

BYLAWS

PRAIRIE LAND CONSERVANCY

A Division of Prairie Hills Resource Conservation and Development, Inc.

ARTICLE 1-NAME AND OFFICE LOCATION

Section 1. The name of this organization is Prairie Land Conservancy, a Division of Prairie Hills Resource Conservation and Development, Inc.

Section 2. The principal office of this organization is located in the city of Macomb, County of McDonough, State of Illinois.

ARTICLE II-PURPOSES AND POWERS

Section 1. The purpose of this organization is to function as a Land Trust. The Mission of Prairie Land Conservancy is to preserve wildlife habitat, open space, natural areas and sustainable agricultural land within west-central Illinois. The primary service area includes the Illinois counties of Adams, Brown, Hancock, Fulton, Henderson, Knox, McDonough, Pike, Schuyler and Warren.

Section 2. Prairie Land Conservancy, with the authorization of Prairie Hills RC & D, may purchase, receive and/or accept, hold title to or borrow against property, whether real, personal or mixed, by way of gift, devise or bequest, from any person, firm, trust or corporation, to be held, administered, or disposed of, and to do any other business permissible by law in accordance with and pursuant to its purposes. Activities of Prairie Land Conservancy shall be conducted in accordance with The Land Trust Standards and Practices established by The Land Trust Alliance.

Section 3. Prairie Land Conservancy Board of Directors may establish Action Teams, special committees and subcommittees, or may hire employees and/or agents to achieve its purposes.

ARTICLE III – BUSINESS

Section 1. Contracts-Prairie Land Conservancy Board of Directors may authorize any officer, agent or agents of the Organization, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization; and such authority may be general or confined to a specific instance.

Section 2. Checks, Drafts, Etc. - All checks, drafts, or order for the payment of money, notes, or other evidences of indebtedness issued in the name of the Organization shall be signed by such officer or officers, agent or agents of the Organization and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by resolution by the Board, such instruments shall be signed by either Treasurer or Chair of Prairie Land Conservancy.

Section 3. Deposits-All funds of the corporation shall be deposited from time to time to the credit of the Organization in such banks, trust companies, or other depositories as the Board may select.

Section 4. Insurance- Prairie Land Conservancy will maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Organization, against any liability asserted against him and incurred by him in connection with his status as such, whether or not the Organization would have the power to indemnify him against such liability.

Section 5. Audit- Prairie Land Conservancy's financial affairs shall be audited annually by a qualified auditor or auditing committee as part of Prairie Hills RC & D annual audit. Prairie Land Conservancy shall pay a proportionate share of the annual audit fees. The Audit shall be presented to Prairie Hills RC&D Board of Directors and Council.

Section 6. Budget- Prairie Land Conservancy shall prepare an annual budget which will be presented for adoption by The Board of Directors at the annual meeting. Funds may come from sources such as donations, corporations, foundations, governmental entities, bequests and/or memberships.

Section 7. Prairie Land Conservancy is a Division of Prairie Hills Resource Conservation and Development, Inc., and as such, Prairie Land Conservancy shall act on behalf of the Prairie Hills RC&D Council and its Board of Directors in matters pertaining to its operations and management and report on its activities on a regular basis to the Council and its Board of Directors.

Section 8. Prairie Land Conservancy shall recommend to the Prairie Hills RC&D Council and its Board of Directors conservation easements/land donations to acquire and hold on behalf of Prairie Land Conservancy.

ARTICLE IV – MEMBERS

Section 1. MEMBERSHIP. Any person paying an annual Membership fee, which will be determined by the Board of Directors from time to time, shall be a member in good standing. From time to time, the Board of Directors may establish other categories of annual support.

ARTICLE V Membership Meetings

Section 1. ANNUAL MEETING. The annual meeting of the members shall be held during the month of March in each year, commencing with the year 2009, at a time to be set by the Chair. If the day fixed for the annual meeting shall be a legal holiday in the State Of Illinois, such meeting shall be held on the next succeeding business day. The place of such meeting, as hereinbefore provided, shall be designated by the Board of Directors and written notice thereof shall be served upon the membership not less than ten [10] days prior to the annual meeting.

Section 2. NOTICE OF MEETINGS. Written, printed or electronic notice stating the place, day and hour of any meeting of members shall be delivered to members by either the Secretary, or the Secretary's designee.

Section 3. QUORUM. At any meeting of the Members, a quorum for the transaction of business shall consist of a majority of the Members or at least fifteen Members, whichever is less. Except as herein provided, all votes of Members shall be determined by a simple majority of those present and voting. Every Member in good standing shall be entitled to one [1] vote. Voting by proxy may be permitted under such conditions as may be prescribed by the Board of Directors.

ARTICLE VI – BOARD OF DIRECTORS

Section 1. The affairs of Prairie Land Conservancy shall be managed by its Board of Directors. All powers of the Organization, including establishment of policy, determination of matters of business, adopting bylaws and amending or altering same, are vested in the Board of Directors.

Section 2. The Board of Directors shall consist of a total of eleven (11) qualified individuals. It is desirable to have Board composition representative of the Conservancy's geographic service area.

Section 3. Two members of the Board must be current Prairie Hills RC&D Council members.

Section 4. To qualify for the Board of Directors, a person must be a member of Prairie Land Conservancy and must fully subscribe to and have a working interest in the purposes and basic policies of the Organization.

Section 5. Any vacancy occurring on the Board of Directors shall be filled through a joint effort between the remaining Directors and the individual leaving that position. Persons identified in this way, must receive simple majority approval of the remaining Board of Directors.

Section 6. The Chair and the remaining ten (10) Board of Directors shall be elected at the annual meeting. Board of Director's terms of office are **four** years, may succeed themselves, and will be staggered so that half will be elected every two years.

Section 7. A Director may be removed from office for cause, by the vote of not less than two-thirds (2/3) of the Directors at a meeting of the Board of Directors, provided notice of such proposed action shall have been duly given in the notice of the meeting and provided the director has been in-formed in writing of the changes preferred against him or her at least ten (10) days before such meeting.

Section 8. The Board of Directors shall elect the remaining officers following the annual meeting at the next scheduled meeting of the Directors. Only Directors may be elected to officer positions.

Section 9. Directors shall not receive any compensation from the Organization for their service on the Board of Directors, but may be reimbursed for accrued and necessary expenses.

Section 10. Board of Directors members shall serve a four year term, may succeed themselves, and will be staggered so that half will be appointed every two years.

Section 11. The Board of Directors shall meet at least four times each year or as may be called by the Chair to conduct the business of the Organization. The Board of Directors shall be advised at least five (5) days in advance of each meeting.

Section 12. A quorum shall consist of a simple majority (6) of the Board of Directors at their meetings.

Section 13. Each person on the Board of Directors shall have one vote only. A majority vote of Directors present shall be required to reach all decisions made by the Board. In the event of a tie vote, the Chair casts the deciding vote.

ARTICLE VII- OFFICERS

Section 1. The officers of Prairie Land Conservancy shall be a Chair, Vice Chair, Secretary and Treasurer. The officer's shall perform the duties prescribed by these bylaws and any assigned by the Organization's Board of Directors. The offices of Secretary and Treasurer may be combined if the Directors so desire.

Section 2. Officer's terms of office shall be one year. Officers may succeed themselves for four [4] consecutive terms. They may eligible to run after one year of leaving the office.

Section 3. Vacancies among the officers shall be filled by appointment of the Chair with simple majority approval of the remaining Board of Directors.

Section 4. Duties of the Officers:

- a. **Chair** - The Chair shall assure that the organization adheres to its intended purposes and shall represent the Board of Directors as speaker and leader at various functions with diverse federal, state and local agencies and organizations. The Chair will prepare the agenda for each meeting and conduct all regular and special meetings of the Organization. He/She is responsible for the execution of all resolutions and directives of the Board of Directors. The Chair may sign, with attestation of the Treasurer, any deeds, mortgages, bonds, contracts or other instruments which the Board authorizes to be executed; and perform all other duties associated with this position.
 - b. **Vice Chair** - In the absence of the Chair or in the event of the Chair's inability or refusal to act, the Vice Chair shall assume the duties of the Chair, and when acting so, shall have all the powers of an be subject to all the restrictions upon such other duties as may be assigned by the Chair or the Board of Directors.
 - c. **Secretary** – The Secretary shall keep approved minutes of the meetings of the organization's Board of Directors in a book to be kept for that purpose; shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; shall be responsible for keeping and filing all books, reports, statements and other records as required by law and these bylaws; and shall perform all other duties as may be assigned by the Chair or Board of Directors.
 - d. **Treasurer** – The treasurer shall have charge and custody of and be responsible for all funds and securities of the Organization; shall render to the Chair and the Board of Directors whenever required, a statement of the financial condition of the corporation and of all transactions of the Treasurer, and render a full financial report at the annual meeting of the Organization; shall receive receipts for monies due and payable to the Organization from any source; shall deposit all such monies in the name of the Organization in
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such banks, trust companies, or other depositories as shall be selected by the Board of Directors; shall file all necessary tax papers for the Organization; shall perform all other duties as may be assigned by the Chair or Board of Directors.

ARTICLE VIII – RESOURCE PERSONNEL

Section 1. Employees may be hired to conduct the business of the organization as needed. They will be under the direct supervision of the Board of Directors. The Board of Directors will oversee all personnel matters.

ARTICLE VIII – INDEMNIFICATION AND EXECUTION OF INSTRUMENTS

Section 1. Indemnification – Officers, Directors, and Employees of Prairie Land Conservancy, and their private property, shall not be liable in any manner for the Organization’s debts, obligations, undertakings or liabilities as Officers, Directors, and Employees shall be exempted and indemnified against personal expenses, losses or liabilities, which may accrue from time to time in any manner by reason of ownership, administration or distribution of the Organization’s property or funds, or by reason of any acts of commission or omission on their part in the conduct of the Organization’s affairs, so long as they act in good faith.

The Officers, Directors, and Employees shall not be liable or accountable in any manner for honest mistakes or errors of judgment, nor for errors or wrong doings of agents, brokers, attorneys or servants, nor for interest on funds temporarily idle. They shall have the right, at all times and in all matters, to act upon any information or evidence deemed by them reliable without incurring any personal liability or responsibility of any kind.

Section 2. Execution of Instruments – All Instruments of assignment transfer, conveyance, release and contract including checks, notes and drafts requiring execution of the Organization shall be signed by either the Chair or Treasurer, or their designees, provided, however, that these Officers are authorized to designate others by vote of the Board of Directors.

ARTICLE X – PARLIAMENTARY AUTHORITY

Section 1. All meetings of the Board of Directors and Membership of the Organization shall be conducted pursuant to Robert's Rules of Order, Revised, except to the extent and degree that other procedural requirements are set forth by law, or these Bylaws.

ARTICLE XI – AMENDMENT OF BYLAWS

Section 1. These Bylaws may be repealed or amended by the Board of Directors at any regular meeting or special meeting of the Board called for such purpose, at which a quorum is present; provided however, no such action shall change the purpose of the Organization so as to impair its rights and powers under the laws of the State of Illinois, or to waive any requirements of band or any provision for the safety and security or property and funds of the Organization or its Directors or to deprive any Director without his/her express consent of rights, privileges, or immunities then existing; and further provided that notice of any proposed amendments or repeals shall be sent to all Board of Director members at least thirty (30) days in advance of the meeting.

ARTICLE XII – MISCELLANEOUS PROVISIONS

Section 2. Fiscal Year – The Fiscal Year of the Organization shall end at the close of business on the last day of December each year.

These Bylaws approved September 23, 2008

Adopted this 23rd day of September, 2008

Chair, Prairie Land Conservancy

ATTEST:

Secretary, Prairie Land Conservancy
