

**Proposed Bylaws of the
Edgewater Community Council**

Approved by the Board on March 22, 2011

Article I – Name

The name of this organization shall be the Edgewater Community Council (“ECC” or “Organization”).

Article II – Mission Statement

The Edgewater Community Council is a volunteer-driven organization incorporated under the laws of the State of Illinois to improve the quality of life of the diverse Edgewater Community. As an advocacy organization, ECC is dedicated to serving all of the people of Edgewater, who comprise a mosaic of various races, ethnicities, sexual orientations, gender identities, faiths, socio-economic groups, and political views.

Article III – Boundaries

The boundaries of the area served by ECC shall be Foster Avenue on the south, Ravenswood Avenue on the west, Devon Avenue on the north, and Lake Michigan on the east.

Article IV – Membership

Sec. 1. Membership. All persons who live, work, or have an interest in Edgewater shall be eligible for membership.

Sec. 2. Membership Year. Membership shall be valid for one year from the payment of dues or tender of other consideration as defined by the Board.

Sec. 3. Dues and other Consideration for Membership.

- a) Membership dues shall be for the membership year and in amounts as determined by the Board.
- b) The Board may, at its discretion, choose to establish other forms of consideration in-lieu of membership dues.

- c) Members shall be considered in good standing when their dues or other consideration for membership is paid or performed.

Sec. 4. Voting Rights. Each individual as described in Sec. 1 who completes the obligations of Sec. 3 of this Article shall be entitled to vote on any matter presented to the membership for consideration.

Article V – Board of Directors

Sec. 1. Establishment. The policy and direction of ECC shall be vested in a Board of Directors (“Board”), who shall serve without compensation.

Sec. 2. Composition. The Board shall consist of 23 members, each of at least 18 years of age, composed of:

- a) Twenty-one elected Directors representing, as far as practicable, all segments of the Edgewater Community.
- b) Edgewater Development Corporation and Care For Real shall each appoint one member to serve as voting members of the Board.
- c) The Executive Director, if in place, shall be a non-voting ex-officio member of the Board.
- d) The President shall vote only in the case of a tie of the Directors, reducing the number of voting Directors to 22.
- e) If, pursuant to Sec. 6(c), the President chooses to appoint a Chair, the President may vote and the appointed Chair becomes a non-voting member.

Sec. 3. Term of Office. Seven Directors shall be elected by the Voting Members at each annual election by majority vote.

- a) **Term.** Each Director shall serve for a term of three years, beginning on January 1 following his/her election. Their term will end on December 31st or until his/her successor is elected and qualified. Directors may be re-elected by the Voting Members without term limitations.
- b) **Leave of Absence.** In the event of circumstances that may interfere with Board membership, a Director may request a leave of absence of up to ninety days. Requests shall be submitted to the Secretary and shall be considered by the Board at its next regular meeting. The Board may extend the original leave of absence one time by up to ninety additional days upon request.
- c) **Resignation.** A Director who intends to resign from his/her position shall notify the Chair in writing and shall indicate an

effective date. Upon receipt of such notice, the Director's seat shall be considered vacant as of the effective date or immediately, should no date be provided.

d) Repeated Absences. Within seven days of the third consecutive regular meeting of the Board from which a Director has been absent, the Secretary shall notify the Director in writing of his/her absences and request that an explanation of any extenuating circumstances or a letter of resignation be submitted to the Chair. The Chair shall report to the Board regarding the actions taken and any response.

e) Removal from the Board. A Director may be removed from the Board by a two-thirds vote of the Board, for reasons established by resolution. A Director shall be notified of his/her possible removal from office in writing via certified mail or personal delivery no fewer than seven days before the Board meeting at which the removal will be considered. A Director shall have the right to appear and address the Board before the vote on removal is taken.

f) Vacancies. The Chair shall notify the Board and Nominating Committee of any vacancy in the position of Director. The vacancy shall be publicly announced at the next regular Board meeting and the vacancy shall be filled by vote of the Board at the subsequent regular Board meeting. The Nominating Committee shall solicit candidates for vacant seats on the Board and shall make a list of such interested persons available to the Board. Directors may also suggest candidates prior to or at the meeting at which the vacancy is to be filled. The Board shall then elect someone to serve for the remainder of the term of the Director whose seat was declared vacant.

Sec. 4. Responsibilities of Directors. Each Director shall:

- a) Act in the best interests of the Organization.
- b) Attend regular and emergency meetings of the Board and general membership meetings.
- c) Formally belong to and participate in the work of at least one committee.
- d) Provide financial and/or in-kind support to the Organization.
- e) Promote the work of the Organization in the community.
- f) Inform the Chair in writing of any circumstances that require temporary absence from the Board or their resignation.

Sec. 5. Powers and Responsibilities of the Board of Directors.

a) The Board of Directors shall:

- 1) Set the policy and direction of ECC.
- 2) Establish formal policies by resolution. No resolution shall be valid unless it is put in writing, signed by the President of the Board, transmitted to the Secretary, and made available for public viewing.
- 3) Pursuant to Article VI, employ, supervise, and fix the compensation of the Executive Director and staff.
- 4) Approve the annual budget and major expenditures and contracts.
- 5) Authorize procedures for the solicitation and acceptance of grants from public, private, and non-profit sources.
- 6) Confirm the appointment of committee and task force chairs by the President.
- 7) Elect, immediately following the annual election of Directors, the President-Elect from among the twenty-one Directors who will comprise the Board for the following calendar year.
- 8) Have general oversight on policies affecting marketing and membership of the organization.

b) The Board of Directors may:

- 1) Establish rules for the conduct of its meetings.
- 2) Create standing or ad-hoc committees or other bodies to assist it in its work.
- 3) Establish rules for the conduct of meetings of standing committees, ad-hoc committees, or task forces.
- 4) Delegate responsibilities to the Officers, staff, or Board members as appropriate.

Sec.6. Chair of the Board.

- a) The President shall also serve as Chair of the Board.
- b) The Chair shall preside at all Board meetings. In the event the Chair is absent, the President shall appoint a temporary Chair. If a temporary Chair is not selected by the President, the Board shall elect one of its members to serve as temporary Chair.
- c) The President, at his/her discretion, may choose to appoint a Board member to serve as Chair during his/her term as President.

Sec. 7. Meetings.

- a) Regular Meetings.** Regular meetings of the Board shall be held not fewer than ten times a year on dates to be set by the Board. The Board shall provide public notice of its meetings, which shall be open to the public, unless the Board votes to enter executive session.
- b) Emergency Meetings.** Emergency meetings may be called by the President or a quorum of the Board. Notice of emergency meetings shall be given at least two days before the emergency meeting, with written confirmation by fax, overnight mail, electronic mail, or personal delivery.
- c) Quorum.** A quorum of the Board shall consist of a majority of its current membership; vacant seats and seats unoccupied due to leaves of absence shall not be considered. If a quorum is not present, the Chair may choose to proceed with the meeting for informational purposes, but the Board shall not take any action.
- d) Polling.** When the President determines that a matter is of such urgency that neither an emergency meeting of the Board nor a meeting of the Executive Committee can be convened, he or she may direct the Board to vote by poll, via telephone and/or electronic means of communication. The Chair shall conduct the poll or may delegate it to ECC staff. The question shall be put to all Directors in identical language, and the period in which votes may be cast shall not exceed twenty-four hours. A majority vote of the complete Board, less any vacancies or seats unoccupied due to leaves of absence, shall be required to approve any motion submitted under this procedure.

Article VI – Officers

Sec. 1. Named. The Officers of ECC shall be a President, Vice-President, Secretary, and Treasurer.

Sec. 2. Election.

- a) President.** The President shall be elected by and among the twenty-three Directors who will comprise the Board for the following calendar year. The President shall serve for a term of one year beginning on January 1 following the election. Their term

will end on December 31st or until his/her successor is elected and qualified. No person may serve as President for more than three consecutive terms.

- b) Other Officers.** At its first regular meeting after January 1, the Board shall elect from among its members a Vice-President, Secretary, and Treasurer, who shall hold office for a term of one year, or until their successors are elected and qualified. The Board shall establish the procedures for the conduct of this election.

Sec. 3. President.

- a)** The President shall be the executive officer of ECC and a member of the Board.
- b)** The President shall:
 - 1) Assume office on January 1 of the following year.
 - 2) Have general supervision over all matters pertaining to ECC.
 - 3) Preside at all community and Executive Committee meetings.
 - 4) Call emergency meetings of the Board in accordance with Article V, Sec. 9.
 - 5) Appoint chairs for committees established by the bylaws or by the Board, subject to confirmation by the Board.
 - 6) Represent ECC to community leaders and at community events.
 - 7) Perform other duties as assigned by the Board.
 - 8) Reassign committee chairmanships delegated to specific officers by this Article to the extent conflicts exist.

Sec. 4. Vice-President. The Vice-President shall:

- a)** Assist the President in the performance of his/her duties.
- b)** Officiate in the President’s absence.
- c)** Serve as Chair of the Fundraising Committee.
- d)** Perform other duties as assigned by the Board.

Sec. 5. Secretary. The Secretary shall:

- a)** Maintain a record of policies adopted by resolution of the Board and committee rules and regulations adopted in accordance with Article VIII, take accurate minutes of Board meetings, and

maintain the corporate and legal records of ECC, or delegate these duties to other Directors, Officers, or staff members as appropriate.

- b) Maintain records of attendance for Board meetings.
- c) Notify Directors of repeated absences as described in Article IV, Sec. 12.
- d) Upon receipt of a letter of resignation, the Secretary shall notify the Board as soon as possible that a vacancy exists.
- e) The Secretary shall notify the Board of any requests for leaves of absence by Directors.
- f) Serve as Chair of the Communications/Outreach/Membership Committee.
- g) Perform other duties as assigned by the Board.

Sec. 6. Treasurer. The Treasurer shall:

- a) Ensure that all accounting functions of ECC are being performed properly.
- b) Report on ECC's financial situation at each Board meeting and submit an annual report to the Board at the conclusion of each fiscal year.
- c) Ensure that ECC's financial records are independently reviewed annually by a party deemed qualified by the Board.
- d) Serve as Chair of the Finance Committee.
- e) Perform other duties as assigned by the Board.

Sec. 7. Removal from Office. Any Officer may be removed from office for cause by a two-thirds vote of the Board. An Officer shall be notified of his/her possible removal from office in writing via certified mail or personal delivery no fewer than seven days before the board meeting at which the removal will be considered. An Officer shall have the right to appear and address the Board before the vote on removal is taken.

Sec. 8. Resignation. An Officer who intends to resign from his/her position shall notify the Chair in writing and shall indicate an effective date. Upon receipt of such notice, the Officer's seat shall be considered vacant as of the effective date or immediately, should not date be provided. The Chair shall notify the other Officers and the Board as soon as possible following the receipt of a letter of resignation.

Sec. 9. Vacancies. In the event of a vacancy in the office of President, the Vice-President shall assume the office. In the event of vacancies in the

offices of President and Vice-President, the Board shall elect a new President. Vacancies in all other offices described in this Article shall be filled according to the provisions of Sec. 2 of this Article.

Article VII – Staff

Sec. 1. Executive Director.

- a) The Board of Directors may, at its discretion, employ, supervise, and fix the compensation of an Executive Director in accordance with any personnel policies adopted by the Board.
- b) The Executive Director shall be a non-voting member of the Board and the Executive Committee. He/she shall have the specific duties set forth in the job description of the Executive Director as fixed from time to time by the Executive Committee and approved by the Board.

Sec. 2. Other Staff.

- a) The Board shall determine the number and nature of staff positions as may be necessary to support ECC. For the purposes of this provision, staff may include full-time, part-time, and/or contract employees.
- b) If an Executive Director is in place, staff members shall be hired and discharged by the Executive Director in accordance with any personnel policies adopted by the Board. The employed staff shall be accountable directly to the Executive Director or his/her designee.
- c) If an Executive Director is not in place, the Executive Committee shall assume the managerial functions as described in Sec. 2(b) of this Article.

Article VIII – Committees

Sec. 1. Standing Committees.

- a) **Composition.** The standing committees of ECC shall be the Executive Committee, Finance Committee, Fundraising Committee, Communications/Outreach/Membership Committee, and any others the Board may choose to establish to aid it or ECC in their work or around a topic of interest or concern to the community.

- b) Meetings.** Standing committees' meetings shall be held not fewer than ten times a year on dates to be set by the committee chairs and submitted to the Board. Proper notice of these meeting dates shall be provided to the public. Unless otherwise specified, attendance at Standing Committee meetings is open to the public.
- c) Membership and Voting.** Membership and voting on Standing Committees is limited to those members appointed by the Board.

Sec. 2. Ad Hoc Committees. The Board may establish ad hoc committees, task forces, or other subsidiary bodies that shall exist only until the completion of their remit, until a specific date, or until dissolved by the Board.

Sec. 3. Committee Chairs.

- a)** As soon as is practicable after taking office, the President shall appoint committee chairs and delineate their lines of authority and activity, subject to the approval of the Board.
- b)** Only Directors may serve as standing committee chairs or co-chairs. The President may appoint additional vice-chairs of committees, who must be residents within ECC boundaries, subject to the approval of the Board.
- c)** Any chair or vice-chair who wishes to resign shall submit a letter of resignation to the President and Secretary of the Board, who shall notify the Board and Officers as soon as possible of the vacancy. A vacancy shall be filled in the same manner as the original appointment, as described in this Section.

Sec. 4. Committee Membership and Organization.

- a) Meetings.** Unless otherwise specified, attendance at Committee meetings is open to the public.
- b) Membership.** Only voting members of ECC as defined in Article IV Sec. 1 shall be entitled to vote on matters before a committee, subject to reasonable rules and regulations including, but not limited to, a minimum attendance requirement.
- c) Rules.** The Board may establish by resolution rules and regulations to govern committees; committees may adopt rules and regulations governing their affairs provided they do no conflict with any rules and regulations set by the Board or with these bylaws. No rule or regulation shall be valid unless it is put in

writing, signed by the committee chair(s), transmitted to the Secretary, and made available for public viewing.

- d) Actions and Reporting.** All substantive motions adopted by committees shall be transmitted without delay to the Board for consideration at its next regular meeting.

Sec. 5. Executive Committee.

- a)** The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer, and the Chair of the Board (if not the President), and chairs of Standing Committees. The Executive Director, if in place, shall be a non-voting member.
- b)** The Executive Committee shall serve as the personnel committee of the Board, take action on matters between Board meetings, and perform other duties as assigned by the Board.
- c)** Meetings of the Executive Committee shall be called by the President who shall be chair of this committee.
- e)** A majority of the Executive Committee shall constitute a quorum.
- f)** The President may appoint additional members of the Executive Committee at his/her sole discretion.
- g)** Meetings of the Executive Committee are closed and not open to the public.

Sec. 6. Finance Committee.

- a)** The Finance Committee shall oversee the financial affairs of ECC.
- b)** Unless otherwise specified by the Board, meetings of the Finance Committee shall be called by the Treasurer who shall be chair of this committee.

Sec. 7. Fundraising Committee.

- a)** The Fundraising Committee shall oversee the planning and execution of fundraising events and the solicitation of contributions from public, private, and non-profit sources.
- b)** Unless otherwise specified by the Board, meetings of the Fundraising Committee shall be called by the Vice-President who shall be chair of this committee.

Sec. 8. Communications/Outreach/Membership Committee.

- a) The Communications/Outreach/Membership Committee shall oversee all ECC communications, outreach, and membership.
- b) Unless otherwise specified by the Board, meetings of the Communications/Outreach/Membership Committee shall be called by the Secretary who shall be chair of this committee.

Sec. 9. Advisory Groups. The Board may, at its discretion, establish advisory groups. The Board has sole discretion as to the purpose and composition of the advisory groups and may disband them at any time upon majority vote

Article IX – Community Meetings

In addition to Board and committee meetings that are open to the public, ECC shall also host public meetings of general interest to the community at the direction of the Board or Executive Committee.

Article X – Elections

Sec. 1. Establishment of Committees. The Board shall create each year a Nominating and Elections Committee by October 15 to conduct an annual election. Public notice and a call for participation shall be issued no fewer than 30 days before the Board meeting(s) at which these committees are established.

Sec. 2. Composition.

- a) Elections Committee.** The Board shall appoint to the Elections Committee five members. The Committee shall not include any member standing for the office of President or Director in the next election. The Committee shall dissolve after submitting certification of election to the Board.
- b) Resignations and Vacancies.** A vacancy exists when a committee member submits his/her resignation in writing to the Chair of the Board or chooses to stand for election to an office incompatible with committee membership as described in subsections (a) and (b). Vacancies shall be filled in the same manner as the original appointment.

Sec. 3. Powers and Responsibilities. The Elections Committee shall:

- a) Publicly announce the annual election of and solicit applications for President and Directors.
- b) Confirm the candidates are eligible for office per Articles V and VI.
- c) Prepare a list of eligible candidates, which shall be presented to the Board and reported to the Board by the September Board meeting or September 30, in the event no meeting is held in September.
- d) Solicit candidates for vacancies on the Board and maintain a list of interested candidates to be made available to the Board, as described in Article V, Sec. 15.
- e) Establish rules and regulations for the free and fair conduct of elections, prior to the distribution of ballots.
- f) Prepare and distribute the elections materials to the Membership, which shall include, but not limited to, an official ballot containing the names of all eligible candidates, a short biography of each candidate, and the attendance record at regular Board meetings of any incumbent or former Director during his/her most recent term of office.
- g) Arrange an opportunity for candidates to meet with the Board once they are established as eligible and before the ballots are cast.
- h) Investigate any incidents related to the conduct of elections and present its findings to the Board.
- i) Certify in writing the results of the election and transmit such certification to the Board.

Sec. 5. Conduct of Elections.

- a) Ballots shall be distributed to all voting members between November 1 and November 15. To be valid, completed ballots shall be mailed and postmarked by, or otherwise returned to the Elections Committee, on or before December 10.
- b) In the event that there are seven or fewer eligible candidates for Director, the Elections Committee shall declare the candidates elected.
- c) The annual election shall be held no later than the third Tuesday in December.
- d) In order to vote in the annual election, voters must have been Voting Members for at least 90 days prior to the election.

- e) The Board may make alternative voting methods available to Voting Members.

Article XI – Insurance

ECC shall indemnify those persons who are, or were, Officers, Directors, employees, or agents of the Organization to the fullest extent permitted by Illinois law. ECC shall, at its expense, carry adequate general and Directors and Officers liability insurance as necessary to fulfill this purpose.

Article XII – Conflicts of Interest

Whenever a Director or Officer has a financial or personal interest in any matter coming before the Board, the affected person shall fully disclose the nature of the interest and withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the Organization to do so. The minutes of meetings at which such votes are taken shall record such disclosure and/or abstention, and the rationale for approval.

Article XIII – Nondiscrimination

The Edgewater Community Council will not engage in discrimination or harassment against any person because of race, color, religion, sex, national origin, ancestry, age, marital status, disability, sexual orientation including gender identity, unfavorable discharge from the military or status as a protected veteran and will comply with all federal, state, and local nondiscrimination, equal opportunity, and affirmative action laws, orders, and regulations.

Article XIV – Rules of Order

The rules contained in the current edition of *Robert’s Rules of Order Newly Revised* shall govern ECC in all cases to which they are applicable and not inconsistent with the bylaws and any special rules of order ECC may adopt.

Article XV – Amendments

These bylaws may be amended by a two-thirds vote of the full Board only, provided that any amendments are presented to the Board, and published to the membership, at least thirty days prior to the meeting at which they will be voted on. Members of the community shall have an opportunity to address the Board on any proposed amendments prior to the vote.

Article XVI – Transition

Sec. 1. Directors from Institutions and Businesses. Unless otherwise specified in Article V, Sec. 2, the term of any Director representing an institution or business who was appointed prior to the adoption of these bylaws shall end on December 31, 2012.

Sec. 2. Expiration. This article, and subsection (b) of Sec. 2 of Article V, shall expire and may be omitted on December 31, 2012.