

Illinois Destination ImagiNation

Bylaws

Approved August 19, 2006

Article I — Name

The name of this organization is Illinois Destination ImagiNation NFP, Inc. (ILDI), an Affiliate of Destination ImagiNation, Inc., a 501(c)(3) non-profit corporation.

Article II — Purpose

Section 1. Mission

The mission and purpose of Illinois Destination ImagiNation is to provide Illinois with a fun creative problem solving environment centered on the learning of creativity, teamwork, and problem solving.

Section 2. Objectives

The objectives of ILDI shall be to:

1. Promote creativity and creative problem solving skills.
2. Conduct activities such as tournaments, program enhancement sessions, training, seminars and other activities that promote creativity and creative problem solving.
3. Support the efforts of the ILDI regions in promoting creativity and creative problem solving.
4. Encourage and recognize good sportsmanship and teamwork.
5. Provide all participants with a sense of recognition and achievement.

Article III — Affiliate Board and Officers

Section 1. Affiliate Board.

1. The Affiliate Board is the policy making body of ILDI.
2. The Affiliate Board consists of the Affiliate Director(s), the Regional Director from each Region, and two (2) Regional representatives per region elected by the respective Regional boards.
3. Additionally, the Affiliate Director, with the consent of the Affiliate Board, may add members for a designated duration.
4. The responsibilities of the Affiliate Board are:
 - a. To elect the Affiliate Director and Officers.
 - b. To oversee the ILDI program.
 - c. To manage Affiliate finances.

- d. To set Regional geographic boundaries.
- e. To set Regional and Affiliate tournament dates and sites.
- f. To serve as public relations agents for ILDI.
- g. To form committees consisting of Affiliate Board members and/or other persons to act in an advisory capacity to the Affiliate Board.

Section 2. Term

The members of the Affiliate Board shall each serve terms of three (3) years coinciding with the fiscal year.

Section 3. Vacancies

1. Affiliate Board vacancies occur by:
 - a. death.
 - b. resignation.
 - c. removal by a two-thirds vote of the Affiliate Board with or without cause.
2. The Affiliate Board may declare the office of Affiliate Director vacant by a two thirds vote.
3. In the event of a vacancy in the office of Affiliate Director, the Affiliate Board shall elect a new Affiliate Director from currently sitting Affiliate Board members.
4. Regional Director and Regional representative vacancies on the Affiliate Board will be filled by appointment by the Regional Board of the Region from which the vacancy occurred. Such replacement shall serve the remainder of the vacated term.

Section 4. Officers

The Affiliate Board shall elect the following Officers:

1. Affiliate Director
2. Vice Affiliate Director
3. Secretary
4. Treasurer

Section 5. Election of Officers

The Affiliate Board shall elect Officers. Any Board Member may make a nomination for an Officer position. Election of Officers shall be by simple majority vote.

Section 6. Term

The Officers shall each serve terms of three (3) years coinciding with the fiscal year.

Section 7. Officer Vacancies

1. Officer vacancies occur by:
 - a. death.

- b. resignation.
 - c. removal by a two-thirds vote of the Affiliate Board with or without cause.
2. In the event of a vacancy in an Officer position, the vacancy will be filled by majority vote of the Affiliate Board. Such replacement shall serve the remainder of the vacated term.

Article IV — Committees

Section 1. Establishment of Committees

1. The Affiliate Board may establish standing committees to further the Objectives and Mission of ILDI.
2. The Affiliate Director may designate committees for *ad hoc* projects.

Article V — Meetings

Section 1. Meetings

1. Meetings shall be held quarterly or as directed by the Affiliate Board.
2. Each Affiliate Board member will be notified of the time, place, and agenda of Affiliate Board meetings prior to the meeting.
3. Special meetings may be held at the request of any two (2) Officers.
4. Upon the vote of at least two-thirds of the sitting Board Members, an emergency meeting can be called without advance notice.
5. A quorum shall consist of more than 50% of the current voting members of the Affiliate Board.
6. Meeting agendas and minutes will be maintained by the Affiliate Board Secretary.
7. Meeting agendas and minutes will be available upon written request.

Section 2. Voting

1. Each member of the Affiliate Board shall have one (1) vote.
2. Unless otherwise specified, the Affiliate Board shall operate by majority consent of a quorum present and voting. However, any member of the Affiliate Board may ask for a hand vote.
3. The Affiliate Director or meeting Chair may vote only in cases of a draw.

Article VI — Financial Management

Section 1. Budget

ILDI shall operate within a budget approved by the Affiliate Board. The Affiliate Board must approve non-budgeted expenditures.

Section 2. Financial Payments

No part of the ILDI assets shall go to the benefit of its Affiliate Board members. The Affiliate Board is authorized and empowered to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

Section 3. Dissolution

Upon the dissolution of ILDI, the Affiliate Board shall, after paying or making provision for payment of all ILDI liabilities, return the remaining assets of ILDI to Destination ImagiNation, Inc.

Article VII — Affiliation with Destination ImagiNation, Inc.

ILDI shall be bound by the policies of Destination ImagiNation, Inc. ILDI will be non-discriminatory with regard to race, creed, ethnic background, gender, economic status, religion, or political affiliations.

Article VIII — Amendment of Bylaws

These Bylaws may be amended by a two-thirds majority vote of the Affiliate Board.