

DRAFT CONSTITUTION AND BYLAWS

To be voted on for adoption by the General Membership on December 8th, 2021

West Andersonville Neighbors Together

A not-for-profit Corporation

ARTICLE I: NAME

The name of this corporation shall be the West Andersonville Neighbors Together, hereinafter referred to as W.A.N.T. or the Corporation.

ARTICLE II: AREA

The primary area of activity of W.A.N.T. shall be the City of Chicago, with the north side of Foster Avenue being the boundary to the south; the west side of Clark Street the boundary to the east; the south side of Bryn Mawr the boundary to the north; and the west side of Ravenswood the boundary to the west.

ARTICLE III: PURPOSE AND ACTIVITIES

Section 1. This Corporation shall be organized and conducted as a not-for-profit corporation, pursuant to the laws of the State of Illinois, committed to the betterment of the area and its people, through community education, involvement of community members and development of community spirit. The concerns of this Corporation shall be neighborhood preservation and improvement, safety of area residents, school-community relations, better city services and community social activities.

Section 2. No part of the general income of the Corporation shall directly inure to the benefit of any private individual. Upon liquidation, no part of the net earnings of this Corporation shall inure to the benefit of any private individual, and no part of its capital assets, if any, shall be distributed to any individual or corporation organized for profit. Upon liquidation, all assets shall be distributed to other organizations active in the same general community area, according to the desires of a majority vote of all members in good standing at a membership meeting called for such a purpose.

Section 3. The Corporation shall have the authority to act with respect to areas other than this community whenever such action is deemed necessary or appropriate for the achievement of its purposes or objectives.

Section 4. The Corporation shall not endorse any candidate for public or political office or any political party.

Section 5. The Corporation shall also have additional powers as are now or may hereinafter be granted by the General Not For Profit Corporation Act of the State of Illinois.

Section 6. No individual or member of the Executive Board shall have the power to commit the Corporation financially or otherwise without prior approval from the Board. No funds in amount greater than five hundred dollars (\$500) shall be authorized without the Board's approval. No funds in an amount greater than one thousand dollars (\$1000) shall be authorized without approval of the general membership by a simple majority of those present at a general meeting.

Section 7. The fiscal year of W.A.N.T. shall be in accordance with the calendar year, or from January 1 to December 31.

ARTICLE IV: MEMBERSHIP

Section 1. Eligibility

- a. Any person shall be eligible for membership if he or she is at least of 18 years of age. He or she shall live, own property or operate a business located within the boundaries of the Corporation or other areas as set forth in Article II.
- b. Any eligible person shall become a member when he or she pays dues as set forth in this Article.
- c. Any institution, corporation, organization, association or group, with the exception of those organizations defined in Article III, section 4 above, within the boundaries of the Corporation or other areas as set forth in Article II, shall be eligible for membership. Each organization may be represented by an executive officer as a member. Such representation shall be submitted by the organization in writing, giving the name of its delegate to the Secretary of the Corporation. No such person shall be entitled to a vote as a delegate until certified. Such organizational members shall not change any designation of their delegates except in writing.
- d. Though a person may be certified as an individual member and/or as a delegate of any number of organizational members, no person shall cast more than one vote for any issue at any meeting of the Corporation.
- e. Every member shall be entitled to one (1) vote in all deliberations of the general membership and must participate as a member at the time of voting. No member shall cast a vote of any other member at any meeting of the Corporation. No votes by proxy.
- f. Any individual living outside the boundaries of the area as set forth in Article II may join W.A.N.T. with the designation as "friend" by paying the appropriate annual dues as set forth in this Article. Such designation does not confer any voting rights on such individual.
- g. The membership year shall be January 1 to December 31.

Section 2. Annual Dues

- a. The annual dues for an individual member shall be \$20.00
- b. The annual dues for an individual member over the age of 60 shall be \$15.
- c. The annual dues for a household shall be \$ 40.00.
- d. The annual dues for a household consisting of members over the age of 60 shall be \$30
- e. The annual dues for a business or organization member shall be \$ 60.00

f. The annual dues for a condominium association consisting of more than five condominiums shall be \$150.00

ARTICLE V: OFFICERS AND EXECUTIVE BOARD

Section 1. The officers of the Corporation shall be the President; VicePresident; Secretary; and Treasurer, each of whom shall be a member in good standing. No elected public or political party office holder or candidate for public or political party office in the City, State or National Government may be an officer. Any officer who, during his or her term of office files a petition for any public or political party office shall be considered to have vacated his or her office, except for an office on the local School Council.

Section 2. The Executive Board shall be composed of the immediate past President, who serves in a non-voting capacity; the officers named in Section 1 above; and up to three individuals elected from among the membership and designated “at large” members.

Section 3. Elections

a. The Officers and the Board shall be elected at the December general membership meeting. Between the December general meeting and the following Spring general meeting, the existing board and any new members-elect shall act as a joint transitional board. The Board shall serve for one year starting at the December general meeting following their election, or until their respective successors have been elected or appointed. A majority vote of all members in good standing entitled to vote at the general meeting is sufficient to elect an officer or board member. All voting shall be done by secret ballot, unless there is only one nominee for office, in which event it may be done by acclamation. If the vote for any office shall result in a tie, voting shall continue until one candidate receives a majority of the votes cast.

b. Chairpersons of the standing committees shall be appointed by the Executive Board in the same month as the officers take office. The term of office shall be the same as under Section 3(a) of this Article.

c. The President shall appoint a member in good standing as a Nominating Monitor at least sixty (60) days prior to the December meeting. The nominating Monitor shall receive nominations for positions outlined in Article V and shall submit such nominations to the Board. The Board must present the ballot to the General Membership in the announcement of the election, not less than fifteen (15) days prior to when the General Membership will vote . Any member in good standing may submit nominations to the Nominating Monitor for placement on the ballot. Any member desiring to vote in the election but who may not be present at the meeting may do so by completing a ballot available from the Nominating Monitor.

d. In the event that there are no eligible candidates at the time of the General Election, the Board may, at its discretion, appoint a member to fill that Board Office in an interim capacity until the next General Election.

e. The Board will announce the format of the election not later than sixty (60) days prior to the election proceeding. Elections may be conducted via the following formats:

- i. a single event where voting members are physically present;
- ii. a window of not less than ten (10) days where voting members, as defined in this Article, may cast a vote virtually through a verifiable platform, free of additional cost to them. Any member desiring to vote in the election but who may not be able to vote electronically may do so by completing a ballot available from the Nominating Monitor. Votes must be received by the Nomination Monitor within the announced election period.

Section 4. Duties of the Officers and Board

a. The President shall be the chief executive officer of the Corporation. He or she shall preside at all general and Board meetings. He or she shall appoint, with approval of the Board, members of all committees. In addition, he or she shall be a non-voting member of all such committees and have all other rights and powers customarily adopted by the Corporation. Whenever the vote is by ballot, the President shall be entitled to cast his or her vote, whenever a vote has resulted in a tie. It shall further be the duty of the President to ensure that the Corporation remains a corporation in good standing with the State of Illinois.

b. The Vice-President shall have all the rights and powers customarily given a vice-president by the parliamentary authority adopted by the Corporation. The Vice-President shall perform such duties as assigned by the President and shall assume all appropriate tasks in connection with the management of the Corporation. It shall be the duty of the Vice-President in the performance of his or her duties, and, in order of succession, to preside over all general meetings of the Corporation in the absence of the President. In the case of the death of the President, or in the case of his or her removal from office for good cause shown, the Vice-President shall automatically assume the office of the President and serve the unexpired term. The Vice-President shall also be the parliamentarian of the Corporation and shall keep a copy of the Corporation's parliamentary authority unless another member is appointed by the President.

c. It shall be the duty of the Secretary to act as the archivist and chief record-keeping officer of the Corporation. It shall be his or her duty to keep an accurate record of the minutes of all general membership meetings, meetings of the Board, and to keep custody of the Corporate Seal of the Corporation. It shall also be the duty of the Secretary to handle such correspondence of the organization as required by the President and/or Board, assure all notices are duly given in accordance with the provisions of these Bylaws or as required by law or as directed by the President, and to be custodian of all correspondence handled by him or her during the current fiscal year.

d. It shall be the duty of the Treasurer to have custody of all money of the Corporation. He or she shall draw and sign checks subject to the approval of the other officers. Unless otherwise determined as defined in Article 8, Section 1, the Treasurer shall act as Registered Agent for the Corporation. The Treasurer shall keep accurate records of all members and issue membership cards if required. All disbursements shall be approved. He or she shall submit regular financial reports in the form and at the intervals prescribed by the Board, but in no event less than once per year. In the absence of both the President and Vice-President, the Treasurer shall automatically assume the President's position. In addition, he or she shall have all the rights and powers customarily given by the parliamentary authority adopted by the Corporation.

e. Members at Large shall be responsible for discussing community issues with W.A.N.T. members and reporting on such matters to the Board. Such members shall also be responsible for assisting the Board and monitoring the actions of the Board.

f. If any officer fails to attend two (2) consecutive general membership meetings or two (2) consecutive Board meetings, he or she shall be contacted by a member of the Board and notified that he or she must attend the next meeting. The remaining members of the Board, by a majority vote of those present at any subsequent regularly scheduled meeting may declare a vacancy should the person notified not attend, as requested. The President or the Secretary shall advise the officer or Board member concerned. Vacancies which arise in this manner, or through a death or resignation or any other cause, shall be filled by the officers of the Board and are subject to the approval of the general membership at the next regular meeting of the Corporation.

Section 5. Term of Office

- a. Officers shall serve a term of office of two years.
- b. No Board member may serve more than two consecutive, regularly elected terms in any single office.
- c. No member may serve on the Board in a voting capacity for more than eight consecutive years at a time. After reaching eight consecutive years, a member must wait a minimum of two consecutive, regularly elected term cycles prior to being eligible to serve the Board again in a voting capacity.
- d. Article V, Section 5 (a) or (b) shall be waived in the event that there are no eligible candidates to fill a given board seat. The current holder of that office shall serve as interim member until and eligible candidate is approved by the Board.

ARTICLE VI: COMMITTEES

Section 1. The Board shall create standing committees in support of the membership's interests. The committees shall include, but not be limited to,

- a. *WAG Community Garden* – In support of Corporation's interest to maintain and manage the general upkeep of the West Andersonville Garden, the parcel under a beautification lease to the Corporation by the Chicago and North Western Railroad Company.
- b. *LUZ Land Use and Zoning* – In support of Corporation's interest to monitor and maintain awareness of changes in land and property use, including residential, commercial, manufacturing and municipal, having impact directly or indirectly on General Membership. Review and socialize proposals from interested parties related to zoning changes, special use applications or other significant changes in use.
- c. *Annual Yard Sale* – In support of Corporation's interest to host an annual yard sale in accordance with City of Chicago requirements, including planning, advertising and coordination of event logistics.
- d. Each standing committee will maintain an officer of the Board to act as Sponsor. The Sponsor will participate regularly as a voting member in standing committee meetings and affairs.

Section 2. The Board shall have the authority to create special committees. The Board shall also have the power to define and modify the functions of these specially created committees, and to discharge or eliminate such committees.

Section 3. All committees shall operate under the direction of the President and Board and shall perform such general duties as are necessary to conduct the routine affairs of the Corporation. Committee Chairpersons shall report to the Executive board on a quarterly basis and shall present reports on their activities and finances at all membership meetings.

Section 4. If any Committee Chairperson fails to convene two (2) consecutive quarterly committee meetings of its members or alternatively adequately report to two (2) consecutive Board meetings, he or she shall be contacted by a member of the Board and notified that he or she must attend the next meeting. The Board has the right to declare a vacancy should the person notified not attend, as requested. The President or the Secretary shall advise the Committee Chairperson concerned. Vacancies which arise in this manner, or through a death or resignation or any other cause, shall be filled by the officers of the Board.

Section 5. Members in good standing as defined in Article IV are entitled to participate in committees so long as they maintain that status.

ARTICLE VII: MEMBERSHIP MEETINGS

Section 1. A regular membership meeting of the Corporation, not less than four (4) a year, shall be held at a place announced by the President. No more than two (2) consecutive meetings shall be held on the same day of the week. Special meetings may be called by the President, or by the Board with a five day notice and mention of the purpose.

Section 2. A quorum for the conduct of business shall be a simple majority of the members in good standing of the Corporation present at the meeting at which such business, having been appropriately presented, is addressed.

Section 3. Members in good standing under Article IV are entitled to participate in meetings. In the event of a dispute about whether a member is in good standing, the Board shall determine that question by majority vote.

ARTICLE VIII: REGISTERED AGENT

Section 1. The Corporation shall establish and maintain continuously in the city a registered office and agent in accordance with the laws of the State of Illinois. The Treasurer will maintain this standing unless assigned to another Officer by the Board at its discretion.

ARTICLE IX: AMENDMENTS

Section 1. Notice of any proposed change in the bylaws or the charter shall be included in the announcement of the meeting at which the proposed changes are to be considered and voted.

Section 2. The bylaws or the charter may be amended, supplemented or repealed in whole or in part by a majority vote of those present at any regular or special membership meeting, provided a copy of the new bylaws or charter, or any proposed change in the present bylaws or charter, shall be made available to every member at the membership meeting of the Corporation, prior to the meeting at

which such changes will be considered and voted, or made available in the announcement of the meeting at which such changes will be considered and voted.

ARTICLE X: PARLIAMENTARY AUTHORITY

Section 1. The rules contained in Robert's Rules of Order, revised, shall govern this Corporation in all cases to which they are applicable, provided that they are not inconsistent with these Bylaws. The membership may provide for special rules to govern meetings by a majority vote.