

Article I – Name and Affiliation

1.1 The name of this organization shall be the Jane Austen Society of North America – Greater Chicago Region, hereinafter referred to as “GCR”.

1.2 GCR is a regional chapter of the Jane Austen Society of North America, hereinafter referred to as “JASNA”, a nonprofit corporation. GCR agrees to be subject to the bylaws and practices adopted by the JASNA Board of Directors.

Article 2 – Purpose

2.1 GCR is organized and operated under the JASNA’s charitable exemption within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (as amended) or the corresponding provision of any future internal revenue law.

2.2 The specific purpose and mission of GCR are the same as those of JASNA: to promote discussion and encourage the exchange of ideas among readers who enjoy the works of Jane Austen and to foster appreciation for her artistic genius, life, world, legacy and influence.

Article 3 – Membership

3.1 Membership in GCR is open to any person interested in the purpose and mission of GCR.

3.2 Qualifications for membership: The members of GCR shall consist of members that are concurrently members of the parent organization, JASNA, and agree to abide by the bylaws of JASNA and GCR.

3.3 Voting Rights: Each member in good standing shall be entitled to cast one vote in respect to those matters brought by the GCR Board of Directors for action or approval. There shall not be any voting of members by proxy. Votes may be taken by voice, by show of hands or by written ballot.

3.4 Membership Dues: All members shall pay annual membership dues to GCR in addition to any dues required by JASNA. GCR dues are set by the Board of Directors and are due and payable on or before September 1 for the next calendar year. National dues are set by JASNA and are paid directly to that organization.

3.5 Termination of Membership: The membership of each member of GCR shall be terminated upon the member’s death, resignation or by a failure to pay the annual dues once said dues are three months in arrears. Members terminated due to non-payment may reactivate their membership by the payment of all current dues.

Article 4 – Annual Meeting

- 4.1 The annual meeting of the membership shall be held in September of every year or such other time as the Board of Directors may announce in the notice of such meeting. Special meetings for any purpose may be called at any time by the Regional Coordinator or by a majority of the Board of Directors.
- 4.2 Notice of the Annual Meeting: Notice of the Annual Meeting and/or any special meetings shall be given to the members at least two (2) weeks in advance by mail and/or email. Such notices shall give the date, time and place of the meeting.
- 4.3 Quorum: Twenty (20) members shall constitute a quorum for the annual meeting or any special meetings, should a vote on any motion or election of board members be required.

Article 5 – Board of Directors

- 5.1 Powers: The Board of Directors of GCR shall supervise and control the business, assets and affairs of GCR, except as otherwise expressly provided by law or by the bylaws instituted by JASNA.
- 5.2 Number of Directors: The number of directors constituting the entire Board shall be set at eleven (11) as fixed by resolution of the Board. Subject to the foregoing, the number of directors may be determined by action of the majority of the Board of Directors. The number of directors may be decreased, but no decrease shall have the effect of shortening the term of any incumbent director.
- 5.3 Qualification of Directors: Every director must be a member in good standing in GCR and JASNA for a minimum of one year. Each director is selected for their knowledge of the charitable needs of GCR and shall serve without compensation except for any reasonable expenses incurred on GCR's behalf.
- 5.4 Nomination of Directors: The Board of Directors shall elect one director and an additional two members of GCR to serve on the Nominating Committee. The Nominating Committee shall accept written or email nominations of candidates from the general membership of GCR until sixty (60) days prior to the election of directors. At least thirty (30) days prior to the annual meeting the Nominating Committee shall submit to the Board of Directors a slate of candidates. The Board of Directors shall publicize this slate in the same manner and at the same time as the notification of the annual meeting. Nominations from the floor at the annual meeting shall also, with the consent of the candidate, be accepted.
- 5.5 Election of Directors: The members of the Board of Directors shall be elected by the voting members present at the annual meeting of the members. Directors shall be elected by a simple majority or plurality in the case of more than two candidates for the same office.
- 5.6 Term of Office: The directors shall be elected for two (2) year terms that shall begin at the close of the meeting at which they are elected. Directors shall serve no more than three (3) consecutive terms in the same position, or no more than a total of six (6) consecutive years.

5.7 Staggering of Terms: The terms of the directors shall be staggered. Five directors shall be elected in even years: Regional Coordinator, Treasurer, Membership Secretary, Program Director and one Member at Large.

Six directors shall be elected to one year terms in 2010 and thereafter elected in odd numbered years: Deputy Coordinator, Recording Secretary, Publicity Director, Publications Director, Education Outreach Director, and one Member at Large.

5.8 Duties: Directors are expected to attend all board meetings and events of GCR. Directors are expected to coordinate their activities with other directors and to maintain appropriate documentation of their activities on behalf of the organization.

5.9 Committees: Any member of the Board of Directors may at any time appoint committees consisting of directors or other members of GCR to assist with their prime organizational function. The Executive Committee may at any time appoint committees consisting of directors or other members for any purpose. All recommendations shall be non-binding and no committee shall have the authority to amend or repeal these bylaws, elect or remove any officer or director, or authorize dissolution of GCR.

5.10 Resignation: Any director may resign at any time by giving written notice to the Regional Coordinator of GCR. Written notification shall include email correspondence. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance as determined by the Regional Coordinator of GCR.

5.11 Removal: Any director may be removed from office, with or without cause, by a two-thirds vote of the remaining Board of Directors. Causes for removal include, but are not limited to:

a) Failure to attend three (3) consecutive regular meetings of the Board of Directors without a mitigating circumstance relayed to the Regional Coordinator.

b) Conviction of a felony or committing a material breach of his or her fiduciary duty.

c) Ceasing to be a member in good standing of either GCR or JASNA while in office as a director.

5.12 Vacancies: Vacancies shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term.

5.13 Board Meetings: The Board of Directors shall meet a minimum of four (4) times per year. Notice shall be provided to the directors at least two (2) weeks in advance by mail and/or email. Additional meetings may be called at the Regional Coordinator's discretion or by the agreement of three (3) directors. Any additional meetings called shall also require at least two (2) weeks advance notice. Any member of GCR in good standing may attend board meetings and participate in discussions but not vote.

5.14 Quorum and Voting: A quorum shall consist of a simple majority of the directors. Every act done or decision made by a majority of the directors present shall be regarded as the act of the Board of Directors, save where a two-thirds majority of the entire board is required elsewhere in these bylaws. Each director present is entitled to one (1) vote. Voting by proxy is not allowed.

Article 6 – Officers

6.1 Officers: The officers of GCR shall be the Regional Coordinator, Deputy Coordinator, Recording Secretary, and Treasurer. These four officers shall comprise the Executive Committee. Between meetings of the Board of Directors, the day-to-day affairs of GCR may be conducted by the Executive Committee.

6.2 Responsibility: All officers are subordinate and responsible to the Board of Directors.

6.3 Election of Officers: The officers of GCR are elected at the same time and in the same manner as the Board of Directors.

6.4 Resignation: Any officer may resign at any time by giving written notice to the Regional Coordinator. In the case of the Regional Coordinator's position, the resignation shall be tendered to the Deputy Coordinator of GCR. Written resignation shall also include email correspondence. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately. A resignation or removal shall terminate all authority of the officer.

6.5 Regional Coordinator: The chief executive and operating officer of GCR shall be the Regional Coordinator. Under Parliamentary rules, the Regional Coordinator is the President of GCR. Under the supervision of the Board of Directors, the Regional Coordinator shall have general charge of the business affairs of GCR. The Regional Coordinator shall preside at all meetings, may delegate duties to other directors and/or members and is an ex officio member of all committees. Along with the Treasurer, the Regional Coordinator is authorized to sign legal and financial documents and is an authorized signatory for all accounts holding the funds of GCR. The Regional Coordinator shall act as a liaison to JASNA by reporting on GCR's programs and activities to JASNA at the Annual General Meeting (AGM) and by keeping the GCR Board of Directors fully informed of the national board's proposals and directives.

6.6 Deputy Coordinator/Parliamentarian: Under Parliamentary rules, the Deputy Coordinator is the Vice President of GCR. At the request of the Regional Coordinator, the Deputy Coordinator shall perform all the duties of the Regional Coordinator. When so acting, the Deputy Coordinator shall have all the powers of the Regional Coordinator, with the exception of signing checks. The Deputy Coordinator shall advise the Regional Coordinator and the Board of Directors on matters of parliamentary procedure and shall be responsible for the implementation of parliamentary procedure at all meetings. The Deputy Coordinator shall receive requests from the directors for items to be placed on the agenda of board meetings, prepare the agenda and disseminate it by mail or email to the Board of Directors at least three (3) days prior to a board meeting.

6.7 Recording Secretary: The Recording Secretary shall record the minutes of all meetings of the Board of Directors and the annual meeting of members. Not less than two (2) weeks before the next board meeting, the Recording Secretary shall distribute, via mail and/or email, the minutes of the previous board meeting to each director. The Recording Secretary is responsible for maintaining a book of GCR's minutes, all official and legal documents, and all written reports presented to the Board of Directors. All financial documents shall be kept by the Treasurer.

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6.8 Treasurer: The Treasurer shall have custody of all GCR funds and shall keep full and accurate accounts of all monies and/or securities received and expended from accounts designated by the Board of Directors. The Treasurer is an authorized signer on all accounts holding the funds of GCR. The Treasurer shall prepare an annual budget to be voted on by the Board of Directors. The Treasurer shall make a report to the Board of Directors at every meeting on the financial status of the organization. At the first meeting after the fiscal year and all statements have been received, the Treasurer shall also make a fiscal year-end report. In addition, the Treasurer shall provide any financial reports required by the parent organization, JASNA.

Article 7 – Other Titled Directors

7.1 The Board of Directors shall also consist of the following positions: Membership Secretary, Program Director, Publicity Director, Publications Director, Educational Outreach Director, and two Members-at-Large.

7.2 Membership Secretary: The Membership Secretary shall maintain the roster of members, make it available to the Board of Directors and shall respond to inquiries from members and prospective members. The Membership Secretary shall be responsible for sending notices of meetings, events and other items of interest to the members by mail and/or email.

7.3 Program Director: The Program Director shall oversee the work of choosing program topics, securing speakers and/or artists and making all necessary arrangements for their appearance subject to the reasonable prior approval of the Board of Directors. The Program Director shall take the lead in coordinating efforts with the Publicity, Publications and Educational Outreach Directors.

7.4 Publicity Director: The Publicity Director shall disseminate information about GCR events. This shall include but is not limited to, creating and distributing press releases to the local media and distributing flyers to libraries and other societies. The Publicity Director shall keep current a database of all such contacts.

7.5 Publications Director: The Publications Director shall supervise the creation and production of all media including but not restricted to the GCR website, newsletters, event flyers, and membership materials.

7.6 Educational Outreach Director: The Educational Outreach Director shall coordinate and oversee all educational outreach programs from elementary level through post collegiate, including adult education through community outreach.

7.7 Members-at-Large: Two (2) Members without specific portfolio shall facilitate the work of the Board of Directors and be available for special projects that the Board may assign.

7.8 Past Regional Coordinator: The immediate past Regional Coordinator is invited to serve on the Board for one term as a non-voting member.

Article 8 – Administration of Donations

8.1 **Donations**: All donations of any nature, unless designated for a specific purpose, shall be used as the Board of Directors may direct and in the absence of such direction, may be used for the general purposes of GCR. Donations include bequests of deceased persons. At the discretion of the Board of Directors, GCR may raise revenues through fundraising activities and donations. The Board of Directors has the right to refuse any donation with or without cause.

8.2 **Segregation of funds**: No donation shall be required to be separately invested or held unless the donor so directs, or in order to prevent tax disqualification, or is required by law. The Board of Directors may segregate any fund whenever convenient or useful as determined by the Board in its sole discretion. Directions for naming a fund as a memorial or otherwise may be satisfied by keeping under such name internal bookkeeping accounts.

Article 9 – Prohibited Activities

9.1 **Actions Jeopardizing Tax Status**: GCR shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxes under section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future internal revenue law.

9.2 **Lobbying and Political Activities**: GCR shall not lobby (including the publishing or distribution of statements) or otherwise attempt to influence legislation. GCR shall not participate or intervene in any political or judicial campaign on behalf of any candidate for public office whatsoever.

9.3 **Private Benefit**: No part of the net income or net assets of GCR shall benefit or be distributed to its directors or officers except for reimbursement of reasonable expenses in pursuit of GCR's charitable purpose and mission. No part of the net income or net assets of GCR shall benefit or be distributed to its members or other private persons except for reasonable compensation for services rendered or expenses in pursuit of GCR's charitable purpose and mission.

9.4 **Non-Discrimination**: In conducting GCR activities, GCR shall not discriminate on the grounds of race, color, national origin, gender identity or sexual orientation.

9.5 **Prohibitions Under JASNA's Bylaws**: GCR shall not take any action or carry on any activity prohibited under JASNA's bylaws.

Article 10 – Conflict of Interest

10.1 In the event that any director has a conflict of interest that might properly limit such director's fair and impartial participation in Board deliberations or decisions, such director shall inform the Board as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected director, the Board may nonetheless request from the director any appropriate non-confidential information which might inform its decisions. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any transaction by or with the organization in which a director has a direct or indirect personal interest, or any transaction in which a director is unable to exercise impartial judgment or otherwise act in the best interests of the organization.

10.2 No director shall cast a vote, or take part in the final deliberation in any matter in which he or she, members of his or her immediate family or any organization to which such director has allegiance, has a personal interest that may be seen as competing with the interest of the organization. Any director who believes he or she may have such a conflict of interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any director has a conflict of interest in any manner. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested director.

Article 11 – Other Financial Matters

11.1 Fiscal Year: The fiscal year of GCR begins on September 1 and ends on August 31.

11.2 Dissolution: Upon the dissolution of GCR, all the assets and income of organization remaining after payment for all debts of GCR shall be distributed as follows: First, these monies shall be remitted back to the JASNA, the parent organization. If JASNA is not in existence, then the assets shall be distributed for one or more exempt purpose within the meaning of section 501 (c)(3) of the Internal Revenue 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.

11.3 Financial Accounts: GCR may establish one or more checking accounts, saving accounts, or investment accounts with appropriate financial entities or institutions as determined in the discretion of the Board of Directors to hold, manage, or disburse funds for the organization's purpose.

11.4 Appointment and Employment of Advisors: The Board may appoint as advisors, persons whose advice, assistance and support may be deemed helpful in determining and implementing policies. The Board is authorized to employ such persons, including but not limited to attorneys, accountants, designers, website professionals, and public relations personnel as in its opinion are needed for the administration of the organization and to pay reasonable compensation for their services and expenses.

11.5 Liability of Directors and Officers: No director or officer shall be personally liable for any indebtedness of the organization and any creditor shall only look to GCR's assets for payment. Neither the Board nor any of its individual members shall be liable for acts of any agent selected with reasonable care, nor for anything the same may do or refrain from doing in good faith, including errors in judgment, acts done on advice of counsel, or any mistakes in fact or law.

11.6 Liability of Members: No member of GCR shall be personally liable for any indebtedness of the organization and any creditor shall only receive payment for goods purchased or services rendered from GCR's assets.

Article 12 – Amendment of Bylaws

12.1 These bylaws may be amended at any meeting of the board, provided that the amendment has been submitted in writing at least thirty days in advance of the meeting to the Deputy Coordinator/ Parliamentarian who has subsequently submitted the amendment in writing or via email to all other board members at least seven days in advance of the meeting.

12.2 A two thirds approval of the entire board is necessary in order for amendments to be adopted.

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12.3 Inspection of the Bylaws: The original or copy of these Bylaws, as amended or otherwise altered to date, certified by the Recording Secretary, shall be kept by the Recording Secretary and shall be open to inspection by the members and Board of Directors with reasonable advance notice.

12.4 These bylaws shall become effective upon the election of the eleven members of the Board of Directors at the Annual Business meeting of GCR in September, 2010.

I, Patricia Wieber hereby certify that I am the duly elected Recording Secretary of Jane Austen Society of North America-Greater Chicago Region; that attached hereto are the Bylaws of within named organization, and that such have been duly enacted and are in full force and effect as of the date hereof.

Dated: Sep. 26, 2010

Patricia Wieber

Recording Secretary



Subscribed and sworn before me this date of Sep. 26, 2010

Susan Forgue

Notary Public

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