



Adopted in House Comm. on May 06, 2009

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LRB096 08993 KTG 25747 a

1 AMENDMENT TO SENATE BILL 1390

2 AMENDMENT NO. _____. Amend Senate Bill 1390 by replacing
3 everything after the enacting clause with the following:

4 "Section 5. The General Not For Profit Corporation Act of
5 1986 is amended by changing Sections 101.80, 103.12, 107.10,
6 107.40, 107.50, 107.75, 108.05, 108.10, 108.35, 108.45,
7 108.60, 108.70, and 110.30 as follows:

8 (805 ILCS 105/101.80) (from Ch. 32, par. 101.80)

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

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

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

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

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

7 (4) The date of filing the articles of consolidation
8 prescribed by Section 111.25 of this Act in the case of a
9 consolidation.

10 (b) "Anniversary month" means the month in which the
11 anniversary of the corporation occurs.

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

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

4 (e) "Bylaws" means the code or codes of rules adopted for
5 the regulation or management of the affairs of the corporation
6 irrespective of the name or names by which such rules are
7 designated.

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

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

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

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

18 (3) Posted at such place and in such manner or
19 otherwise transmitted to the person's premises as may be
20 authorized and set forth in the articles of incorporation
21 or the bylaws; or

22 (4) Transmitted by electronic means to the e-mail
23 address, facsimile number, or other contact information
24 appearing ~~that appears~~ on the records of the corporation as
25 may be authorized or approved ~~and set forth~~ in the articles
26 of incorporation or the bylaws.

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

5 (i) "Incorporator" means one of the signers of the original
6 articles of incorporation.

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

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

14 (l) "Net assets," for the purpose of determining the
15 authority of a corporation to make distributions, is equal to
16 the difference between the assets of the corporation and the
17 liabilities of the corporation.

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

21 (n) "Registered office" means that office maintained by the
22 corporation in this State, the address of which is on file in
23 the office of the Secretary of State, at which any process,
24 notice or demand required or permitted by law may be served
25 upon the registered agent of the corporation.

26 (o) "Special charter" means the charter granted to a

1 corporation created by special act of the Legislature whether
2 or not the term "charter" or "special charter" is used in such
3 special act.

4 (p) Unless otherwise prohibited by ~~To the extent permitted~~
5 ~~in~~ the articles of incorporation or the bylaws of the
6 corporation, actions required to be "written", to be "in
7 writing", to have "written consent", to have "written approval"
8 and the like by or of members, directors, or committee members
9 shall include any communication transmitted or received by
10 electronic means.

11 (Source: P.A. 92-33, eff. 7-1-01; 92-572, eff. 6-26-02.)

12 (805 ILCS 105/103.12) (from Ch. 32, par. 103.12)

13 Sec. 103.12. Private foundations - Federal tax laws. In the
14 absence of an express provision to the contrary in its articles
15 of incorporation, a corporation, as defined in Section 509 of
16 the Internal Revenue Code of 1986, as may be amended from time
17 to time 1954, during the period it is a private foundation:

18 (a) Shall not engage in any act of self-dealing as defined
19 in Section 4941(d) thereof;

20 (b) Shall distribute its income for each taxable year at
21 such time and in such manner as not to become subject to the
22 tax on undistributed income imposed by Section 4942 thereof;

23 (c) Shall not retain any excess business holdings as
24 defined in Section 4943(c) thereof;

25 (d) Shall not make any investment in such manner as to

1 subject it to tax under Section 4944 thereof;

2 (e) Shall not make any taxable expenditure as defined in
3 Section 4945(d) thereof.

4 (Source: P.A. 84-1423.)

5 (805 ILCS 105/107.10) (from Ch. 32, par. 107.10)

6 Sec. 107.10. Informal action by members entitled to vote.

7 (a) Unless otherwise provided in the articles of incorporation
8 or the bylaws, any action required by this Act to be taken at
9 any annual or special meeting of the members entitled to vote,
10 or any other action which may be taken at a meeting of the
11 members entitled to vote, may be taken without a meeting in
12 writing by mail, e-mail, or any other electronic means pursuant
13 to which the action receives approval ~~without a meeting and~~
14 ~~without a vote, if a consent in writing, setting forth the~~
15 ~~action so taken, shall be signed either: (i) by all of the~~
16 ~~members entitled to vote with respect to the subject matter~~
17 ~~thereof, or (ii) by the members having not less than the~~
18 minimum number of votes that would be necessary to authorize or
19 take such action at a meeting at which a quorum was ~~all members~~
20 ~~entitled to vote thereon were present and voting.~~

21 (b) Such informal action by ~~If such consent is signed by~~
22 ~~less than all of the members entitled to vote, then such~~
23 ~~consent~~ shall become effective only: ~~(1)~~ if, at least 5 days
24 prior to the effective date of such informal action ~~consent~~, a
25 notice in writing of the proposed action is delivered to all of

1 the members entitled to vote with respect to the subject matter
2 thereof who have not voted, and if prompt notice of any such
3 informal action ~~(2) if, after the effective date of such~~
4 ~~consent, prompt notice in writing of the taking of the~~
5 ~~corporate action without a meeting~~ is delivered to those
6 members entitled to vote ~~who have not consented in writing~~.

7 (c) In the event that the action which is approved
8 ~~consented to~~ is such as would have required the filing of a
9 certificate under any other Section of this Act if such action
10 had been voted on by the members at a meeting thereof, the
11 certificate filed under such other Section shall state, in lieu
12 of any statement required by such Section concerning any vote
13 of members, that an informal vote ~~written consent~~ has been
14 conducted ~~given~~ in accordance with the provisions of this
15 Section and that written notice has been delivered as provided
16 in this Section.

17 (Source: P.A. 84-1423.)

18 (805 ILCS 105/107.40) (from Ch. 32, par. 107.40)

19 Sec. 107.40. Voting. (a) The right of the members, or any
20 class or classes of members, to vote may be limited, enlarged
21 or denied to the extent specified in the articles of
22 incorporation or the bylaws. Unless so limited, enlarged or
23 denied, each member, regardless of class, shall be entitled to
24 one vote on each matter submitted to a vote of members.

25 (b) The articles of incorporation or the bylaws may provide

1 that in all elections for directors every member entitled to
2 vote shall have the right to cumulate his or her vote and to
3 give one candidate a number of votes equal to his or her vote
4 multiplied by the number of directors to be elected, or to
5 distribute such votes on the same principle among as many
6 candidates as he or she shall think fit.

7 (c) If a corporation has no members or its members have no
8 right to vote with respect to a particular matter, the
9 directors shall have the sole voting power with respect to such
10 matter.

11 (Source: P.A. 84-1423.)

12 (805 ILCS 105/107.50) (from Ch. 32, par. 107.50)

13 Sec. 107.50. Proxies. A member entitled to vote may vote in
14 person or, unless the articles of incorporation or ~~the~~ bylaws
15 explicitly prohibit otherwise provide, by proxy executed in
16 writing by the member or by that member's duly authorized
17 attorney-in-fact. No proxy shall be valid after 11 months from
18 the date of its execution, unless otherwise provided in the
19 proxy. Unless otherwise prohibited by the articles of
20 incorporation or bylaws, the election of directors, officers,
21 or representatives by members may be conducted by mail, e-mail,
22 or any other electronic means as set forth in subsection (a) of
23 Section 107.10. ~~Where directors or officers are to be elected~~
24 ~~by members, the bylaws may provide that such elections may be~~
25 ~~conducted by mail.~~

1 (Source: P.A. 84-1423.)

2 (805 ILCS 105/107.75) (from Ch. 32, par. 107.75)

3 Sec. 107.75. Books and records.

4 (a) Each corporation shall keep correct and complete books
5 and records of account and shall also keep minutes of the
6 proceedings of its members, board of directors and committees
7 having any of the authority of the board of directors; and
8 shall keep at its registered office or principal office a
9 record giving the names and addresses of its members entitled
10 to vote. Any voting member shall have the right to examine, in
11 person or by agent, at any reasonable time or times, the
12 corporation's books and records of account and minutes, and to
13 make extracts therefrom, but only for a proper purpose. In
14 order to exercise this right, a voting member must make written
15 demand upon the corporation, stating with particularity the
16 records sought to be examined and the purpose therefor. If the
17 corporation refuses examination, the voting member may file
18 suit in the circuit court of the county in which either the
19 registered agent or principal office of the corporation is
20 located to compel by mandamus or otherwise such examination as
21 may be proper. If a voting member seeks to examine books or
22 records of account the burden of proof is upon the voting
23 member to establish a proper purpose. If the purpose is to
24 examine minutes, the burden of proof is upon the corporation to
25 establish that the voting member does not have a proper

1 purpose. ~~All books and records of a corporation may be~~
2 ~~inspected by any member entitled to vote, or that member's~~
3 ~~agent or attorney, for any proper purpose at any reasonable~~
4 ~~time.~~

5 (b) A residential cooperative not-for-profit corporation
6 containing 50 or more single family units with individual unit
7 legal descriptions based upon a recorded plat of a subdivision
8 and located in a county with a population between 780,000 and
9 3,000,000 shall keep an accurate and complete account of all
10 transfers of membership and shall, on a quarterly basis, record
11 all transfers of membership with the county clerk of the county
12 in which the residential cooperative is located. Additionally,
13 a list of all transfers of membership shall be available for
14 inspection by any member of the corporation.

15 (Source: P.A. 91-465, eff. 8-6-99.)

16 (805 ILCS 105/108.05) (from Ch. 32, par. 108.05)

17 Sec. 108.05. Board of directors.

18 (a) Each corporation shall have a board of directors, and
19 except as provided in articles of incorporation, the affairs of
20 the corporation shall be managed by or under the direction of
21 the board of directors.

22 (b) ~~The articles of incorporation or bylaws may prescribe~~
23 ~~qualifications for directors.~~ A director need not be a resident
24 of this State or a member of the corporation unless the
25 articles of incorporation or bylaws so prescribe. The articles

1 of incorporation or the bylaws may prescribe other
2 qualifications for directors.

3 (c) Unless otherwise provided in the articles of
4 incorporation or bylaws, the board of directors, by the
5 affirmative vote of a majority of the directors then in office,
6 shall have authority to establish reasonable compensation of
7 all directors for services to the corporation as directors,
8 officers or otherwise, notwithstanding the provisions of
9 Section 108.60 of this Act.

10 (d) No director may act by proxy on any matter.

11 (Source: P.A. 95-368, eff. 8-23-07.)

12 (805 ILCS 105/108.10) (from Ch. 32, par. 108.10)

13 Sec. 108.10. Number, election and resignation of
14 directors. (a) The board of directors of a corporation shall
15 consist of three or more directors. The number of directors
16 shall be fixed by the bylaws, except the number of initial
17 directors shall be fixed by the incorporators in the articles
18 of incorporation. In the absence of a bylaw fixing the number
19 of directors, the number shall be the same as that fixed in the
20 articles of incorporation. The number of directors may be
21 increased or decreased from time to time by amendment to the
22 bylaws.

23 (b) The bylaws may establish a variable range for the size
24 of the board by prescribing a minimum and maximum (which may
25 not be less than 3 or exceed the minimum by more than 5) number

1 of directors. If a variable range is established, unless the
2 bylaws otherwise provide, the number of directors may be fixed
3 or changed from time to time, within the minimum and maximum,
4 by the directors without further amendment to the bylaws.

5 (c) The terms of all directors expire at the next meeting
6 for the election of directors following their election unless
7 their terms are staggered under subsection (e). The term of a
8 director elected to fill a vacancy expires at the next annual
9 meeting of the members entitled to vote at which his or her
10 predecessor's term would have expired or in accordance with
11 Section 108.30 of this Act. The term of a director elected as a
12 result of an increase in the number of directors expires at the
13 next annual meeting of members entitled to vote unless the term
14 is staggered under subsection (e).

15 (d) Despite the expiration of a director's term, he or she
16 continues to serve until the next meeting of members or
17 directors entitled to vote on directors at which directors are
18 elected. An amendment to the bylaws decreasing ~~A decrease in~~
19 the number of directors or eliminating the position of a
20 director elected or appointed by persons or entities other than
21 the members may shorten the terms of incumbent directors;
22 provided, however, such amendment has been approved by the
23 party with the authority to elect or appoint such directors
24 ~~does not shorten an incumbent director's term.~~

25 (e) The articles of incorporation or the bylaws may provide
26 that directors may be divided into classes and the terms of

1 office of several classes need not be uniform. Each director
2 shall hold office for the term for which he is elected and
3 until his successor shall have been elected and qualified.

4 (f) If the articles of incorporation or bylaws authorize
5 dividing the members into classes, the articles or bylaws may
6 also authorize the election of all or a specified number or
7 percentage of directors by one or more authorized classes of
8 members.

9 (g) A director may resign at any time by written notice
10 delivered to the board of directors, its chairman, or to the
11 president or secretary of the corporation. A resignation is
12 effective when the notice is delivered unless the notice
13 specifies a future date. The pending vacancy may be filled
14 before the effective date, but the successor shall not take
15 office until the effective date.

16 (Source: P.A. 84-1423.)

17 (805 ILCS 105/108.35) (from Ch. 32, par. 108.35)

18 Sec. 108.35. Removal of directors. (a) One or more of the
19 directors may be removed, with or without cause. In the case of
20 a corporation having a board of directors which is classified
21 in accordance with subsection 108.10(e) of this Act, the
22 articles of incorporation or bylaws may provide that such
23 directors may only be removed for cause ~~no director may be~~
24 ~~removed except for cause if the articles of incorporation or~~
25 ~~the bylaws so provide.~~

1 (b) In the case of a corporation with no members or with no
2 members entitled to vote on directors, a director may be
3 removed by the affirmative vote of a majority of the directors
4 then in office present and voting at a meeting of the board of
5 directors at which a quorum is present.

6 (c) In the case of a corporation with members entitled to
7 vote for directors, no director may be removed, except as
8 follows:

9 (1) A director may be removed by the affirmative vote of
10 two-thirds of the votes present and voted, either in person or
11 by proxy.

12 (2) No director shall be removed at a meeting of members
13 entitled to vote unless the written notice of such meeting is
14 delivered to all members entitled to vote on removal of
15 directors. Such notice shall state that a purpose of the
16 meeting is to vote upon the removal of one or more directors
17 named in the notice. Only the named director or directors may
18 be removed at such meeting.

19 (3) In the case of a corporation having cumulative voting,
20 if less than the entire board is to be removed, no director may
21 be removed, with or without cause, if the votes cast against
22 his or her removal would be sufficient to elect him or her if
23 then cumulatively voted at an election of the entire board of
24 directors.

25 (4) If a director is elected by a class of voting members
26 entitled to vote, directors or other electors, that director

1 may be removed only by the same class of members entitled to
2 vote, directors or electors which elected the director.

3 (d) The provisions of subsections (a), (b) and (c) shall
4 not preclude the Circuit Court from removing a director of the
5 corporation from office in a proceeding commenced either by the
6 corporation or by members entitled to vote holding at least 10
7 percent of the outstanding votes of any class if the court
8 finds (1) the director is engaged in fraudulent or dishonest
9 conduct or has grossly abused his or her position to the
10 detriment of the corporation, and (2) removal is in the best
11 interest of the corporation. If the court removes a director,
12 it may bar the director from reelection for a period prescribed
13 by the court. If such a proceeding is commenced by a member
14 entitled to vote, such member shall make the corporation a
15 party defendant.

16 (Source: P.A. 84-1423.)

17 (805 ILCS 105/108.45) (from Ch. 32, par. 108.45)

18 Sec. 108.45. Informal action by directors. (a) Unless
19 specifically prohibited by the articles of incorporation or
20 bylaws, any action required by this Act to be taken at a
21 meeting of the board of directors of a corporation, or any
22 other action which may be taken at a meeting of the board of
23 directors or a committee thereof, may be taken without a
24 meeting if a consent in writing, setting forth the action so
25 taken, shall be signed by all of the directors and all of any

1 nondirector committee members entitled to vote with respect to
2 the subject matter thereof, or by all the members of such
3 committee, as the case may be.

4 (b) The consent shall be evidenced by one or more written
5 approvals, each of which sets forth the action taken and
6 provides a written record of approval ~~bears the signature of~~
7 ~~one or more directors or committee members~~. All the approvals
8 evidencing the consent shall be delivered to the secretary to
9 be filed in the corporate records. The action taken shall be
10 effective when all the directors or the committee members, as
11 the case may be, have approved the consent unless the consent
12 specifies a different effective date.

13 (c) Any such consent signed by all the directors or all the
14 committee members, as the case may be, shall have the same
15 effect as a unanimous vote and may be stated as such in any
16 document filed with the Secretary of State under this Act.

17 (Source: P.A. 84-1423.)

18 (805 ILCS 105/108.60) (from Ch. 32, par. 108.60)

19 Sec. 108.60. Conflicting interest transactions ~~Director~~
20 ~~conflict of interest~~.

21 (a) A contract or transaction between a corporation and one
22 or more of its members, directors, members of a designated
23 body, or officers or between a corporation and any other
24 corporation, partnership, association, or other entity in
25 which one or more of its directors, members of a designated

1 body, or officers are directors or officers, hold a similar
2 position, or have a financial interest, is not void or voidable
3 solely for that reason, or solely because the member, director,
4 member of a designated body, or officer is present at or
5 participates in the meeting of the board of directors or
6 committee having the authority of the board that authorizes the
7 contract or transaction, or solely because his, her, or their
8 votes are counted for that purpose, if:

9 (1) the material facts as to the relationship or
10 interest and as to the contract or transaction are
11 disclosed or are known to the board of directors or
12 committee having the authority of the board and the board
13 or such committee in good faith authorizes the contract or
14 transaction by the affirmative votes of a majority of the
15 disinterested directors even though the disinterested
16 directors are less than a quorum;

17 (2) the material facts as to the relationship or
18 interest of the member, director, or officer and as to the
19 contract or transaction are disclosed or are known to the
20 members entitled to vote thereon, if any, and the contract
21 or transaction is specifically authorized, approved, or
22 ratified in good faith by vote of those members; or

23 (3) the contract or transaction is fair as to the
24 corporation as of the time it is authorized, approved, or
25 ratified by the board of directors or the members.

26 (b) Common or interested directors may be counted in

1 determining the presence of a quorum at a meeting of the board
2 or committee having the authority of the board that authorizes
3 a contract or transaction specified in subsection (a).

4 ~~(a) If a transaction is fair to a corporation at the time it is~~
5 ~~authorized, approved, or ratified, the fact that a director of~~
6 ~~the corporation is directly or indirectly a party to the~~
7 ~~transaction is not grounds for invalidating the transaction.~~

8 ~~(b) In a proceeding contesting the validity of a~~
9 ~~transaction described in subsection (a), the person asserting~~
10 ~~validity has the burden of proving fairness unless:~~

11 ~~(1) The material facts of the transaction and the~~
12 ~~director's interest or relationship were disclosed or known to~~
13 ~~the board of directors or a committee consisting entirely of~~
14 ~~directors and the board or committee authorized, approved or~~
15 ~~ratified the transaction by the affirmative votes of a majority~~
16 ~~of disinterested directors, even though the disinterested~~
17 ~~directors be less than a quorum; or~~

18 ~~(2) The material facts of the transaction and the~~
19 ~~director's interest or relationship were disclosed or known to~~
20 ~~the members entitled to vote, if any, and they authorized,~~
21 ~~approved or ratified the transaction without counting the vote~~
22 ~~of any member who is an interested director.~~

23 ~~(c) The presence of the director, who is directly or~~
24 ~~indirectly a party to the transaction described in subsection~~
25 ~~(a), or a director who is otherwise not disinterested, may be~~
26 ~~counted in determining whether a quorum is present but may not~~

1 ~~be counted when the board of directors or a committee of the~~
2 ~~board takes action on the transaction.~~

3 ~~(d) For purposes of this Section, a director is~~
4 ~~"indirectly" a party to a transaction if the other party to the~~
5 ~~transaction is an entity in which the director has a material~~
6 ~~financial interest or of which the director is an officer,~~
7 ~~director or general partner.~~

8 (Source: P.A. 84-1423.)

9 (805 ILCS 105/108.70) (from Ch. 32, par. 108.70)

10 Sec. 108.70. Limited Liability of directors, officers,
11 board members, and persons who serve without compensation.

12 (a) No director or officer serving without compensation,
13 other than reimbursement for actual expenses, of a corporation
14 organized under this Act or any predecessor Act and exempt, or
15 qualified for exemption, from taxation pursuant to Section
16 501(c) of the Internal Revenue Code of 1986, as amended, shall
17 be liable, and no cause of action may be brought, for damages
18 resulting from the exercise of judgment or discretion in
19 connection with the duties or responsibilities of such director
20 or officer unless the act or omission involved willful or
21 wanton conduct.

22 (b) No director of a corporation organized under this Act
23 or any predecessor Act for the purposes identified in items
24 (14), (19), (21) and (22) of subsection (a) of Section 103.05
25 of this Act, and exempt or qualified for exemption from

1 taxation pursuant to Section 501(c) of the Internal Revenue
2 Code of 1986, as amended, shall be liable, and no cause of
3 action may be brought for damages resulting from the exercise
4 of judgment or discretion in connection with the duties or
5 responsibilities of such director, unless: (1) such director
6 earns in excess of \$25,000 ~~\$5,000~~ per year from his duties as
7 director, other than reimbursement for actual expenses; or (2)
8 the act or omission involved willful or wanton conduct.

9 (b-5) Except for willful and wanton conduct, no volunteer
10 board member serving without compensation, other than
11 reimbursement for actual expenses, of a corporation organized
12 under this Act or any predecessor Act and exempt, or qualified
13 for exemption, from taxation pursuant to Section 501(c)(3) of
14 the Internal Revenue Code of 1986, as amended, shall be liable,
15 and no action may be brought, for damages resulting from any
16 action of the executive director concerning the false reporting
17 of or intentional tampering with financial records of the
18 organization, where the actions of the executive director
19 result in legal action.

20 This subsection (b-5) shall not apply to any action taken
21 by the Attorney General (i) in the exercise of his or her
22 common law or statutory power and duty to protect charitable
23 assets or (ii) in the exercise of his or her authority to
24 enforce the laws of this State that apply to trustees of a
25 charity, as that term is defined in the Charitable Trust Act
26 and the Solicitation for Charity Act.

1 (c) No person who, without compensation other than
2 reimbursement for actual expenses, renders service to or for a
3 corporation organized under this Act or any predecessor Act and
4 exempt or qualified for exemption from taxation pursuant to
5 Section 501(c)(3) of the Internal Revenue Code of 1986, as
6 amended, shall be liable, and no cause of action may be
7 brought, for damages resulting from an act or omission in
8 rendering such services, unless the act or omission involved
9 willful or wanton conduct.

10 (d) (Blank).

11 (e) Nothing in this Section is intended to bar any cause of
12 action against the corporation or change the liability of the
13 corporation arising out of an act or omission of any director,
14 officer or person exempt from liability for negligence under
15 this Section.

16 (Source: P.A. 95-342, eff. 1-1-08.)

17 (805 ILCS 105/110.30) (from Ch. 32, par. 110.30)

18 Sec. 110.30. Articles of amendment.

19 (a) Except as provided in Section 110.40 of this Act, the
20 articles of amendment shall be executed and filed in duplicate
21 in accordance with Section 101.10 of this Act and shall set
22 forth:

23 (1) The name of the corporation;

24 (2) The text of each amendment adopted;

25 (3) If the amendment was adopted pursuant to Section

1 110.15 of this Act:

2 (i) A statement that the amendment received the
3 affirmative vote of a majority of the directors in
4 office, at a meeting of the board of directors, and the
5 date of the meeting; or

6 (ii) A statement that the amendment was adopted by
7 written consent, signed by all the directors in office,
8 in compliance with Section 108.45 of this Act;

9 (4) If the amendment was adopted pursuant to Section
10 110.20 of this Act:

11 (i) A statement that the amendment was adopted at a
12 meeting of members entitled to vote by the affirmative
13 vote of the members having not less than the minimum
14 number of votes necessary to adopt such amendment, as
15 provided by this Act, the articles of incorporation or
16 the bylaws, and the date of the meeting; or

17 (ii) A statement that the amendment was adopted by
18 ~~written consent signed by~~ members entitled to vote
19 having not less than the minimum number of votes
20 necessary to adopt such amendment, as provided by this
21 Act, the articles of incorporation, or the bylaws, in
22 compliance with Section 107.10 of this Act.

23 (5) If the amendment restates the articles of
24 incorporation, the amendment shall so state and shall set
25 forth:

26 (i) The text of the articles as restated;

1 (ii) The date of incorporation, the name under
2 which the corporation was incorporated, subsequent
3 names, if any, that the corporation adopted pursuant to
4 amendment of its articles of incorporation, and the
5 effective date of any such amendments;

6 (iii) The address of the registered office and the
7 name of the registered agent on the date of filing the
8 restated articles.

9 The articles as restated must include all the
10 information required by subsection (a) of Section
11 102.10 of this Act, except that the articles need not
12 set forth the information required by paragraphs 3, 4
13 or 5 thereof. If any provision of the articles of
14 incorporation is amended in connection with the
15 restatement, the articles of amendment shall clearly
16 identify such amendment.

17 (6) If, pursuant to Section 110.35 of this Act, the
18 amendment is to become effective subsequent to the date on
19 which the articles of amendment are filed, the date on
20 which the amendment is to become effective.

21 (7) If the amendment revives the articles of
22 incorporation and extends the period of corporate
23 duration, the amendment shall so state and shall set forth:

24 (i) The date the period of duration expired under
25 the articles of incorporation;

26 (ii) A statement that the period of duration will

1 be perpetual, or, if a limited duration is to be
2 provided, the date to which the period of duration is
3 to be extended; and

4 (iii) A statement that the corporation has been in
5 continuous operation since before the date of
6 expiration of its original period of duration.

7 (b) When the provisions of this Section have been complied
8 with, the Secretary of State shall file the articles of
9 amendment.

10 (Source: P.A. 92-33, eff. 7-1-01.)".