

PARENTS AND FRIENDS OF LUDEMAN CENTER

CONSTITUTION & BY-LAWS

ARTICLE I

NAME

The name of this organization shall be Parents and Friends of Ludeman Center (PFLC).

ARTICLE II

MISSION STATEMENT & PURPOSE

Section 1

The PFLC mission is to advocate for the rights of all the residents of Elisabeth Ludeman Developmental Center, to work with the Center towards quality of life enhancement, and to act as an all-volunteer support organization for the family members and friends of the residents.

Section 2

The purposes of this organization are:

- a. To promote the welfare of the developmentally disabled residents in Ludeman Center in cooperation with the administration and staff.
- b. To guide and aid parents/legal guardians in the solution of their problems and to assist their efforts and activities relative to the residents at Ludeman.
- c. To serve as a clearinghouse for information for all interested parties concerning developmental disabilities in general and Ludeman Center, in particular.
- d. To foster the acceptance of developmentally disabled persons in the community.
- e. To function as a unit of state and national associations and participate in the process of defining and promoting policies to benefit the developmentally disabled.

Section 3

PFLC is a 501 (c) (3) non-profit organization and is non-political and non-sectarian. No officer or director of the organization shall receive any compensation for their services to the organization.

Section 4

Upon dissolution of this organization, all money and property of the organization shall be distributed at the discretion of the PFLC Board and in-line with the organizational purposes of PFLC.

ARTICLE III

GENERAL MEMBERSHIP

Section 1

General Membership shall be open to all persons interested and in agreement with the purposes of this organization.

Section 2

General Membership shall consist of two categories:

1. Regular memberships shall include either individuals or families.
2. Honorary memberships may be conferred upon individuals worthy of such consideration by action of the PFLC Board of Directors and subsequent confirmation by the general membership.

Section 3

A member whose dues are delinquent shall not be considered in good standing. All members in good standing are entitled to attend and to speak at all PFLC general meetings of the organization. Only regular members in good standing shall be eligible to vote at PFLC general meetings.

Section 4

Any action of the PFLC Board shall be subject to review at the request of any member in good standing. The PFLC Executive Board shall take the request under consideration and present their findings and recommendation to the PFLC Board. The final decision whether to move forward with the review will be decided by a 2/3 vote of the PFLC Board.

ARTICLE IV

EXECUTIVE OFFICERS & THEIR DUTIES

Section 1

The Executive Board of PFLC shall consist of a President, Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer. A maximum of 20 PFLC Board members shall also be elected. If the Board is at capacity and a member in good standing wishes to join the Board they can be put on a waiting list for a Board vacancy. In addition to the Executive Board and 20 Board members, Emeritus Board status may be conferred.

Section 2

The PFLC Executive Board Officers shall serve for a term of one year following their election or until the appointment of a successor.

The President may not serve more than six consecutive one-year terms of office.

All vacancies on the PFLC Executive Board, except for the office of President, shall be filled for the remainder of the unexpired term by persons appointed by the President with the concurrence of the PFLC Board.

Section 3

The President, if present, shall preside at all meetings of the organization and of the Board. The President may appoint the chairpersons of all committees with the approval of the Board. The President may appoint special committees as needed. The President shall act as the executive officer of the organization and, in general, perform the duties usually associated with the office of President. The President shall serve as an ex-officio member of all committees.

Section 4

The Vice-President shall become President in case of absence or vacancy in that office and shall perform the duties of President. When so acting, the Vice-President shall have all the powers of and be subject to all the restrictions placed upon the Board President. The Vice-President shall also undertake such other responsibilities as the President may assign and shall serve as an ex-officio member of all committees.

Section 5

The Recording Secretary shall keep minutes of all meetings of the organization, including PFLC Board meetings. The Recording Secretary shall keep all material records of the organization which shall be open to the Board at any time. The Recording Secretary shall keep the organization's incorporation papers and in conjunction with the Treasurer, file all required governmental reports necessary to insure continuance of the organization's non-profit status.

The Recording Secretary shall give notice of all meetings and committees as required by the Constitution and By-Laws. The Recording Secretary shall also disseminate minutes, Board agendas and information of general interest to the membership.

The Recording Secretary shall maintain the organization's membership information for annual membership dues, notices, and membership notifications deemed necessary by the PFLC officers or PFLC Board.

The Recording Secretary shall maintain a complete and up-to-date list of all members.

Section 6

The Corresponding Secretary maintains communications with those outside the organization. The Corresponding Secretary presents the public voice of the organization and receives correspondence and materials on its behalf. The Corresponding Secretary is responsible for the maintenance of the PFLC website and e-mail communications on behalf of PFLC.

The Corresponding Secretary shall also be responsible for the PFLC Newsletter and may appoint a Newsletter Committee to assist them.

Section 7

The Treasurer shall receive all revenues of the organization and shall pay all bills presented, subject to the approval of the PFLC Board. The Treasurer shall maintain the assets of the organization in the safest and most advantageous manner with the approval of the Board. The Treasurer, in conjunction with the Recording Secretary, shall file all required governmental reports necessary to insure continuance of the organization's non-profit status.

The Treasurer shall keep a detailed account of all receipts and disbursements and shall report on the financial standing of the organization at each Board meeting.

At the close of the fiscal year, the Treasurer shall prepare a budget projecting all income and expenditures anticipated for the coming fiscal year. This budget shall be presented to the Board for approval at the 1st Board meeting of the new fiscal year.

ARTICLE V

PFLC BOARD

Section 1

The entire PFLC Board shall consist of the elected Executive Officers and a maximum of 20 Board members, as well as any Emeritus Board members. The Ludeman Center Director, or their representative, and subordinate professional staff of the Director's choosing, are welcome and encouraged to request attendance at Board meetings to discuss matters of mutual concern. Other individuals may attend Board meetings for specific discussions or presentation at the invitation of the Board. In no event, however, may an administrator or any employee of Elisabeth Ludeman Center serve as a member of the Board.

Section 2

Board members shall serve for a term of two years following their election.

Section 3

The Board shall meet at least 6 times a year and at such other times as necessary. A special meeting of the Board shall be called by the President or by the Secretary, on the written request of three PFLC Board members. All Board members shall be notified of each Board meeting at least 72 hours in advance.

Section 4

A quorum, consisting of a minimum of 8 members or consisting of a simple majority of the PFLC Board (whichever is lesser), shall be responsible for forming policy, planning, and executing the expressed wishes of the organization and for approval of all expenditures of the organization.

Committee chairperson(s) shall have the right to attend and to speak at all meetings of the Board. Committee chairperson(s) shall not vote unless they are also Board members.

Section 5

All Board members are expected to attend all meetings of the Board unless they have a valid reason and whenever possible should notify the President, Secretary or other Board member in advance if they are unable to attend. Board members who are unable to attend (including Emeritus Board members) may appoint another attending Board member to give their proxy vote.

Section 6

Board members shall keep abreast of all pertinent developments in the field of the developmentally disabled in the State of Illinois and in the country. The Board collectively shall act as liaison with state and national organizations whose purposes are consistent with this organization.

The Board shall also be a clearinghouse for information essential for local, state, and national organizations that deal with planning for the care and training of people who have developmental disabilities.

Section 7

Board members shall plan and conduct or provide for such fund-raising projects or other means of financial support as needed to meet the financial requirements of the organization.

Section 8

Emeritus Board Status - Members of the PFLC Board who have long served the Board but are no longer able to serve in a full capacity may at their request be considered for Emeritus Board status.

Board members who are members in good standing, have been key contributors to PFLC and have served on the PFLC Board for more than 20 years may be considered for Emeritus Board status.

Likewise, those who meet the criteria established above and who have served on a combination of the PFLC Board and the board of another comparable Parents and Friends Group for 20 or more years can also be considered for Emeritus Board status.

Requests for Emeritus Board status will be carefully considered and may be granted by consensus of the PFLC Executive Board.

Those granted Emeritus Board status maintain their right to attend Board meetings and to vote with the Board on all matters. When present they can help make up a quorum.

Emeritus Board members are not required to attend all Board meetings or to serve on committees, though they are welcome to.

Emeritus Board members will not be eligible to serve as Executive Officers and their presence will not be counted towards the limit of 20 for PFLC Board members.

Section 9

Dismissal of a Board Member - A Board member or Executive Board member may be dismissed for just cause. Just cause would include conduct deemed to reflect negatively on PFLC as an organization, as well as, regular, continuous and ongoing failure to carry out the basic duties of a PFLC Board member (see Article V).

Any Board member(s) in good standing can privately bring such concerns to the Executive Board who will consider the merits of the issue. The Executive Board may choose to address the issue with the said Board member with the intent to gather information and remedy the problem.

If deemed necessary, the Executive Board by a majority vote may recommend dismissal of a Board member. Recommendations to dismiss a member shall be brought to the entire PFLC Board where a 2/3 vote is required to formally dismiss the member.

ARTICLE VI

GENERAL MEETINGS

Section 1

A General Meeting of the organization shall be held at least once each year. The time and place will be designated by the PFLC Board at least one month prior to the meeting. All members shall be notified at least two weeks in advance of each General Meeting.

Section 2

A General Meeting of the organization shall be held each October and designated as the Annual Meeting for the purpose of electing officers and Board members. Newly elected officers and Board members shall take office at the conclusion of the Annual Meeting.

Section 3

Special Meetings may be called by the President or by two other Executive Officers upon the written request of five members of the organization. The Secretary shall mail notices to all members not less than one week prior to the Special meeting, stating the purpose of the meeting. No other business shall be transacted at a Special meeting.

Section 4

A quorum in a General meeting or a Special meeting shall consist of a minimum of 10 members.

ARTICLE VII

ELECTIONS

Section 1

A Nominating Committee of three members shall be established at least two months prior to the Annual Meeting of the organization. Two members of the Nominating Committee shall be elected by the Board members at a regular Board Meeting; a third member of the committee shall be appointed by the President. No more than one member of the Nominating Committee may be an officer or Board member of the organization. The Nominating Committee shall elect one of its members as Chairperson.

Section 2

The Nominating Committee shall receive petitions for candidates to fill positions to be vacated. From these petitions, together with candidates nominated by members of the Committee, the Committee shall select a slate of candidates to consist of one candidate for each office to be vacated and shall secure the consent of its nominees to serve if elected.

The Nominating Committee shall report the names and qualifications of all other persons nominated for each office to the membership by mail at least one month prior to the Annual Meeting.

Section 3

At the Annual Meeting the Nominating Committee shall present the slate of candidates for election. The Secretary shall place in nomination the names of all other persons for whom nominating petitions have been received.

All nominees whether nominated by the Nominating Committee or by petition, must be regular members of the organization in good standing at the time of election and shall have agreed to serve if elected. Any nominee may withdraw by personal request prior to the election.

Section 4

Officers and Board members shall be elected by secret ballot and simple majority at the Annual Meeting and shall take office at the conclusion of the meeting.

Section 5

Board members shall serve for a term of two years following their election.

Executive Board Officers shall serve for a term of one year following their election or until the appointment of a successor.

The President may not serve more than six consecutive one-year terms of office.

ARTICLE VIII

FINANCES

Section 1

The fiscal year of the organization shall be from November 1 to the following October 31.

Section 2

Annual dues for the organization shall be established by the Board of Directors with the approval of the general membership at a Regular Meeting. Dues for each member shall be payable July 1 of each year and shall become delinquent if not paid within two months thereafter.

Section 3

Upon the request of a member, the payment of dues may be waived in specific cases by the Board when such payment would constitute a hardship.

Section 4

Contracts – All contracts and other agreements of the organization shall be executed on its behalf by the Treasurer or other PFLC Executive Officers designated by the Treasurer. All contracts shall be approved by the PFLC Board.

Loans – No loans shall be contracted on behalf of the organization and no evidence of indebtedness shall be issued in its name unless authorized by a 2/3 resolution of the Board. Such authority may be general or confined to specific instances.

Section 5

The books and records of the Treasurer shall be audited at the end of the fiscal year, and a report shall be made to the Board within three months of the end of the fiscal year. To perform the audit, the President may appoint an Audit Committee made up of at least two Board members who do not have check signing authority, or the President can designate a capable outside accountant.

ARTICLE IX

COMMITTEES

Section 1

Standing committees of the organization shall be Liaison, and Human Rights.

Chairpersons shall also be designated by the Board to handle Nominating, and Hospitality. In addition, special committees shall be designated to plan and coordinate the various scheduled social and fund raising activities.

Section 2

The Liaison Committee shall act as liaison between the administration of Ludeman Center and the organization. The Committee shall discuss with the Center Director and their staff any plans, policies, or issues of concern to the organization as they relate to the residents. The Committee shall also work with the administration in determining how the organization can help contribute to the welfare and quality of life of the residents of Ludeman Center.

Section 3

The organization's Human Rights Committee shall consist of one or more Board members who will be designated by the President and approved by the Ludeman Center Director to be our representative on the facility's Human Rights Committee.

ARTICLE X

INDEMNIFICATION & PARLIMENTARY AUTHORITY

Indemnification – Any active or former PFLC Executive Officer or Board member who has been made a party to a proceeding in their official capacity or as a result of engaging in authorized activity on behalf of the organization shall be indemnified by the organization.

All circumstances not covered by this Constitution and By-Laws shall be covered by Robert's Rules of Order.

ARTICLE XI

RATIFICATION & AMENDING CONSTITUTION

This Constitution and By-Laws of the Parents and Friends of Ludeman Center may be amended by a two-thirds vote of the regular members in good standing in attendance at a Regular or Special Meeting of the organization, providing that the amendments were submitted to the total membership in writing or posted on the PFLC website not less than 30 days in advance of the meeting.

Ratified by vote of the membership on October 30, 2016

John Haley, Board President

Angela Kaskey, Recording Secretary