

Greater Independence Park Neighborhood Association
BYLAWS
Amended and Restated
Adopted on July 24, 2012

ARTICLE I

PURPOSES

The association is organized and operated exclusively for charitable and educational purposes, including but not limited to: to preserve, promote and foster the historical, social, cultural, and architectural significance of the homes, buildings, and well being of the community; to maintain and enhance the quality of life in the Independence Park neighborhood by involving, informing and encouraging people to participate in matters relating to the neighborhood; and to perform all other acts necessary or incidental to the above. Notwithstanding any other provisions of these bylaws, the purpose of the association are exclusively charitable and educational, and the organization shall not engage in any activities expressly prohibited by Section 501(c) (3) of the Internal Revenue Code of 1954, as amended.

Any other provision contained in these bylaws notwithstanding, no part of the net earnings of the association shall inure to the benefit of any private member or individual (except that the association shall be authorized and empowered to pay any reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purpose set forth in this Article I), and no substantial part of its activities shall be the carrying on of the propaganda or otherwise attempting to influence legislation, nor shall it participate in, or intervene in any political campaign on behalf of any candidate for public office. The association shall not conduct a post-secondary educational institution or vocational school. No solicitations of contributions to the association shall be made and no gifts, bequests or devices to the association shall be accepted upon any condition or limitation, which, in the opinion of the association, may cause the association to lose exempt status, which it may obtain from the payment of Federal Income Taxes.

Notwithstanding any other provisions of these bylaws, if at any time or times, the association shall be a "private foundation" as defined in Section 509 of the Internal Revenue Code of 1954, as amended, then during such time or times, the association shall distribute its income for each taxable year at such time and in such manner as not to become subject to attacks on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, as amended; shall not engage in any act of self-dealing as defined in Section 4941(d) of said Code; retain any excess business holdings as defined in Section 4943(c) of said Code; make any investments in such manner as to incur tax liability under Section 4944 of said Code, or make any taxable expenditures as defined in Section 4954(d) of said Code.

Notwithstanding any other provisions of these bylaws, during such time or times that the association shall elect to have the provisions of Section 501(h) of the Internal Revenue Code of 1954, as amended, in effect, the association shall not make any lobbying expenditures in such manner as to incur tax liability under Section 4911 of said Code.

In the event of the dissolution, the association shall, after payments of all liabilities, distribute any remaining assets to an organization or organizations, which, at the time, are exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended. Any such assets not so disposed of shall be disposed of by the Court of general jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes or to such

organization or organizations, as said Court shall determine which are organized or operated exclusively for such purposes.

Any reference herein to any provision of the Internal Revenue Code of 1954 shall be deemed to mean such provisions as now or hereafter existing, amended, supplemented, or superseded, as the case may be.

ARTICLE II

OFFICES

The association shall maintain in the State of Illinois a registered office and a registered agent at such office that may have other offices within or without the State.

ARTICLE III

MEMBERS

SECTION 3.1 – CLASSES OF MEMBERS

The association shall have four classes of members: individual members, business members and associate members from whom dues have been received, and honorary members from whom dues will be waived.

SECTION 3.1a – INDIVIDUAL MEMBERS

Any resident 18 and over within organizational boundaries, who are current dues-paying members. The boundaries are as follows: south boundary shall be Parkview Terrace to Addison, east boundary shall be Central Park, north boundary shall be Irving Park Road Avenue, and west boundary shall be Pulaski Road from Irving Park to the Kennedy Expressway/Parkview Terrace.

SECTION 3.1b – BUSINESS MEMBERS

Sole proprietors, partnerships, corporations or any organization which shall join as a single entity without voting privileges and who pays dues.

SECTION 3.1c – ASSOCIATE MEMBERS

Individuals who live outside the organization boundaries, and do not qualify as individual members under Section 3.1a, may become Associate members without voting privileges by paying the current dues plus an additional amount as determined by the Board to cover the cost of newsletter postage.

SECTION 3.1d – HONORARY MEMBERS

Persons deemed supportive of the Association's goals; or who may be necessary to promote the goals of the Association, may be given an Honorary membership, without voting privileges for a specified period of time as determined by the Board.

SECTION 3.2 – VOTING RIGHTS

The persons within the class defined, as "individual members" shall be entitled to one vote per membership on each matter submitted to a vote of the members.

SECTION 3.3 – REMOVAL

The board of directors by affirmative vote of two-thirds of all the members of the board may suspend or expel a member with or without cause.

SECTION 3.4 – PAYMENT OF DUES

Payment of dues shall be made to the Treasurer who shall report on them. Dues are not refundable.

SECTION 3.4.1 – DEFAULT/TERMINATION/REINSTATEMENT

Any member who is delinquent in the payment of dues for a period of thirty days is automatically terminated. Reinstatement will occur upon receipt of current fiscal year's dues.

SECTION 3.4.2 – REINSTATEMENT/DEFAULT/TERMINATION

Reinstatement will occur upon receipt of current fiscal year's dues.

ARTICLE IV

MEETINGS

SECTION 4.1 – ANNUAL BUSINESS MEETING

An Annual meeting of the members shall be held no later than April 30th each year for the purpose of holding election to fill vacancies of directors and officers, and for the transaction of such other affairs as may come before the meeting.

SECTION 4.2 – SPECIAL MEETINGS

Either the President, a majority of the board of directors, or not less than one-tenth of the members having voting rights may call special meetings of the members.

SECTION 4.3 – PLACE OF MEETING

The board of directors may designate any place within organizational boundaries as the place of meeting for the annual meeting or for any special meetings.

SECTION 4.4 – NOTICE OF MEETING

Written notice stating the place, date and hour of annual or special meetings shall be delivered to each member entitled to vote not less than five nor more than forty days before the date of such meeting. In case of a special meeting or when required by statutes or these bylaws, the purpose for which the meeting is called shall be stated in the notice, and the meeting shall be limited to just such purpose. If mailed, the notice shall be deemed delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the association.

SECTION 4.5 – ACTION WITHOUT A MEETING

Any action required by law to be taken at a meeting of the members, or any other action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action to be so taken, shall be signed by a majority of all members entitled to vote in respect to the subject matter thereof.

SECTION 4.6 – QUORUM

The members holding one-tenth of the votes, which may be cast at any meeting or 29 eligible, voting members whichever is less, shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of members present may adjourn the meeting at any time. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum.

SECTION 4.7 – PROXIES

There shall be no voting by proxies at any meeting.

SECTION 4.8 – ORGANIZATION

At each meeting of members, the President or Vice-President or any person designated by them, shall act as the Chairperson of the meeting. The Secretary, or in the Secretary's absence, such person as the Chairperson of the meeting may appoint, shall act as Secretary of the meeting. Roberts Rules of Order, newly revised, shall be followed in all cases where they do not conflict with the bylaws of the Greater Independence Park Neighborhood Association.

ARTICLE V

BOARD OF DIRECTORS

SECTION 5.1 – GENERAL POWERS

All decisions as to the affairs and general operating procedures of the association will be decided by a majority vote of the board of directors unless statute, the bylaws, or articles of incorporation require a greater number. The board may by a majority vote, delegate authority to any officer, other association member, or committee to transact the affairs of the association as the board may see fit. Any ambiguities contained within these bylaws shall be resolved by a majority vote of the board of directors.

SECTION 5.2 – NUMBER, TENURE AND QUALIFICATIONS

The number of directors of the association shall not be less than six dues paying members or more than eleven. New directors shall be chosen by vote at the regular annual meeting of the members. Any director may resign at any time by giving written notice to the President of the board or the Secretary. All officers and the immediate past President are automatically members of the board of directors.

SECTION 5.2a – DIRECTORS-AT-LARGE

The terms of directors at large shall be 2 years and shall be held on even numbered years. There is no limit to the number of terms a director may serve.

SECTION 5.2.2 – QUALIFICATION FOR BOARD OF DIRECTORS

A candidate for the board of directors shall be a current dues paying individual member as described in section 3.1a.

SECTION 5.3 – BOARD MEETINGS

The board of directors shall hold meetings at least once a quarter. The board of directors may provide by resolution the time and place, for holding of additional regular meetings of the board without prior notice than such resolution.

SECTION 5.5 – NOTICE

Notice of any special meeting of the board of directors shall be given at least two days previously thereto. Neither the affairs to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of such meeting, unless specifically required by law or by these bylaws.

SECTION 5.6 – ACTION WITHOUT A MEETING

Any action required by law to be taken at a meeting of the board of directors, or any other action which may be taken at a meeting of the board of directors, may be taken without a meeting, if written or verbal consent setting forth the action so taken by all directors entitled to vote in respect of the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote and may be stated as such in any document filed with the Secretary of State under the General Not for Profit Corporation Act of Illinois.

SECTION 5.7 – QUORUM

A majority of the board of directors shall constitute a quorum for the transaction of affairs at any meeting of the board.

SECTION 5.8 – VACANCIES

Any vacancy occurring on the board of directors or any directorship to be filled by reason of any increase in the number of directors shall be filled by the board of directors, unless the articles of incorporation, a statute, or these bylaws provide that a vacancy or a directorship so created shall be filled in some other manner, in which case such provision shall control. A director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

SECTION 5.9 – COMPENSATION

Directors shall not receive any stated salaries for their services provided that nothing herein contained shall be construed to preclude any director from serving the association in any other capacity and receiving reasonable compensation thereof.

SECTION 5.10 – REMOVAL

Any director elected by the members may be removed by a two-thirds vote of the members with or without cause, provided notice of such action is given as specified by statute. Any director appointed by the board may be removed with or without cause by two-thirds vote at a regularly scheduled meeting of the board. Any director removed by the board may appeal for reinstatement at a meeting of the general membership. A two-thirds vote of the membership present is required for reinstatement.

SECTION 5.11 – DUTIES

Each director at large must be available to assume responsibility to chair a committee as needed. Directors must provide prior notice of any inability to attend properly scheduled meetings. Notification is to be given to either the President or the Secretary of the association.

Section 5.12 – CONDUCT GUIDE

Each Director must strive to ensure that:

- (a) GIPNA is an organization free of harassment, bullying or discrimination against colleagues or members of the public,
- (b) Members of GIPNA are treated with respect, courtesy, honesty and fairness,
- (c) When visiting with elected officials they use discretion and show due respect to Board members and Board decisions,
- (d) They will not disclose official information or documents acquired in the course of Board member meetings,
- (e) There is no inappropriate use or other misuse of official information for personal or commercial gain for members and/or their associates,
- (f) They will not use their position for personal advantage.
- (g) Penalties for infractions to these guidelines shall be decided by the Board and include warning, censure, and possible expulsion from the Board.

Section 5.13 – CONFLICTS OF INTERESTS

Conflict of interest arises whenever the personal or professional interest of a Board Member is potentially at odds with the best interests of GIPNA. Although the legal standards for avoiding conflict of interest for nonprofit organizations are fairly limited, GIPNA Board members will avoid where possible even the appearance of impropriety. A person may have a conflict of interest if the person has, directly or indirectly, through business, investment or family:

- (a) Current or potential employment with any entity with which that GIPNA Board Member has direct negotiating responsibility, or
- (b) An ownership or investment interest in any entity with which GIPNA has a transaction or arrangement, or
- (c) A compensation arrangement with GIPNA or with any entity or individual with which GIPNA has a transaction or arrangement, or
- (d) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which GIPNA is negotiating a transaction or arrangement, or
- (e) Any business interests that may be affected, adversely or favorably, by that person's negotiations on behalf of GIPNA.

Procedures to manage conflicts. For each interest disclosed, the full board will discuss the situation in depth to determine whether the organization should take action. In most cases the broadest disclosure possible is advisable so that the Board can make informed decisions that are in the best interests of the organization.

- (a) When the conflict involves a decision-maker, the person with the conflict ("interested party") must fully disclose the conflict to all other decision-makers and may not be involved in the decision of what action to take (e.g., may not participate in a vote) but may serve as a resource to provide other decision-makers with needed information.
- (b) In some cases the person with the conflict may be asked to recuse him/herself from sensitive discussions so as not to unduly influence the discussion of the conflict.
- (c) In all cases, decisions involving a conflict will be made only by disinterested Board persons.
- (d) The fact that a conflict was managed and the outcome will be documented in the minutes of board meetings.
- (e) The President and/or Vice-President will monitor proposed or ongoing transactions of the organization (e.g., contracts with vendors, collaborations with third parties, or other negotiations) for conflicts of interest and disclose them to the Board, as appropriate, whether discovered before or after the transaction has occurred.
- (f) Penalties for infractions to these guidelines shall be decided by the Board and include warning, censure, and possible expulsion from the Board.

ARTICLE VI

COMMITTEES OF THE BOARD OF DIRECTORS

Section 6.1 - COMMITTEES

Committees of the Board of Directors shall be Standing or Special. Each Committee shall exercise such power and carry out such functions as provided in these By-Laws or as may be delegated by the Board of Directors. Unless specifically mentioned in these By-Laws, not all Committee members need be Board members.

Section 6.2 - APPOINTMENT OF COMMITTEES

The Chair of each Committee shall be appointed by the Chair of the Board, subject to the approval of the Board. Committee Chairs serve a one-year term, dating from the annual meeting to the following annual meeting. Vacancies in the membership of any Committee may be filled by appointment by the Chair of the Board.

Section 6.3 - MEETINGS OF COMMITTEES

All Committees shall meet at the call of the Committee Chair. The act of a majority of the whole Committee shall be the act of the Committee. All minutes of Committee meetings shall be read and reviewed at the Board of Directors meeting.

Section 6.4 - SPECIAL COMMITTEES

Special Committees may be established by the Chair of the Board or the President, with the approval of the Board, for such special tasks as circumstances warrant. A Special Committee shall limit its activities to the accomplishment of the task for which it is appointed. Upon completion of the task for which it is appointed, such Special Committee shall be dissolved.

Members of Special Committees shall be appointed for a term of one (1) year or the duration of the Special Committee, if shorter.

Section 6.5 - STANDING COMMITTEES

Appointments to the Standing Committees shall be made at the Board of Directors' annual meeting or not later than the next regular meeting of the Board of Directors following the annual meeting. The term of office for each member of a Standing Committee shall commence upon appointment and shall continue until the close of the next annual meeting or until a successor is appointed.

ARTICLE VII

OFFICERS

SECTION 7.1 – OFFICERS

The officers of the association shall be President, Vice-President, Treasurer, and Secretary. Any two or more offices may be held by the same person, except no one person can serve as both President and Secretary.

SECTION 7.2 – ELECTION AND TERM OF OFFICE

The members at the regular annual meeting shall elect the officers of the association. If the election of officers shall not be held at such a meeting, elections shall be held as soon as possible thereafter. Vacancies may be filled or new offices created and filled at any meeting of the board of directors. Election of an officer shall not of itself create contract rights. Each officer shall serve a term of 2 years, with a maximum of 2 consecutive terms. The Board of Directors has the right to extend the number of consecutive terms served to accommodate the work and effectiveness of the Board, by majority vote for any officer position. Election of officers shall alternate such that at no time will all four officers run for office in the same year. The elections for the offices of President and Secretary shall be held on odd numbered years, while the election for the offices of Vice-President and Treasurer will occur on even numbered years. To establish this alternating system of elections, the initial terms for the offices of President and Secretary shall be one year. Thereafter these offices shall have two-year terms.

SECTION 7.2.1 – QUALIFICATIONS

No member shall be eligible to the elective office of President of this Association who has not served on the Board of Directors or held an elected office.

SECTION 7.3 – REMOVAL

Any officer appointed by the board may be removed by two-thirds vote of the directors at a regularly scheduled meeting of the board, due notice having been given. Any officer elected by the membership may be removed by a vote of a majority of members, due notice having been given. Grounds for such removal may be with or without cause. Any officer removed may appeal for reinstatement at a meeting of the general membership. A two-thirds vote of the membership present is required for reinstatement.

SECTION 7.4 – PRESIDENT

The President shall be the principal executive officer of the association. Subject to the direction and control of the board or directors, the President shall be in charge of the business and affairs of the association. The President shall preside at all meetings of the members and the board of directors, except on those instances in which the authority to execute is expressly delegated to another officer or agent of the association or a different mode of execution is expressly prescribed by the board of directors or these bylaws. The president must provide prior notice of any inability to attend properly scheduled meetings. Notification is to be given to either the Vice-President or the Secretary of the association.

SECTION 7.5 – VICE-PRESIDENT

The Vice-president shall assist the President in the discharge of the President's duties as the President may direct and shall perform such other duties as from time to time may be assigned by the President or by the board of directors. In the absence of the President or in the event of the President's inability or refusal to act, the Vice-President shall perform the duties of the President and when so acting, shall have all the powers 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 association or a different mode of execution as expressly prescribed by the board of directors or these bylaws, the Vice-President may execute for the association any instrument which the board of directors has authorized and the Vice President may accomplish such execution either under or without the seal of the association 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 instrument. The Vice-President must provide prior notice of any inability to attend properly scheduled meetings. Notification is to be given to either the President or the Secretary of the association.

SECTION 7.6 – TREASURER

The Treasurer shall be the principal accounting and financial officer of the association. The Treasurer must provide prior notice of any inability to attend properly scheduled meetings. Notification is to be given to either the President or the Secretary of the association.

The Treasurer shall:

- (a) Have charge of and be responsible for the maintenance of adequate books of account for the association
- (b) Have charge of and custody of all funds and securities of the association, and be responsible therefore, and for the receipt and disbursement thereof; and
- (c) perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the president or by the board of directors. The Treasurer shall be bonded for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties, as the board of directors shall determine.
- (d) produce all financial records and material for review when requested.

SECTION 7.7 – SECRETARY

The Secretary shall record the minutes of the meetings of the members and of the board of directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; keep a register of the post office address of each member which shall be furnished to the Treasurer by such members; be custodian of the corporate records and seal of the association; and 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 by the board of directors. The Secretary must provide prior notice of any inability to attend properly scheduled meetings. Notification is to be given to either the President or the Vice-President of the association.

SECTION 7.8 – COMPENSATION

Officers shall not receive any stated salaries for their services provided that nothing herein contained shall be constructed to preclude an officer from serving the association in any other capacity and receiving reasonable compensation thereof.

ARTICLE VIII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 8.1 – CONTRACTS

The board of directors may authorize any officer or officers, agent or agents of the association, in addition to the officers so authorized by these bylaws to enter into any contract or execute and deliver any instrument in the name of and on behalf of the association and such authority may be general or confined to specific instances.

SECTION 8.2 – CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the association, shall be signed by such officer or officers, agent or agents of the association and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the Treasurer or an assistant Treasurer and countersigned by the President or a Vice-President of the association.

SECTION 8.3 – DEPOSITS

All funds of the association shall be promptly deposited to the credit of the association in such banks, trust companies, or other depositories as the board of directors may select.

SECTION 8.4 – GIFTS

The board of directors may accept on behalf of the association any contribution, gift, bequest, or device for the general purposes or for any special purpose of the association.

ARTICLE IX

BOOKS AND RECORDS

The association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors, and committees, and shall keep at the

registered or principal office a record giving the names and addresses of the members entitled to vote. Any member, or his agents or attorney may inspect all books and records of the association for any proper purpose at any reasonable time.

ARTICLE X

FISCAL YEAR

The fiscal year of the association shall be from January 1st through December 31st.

ARTICLE XI

DUES

SCENTION 11.1 – ANNUAL DUES

The board of directors may determine from time to time the amount of membership fee, if any, and annual dues payable to the association by members of each class.

ARTICLE XII

CORPORATE SEAL

The corporate seal shall be inscribed thereon the name of the association and the words “Corporate Seal, Illinois.”

ARTICLE XIII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or by the bylaws of the association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV

AMENDMENTS

The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the members upon a majority vote thereof of the members present at a meeting designated for that purpose, unless otherwise provided in the articles of incorporation or the bylaws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The bylaws may contain any provisions for the regulation and management of the affairs of the association not inconsistent with the law or the law or the articles of incorporation. Notification of bylaw amendments

must be sent not less than thirty days before they are considered to be voted upon. The board of directors may make amendments by 2/3-majority vote, subject to 75% majority vote by the membership present at a meeting designated for that purpose.

ARTICLE XV

IDEMNIFICATION

Each person who at any time is or shall have been a director, officer, employee or agent of the association, or is or shall have been serving at the request of the association as a partnership, joint venture, trust or other enterprise, shall be indemnified by the association in accordance with and to the full extent permitted by the General Not for Profit Corporation Act of Illinois as in effect at the time of adoption of this bylaw or as amended from time to time. The foregoing right of indemnification may be entitled under any bylaw, agreement, and vote of members or disinterested directors or otherwise. If authorized by the board of directors, the association may purchase and maintain insurance on behalf of any person to the full extent permitted by the General Not for Profit Corporation Act of Illinois as in effect at the time of the adoption of this bylaw or as amended from time to time.

ARTICLE XVI

REPEALING AND SAVING CLAUSES

SECTION 16.1 – REPEAL

All bylaws, rules and regulations of the Greater Independence Park Neighborhood Association heretofore adopted or in force are hereby repealed.

SECTION 16.2 – SAVING CLAUSE

Any matter not included within these bylaws of the Greater Independence Park Neighborhood Association shall be provided for by the board of directors to the extent permitted by law, provided that (a) where powers of the board of directors are concerned, such powers shall be deemed to maximum provided or permitted by law, (b) such requirements shall be the minimum provided or required by law. The invalidity of any provision contained in these bylaws shall not affect the validity of the remaining provisions thereof.