

Prairie Postgres EIN #33-1545628

Prairie Postgres NFP

An Illinois Non-Profit Public Benefit Corporation

By-Laws

Adopted October 24, 2024

Article 1: Statement of Purpose

Prairie Postgres NFP shall be a 501 (c) (3) designated non-profit educational organization providing training, professional development, events, and networking opportunities to technical practitioners and researchers and to foster diversity, equity, and inclusion in the local technical community.

Article 2: Organization and Structure

A. Name

The name of this organization shall be Prairie Postgres NFP.

B. Address

The principal office of Prairie Postgres NFP shall be established and maintained in the State of Illinois, at 1549 W. Fargo Ave apt 3 Chicago 60626. The Board of Directors may change the principal address from one location within the State of Illinois to another Location within the State of Illinois at their discretion. The Secretary shall note any such change, and the Board shall amend the bylaws to reflect any such change.

C. Founders

The founders of Prairie Postgres NFP are Henrietta Dombrovskaya, Anna Novikova, and Dian Fay.

D. Board of Directors

There shall be a Board of Directors of Prairie Postgres NFP. The Board of Directors shall have the powers and responsibilities as provided in Article 3 below.

E. Officers

There shall be at least a President, Vice President, and Secretary/Treasurer of Prairie Postgres NFP. Officers shall be elected by the Board of Prairie Postgres NFP and shall have the powers and responsibilities as provided in Article 4 below.

F. Code of Conduct

Prairie Postgres NFP abides by the Code of Conduct established by the PostgreSQL governing body, as defined [here \(https://www.postgresql.org/about/policies/coc/\)](https://www.postgresql.org/about/policies/coc/). All events, activities, members, and directors of Prairie Postgres NFP are subject to this Code of Conduct.

Article 3: Board of Directors

A. Composition of the Board of Directors

The Board of Directors shall consist of at least three (3) members of Prairie Postgres NFP in good standing and who have volunteered to stand for election by the membership. Directorship is a volunteer position and is not compensated, excepting reimbursement for expenditures on behalf of Prairie Postgres NFP.

B. Powers of the Board of Directors

1. The governing body of Prairie Postgres NFP shall be the Board of Directors (“Board”).
2. The Board shall have supervision, control, and direction of the management, affairs, and property of Prairie Postgres NFP.
3. The Board may adopt, by majority vote, such policies, rules, and regulations for Prairie Postgres NFP as the Board shall deem necessary or desirable.
4. The Board may amend the By-Laws of Prairie Postgres NFP as the Board deems necessary or desirable.
5. The Board may employ such persons, including but not limited to attorneys, accountants, agents and assistants, as in its judgment, are necessary or desirable for the administration and management of Prairie Postgres NFP, and the Board may pay reasonable compensation for the services performed and expenses incurred by any such persons.

C. Responsibilities of the Board of Directors

1. The Board shall actively pursue the purposes and objectives of Prairie Postgres NFP and supervise the disbursement of Prairie Postgres NFP funds.
2. The Board shall direct the preparation of any required annual reports and tax statements and cause them to be filed with the appropriate regulatory authorities.

D. Tenure of the Board of Directors

Directors shall serve for terms of three (3) years. Directors must be elected by the membership to serve additional three-year terms.

Directors may resign from the Board. A Director may be removed by majority vote from the Board if they are no longer a member in good standing, have been absent without notification to the Board for a period of one (1) year, or have died or otherwise been so incapacitated as to be unable to perform his or her duties.

F. Elections to the Board of Directors

Directors shall be elected by the membership of Prairie Postgres NFP. Elections shall be called every three years, as well as in circumstances where the Board lacks a full complement of active Directors.

Article 4: Officers

A. Designation of Officers

There shall be at least a President, Vice President, and Secretary/Treasurer of Prairie Postgres NFP. Officers are volunteers and are not compensated, excepting reimbursement for expenditures on behalf of Prairie Postgres NFP.

B. Election, Removal, and Terms of Officers

Officers shall be members in good standing and are elected by majority vote of the Board of Directors. Elections shall take place annually at a meeting to be called for that purpose. Officers may be removed by a majority vote of the Board of Directors at any Board Meeting. If an Officer is removed, another election shall be held for that Officer's position. Unless removed, each Officer shall serve a term beginning with his or her election and terminating at the election of new Officers.

C. Duties of the President

The duties of the President shall be to:

1. Preside at all meetings of the Board;
2. Call the annual Prairie Postgres NFP Board Meeting;
3. Call meetings for the election of officers;
4. Have general supervision of the organization in accordance with the Board;
5. To represent the organization on occasions and in business contacts;
6. Appoint any person or committee necessary for the organization;
7. Assist and supervise all other officers of the organization in their records, correspondence and other duties.

D. Duties of the Vice President

The duties of the Vice President shall be to:

1. Assist the President with all organizational business and management.
2. Perform the duties of the President in her/his absence or upon his/her request.

E. Duties of the Secretary

The duties of the Secretary shall be to:

1. Keep a record of the minutes of each meeting and;
2. Handle all organizational correspondence and regulatory filings.

F. Duties of the Treasurer

The duties of the Treasurer shall be to:

1. Maintain financial records and deliver financial reports to the Board quarterly or upon request of the President or the Board;
2. Deliver an annual financial report for review by the membership.
3. Conduct banking and maintain bank accounts.

Article 5: Membership

A. Membership.

Prairie Postgres NFP membership is open to any individual who supports the purpose of the organization and resides in the Midwest. An individual may apply for membership by completing an application. Memberships must be renewed at least once every three years; there is no lifetime membership. Membership in Prairie Postgres NFP will be free of charge.

Article 6: Contracts, Checks, Deposits and Funds

A. Contracts

The Board may authorize any officer or officers to enter into any contract or execute and deliver any instrument in the name and/or on behalf of Prairie Postgres NFP. Such authority must be in writing or reflected in the minutes and may be general or confined to specific instances

B. Financial Instruments

All checks, drafts, or other orders of the payment of money, notes, or other evidence of indebtedness issued in the name of Prairie Postgres NFP shall be signed by such officer or officers of Prairie Postgres NFP as may be determined by the Board. Such authority must be in writing or reflected in the minutes and may be general or confined to specific instances.

C. Deposits

All funds of Prairie Postgres NFP shall be deposited to the credit of Prairie Postgres NFP in such banks, trust companies or other depositories as the Board may select.

D. Gifts

The Board may accept on behalf of Prairie Postgres NFP any contribution, gift, bequest, or devise for the general or for any special purpose of Prairie Postgres NFP.

Article 7: Meetings, Voting and Quorum

A. Meetings of the Board of Directors

The President shall call an annual meeting of the Board of Directors. The meeting shall be held at such time and place as the President shall designate. All Directors must attend the annual meeting. In addition, any Board member may call a Board meeting as deemed necessary or desirable.

B. Other Meetings

In addition to Board meetings, the President may call such other planning or committee meetings as the President deems necessary or desirable. Said meetings shall be held at such time and place as the President shall designate.

C. Voting

When a vote of the Board is considered, a majority vote of the Board shall be controlling. In the event of a tie vote, a majority vote of the Founding Directors shall be controlling. Voting shall take place during Board meetings. To initiate a vote, any Director may move for a vote. A motion to vote must be seconded by another Director. Once a motion to vote has been made and seconded, a vote shall be held.

D. Quorum

Notwithstanding section 6 (C) above, regarding a meeting of the Board, for any vote to be held a quorum must be present. A quorum shall consist of two-thirds of the Directors.

Article 8: Dissolution

A. Dissolution on a vote of the Board of Directors

Prairie Postgres NFP shall be dissolved upon a majority vote of the Board.

B. Distribution of Assets Upon Dissolution

Upon dissolution, all Prairie Postgres NFP assets shall be distributed to one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future tax code or shall be distributed to the federal government or to a state or local government, for the public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for the purposes to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.