

BY-LAWS

OF

ROGERS PARK COMMUNITY COUNCIL

April 9, 2010 update

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**BY-LAWS**  
**OF**  
**ROGERS PARK COMMUNITY COUNCIL**  
**Draft – April 2010**

**ARTICLE 1**

**CORPORATE NAME AND PURPOSES; OFFICES AND REGISTERED AGENT**

**Section 1.1 - Corporate Name:** The name of the corporation, as incorporated and existing under and by virtue of the Illinois General Not for Profit Corporation Act of 1986, as amended (hereinafter referred to as the "Act"), shall be the "ROGERS PARK COMMUNITY COUNCIL" (hereinafter referred to as the "Corporation").

**Section 1.2 - Purpose:** The Corporation is organized exclusively for charitable, educational or scientific purposes within the meaning of Section 501-C-3 of the Internal Revenue Code of 1986, as amended from time to time (hereinafter referred to as the "Code"). By way of illustration and not by way of limitation, the Corporation's purpose is to foster health and welfare, urban renewal and conservation, law enforcement, and community organization in the area of operation.

The primary area of activity of the Rogers Park Community Council shall be in the City of Chicago, with Devon Avenue the boundary on the south, Western Avenue the boundary on the west, the Chicago city limits the boundary on the north, and Lake Michigan the boundary on the east. This area shall be referred to as the area of operation.

**Section 1.3 - Principal Office:** The Corporation shall have and continuously maintain a principal office at such location in the State of Illinois as the Board of Directors of the Corporation shall from time to time determine.

**Section 1.4 - Registered Office and Agent:** The Corporation shall have and continuously maintain a registered office and agent in the State of Illinois in accordance with the requirements of the Act. The registered office may, but need not, be identical with the principal office of the Corporation.

**Section 1.5 - Distribution of Earnings & Assets:** No part of net earnings (if any) and no part of capital assets (if any) of the Corporation shall inure to the benefit of any individual or corporation organized for-profit.

**Section 1.6 - Political Endorsement:** The Corporation shall not endorse any candidate or political party.

**Section 1.7 - Additional Powers:** The Corporation shall have such powers as are granted by the General Not-for-Profit Corporation Act of the State of Illinois as amended.

**ARTICLE 2**

## MEMBERS

**Section 2.1 - Membership Classes and Eligibility:** The Corporation shall be composed of the following classes of members:

- a. Individual Members. Any adult of at least eighteen (18) years of age shall be considered eligible for membership.
- b. Family Members. Any household with two or more persons shall be considered eligible for membership. Voting members shall be at least 18 years of age.
- c. Senior Citizen Members. Any person of sixty-five (65) years of age or greater shall be considered eligible for membership.
- d. Organization Members. Any institution, non-profit corporation, organization, association or group which is not a business establishment, shall be eligible for membership if it meets the following criteria:
  1. Shall not have as its purpose political activity; and
  2. Shall not be criminal in action or aim.
- e. Business Members. Any business establishment engaged in commercial enterprise shall be eligible for membership if it meets the following criteria:
  1. Shall not have as its purpose political activity; and
  2. Shall not be criminal in action or aim.

**Section 2.2 - Admission to Membership:** Any Individual, Family, Senior Citizen, Organization or Business shall be admitted to membership when the following conditions have been fulfilled.

- a. The Individual, Family, Senior Citizen, Organization or Business requests membership in writing on the proper application form submitted to the office of the Corporation; and
- b. The applicant pays the annual membership dues.

**Section 2.3 - Voting:**

- a. Every Individual, Family, Senior Citizen, Organization or Business shall be eligible to vote at the Annual Meeting (Article 2, Section 2.8).
- b. No person shall cast more than one (1) vote in any deliberation, even if that person serves in a dual capacity.

**Section 2.4 - Representation for Voting Purposes:**

- a. Individual Member. Every Individual Member in good standing shall be entitled to one (1) vote in any deliberation of the general membership.
- b. Family Member. Every Family Member in good standing shall be entitled to two (2) votes in any deliberation of the general membership. Any adult member of the household can exercise one (1) of the two (2) votes.
- c. Senior Citizen Member. Every Senior Citizen Member in good standing shall be entitled to one (1) vote in any deliberation of the general membership.
- d. Organizational Member. Every Organization Member shall be represented by one (1) Delegate. Each Organization Member shall be entitled to one (1) vote during any deliberation of the general membership.
- e. Business Member. Every Business Member shall be represented by one (1) Delegate. Each Business Member shall be entitled to one (1) vote during any deliberation of the general membership.

**Section 2.5 - Definition of terms:**

- a. Good Standing. A member shall be in good standing if admitted to membership, remains in compliance with the by-laws of the Corporation, and has not been suspended or terminated from membership. Further, a member may be terminated or suspended from membership by majority vote of the Board of Directors at a meeting duly called at which a quorum is present if a member is deemed to have committed acts or expressed opinions detrimental to the reputation and purposes of the Corporation, including but not limited to criminal acts and support of terrorist organizations or activities.
- b. Dual Capacity. A person may be an Individual Member, part of a Family Member, or a Senior Citizen Member and at the same time serve as a Delegate for any Organization Member and/or Business Member.
- c. Designation of Delegate. The Chief Officer or Owner of the Organization or Business member shall designate the Delegate in writing to the Corporation. No such designation or change in designation shall take effect until seven (7) days after written notification has been received by the Secretary of the Corporation.

**Section 2.6 - Membership Year:** The membership year for Individual, Family, Senior Citizen, Organization, and Business members shall be from the date approved by the Board of Directors of the Corporation.

**Section 2.7 - Dues:**

- a. Cost. Dues for all classes of Membership shall be established by the Board of Directors of the Corporation.
- b. Billing. In the last month of the membership year, the Secretary of the Corporation shall send to every member a renewal notice and statement of dues.

- c. Non-Payment. Any member who does not pay annual dues by the end of the month in which the renewal notice and statement of dues has been sent shall be terminated from membership for non-payment of dues.
- d. Reapplication. Any member who has been terminated from membership for the non-payment of dues shall be eligible to apply for a new membership.

**Section 2.8 - Meeting of the Members:**

- a. Annual Meeting. The Annual Meeting of the Corporation shall be set by the Board of Directors. At this meeting, the outgoing President shall give the Annual Report to the Corporation and new Officers and Directors shall be elected by the members. The Officers and Directors, elected at this meeting, shall be installed at the end of this same meeting. The slate of Officers and Directors shall be chosen by a Nominating Committee as set forth in Article 5, Section 5.10.
- b. Quorum. A quorum for the conduct of business shall be any combination of Voting Members and Delegates totaling twenty-five (25) persons. In addition, at least two (2) Officers of the Corporation shall be present to constitute a quorum.
- c. Other Meetings. Additional meetings of the Members may be held from time to time as deemed necessary by the Board of Directors. Due notice of such meetings shall be given to all Members and Delegates by written notice via US mail, by email notification, or by publication on the organization website or local newspaper.

## ARTICLE 3

### DIRECTORS

**Section 3.1 - General Powers:** Except as otherwise expressly provided by law, the activities, affairs, and property of the Corporation shall be managed by or under the direction of its Board of Directors, which shall be the governing body of the Corporation. Except as otherwise provided by law or by Article 2 of these By-laws, the Board of Directors may exercise all the powers, rights, and privileges of the Corporation, whether expressed or implied in the Articles of Incorporation or conferred by the Act or otherwise, and may do all acts and things which may be done by the Corporation. Each director shall be entitled to one full vote on each matter.

**Section 3.2 – Number:** The Board shall consist of no fewer than eleven (11) directors and no more than fifteen (15) directors plus the Officers of the Corporation.

**Section 3.3 - Qualifications:** All members of the Board of Directors shall be members in good standing of the Corporation.

**Section 3.4 – Political Participation:** No elected public or party office holder or candidate for public or party office in city, county, state, or national government may be a Director. Should any Director take an affirmative step toward running for elected office, such as raise campaign donations, spend money on a campaign or pass petitions, that director shall take a leave of absence from the Board. Any director who during his or her term of office files a petition for any public or party office shall be considered to have resigned his or her position on the Board of Directors on the filing date.

**Section 3.5 – Conflict of Interest:** All Directors shall avoid directly or indirectly participating in any arrangement, agreement, investment or other activity which could result in personal benefit at the expense of the Corporation's interests. All Directors shall refrain from accepting loans, gifts, or other favors under circumstances from which it might be inferred that the loan, gift or other favor was intended to influence the Director in the performance of duties for the Corporation. Each Director shall disclose to the Board of Directors any personal financial interest in any pending matter before the Board of Directors and shall refrain from participating in any decision on such matter.

**Section 3.6 - Term of Office:** All directors shall be elected to serve two-year terms commencing and terminating at the Annual Meeting of the Member or until such time as a new Board of Directors has been duly ratified. Directors shall be nominated and elected in the manner described below in Article 5, Section 5.10.

**Section 3.7 – Term Limits:** Directors may serve no more than five (5) consecutive two year terms. After a one year leave from service, individuals are again eligible for service on the Board of Directors.

**Section 3.8 – Resignation:** Any director may resign by written notice delivered to the Board of Directors, the President, or the Secretary of the Corporation. A resignation is effective when the notice is delivered. Any Director who misses 3 consecutive meetings or 5 meetings in a one year period without prior excuse may be removed and replaced on the Board of Directors.

**Section 3.9 - Regular and Special Meetings of Directors:** The Board of Directors shall meet once a month every month when determined necessary and no less than quarterly. Special meetings of the Board of Directors may be called at any time by or at the request of the President or any three or more directors. The time and place of special meetings shall be at such a time and in such a place, within the State of Illinois, as may be designated by the person or persons calling the meeting. The Board shall keep a record of all meetings.

The Board of Directors may also meet via telephone conference when determined necessary.

**Section 3.10 - Notice:** Notice of any regular or special meetings of the Board of Directors shall be given at least five days previous thereto by written notice or 24 hours by oral notice to each director at such address, email address, or fax or telephone number as he or she may have advised the Secretary of the Corporation to use for such purpose. If delivered, such notice shall be deemed to be given when delivered. If mailed, such notice shall be deemed to be given two business days after deposit in the United States mail so addressed, with postage thereon prepaid. If given by fax, such notice shall be deemed to be given the next business day following the day of the fax verification. A waiver of notice in writing signed by the director entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person attends the meeting for the express purpose of objecting to the transaction of affairs of the Corporation at the meeting because the meeting is not lawfully called or convened. Except as otherwise required by law or these By-laws, neither the affairs to be conducted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. Notwithstanding the foregoing, no notice of a regular meeting shall be required if the Board of Directors chooses, from time to time, to designate a regularly scheduled day of the month on which meetings will be held (for example, second Wednesday).

**Section 3.11 - Quorum:** A majority of the number of directors (two of which must be officers of the Corporation) shall constitute a quorum for the transaction of the Corporation's affairs at any duly called meeting of the Board of Directors, unless a greater number is required by law, the Articles of Incorporation of the Corporation, or these By-laws. If less than a quorum of directors is present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than announcement at the meeting.

**Section 3.12 - Informal Action by Directors:** Any action required to be taken, or which may be taken, at a meeting of the Board of Directors may be taken via a meeting conducted thru email in which a quorum is participating, provided that the action so taken shall be approved by all of the directors so participating entitled to vote with respect to the subject matter thereof. Minutes of all meetings conducted thru email shall be presented to the Board of Directors at the next meeting thereof.

**Section 3.13 - Consent:** Any action required to be taken, or which may be taken, at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. Any consent may be signed in counterparts with the same force and effect as if all directors had signed the same copy. All signed copies of any such written consent shall be delivered to the Secretary of the Corporation to be filed in the corporate records. The action taken shall be effective when all the directors have signed the consent unless the consent specifies a different effective date. Any such consent signed by all of the directors shall have the same effect as a unanimous vote.

**Section 3.14 - Manner of Acting:** The affirmative votes of a majority of the directors present at a meeting of the Board of Directors at which a quorum is present shall be the act of the Board of Directors, unless the affirmative vote of a greater number is required by law, the Articles of Incorporation of the Corporation, or these By-laws. No director may act by proxy on any matter.

**Section 3.15 - Vacancies:** Whenever a member of the Board of Directors who is not an Officer fails to attend three (3) consecutive meetings of the Board of Directors, the remaining members of the Board of Directors, by a majority of the quorum present at any subsequent regularly scheduled meeting of the Board, may declare a vacancy. The President or the Secretary of the Corporation shall immediately advise the Director concerned.

The Board of Directors has the authority to remove a Director for good cause by a vote of the majority of Board members present at a meeting duly called where a quorum is present.

A vacancy in the Board of Directors occurring by reason of death, resignation, or removal of a director shall be filled by the Board of Directors. A director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office.

**Section 3.16 - Reimbursement and Compensation:** The directors shall receive no compensation for their services as directors. However, nothing contained herein shall be construed to preclude any director from receiving reasonable compensation for services rendered to the Corporation in any other capacity.

**Section 3.17 - Organization:** At meetings of the Board of Directors, the President of the Corporation shall act as chairperson. In the absence of the President, the Vice President or a person chosen by a majority vote of the directors present at the meeting shall act as chairperson. The Secretary of the Corporation or, in the absence of the Secretary, a person appointed by the chairperson shall act as secretary of the meeting. Meetings shall be run in accordance with Robert's Rules of Order.

**Section 3.18 - Presumption of Assent:** A director who is present at a meeting of the Board of Directors at which action on any matter is taken shall be presumed conclusively to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

**Section 3.19 - Mode of Meetings:** Unless specifically prohibited by law, the Articles of Incorporation of the Corporation, or these By-laws, members of the Board of Directors or any committee designated by the Board of Directors may participate in and act at any meeting thereof through use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting by such means shall constitute attendance and presence in person at the meeting of the person or persons so participating for all purposes, including fulfilling the requirements of Section 3.9 and 3.11. Meetings of the Board of Directors or any committee of the Board of Directors may also be conducted via email provided that a quorum is present.

**Section 3.20 - Reports:** The Board of Directors shall, directly or through the Executive Director of the Corporation, provide monthly reports as to the status of programs, projects, proposals and finances. Minutes of all Board and Committee meetings shall be provided to Board members on a timely basis.

## **ARTICLE 4**

### **OFFICERS**

**Section 4.1 - Designation and Qualifications:** The officers of the Corporation shall be a President, a Vice President, a Treasurer, and a Secretary. All officers of the Corporation shall be members in good standing of the Corporation.

**Section 4.2 - Political Participation:** No elected public or party office holder or candidate for public or party office in city, county, state or national government may be an Officer. Should any Officer take an affirmative step toward running for elected office, such as raising campaign donations, spending money on a campaign or passing petitions, that Officer shall take a leave of absence from his or her position. Any Officer, who during his or her term of office, files a petition for any public or party office shall be considered to have resigned his or her position on the filing date.

**Section 4.3 - Conflict of Interest:** Officers shall avoid directly or indirectly participating in any arrangement, agreement, investment or other activity which could result in personal benefit at the expense of the Corporation's interests. Officers shall refrain from accepting loans, gifts, or other favors under circumstances from which it might be inferred that the loan, gift or other favor was intended to influence the Officer in the performance of duties for the Corporation. Each Officer shall disclose to the Board of Directors any personal financial interest in any pending matter before the Board of Directors and shall refrain from participating in any decision on such matter.

**Section 4.4 Term of Office and Resignation:** Officers of the Corporation shall serve for a term of one year or until their respective successors shall have been appointed provided, however, that the term of any officer may be terminated sooner by death, resignation, or removal. Any officer may resign by written notice delivered to the Board of Directors, the President, or Secretary of the Corporation. A resignation is effective when the notice is delivered.

**Section 4.5 - Term Limits:** Officers are eligible to serve for ten (10) one-year terms. Once leaving an officer position, they are eligible to serve as Directors. After a one year leave from service as an Officer of the Corporation, individuals are again eligible for service as an Officer.

**Section 4.6 Vacancies:** If any Officer fails to attend three (3) consecutive meetings of the Board of Directors during the term of membership, the Board of Directors, by a majority of the quorum present and voting at any subsequent regularly scheduled meeting of the Board, may declare a vacancy. The President or the Secretary shall immediately advise the Officer concerned. Vacancies among the Officers shall be filled by the Board of Directors for the unexpired term, except in the case of the office of the President. A vacancy in the office of President shall be filled by the Vice President. If the Vice President is unable or unwilling to assume the position of President, the Board of Directors shall select a new President by majority vote at a meeting duly called at which a quorum is present.

**Section 4.7 - Control by Board of Directors:** The powers and duties of officers of the Corporation as prescribed in these By-laws are subject to alteration or suspension by the Board of Directors, from time to time either in general or in specific instances or for specific purposes, all as set forth in a resolution of the Board of Directors effecting such alteration or suspension. The Board of Directors has the authority to remove an Officer for good cause shown by a vote passed by a majority of all board members at a meeting of the Board where a quorum is present.

**Section 4.8 - Reimbursement and Compensation:** The officers of the Corporation shall serve without compensation; however, nothing contained herein shall be construed to preclude any officer from receiving reasonable compensation for services rendered to the Corporation in any other capacity.

**Section 4.9 - President:** The President, subject to the direction and control of the Board of Directors, shall have general charge of the affairs of the Corporation. In addition to presiding at meetings as provided elsewhere in these By-laws, the President shall see that the resolutions and directions of the Board of Directors are carried into effect. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation, or a different mode of execution is expressly prescribed by the Board of Directors or these By-laws, the President may execute for the Corporation such documents as needed for the conduct of the Corporation's affairs in the ordinary course, as well as any contracts or checks or other documents which the Board of Directors has authorized to be executed, and he or she may accomplish such execution without a seal of the Corporation and either individually or with the Secretary or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the document.

The President shall appoint all members and chairpersons of all committees except the Nominating Committee and shall be a member ex-officio of all committees except the Nominating Committee. In addition, the President shall have all the rights and powers customarily given the President by the parliamentary authority adopted by the Corporation. The President shall be an additional voting member of the Board of Directors for one (1) year after completing his or her term of office.

**Section 4.10 - Vice President:** The Vice President shall, at the direction of the President, assist the President in the discharge of his or her duties and shall perform such other duties as from time to time may be assigned to him or her by the President or Board of Directors. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers and duties of and be subject to all the restrictions upon the President. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board of Directors or these By-laws, the Vice President may execute for the Corporation such documents as needed for the conduct of the Corporation's affairs in the ordinary course, as well as any deeds, mortgages, leases, bonds, contracts, checks, notes, or other documents which the Board of Directors has authorized to be executed, and he or she may accomplish such execution without a seal of the Corporation and either individually or with the Secretary or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the document.

In the case of the death or resignation of the President, or in the case of removal from office for good cause shown, the Vice-President shall automatically assume the office of President and serve for the unexpired term. If the Vice President is unable or unwilling to assume the position of President, the Board of Directors shall select a new President by majority vote at a meeting duly called at which a quorum is present.

**Section 4.11 - Treasurer:** The Treasurer shall cause to be kept, under his or her supervision, accurate financial accounts and hold same open for inspection and examination by the Directors and shall have such other authority and shall perform such other duties as may be determined by the Board of Directors. The Treasurer shall oversee and supervise the preparation and filing of the annual and quarterly tax returns required to be filed with the respective taxing authorities. The Treasurer shall render such reports with respect to accounting and financial matters to the Board of Directors at such intervals as they may request. The Treasurer shall submit for the approval of the Board of Directors an annual budget for the coming fiscal year no later than the month preceding the new fiscal year.

It shall be the duty of the Treasurer to oversee the management and reporting of the Corporation's finances including the development of financial policies. The Treasurer shall have custody of all monies of the Corporation and shall deposit same in such banks as the Board of Directors may designate. In payment of all legitimate indebtedness of the Corporation, the Treasurer shall direct the drawing and signing of checks to be signed by representatives of the Corporation designated by the Board of Directors. The Treasurer shall provide oversight of financial transactions and the keeping of true and accurate books of account. The Treasurer shall present financial reports at the monthly

Board of Directors meeting. In addition, the Treasurer shall have all the rights and powers customarily given by the parliamentary authority adopted by the Corporation.

**Section 4.12 - Secretary:** The Secretary shall (a) attend all meetings of the Board of Directors, record the minutes of the meetings, and shall include in such records the actions by written consent of the Board of Directors; (b) see that all notices are duly given in accordance with the provisions of these By-laws or as required by law; (c) be the custodian of the corporate records and certify the By-laws, resolutions of the Board of Directors and any committees of the Board of Directors, and other documents of the Corporation as being true and correct copies thereof; (d) sign with the President, or any other officer thereunto authorized by the Board of Directors, any contracts or other documents which the Board of Directors has authorized, and he or she may (without previous authorization by the Board of Directors) sign with such other officers as aforesaid such contracts and other documents as the conduct of the Corporation's affairs in its ordinary course requires, in each case according to the requirements of the form of the document, except when a different mode of execution is expressly prescribed by the Board of Directors or these By-laws; and (e) keep and file all reports, statements, and other documents required by law.

## ARTICLE 5

### STANDING AND SPECIAL COMMITTEES

**Section 5.1 - Executive Committee:** The Executive Committee shall be composed of the Officers of the Corporation and one additional member of the Board of Directors elected to the Executive Committee by the Board of Directors. The Executive Committee is authorized to act with all the powers of the Corporation in conducting the ordinary affairs of the Corporation during the intervals between meetings of the Board of Directors except those powers and acts prohibited by Section 108.40(c) of the Act. The President of the Corporation shall be the chair of the Executive Committee. The Committee shall meet at the call of the President. A quorum of the Executive Committee shall consist of a majority of its members. No action shall be taken in the absence of a quorum. The Executive Committee shall keep written records of all meetings and activities and report its actions to the Board of Directors on a timely basis, no later than the next meeting of the Board of Directors of the Corporation.

**Section 5.2 - Formation of Committees:** The Board of Directors may, by resolution, create or dissolve additional standing or special committees, each of which shall consist of such persons as the Board of Directors designates. Each committee shall select its own chairperson. Each committee shall have as a member at least one director of the Corporation. If a committee is composed of less than a majority of directors, then it shall function only as an advisory body to the Board of Directors that may not act on behalf of the Corporation or bind it to any action. The President shall be a member, ex officio, without voting privileges, of each committee created pursuant to this section.

**Section 5.3 - Powers:** Each committee created under Section 5.2 of this Article shall have the powers specified in the corporate resolution creating such committee and those not restricted by law.

**Section 5.4 - Tenure:** Members of Committees appointed pursuant to this Article shall serve for one year or until their successors have been appointed, unless prior thereto the committee is dissolved by the Board of Directors by resolution, or a member's service is sooner terminated by resignation, inability or unwillingness to serve, death, or removal, with or without cause, by the Board of Directors.

**Section 5.5 - Meetings:** Notice of the time and place of meetings of committees shall be given to committee members at least two days in advance of the meeting, but such notice may be waived in writing or by attendance at the meeting.

**Section 5.6 - Quorum:** Unless otherwise provided by the Board of Directors, a majority of the committee shall constitute a quorum. If a quorum is not present at a meeting, a majority of the members present may adjourn the meeting from time to time without further notice.

**Section 5.7 - Manner of Acting:** Any action required to be taken, or which may be taken, at a committee meeting may be taken via a meeting conducted thru email in which a quorum is participating, provided that the action so taken shall be approved by all of the directors so participating entitled to vote with respect to the subject matter thereof. Minutes of all meetings conducted thru email shall be presented to the Board of Directors at the next meeting thereof.

The act of a majority of the members of a committee present at a meeting at which a quorum exists shall be the act of the committee. Any action which may be taken at a meeting of a committee may be taken without a

meeting if consent in writing setting forth such action shall be signed by all the members of the committee. Any consent may be signed in counterparts with the same force and effect as if all members of the committee had signed the same copy. All signed copies of any such written consent shall be delivered to the Secretary of the Corporation to be filed in the corporate records. The action taken shall be effective when all the members of the committee have signed the consent unless the consent specifies a different effective date.

**Section 5.8 – Rules:** Each committee may adopt rules for its own government not otherwise inconsistent with these By-laws, with the resolution creating such committee, or with rules adopted by the Board of Directors. All committees shall keep written records of all meetings and provide such records to the Board and the Member on a timely basis.

**Section 5.9 - Vacancies:** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided elsewhere in this article.

**Section 5.10 - Nominating Committee:** The Board of Directors shall appoint a Nominating Committee of three (3) persons at least ninety (90) days prior to the Annual Meeting. Members of the Committee shall be members of the Board of Directors who are not Officers. A chairman pro-tem shall be appointed by the President. The Nominating Committee shall elect its own permanent chairman by a majority vote of its members at its first meeting. The Nominating Committee shall commence its activity immediately and shall cause this fact and their names to be publicized in a publication of the Corporation or in one local newspaper, notice posted on the organization website, and email notification to Members.

**Candidate Slate** The Nominating Committee shall notify the Board of Directors regarding its recommended slate of candidates for all Officers and Directors no later than 45 days prior to the Corporation's Annual Meeting.

**Publication** The Nominating Committee shall publicize the slate of Officers and Directors in a sample ballot mailed to the entire general membership in the month prior to the Annual Meeting of the Corporation. Public notice shall be given by posting a sample ballot on the organization website, publication in community email lists, and by email to the membership of the Corporation.

#### **Election Procedures**

- a. No nominations shall be made from the floor at the Annual Meeting of the Corporation.
- b. The slate of Officers and Directors shall be nominated in its entirety, not individually.
- c. A majority vote of all present, entitled to vote, and voting at the Annual Meeting shall be sufficient to elect a slate of Officers and Directors subject to the requirements of Article 2, Section 2.8.

**Accountability:** The Board of Directors shall have the authority to rescind any and all actions taken by the Nominating Committee should the actions not be in compliance with Article V.

## ARTICLE 6

### INDEMNIFICATION

**Section 6.1 - Indemnification of Directors, Officers, Employees, and Agents:** The Corporation shall, to the fullest extent to which it is empowered to do so by the Act or any other applicable laws as may from time to time be in effect, indemnify any person who was or is a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation, or that he or she is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against all judgments, fines, reasonable expenses (including attorneys' fees), and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding.

**Section 6.2 - Contract with the Corporation:** The provisions of this Article shall be deemed to be a contract between the Corporation and each director, officer, employee, or agent who serves in any capacity at any time while this Article is in effect, and any repeal or modification of this Article shall not affect any rights or obligations hereunder with respect to any state of facts then or theretofore existing or any action, suit, or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

**Section 6.3 - Payment of Expenses in Advance:** Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it shall ultimately be determined that such director, officer, employee, or agent is entitled to be indemnified by the Corporation as authorized by this Article.

**Section 6.4 - Insurance Against Liability:** The Corporation shall purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of these By-laws.

**Section 6.5 - Other Rights of Indemnification:** The indemnification provided or permitted by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled by law or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

## ARTICLE 7

### FEDERAL TAX PROVISIONS

**Section 7.1 - Inuring of Benefits:** The Corporation is intended to qualify as an organization described in Section 501(c)(3) of the Code. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any of its directors, officers, members, or other private persons, except that the Corporation shall be authorized to make payments and distributions in furtherance of the purposes set forth in the Corporation's Articles of Incorporation and these By-laws.

**Section 7.2 - Political Activity:** The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

**Section 7.3 - Prohibited Activities Generally:** Notwithstanding any other provision of these By-laws, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation described in, and exempt from federal income tax, under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code. During any period, if any, that the Corporation is determined to be a private foundation, as defined in Section 509 of the Code, however, the Corporation shall not (i) engage in any act of self-dealing as defined in Code Section 4941(d), (ii) retain any excess business holdings as defined in Code Section 4943(c) which would be subject to tax under Code Section 4943, (iii) make any investments which would subject the Corporation to tax under Code Section 4944, or (iv) make any taxable expenditures as defined in Code Section 4945(d), and, it shall distribute foundation income, and to the extent income is not sufficient principal, for each taxable year at such time and in such manner as not to subject the Corporation to tax on undistributed income under Code Section 4942.

**Section 7.4 - Distribution of Assets Upon Dissolution:** Upon the dissolution of the Corporation, assets of the corporation remaining after the satisfaction of liabilities shall be distributed exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

## ARTICLE 8

### MISCELLANEOUS

**Section 8.1 - Loans:** No loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name, unless and except as authorized by the Board of Directors. No loans shall be made to the Corporation's members, directors, officers, employees, or agents.

**Section 8.2 - Leases:** The Corporation shall have the power to lease equipment needed to conduct the affairs of the Corporation and to lease land or buildings, in writing, on behalf of the Corporation, either as lessor or lessee.

**Section 8.3 - Contracts:** The Board of Directors may authorize any one or more officers of the Corporation, or any one or more of its agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; provided, however, that this Section 8.3 shall not be a limitation on the powers of office granted under Article 4 of the By-laws.

**Section 8.4 - Checks, Drafts, Etc:** All checks, drafts, or other orders for the payment of money by the Corporation shall be signed by the Executive Director and any one or more officers of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors. In lieu of such resolution, these instruments shall be signed by the Treasurer and countersigned by either the President or Vice-President of the Corporation.

**Section 8.5 - Deposits:** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors, or such officer or officers designated by the Board of Directors, may select.

**Section 8.6 - Books, Records, and Minutes:** The Corporation shall keep correct and complete books and records of accounts and also shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All such books, records, and minutes shall be kept at the principal office of the Corporation in the State of Illinois, and may be inspected by any director entitled to vote, or the director's agent or attorney, for any proper purpose at any reasonable time. Immediately upon leaving office, each director, officer, or agent of the Corporation shall turn over to his or her successor or the President such corporate monies, books, records, minutes, lists, documents, contracts, or other property of the Corporation in his or her custody.

**Section 8.7 - Gifts:** The Board of Directors, and any officer or committee designated by the Board of Directors to have such authority, may accept or reject on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purposes of the Corporation.

**Section 8.8 - Fiscal Year:** For accounting and related purposes, the fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

**Section 8.9 - Corporate Seal:** The Board of Directors may provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Illinois." The corporate seal may be used by causing it or a facsimile thereof to be impressed, affixed, or in any manner reproduced.

**Section 8.10 - Amendment of By-laws:** These By-Laws may be amended, revised or repealed and shall be adopted by the Board of Directors, so long as the amendments are not inconsistent with the provisions of the Articles of Incorporation. Amendment or Repeal of the By-laws shall occur by two-thirds (66%) affirmative vote of the Directors and Officers present at a meeting of the Board duly called at which a quorum is present.

**Section 8.11 - Conflict of Interest:** All Directors and Officers shall avoid directly or indirectly participating in any arrangement, agreement, investment or other activity which could result in personal benefit at the expense of the Corporation's or the Member's interests. All Directors and Officers shall refrain from accepting loans, gifts or other favors under circumstances from which it might be inferred that the loan, gift or other favor was intended to influence the Director or Officer in the performance of duties for the Corporation. Each Director and Officer shall disclose to the Board of Directors any personal financial interest in any pending matter before the Board of Directors and shall refrain from participating in any decision on such matters.

All Directors and Officers of the Corporation shall be members in good standing of the Rogers Park Community Council.

**Section 8.12 - Executive Director:** The day-to-day activities of the Corporation shall be carried out by the Executive Director who shall be appointed by the Board of Directors. The Executive Director shall not be an officer of the Corporation or member of the Board of Directors. The Executive Director shall be the chief administrative agent of the Corporation and shall be responsible for the hiring and supervision of all staff members and oversight of all program activities and projects. The Executive Director shall maintain appropriate financial records and program review documentation and any other records and reports necessary or desirable to the operation of the Corporation. The Board of Directors of the Corporation shall oversee the actions of the Executive Director and may recommend retention or removal of the Executive Director.

**Section 8.13 - Financial Auditing:** The Corporation shall employ the services of a Certified Public Accountant duly licensed to practice in the State of Illinois to examine the books of the Corporation annually. The report of the auditor shall be made available to the Officers and Directors and to the members within six (6) months of the close of the Corporation's fiscal year.

**Section 8.14 - Dissolution of the Corporation:** The Corporation may be dissolved at any time by 75% affirmative vote of the Officers and Directors. Notice of dissolution shall be given to all Officers and Directors in good standing via U.S. mail, email and notice posted on the organization website and community email lists. The business affairs of the organization shall be terminated on an orderly basis, all liabilities paid and all remaining assets disposed of in a manner consistent with the requirements of these Bylaws, the Illinois General Not for Profit Corporation Act and applicable tax statutes.

**Section 8.15 - Parliamentary Authority:** The rules contained in Robert's Rules of Order, Newly Revised, shall govern this Corporation in all cases to which they are applicable, provided that they are not inconsistent with these By-laws.