

# Bylaws of Homework Hangout Club

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## Definitions

Executive Officers: Wherever used, shall refer to the President, the Vice President, and the Secretary/Treasurer.

Gender References: All references to "he," "his," "him," or "-man" (as in Chairman) or any other male references shall equally refer to females.

Members: When used, shall refer to those entitled to voting privileges, unless otherwise stated herein.

Officers: When used, shall refer to the Board of Directors, initially selected by the Executive Officers. Once established, a committee of serving board members shall periodically renew the membership.

Shall and May: When used, "shall" is mandatory and "may" is permissive.

Tense of Words: Words used in the present tense shall mean the future.

## **The mission Homework Hangout Club, Incorporated**

This organization was created to change the destructive paths of school-aged children who become club members. We hope to achieve this by approaching parents, educators, media, and those managing other community resources.

- 1) In addition to or existing membership, we will coordinate with those entities described just above to identify specific problems, take suggestions on solutions, and devise plans accordingly.
- 2) More specifically, we will liaison with School District #61, as necessary, including administrators, principals, teachers, counselors, and special program coordinators to ascertain the needs of children requiring our services.
- 3) In addition, we will approach each element of the community's mass communications media in an effort to improve the promotion of positive images for children of school age years, while stressing the importance of education.
- 4) Furthermore, we will carefully evaluate each community agency with which we consider collaborating to determine their effectiveness.
- 5) Moreover, we will seek to increase parental involvement in the activities and accomplishments of whose children whom we serve by keeping them informed of their child's overall progress, by providing various awards for their child's academic achievements, and by encouraging these parents to accompany their kids on field trips or by offering them the chance to job shadow.
- 6) What is more, we will confront all issues that deal with the self-worth of both the youth whom we serve and their families. We will determine what is demeaning, and will take action to combat such forces and influences.
- 7) Finally, we intend to increase the number of high school graduates each year that we are in existence, along with the number of those graduates who will enroll in college or occupational training.

The preceding goals are in no hierarchical order since their importance is equal: rather, "We will not rest until our mission is accomplished."

# **Bylaws of Homework Hangout Club, Inc.**

## **Article One (1) – Offices**

**Section 1.1 Principal Office.** The principal office of the corporation shall be in the City of Decatur, County of Macon, State of Illinois.

**Section 1.2 Other Offices.** The corporation may also have offices at such other places or outside the State of Illinois as the Executive Officers from time to time determine or the activities of the corporation may require.

**Section 1.3 Registered Office.** The registered office of the corporation shall be established and maintained at 861 West Macon Street in the City of Decatur, in the County of Macon, State of Illinois.

**Section 1.4 Name and Servicemark.** The name of this corporation shall be and remain “Homework Hangout Club Incorporated.” The only derivative thereof shall be and remain “HHC.”

## **Article Two (2) – Meeting of Members**

**Section 2.1 Annual Meetings.** Annual meetings of members for the selection of Directors and for such other business as may be stated in the notice of the meeting, or as may properly come before the meeting, shall be held at such places, either within or outside the State of Illinois, and at such times and dates as the Board of Directors, by resolution, shall determine and set forth in the notice of the meeting. In the event the Board of Directors fails to so determine the time, date, and place of the meeting, the annual meeting of members shall be held at the principal office of the corporation on the first Monday of the month of August at seven o'clock (7:00 p.m.) in the evening in each year. If the date of the annual meeting shall fall upon a legal holiday, the meeting shall be held on the next succeeding business day.

**Section 2.2 Other Meetings.** The Executive Officers shall meet once monthly to pass on information, updates, to address tasks and assignments, then as often as the Executive Officers deem necessary during the planning and completion of any projects. The Board of Directors may meet at any given time before the annual meeting and as often as necessary during the planning and completion of any project. Meetings of members for any other purpose other than the selection of Directors may be held at such time and place, within or outside the State of Illinois, as shall be stated in the notice of the meeting.

**Section 2.3 Voting.** Each member entitled to vote in accordance with the terms and provisions of the Articles and these bylaws shall be entitled to one vote, in person or by proxy, for each membership certificate held by each member, but no proxy shall be valid after eleven (11) months from its date unless such proxy provides for a longer period. Upon the demand of any member, and upon any question before the meeting, voting shall be by ballot. All selections of Directors shall be decided by plurality vote of the Executive Officers. All other questions shall be decided by majority vote, except as otherwise provided by the Article of Incorporation or the laws of the State of Illinois.

**Section 2.4 Membership.** The officer who has charge of the membership ledger of the corporation shall, at least ten (10) days before each meeting of the members, prepare a complete, alphabetically-addressed list of the members entitled to vote. This list shall be open to the examination of any member, for a period of at least ten (10) days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or if not so specified, at the place where the meeting is to be held. The list shall be available for inspection at the meeting.

**Section 2.5 Quorum.** Except as otherwise required by law, by the Articles of Incorporation of these Bylaws, the presence, in person or by proxy, of a majority of the members of the corporation entitled to vote thereat shall constitute a quorum at a meeting for the transaction of any business.

**Section 2.6 Special Meetings.** Special meetings of the members for any purpose, unless prescribed by the Articles of Incorporation or these Bylaws, may be called by an Executive Officer and shall be called by the Director or the Secretary at the request in writing of a majority of the Directors or members entitled to vote. Such request shall state the purpose of the proposed meeting.

**Section 2.7 Notice of Meetings.** Written notice, stating the place, date, and time of the meeting, and the general nature of the business to be considered, shall be given to each member entitled to vote thereat at his address as it appears on the records of the corporation, not less than ten (10) days nor more than fifty (50) days before the date of the meeting.

**Section 2.8 Business Transacted.** No business other than that stated in the notice shall be transacted at any meeting without the unanimous consent of all members entitled to vote thereat.

**Section 2.9 Action Without Meeting.** Except as otherwise provided by the Articles of Incorporation or these Bylaws, whenever the vote of members at a meeting thereof is required or permitted in connection with any corporate action by any provisions of the statutes or the Articles of Incorporation or of these Bylaws, the meeting and vote of members may be dispensed with, if all the members who would have been entitled to vote upon the action if such meeting were held shall consent in writing to such corporate action being taken.

**Section 2.10 Attendance.** All meetings shall be attended by notified members. If any member is unable to attend the specified meeting, then at least a twenty-four (24) hour notice and a valid reason shall be conveyed to an Executive Officer so the proper arrangements can be made. Failure to give such notice shall be construed as unexcused absences. Accumulation of three (3) unexcused absences in a term, shall result in removal from said office.

### **Article Three (3) – Executive Officers**

**Section 3.1 Number and Term.** The number of Executive Officers shall be Three. They shall hold the offices of the President, the Vice President, and the Secretary/Treasurer. Their terms shall be for the span of their natural lives plus five (5) years from the legally documented time of expiration.

**Section 3.2 Resignations.** Any Executive Officer, Director, or any committee member may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, and if no time is specified, at the time of its receipt by an Executive Officer. The acceptance of a resignation shall not be necessary to make it effective.

**Section 3.3 Vacancies.** If the office of any Executive Officer becomes vacant, the remaining Executive Officers may select from the current Board of Directors or choose any other person whom they deem qualified to carry out the direction of this corporation as set forth by its founders. If the vacancy is caused by death, the office shall not be filled until the fifth (5<sup>th</sup>) anniversary of legally documented time of expiration or it has been proven without a reasonable doubt that the death was not caused by the members of the corporation.

**Section 3.4 Removal.** The Executive Officers of this corporation will not be removed by any means unless found guilty of dishonesty, mistrust,

unfaithfulness towards the corporation and its members or proven without reasonable doubt of conspiracy to harm the corporation and/or its members.

**Section 3.5 Duties.** The Executive Officers have the sole controlling interest of this corporation. They are responsible for its direction as set forth by its founders. The Executive Officers will overrule the Board of Directors by plurality vote if any matter voted on by the Board of Directors does not conform with the direction set forth by its founders.

#### **Article Four (4) – Officers**

**Section 4.1 Officers.** The officers of the corporation shall consist of a President, Vice President, and Secretary/Treasurer, and they shall hold office as stated in Article Three (3), Section 3.1 (above). In addition, the Board of Directors shall be officers and may elect a chairperson and such assistant secretaries and assistant treasurers as it may deem proper. None of the assistants of the corporation need be Directors. The assistants shall be elected at the first meeting of the Board of Directors after each annual meeting. The same person, except for the President, Vice President, and Secretary/Treasurer, who will be limited to holding one (1) additional office, may hold more than two (2) offices.

**Section 4.2 Other Officers and Agents.** The Executive Officers may appoint such officers and agents as it may deem advisable, who shall hold their offices for such terms and shall exercise such power and perform such duties as shall be determined from time-to-time by the Executive Officers.

**Section 4.3 President.** The President shall preside at all meetings of the members if present thereat and in the absence or non-election of the Chairman of the Board of Directors, at all meetings of the Board of Directors, and shall have general supervision, direction, and control of the affairs of the corporation; shall be a chief executive officer and founder of the corporation; and shall have the general powers and duties of supervision and management usually vested in the office of director of a corporation. He shall be responsible for the direction set forth for the corporation. He shall execute bonds, mortgages, and other contracts in behalf of the corporation and shall cause the seal to be affixed to any instrument requiring it and when so affixed the seal shall be attested by the signature of the Secretary/Treasurer or an assistant secretary or assistant treasurer.

**Section 4.4 Vice President.** The Vice President shall be executive officer and co-founder of the corporation and shall have the general powers and duties of supervision and management usually vested in the office of the President of a corporation.

**Section 4.5 Secretary/Treasurer.** The Secretary/Treasurer shall be an Executive Officer and shall have the custody of the corporate funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the corporation. He shall deposit all monies and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the Executive Officers and Board of Directors. The Secretary/Treasurer shall disburse the funds of the corporation as may be ordered by the Executive Officers, taking proper vouchers for such disbursements. He shall render to the President and Board of Directors an account of all transactions as Secretary/Treasurer and of the financial condition of the corporation at the regular meetings of the Board of Directors or whenever they may request it. The Secretary/Treasurer shall be responsible for conducting monthly reconciliation of the financial condition of the HHC on a date so designated by the Vice President but no less than every twelve (12) months. The Secretary/Treasurer shall have an independent audit performed and the results of that audit reported to all officers and the President no less than every calendar year.

**Section 4.5.1 Secretary.** The Secretary shall be an Executive Officer and shall give, or cause to be given, notice of all meetings of members and directors and notices required by law or by these Bylaws and in case of his absence or refusal or neglect to do so, any such notice may be given by any person thereby directed by the President or by the Directors upon whose requisition the meeting is called as provided by these Bylaws. He shall record all the proceedings of the meetings of the corporation and of Directors and shall affix the seal to all instruments requiring it when authorized by the President, and attest the same.

**Section 4.6 Chairman.** The chairman of the Board of Directors shall be nominated and elected from the Directors. He shall preside at all meetings of the Board of Directors, and he shall perform such other duties as from time-to-time may be assigned to him by the Executive Officers.

**Section 4.7 Assistant Treasurers and Assistant Secretaries.** Assistant Treasurers and Assistant Secretaries, if any, shall be elected by the Board of

Directors and shall have such powers and shall perform such duties as shall be assigned to them, respectively, by the Board of Directors.

### **Article Five (5) – Directors**

**Section 5.1 Number, Terms, and Vacancies.** The number of Directors shall be six (6) or no fewer than required by law. A committee composed of at least two members of the sitting Board shall select the Directors (DHS Rule Part 509.80 a). This committee will bring recommendation for new Board members to the full board for a plurality vote. The number of Directors shall be at least six (6) or no fewer than required by law. Directors shall serve periods of at least one (1) year.

**Section 5.2 Removal.** Any director or directors may be removed from office either for or without cause at any time by the plurality vote of the Executive Officers at a special meeting or the members called from that purpose, and the resulting vacancy shall be filled as indicated in Section 5.1 (above).

**Section 5.3 Increase in Number.** The number of Directors may be increased by amendment of these Bylaws through the affirmative vote of a majority of the Executive Officers and of sitting Board members through a plurality vote.

**Section 5.4 Compensation.** Directors shall not receive a stated salary for their services as Directors or as members of committees, but by resolution of the Board, a fixed fee and expenses for attendance may be allowed for attending each meeting. Nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity as an officer, agent, or otherwise, and receiving compensation therefore.

**Section 5.5 Action Without Meeting.** Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof, may be taken without a meeting, if prior to such action, written consent thereto is signed by all of the Executive Officers and such written consent is filed with the minutes of proceedings of the Board of Directors.

### **Article Six (6) – Membership**

**Section 6.1 Certificates of Membership.** Only selected members of the corporation shall be entitled to have a certificate, signed by or in the name of the corporation by one or more of the Executive Officers of the corporation

certifying membership in the corporation. There shall be two (2) classes of membership, Class I and Class II. Each holder of a Class I membership certificate shall be entitled to the privileges stated in Article Two (2) of the Bylaws. No member shall be entitled to hold more than one (1) Class I membership certificate.

**Section 6.2 Cards of Membership.** Every member of the corporation shall have a card signed by or in the name of the corporation by one or more of the Executive Officers, certifying a Class II membership which entitles the bearer to the services and rewards that the corporation was created for and shall not carry any voting privileges in conjunction with the business and direction of this corporation. The Executive Officers and the Board of Directors shall maintain membership each year they are in office.

**Section 6.3 Lost Certificates and Cards.** New certificates and/or cards of membership may be issued in the place of any certificates and/or cards of membership issued by the corporation, alleged to have been lost or destroyed and the Executive Officers may, at their discretion, require the owner of the lost or destroyed certificate and/or cards of membership or his legal representative, to give the corporation a bond, in such sum as they may direct, but not exceeding any reasonable value to indemnify the corporation against any harm on the account of the alleged loss of any such new certificate and/or cards of membership.

**Section 6.4 Transfer of Certificates and Cards.** Membership certificates and cards shall not be transferable.

**Section 6.5 Membership Record Date.** In order that that corporation may determine the members entitled to notice of or to vote at any meeting of members of any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive allotment of any rights, or for the purpose of any lawful action, the Board of Directors may fix, in advance, a record date that shall not be more than sixty (60) days nor less than ten (10) days before the day of such meeting, not more than sixty days (60) days prior to notice or to vote at a meeting of members shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjournment of the meeting.

## **Article Seven (7) – Prohibition of Dividends**

**Section 7.1 Prohibition of Dividends.** No part of the net earnings of the corporation shall inure to the benefit or be distributable to, as dividends or in any other manner, its members, directors, officers, or any other private persons, except that the corporation 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 Articles of Incorporation.

**Section 7.2 Dissolution of Corporation.** Upon the dissolution of the corporation, the Executive Officers shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall, at the time, qualify as a tax exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future IRS Code and/or United States law) as the Executive Officers shall determine. Any assets not disposed of shall be disposed of by the Circuit Clerk of Macon County, in the State of Illinois, in which the principal office of the organization is then located exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **Article Eight (8) – Corporate Seal**

**Section 8.1 Seal.** The corporate seal shall be circular in form and shall contain the words “Homework Hangout Club Incorporated,” the year of creation “1993,” and the words “Corporate Seal.” Said seal may be used by cause it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

## **Article Nine (9) – Fiscal Year**

**Section 9.1 Fiscal Year.** The fiscal year of the corporation shall be determined by resolution of the Executive Officers.

## **Article Ten (10) – Execution of Corporate Instruments**

**Section 10.1 Instruments.** All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the

corporation shall be signed by the Executive Officers and in such a manner as shall be determined from time-to-time by resolution of the Executive Officers. However, all checks, drafts, or other orders of payment notes or other evidence of indebtedness shall be signed by no less than two (2) Executive Officers.

### **Article Eleven (11) – Notice and Waiver of Notice**

**Section 11.1 Notice.** Whenever any notice is required by these Bylaws to be given, personal notice is not meant unless expressly stated, and any notice so required shall be deemed to be sufficient if given by depositing the same in the United States Postal Service system, postage prepaid, addressed to the person entitled thereto at his address as it appears on the records of the corporation, and such notice shall be deemed to have been given on the day of such mailing. Members not entitled to vote shall not be entitled to notice of any meetings, except as otherwise provided by the laws of the State of Illinois.

**Section 11.2 Waiver of Notice.** Whenever any notice is required to be given under the provisions of the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed proper notice.

### **Article Twelve (12) – Amendments**

**Section 12.1 Amendments.** The Bylaws may be altered and repealed and Bylaws may be made at any annual meeting of the members or at any special meeting thereof if notice thereof is contained in the notice of such special meeting by the affirmative vote of a majority of the members entitled to vote thereat, or by the Executive Officers, if notice thereof is contained in the notice of such special meeting.

**Article Thirteen (13) – Approval and Adoption**

**Section 13.1 Approval and Adoption.** These Bylaws have been duly read and revised and understood by the Executive Officers of Homework Hangout Club Incorporated and therefore shall be approved and adopted on the \_\_\_\_\_ day of \_\_\_\_\_ in the year of Two Thousand and Five (2005) and put into effect immediately by the attested signature(s) below:

\_\_\_\_\_  
Executive Officer – President

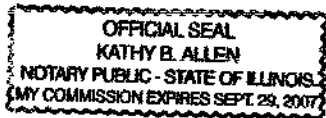
\_\_\_\_\_  
Executive Officer – Vice President

\_\_\_\_\_  
Executive Officer – Secretary/Treasurer

State of ILL

County of Macon

Subscribed and attested before me on this 6 day of June  
20 05.



Kathy B. Allen  
Notary Signature

SEAL

Kathy B. Allen  
Notary Name (Typed or Printed)

**Homework Hangout  
Profit & Loss  
July through December 2006**

	<u>Jul - Dec 06</u>
<b>Ordinary Income/Expense</b>	
Income	
<b>DONATIONS</b>	1,155.00
<b>GRANTS</b>	196,163.60
<b>INTEREST</b>	14.99
<b>Total Income</b>	<u>197,333.59</u>
Expense	
<b>AUTOMOBILE</b>	5,826.14
<b>Cable</b>	339.95
<b>Cable and internet</b>	89.95
<b>Contractual Services</b>	36,433.72
<b>dues</b>	35.00
<b>Equipment</b>	129.57
<b>Food</b>	2,716.04
<b>Health Insurance</b>	3,109.34
<b>Insurance</b>	1,824.00
<b>Internet</b>	101.30
<b>L&amp;P</b>	800.00
<b>Office Supplies</b>	436.63
<b>Payroll Expenses</b>	44,857.59
<b>Phone</b>	3,013.22
<b>PRINTING</b>	393.50
<b>Rent</b>	10,000.05
<b>Repair</b>	80.00
<b>Stipend</b>	18,611.89
<b>supplies</b>	1,932.24
<b>tax</b>	18,851.30
<b>travel</b>	987.86
<b>WAGES</b>	36,915.63
<b>Total Expense</b>	<u>187,484.92</u>
<b>Net Ordinary Income</b>	<u>9,848.67</u>
<b>Net Income</b>	<u><u>9,848.67</u></u>