

1 AN ACT concerning business.

2 **Be it enacted by the People of the State of Illinois,**  
3 **represented in the General Assembly:**

4 Section 5. If and only if Senate Bill 2531 of the 99th  
5 General Assembly becomes law in the form in which it passed the  
6 House of Representatives, then the General Not For Profit  
7 Corporation Act of 1986 is amended by changing Sections 101.80  
8 and 107.03 as follows:

9 (805 ILCS 105/101.80) (from Ch. 32, par. 101.80)

10 Sec. 101.80. Definitions. As used in this Act, unless the  
11 context otherwise requires, the words and phrases defined in  
12 this Section shall have the meanings set forth herein.

13 (a) "Anniversary" means that day each year exactly one or  
14 more years after:

15 (1) The date of filing the articles of incorporation  
16 prescribed by Section 102.10 of this Act, in the case of a  
17 domestic corporation;

18 (2) The date of filing the application for authority  
19 prescribed by Section 113.15 of this Act in the case of a  
20 foreign corporation;

21 (3) The date of filing the statement of acceptance  
22 prescribed by Section 101.75 of this Act, in the case of a  
23 corporation electing to accept this Act; or

1           (4) The date of filing the articles of consolidation  
2           prescribed by Section 111.25 of this Act in the case of a  
3           consolidation.

4           (b) "Anniversary month" means the month in which the  
5           anniversary of the corporation occurs.

6           (c) "Articles of incorporation" means the original  
7           articles of incorporation including the articles of  
8           incorporation of a new corporation set forth in the articles of  
9           consolidation or set forth in a statement of election to accept  
10          this Act, and all amendments thereto, whether evidenced by  
11          articles of amendment, articles of merger or statement of  
12          correction affecting articles. Restated articles of  
13          incorporation shall supersede the original articles of  
14          incorporation and all amendments thereto prior to the effective  
15          date of filing the articles of amendment incorporating the  
16          restated articles of incorporation. In the case of a  
17          corporation created by a Special Act of the Legislature,  
18          "Articles of incorporation" means the special charter and any  
19          amendments thereto made by Special Act of the Legislature or  
20          pursuant to general laws.

21          (d) "Board of directors" means the group of persons vested  
22          with the management of the affairs of the corporation  
23          irrespective of the name by which such group is designated.

24          (e) "Bylaws" means the code or codes of rules adopted for  
25          the regulation or management of the affairs of the corporation  
26          irrespective of the name or names by which such rules are

1 designated.

2 (f) "Corporation" or "domestic corporation" means a  
3 domestic not-for-profit corporation subject to the provisions  
4 of this Act, except a foreign corporation.

5 (g) "Delivered," for the purpose of determining if any  
6 notice required by this Act is effective, means:

7 (1) Transferred or presented to someone in person;

8 (2) Deposited in the United States mail addressed to  
9 the person at his, her or its address as it appears on the  
10 records of the corporation, with sufficient first-class  
11 postage prepaid thereon;

12 (3) Posted at such place and in such manner or  
13 otherwise transmitted to the person's premises as may be  
14 authorized and set forth in the articles of incorporation  
15 or the bylaws; or

16 (4) Transmitted by electronic means to the e-mail  
17 address, facsimile number, or other contact information  
18 appearing on the records of the corporation as may be  
19 authorized or approved in the articles of incorporation or  
20 the bylaws.

21 (g-5) "Economic development corporation" means a local  
22 not-for-profit, public-private partnership that receives  
23 public money to promote the development, establishment, or  
24 expansion of industries. "Economic development corporation"  
25 does not include a trade association, industry trade group,  
26 professional association, or business association that is

1 founded and funded by businesses or individuals operating in a  
2 specific industry or profession ~~an organization that receives~~  
3 ~~public money that promotes the development, establishment, or~~  
4 ~~expansion of industries.~~

5 (h) "Foreign corporation" means a not-for-profit  
6 corporation as defined and organized under the laws other than  
7 the laws of this State, for a purpose or purposes for which a  
8 corporation may be organized under this Act.

9 (i) "Incorporator" means one of the signers of the original  
10 articles of incorporation.

11 (j) "Insolvent" means that a corporation is unable to pay  
12 its debts as they become due in the usual course of the conduct  
13 of its affairs.

14 (j-5) "Labor council" means any organization representing  
15 multiple entities that are monitoring or attentive to  
16 compliance with public or workers' safety laws, wage and hour  
17 requirements, or other statutory requirements or that are  
18 making or maintaining collective bargaining agreements.

19 (k) "Member" means a person or any organization, whether  
20 not for profit or otherwise, having membership rights in a  
21 corporation in accordance with the provisions of its articles  
22 of incorporation or bylaws.

23 (k-5) "Minority group" means a group that is a readily  
24 identifiable subset of the U.S. population and that is made up  
25 of persons who are any of the following:

26 (1) American Indian or Alaska Native (a person having

1 origins in any of the original peoples of North and South  
2 America, including Central America, and who maintains  
3 tribal affiliation or community attachment).

4 (2) Asian (a person having origins in any of the  
5 original peoples of the Far East, Southeast Asia, or the  
6 Indian subcontinent, including, but not limited to,  
7 Cambodia, China, India, Japan, Korea, Malaysia, Pakistan,  
8 the Philippine Islands, Thailand, and Vietnam).

9 (3) Black or African American (a person having origins  
10 in any of the black racial groups of Africa). Terms such as  
11 "Haitian" or "Negro" can be used in addition to "Black or  
12 African American".

13 (4) Hispanic or Latino (a person of Cuban, Mexican,  
14 Puerto Rican, South or Central American, or other Spanish  
15 culture or origin, regardless of race).

16 (5) Native Hawaiian or Other Pacific Islander (a person  
17 having origins in any of the original peoples of Hawaii,  
18 Guam, Samoa, or other Pacific Islands).

19 (6) A woman.

20 (1) "Net assets," for the purpose of determining the  
21 authority of a corporation to make distributions, is equal to  
22 the difference between the assets of the corporation and the  
23 liabilities of the corporation.

24 (m) "Not-for-profit corporation" means a corporation  
25 subject to this Act and organized solely for one or more of the  
26 purposes authorized by Section 103.05 of this Act.

1           (n) "Registered office" means that office maintained by the  
2 corporation in this State, the address of which is on file in  
3 the office of the Secretary of State, at which any process,  
4 notice or demand required or permitted by law may be served  
5 upon the registered agent of the corporation.

6           (o) "Special charter" means the charter granted to a  
7 corporation created by special act of the Legislature whether  
8 or not the term "charter" or "special charter" is used in such  
9 special act.

10          (p) Unless otherwise prohibited by the articles of  
11 incorporation or the bylaws of the corporation, actions  
12 required to be "written", to be "in writing", to have "written  
13 consent", to have "written approval" and the like by or of  
14 members, directors, or committee members shall include any  
15 communication transmitted or received by electronic means.

16          (Source: P.A. 96-649, eff. 1-1-10; 09900SB2531eng.)

17           (805 ILCS 105/107.03) (from Ch. 32, par. 107.03)

18           Sec. 107.03. Members.

19           (a) A corporation may have one or more classes of members  
20 or may have no members.

21           (b) If the corporation has one or more classes of members,  
22 the designation of the class or classes and the qualifications  
23 and rights of the members of each class shall be set forth in  
24 the articles of incorporation or the bylaws. The articles of  
25 incorporation or the bylaws may provide for representatives or

1 delegates of members and may establish their qualifications and  
2 rights.

3 (c) If the corporation is to have no members, that fact  
4 shall be set forth in the articles of incorporation or the  
5 bylaws.

6 (d) A corporation may issue certificate evidencing  
7 membership therein.

8 (e) The transfer of a certificate of membership in a  
9 not-for-profit corporation in which assets are held for a  
10 charitable, religious, eleemosynary, benevolent or educational  
11 purpose, shall be without payment of any consideration of money  
12 or property of any kind or value to the transferor in respect  
13 to such transfer. Any transfer in violation of this Section  
14 shall be void.

15 (f) Where the articles of incorporation or bylaws provide  
16 that a corporation shall have no members, or where a  
17 corporation has under its articles of incorporation, bylaws or  
18 in fact no members entitled to vote on a matter, any provision  
19 of this Act requiring notice to, the presence of, or the vote,  
20 consent or other action by members of the corporation in  
21 connection with such matter shall be satisfied by notice to,  
22 the presence of, or the vote, consent or other action of the  
23 directors of the corporation.

24 (g) A residential cooperative not-for-profit corporation  
25 containing 50 or more single family units with individual unit  
26 legal descriptions based upon a recorded plat of a subdivision

1 and located in a county with a population between 780,000 and  
2 3,000,000 shall specifically set forth the qualifications and  
3 rights of its members in the Articles of Incorporation and the  
4 bylaws.

5 (h) When an economic development corporation receives ~~any~~  
6 public money in an amount greater than \$1,500 annually from a  
7 single source, its board shall consist of no less than 2  
8 members of a labor council or councils and not less than 2  
9 members from 2 separate minority groups. The labor council or  
10 councils shall represent (i) employees in the construction  
11 trades and (ii) employees in the public and private sector. No  
12 membership fees, dues, or assessments shall be required. The  
13 labor council and minority group members shall be full economic  
14 development corporation members with all rights and privileges  
15 and shall not be compensated. As used in this subsection,  
16 "public money" means any funds from the federal government or a  
17 federal agency, the State or a State agency, or any unit of  
18 local government, but does not include funds received for job  
19 training, apprenticeships, and federally required education.

20 (Source: P.A. 91-465, eff. 8-6-99; 09900SB2531eng.)