

# Hellenic Link–Midwest By-Laws

## Article 1 Name and Offices

### *Section 1.1 Name*

The name of this corporation is Hellenic Link–Midwest (the “Corporation”).

### *Section 1.2 Offices*

The principal offices of the Corporation shall be in the Greater Chicago Metropolitan area. The Corporation may also have offices at other places within the Midwest as the Board of Directors may from time to time determine or the business of the Corporation may require.

## Article 2 Purposes

The purposes for which the Corporation has been organized are:

- a. To foster and promote inter- and intra-disciplinary cooperation and fellowship among professionals, both in Greece and America, for their mutual benefit and that of their communities, Greece and America;
- b. To arrange for cultural, educational, technical and scientific exchanges and exchanges of students, educators and scholars, in both Greece and America;
- c. To sponsor programs of training and research in arts, education, commerce, science and technology;
- d. To initiate any actions and programs consistent with the organization's objectives and aimed at enriching the Hellenic heritage of its members and of the Hellenic and Philhellenic Community.

## Article 3 Membership

### *Section 3.1 Qualifications for Membership*

A person interested in becoming a member should complete an application form and file it with Hellenic Link–Midwest. Admission to membership is granted at the recommendation of the Membership Committee, by the Board of Directors to all applicants who meet the following requirements:

- a. Be of Hellenic heritage or a Philhellene;
- b. Possess four-year accredited college or university degree and have a good standing in a particular field of specialization;
- c. Accept the objectives of Hellenic Link–Midwest and are willing to work toward their achievement. Persons that do not possess qualification (b) can be accepted as associate members without voting rights.

### *Amendment to Section 3.1*

If an applicant for professional membership in the organization misrepresents his/her record, the Board of Directors has the right to reject the application by majority vote. A professional member is a member that possesses a four-year accredited college degree.

### *Section 3.2 Membership Dues*

Annual dues are set by the Board of Directors.

### *Section 3.3 Membership Meetings*

Membership meetings of the organization may be called by the Directors or by a signed petition of at least 25 members specifying the purpose and agenda of the meeting. The Secretary shall mail information including the proposed agenda for the meeting, to all members at their addresses as they appear in the membership roll book, at least twenty (20) days but not more than fifty (50) days before the scheduled date of such meeting. Such notice shall state the date, time, place and the purpose of the meeting (agenda) and by whom the meeting was called.

No other business but that specified in the notice may be transacted at Membership Meetings.

A simple majority of members in good standing shall constitute a quorum.

#### ***Section 3.4 Fixing Record Date***

For the purpose of determining the eligibility of members to vote, a record date of at least sixty (60) days prior to the voting date shall be fixed. Updating one's discontinued membership within this sixty-day period shall not entitle the member to vote.

#### ***Section 3.5 Proxies***

A member in good standing must be present at the called members' meeting. This privilege may not be transferred to another member or person by proxy.

#### ***Section 3.6 Majority Vote***

All motions shall require an affirmative vote from the majority of members present and entitled to vote.

## **Article 4 Directors**

#### ***Section 4.1 Management of the Corporation***

The Corporation shall be managed by the Board of Directors, which shall consist of not less than five Directors. The established number of Directors is presently eleven (11). This number may be altered as deemed necessary.

#### ***Section 4.2 Election and Term of Directors***

Every year in the spring the membership shall elect a number of new Directors to serve a term of two (2) years. This number of Directors shall be approximately one half of the total number of Directors. Each director shall hold office until the expiration of his/her term for which he/she was elected and until his/her successor has been named or elected and has qualified to serve.

The President serves as Director for the length of his/her term as President.

An elections committee is formed in January to carry out the nomination process, form a list of candidates, conduct elections following the provisions of Article 9 and tabulate and report the results to the Board. The time line of the process is as follows:

- a. The elections committee prepares and mails to all members in good standing, a request for nominations no later than February 15. Responses must be post-marked no later than March 15.
- b. Nominees are contacted to confirm their acceptance to be included in the ballot and are requested to provide a brief biographical note. Ballots and biographical notes, as provided by the candidates, are mailed to all members in good standing before April 15.
- c. All ballots must be post-marked no later than May 15.
- d. The elections committee convenes no later than May 31 to tabulate the results and report to the Board.

#### ***Amendments to Section 4.2***

- a. For a member of Hellenic Link–Midwest to be nominated to run for the Board, the nomination should be supported by three other members in good standing.
- b. If a nominee for Board Elections misrepresents his/her record, the Board of Directors has the right to reject his/her nomination.

#### ***Section 4.3 Increase or Decrease in the Number of Directors***

The number of Directors may be increased or decreased by vote of the members or by vote of the majority of all of the Directors. No decrease in the number of Directors shall shorten the term of any incumbent director.

#### ***Section 4.4 Newly Created Directorships and Vacancies***

Vacancies occurring in the Board for any reason shall be filled by the runners up in the last annual election for Directors. If runners up are not available, any member in good standing may fill the vacancy or vacancies by a vote of a majority of the Directors then in office. Such appointments, however, are until the next election for Directors.

#### ***Section 4.5 Removal of Directors***

Any or all of the Directors may be removed for cause by the vote of the members.

Any director absent without reason from three consecutive Board of Directors meetings may be asked to resign from the Board.

#### ***Section 4.6 Resignation***

A director may resign at any time by giving written notice to the Board, to the president or to the secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

***Section 4.7 Executive Committee***

The officers of the Corporation, that is the President, Vice-president, Treasurer and the Recording and Corresponding Secretaries shall constitute the Executive Committee of the Corporation.

***Section 4.8 Quorum of the Board of Directors***

A simple majority of the entire Board shall constitute a quorum for the transaction of business.

***Section 4.9 Action of the Board***

Unless otherwise required by law or these By-Laws, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each director present shall have one vote and no proxy votes are acceptable.

***Section 4.10 Place and Time of the Board Meetings***

The Board may hold its meetings at the office of the Corporation or at such other places within the region of the organization, as it may from time to time determine.

***Section 4.11 Order of Business***

The order of business at all meetings of the Board of Directors shall be as follows:

- a. Roll call
- b. Reading of the minutes of the preceding meeting
- c. President's report
- d. Report of Officers
  1. Treasurer's Report
  2. Vice-Presidents' Report(s)
  3. Other Officers' Report as called upon by the President.
- e. Old and unfinished business
- f. New business
- g. Adjournment

***Section 4.12 Regular Annual Meeting***

A regular annual meeting of the Board shall be held not later than three weeks after the annual Board elections for the purpose of electing its officers. The presiding officer will be one of the executive committee members in the following order: the president, the vice president, the treasurer, and the corresponding secretary until the new president is elected. The new president will then assume the chair and continue the meeting until adjournment.

***Section 4.13 Notice of Meetings of the Board***

Regular meetings of the Board may be held at such time and place to be determined before adjournment of any Board meeting. Special meetings of the Board shall be held upon notice to the Directors and may be called by the president upon at least two weeks of notice by mail, or in the event of emergency upon no less than three (3) day's notice to each director either personally or by mail or wire. Special meetings shall be called by the president, or by the recording secretary in a like manner on written request of at least three (3) Directors.

***Section 4.14 Adjournment***

A majority of the Directors present, whether or not a quorum is present may adjourn any meeting to another time and place.

***Section 4.15 Chairperson***

At all meetings of the Board the president, or in his/her absence, the vice-president, or the treasurer, or the corresponding, or the recording secretary will preside. If none of the officers are present, the Directors will select a chairperson for the meeting.

***Section 4.16 Committees***

The presiding officer may appoint a committee chair and committee members upon approval of the Board. The president is ex officio member of all committees. As such he/she may express opinions but shall not be entitled to vote on matters the committee decides to recommend to the Board of Directors for action. All

voting committee members must be Hellenic Link–Midwest members in good standing.

Mandatory Committees:

- a. Program
- b. Membership
- c. Audit
- d. Elections

## **Article 5 Officers**

### ***Section 5.1 General Provisions***

Unless otherwise provided for in the Certificate of Incorporation, the Board may elect or appoint a president, one or more vice-presidents, a treasurer, a recording secretary and a corresponding secretary, and such other officers as it may determine, who shall have duties, powers and functions as hereinafter provided. Officers must be Board members.

### ***Section 5.2 Election and Term of Office***

All officers shall be elected or appointed to hold office until the meeting of the Board following the annual elections of the organization. Any officer may be placed in nomination and may be re-elected to the office he/she holds or to other office duties. However the president cannot be elected for two consecutive terms, unless no other Board member is willing to be nominated for the position. The term in office for each officer shall be for two (2) consecutive years, provided they maintain their status as Board members, with the exception of the President (See Section 4.2).

### ***Section 5.3 Removal, Resignation***

Any officer elected or appointed to the Board may be removed as an officer by a majority of all Board Directors at a special meeting.

### ***Section 5.4 Salary***

The officers and Directors of this Corporation are volunteers and no salary is allowed for their services.

### ***Section 5.5 President***

The president shall be the chief executive officer of the Corporation and shall preside at all meetings of the Board of Directors (except as noted in Article 4, Section 4.15). The president shall have the general management of the affairs of the Corporation and shall see that all decisions and resolutions of the Board are carried into effect.

### ***Section 5.6 Vice President***

During the absence or disability of the president, one of the vice-presidents in the established priority order shall have the powers and functions of the president. Each vice president shall perform such other duties, as the Board of Directors shall prescribe.

### ***Section 5.7 Treasurer***

The treasurer shall have the care and custody of all the funds and securities of the Corporation, and shall deposit said funds in the name of the Corporation in such bank or trust company as the Directors may elect; the treasurer shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Corporation, when countersigned by the president; he/she shall also sign all checks, drafts, notes, and orders for payment of money, which shall be duly authorized by the Board of Directors and shall be countersigned by the president; he/she shall at all reasonable times present his/her books and accounts to the Board of Directors. At the end of each corporate year and before the annual meeting of the Board of Directors, he/she shall have an audit of the accounts of the Corporation made by a committee appointed by the Board of Directors, and shall present such audit in writing at the annual Board meeting after the annual elections of the organization, at which time he/she shall also present an annual report setting forth in full the financial conditions of the Corporation, including income and expenses and cash balances for the past fiscal year. The treasurer shall prepare and shall present to the Board of Directors, a monthly or as otherwise directed by the Board of Directors, treasurer's report. Such a report shall be distributed to all members of the Board of Directors. The treasurer's report must be approved by vote of the Board of Directors. The Board of Directors may appoint an assistant to the treasurer.

### ***Section 5.8 Recording Secretary***

The recording secretary shall keep the minutes of the Board of Directors. He/she shall have the custody of the seal of the Corporation and shall affix and attest the same to documents when duly authorized by the Board of Directors. He/she shall attend to the giving and serving all notices of the Corporation and shall have charge of such books and papers as the Board of Directors may direct; he/she shall attend to such correspondence as may be assigned to him/her, and perform all duties incidental to his/her office. He/she shall keep a membership roll containing the names of all members of the Hellenic Link–Midwest, showing their address, contact information (telephone, FAX, e-mail, etc.) and the time when they became members.

**Section 5.9 Corresponding Secretary**

The corresponding secretary shall take over those duties, which pertain to communication with the membership, and with the Board of Directors.

**Section 5.10 Securities and Bonds**

In case the Board of Directors shall so require, any officer or agent of the Corporation shall execute to the Corporation a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of his/her duties to the Corporation and including responsibility for negligence and for accounting for all property, funds or securities of the Corporation which may come into his/her hands.

**Article 6  
Seal**

The seal of the Corporation shall be as follows:



**Article 7  
Construction**

If there be any conflict between the provisions of the certificate of incorporation and these By-Laws, the provisions of the certificate of incorporation shall govern.

**Article 8  
Amendments**

The By-Laws may be amended or repealed by the members entitled to vote by a simple majority of the membership in good standing at the time of the vote. However, to amend Articles 2, 10, and Section 3.1 of these By-Laws and the Certificate of Incorporation, a 2/3 majority is needed, except that any amendments to Article 10 will only be applicable prospectively and will not be applicable to already established Endowed Funds. The voting is conducted by mail.

If these majority requirements are not met at the first voting, voting is repeated not earlier than two months, nor later than six months for exactly the same subject and decisions are taken by the majority (simple or 2/3 respectively) of those who cast valid ballots. If a 2/3 majority is required, then ballots must be sent by return-receipt mail.

## **Article 9 Elections**

All elections where the membership votes are held by mail. Ballots must be mailed to the membership at least one month before the voting deadline.

If a nominee for Board Elections misrepresents his/her record, the Board of Directors has the right to reject his/her nomination.

## **Article 10 Endowed Funds for Specified Purposes**

The Board is empowered to create one or more specific named funds (hereinafter "Endowed Funds") that with the objective to support one or more of the activities of the Organization in perpetuity, including financial support for programs consistent with the Purposes of the Organization as set forth in Article 2 hereof. Specifically, approved activities for which proceeds or income from the "Endowed Funds" can be used are lectures, conferences, presentations, and publications in the areas of Hellenic culture, history, literature, art, politics, and current events, as well as in the sciences, arts, humanities, and technology.

The initial funds deposited to establish an Endowed Fund in support of a named activity shall be sufficient to maintain and support such Organization activity. Any such Endowed Funds shall be maintained by the Board separately from the general accounts of the Organization, such as operating and other funds. The Endowed Funds shall be deposited into one or more index stock fund accounts in one of the major brokerage firms of the Board's choosing. The initial capital deposit for each such Endowed Fund shall be calculated to provide annual income sufficient to sponsor one organization event, such as a lecture. To assure that these funds will continue to provide sufficient income to maintain the Organization activity, the maximum amount of income that may be withdrawn by the Board every year shall not exceed 4% of the total principal held in each Endowed Fund.

Each donor of an Endowed Fund will be provided the opportunity, with the Board's approval, to name a lecture or other organization activity. For example: "The Homer Donor Lecture" where Homer Donor is the name chosen by the donor. This activity or activities will be supported every year under the name chosen by the donor and will be properly publicized under this name.

If for any reason the Organization has used an amount from any Endowed Fund for the support of the activity or activities in excess of those funds necessary to hold an event, the Organization will provide sufficient funds from its general accounts to hold the named Organization activity. The Board is obligated to maintain the principal of the Endowed Fund to a level commensurate with providing sufficient income for support of the named Organization activity for which the Endowed Fund was established.

If for any reason the Board chooses to cease relying on the income from an Endowed Fund, including the instance that HLM is dissolved, the principal of that Endowed Fund shall be re-donated by the Board to one or more of the following non-profit organizations:

- 1) the Greek- American Nursing and Rehabilitation Home,
- 2) the Hellenic Museum and Cultural Center of Chicago,
- 3) one or more of the major Modern Greek Studies Programs or Chairs of Modern Greek in one or more Universities in the United States of America.

If at the time of the re-donation any of the first two organizations has ceased to have an association with the Greek – American Community of Chicago, this or these organizations will be removed from the above list.

## **Article 11 Robert's Rules**

The Robert's Rules of Order are followed in all meetings if no other provision is made in the By-Laws.