

# ILLINOIS MINING INSTITUTE

## CONSTITUTION AND BYLAWS

*Amended August 14, 2013*

### **Mission Statement**

The purpose of the *Illinois Mining Institute (IMI)* is to advance the mining industry in Illinois through the promotion and support of the study and investigation of mining issues and problems; through support of education and proper training in practical and scientific mining; and through the transfer and dissemination of accurate information about mining for the benefit of its members, the mining industry and society.

### **ARTICLE I**

#### **Membership**

**Section 1: Active Membership and Eligibility** - Any person directly engaged or interested in any branch of mining and mineral recovery, mining supplies, mining appliances, mining machinery, mining engineering, mining technology, mining education or any associated or support industry may be a member of the IMI. Any person desiring to become a member of the IMI shall apply by giving name and other information as deemed necessary by the IMI. The application will be considered for acceptance by the IMI with approval granted upon payment of the current year's dues in full. All rights and privileges of membership will be available immediately after application acceptance and dues payment. Membership is not assignable. Members shall remain eligible and current as long as they are active or associated with the mining industry and all dues and obligations are paid in full.

**Section 2: Active Membership Dues** - The annual dues for active members and registration fees for the annual meeting shall be determined by the Board of Directors. Any person in arrears on October 1, of the current year, after having been sent two notifications of dues, shall be automatically dropped from membership. Dues can be waived for applicants who are actively pursuing education in mining, mining technology, mining engineering or other mining related course of study as determined by the Board of Directors; these student members will have non-voting status.

**Section 3: Honorary Membership** - Annually, one or more persons that have rendered outstanding service to the IMI and/or the mining industry can be recommended by the appropriate committee and approved by the Board of Directors may be granted an Honorary Membership for life with dues being waived.

**Section 4: Life membership** - Any active member may become a life member by the payment of twelve times (12X) annual dues in advance and shall be excused from further payment of dues.

**Section 5: Suspension and Expulsion of Members** - Any member of the IMI may, after having been provided with a copy of the charges and granted a reasonable opportunity to be heard, be suspended or expelled at any time by an affirmative vote of two-thirds of the Board of Directors at a special meeting called for that purpose or for any other action prejudicial to the best interests of the IMI.

**Section 6: Corporate Sponsorship** - Corporate sponsorship may be accepted and use of the name or logo of the institute may be approved by the Board of Directors on a very limited basis based on the relative merit of the request and the benefit to the institute's mission.

## **ARTICLE II**

### **Officers, Executive Board and Board of Directors**

**Section 1: Officers** - The Officers shall consist of President, Vice-President and Secretary-Treasurer. The services of all Officers shall be without compensation. The term for all Officers will be two (2) years.

**Section 2: Election of Officers** - The President, Vice-President and Secretary-Treasurer shall be elected by the Membership present at the Annual Membership meeting typically in conjunction with the annual conference. The nominee receiving the most votes for any office or position will be elected and assume office automatically on December 31<sup>st</sup> of that year. The election of President and Vice President shall be conducted and presided over by the Secretary-Treasurer. The election for Secretary-Treasurer shall be conducted and presided over by the Vice-President. The election for Officers shall immediately precede the election of At-Large Board of Directors members. Elections for President and Vice-President shall be held in the odd numbered years. Elections for the Secretary-Treasurer will be held in the even numbered years. The President and Vice-President are limited to one (1) consecutive term but may hold office again after one (1) term in recess. The ballot shall be posted on the website at least two (2) weeks prior to the Annual Membership meeting and a notice to the membership sent electronically. Voting by email, fax, proxy and in person for all eligible and current members will be allowed until the day prior to the election. On the day of the election, attendance at the annual meeting is required to vote. In the event that no nominee receives a vote for office or in case of a tie, it will be the responsibility of the presiding Officer to cast a vote and elect a nominee.

**Section 3: Board of Directors** - The Board of Directors shall be a total of fourteen (14) members consisting of the three (3) elected Officers, the six (6) elected at-large Board of Directors members, and five (5) ex-officio Board of Directors members.

**Section 4: Nominations** - Nominations will be made and a ballot prepared for Officers and At-Large Board of Directors vacancies by a Nominating Committee of three (3) Board of Directors Board members appointed by the President at least thirty (30) days before the annual meeting.

**Section 5: Election of At-Large Board of Directors members** – Six (6) Board of Directors members shall be elected from the body of active members and shall hold office for the ensuing three (3) year term. Two (2) Board of Directors members shall be

elected each year in a three (3) year cycle. The two nominees receiving the most votes as At- Large Board members will be elected and assume office automatically on December 31<sup>st</sup> of that year. The election shall be conducted and presided over by the presiding Officer. The election for At-Large Board members shall immediately follow election of Officers. A Board of Directors member cannot serve simultaneously as an Officer of the IMI. Any Board of Directors member elected to serve as an Officer will be replaced for the remainder of the original term through nominations and election at the annual membership meeting.

**Section 6: Ex-Officio Board of Directors members** - The five (5) Ex-Officio Board members are the current Director of the State of Illinois Office of Mines and Minerals or their designee, the President (Executive Director) of the Illinois Coal Association (ICA) or their designee, the Executive Director of the Illinois Association of Aggregate Producers (IAAP) or their designee, the Deputy Director of the Office of Coal Development or their designee and the past President of the IMI.

**Section 7: Succession and Replacement** - In case of resignation, failure or inability to serve by any officer or At-Large Board of Directors member, the remaining Board of Directors may fill the vacancy by appointment until the next annual business meeting and election, when the vacancy shall be filled for the remainder of the original term by nomination and election. In case of a vacancy of the office of President, the duties shall be assumed by the Vice-President and Secretary-Treasurer in succession until filled by appointment and subsequent election. In the case of the past President (ex-officio Board of Directors member), no replacement will be sought.

**Section 8: Members**- All active and current members in good standing will be considered part of the MEMBERSHIP of the Institute. The MEMBERSHIP shall meet annually in conjunction with the annual meeting.

### **ARTICLE III**

#### **Duties of Membership, Officers, Executive Committee and Board of Directors**

**Section 1: Membership** - The business and affairs of the IMI shall be under the direction and control of the Membership. The Membership shall elect the Officers and Board of Directors members that serve as the representative body of the Membership and conducts business on behalf of the IMI membership. The Membership approves any proposed changes to the Bylaws.

**Section 2: President** – The President shall:

- A. Perform the duties commonly performed by the presiding officer, chief executive and chairperson and shall, with the Executive Committee, exercise a general supervision over the affairs of the Institute between sessions and represent the institute in all public matters and affairs;
- B. Appoint an auditing committee annually to review the accounts of the Secretary-Treasurer, and said review shall be submitted to the annual meeting of the Institute. Periodically, the Audit committee shall recommend an external audit be performed, at least every three (3) years or as deemed appropriate;

- C. Establish committees and/or sub-committees and appoint members in good standing to lead those committees as required by the work of the Institute;
- D. Serve as the chair of the Program committee; and
- E. Have all the authority to act on behalf, represent and sign all orders for money on behalf of the institute.

**Section 3: Vice-President** - The Vice-President shall preside in the absence of the President and perform all the duties of the President.

**Section 4: Secretary-Treasurer** – The Secretary-Treasurer shall:

- A. Keep a true record of each meeting, shall read and file all resolutions and papers that come before the Institute, and sign all orders for money, and shall purchase necessary supplies. The Secretary-Treasurer shall keep a true record of all money received and payments made on account of the Institute; shall pay out no money except on personally signed order, and shall retain these orders as vouchers; shall give bond in such sum as the Institute may provide, the premium on said bond being paid by the Institute; and
- B. Act as editor-in-chief for the Institute and may furnish the newspapers and other periodicals such accounts of our transactions and discussion as are proper to be published. The Secretary-Treasurer’s judgment is to prevail in such matters unless objection is lodged at a regular meeting or by the Executive Committee. The Secretary-Treasurer will work closely and in coordination with the chair of the Publications, Proceedings and Editing Committee (appointed by the President of the Institute) and will enlist assistance from the active membership as appropriate and necessary in the preparation of all documents, proceedings and publications on behalf of the institute.

**Section 5: Board of Directors** – The Board of Directors shall:

- A. Have all of the powers of the Membership, except amending the Bylaws, when the Membership is not convened in session and shall report all of its actions in the exercise of such powers at the next succeeding regular meeting of the Board;
- B. Report to and be accountable to the Membership and shall perform the duties specifically prescribed by this constitution, it shall supervise the expenditures and disbursements of all money of the Institute, and no expenditure other than current expenses shall be authorized without first having the approval of the Executive Committee, it shall also confirm all appointments by the President and shall perform such other duties as may be referred to them by regular or special meeting of the Institute; and
- C. As necessary, delegate work responsibility to IMI committees, appointed by the President, for conducting selected business of the IMI, but with all actions being subject to Board of Directors approval.

## **ARTICLE IV**

### **Meetings**

**Section 1. Annual meeting** - The annual meeting of the membership shall be held annually on such days and in such places as may be determined by the Board of Directors

of the Institute. Notice of all meetings shall be given at least thirty days (30) in advance of such meetings. A simple majority of the membership in attendance at the membership meeting is required to approve all matters brought for consideration.

**Section 2. Board of Directors meetings** - Meetings of the Board of Directors shall be held on the call of the President, or at the request of three (3) members of the Board of Directors. Attendance may be in person or by reliable electronic communication. Attendance by at least eight (8) of the fourteen (14) members of the Board of Directors, 5 of whom are elected Officers or At-Large Board members, shall constitute a quorum. A simple majority vote shall decide all questions brought before the Board of Directors. Attendance and voting may be either in person, electronically or by phone. The results of all decisions and actions shall be recorded in the minutes of each meeting and made available to the membership.

## **ARTICLE V**

### **Amendments**

These Bylaws may be altered or amended at any regular or special membership meeting by a two-thirds (2/3) majority vote of the members present at that meeting, provided notice in writing has been given at a previous annual meeting of said proposed change of amendment or by mail, email, website posting 30 days in advance.

## **ARTICLE VI**

### **Order of Business**

At all meetings the following shall be the order of business.

1. Reading of minutes
2. Report of Executive Board
3. Report of Officers
4. Report of committees
5. Election of new members
6. Unfinished business
7. New business
8. Election of Officers
9. Program
10. Adjournment

## **ARTICLE VII**

### **Standing Committees**

There are six (6) permanent Standing Committees as part of the IMI, They are:

**Executive Committee** – The executive Committee shall consist of the elected officers' of the IMI along with any other members of the Board of Directors as deemed necessary. The Executive Committee shall be empowered on a limited and periodic basis by the Board of Directors to conduct special business on behalf of the IMI. The Executive Committee will report directly to the Board at the conclusion of its specific efforts.

**Program Committee** - Chaired by the President of the IMI overseeing all preparations pertaining to the annual conference, annual Membership meeting, Board of Directors meetings and related events;

**Nominating, Membership and Scholarship Committee** - Chaired by the Vice-President of the IMI;

**Audit Committee** - Chaired by the President of the Illinois Coal Association, an Ex-Officio member of the Board of Directors of the IMI, and will perform an annual review of the IMI's finances periodically recommending an external audit as deemed appropriate but at least every three years;

**Fund Raising and Events Committee** - Chair is appointed by the President of the IMI;

**Publications, Proceedings and Editing Committee** – Chair appointed by the President of the IMI and will coordinate closely with the Secretary-Treasurer who is the editor-in-chief of the institute;

**Other Committees (as appropriate)** - as established by the President of the Board of Directors of the IMI.

## **ARTICLE VIII**

### **Fiscal Year**

The fiscal year of the IMI shall be the calendar year.

## **ARTICLE IX**

### **Indemnification of Members, Officers, Board of Directors, Committee Chairpersons' and Staff**

**Section 1. Applicability** The provisions of this Article shall apply to each individual member and each person elected or appointed as a Director, Officer, or Committee Chairperson or staff members designated by the Member Delegates of the Institute. The words "officer" and "officers", "committee Chairperson" and "committee Chairpersons", and "staff members" wherever used hereafter in this Article, shall include any one or more of the persons above described.

### **Section 2. Indemnification**

A. The Institute shall, to the fullest extent authorized or permitted by the State of Illinois Nonprofit Corporation Act ("the Act") or other applicable law, as the same presently exists or may hereafter be amended, indemnify a director or officer (the "Indemnitee") who was or is a party or is threatened to be made a party to a threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, other than an action by or in the right of the Institute, by reason of the fact that he or she is or was a director, officer, employee, nondirector volunteer or agent of the Institute, or is or was serving at the request of the Institute as a director, officer, partner, trustee, employee, nondirector volunteer or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, against expenses, including attorneys' fees, judgments,

penalties, fines, and amounts paid in settlement actually and reasonably incurred by the Indemnitee in connection with the action, suit, or proceeding, if the Indemnitee acted in good faith and in a manner the Indemnitee reasonably believed to be in or not opposed to the best interests of the Institute, and with respect to any criminal action or proceeding, if the Indemnitee had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the Indemnitee did not act in good faith and in a manner which the Indemnitee reasonably believed to be in or not opposed to the best interests of the Institute, and with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

- B. The Institute shall, to the fullest extent authorized or permitted by the Act or other applicable law, as the same presently exists or may hereafter be amended, indemnify an Indemnitee who was or is a party to or is threatened to be made a party to a threatened, pending, or completed action or suit by or in the right of the Institute to procure a judgment in its favor by reason of the fact that the Indemnitee is or was a director, officer, employee, nondirector volunteer or agent of the Institute, or is or was serving at the request of the Institute as a director, officer, partner, trustee, employee, nondirector volunteer or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses, including actual and reasonable attorneys' fees, and amounts paid in settlement incurred by the Indemnitee in connection with the action or suit, if the Indemnitee acted in good faith and in a manner the Indemnitee reasonably believed to be in or not opposed to the best interests of the Institute. However, indemnification under this Section shall not be made for a claim, issue, or matter in which the Indemnitee has been found liable to the Institute unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, the Indemnitee is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.
- C. Notwithstanding the provisions of Sections 2(a) and 2(b) of this Article, the Institute shall not indemnify an Indemnitee in connection with any action, suit, proceeding or claim (or part thereof) brought or made by such Indemnitee; unless such action, suit, proceeding or claim (or part thereof) (i) was authorized by the Board, or (ii) was brought or made to enforce this Article and such Indemnitee has been successful in such action, suit, proceeding or claim (or part thereof).
- D. An indemnification under Sections 2(a) or 2(b) of this Article, unless ordered by a court, shall be made by the Institute only as authorized in the specific case upon a determination that indemnification of the Indemnitee is proper in the circumstances because the Indemnitee has met the applicable standard of conduct set forth in Sections 2(a) and 2(b) of this Article. This determination shall be made promptly in any of the following ways:
- a. By a majority vote of a quorum of the Board consisting of directors who were not parties to the action, suit, or proceeding.

- b. If the quorum described in subdivision (i) is not obtainable, then by a majority vote of a committee of directors who are not parties to the action. The committee shall consist of not less than two (2) disinterested directors.
  - c. By independent legal counsel in a written opinion.
- E. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in Sections 2(a) or 2(b) of this Article shall be paid by the Institute in advance of the final disposition of the action, suit, or proceeding upon receipt of any undertaking by or on behalf of the Indemnitee to repay the expenses if it is ultimately determined that the Indemnitee is not entitled to be indemnified by the Institute. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not be secured.
- F. If an Indemnitee is entitled to indemnification under Sections 2(a) or 2(b) of this Article for a portion of expenses including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the Institute shall indemnify the Indemnitee for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the Indemnitee is entitled to be indemnified.
- G. Any person who is not covered by the foregoing provisions of this Article and who is or was an employee, nondirector volunteer or agent of the Institute, or is or was serving at the request of the Institute as a trustee, director, officer, employee, nondirector volunteer or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, may be indemnified to the fullest extent authorized or permitted by the Act or other applicable law, as the same exist or may hereafter be amended, but in the case of any such amendment, only to the extent such amendment permits the Institute to provide broader indemnification rights than before such amendment, but in any event only to the extent authorized at any time or from time to time by the Board.
- H. The indemnification or advancement of expenses provided under Sections 2(a) to 2(g) of this Article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the articles of incorporation, these bylaws, or a contractual agreement. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses. The indemnification provided for in Sections 2(a) to 2(g) of this Article continues as to a person who ceases to be a trustee, director, officer, employee, nondirector volunteer or agent and shall inure to the benefit of the heirs, executors, and administrators of the person.
- I. The Institute shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, nondirector volunteer or agent of the Institute, or is or was serving at the request of the Institute as a trustee, director, officer, employee, nondirector volunteer or agent of another corporation, business corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the person and incurred by the person in any such capacity or arising



out of the person's status as such, whether or not the Institute would have the power to indemnify the person against such liability under the provisions of the Act.

- J. The right to indemnification conferred in this Article shall be deemed to be a contract between the Institute and each director or officer who serves in any such capacity at any time while this Article is in effect, and any repeal or modification of any such law or of this Article shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts. In the event this Article is repealed or modified, the Institute shall give written notice thereof to the directors and officers and any such repeal or modification shall not be effective for a period of sixty (60) days after such notice is delivered.
- K. Each and every paragraph, sentence, term and provision of this Article shall be considered severable in that, in the event a court finds any paragraph, sentence, term or provision to be invalid or unenforceable, the validity and enforceability, operation, or effect of the remaining paragraphs, sentences, terms, or provisions shall not be affected, and this Article shall be construed in all respects as if the invalid or unenforceable matter had been omitted.

**Section 3. Insurance.** The Board of Directors is authorized to secure policies of insurance, implementing such indemnification or protecting such Officers, committee Chairpersons, Directors and staff members against any liability incurred in the performance of their duties, the cost of such insurance to be borne by the Institute. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any agreement, vote of the members or otherwise.

## **ARTICLE X**

### **Dissolution**

In the event of complete dissolution of the IMI, the cash assets of the IMI will be distributed to universities where the IMI has provided past scholarships on an equal basis, for support of scholarships in mining related studies. Equipment will be donated to any not-for-profit organization that the Board of Directors may determine to be worthy recipients.