

BYLAWS **OF THE** **SAUGANASH COMMUNITY ASSOCIATION**

NAME

The name of this Association shall be the SAUGANASH COMMUNITY ASSOCIATION, an Illinois not-for-profit corporation (501C4) hereinafter referred to as the Association.

PURPOSE

The purpose of the Association is:

1. To unite the residents and promote the common good of the residents of the Sauganash Community area;
2. To preserve the architectural and general appearance of the Sauganash community area;
3. To promote projects beneficial to the common good and general welfare of the residents of the Sauganash community area;
4. To promote legislation and to participate in government administrative proceedings affecting the Sauganash community area;
5. To encourage improvements and protection and maintain zoning laws in the Sauganash community area; and
6. To promote civic, social and recreational functions in the Sauganash community area.

BOUNDARIES

The geographical boundaries of the area served by the Association shall be as follows:

- Bryn Mawr Avenue on the South
- The center line of Devon Avenue on the North
- The Sauganash Trail
- The Edens Expressway on the West.

ARTICLE I
MEMBERSHIP AND MEETINGS

Section 1: Regular Members

Any person of legal age residing within the geographical boundaries of the area served by the Association who has either paid his or her annual dues, or he or she is a member of a family and resides with that family who has paid the annual dues, shall be a member of the Association.

Section 2: Special Members

Upon vote of the Board of Directors, Life Membership may be awarded to persons, businesses and/ or entities that have rendered exceptional service to the community and/or to the Association and to persons who, due to financial hardship, cannot pay the annual dues. Dues may be waived for such members by vote of the Board of Directors.

Section 3: Term of Members

The membership year shall be from June 1st through May 31st of the following year. Dues are payable by July 15th of each year. Membership dues in the Association shall be determined annually by the Board of Directors.

Section 4: Meetings of Membership

At a minimum, one meeting of the members, the annual meeting, shall be held each May on such date, time and place as the President of the Association shall designate, subject to the approval of the Board of Directors.

Section 5: Annual Meeting

The annual meeting of the members shall be held in May of each membership year for the purpose of electing officers and directors of the Association and for the transaction of such other business as may come before the meeting. The President of the Association shall designate the date, the time and place within the boundaries of the Association, for holding the meeting subject to the approval of the Board of Directors.

Section 6: Special Meetings

Special meetings of the members may be called by the President or any seven Directors. The person or persons who call the special meeting of the members shall designate the date, time and place, within the boundaries of the Association, for holding the special meeting.

Section 7: Notice of Meetings

Notice of the date, time and place of all membership meetings shall be announced to the membership in a way and means as the Board of Directors shall determine is proper.

Section 8: Quorum

At all membership meetings those members at the meeting shall constitute a quorum for the transaction of business.

Section 9: Rules

Unless otherwise provided, Robert's Rules of Order shall govern at all meetings.

ARTICLE II **NOMINATION AND ELECTION OF OFFICERS AND BOARD** **OF DIRECTORS**

Section 1: Nominations

The President of the Association, at the March meeting, shall appoint a Nominating Committee to develop the proposed slate for the coming year. The committee shall consist of 5 members including the current President (chairperson), the three most recent past Presidents currently serving on the board, and the 1st Vice President. In the event that this results in a committee of fewer than 5 members, the President shall appoint other members to complete the committee's roster. The committee will submit the slate of nominees for Officers, Directors, Advisory Council Directors and Honorary Directors to the Board of Directors at its April meeting for discussion and approval. Only those persons who are regular members of the Association shall be slated as nominees for election to the Board of Directors.

Section 2: Election

The final slate of nominees will be published no later than 10 days prior to the May annual members meeting set for the election of the officers and directors. The slate of nominees will be elected by a majority of those members present at the May annual members meeting.

ARTICLE III
BOARD OF DIRECTORS

Section 1: General Powers

The business and affairs of the Association shall be managed by or under the Direction of its Board of Directors.

Section 2: Member, Tenure and Qualifications

The number of Directors of the Association shall be a minimum of 15 and no more than 25. Except as otherwise provided herein, each Director shall hold office from June 1 of the year in which he or she is elected until May 31 of the following year. A Director must be a regular member of the Association.

Section 3: Director Responsibilities

Directors shall attend and actively participate in all meetings. Each director is expected to chair or actively contribute on at least one committee. They shall keep confidential all board discussions and at all times support and represent the decisions of the board.

Section 4: Regular Meetings

The Board of Directors shall meet on the third Tuesday of each month of the year at a time and place designated by the President of the Association. For good cause the President may reschedule or cancel a monthly Board of Directors meeting provided he or she does so a minimum of 10 days prior to the meeting.

Section 5: Special Meetings

Special meetings of the Board of Directors may be called by the President or any seven Directors. The person or persons who call the special meeting of the Board of Directors shall designate the date, time and place, within the boundaries of the Association, for holding the special meeting.

Section 6: Notice

Notice of the date, time and place of all meetings of the Board of Directors shall be announced to the Board members in a way and means as the Board of Directors shall determine is proper.

Section 7: Quorum

At all meetings of the Board of Directors a minimum of seven attendees is required for a quorum for the transaction of business

Section 8: Manner of Acting

The act of the majority of the Directors present at a meeting shall be the act of the Board of Directors unless the act of a greater number is required by law or by these Bylaws.

Section 9: Removal from Office

The Board of Directors shall have the right to remove from office any Board member for cause. The Recording Secretary, at least twenty (20) days prior to the meeting of the Board of Directors at which the removal from office of a Board Member is to be considered, shall give written notice to the Board Member whose removal is to be considered. The removal from office shall only occur upon an affirmative vote of two-thirds (2/3) of the Board of Directors present at that meeting.

Section 10: Forfeiture of Office

Any Director who shall be absent from three consecutive meetings of the Board of Directors during a fiscal year and who does not give a reason for his or her absence to the President or First Vice President, either prior to the absented meeting or within three days thereafter, shall forfeit his or her place as a member of the Board of Directors. An officer shall give written notice to the Board member of his or her forfeiture.

Section 11: Resignation

A member of the Board of Directors may resign at any time by giving written notice to the President of the Association.

Section 12: Vacancies

A vacancy in the Board of Directors during the membership year may be filled by the Board of Directors.

Section 13: Procedure of Meetings

The President of the Association, or an officer presiding in their place at any meeting, shall determine and set the agenda and order of business for that meeting. Robert's Rules of Order shall govern all meetings when not inconsistent with the Bylaws.

ARTICLE IV **OFFICERS**

Section 1: Officers

The officers of the Association shall consist of a President, First Vice President, a Second Vice President, a Recording Secretary, a Corresponding Secretary and a Treasurer. Each officer shall hold office from June 1 of the year in which he or she is elected until May 31 of the following year.

Section 2: Removal from Office

The Board of Directors shall have the right to remove from office any officer for cause. The President, at least twenty (20) days prior to the meeting of the Board of Directors at which the removal from office of an Officer is to be considered, shall give written notice to the officer whose removal is to be considered. The removal from office shall only occur upon an affirmative vote of two-thirds (2/3) of the Board of Directors present at that meeting.

Section 3: Resignation

An officer may resign at any time by giving written notice to the Board of Directors.

Section 4: Vacancies

A vacancy in any office shall be filled by the Board of Directors for the unexpired term.

Section 5: President

The President shall be the principal executive officer of the Association and shall, in general, manage all of the business and affairs of the Association, subject to the direction and control of the Board of Directors. He or she shall preside at all meetings of the members and of the Board of Directors. He or she may sign, with the Secretary, or any other proper officer of the Association authorized by the Board of Directors, any contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by Statute to some other officer or agent of the Association.

He or she shall appoint and terminate all committees, have the power to call special meetings of the members and of the Board of Directors, as provided herein, and be an ex-officio member of all committees.

Section 6: Vice President(s)

In the absence of the President or in the event of his or her inability or refusal to act, the First 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. In the absence of both the President and the First Vice President, the Second Vice President shall exercise the powers of this section.

Section 7: Recording Secretary

The Recording Secretary shall keep the minutes of the meetings of the members and the Board of Directors and furnish each Board member with a written copy of the minutes prior to the following meeting of the Board of Directors; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and be custodian of the Association records.

Section 8: Corresponding Secretary

The Corresponding Secretary, in cooperation with the President of the Board, shall respond to inquiries received by the SCA via email, US mail or other forms of communication and shall be responsible for the production of fliers, ads and other electronic and hard copy forms of communication from the SCA.

Section 9: Treasurer

The Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such Surety or Sureties as the Board of Directors shall determine. He or she shall ensure that receipts are provided for all monies received by the Association and that timely deposits for all monies received are made in the name of the Association in such Banks, Trust Companies, or other depositories as shall be selected by the Board of Directors; and in general perform all the duties incident to the office of Treasurer. They will periodically review all payments made on behalf of the Association for verification of appropriateness.

He or she shall keep a full and correct account of all monies received and paid out and make a full report quarterly to the Board of Directors, and annually at the May Annual Membership Meeting. For all other Board meetings, the Treasurer will provide a financial update to the Directors. The financial records of the Association shall be audited annually by the Association's Audit Committee within 3 months after the fiscal year ends.. All checks of the Association and withdrawals from savings accounts shall be signed by the the President or the First Vice President, who have the authority to sign checks on behalf of the organization.

ARTICLE V

ADVISORY COUNCIL

The Advisory Council, herein designated as a standing committee, will consist of not more than eight (8) individuals who reside in Sauganash, or whose activities are related to Sauganash. Individuals are appointed to the Council with the approval of the Board of Directors on the recommendation of the Nominating Committee. Term of office for an Advisory Council member is one year. The purpose of the Council is to offer an added layer of guidance to special activities of the Association allowed by the Council member's expertise garnered through years of Community activity and/or their vocation.

ARTICLE VI

HONORARY Directors

Former Board members and other individuals who have distinguished themselves in their duty and assistance to the Sauganash community may, at the sole discretion of the Board of Directors, be designated an Honorary Director of the Sauganash Community Association. Such designation is an honorary position only and does not bestow voting privileges for such individuals on matters before the Board of Directors. Designation as an Honorary Director shall remain in effect for 5 years unless the Board deems it appropriate to rescind the designation.

ARTICLE VII

CONTRACTS, CHECKS, DEPOSITS, FUNDS AND BONDS

Section 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 2: Checks, Drafts, Etc.

All checks, drafts, or orders for payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by the President or the First Vice President, who have the authority to sign checks on behalf of the organization.

Section 3: Bonds

A surety bond shall be required of all officers authorized to sign checks or other legal instruments of the Association, with sufficient sureties and in such amount as shall be determined by the Board of Directors. The cost of such bond shall be paid by the Association

Section 4: Non-reversion

Upon dissolution of the Association or the complete disbursement of funds, no monies shall revert to any contributor, but shall be utilized for the purposes of the Association in the manner determined by the Board of Directors.

ARTICLE VIII

CONTRIBUTIONS and DONATIONS

The Board of Directors of the Association, at their sole discretion, shall have the right and authority to make contributions and donations from the Sauganash Community

Association Treasury to promote and accomplish the "Purposes" of the Association as set forth on page one of the Association's Bylaws.

A contribution or donation shall be made only after a proposal is submitted to the Association's Donations Committee, reviewed by the committee, presented in the form of a motion by a member of the Donations Committee at a regular or special meeting of the Board of Directors and approved by a majority of the Directors present at the meeting by either oral or written vote.

ARTICLE IX

POLITICAL ACTION BY THE ASSOCIATION

The Sauganash Community Association shall not endorse, sponsor, or oppose any political candidate or party. Each officer or director shall not use his or her position or title to endorse, sponsor or oppose any political candidate or party and must use his or her best efforts to ensure that his or her political views do not appear to be those of the Association.

ARTICLE X

FISCAL YEAR

The fiscal year of the Association shall be from June 1st to May 31st of the following year.

ARTICLE XI

INDEMNIFICATION

The Association shall indemnify every Director or officer, his heirs, executors and administrators 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 or she is or was a Director or Officer, Employee or Agent of the Association, or is or was serving at the request of the Association, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees), judgment fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association and, with respect to any criminal action or proceeding has no reasonable cause to believe his or 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 or she reasonably believed to be in or not opposed to the

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

ARTICLE XII **BYLAWS**

Section 1: Effective Date of Bylaws

These Bylaws shall become effective upon approval by the Board of Directors and signing by the President

Section 2: Amendments to Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds (2/3) vote of the Board of Directors present at any regular meeting or at any special meeting, if at least ten (10) days written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting.

Adopted at Chicago, Illinois this 19th day of April, 2016

David C Seglin
President

ATTEST:

Mo De Rose
1st Vice President