

8.6 Gifts. The Board may accept on behalf of BHRC any contribution, gift, bequest, or devise for the general purposes or for any special purpose of BHRC, including raising and accepting funds from private donors to support its natural resources conservation,

community and economic development, and planning efforts, as well as other operations.

8.7 Loans to Management. BHRC will not make loans to any of its Directors, Officers or employees, except for the advancement of expenses accrued in the ordinary course of business, in support of BHRC's purposes, or pursuant to Section 6.7.

8.8 Nondiscrimination. BHRC's Directors, Officers, and employees will provide an environment that is free from discrimination in employment opportunities because of race, color, religion, creed, national origin, ancestry, disability, gender, sexual orientation, or age.

8.9 Construction. If any portion of these Bylaws is found to be invalid or inoperative, then so far as is reasonable and possible:

- a. The remainder of these Bylaws will be considered valid and operative; and
- b. Effect will be given to the intent manifested by the portion held invalid or inoperative.

8.10 Effective Date. These Bylaws will be effective upon approval by the Board.

ARTICLE 9 AMMENDMENTS

These Bylaws may be altered, amended, or repealed, and new bylaws may be made and adopted by a Majority Vote (except for provisions that require a higher percentage, as called for in these bylaws or otherwise required). However, no such amendment may eliminate or modify any provisions of the Articles that are required by law.

ARTICLE 10 DISSOLUTION

- 10.1 Events of Dissolution and Procedures. BHRC shall be dissolved upon the occurrence of either of the following events:
- a. The approval of the dissolution of BHRC by an affirmative vote of two-thirds (2/3) of the Directors then in office (a **“Supermajority Vote”**) or
 - b. If required by law.
- 10.2 Procedures upon Dissolution. Upon the dissolution of BHRC, the Board shall follow any procedures required at the time by the IL NFPC Act. In addition, the procedures for dissolution may require other procedures, not inconsistent with the foregoing, that may be appropriate under the circumstances. No dissolution shall take effect until BHRC has made adequate provision for the payment of any outstanding bonds, notes, or other obligations.
- 10.3 Distribution of Assets upon Dissolution. Upon the dissolution of BHRC, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government within the State, solely for a public purpose. In no event shall any such assets or property be distributed to any Director, Officer, or any private person. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of BHRC is then located.