

## ROGERS PARK/WEST RIDGE HISTORICAL SOCIETY BYLAWS

### ARTICLE I

#### ORGANIZATION

##### SECTION 1.1 NAME

The name of the organization shall be the Rogers Park/West Ridge Historical Society, hereinafter referred to as the "Society."

##### SECTION 1.2 PURPOSE

The Society is established as a not for profit organization to gather and preserve the history of Rogers Park and West Ridge as a vital part of the city of Chicago, thus placing local history in its larger context, and to provide interactive education about those communities to the public.

The Society is organized to operate exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.

##### SECTION 1.3 LEGISLATIVE OR POLITICAL ACTIVITIES

No substantial part of the activities of the Society shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Society shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

##### SECTION 1.4 OPERATIONAL LIMITATIONS

Notwithstanding any other provisions of these articles, the Society shall not carry on any other activities not permitted to be carried on.

- a) By an organization exempt from Federal Income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law) or
- b) By an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law).

##### SECTION 1.5 OFFICE LOCATION

The principal office of the Society is 7344 North Western Avenue, Chicago, IL 60645-1814, or at such a location as may be determined by the board of Directors, herinafter referred to at "the Board.

## **ARTICLE VI**

### **MEMBERSHIP**

#### **SECTION 2.1 ELIGIBILITY FOR MEMBERSHIP**

Membership may be granted to any individual, family, business, or organization interested in the history of the Rogers Park/West Ridge community.

#### **ARTICLE 2.2 APPLICATION FOR MEMBERSHIP**

An application for membership shall be filled out on a membership form and submitted to the administrative office of the Society.

#### **SECTION 2.3 DUES**

The initial and annual dues for all members and the time for paying such dues shall be determined from time to time by the Board.

#### **SECTION 2.4 VOTING OF MEMBERSHIP**

Each membership, whether individual, family, business or organization, in good standing, shall be represented by one vote, provided the voter has attained the age of 18 and has been a member for at least sixty (60) days immediately prior to voting.

#### **SECTION 2.5 REMOVAL**

The membership of any member who is ninety (90) days in default in the payment of dues shall be terminated automatically. At the Board's discretion, such termination may be delayed or not enforced by the Board.

## **ARTICLE III**

### **MEMBERSHIP MEETINGS**

#### **SECTION 3.1 ANNUAL MEETING**

The annual meeting of the Society shall be held during the first quarter of the calendar year. At this meeting, the membership shall elect directors. The Society's latest financial report shall also be presented. The Board shall set the date of the annual meeting.

#### **SECTION 3.2 SPECIAL MEETINGS**

Special meetings of the membership shall be called at any time by the president or by any five members of the Board. The time, place and purpose of the meeting shall be approved by a majority of the members of the executive committee and shall take place no more than twenty (20) days from the day of the request. Notice and purpose of the meeting shall be furnished in writing at least seven (7) days in advance to each member and no business other than that stated shall be discussed.

### SECTION 3.3 NOTICE OF MEETINGS

Written notice of any meeting of the Society, other than a special meeting, shall be mailed or electronically transmitted to the last known address of each member not less than twenty (20) days and not more than sixty (60) days before the date of the meeting.

### SECTION 3.4 QUORUM

No less than ten (10) voting members of the Society shall constitute a quorum for the transaction of business at a duly called meeting of the members.

### SECTION 3.5 VOTING

At all meetings of the Society, each voting member shall vote as defined in Section 2.4. Voting by mail and/or electronic ballot may be permitted in lieu of a vote at a duly called meeting for any item of business, including the election of officers and directors. Unless the action of a greater number is required by law, the Articles of Incorporation or these bylaws, the act of a majority, provided a minimum of ten (10) members' ballots are received if voting is by mail or electronic ballot, shall be an act of the members.

## ARTICLE IV

### BOARD OF DIRECTORS

#### SECTION 4.1 AUTHORITY AND RESPONSIBILITY

The Society shall be managed by a Board of Directors, which shall supervise, control and direct the affairs of the Society; determine the policies of the Society, elect the officers of the Society, actively promote the purposes of the Society, have discretion in the disbursement of its funds and may appoint a staff to serve at the direction of the Board consistent with these bylaws. The Board may adopt such rules and regulations for the conduct of its business as may be deemed advisable and may, in the execution of the powers herein, delegate certain of its authority and responsibility to the executive committee.

Notwithstanding any of the foregoing, the Board shall not be permitted to sell any real estate without a vote of the membership at three (3) consecutive annual meetings.

#### SECTION 4.2 COMPOSITION, CLASS AND TERM

The Board shall consist of fifteen (15) directors, chosen from the membership of the Society. At the election in 2010, the elected directors shall be divided by lot into two classes of seven and eight directors each. The first class shall serve a one-year term; the second class, a two-year term. Thereafter, directors elected at the Annual Meetings will serve two-year terms. After 2010, no director may serve more than six consecutive years in office. Directors shall take office immediately upon their election at the meeting at which they are elected and shall continue to serve until a successor is duly elected.

#### SECTION 4.3 DUTIES OF DIRECTORS

Each Director is expected to chair at least one standing committee or be a member of at least two committees.

#### SECTION 4.4 MEETINGS OF THE BOARD

A regular meeting of the Board shall be held no less than four (4) times during each calendar year at such time and at such place as the Board may prescribe. Notice of such meetings shall be given to the directors not less than thirty (30) days before the meeting is held. Special meetings of the board may be called by the president at the request of any three (3) directors, by notice mailed, delivered, electronically transmitted, or telephoned to each member of the Board not less than three (3) days before the meeting is held.

#### SECTION 4.5 QUORUM

A simple majority of the directors shall constitute a quorum for the transaction of business at any duly called meeting of the Board and any such business transacted shall be valid, providing it is affirmatively passed by a majority of those present.

#### SECTION 4.6 ATTENDANCE, VACANCIES AND REMOVAL

Any director who is absent from two (2) consecutive regular meetings or three (3) nonconsecutive regular meetings of the Board shall automatically vacate his or her position. At the Board's direction, such termination may be delayed or not enforced by the Board. The Board shall fill any vacancy occurring on the board between annual meetings. A director so elected to fill a vacancy shall serve the unexpired term of his/her predecessor. The Board may, by the affirmative vote of two-thirds (2/3) of its members, remove any director for cause whenever in its judgment the best interests of the society would be served thereby.

#### SECTION 4.7 COMPENSATION

The directors and officers shall not receive any compensation for their services except for reimbursement of expenses as provided by policy.

#### SECTION 4.8 TELEPHONE CONFERENCES

Members of the Board, or any committee designated by the Board, may take action permitted or authorized by these bylaws pursuant to meeting by means of conference telephone or other telecommunications equipment by means of which all persons participating in a meeting can communicate with each other. Participants in a meeting pursuant to this section shall constitute presence in person at such meeting.

## ARTICLE V

### OFFICERS

#### SECTION 5.1 COMPOSITION

The officers of the Society shall be President, Vice President, Secretary, and Treasurer

#### SECTION 5.2 ELECTION AND TERM

The officers shall be elected by and from the Board of Directors at the first meeting after the election of new directors, or as soon thereafter as convenient. Each officer shall serve a term of one year and shall continue to serve until a successor is duly elected. No officer shall serve more than three consecutive terms.

#### SECTION 5.3 REMOVAL AND VACANCIES

Any officer may be removed by affirmative vote of two-thirds of all the directors whenever, in their judgment, the best interests of the society would be served thereby. The Board may fill any vacancy at any meeting and the officer so elected shall serve the unexpired term of the previous officer.

#### SECTION 5.4 PRESIDENT

The president shall serve as the chief executive officer of the Society and shall in general supervise the affairs of the Society subject to the direction and control of the Board. The president shall preside at all meetings of the Board. The president shall serve as an ex-officio member on all committees and shall make all required appointments of standing and special committees with the approval of the Board. The president may sign, with the Secretary and/or Treasurer (minimum of two signers required), any deeds, mortgages, bonds, contracts or other instruments which the signing and execution thereof shall be expressly delegated by the Board or by these bylaws or by statute to some other officer or agent, and shall perform such other duties as are necessary and incident to the office of the president or as may be prescribed by the Board.

#### SECTION 5.5 VICE PRESIDENT

The vice president shall assist the president in the discharge of his/her duties as the president may direct. In the temporary absence of the president, 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 of the restrictions upon the president. If the president resigns or is removed from office, the vice president will succeed him/her.

#### SECTION 5.6 SECRETARY

The secretary shall keep minutes of all meetings of the members, the Board and the Executive Committee; shall see that all notices are duly given in accordance with applicable law, the Articles of Incorporation and these bylaws; shall be the custodian of the corporate records; shall keep a record of the mailing address of each member; and, in general, perform all duties customarily incident to the office of secretary and such other duties as assigned from time to time by the president or Board.

**SECTION 5.7 TREASURER** The treasurer shall be the principal financial officer of the society and shall have charge of and be responsible for the maintenance of adequate books of account for the Society; shall have charge and custody of all funds and securities of the society, and be responsible for the receipt and disbursement thereof and shall deposit all funds and securities of the Society in such banks, trust companies or other depositories as shall be selected in accordance of these bylaws. The treasurer shall provide a report of the Society's financial status at the annual and board meetings and ensure annually that the most recent audit and budget of the society is available upon the request of a member at the member's expense. The treasurer may sign, with the secretary and/or president, any deeds, mortgages, bonds, contracts, or other instruments which the signing and execution thereof shall be expressly delegated by the Board or by these bylaws or by statute to some other officer or agent.

## **ARTICLE VI**

### **COMMITTEES**

#### **SECTION 6.1 STANDING COMMITTEES**

The Society shall designate the following standing committees: Executive, Finance, and Nominating, Membership, Publications, Events, Development and Volunteer Services. All committee actions are subject to Board review and approval. The rules and regulations of the standing committees may be established by resolution of the Board to carry out the purposes of the Society.

#### **SECTION 6.2 COMMITTEE COMPENSATION**

The President shall appoint a Director to chair each standing committee and shall appoint at least two (2) directors to become members of each committee. Additional members of a committee may be appointed by the President or the Chair of the committee. Committee members need not be directors or members of the society. Members of committees shall serve until the next Annual Meeting of the Society and until their successors are duly appointed. Committee members (except for the Executive Committee) are not subject to consecutive term limits.

#### **SECTION 6.3 EXECUTIVE COMMITTEE**

The Executive Committee shall consist of the four officers of the Society: President, Vice President, Secretary and Treasurer, and one director chosen by the President.

The Executive Committee may act in place and instead of the Board between board meetings on all matters except those specifically reserved to the Board by these bylaws, pursuant to delegation of authority to such committee by the Board. Minutes of all Executive Committee meetings shall be distributed to the members of the Board.

#### **SECTION 6.4 NOMINATING COMMITTEE**

The Nominating Committee shall prepare a slate of candidates for directors for submission to a vote of the voting members. The slate shall be distributed with the announcement of the annual meeting.

#### SECTION 6.5 FINANCE COMMITTEE

The Finance Committee shall consist of the president, vice president, treasurer, and two (2) additional members selected by the president. The committee shall counsel with each committee chair on the annual budget of the Society and prepare recommendations for the Board.

#### SECTION 6.6 OTHER COMMITTEES

The president, with the approval of the Board, shall appoint such other committees, subcommittees or task forces as are necessary and which are not in conflict with other provisions of these bylaws, and the duties of any such committee shall be prescribed by the Board upon their appointment.

#### SECTION 6.7 QUORUM/CALL OF MEETINGS

The majority of the Executive Committee shall constitute a quorum at any duly called meeting of the committee. The president shall call such meetings of the Executive Committee as the business of the Society may require.

### **ARTICLE VII**

#### **ADMINISTRATION**

The Board may determine that the administrative and day-to-day operation of the Society shall be the responsibility of an administrator appointed by the Board and responsible to the Board. The administrator shall have the authority to execute contracts on behalf of the Society as approved by the Board. The administrator may perform such other duties as specified by the Board. The administrator may employ additional staff personnel necessary to carry out the work of the Society and may terminate the employment of such personnel.

### **ARTICLE VIII**

#### **FINANCE**

#### SECTION 8.1 CONTRACTS

The Board may authorize any officer or officers, agent or agents, 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 Society 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 Society shall be signed by a minimum of two officers or agents designated by the Board and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board such instruments shall be signed by the treasurer and countersigned by the president or vice president.

### SECTION 8.3 DEPOSITS

All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies, or other depositories as the Board may select.

### SECTION 8.4 BONDING

The Board may provide for the bonding of such officers and employees of the Society as it may from time to time determine.

### SECTION 8.5 GIFTS

The Board may accept on behalf of the Society any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Society.

### SECTION 8.6 BOOKS AND RECORDS

The Society shall keep accurate and complete books and records of account and shall also keep minutes of the proceedings of the members, the Board, the executive committee and any committee(s) having the authority of the Board. The books and accounts of the Society shall be audited by a certified public accountant selected by the Board at least every two years.

### SECTION 8.7 FISCAL YEAR

The fiscal year of the Society shall be the calendar year and can be changed from time to time by the Board.

## ARTICLE IX

### WAIVER OF NOTICE

Whenever any notice is required to be given under applicable law, the Articles of Incorporation or these bylaws, 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 X

### INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Society shall indemnify all officers, directors and committee members of the Society to the full extent permitted by the Illinois Not for Profit Corporation Act and shall purchase insurance for such indemnification of officers and directors to the full extent as determined from time to time by the Board.

## **ARTICLE XI**

### **NON-DISCRIMINATION**

The Society recognizes the rights of all persons to equal opportunity in employment, compensation, promotion, education, positions of leadership and power, and prohibits discrimination or harassment against any employee, applicant for employment, director, officer, contractor and/or any other person with whom it deals, on the basis of race, creed, color, gender identity, sexual orientation, national origin, age, citizenship status, religion, religious affiliation, sex, marital status, disability, veteran status, and any other status protected under any applicable law.

## **ARTICLE XII**

### **CONFLICT OF INTEREST**

Any conflict of interest or possible conflict of interest on the part of any director must be disclosed to the other directors and made a matter of record in the minutes of the Board. Should a director have any conflict of interest, he/she shall, in advance of voting on any matter, announce that interest to the Board and refrain from voting on any matter, or taking any action upon the matter before the Board.

## **ARTICLE XIII**

### **CONDUCT OF MEETINGS**

Unless it is otherwise in conflict with these bylaws, the conduct of Society meetings shall be governed by the parliamentary authority contained in *Robert's Rules of Order*.

## **ARTICLE XIV**

### **AMENDMENTS TO THESE BYLAWS**

These bylaws may be amended or repealed and new bylaws may be adopted by a majority vote of the Board, provided that such a modification(s) is also approved by a two-thirds (2/3) vote of a minimum of twenty-five (25) voting members either present at a duly called meeting for such purpose or returning mail and/or electronic ballots pertaining to such modifications, provided further that notice of the Board's intent to modify these by laws, and the substance of such modification has been provided to members of the Society at least thirty (30) days prior to the vote.

Constitution and Bylaws approved in 1994 by the membership

Bylaws Amended January 1995

Bylaws Draft April 1999

Bylaws Redrafted December 2006 and Approved by the Board

Bylaws Amended January 2010