



**BYLAWS OF**  
*Spudnik Press Cooperative*  
**AN ILLINOIS NOT FOR PROFIT CORPORATION**

**ARTICLE I**  
**GOVERNING LAWS AND PURPOSES**

1.01 Definition of Bylaws

These Bylaws constitute the code of rules adopted by Spudnik Press Cooperative (the "Corporation") for the regulation and management of its affairs.

1.02 Powers

The Corporation is organized exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code (the "Code"). The Corporation shall have such powers as are set forth in the Articles of Incorporation of the Corporation or as may be granted by the Illinois General Not For Profit Corporation Act of 1986 (the "Act"), or any successor legislation; provided that such powers may be exercised only consistently with its status as a corporation described in Section 501(c)(3) of the Internal Revenue Code, as from time to time amended.

1.03 Purposes

The purposes of the Corporation shall be:

- (a) To provide facilities and services available to artists who need a place to create or exhibit their original artwork, especially those who cannot obtain access to traditional printmaking facilities and exhibition spaces because of financial or other limitations.
- (b) To provide education in printmaking practices through uniting professional artists with a diverse community of emerging artists, established artists, youth, and adults.
- (c) To maintain an archive of contemporary fine art prints to be used for educational purposes.
- (d) To assist artists with the promotion and sale of their artwork.
- (e) To train volunteers to assist with policies of the Corporation;
- (d) To raise, and collect money to carry out the purposes of the Corporation;
- (e) To accept contributions, grants and gifts to carry out the purposes of the Corporation; and for any other lawful purpose intended to serve the stated purposes of the Corporation, consistent with the Corporation's Mission Statement as amended from time to time by the



Board of Directors provided that none of the purposes shall be inconsistent with maintaining the Corporation's status as an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any future U.S. Internal Revenue Law.

#### 1.04 Dissolution

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

### **ARTICLE II** **OFFICES AND AGENTS**

#### 2.01 Offices

The Corporation shall have and continuously maintain a Registered Office in the State of Illinois and a Registered Agent at such office. In addition, the Corporation may maintain other offices either within or without the State of Illinois.

### **ARTICLE III** **MEMBERSHIP**

#### 3.01 Eligibility for Membership

Application for voting membership shall be open to any individual that supports the purpose statement in Section 1.03. Membership is granted after completion and receipt of a membership application and annual dues.

#### 3.02 Annual Dues

The amount required for annual dues shall be \$75 each year, unless changed by a majority vote of the members at an annual meeting of the full membership. Continued membership is contingent upon being up-to-date on membership dues.

#### 3.03 Rights of Members

Each member shall be eligible to appoint one voting representative to cast the member's vote in association with elections.

#### 3.04 Resignation and Termination

Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of a quorum.



### 3.05 Non-voting Membership

The board shall have the authority to establish and define non-voting categories of membership.

## **ARTICLE IV** **MEETINGS OF MEMBERS**

### 4.01 Regular Meetings

Regular meetings of the members shall be held monthly, at a time and place designated by the President of the Corporation. At regular meetings, members shall vote on day-to-day operations, such as organization and supply of materials, planning exhibitions and special events, and space upkeep.

### 4.02 Annual Meetings

An annual meeting of the members will be held on a date on or before the last day of the fiscal year of the Corporation, the specific date, time, and location of which will be designated by the President. At the annual meeting the members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the corporation for the coming year.

### 4.03 Special Meetings

Special meetings may be called by the President, or a simple majority of the board directors. A petition signed by five percent of voting members may also call a special meeting.

### 4.04 Notice of Meetings

Printed notice of each meeting shall be given to each voting member, by mail or email, not less than two weeks prior to the meeting.

### 4.05 Quorum

The members present at any properly announced meetings shall constitute a quorum.

### 4.06 Voting

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

## **ARTICLE V** **BOARD OF DIRECTORS**

### 5.01 General Powers



The board is responsible for overall policy and direction of the corporation, and delegates responsibility of day-to-day operations to the staff and committees. No Director may act by proxy on any matter. The Board of Directors may delegate functions to officers, employees, committees or others but retains full authority over, and responsibility for, all such functions.

#### 5.02 Number of Directors

The number of Directors of the Corporation should not be fewer than five (5), nor more than ten (10). The permitted range of the number of Directors may be changed from time to time by amendment of these Bylaws; provided, however, the maximum number of permitted Directors shall not exceed the minimum number by more than five (5), and the minimum number of Directors shall never be fewer than three (3)."

#### 5.03 Qualifications and Obligations of Directors

Each Director must be eighteen (18) years old. A Director need not be a resident of Illinois. The Board of Directors may, from time to time, set required or suggested obligations of Directors regarding their participation in the Corporation's activities including the development of financial and other resources.

#### 5.04 Terms of Directors

At each Annual Member Meeting, Directors shall be elected for concurrent two (2) year terms. Each Director shall continue in office for the term for which elected and until a successor has been elected and qualified. At each annual meeting, approximately half (1/2) of the total directors shall be elected for a term of two (2) years to fill the vacancies created by the expiration of the term of office of those directors theretofore elected. All board members are eligible for re-election for up to five consecutive terms.

#### 5.05 Election Procedures

A Board Development Committee shall be responsible for nominating a slate of prospective board members representing the associations diverse constituency. In addition, any member can nominate a candidate to the slate of nominees. All nominations must be given to the Board of Directors at least one month prior to the vote. All members will be eligible to send one representative to vote for each candidate. Elections shall take place by secret ballot at the annual meeting. Directors will be elected by a simple majority of members present at the annual meeting.

#### 5.05 Resignation of Directors

A Director may resign at any time by written notice delivered to the Board of Directors, the President or Secretary of the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a certain date. The pending vacancy may be filled before the effective date, but the successor shall not take office prior to such effective date.

#### 5.06 Removal of Director



A Director may be removed if (I) the member fails to attend three (3) consecutive meetings of the board of directors without cause or without prior approval of the board of directors, or (ii) with or without cause, by the affirmative vote of a majority of the Directors then in office, at a special meeting of the Directors called for that purpose.

#### 5.07 Vacancies in the Board

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 Board of Directors. The new Director elected to fill a vacancy shall serve until the next Annual Meeting of the Corporation.

#### 5.08 Directors' Meetings

The Annual Meeting of the Board of Directors shall be held on a date on or before the last day of the fiscal year of the Corporation. Regular meetings will be held quarterly. The date of other regular and special meetings of the Board of Directors shall be set by the President or the majority of the board.

#### 5.09 Open Board Meetings

Board meetings shall be open to all members of the Corporation. Only directors shall vote at board meetings.

#### 5.09 Quorum of Directors

One-third (1/3) of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that at least one of such Officers be the President or Vice-President of the Board of Directors. If less than such a quorum is present at a meeting, a majority of the Directors present at such meeting may adjourn the meeting to another time without further notice. The act of the majority of the Directors present at any 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 the Articles of Incorporation or these Bylaws.

#### 5.10 Place of Directors' Meetings

Meetings of the Board of Directors, regular or special, shall be held at the registered office of the Corporation or at any other place within or without the State of Illinois, as the President designates by written notice to the Board of Directors or as the Board of Directors designates by resolution duly adopted.

#### 5.11 Notice of Directors' Meeting

- (a) Meetings of the Board of Directors shall be held upon written or electronic notice to the Board of Directors from the President or the Board of Directors, stating the place, day and time of such meeting. Such notice shall be delivered to each Director at least two (2) weeks in advance, either personally, by mail or electronically. Any Director may waive notice of any meeting.



- (b) Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except when 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 of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by some provision of these Bylaws.

#### 5.12 Compensation

No Director or Officer of the Corporation, except for the Executive Director, shall receive, directly or indirectly, any salary, wages or compensation in his or her capacity as Director or Officer, but may receive reimbursement of reasonable and necessary expenses advanced on behalf of the Corporation.

#### 5.13 Action Without a Meeting

Any action required to, or which may, be taken at a meeting of the Board of Directors or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors. Action which requires a vote of the board may be voted in writing and delivered by postal service or electronic mail to the Executive Director or President of the board.

#### 5.14 Committees of the Board

- (a) The Board of Directors may from time to time create one or more committees. The President shall appoint Directors or such other persons as may be designated, to serve on a committee. Each committee shall have two or more Directors. Each member of a committee shall continue to serve until the next Annual Meeting of the Board of Directors, and may be reappointed to additional terms. Any member of any committee may be removed by the President whenever in the judgment of the President the best interests of the Corporation shall be served by such removal. One member of each committee shall be appointed chair thereof.
- (b) Unless the appointment by the Board requires a greater number, a majority of any committee shall constitute a quorum, and a majority of committee members present and voting at a meeting at which a quorum is present is necessary for committee action. A committee may act by unanimous consent in writing without a meeting and the committee by majority vote of its members shall determine the time and place of meetings and the notice required therefore. Such consents may also be given electronically.
- (c) The Board may delegate to a committee specific and prescribed authority of the Board and each committee may exercise the authority of the Board provided, however, a committee may not:



- (1) Adopt a plan for the distribution of the assets of the Corporation, or for its dissolution;
  - (2) Fill vacancies on the Board or any of its committees;
  - (3) Elect, appoint or remove any Officer or Director or member of any committee, or fix compensation of any member of a committee;
  - (4) Adopt, amend or repeal these Bylaws or the Articles of Incorporation of this Corporation;
  - (5) Adopt a plan of merger or adopt a plan of consolidation with another corporation, or authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the Corporation; or
  - (6) Amend, alter, repeal or take action inconsistent with any resolution or action of the Board of Directors unless the resolution or action of the Board of Directors provides by its terms that it may be amended, altered or repealed by action of a committee.
- (d) The Board of Directors may create and appoint persons to a commission, advisory group or other such body which may or may not have Directors as members, which body may not act on behalf of the Corporation or bind it to any action but may make recommendations to the Board of Directors or to the officers.

## **ARTICLE VI** **OFFICERS**

### 6.01 Roster of Officers

The Officers of the Corporation shall consist of the following:

1. a President;
2. a Vice President;
3. a Treasurer;
4. a Secretary; and
5. such other Officers as the Board shall determine.

Two or more offices may be held by the same person, except one person may not serve simultaneously as President and Secretary.

### 6.02 Selection of Officers

Each of the Officers of the Corporation shall be elected annually, shall be an active member of the Corporation and shall remain in office until a successor to such office has been elected and qualified. Such election will take place at the Annual Meeting of the Board of Directors.



### 6.03 President

The President shall be the principal executive officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation. The President shall further perform all other duties incident to such office and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board of Directors.

### 6.04 Vice Presidents

The Vice President(s) (or one of them) elected by the Board of Directors shall perform all duties and exercise all powers of the President when the President is absent or otherwise unable to act. In addition, the Vice President(s) shall perform such other duties as may be prescribed from time to time by the Board of Directors.

### 6.05 Secretary

The Secretary shall keep minutes of all meetings of the Board of Directors, shall be the custodian of the corporate records, and generally shall perform all other duties incident to such office and such other duties as may be prescribed from time to time by the Board of Directors. In addition, the Secretary shall have the authority to certify the Bylaws, resolutions of the Board of Directors and committees thereof, and other documents of the Corporation as true and correct copies thereof.

### 6.06 Treasurer

The Treasurer shall assist in the preparation of reports, accountings, and the budget to the Directors as required by the Board, help develop fundraising plans, and make financial information available to board members and the public, and shall perform all other duties incident to such office and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board of Directors.

### 6.07 Executive Director

The Board of Directors may appoint an Executive Director to handle and carry out the day-to-day operations of the Corporation, subject to the control and supervision of the Board of Directors. The Executive Director shall perform all duties incident to such office and such other duties as may be provided by these Bylaws or as may be prescribed from time to time by the Board of Directors. The Executive Director shall have charge and custody of all funds of the Corporation, shall deposit the funds as required by the Board of Directors, shall keep and maintain adequate and correct records and accounts of the Corporation's properties and business transactions. The Executive Director will attend all Board meetings, report on the progress of the organization, answer questions of the board members and carry out duties described in the job description. The Executive Director's compensation shall be determined by the Board of Directors.

### 6.08 Removal of Officers

Any Officer may be removed by an affirmative vote of a majority of the Board of Directors then in office, exclusive of such Officer, with or without cause, whenever in their judgment the best interests of the Corporation will be served by such removal.



## ARTICLE VII INDEMNIFICATION OF EMPLOYEES AND AGENTS

### 7.01 Claim Brought By Third Party

The Corporation may, but is not required 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, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against 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 the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or 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 in which he or she reasonably believed to be in or not opposed to the best interests of the Corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

### 7.02 Claim By or in the Right of the Corporation

The Corporation may, but is not required 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 or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, 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 the Corporation, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall be adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation, 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.

### 7.03 Successful Defense

To the extent that a present or former Director, Officer, employee or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections 6.01 or 6.02 of these Bylaws, or in the 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 the Corporation.

#### 7.04 Determination of Conduct

Any indemnification under Sections 7.01 or 7.02 of these Bylaws (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the Director, Officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in said Sections 6.01 or 6.02. Such determination shall be made by a majority vote of the Board of Directors who were not parties to such action, suit or proceeding, even though less than a quorum, and if there are no such directors, by independent legal counsel.

#### 6.05 Insurance

The Corporation may, but is not required to, purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation or who is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against liability under the provisions of this Article VI.

### **ARTICLE VIII** **OPERATIONS**

#### 8.01 Fiscal Year

For accounting, tax and related purposes, the Corporation shall operate, and its records shall end, on December 31 of each year.

#### 8.02 Execution of Documents

The Board of Directors may authorize any Officer or Officers or agent or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. In the absence of such determination by the Board of Directors, such documents shall be signed by the Treasurer and countersigned by the President.

#### 8.03 Books and Records

The Corporation shall keep correct and complete books and records of account and of the activities of the Corporation, including the Articles of Incorporation, these Bylaws and minutes of the proceedings of the Board of Directors and any committee of the Board of Directors, which books and records shall be kept at the Corporation's principal office or at such other place as the Board of Directors shall from time to time determine.



8.04 Inspection of Books and Records

All books and records of the Corporation may be inspected by a Director, or his or her agent or attorney, for any purpose at any mutually agreed upon time.

8.05 Not For Profit Operation

The Corporation will not have or issue shares of stock. No dividend shall be paid, and no part of the money, property or other assets of the Corporation will be distributed to its Directors or Officers. However, the Corporation may pay compensation in a reasonable amount to Officers or Directors for actual services rendered, other than as an Officer or Director, with the exception of the Executive Director, who may be compensated as such.

8.06 Loans to Management

The Corporation shall make no loans to any of its Directors or Officers.

8.07 Gifts

The Officers or Board of Directors may accept on behalf of the Corporation any contributions, gifts, bequests or devises for the general purpose or for any specific purpose of the Corporation.

**ARTICLE IX**  
**AMENDMENTS**

9.01 Amendment of Bylaws

The affirmative vote of a majority of the Board of Directors then in office is required to amend, repeal, alter or adopt new Bylaws. Such action may be taken at a regular or special meeting provided written notice of the purpose shall be given prior to said meeting, or by written or electronic consent. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with the Act, law or the Corporation's stated purpose.

**CERTIFICATION**

These bylaws were approved at a meeting of the board of directors by a unanimous vote.

DATE: September 29, 2021

AUTHORIZED SIGNATURE: *Elizabeth Burke-Dain*

TITLE: Secretary of the Board of Directors