



Bylaws
AMENDED AND RESTATED
BY-LAWS
ASSOCIATION OF DEFENSE COMMUNITIES, INC.

EFFECTIVE 07/15/15

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Article I - IDENTIFICATION AND OFFICES

Section 1.1 NAME

The name of the corporation is the Association of Defense Communities, Inc. (hereinafter "Association").

Section 1.2 PRINCIPAL OFFICE

The principle office of the Association shall be in the vicinity of Washington, DC, or such other place as the Board of Directors shall determine.

Section 1.3 REGISTERED OFFICE AND REGISTERED AGENT

The Association is an Illinois not-for-profit corporation. The Association shall maintain an Illinois registered office of the corporation and an Illinois registered agent of the corporation.

Article II - PURPOSE

Section 2.1 PURPOSE

The Association is formed and organized exclusively for charitable and educational purposes with the goal:

- a) To unite the diverse interests of communities and the military on common issues of military installations, mission enhancement, realignment and closure, community based partnerships, and privatization and closure/redevelopment;
- b) To promote community vitality and well-being for all defense communities by facilitating community driven initiatives.
- c) To be an educational organization and offer comprehensive education and expertise to its members and, through its members, to their communities; and
- d) To transact, solely in furtherance of the aforesaid purposes, any and all lawful business for which corporations may be incorporated under the Illinois General Not-for-Profit Corporation Act of 1986, as amended.

Article III - MEMBERSHIP & DUES

Section 3.1 MEMBERS

The Association shall be open to individuals and organizations with an interest in or desire to promote the mission and purposes of the Association. The Association shall encourage membership from individuals and organizations with knowledge and experience with local or state government, the Federal Government or the private sector.

Section 3.2 DUES

Payment of annual dues shall be a condition of membership. The amount of annual dues payable by members shall be established by the Board of Directors.



Article IV - MEMBERS' MEETINGS

Section 4.1 ANNUAL MEETING

The members of the Association shall meet annually at a date and time established by the Board of Directors. The Board of Directors shall send written notice of such meeting by first class United States mail, postage prepaid, or via electronic mail, to all members at the last address of the member in the records of the Association. Such notice shall be transmitted not less than thirty (30) days prior to the annual meeting and may be by means of the Association newsletter or such other manner as determined by the Board of Directors.

Section 4.2 SPECIAL MEETINGS

The President, three (3) members of the Board of Directors, jointly, or twenty percent (20%) of the members entitled to vote at the most recent past annual meeting, jointly, may call a special meeting of the members within the time requirements and manner for notices of the annual meeting of members, provided that such notice specifies the subject matter to be discussed at such special meeting.

Section 4.3 QUORUM

The members in good standing present at the annual meeting of the Association shall constitute a quorum. A quorum of members for a special meeting shall exist when no less than thirty percent (30%) of the members in good standing then eligible to vote on the records of the Association are present.

Section 4.4 VOTING

Each member in good standing shall be entitled to one vote, exercisable in person by a member on each matter submitted to a vote of the members.

Section 4.5 PLACE OF MEETINGS

All meetings of the members of the Association shall be held at such place as may be designated by the Board of Directors or members calling a special meeting and specified in the notice thereof.

Article V - DIRECTORS

Section 5.1 NUMBER OF DIRECTORS

Effective with the annual meeting held in 2015, there shall be thirteen (13) Directors of the Association, qualified and elected as herein provided. Effective with the annual meeting held in 2016, there shall be fourteen (14) Directors of the Association, qualified and elected as herein provided. The Immediate Past President of the Association shall serve as an additional voting member of the Board of Directors.

Section 5.2 POWERS OF THE BOARD OF DIRECTORS

The business and affairs of the Association shall be managed by the Board of Directors.

Section 5.3 MAKE-UP OF THE BOARD OF DIRECTORS

The Association shall strive to achieve a Board of Directors that is representative of its members' multiple constituencies, including base closure communities, states or active communities, and the for-profit private sector, with a goal that no less than two-thirds (2/3) of the Directors shall be representative of the members' public sector constituencies.



Section 5.4 ELIGIBILITY

A Director must be a member in good standing of the Association, and:

- 1) Currently serve, either in an individual or organizational capacity, in a position that addresses defense community issues; and
- 2) Have served, either in an individual or organizational capacity, for at least two (2) consecutive years, in a position that addresses defense community issues.

If a Director (i) is no longer a member in good standing, or (ii) no longer serves either in an individual or organizational capacity in a position that addresses defense community issues, or (iii) no longer serves in a public or community or local governmental capacity thereby changing the balance of public to private membership on the Board, then following thirty (30) days of receiving written notice of such disability from the President, such Director's term as a Director of the Association shall end, provided, that during such thirty (30) day period, such Director may cure such disability to the satisfaction of the Board of Directors. Any vacancy occurring in the Board of Directors by reason of this Section 5.4 shall be filled pursuant to Section 5.9.

Section 5.5 ELECTION AND TERM OF OFFICE

Directors shall be elected at the annual meeting of the membership of the Association and shall serve terms of three (3) years each and/or until their successors are elected and qualified. The terms of Directors shall be established at the annual election such that to the maximum extent possible, one-third (1/3) of the Directors shall be elected at each annual election.

Section 5.6 ANNUAL MEETING OF DIRECTORS

The Board of Directors shall meet immediately following the conclusion of the annual membership meeting for annual organizational purposes.

Section 5.7 OTHER MEETINGS OF DIRECTORS

Other meetings of the Board of Directors may be held upon the call of the President or three (3) members of the Board of Directors, upon seven (7) days notice, specifying the time, place and general purposes of the meeting, given to each Director, either in person, by mail, electronic mail, or by facsimile transmission. At any meeting at which all Directors are present, notice of the time, place and purpose thereof shall be deemed waived; and similarly notice may likewise be waived by absent Directors, either by written instrument or by facsimile transmission, executed either before or after such meeting. By a special resolution adopted by the Board of Directors, the Board of Directors may establish regular periodic meetings to be held without the mailing of notices of such meetings to the members of the Board of Directors. Such schedule of periodic meetings shall be published in the newsletter of the Association or in such other manner as to reasonably notify the members of future meetings of the Board of Directors.

Section 5.8 PLACE OF MEETINGS

Meetings of the Board of Directors shall be at the principal office of the Association or such other location as determined by the Board of Directors. A Director may conduct or participate in a regular or special meeting of the Board of Directors through the use of conference telephone or other communication equipment by means which all persons participating in the meeting may simultaneously



hear each other during the meeting. A Director participating in a meeting by this means is considered to be present in person at the meeting.

Section 5.9 VACANCIES

Any vacancy occurring in the Board of Directors caused by the death, resignation or any other reason shall be filled by the majority vote of the remaining members of the Board of Directors. The Director so elected shall serve out the remaining term of the Director he or she is replacing. This section shall not apply to a vacancy caused by the death, resignation or non-service for any reason of the Immediate Past President.

Section 5.10 REMOVAL

Any Director may be removed by the affirmative vote of two-thirds of the members present and voting, either in person or by proxy, at a meeting of the members entitled to vote, provided that written notice of such meeting is delivered to all members entitled to vote, stating the purpose of the meeting and naming the Director or Directors to be removed. Only the named Director or Directors may be removed at such meeting.

Section 5.11 QUORUM

A majority of the Board of Directors shall be necessary to constitute a quorum for the transaction of any business except the filling of vacancies, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Article VI - OFFICERS

Section 6.1 ELECTION

At the annual meeting the members shall elect a President, a Vice President and a Treasurer from among the Board of Directors, each to serve for a term of two (2) years or until their successor is elected and qualified. The President and Vice President so elected shall be representative of a public entity including a base closure community or a state or active base community. If an annual meeting is not held at the time designated by these By-Laws, such failure shall not cause any defect in the corporate existence of the Association, but the directors and officers then serving shall hold over until their successors are chosen and qualified.

Section 6.2 PRESIDENT

The President shall preside at the annual and special meetings of the members of the Association and all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors. At each annual meeting of members, the President or his or her designee shall report on the activities of the Association. The President shall discharge all the usual functions of President and shall have such other powers and duties as these By-Laws or the Board of Directors may prescribe.

Section 6.3 VICE PRESIDENT

The Vice President shall perform all duties incumbent upon the President during the absence or disability of the President and perform such other duties as these By-Laws may require or the Board of Directors may prescribe.

Section 6.4 SECRETARY



The Executive Director shall be the Secretary of the Association and a non-voting member of the Board of Directors. The Secretary shall attend the annual and special meetings of the members of the Association and all meetings of the Board of Directors and shall act as Secretary thereof, record all votes and keep an accurate record of the minutes of the proceedings of all such meetings and cause notices of all meetings of the members and Board of Directors to be given as directed by these By-Laws to the President.

Section 6.5 TREASURER

The Treasurer shall oversee the maintenance of correct and complete records of account, showing accurately at all times the financial condition of the Association. The Executive Director, or such other person designated by the Board of Directors, under the direction and supervision of the Treasurer, shall have custody of, and be responsible for, all funds, notes, securities and other valuables which may from time to time come into the possession of the Association and shall keep and correctly maintain the accounts of the Association. All funds of the Association shall be deposited with such depositories as the Board of Directors shall designate. The Treasurer shall furnish at meetings of the Board of Directors and at each annual meeting of the members, or whenever requested, a statement of the financial condition of the Association and in general perform all duties pertaining to the office of Treasurer and such other duties as these By-Laws or the Board of Directors may prescribe.

Section 6.6 ASSISTANT OFFICERS

The Board of Directors may from time to time designate and elect assistant officers who shall have such powers and duties as the Board of Directors shall specify and designate.

Section 6.7 VACANCIES

Whenever any vacancies shall occur in any of the offices of the Association for any reason, the same may be filled by the Board of Directors at any regular or special meeting thereof, and any officer so elected shall hold office until the next annual meeting of the members and until his or her successor shall be duly elected and qualified.

Section 6.8 REMOVAL

Any officer may be removed by the Board of Directors or members by the affirmative vote of two-thirds of the Board of Directors or members so present and voting, either in person or by proxy, at a meeting of the Board of Directors or members entitled to vote, provided that written notice of such meeting is delivered to all Directors or members entitled to vote, stating the purpose of the meeting and naming the officer or officers to be removed. Only the named officer or officers may be removed at such meeting.

Article VII - COMMITTEES

Section 7.1 NOMINATING COMMITTEE

The President shall appoint a Nominating Committee to be chaired by the Immediate Past President not later than ninety (90) days prior to the annual meeting of the members to prepare a list of candidates for Directors and a list of candidates for Officers to be reported and acted upon at the annual meeting. Nominations for Directors and Officers may be made from the floor after presentation of candidates by the Nominating Committee. The Nominating Committee shall disband after the performance of its duties each year. The Nominating Committee shall strive to prepare a list of candidates for Director that is representative of the members' multiple constituencies including base closure communities, states or active base communities, and the private sector. In selecting a candidate for President, or Vice



President, the Nominating Committee shall strive to select, at the time of his/her nomination, an individual representing a public constituency including a base closure or state or active base community.

Section 7.2 SPECIAL COMMITTEES AND DUTIES

The President and/or the Board of Directors may from time to time create, appoint and disband special committees or task forces to undertake studies, make recommendations, and carry on special functions to efficiently accomplish the purposes and administration of the Association. Members of committees and task forces serve at the pleasure of the Board of Directors and may carry over from year to year.

Article VIII - STAFF

Section 8.1 EXECUTIVE DIRECTOR

The Executive Director, or equivalent titled individual, shall be selected by and serve at the pleasure of the Board of Directors, and shall be the chief staff executive of the Association. He or she shall, under the supervision of the Board of Directors, hire and discharge persons for all staff positions authorized by the Board of Directors. The Executive Director shall be a non-voting member of every committee, task force and the Board of Directors. He or she shall perform such other duties incident to the administration or operation of the Association as these By-Laws and the Board of Directors may prescribe.

Section 8.2 OTHER STAFF

The Board of Directors may authorize the employment of such other staff as may be necessary to carry out the efficient and effective administration and operation of the Association and such persons shall be under the supervision of the Executive Director.

Article IX - FUNDS, BOOKS, AND RECORDS OF ASSOCIATION

Section 9.1 FUNDS

The funds of the Association shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors shall determine. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer, officers, or agent of the Association and in such manner as shall be determined by resolution of the Board of Directors.

Section 9.2 BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of all members and the Board of Directors of the Association. Upon reasonable notice and at any reasonable time any member or his or her agent or attorney, for any proper purpose, may inspect such records of the Association.

Section 9.3 ANNUAL AUDIT

The Board of Directors shall cause the financial records of the Association to be audited annually in accordance with generally accepted accounting principals.



Article X - INDEMNIFICATION

Section 10.1 INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

To the extent not inconsistent with the laws of the State of Illinois, every person (and the heirs, estate, executors, administrators and personal representatives of such 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 by reason of their affiliation with the Association may be indemnified by the Association to the full extent provided by the Illinois General Not-for-Profit Corporation Act of 1986, as amended.

Article XI - MISCELLANEOUS

Section 11.1 FISCAL YEAR PERIOD

Beginning January 1, 2015, the fiscal year of the Association shall begin on the first day of January in each year and end on the immediately following December 31.

Section 11.2 EXECUTION OF CONTRACTS AND OTHER DOCUMENTS

Unless otherwise ordered by the Board of Directors, all written contracts and other documents entered into by the Association shall be executed on behalf of the Association by the President, and, if required, attested by the Secretary.

Section 11.3 ANNUAL BUDGET

Prior to the beginning of each fiscal year, the Executive Director shall prepare and submit to the Board of Directors for approval an annual budget detailing the anticipated revenues and expenses of the Association for the ensuing fiscal year. The Board of Directors may amend or modify such budget, and thereafter shall submit the budget to the members of the Association.

Section 11.4 CONDUCT OF MEETINGS

Meetings of members, including the order of business, shall be conducted in accordance with Roberts' Rules of Order, Newly Revised, except insofar as the Articles of Incorporation, these By-Laws, or the members may otherwise provide. The members may, by unanimous consent, waive the requirements of this section, but such waiver shall not preclude any member from invoking the requirements of this section at any subsequent meeting.

Article XII - AMENDMENTS TO THE BY-LAWS

Section 12.1 AMENDMENTS

These By-Laws may be altered, repealed or amended, in whole or in part, and new By-Laws may be adopted at any annual or special meeting of the membership by majority vote; provided, however, that notice of such meeting shall include the full text of such proposed change or changes.

