

Gifford Park Association By-Laws

Section RL-I “Membership Process”

All persons desiring membership in GPA shall be required to complete a membership application which has been approved by the Board of Directors. Such application shall include the stated purpose of the organization, as expressed in Article II of the Constitution and shall incorporate a statement whereby the applicant agrees to abide by the Constitution and these By-Laws.

Section BL- II “Membership

- Family Memberships shall be defined as a membership of all persons living within one household, over the age of 16. Persons having household memberships shall have the right to cast one vote per household member, up to a maximum of two votes on any motion, election, or issue which is under consideration at any general membership meeting at which quorum is present.
- Honorary Memberships which are given to individuals who have made exceptional contributions to GPA shall be defined as perpetual family memberships. Honorary memberships shall have all the rights afforded family memberships.
- Special Memberships shall be defined as a non-voting memberships given to an individual or family deemed worthy of being informed of GPA activities. Special memberships do not include the right to vote for any motion, issue or election which is under consideration at any GPA meeting at which quorum is present. *Special Memberships shall be issued and terminated by the Membership Committee with the approval of the Board of Directors.*

Section BL-III “Membership Dues”

- New Individual Membership dues shall be free.
- New Family Membership dues shall be free.
- Membership dues shall not be charged for Honorary Memberships.

Section BL-IV "Duties of Elected Board Members"

PRESIDENT. The President shall be familiar with the Constitution and By-Laws of GPA and the basic elements of Roberts' Rules of Order. The President shall prepare an agenda for and preside in a fair and unbiased manner at all meetings of the Board of Directors and the general membership. The President may sign with the Secretary or any other officer of the Corporation authorized by the general membership, any contract or other instrument which the Board of Directors or general membership has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated to some other officer or agent of the Corporation; in general the President shall perform all duties which shall be prescribed by the general membership. The President may and is encouraged to delegate any of these duties and responsibilities to the Vice President(s) in order to assure the proper handling of the business of GPA.

VICE PRESIDENT. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform all duties of the President and, when so acting, shall have all powers of and be subject to all the restrictions upon the President.

The Vice President shall also maintain and have available at all meetings a book containing the following:

- a.) The Constitution and By-Laws of GPA as well as amendments and/or changes to them, and

b.) Copies of resolutions and policies affecting the operation of GPA and its Board of Directors.

The Vice President may perform other duties assigned by the President and/or Board of Directors.

FINANCE DIRECTOR. The Finance Director shall develop and recommend sound financial policies and procedures to the Board of Directors in order to ensure the prudent fiscal management of GPA. The Finance Director shall seek the assistance of qualified members of GPA to assist in the preparation and presentation of an itemized budget for the approval of the Board of Directors at their first meeting each January. The Director will also assist the board in presenting an itemized budget for approval by the general membership each January at the annual meeting. These preparations shall be made in consultation with the current treasurer and out-going treasurer. The Finance Director shall coordinate and assist all committee chairpersons in preparing committee budgets and shall provide previous years' budgets to assist in that endeavor. The Finance Director may perform other duties as from time to time may he assigned by the President and/or Board of Directors.

SECRETARY. The Secretary shall keep the permanent minutes of the meetings of the Board of Directors and of the general membership in one or more books provided for that purpose, see that all notices are duly given in accordance with these By-Laws or as required by law, be custodian of the corporate records and corporate seal, keep all documents such as insurance policies and legal contracts which are binding upon GPA, assist the President in the preparation and notification of the general membership of agenda items, and in

general perform all duties incident to the office of Secretary. The Secretary shall maintain the registration with the Secretary of State of Illinois as specified in the Constitution, Article III.A. The Secretary may perform other duties as from time to time may be assigned by the President and/or Board of Directors.

TREASURER. The Treasurer shall have charge of the custody of and be responsible for all funds and securities of the Corporation. The treasurer shall receive and give receipts for money due and payable to GPA and deposit all monies in the name of GPA in such bank or other financial institution as shall be approved by the Board of Directors.

The Treasurer shall serve on the Finance Committee and provide all documents and records necessary to prepare an annual itemized operating budget showing income and expenses to be presented to the Board of Directors at their January meeting. The treasurer is expected to serve simultaneously with the newly elected treasurer through the January board meeting to assist in a smooth transition of the financial records and accounts of GPA. The treasurer shall maintain the authorizing signatures on the accounts of GPA and shall not have as a co-signer any member of his/her household. The Treasurer shall provide a current report of the accounts of GPA at the General Membership meetings. The Treasurer may perform other duties as from time to time may be assigned by the President and/or Board of Directors.

AT-LARGE. The At Large members of the Board of Directors shall work to represent the views of the general membership. The First At Large member shall be defined as the elected member in the second year of a two-year term. The Second At Large member shall be

defined as the elected member in the first year of a two year term. The Second At Large member shall also serve as the chairperson of the nominating committee as described in Section BL-XII-B of these By-Laws. The At Large members of the Board of Directors may perform other duties as from time to time may be assigned by the President and/or Board of Directors.

Section BL-V "Executive Committee"

The Executive Committee shall consist of the President as chairperson, the other elected members of the Board of Directors, and the immediate Past President. The Executive Committee shall assist the President in finding chairpersons for the standing committees and shall approve these appointments. The Executive Committee may meet in executive session to consider the matters of expulsion of a member, litigation, or any other matter if requested by the general membership. The minutes of any meeting held in executive session shall be sealed unless released by a majority vote of the general membership.

Section BL-VI "Standing Committees"

APPOINTMENT OF CHAIRPERSONS

The chairperson of each standing committee must be a member in good standing and shall be appointed by the President with the approval of the Executive Committee. These appointments shall be presented to the general membership for final approval at the first general membership meeting following the election.

STRUCTURE

Committee members shall be appointed by the committee chairperson with notification of their appointment given to the Board of Directors.

Committees are encouraged to seek out the expertise of persons within the community to serve on committees as needed, regardless of whether they are members of GPA. All committee members shall serve at the pleasure of the committee chairperson. Each committee shall submit activity reports to GPA at meetings of the general membership. The reports should be submitted in writing to the Secretary.

DEFINITION AND DUTIES OF STANDING COMMITTEES

MEMBERSHIP COMMITTEE. The purpose of the Membership Committee shall be to encourage, promote and maintain adequate membership of GPA and to welcome and inform new members about the purpose of GPA. This committee shall serve as a membership information resource to assist committee chairpersons in the placement of committee members on all committees of GPA. This committee shall see that all members of GPA are in good standing in accordance with these By-Laws, and shall maintain the official list of all members' names and addresses and shall supply such list to the nominating committee and to the election judge as described in Section BL-XII of these By-Laws. This committee shall supply the mailing list of members to the secretary as needed and shall create and distribute a membership directory annually. The Membership Committee shall also oversee the planning of social opportunities for the general membership of GPA. Additional duties and responsibilities of this committee shall be delegated by the Board of Directors.

PUBLIC RELATIONS COMMITTEE. The purpose of the Public Relations Committee is to maintain a two-way system of communication between GPA and other individuals throughout the

Elgin community and the Chicago Metro area. This committee shall also be ready to serve as a resource to assist other committees in the public relations promotion of their activities and functions. This committee shall handle any publicity or public announcements by the board which are not delegated to a specific committee. Additional duties and responsibilities shall be delegated by the Board of Directors.

HISTORIC DISTRICT COMMITTEE. The purpose of this committee is to serve as a planning and liaison committee for the Elgin Historic District. This committee shall assist in the ongoing development of neighborhood planning. This committee shall also actively promote and encourage GPA membership participation as well as direct communication with governmental boards and commissions which influence the future development of the Elgin Historic District. Additional duties and responsibilities shall be assigned to it by the Board of Directors.

PROGRAM COMMITTEE. The purpose of the Program Committee is to coordinate the presentation of programs, speakers, materials and other educational opportunities for the membership of GPA.

HOUSE WALK COMMITTEE. The purpose of the House Walk Committee shall be to manage and promote GPA-sponsored Historic Elgin House Tour. The Committee is charged with the task of using the event to increase awareness of the classic architecture and history of the Elgin area, to instill a spirit of pride in the Elgin community, and to promote further preservation of historic Elgin. Additional duties and responsibilities may be delegated to it by the Board of Directors.

Section BL-VII "Special Committees"

- The Board of Directors may establish the creation of any special committee in order to complete a specific task or purpose. This committee must be approved by the general membership at the next regular meeting and shall serve until the completion of their task.

STRUCTURE

The chairperson of each special committee shall be appointed by the President with the approval of the 'Board of Directors. Committee Members shall be appointed by the committee chairperson in consultation with the President and approved by the Board of Directors. The President may, at his discretion, direct the Vice President(s) to consult the committee chairpersons in appointing committee members. Each committee shall submit activity reports to GPA at meetings of the general membership. The reports should be submitted in writing to the Secretary.

Section BL-VIII "Exclusion from Office"

The Board of Directors has the responsibility to remove any officer, board member or agent, elected or appointed, who is habitually inactive. The Board of Directors shall give written notice to the inactive member two weeks prior to voting on this action. A two-thirds affirmative vote of the total board is required for removal from office.

- A Member can initiate suspension action against another member by submitting causes in writing to the Board of Directors of GPA.

- The Board of Directors shall designate a member eligible for suspension when such a member shall have violated the principles and purposes of GPA or shall have caused interference to the normal functions of GPA. The member must be advised of such eligibility in writing by certified letter.

- A member in question of suspension shall have the right to meet with the Board of Directors to answer complaints. This can occur at the first meeting of his eligibility for suspension.
- Once a member has been determined eligible for suspension, the member in question shall have the right to appear before the general membership at the regular meeting to answer charges.
- The President, at the direction of the Board of Directors, shall cause the assembly to vote upon the suspension, which shall require a 2/3 vote of the assembly at a regular meeting for suspension to occur, provided the member in accusation has been advised in writing.

Section BL-X "Suspension"

- The member designated for suspension under any article of this Constitution shall be suspended for a period of one year from the date of the suspension.
- After a suspension of one year, the member shall be eligible to apply for membership, as a new member, as provided for in these By-Laws and the Constitution.

Section BL-XI "Finance"

- The Finance Director shall prepare an itemized annual budget for GPA as described in BLVI-C.4 of these By-Laws. The itemized annual budget shall be presented to the board at its first meeting in January and shall be modified, approved and sent to the membership for approval at the January meeting. The board and standing committees shall have the right to spend within the limit of their itemized budget and the current fiscal policies of GPA without the further approval of the general membership. All expenditures outside of the itemized

annual budget shall require the affirmative vote of the general membership.

- Bonding and Insurance. The Treasurer shall be bonded and/or insured by a responsible firm at the expense of GPA. The Treasurer and any other officer trusted with (WA funds shall be insured under the corporate insurance policy, which shall run concurrent with the election year.

- Fiscal Year. The fiscal year shall be February 1 to January 31.

Section BL-XII "Elections and Voting"

ELECTION OF OFFICERS. The election of the following officers of GPA shall take place annually as described below: President, Vice President, Second Vice President, Secretary, Treasurer, and Second At Large Member. Additionally, two members of GPA not serving on the Board of Directors shall be elected to serve as the nominating committee. The election shall occur according to the following timetable:

- The Nominating Committee as defined in BL-X11-B will present a report of candidates to the general membership at their meeting in October. The floor will be opened for additional nominations at this time following which the nominations will be closed.

- Absentee ballots will be made available as describe in BL-XII-C of these By-Laws.

- The election balloting will take place at the November meeting of the general

- Newly elected officers shall begin their terms immediately following their

NOMINATING COMMITTEE. The purpose of the Nominating Committee shall be to secure qualified candidates to lead GPA in all elected positions and to serve as an info' 'nation service for the general membership regarding elected positions and the election process. Members of the Nominating Committee should be versed in the Constitution and the By-Laws of GPA in those areas which pertain to the election process. The Second At-Large member of the Board of Directors shall be the chairperson of the nominating committee. The nominating committee will be made up of the chairperson and two members of the general membership who have been duly elected. Members of the Nominating Committee may serve up to four consecutive years and shall not simultaneously serve on the Board of Directors. The duty of this committee is to prepare the report of the Nominating Committee for presentation at the October general membership meeting. The report shall include the following:

- Single or multiple candidates for the positions of President, Vice President, Finance Director, Secretary, Treasurer, and Second At-Large Member,
- The name of a member of GPA in good standing who is neither a candidate nor a member of the Board of Directors and who has agreed to serve as an election judge if so approved by the general membership;
- Candidates to serve on the Nominating Committee for the subsequent year shall be printed with the report of the Nominating Committee for the benefit of the general membership.

Section BL-XII "Absentee Voting"

ABSENTEE VOTING. The purpose of absentee voting is to allow those who are interested in an issue and a member in good standing of GPA to participate in the election process. Absentee voting shall be allowed only for issues regarding the Constitution of GPA, By-Laws of GPA or in the general election of officers. A separate count of absentee and regular ballots shall be maintained and presented with the results of the voting. An election judge, having been duly appointed by the Nominating Committee and approved by the general membership shall receive all absentee ballots and shall maintain proper listing of those receiving and returning a ballot. The election judge shall insure that each person is only allowed one vote, and that the vote is secret and unaltered at the time of counting. The process for absentee voting is as follows:

- Absentee ballots shall be made available by the election judge by the first day of the month prior to voting.
- A member in good standing of GPA should request an absentee ballot from the election judge at least two weeks prior to voting. Ballots may only be obtained in person within two weeks prior to the election at the convenience of the election judge.
- An absentee ballot signed by the election judge will be mailed out with a pre-addressed return envelope.
- Absentee ballots will be received at the residence or personal P.O. Box of the election judge. Ballots must be returned to the election judge prior to the beginning of voting. Late ballots shall not be opened or counted by the election judge.
- The signature of the voting GPA member must be on the provided envelope containing the completed absentee ballot to be counted.

PROXY VOTING. The purpose of proxy voting is to allow a Member of the Board of Directors to cast a ballot on an issue before the Board of Directors in cases of necessary absence. A board member desiring a proxy vote shall submit the request to the President 14 days in advance for a specific issue only. The individual holding the proxy does not count toward quorum of the Board of Directors. No member of GPA shall have a proxy vote at a general membership meeting.

Section BL-X11, "Debate of an Issue"

The following rules may be used to govern the debate of an issue at general membership meetings of GPA:

- Three minutes shall be allowed for each individual per issue.
- Individuals shall not speak again until all who wish to speak to an issue have had an opportunity.
- An individual shall have only two opportunities to be heard.
- A motion to set-aside these rules requires a 2/3rd's affirmative majority of those present. Such a motion requires a second and is not open for debate.
- Common courtesy and respect is expected at all times.

Section BL-XIII, "Historian"

The Board of Directors shall appoint an historian for GPA. This appointment should be reviewed and endorsed yearly by the Board of Directors at their January meeting. The Historian shall maintain copies of membership, newspaper clippings, photographs, and other historical data and information about GPA and its membership. Additionally, the historian shall maintain current and past copies of the Constitution, By-Laws, amendments, policies and resolutions of GPA and its Board of Directors.