

BYLAWS
OF
LINCOLN CENTRAL ASSOCIATION

ARTICLE I. NAME

The name of the Corporation is Lincoln Central Association (the "Corporation"), an Illinois not-for-profit corporation.

ARTICLE II. PURPOSE

Section 1. Purpose

The purpose of the Association shall be to unite people who live in, own property in, or work in the Chicago Community bounded by Lincoln Avenue, Ogden Avenue, North Avenue and Halsted Street, so they can work together:

- to make that community a secure and stable family neighborhood;
- to improve the physical and social condition of the community; and
- to undertake adult education that fosters the accomplishment of these goals.

ARTICLE III. MEMBERSHIP

Section 1. Membership Categories

- a) **Individual**--Any person eighteen (18) years of age or older who is a resident of the Corporation's Area.
- b) **Family**--Any two or more family members eighteen (18) years of age or older of any single family household within the Corporation's Area.
- c) **Business** --Any representative eighteen (18) years of age or older of any business establishment or educational, medical, religious, or other institution that operates its establishment within the Corporation's Area.
- d) **Senior**--Any person sixty-five (65) years of age or older who is a resident of the Corporation's Area.
- e) **Affiliate**--Any person, business or organization with an interest in, and commitment to the goals of the Corporation, but does not live or operate within the Corporation's Area.

Section 2. Membership Application and Acceptance

Any person, business or organization meeting the member qualifications in Article III, Section 1 of these Bylaws shall become a member of the Corporation upon completion of the following:

1. Submission of a written, signed application on such application form as required by the Corporation's Board of Directors, or by filing such application electronically on the corporation's website, or by other electronic means; and
2. Payment of membership dues for the appropriate category of membership.

Section 3. Annual Dues

- a) Membership dues shall be in such amount as determined by the Board of Directors from time to time. Dues shall be payable upon application for membership and annually thereafter on a date determined by the Board of Directors.
- b) All dues shall be non-refundable.
- c) Dues may be waived only upon a two-thirds (2/3) vote of the Board of Directors.

Section 4. Rights of Members – Voting

- a) Individual, Family, and Senior Members shall have the full voting rights accorded a member of an Illinois not-for-profit corporation pursuant to the Illinois Not-For-Profit Corporations Act.
- b) Each Individual, and Senior Member shall be entitled to one (1) vote.
- c) Family members shall be entitled to two (2) votes regardless of the number of members in the household.
- d) Affiliate and Business Members shall have no voting rights, and shall not be entitled to hold any Director nor Office position.

Section 5. Maintenance, Forfeiture, Suspension of Membership Status

a) Maintenance

Members shall retain member status as long as they pay the required membership dues, and satisfy the specifications and requirements for membership as established from time to time by the Corporation.

b) Forfeiture

A member shall automatically forfeit membership status upon failure to pay the required membership dues within sixty (60) days of the due date for such dues, or failure to satisfy the qualifications and requirements for membership as established from time to time by the Corporation and as set forth in these Bylaws.

c) **Expulsion, Suspension, Censure**

Any member may be expelled, suspended, or censured by the Corporation for any act of misconduct deemed not in the best interests of the Corporation. Such expulsion, suspension or censure shall require an affirmative vote to expel, suspend, or censure by two-thirds (2/3) of the Board of Directors.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. General Meetings

General meetings of members of the Corporation shall be held as determined by the Board of Directors, except that an Annual Meeting of members of the Corporation shall be held the fourth week in January for the purpose of electing the Board of Directors and the conducting of other business as necessary.

Section 2. Special Meetings

a) **How Called**

Special meetings of the members of the Corporation may be called by the Executive Committee of the Board, or a simple majority of the Board of Directors. A petition signed by five percent (5%) of voting members of the Corporation may also call a special meeting.

b) **Subject Matter**

Special Meetings are limited to the subject matter as described in the Notice sent to members as required by Article IV, Section 3. No other business may be conducted at a Special Meeting.

Section 3. Notice of Meetings

Notice of any regular or special meeting shall be given to members in writing by United States (U.S.) mail or by electronic mail not less than one week prior to the meetings.

Section 4. Quorum

A majority of the Directors of the Corporation plus at least twenty-five (25) additional voting members of the Corporation shall constitute a quorum for the transaction of business at any meeting of the members.

Section 5. Voting

All issues to be voted on shall be decided by a simple majority of those present at the meeting or special meeting in which the vote takes place, unless otherwise provided by law or by these Bylaws.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers

The daily activities, property, business, and affairs of the Corporation shall be managed by its Board of Directors. The Board may exercise all such powers of the Corporation as are authorized by law, the Articles of Incorporation, and these Bylaws.

Section 2. Number, Qualifications, and Term of Office

a) Number

The Board of Directors shall consist of thirteen (13) Directors, composed of four (4) officers of the Corporation (the President, Vice President, Secretary and Treasurer) and nine (9) elected Directors.

b) Qualifications

To be eligible to serve as a member of the Board of Directors, a person shall be a qualified voting member of the Corporation, without interruption, for a minimum of sixty (60) days prior to election or appointment.

c) Term of Office

Except as otherwise provided in these Bylaws, the term of office of a member of the Board of Directors shall be two (2) years. The term shall start immediately upon election. Directors shall serve no more than three (3) consecutive terms. After the lapse of at least one (1) year, a person may serve again as a Director of the Corporation. Directors shall have staggered terms with nine (9) elected in even years, and four (4) elected in odd years.

d) Fiduciary Duty

Board members owe an explicit duty of care, and a duty of loyalty to the Corporation.

Section 3. Election

The Board of Directors shall be elected by the members from nominees submitted by the Nominating Committee pursuant to the nominating process set forth in Article VI. Section 4 of these Bylaws. The election shall occur at the Annual Meeting of the membership meeting held the fourth week in January. Election shall be by written secret ballot unless the number of nominees does not exceed the number of offices to be filled, in which case, the President shall instruct the Secretary to cast a unanimous ballot. The Nominating Committee shall prepare the ballots, if needed, before the election and distribute them at the membership meeting.

A majority of the votes cast at the Annual Meeting of the membership shall be necessary to elect. If no nominee receives a majority of the votes cast, the two people having the highest number of votes cast on their behalf shall immediately have a run-off election and a new ballot taken at that meeting. The nominee receiving the lowest number of votes shall be eliminated and a new ballot taken.

The newly elected Directors will assume office immediately following their election.

Section 4. Officers

At the next meeting of the Board of Directors following the Annual Meeting of the Members, or as soon as practical, the Board of Directors shall hold an election for the four Officers of the Corporation: a President, Vice President, Secretary, and Treasurer. The Officers shall be elected from the then current Board according to election procedures as adopted by the Board from time to time. Their duties shall be as follows.

a) **President**

The President shall be the Chief Executive Officer of the Corporation and shall exercise general supervision of the activities of the Corporation. The President shall preside at all membership and special meetings of the Corporation, meetings of the Board of Directors, and all Executive Committee meetings. The President shall have the right to call meetings of the members, Board of Directors and Executive Committee. The President shall be an ex-officio member of all committees and shall have the power to appoint committee chairpersons and members of committees, but such appointments shall be subject to approval by the Board of Directors. The President shall perform all other duties incident to the office, and such other duties as may be prescribed by the Board of Directors from time to time.

b) **Vice President**

The Vice President shall perform the duties of the President in the absence of the President or in the event of the President's inability to act. When so acting, the Vice President shall have all of the powers of, and be subject to all the restrictions upon the President. In the absence of the Vice President, the Secretary or the Treasurer, in that order, as shall serve as acting President. The Vice President shall perform such other duties as may be assigned by the President or Board of Directors from time to time.

c) **Secretary**

The Secretary shall record all minutes of all proceedings of the Membership and Board of Directors meetings of the Corporation, and shall distribute by U.S. or electronic mail the minutes to the Board as soon as practical after such meeting. The Secretary shall be custodian of all of the Corporation's records and documents and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board of Directors.

d) **Treasurer**

The Treasurer shall have custody of, and be responsible for, all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source; deposit such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors; keep bookkeeping records of all such funds and transactions; prepare the annual financial report, including a balance sheet and income statement; prepare the financial report for presentation at Board of Directors meetings and/or upon request of any member of the Board; and, in general, perform all duties incident to the office of Treasurer and perform such other duties as may be assigned by the President or Board of Directors from time to time. The Treasurer, at the discretion of the Board, may be required to post a surety bond to guarantee the funds of the Corporation that come into his/her possession, the amount of the bond to be determined by the Board of Directors.

e) **Election, Term**

The Officers shall be elected from the then current Board of Directors according to election procedures as adopted by the Board from time to time. The term for all Officers shall be one (1) year.

f) **Resignation, Removal, Vacancy**

Resignations, removals, and vacancies of Officers shall be in the same manner as the Directors, as specified in Article V Sections 6 of these Bylaws.

Section 5. Meetings of Board of Directors

a) **Regular Meetings**

The date, place and time of regular meetings of the Board of Directors shall be determined by the Board. The Board shall have no less than six (6) regular meetings per year. Notice of such meetings shall be sent by U.S. or electronic mail to members no less than seven (7) days prior to the meeting.

Members of the Corporation shall be entitled to attend meetings of the Board, except for executive sessions of any such meeting. Members may present new business at the meetings, provided they submit agenda items prior to the meeting. Non-Board Member Members of the Corporation may not vote at such meetings. Other guests may attend with the approval of the Board of Directors.

b) Special Meetings

Special meetings of the Board of Directors may be called at the request of the President or any three (3) Directors. Written or electronic notice of such meetings must be given to all Directors no later than seven (7) days in advance and shall contain a summary of matters to be considered and only such matters shall be considered.

c) Attendance

Absence from any three (3) consecutive regular meetings of the Board in one (1) year shall constitute a resignation from the Board. The President shall mail notice of such resignation to the absent Board member. The Board may reinstate the affected Director by a two-thirds (2/3) vote.

d) Quorum

A majority of the Board of Directors then in office shall constitute a quorum, and the act of a majority of the Board members present at any meeting at which there is a quorum shall be the act of the Corporation. No Board member may act by proxy on any matter. Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be agreed upon by all members of the Board of Directors by U.S. or electronic mail or by telephone and ratified at the next meeting of the Board of Directors.

Section 6. Resignations, Removals, Vacancies

a) Resignations

Any member of the Board of Directors may resign at any time by giving written notice to the President or Secretary of the Corporation. Such resignation shall take effect at the time specified therein, or if no time is so specified, immediately upon receipt by the corporation.

b) Removal of Officers, Directors

Any Officer or Director of the Board of Directors may be removed from the Board by the affirmative vote of two-thirds (2/3) of the members eligible to vote

present in person and voting at a meeting of members at which a quorum is present. Written notice of any meeting to vote on removal of a member of the Board shall be given to members eligible to vote by U.S. or electronic mail not less than ten (10) days in advance of such meeting. Such notice shall state that the purpose of the meeting is to vote upon the removal of the director or directors named in the notice. Only the named director or directors may be removed at such meeting.

c) **Vacancies**

Vacancies on the Board of Directors shall be filled for the unexpired term by a majority vote the Board. The Board may fill such vacancies as early as its next scheduled meeting following the creation of the vacancy, or as soon as reasonably possible. Any member elected to fill an unexpired term shall not have that term counted for purposes of term limits as stated in Article 5, Section 2.

ARTICLE VI. COMMITTEES

Section 1. Designation

There shall be two Standing Committees: Executive and Nominating. The Board of Directors may create other ad hoc committees as needed. The President shall have the power to appoint committee chairpersons and members, but such power shall be subject to approval by the Board of Directors by a majority vote to affirm such appointment(s). A Committee may create sub-committees.

Section 2. General Rules – All Committees

a) **Authority**

All committees, other than the Executive Committee, shall be advisory only, with the authority to make recommendations to the Board of Directors only. Any committee, other than the Executive Committee shall not have the ability to exercise the authority of the Board of Directors or the Corporation.

b) **Quorum and Manner of Acting**

A majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

c) **Committee Rules**

Each committee may adopt rules for its own governance not inconsistent with these Bylaws or rules adopted by the Board of Directors.

d) **Removal of Committee Members**

Any Chairperson or member of a committee thereof may be removed by a simple majority vote of the Board of Directors whenever, in their judgment, the best interests of the Corporation shall be served by such removal. When such removal occurs, the President may appoint a replacement, subject to confirmation by a majority vote of the Board of Directors.

e) **Committee Records and Reports**

All Committee Chairpersons are required to keep permanent records of their meetings and activities and to submit a copy to the Secretary for insertion of a permanent file at the end of the year. They shall also submit an annual report to the Board. These reports shall be available at the Annual Meeting.

Section 3. Executive Committee

The Executive Committee shall consist of the Officers of the Corporation. The Executive Committee is charged with all duties and responsibilities of the Board of Directors and may act on behalf of the Corporation between regular and/or special meetings except that the Executive Committee shall not approve the expenditure of funds in excess of \$2,500 in amount, it shall not fill Board vacancies, and it shall not perform any act prohibited by law. The Executive Committee shall be subject to the direction and control of the Board of Directors.

Section 4. Nominating Committee

a) **Term**

The Nominating Committee shall be selected no less than ninety (90) days in advance of the membership meeting at which a slate of nominations is presented for the Board of Directors and shall serve for the balance of the Corporation's fiscal year.

b) **Manner of Selection**

With the advice and consent of Board of Directors, the President shall appoint two (2) members of the Nominating Committee from the Board of Directors and three (3) members from the general membership. All members of the Nominating Committee shall be voting members of the Corporation.

c) **Eligibility**

Members of the Nominating Committee or their immediate family members shall not be eligible for nomination to the Board of Directors while serving as a member of the Committee.

d) Preparation and Meetings

The election of the Board of Directors shall occur at the Annual Meeting of the membership. The Nominating Committee shall prepare and submit to the membership by U.S. or electronic mail a slate of nominations for the positions of Officers and Directors whose terms are scheduled to expire at the end of the Corporation's year. The slate shall contain at least one (1) name for each position.

e) Additional Nominations

The Committee shall take nominations for the Board of Directors submitted in writing 60 (sixty) days prior to the Annual Meeting at which the elections shall take place.

f) Supervision of Election

The Nominating Committee shall prepare the ballots for the election and shall supervise the election of the Board of Directors.

g) Notice of Nominees

Written notice of the candidates for each position shall be sent by U.S. or electronic mail at least twenty (20) days in advance of the Annual Meeting and/or shall be published in the newsletter.

h) Nominee Consent and Verification

The Nominating Committee shall verify membership status and secure the consent of all nominees before placing their names on the ballot.

ARTICLE VII. FISCAL MATTERS

Section 1. Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

Section 2. Deposit and Withdrawal of Funds

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by two (2) Officers, including the President or the Treasurer, as shall from time to time be determined by

the Board of Directors as necessary. In the absence of such determination by the Board of Directors, such instruments shall be signed by the President and Treasurer.

All monies of the Corporation shall be deposited in the name of the Corporation in such accounts and in such banks as the Board of Directors shall designate and may be withdrawn in accordance with procedures established by the Board of Directors.

Section 3. Expenditures

Any duly proposed expenditure of more than \$500 to any one individual or entity must be approved by a majority vote of the Board of Directors.

Section 4. Contracts

The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

Section 5. Loans

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by the Board of Directors.

ARTICLE VIII. BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and minutes of the proceedings of its Board of Directors and committees. All books and records of the Corporation may be inspected by any member, or any member's agent or attorney, for any proper purpose at any reasonable time.

ARTICLE IX. INDEMNIFICATION

To the extent permitted by law, the Corporation may indemnify any officer, director, employee or agent, or former officer, director, employee or agent in the event any such persons shall be made, or be threatened to be made, a party to any action, suit or proceeding whether criminal, civil, administrative, or investigative.

ARTICLE X. CONFLICT OF INTEREST

Any Officer or Director who has an interest in a contract or other transaction presented to the Board of Directors or a committee for authorization, approval, or ratification shall make a prompt and full disclosure of his or her interest to the Board of Directors or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or

transaction which might reasonably be construed to be adverse to the Corporation's interest.

The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussions or deliberations with respect to such contract or transaction. Such person shall not be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present.

For the purpose of this Article, a person shall be deemed to have an "interest" in a contract or other transaction, if he or she is the party (or one of the parties) contracting or dealing with the Corporation, or is a director, trustee or officer of, or has a financial or influential interest in, the entity contracting or dealing with the Corporation.

ARTICLE XI. AMENDMENTS AND RULES

Section 1. Amendments

These By-Laws may be altered, amended, added to or repealed at any meeting of the Board called for that purpose by the affirmative vote of two-thirds (2/3) of the Directors then in office.

Section 2. Rules

Except as otherwise provided in the Articles of Incorporation and these Bylaws, Robert's Rules of Order as Amended shall be the parliamentary authority of this Corporation.