

HOLLYWOOD-NORTH PARK COMMUNITY ASSOCIATION BYLAWS

ARTICLE I. NAME OF ORGANIZATION

The name of the organization is the Hollywood-North Park Community Association.

ARTICLE II. CORPORATE PURPOSE

The Hollywood-North Park Community Association promotes a safe, well-maintained, and inclusive community. The organization assists grassroots programs and initiatives which support local business districts, education, arts, music and culture, as well as environmental sustainability throughout the Hollywood North Park community which is bordered by the North Shore Channel on the east, the Chicago River's North Branch on the south, Pulaski Road on the west and the south side of Peterson Avenue on the north.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility for Membership

Application for voting membership shall be open to any current resident, property owner, business operator, or employee of the Hollywood North Park community that supports the purpose statement in Article II. For the purpose of membership qualification, participants of designated Working Groups as referenced in Article VIII are eligible for employee memberships. Membership is granted after completion and receipt of a membership application and annual dues.

Section 2. Annual Dues

The amount required for annual dues shall be \$20 each year for individual or employee membership, \$35 each year for family membership, and \$50 each year for a business membership, unless changed by a simple majority vote of the Executive Committee. Continued membership is contingent upon being up-to-date on membership dues. An individual, employee, and business membership each consist of one voting member; a family membership consists of two voting members.

Section 3. Rights of Members

Each voting member shall be eligible to appoint one voting representative to cast the member's vote in association elections.

Section 4. Resignation and Termination

Any member may resign by filing a written resignation with the secretary. A member can have their membership terminated by a simple majority vote of the membership if the membership determines it is in the best interest of the organization to do so. Prior to voting, the organization shall inform the member of the basis for such belief and afford the member an opportunity to respond.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Annual Meeting

An annual meeting of the members shall be held in November each year at a time and place designated by the Steering Committee.

At the annual meeting the members shall elect Steering Committee officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.

Section 2. Special Meetings

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

Section 3. Notice of Meetings

Notice of each meeting shall be posted to the organization's website and given to each voting member, by e-mail or U.S. mail, not less than two weeks prior to the meeting.

Section 4. Voting

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. A member may delegate his or her voting power to a representative, to enable a vote in the member's absence. Upon request by the Executive Committee, the member shall provide a statement indicating the member has authorized the representative to cast his or her vote. The Steering Committee can nullify unauthorized proxy votes.

ARTICLE V. STEERING COMMITTEE & EXECUTIVE COMMITTEE

Section 1. Number, Requirements, and Qualifications

The Steering Committee Members shall consist of no less than five (5) nor more than twenty (20) including the following officers: the Chair, the Vice-Chair, the Secretary, the Media Manager, and the Financial Manager. The officers comprise the Executive Committee. The Executive Committee also serves as the Board of Directors.

The Steering Committee shall also include a representative appointed by each designated working group. Working groups may be designated and deactivated by the Executive Committee as the needs of the community change and evolve over time.

Officers of the Steering Committee shall be duly elected and qualified and shall begin their terms on the first of January following their election. An officer shall continue in office until his/her successor's term begins.

All other members of the Steering Committee shall, upon appointment, immediately enter upon the performance of their duties and shall continue until their successors are appointed.

Each member of the Steering Committee shall be a member of the Organization whose membership dues are paid in full. Each member of the Steering Committee shall attend at least two (2) quarterly meetings of the Steering Committee per year.

Section 2. General Powers – Steering Committee

The Steering Committee is responsible for coordinating, promoting, and supporting the working groups. The Steering Committee shall set broad goals for the community and shall recommend to the Executive Committee funding for priority projects of the working groups. The Steering Committee shall review proposals for new working groups. The Steering Committee is also responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget.

Section 3. General Powers - Executive Committee

The Steering Committee officers serve as the members of the Executive Committee. The affairs of the Organization shall be managed by its Executive Committee with advice and guidance from the Steering Committee. The Executive Committee shall have control of and be responsible for the management of the affairs and property of the Organization.

The Executive Committee shall have all the powers and authority of the Steering Committee in the intervals between meetings of the Steering Committee.

The Executive Committee must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the membership showing income, expenditures, and pending income. The financial records of the organization are public information and shall be posted on the organization's website.

As needed, the Executive Committee shall appoint three to five members to serve on the Nominating Committee and two to three members to serve on the Audit Committee.

Section 4. Steering Committee Meetings

The Steering Committee shall meet no less than quarterly at a time and day and location designated by the Chair. Notice of these meetings shall be sent to all members of the Steering Committee no less than two weeks prior to the meeting date.

Section 5. Executive Committee Meetings

The Executive Committee shall meet as needed at a time and day and location designated by the Chair. Notice of these meetings shall be sent to all members of the Executive Committee no less than five (5) days prior to the meeting date.

Section 6. Special Meetings

Special meetings of the Steering Committee may be called by any two members of the Steering Committee. The person or persons authorized to call special meetings of the Steering Committee may fix any location as the place for holding any special meeting of the Steering Committee called by them.

Special meetings of the Executive Committee may be called by any two members of the Executive Committee. The person or persons authorized to call special meetings of the Executive Committee may fix any location as the place for holding any special meeting of the Executive Committee called by them.

Section 7. Notice

Notice of any special meeting of the Executive Committee or the Steering Committee shall be given to all committee members at least two (2) days in advance of the meeting by telephone, email or other electronic methods, or by written notice.

Section 8. Quorum

The presence, in person or by phone or by video conference, of a simple majority of current members of the Steering Committee shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a simple majority of the members of the Steering Committee present at a meeting at which a quorum is present shall be the act of the Steering Committee.

The presence, in person or by phone or by video conference, of a simple majority of current members of the Executive Committee shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a simple majority of the members of the Executive Committee present at a meeting at which a quorum is present shall be the act of the Executive Committee.

Section 9. Compensation

Members of the Steering Committee shall not receive any compensation for their services as Committee members.

Section 10. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the Chair by reference to Robert's Rules of Order.

ARTICLE VI. OFFICERS

The officers of this Steering Committee shall be the Chair, Vice-Chair, Secretary, Media Manager and Financial Manager. All officers must have the status of active members of the organization.

Section 1. Chair

The Chair shall preside at all meetings of the Executive Committee, Steering Committee and membership. The Chair shall have the following duties:

- a. He/She shall have general and active management of the business of the Executive Committee and Steering Committee and set agendas for their meetings.
- b. He/She shall see that all orders and resolutions of the Executive Committee and Steering Committee are brought to the membership.
- c. He/She shall have general superintendence and direction of all other officers of this organization and see that their duties are properly performed.
- d. He/She shall submit a report of the operations of the program for the fiscal year to the members at their annual meetings, and from time to time, shall report to the Steering Committee all matters that may affect this program.
- e. He/She shall be Ex-officio member of all working groups.

Section 2. Vice-Chair

The Vice-Chair shall be vested with all the powers and shall perform all the duties of the Chair during the absence of the latter.

Section 3. Secretary

The Secretary shall attend all meetings of the Executive Committee and the Steering Committee, and all meetings of members, and will act as a clerk thereof. The Secretary's duties shall consist of:

- a. He/She shall record all votes and minutes of all proceedings. He/She in concert with the Chair shall make the arrangements for all meetings of the Executive Committee, the Steering Committee, and membership meetings.
- b. He/she shall send notices of all meetings to the members and post notice on the organization's website.
- c. He/She shall perform all official correspondence from the Executive Committee and the Steering Committee as may be prescribed by the Chair.
- d. He/She shall collect statements of conflicts of interest from all Steering Committee members.

Section 4. Media Manager

With guidance from the Chair, the duties of the Media Manager shall be:

- a. He/She shall manage social media marketing campaigns for the organization.

- b. He/She shall create, curate and manage content published on the organization's website.
- c. He/She shall manage organization posts and respond to followers.
- d. He/She shall perform such other duties as may be prescribed by the Chair.

Section 5. Financial Manager

The duties shall be:

- a. He/She shall submit for approval by the Executive Committee all expenditures of funds by the organization.
- b. He/She shall present a complete and accurate report of the finances at the annual meeting of the members, or at any other time upon request to the Chair or Steering Committee.
- c. It shall be the duty of the Financial Manager to assist in direct audits of the funds of the organization according to funding source guidelines and generally accepted accounting principles.
- d. He/She shall perform such other duties as may be prescribed by the Chair.

Section 6. Election of Officers

The Nominating Committee shall submit nominations for offices via email or written notice two weeks prior to the annual November membership meeting during which elections will be held. During the membership meeting, nominations shall also be received from the floor after the report of the Nominating Committee. The election shall be held at the membership meeting. Those officers elected shall serve a term of two (2) years commencing on the first day of January following the election.

Officers shall be eligible to succeed themselves in their respective offices for one (1) term only.

Section 7. Vacancies

The Nominating Committee shall also be responsible for nominating persons to fill officer vacancies which occur between membership meetings. Nominations shall be sent via email or in writing to all voting members at least two (2) weeks prior to the meeting at which the election will be held. The persons so elected shall hold office for the unexpired term in respect of which such vacancy occurred and shall be eligible to succeed themselves in their respective offices for two (2) terms only.

ARTICLE VII. AUDIT COMMITTEE

The Executive Committee shall appoint an Audit Committee consisting of at least three (3) members of the organization. The Audit Committee shall (i) review the organization's financial statements (and issues encountered in the preparation of financial statements and related materials), (ii) review on a continuing basis the adequacy of internal controls, and (iii) make an annual report to the Executive Committee.

ARTICLE VIII. WORKING GROUPS

To support and promote grassroots efforts consistent with the organization’s mission, the Executive Committee may designate working groups as needed, such as Arts and Culture, Commerce, Community Care and Maintenance, Education, and Environment. Each working group shall appoint a representative to the Steering Committee.

The Executive Committee may deactivate working groups as the needs of the community evolve over time.

ARTICLE IX. – Conflict of Interest and Compensation

Section 1: Conflict of Interest

- a. Officers and members of the organization must disclose any actual or possible conflict of interest, including a financial interest, when there is a decision under consideration in which such a person may have an interest.

After disclosure of the possible conflict of interest and all material facts, and after any discussion with the interested person, he/she shall leave the Steering Committee meeting while the determination of a conflict of interest is discussed and voted upon. If the Steering Committee determines by simple majority vote that a conflict of interest exists, the interested party shall not vote on any matter related to the conflict of interest.

Section 2. Compensation

- a. A member of the Steering Committee who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member’s compensation.
- b. A voting member who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member’s compensation.

ARTICLE X. INDEMNIFICATION

Section 1. General

The organization shall indemnify any officer or member of the organization, or any employee of the organization (each of the foregoing officers, members, or employees is referred to in this Article individually as an “indemnitee”), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such officer, member or employee, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be

deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Steering Committee, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the organization in advance of the final disposition of such action, suit, or proceeding, if authorized by the Steering Committee, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The organization shall purchase and maintain insurance on behalf of any person who is or was a member, officer or employee against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the organization would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE XI. RECORDS

The organization shall keep complete records of accounts and minutes of the proceedings of the Executive Committee, Steering Committee, and membership. These records may be kept electronically. A link to meeting minutes shall be posted to the organization's website.

ARTICLE XII. AMENDMENTS

The Executive Committee may amend these Bylaws by majority vote at any regular or special meeting of the Executive Committee. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each officer at least three days in advance of such a meeting if delivered personally or by e-mail, or at least five days if delivered by mail.

ADOPTION OF BYLAWS

We, the undersigned, are all of the officers of the initial Executive Committee or incorporators of this organization, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 8 preceding pages, as the Bylaws of this organization.

ADOPTED AND APPROVED by the Executive Committee on this ____ day of _____, 20__.

Chair, Hollywood-North Park Community Association

Vice-Chair, Hollywood-North Park Community Association

Secretary, Hollywood-North Park Community Association

Media Manager, Hollywood-North Park Community Association

Financial Manager, Hollywood-North Park Community Association