

BYLAWS OF THE  
Illinois Association of Problem-Solving Courts  
adopted 2023

Article I: CORPORATION

1. Principal Office: The principal office for the transaction of business of the corporation is 1643 North Alpine Road #247, Rockford, Illinois, or as determined from time to time by the Board of Directors. The Board of Directors may at any time or from time to time change the location of the principal office from one location to another in the State of Illinois.

2. Fiscal Year: The corporation's fiscal year shall commence January 1st and end December 31st.

3. Purpose: The corporation is organized for the purpose of promoting problem-solving courts, and the purpose may from time to time be amended by the Board of Directors, including but not limited to charitable, educational, and scientific purposes, such as the making of distributions to organizations that qualify as exempt organizations under Section 50(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article II: MEMBERS

1. Membership: This corporation shall have one class of member, as defined in the Illinois General Not For Profit Corporation Act of 1986, 805 ILCS 105/ *et seq.* Any person dedicated to the purposes of this corporation shall be eligible for membership upon approval by the Board of Directors.

2. Other Participants: Other participants shall be Associates. Associates shall be allowed to attend meetings. Associates must gain approval of the Board of Directors to obtain said status, which may be revoked by the Board of Directors in their sole and subjective discretion.

3. Dues, Fees and Assessments: This corporation shall not charge dues, fees, nor assessments for membership.

4. Good Standing: Those members who have not resigned, been suspended, nor expelled, shall be members in good standing.

5. Termination, Expulsion, or Suspension of Membership:

a. Termination: Membership (including Associate membership) shall terminate on occurrence of any of the following events:

i. Resignation of the member, on reasonable notice to the corporation;

ii. Death of the member;

iii. Failure of the member to satisfactorily participate in some activity of the corporation within a two-year period, in the exclusive and subjective determination of the Board; or

iv. Occurrence of any event that renders the member ineligible for membership or failure to satisfy membership qualifications in the exclusive and subjective determination of the Board.

b. Expulsion or Suspension: A member may be expelled or suspended, based on the good faith determination by a majority vote of the Board of Directors. A determination must be made that the member has failed in a material and serious degree to observe and promote the purposes and interests of the corporation or has demonstrated actions or behavior that brings the corporation into disrepute. A person whose membership is suspended shall not be a member during the period of suspension.

c. Procedure: If grounds appear to exist for expulsion of a member, the following procedure shall be followed:

i. The member shall be given at least fifteen (15) days prior written notice of the place, date, and time, of the hearing on the proposed expulsion or suspension, along with the reason for the proposed expulsion or suspension. The notice shall be sent by certified mail or by email to the member's last physical or email address as shown in the corporation's records.

ii. The member shall be given an opportunity to be heard, either orally or in writing, at the hearing. The hearing shall be held in person or by videoconference in the sole discretion of the Board of Directors.

iii. The Board of Directors shall decide by majority vote after the hearing whether or not the member should be suspended, expelled, or sanctioned in some other way.

iv. Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or termination.

5. Meetings of Members:

a. Location: Meetings of the members shall be held at any place inside or outside the State of Illinois designated by the Board of Directors.

b. Annual Meeting: An annual meeting of members shall be held at a time, date, and place, fixed by the Board of Directors, of which the Board of Directors shall notify the members by notice on the corporation's website. The meeting may be held by videoconference in sole discretion of the Board of Directors.

ARTICLE III: BOARD OF DIRECTORS

1. Number of Directors: The Board of Directors shall consist of a minimum of nineteen (19) Directors and shall be not more than twenty-four (24) Directors. The Board of Directors shall use its best efforts to elect Board Members from the following backgrounds as follows:

a. ALL members of the Board of Directors shall be individuals who are associated with a particular Problem-Solving Court in Illinois or with the Problem-Solving Court movement in Illinois;

b. At least one (1) member of the Board of Directors should be a consumer;

c. At least six (6) members of the Board of Directors should be professionals in Problem-Solving Courts or criminal justice diversion programs;

d. A balance among individuals from the criminal justice system, the mental health system, treatment providers, and Problem-Solving Courts, should be maintained in the Board of Directors. A balance should also be maintained with respect to geographic diversity, as well as problem solving court roles;

e. The Illinois Association of Problem-Solving Courts expects the primary interest of all board members to be that of the organization's mission. Therefore, conflicts of interest shall be avoided. Conflicts of interest may include but are not limited to economic self-interests, legal self-interests, and organizational interests. In the event that any unexpected conflict of interest arises as it relates to the business of the Board, the respective member shall promptly acknowledge the conflict and recuse himself/herself from all aspects of Board discussion and decision making related to the conflict.

2. Quorum: A majority of the Directors of the Board of Directors shall constitute a quorum for the transaction of business.

3. Powers of Directors: Subject to the limitations of the Articles of Incorporation, other sections of the Bylaws, and of Illinois law, all corporate powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the Board of Directors. Without limiting the general powers, the Board of Directors shall have the following powers:

- a. To select, and remove, all the officers, agents, and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, the Articles of Incorporation, or the Bylaws, fix their compensation, and require from them security for faithful performance of their duties;
- b. To conduct, manage, and control the affairs of business of the corporation, and for that purpose to cause to be executed and delivered for the corporation's purposes, in the corporation's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities; and
- c. The Board of Directors may delegate the management of the day-to-day operation of the business of the corporation to the Executive Committee, provided that the business and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

4. Committees: The President or the Board of Directors may appoint by resolution such standing or temporary advisory committees of members for the conduct of the business of the corporation as the President or the Board of Directors shall deem proper. The members of such committees shall serve at the discretion of the President and of the Board. The committees shall have only such authority as is provided in the resolution creating them.

5. Election and Term of Office:

- a. The Board of Directors shall be self-generating by majority vote of the then-existing Board of Directors, and shall elect from the Directors the Officers of the corporation specified in Article V.
- b. The term of office of each of the Board of Directors shall be three (3) years and until a successor is elected.

6. Vacancies: Vacancies in the Board of Directors shall be filled by a majority vote of the remaining Directors then in office, even though less than a quorum, or by the sole remaining Director.

7. Place of Meeting: Regular meetings of the Board of Directors shall be held at any place, within or without the State of Illinois, that has been designated from time to time by the Board or by recorded verbal or written consent of all members of the Board. Special meetings of the Board may be held at any place agreed upon by the Board of Directors. Members of the Board may attend meetings in person or may participate in a meeting by means of video conference, telephone, or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

8. Special Meetings: A special meeting held by videoconference may be called at any time by a majority of the Board of Directors or by the President of the Board.

- a. A special meeting shall be called by written request, specifying the nature of the business proposed to be transacted, and transmitted to each member of the Board of Directors at their last known email address, as well as the corporate office.
- b. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board of Directors.
- c. No business other than the business specified in the notice of the special meeting may be transacted at a special meeting.

9. Regular Meetings: Regular meetings of the Board of Directors shall be held at such time and place as designated by resolution of the Board, and shall occur no fewer than three (3) times per calendar year. The annual meeting held pursuant to Section 11 below shall qualify as one regular meeting. Written notice by email to each Directors' last known email address as shown on the corporation's records shall be made by the secretary of the Board to the Board members at least seven (7) days prior to the time set for each regular meeting. Each member of the Board of Directors must attend at least half of the scheduled (both regular and special) meetings in each calendar year.

10. Action Without a Meeting: Any action by the Board of Directors may be taken without a meeting if all members of the Board consent in writing, or by electronic mail, or by recorded videoconferencing, to the proposed action of the Board of Directors.

11. Annual Meeting: The annual meeting of the Board of Directors of this corporation shall be held upon a date and time certain, which shall be decided upon by the Board of Directors. Written notice of the time and place of the annual meeting shall be delivered personally to each Board member, or sent to each Board member by electronic mail, facsimile, or certified U.S. mail. Notification of the meeting date, time and place shall be at least 25 days prior to the annual meeting.

12. Special meetings: Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President of the corporation or by any four (4) Directors.

13. Notice: Written notice of the time and place of special meetings of the Directors shall be given in the same manner as for regular meetings of the Directors.

- a. Waiver: The transactions of any meeting of the Board of Directors, however called and noticed, shall be as valid as though had at a meeting held after regular call and notice if:
  - i. a quorum is present; and
  - ii. either before or after the meeting each of the Directors not present signs a written waiver of notice, or a consent to holding the meeting, or approves of the minutes of the meeting. All the waivers, consents, or approvals shall be filed with the corporate records and be made a part of the minutes of the meeting.

14. Removal: A Director may be removed from office, for cause, by a vote of a majority of the Directors. Cause is defined as conduct that works in a material and serious degree against the purposes and interests of the corporation, brings the corporation into disrepute, creates the potential for the appearance of impropriety, or constitutes an act of malfeasance or misfeasance.

15. Liabilities of Directors: No person who is now, or who later becomes, a Director of this corporation shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of the corporation shall look only to the assets of the corporation for payment.

#### Article IV: Executive Committee

1. Members of Executive Committee: The Executive Committee shall include the president, vice president, secretary, treasurer, and immediate past president. If the immediate past president is not available to serve, the President shall appoint another member of the Board to serve on the Executive Committee. Actions of the Executive Committee shall require the affirmative vote of at least 3 members.

2. Regular Meetings: The Executive Committee shall meet virtually or in person as directed by the President.

3. Power and Purpose: The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the business of the corporation between meetings of the Board.

4. Special Meetings: At the request of the president, or any two (2) members of the Executive Committee, the secretary shall immediately call a meeting of the Executive Committee, which may be held upon three (3) days notice given to each member of the Committee by mail, telephone, facsimile, or electronic mail. The purpose of the meeting shall be stated in the notice. A special meeting may be held on shorter notice if all members of the Executive Committee consent in writing.

5. Minutes: The Committee shall keep regular minutes of its proceedings and report the same to the Board from time to time as the Board may require. The original or a copy of the minutes, certified by the Committee's chairperson or such other person as he/she designates, shall be delivered to the secretary of the corporation for placement in the corporation's records.

#### Article V: OFFICERS

1. Officers: The officers of this corporation shall be a president, vice-president, secretary, and treasurer, and such other officers as the Board of Directors may appoint. The same individual may not simultaneously hold more than one (1) office. Officers must attend at least half of the scheduled (both regular and special) meetings in each calendar year.

2. Election: The board of Directors shall elect all officers of the corporation for terms of one (1) year or until their successors are elected and qualified.

3. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification, or other causes shall be filled by the Board of Directors.

4. President: Subject to the control of the Board of Directors, the president shall have general supervision, direction and control of the business and affairs of the corporation. The president shall preside at all meetings of the Directors and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

5. Vice-President: The vice-president shall serve as assistant to the president and shall, in the event of the president's absence, incapacity, withdrawal, or removal, assume the powers and duties of the president with respect to the general supervision, direction and control of the business and affairs of the corporation.

6. Secretary: The secretary shall keep a full and complete record of the proceedings of the Board of Directors, shall keep the seal of the corporation and affix it to such papers and instruments as may be required in the regular course of business, shall make service of such notices as may be necessary or proper, shall supervise the keeping of the records of the corporation, and shall discharge such other duties of the office as prescribed by the Board of Directors.

7. Treasurer: The treasurer shall keep a full and complete record of all funds of the corporation and deposit them in the bank or banks that may be designated by the Board of Directors. Those funds shall be paid out only on checks of the corporation signed, with two signatures, by the president and treasurer or by such officers and employees as may be designated by resolution of the Board of Directors authorizing their signatures. The treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

8. Succession: In the absence or disability of the president, the order of succession shall be as follows: The vice-president, or in his/her absence or disability, the secretary, or in his/her absence or disability, the treasurer shall serve as the interim president and in so acting shall have all the duties of the president. The interim president shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

#### Article VI: RECORDS AND REPORTS

1. Corporate Records: The corporation shall keep:

- a. Adequate and correct books and records of account;
- b. Written minutes of the proceedings of its Board and advisory committees;
- c. A record of each Director's name, address and email address; and
- d. A record of all Members' email addresses.

2. Maintenance and Inspection of Articles and Bylaws: The corporation shall keep at its principal office the original or a copy of the Articles of Incorporation and Bylaws, as amended to date, which shall be open to inspection by the Directors at all reasonable times during office hours.

3. Inspection by Directors: Every Director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind and physical properties. The inspection may be made in person by the Director or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

4. Annual Report: The Board shall prepare an annual report within ninety (90) days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

- a. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- b. The principal changes in assets and liabilities, including trust funds;
- c. The revenue or receipts of the corporation both unrestricted and restricted to particular purposes;
- d. The expenses or disbursements of the corporation for both general and restricted purposes;
- e. Any information required by Article V, Section 6 of these Bylaws.

f. The annual report shall be accompanied by the certificate of an authorized officer of the corporation that to best of that officer's knowledge and belief, such statements were prepared without audit from the corporation's books and records; and

- g. Any transaction in which the corporation, its parent, or its subsidiary was a party.

5. Annual Report Filing: The Board shall cause an annual report to be filed with the Secretary of State prior to the first day of the anniversary month of the corporation. Said report shall be on forms prescribed by the Secretary of State pursuant to the Illinois General Not For Profit Corporation Act of 1986, 805 ILCS 105/114.05.

6. Limitation of Earnings: No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organizations 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 the purpose clause hereof. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

7. The corporation shall not participate, or intervene in (including but not limited to the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. No Director of the corporation shall do so in a manner that implicates the corporation in the activity. Upon agreement of a majority of the Board of Directors, the President of the Board of Directors may comment on proposed or enacted laws and regulations and their effect on problem solving courts.

#### Article VII: INDEMNIFICATION

1. Definitions: For the purposes of the Article VII, agent means any person who is or was a director, officer, employee, or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another foreign or domestic corporation or of another enterprise at the request of that predecessor corporation;

a. "Proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative;

b. "Expenses" includes without limitation attorney's fees and any expenses of establishing a right to indemnification under Section 4 of this Article VII.

2. Indemnification if Actions by Third Parties: The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under the Illinois General Not For Profit Corporation Act of 1986 805 ILCS 105/108.75(a), or brought by the Attorney General (or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust), by reason of the fact that person is or was an agent of the corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with that proceeding if that person acted in good faith and in a manner that person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding had no reasonable cause to believe the conduct of that person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

3. Indemnification in Actions by or in the Right of the Corporation: The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the corporation, or brought under the Illinois General Not For Profit Corporation Act of 1986 805 ILCS 105/108.75 (b), or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that the person is or was an agent of the corporation, against expenses actually and reasonably incurred by that person in connection with the defense or settlement of that action if the person acted in good faith, in a manner such person believed to be in the best interests of the corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3:

a. in respect of any claim, issue, or matter as to which that person shall have been adjudged to be liable to the corporation in the performance of that person's duty to the corporation, unless and only to the extent that the court in which the proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses which the court shall determine;

b. of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; nor

c. of expenses incurred in defending a threatened or pending action, which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

4. Indemnification Against Expenses: To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in Section 2 or 3 of this Article VII or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

5. Required Determinations: Except as provided in Section 4 of this Article VII any indemnification under this Article VII shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 2 or 3 of this Article VII, by either:

a. a majority vote of a quorum consisting of Directors who are not parties to the proceeding; or

b. the court in which the proceeding is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not the application by the agent, attorney, or other person is opposed by the corporation.

6. Advancement of Expenses: Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of the proceeding upon receipt of any undertaking by or on behalf of the agent to repay that amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article VII.

7. Other Indemnification: No provision made by the corporation to indemnify its Directors or Officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of members or Directors, an agreement, or otherwise, shall be valid unless consistent with this Article VII. Nothing contained in this Article VII shall affect any right to indemnification to which persons other than such Directors and officers may be entitled by contract or otherwise

8. Indemnification Not Permitted: No indemnification or advance shall be made under this Article VII, except as provided in Section 4 or 5b. in any circumstances in which it appears that:

a. it would be inconsistent with the provision of the Articles, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification, or

b. it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

9. Insurance: The corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in that capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against liability under the provisions of this Article VII, provided, however, that a corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Illinois General Not For Profit Corporation Act of 1986 805 ILCS 105/108.75(g).

#### ARTICLE VIII: ADMENDMENT OF BY-LAWS

Membership Rights Limitations: Subject to the rights of members under this Article, the Board may adopt, amend, or repeal these Bylaws, and adopt new Bylaws by the affirmative vote of at least three-quarters (3/4) of all the Directors, unless the action would materially and adversely affect the members' rights as to voting and in such event, a majority vote of the Members shall be required.

#### ARTICLE IX: DISSOLUTION

1. The Corporation shall be dissolved upon the occurrence of any of the following events:

- a. By the three-quarters (3/4) approval of the Board of Directors; or
- b. By the three-quarters (3/4) written agreement of all Members.

2. As soon as possible following the occurrence of any of the events specified in this Section I effecting the dissolution of the Corporation, the Board of Directors shall make the necessary arrangements to effectuate the dissolution of the Corporation in the manner prescribed by the Illinois General Not For Profit Corporation Act of 1986 805 ILCS 105/101.10.

3. Upon dissolution or winding up of the Corporation, its assets remaining after payment, or provisions for payment, of all debts and liabilities shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under 501(c)(3) of the Internal Revenue Code of the 1986 or corresponding provision of any future United States Internal Revenue Law.

#### ARTICLE X: MISCELLANEOUS

1. Authority Regarding Securities: The president, or such other offices as the Board of Directors may select for that purpose, are authorized to vote, represent, and exercise on behalf of this corporation all rights incident to any and all voting securities of any other corporation or corporations standing in the name of this corporation. The authority granted in these Bylaws to the officers to vote or represent this corporation arising from any voting securities held by this corporation in any other corporation or corporations may be exercised either by the officers in person or by any person authorized so to do by proxy or power of attorney duly executed by the officers.

2. Construction and Definitions: Unless the context requires to otherwise, the general provisions, rules of construction, and definitions in the Illinois General Not For Profit Corporation Act of 1986 805 ILCS 105/ *et seq.* shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.