

The North Mayfair Improvement Association Bylaws

Revised _____ 2009

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The North Mayfair Improvement Association Bylaws

Article I: Name

Section 1. This organization shall be incorporated not for profit and be known as the North Mayfair Improvement Association (NMIA). It shall remain in existence until dissolved by its members.

Article II: Boundaries

Section 1. This organization serves the North Mayfair community in the City of Chicago, Illinois. The eastern boundary of North Mayfair is Pulaski Road. The western boundary is Cicero Avenue. The southern boundary is the south side of Lawrence Avenue. The northern boundary is the line of the south side of Bryn Mawr Avenue.

Article III: Objectives

Section 1. *Formation.* The association is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Section 2. *Purpose.* The objective of this organization is to promote community improvement and civic welfare for all residents of North Mayfair; to work for top quality schools, educational programs and opportunities for the children of the community; and to take such other action as may be necessary and appropriate in order to make North Mayfair a better place in which to live.

Section 3. *Publicity.* To promote the above objectives, it is important that the entire community be aware of the Association's goals, programs and progress. To accomplish this, a newsletter called the North Mayfair IMPROVER shall be published every month (except July and August) and distributed free of charge within the NMIA boundaries.

Article IV: Nondiscrimination

Section 1. *Policy.* North Mayfair is a diverse community, and this Association supports a policy of nondiscrimination with respect to age, race, color, creed, religion, sex, sexual orientation, national origin, ancestry, citizenship, disability and political beliefs or affiliations. We will not condone discrimination or harassment based on the above characteristics in any meeting, activity or other event sponsored or conducted by this Association.

Section 2. *Complaints.* Complaints of discrimination or harassment in NMIA meetings or

activities should be brought to the attention of the Executive Board and will be handled according to the disciplinary procedures described in Article XV below.

Article V: Nonpartisanship

Section 1. *No electioneering.* This organization shall be nonpolitical and nonpartisan. We shall not allow electioneering at our meetings, either by members or guest speakers.

Section 2. *No endorsements.* This organization shall not endorse any political candidates or parties.

Section 3. *Candidate forums.* The NMIA or its members may organize or help organize candidate forums.

Article VI : Membership

Section 1. *Who May Join.* Any person who is a resident, or who owns residential property, or is the owner of a business (or his/her representative) or a representative of an institution within the boundaries of North Mayfair as defined in Article II, and has attained legal voting age, may become a member by paying the current dues. Noncitizens can be members.

Section 2. *Voting Privileges.* Each paid up membership is entitled to one vote. A member must be present to exercise his/her right to vote. No proxy voting is permitted. One vote is allowed for each dues payment and one membership is allowed each individual. If a husband and wife join together, paying only one membership fee, only one can vote. For both to vote, each must pay dues.

Section 3. *Honorary Memberships.* An honorary lifetime membership with full voting privileges may be conferred upon any member by a two-thirds vote of the members present at any regular meeting.

Article VII: Officers and Eligibility

Section 1. *Offices.* The officers of this Association shall be: President, First Vice President, Second Vice President, Third Vice President, Fourth Vice President, Secretary, Financial Secretary, Advertising Secretary and Treasurer.

Section 2. *General Eligibility.* Only members in good standing for the calendar year of the election shall be eligible for elective office.

Section 3. *Presidency Eligibility.* No member shall be eligible to the elective office of President of this Association who has not held an elective office or served on the Executive Board.

Section 4. *Residency.* Only residents shall be eligible for office.

Section 5. *Restrictions.* Any member who has been removed from office for cause, may not in the future hold any elected and/or appointed office in this Association.

Article VIII: Elections

Section 1. *Nominating Committee.* At the September meeting of the Association, the President shall appoint two or more members to the Nominating Committee. The Nominating Committee shall select its own Chair. None of the persons on this committee can be a candidate for election, unless he/she resigns from the committee. This committee shall prepare a slate consisting of at least one name for each elective office. This slate of nominees shall be presented at the October meeting when members present shall have the opportunity to make further nominations from the floor.

Section 2. Nomination Process. A member wanting to run for office should declare his/her intention to run for a particular office. He/she can do this by notifying the Nominating Committee or by so declaring at an NMIA meeting. In either case, such nomination must be made and seconded at an NMIA meeting. At the end of the nomination process, at the November meeting, the President can declare the nominations closed.

Section 3. *Notification.* At the November meeting, the Chair of the Nominating Committee shall again notify the membership of the names of the nominees and they also will be published in the November and December IMPROVER.

Section 4. *Election Committee.* If there is more than one candidate for an office, secret balloting is necessary and the President shall appoint three members, who are of no relation to the candidates, to the Election Committee. They shall be in charge of the preparation of the ballots.

Section 5. *Election Meeting.* The election of officers shall be at the December meeting. **The President shall not preside at an election in which he/she is a nominee. In such cases, the President shall then appoint an Executive Board member (also not a nominee) to preside over the election portion of the meeting.** The Election Committee shall be in charge of the distribution, collection and tallying of the ballots if secret balloting is necessary. The results shall be rendered prior to the end of that meeting.

Article IX: Duties and Terms of Office

Section 1. *Terms.* All officers shall be elected for a term of one year and shall hold office until relieved by their successors, except as limited by the bylaws.

Section 1a. The President can succeed him/herself for one additional term. After at least a one year interval following his/her term(s) as President, a past President can run for President again.

Section 1b. The other officers are not limited in the number of consecutive terms that they can serve.

Section 2. *President.* The President shall preside at all meetings of the Association and cast a deciding vote in case of tie. He/she shall countersign all vouchers drawn on the Treasury and approved by a majority vote of the members present at a regular monthly meeting. He/she shall countersign all checks issued by the Treasurer. He/she shall convene the Executive Board at least once every quarter. He/she shall be an *ex officio* member of all committees, except the Nominating Committee. He/she shall be responsible annually for obtaining officer's liability insurance and bonding.

Section 3. *Four Vice Presidents.* The Vice Presidents shall assist the President in the performance of his/her duties. In the absence of the President, the highest ranking Vice President attending shall preside at the meeting of the Association and perform all other duties of the President. A Vice President shall be delegated by the President to chair committees and shall be a representative of the Association to affiliated organizations. The Second, Third or Fourth Vice President shall be a member of the IMPROVER's Editorial Board. The specific duties of each Vice President are as follows:

Section 3a. The First Vice President shall make informational program arrangements for the monthly meetings on topics of interest and importance to the community. No partisan political speakers are permitted. He/she shall obtain a speaker for each monthly meeting except the December election meeting (which has no speaker), and shall write the IMPROVER "Call to Meeting" for that meeting with the name and affiliation of the speaker. The speakers must be selected by the 15th of the month in order to be listed in the next month's IMPROVER. He/she shall write a "thank you" letter on behalf of the membership on NMIA letterhead to each speaker after the meeting. He/she shall be the primary backup to the President for purposes of chairing monthly meetings.

Section 3b. The Second Vice President shall be liaison between NMIA and other organizations affecting the community (police and public officials). He/she shall attend community meetings such as CAPS and other related police-community activities, serve as NMIA representative on relevant community advisory boards/councils, and establish and maintain a relationship with the Alderman and other local political officials and their staffs. He/she shall compile monthly North Mayfair crime statistics for the IMPROVER.

Section 3c. The Third Vice President shall be involved with environmental and nature issues. He/she shall keep the membership informed of environmental issues affecting the community and write the monthly nature article for the IMPROVER. He/she shall maintain liaison with the Chicago Park District, the Cook County Forest Preserve District, North Park Village Nature Center, and such other governmental organizations and nature groups as are necessary for this purpose.

Section 3d. The Fourth Vice President shall be involved with educational matters. He/she shall maintain liaison with John Palmer School through the school administration, Local School Council and/or PTA. He/she shall keep apprised of Chicago Public Schools policies and decisions affecting Palmer School and shall report on school issues at the monthly NMIA meetings.

Section 4. *Secretary*. The Secretary shall conduct all correspondence as directed by the Association. He/she shall keep a current file of all incoming and outgoing correspondence. He/she shall draw all properly approved vouchers on the treasury. The Secretary shall keep the minutes of all general and Executive Board meetings and maintain a clear record of the Association's business. **He/she shall be responsible for circulating an attendance sign-in sheet at each monthly meeting, and shall maintain a folder for each calendar year containing the minutes of each meeting together with the meeting's sign-in sheet and copies of all speaker handouts and other relevant information from that meeting.** All such records and files should be available upon request and be turned over to his/her successor.

Section 5. *Financial Secretary*. The Financial Secretary shall keep an accurate record of the members' dues received. He/she shall receive all NMIA membership dues, donations and IMPROVER subscriptions and turn them over to the Treasurer, taking his/her receipt thereof. He/she shall take an active role in maintaining our current membership and obtaining new memberships. **The Financial Secretary shall facilitate and run the annual membership drive. He/she shall be responsible for maintaining the NMIA post office box.** His/her books shall be available for audit at any time and audited no less than once a year. All such records and files shall be turned over to his/her successor.

Section 6. *Advertising Secretary*. The Advertising Secretary shall keep an accurate record of the IMPROVER's advertising and collect all monies due. He/she shall turn the monies over to the Treasurer, taking his/her receipt thereof. **The Advertising Secretary shall be a member of the IMPROVER's Editorial Board.** His/her books shall be available for audit at any time and will be audited no less than once a year. All such records and files shall be turned over to his/her successor.

Section 7. *Treasurer*. The Treasurer shall receive all monies due the Association from the Financial Secretary and the Advertising Secretary, giving them receipts thereof. He/she shall disburse such money only on approved vouchers accompanied by paid receipts or invoices payable to vendors drawn by the Secretary and duly countersigned by the President. The books shall be available for audit at any time and will be audited no less than once a year. All such records and files shall be turned over to their successor. A written annual financial statement for the preceding year will be read at the March meeting and be printed in the IMPROVER.

Section 8. *Expenses*. Each elected officer shall receive an expense allowance of \$50.00 per annum, **paid in semi-annual installments.**

Section 9. *Assumption of duties*. No officer or member shall assume the power or duty of another officer or member of the Executive Board without authority from the Executive Board.

Article X: Executive Board

Section 1. *Composition*. The Executive Board shall consist of the elected officers, all past Presidents who continue to reside in North Mayfair, Chairs of committees and the Editor-in-Chief of the IMPROVER. During the year, up to five additional Executive Board members may

be appointed by the President from the general membership, with the approval of the Executive Board, for a term of one **calendar year (i.e., the year or partial year for which appointed by the President)**. **Appointed Board members may be re-appointed for successive calendar years.**

Section 2. *Chair*. The President shall be the Chair of the Executive Board. If he/she is unable to attend, he/she will appoint one of the officers to preside.

Section 3. *Dues Requirement*. All Executive Board members **(including committee chairs)** must be current dues paying NMIA members.

Section 4. *Garden Club*. The President of the Garden Club shall be considered the Chair of a committee.

Section 5. *Filling Vacancies*. Any vacancies of elected officers occurring during the year shall be filled by a person selected by the Executive Board and approved by the general membership. **Such appointees shall meet eligibility requirements set forth in Article VII above.**

Section 6. *Declaring Vacancies*. The Executive Board may declare any office, whether elective or appointive, vacant when the incumbent has been absent for three consecutive meetings of the Association without notification to the Executive Board.

Article XI: Committees

Section 1. *Appointment*. The President shall appoint a committee or committees to investigate and report on any matters of concern to the Association, **subject to approval of the assembly (i.e., the Executive Board or the members present at a general meeting)**.

Section 2. *Terms of Office*. The term of office of each special committee shall end at the conclusion of its final report, by its dissolution or by action of this Association.

Section 3. *Executive Board Membership*. All special committee Chairs shall be *ex officio* members of the Executive Board with full voting privileges until the special committee makes its final report.

Article XII: The IMPROVER

Section 1. Appointment of Editor-in-Chief. The President shall appoint an Editor-in-Chief for the IMPROVER if the position is vacant. The appointment shall be approved by the general membership. The Editor-in-Chief may serve until he/she resigns or until a special meeting is called for the purpose of removing the Editor-in-Chief for cause.

Section 2. Duties of Editor-in-Chief. The Editor-in-Chief shall form an Editorial Board consisting of **at least five members, and no more than ten members**, who are interested in helping write the IMPROVER. Three of these members must be the current President; either the Second, Third or Fourth Vice President; and the Advertising Secretary. The Editor-in-Chief is charged

with the timely production and delivery of the IMPROVER during the months that it is published.

Section 3. *Editorial Board*. The Editorial Board may regulate its own affairs. Members of the Editorial Board may be replaced through a special meeting and resultant vote for removal from that position. There will be no appeal of this decision.

Section 4. *Executive Board Membership*. The Editor-in-Chief shall be a member of the Executive Board and shall receive an expense allowance of \$50.00 per annum.

Article XIII : Meetings

Section 1. *Regular Meetings*. The regular monthly meetings of the members of this Association shall be held the first Wednesday of each month (except July and August, as there are no meetings in those months), unless the first Wednesday falls on a holiday, in which case the monthly meeting shall be held on the following Wednesday.

Section 1a. *Open to Public*. These are open public meetings. All members of the community may attend the monthly meetings, and take part in the discussions. Only dues paying members shall be allowed to vote on issues.

Section 2. *Annual Meeting*. The first meeting of the year of this Association, which shall be the Annual Meeting, shall take place on the first Wednesday in January. The officers elected at the December meeting shall be installed at the January meeting for the ensuing year.

Section 3. *Special Meetings*. Special meetings may be called upon written request of at least fifteen members in good standing. Notification shall be given to the general membership. The cost of same shall be borne by those requesting the meeting. This cost may be paid by the Association by an affirmative vote by the Association.

Section 4. *Executive Board Meetings*. The Executive Board shall meet at the call of the President, but in no case less than once per quarter.

Section 5. *Quorum*. **A quorum being necessary to conduct official business of the Association**, after due notice has been given the membership, ten members present at any general meeting or special meeting of this Association shall constitute a quorum. Five members of the Executive Board shall constitute a quorum for an Executive Board meeting.

Section 6. *Order of Business*. The usual order of business at monthly meetings shall be as follows:

1. Call the meeting to order and pledge to the flag.
2. **Approval of** the minutes of the previous meeting and **reading of** communications received or sent.

3. Reading **and approval** of the Treasurer's report and **payment of** the month's outstanding bills .
4. Speaker or program when scheduled.
5. Break for refreshments.
6. Reports of the officers.
7. Reports of the special committees.
8. Unfinished/old business.
9. Election of officers (December Meeting).
10. New business.
11. Adjournment.

Section 7. *Robert's Rules of Order*. The most current edition of Robert's Rules of Order shall be used at meetings and shall decide all questions of order not directly covered by these bylaws.

Article XIV: Dues

Section 1. *Establishment*. The dues of the Association shall be established by the membership and due in January of each year. The dues pay the membership for one calendar year.

Section 2. *Annual Membership Drive*. Dues solicitations shall be announced in the January IMPROVER. The Financial Secretary shall annually prepare a list of addresses of buildings where no dues have been paid by March 31st. He/she shall then obtain volunteers, who shall be supplied with lists of addresses to facilitate the annual membership drive.

Section 3. *Nonpayment*. If members do not pay dues by June 30, they will be dropped from the roster.

Article XV: Discipline

Section 1. *Hearing*. If any member of this Association is accused of conduct detrimental to the Association, he/she shall be given a fair hearing before the Executive Board in a special meeting conducted in accordance with Robert's Rules of Order. A two-thirds vote by secret ballot of the Executive Board shall then decide the appropriate disciplinary action to be taken, including but not limited to, reprimand, suspension or expulsion.

Section 2. *Appeal Process*. Any disciplinary action, as described in Section 1, may be appealed as

follows. Within 14 days of notification of disciplinary action, the member disciplined may ask

the President, in writing, for an appeal hearing. Upon receiving such a written request, the President will instruct the Secretary to prepare lots, and seven members will be randomly chosen by lots at the next regular meeting to serve on the Appeal Hearing Committee. These seven members will set an appeal hearing date within 14 days of being selected. They will choose five of their members as regular members of the Appeal Hearing Committee and two alternates. If the number of Appeal Hearing Committee members drops below five, additional members will be randomly selected by lot from the current membership list.

Section 3. *Appeal Hearing.* Attendance at the appeal hearing will be limited to the President, standing officers, the Appeal Hearing Committee, the appellant and no more than three associates of the appellant. The President will be charged with presenting the Executive Board's position to the Appeal Hearing Committee. The appellant, or another member designed by the appellant, will present his/her case. The Appeal Hearing Committee will set the format and time limits of any hearing based on the facts of each situation. If the President is the member appealing a decision, the First Vice President shall present the Executive Board's position to the Appeal Hearing Committee.

Section 4. *Decision.* After hearing the facts, the Appeal Hearing Committee will deliberate and render a decision to the Association membership in a timely manner. The decision of the Appeal Hearing Committee will be Final.

Article XVI: Indemnification

Section 1. *Limited Liability of Officers.* No officer serving without compensation other than reimbursement for expenses, shall be liable, and no cause of action may be brought, for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such officer unless the act or omission involved willful or wanton conduct, as defined in the "Local Government and Governmental Employees Tort Immunity Act."

Section 2. *Indemnification of Officers.* The Association shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he/she is or was an officer, or who is or was serving at the request of the Association as an officer or committee member of this or any other organization, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interest of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not

opposed to the best interest of the Association with respect to any criminal action or proceeding, or that the person had reasonable cause to believe that his/her conduct was unlawful.

Section 3. *Negligence or Misconduct.* The Association shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that such a person is or was an officer, or agent of the Association, or is or was serving at the request of the Association as an officer, or agent of another Association, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interest of the Association, provided that no indemnification shall be in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Association, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 4. *Successful Defense.* To the extent that an officer or agent of the Association has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections 2 and 3 above, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 5. *Authorization.* Any indemnification under Sections 2 and 3 above (unless ordered by the court) shall be made by the Association only as authorized in the specific case, upon a determination that indemnification of an officer or agent is proper in the circumstances because he or she met the applicable standard of conduct set forth in Sections 2 or 3. Such determination shall be made (1) by the Executive Board by a majority vote of a quorum consisting of members who were not parties to such action, suit or proceeding; or (2) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested members so directs, by independent legal counsel in a written opinion; or (3) by the members entitled to vote, if any.

Section 6. *Payment of Expenses.* Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding, as authorized by the Executive Board in the specific case, upon receipt of an undertaking by or on behalf of the officer or agent to repay such amount, unless it shall ultimately be determined that he/she is entitled to be indemnified by the Association as authorized in this Article.

Section 7. *Nonexclusivity.* The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested Executive Board, or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an officer or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 8. *Notice of Payment.* If the Association has paid indemnity or has advanced expenses under this Article to an officer or agent, the Association shall report the indemnification or advance, in writing, to the members entitled to vote with or before the notice of the next meeting of the members entitled to vote.

Section 9. *Successor Organizations.* For the purpose of this Article, references to “the Association” shall include, in addition to the surviving Association, any merging Association (including any Association having merged with a merging Association) absorbed in a merger, which if its separate existence had continued, would have the power and authority to indemnify its officers or agents, so that any person who was an officer or agent of such merging Association or was serving at the request of such merging Association as an officer or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the surviving Association as such person would have with respect to such merging Association if its separate existence had continued.

Section 10. *Dissolution.* Upon the dissolution of the association, the Board of Trustee shall, after paying or making provisions for the payment of all the liabilities of the association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) as, the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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 and operated exclusively for such purposes.

Article XVII: Amendments

Section 1. These bylaws may be amended or revised at any regular meeting by a two-thirds vote of the members present, provided a written petition proposing the amendment or revision shall have been submitted to the Association by not less than five members in good standing or a committee appointed for that purpose at a previous meeting. Copies of such proposed amendments or revisions will be available upon request and shall be printed in the IMPROVER for the month that it is to be voted on.

Approved _____, 2009

Bylaws Revision Committee: Therese Furger, Candace Gabriel and Anthony Watrobinski.