

Gifford Park Association Constitution

ARTICLE I – NAME

The name of the organization shall be the Gifford Park Association, Inc., hereafter referred to herein as GPA.

ARTICLE II – PURPOSE

GPA CONSTITUTION PURPOSES CLAUSE

Amended JUNE 15, 2002

The purposes of GPA shall be:

- To preserve the integrity of the Elgin Historic District (comprising Gifford Park, the City of Elgin's first neighborhood and park.).
- To undertake educational efforts, enhancing appreciation and development of pride in the architectural and design heritage of the City of Elgin.
- To provide public educational tours, workshops, materials and technical assistance on preservation and design and to assist other not-for-profit community agencies in their building restoration efforts, utilizing our members and volunteers from the community. To engage in projects involving preservation and beautification that enhance the visual appearance and heritage of the neighborhoods and the City of Elgin and helps build Elgin's spirit of community.
- To support programs that serve children and youth and that contribute to the well being of the City and its neighborhoods.
- To encourage and support through contributed expertise and volunteer time:
 - Quality community planning through the development of appropriate plans and codes, and their implementation and;
 - Public capital and beautification projects to enhance the neighborhoods and the City of Elgin.

ARTICLE III – STATUS AND DESCRIPTION

A. Corporate Status – GPA shall maintain registration with the State of Illinois as a not-for-profit corporation under Section 501(c)(4) of the US Internal Revenue Code.

B. Political – GPA shall be apolitical, endorsing no candidate for political office.

ARTICLE IV – MEMBERSHIP

A. GPA Membership

1. Membership shall be open to all persons who endorse and promote the Purpose of GPA in accordance with the process detailed in GPA By-Laws.

2. Membership categories shall be as defined in GPA By-Laws.

B. Dues and Other Obligations

1. Dues shall be recommended by the Board of Directors with final approval by two-thirds of the membership present upon voting.

2. Payment of dues and other obligations shall be made in accordance with provisions in GPA By-Laws.

ARTICLE V – ORGANIZATION

A. General Membership – The general membership shall be the governing body of GPA. It shall be comprised of all persons in good standing in accordance with the By-Laws. Each person shall have a vote which may be cast at all regular meetings and any special meetings that are called when necessary. The Board of Directors is given the authority by the membership to dispose of the routine business of GPA as outlined in the approved budget described in the By-Laws.

B. Meetings of the General Membership

1. The general membership shall meet regularly each month.

2. The President, with the approval of the Board of Directors, shall have the power to call additional meetings or to cancel or reschedule regular meetings as he/she deems necessary.

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3. The rules contained in the Roberts Rules of Order shall govern the conduct of business when such conduct is not otherwise provided for herein.

C. Quorum – Fifty-one percent of the Board of Directors shall constitute a quorum for the conduct of business in a general meeting.

D. Voting and Debate – Only members in good standing shall have the right of vote at meetings. All interested parties, at the pleasure of the presiding officer, shall have the right of debate, but not of vote.

E. Exclusion – Eligibility for membership and/or suspension of membership shall be in accordance with the By-Laws of GPA.

ARTICLE VI -BOARD OF DIRECTORS

A. The Board of Directors shall consist of the elected officers of GPA (President, Vice President, Finance Director, Secretary, Treasurer), the First At-Large member, the Second At-Large member, the Immediate Past President, and standing committee chairs.

B. The elected officers shall be registered with the State of Illinois as required by law.

C. Standing committee chairpersons, sitting in session with the elected Board of Directors, shall have the right of debate and of vote. They shall be appointed by the newly elected Executive Committee, as described in the By-Laws.

D. Meetings of the Board of Directors

1. The Board of Directors shall meet no fewer than two times a year.

2. Fifty-one percent of the members of the Board of Directors shall constitute a quorum. The proxy of a board member as defined in the By-Laws does not count toward quorum.

3. The President shall have the power to call additional board meetings or reschedule regular meetings as he/she deems necessary
4. Members of the Board of Directors shall have only one vote each.

ARTICLE VII – ELECTED MEMBERS OF THE BOARD OF DIRECTORS

A. The elected officers of GPA shall consist of a President, Vice President, Finance Director, a Secretary and a Treasurer, each of whom shall serve for a term of one year beginning immediately upon election.

B. Directors serving at-large, whose terms shall be so arranged so that one director is elected each year, shall be elected for two years.

C. The duties of the elected members of the Board of Directors shall be as stated in the By-Laws of GPA.

D. Election of members of the Board of Directors

1. A nominating committee, as described in the By-Laws, shall prepare and present a report for election purposes to the general membership.

When the report is presented, nominations shall also be accepted from the floor, after which time the nominations shall be closed.

2. No elected member of the Board of Directors shall serve more than two consecutive years in any one board position and no more than four consecutive years on the Board of Directors in an elected position. The President may serve up to two additional consecutive years as Immediate Past President.

3. Officers shall begin their term of office immediately after the completion of the election as described in the By-Laws.

E. Vacancies – In the event a vacancy occurs, the Board of Directors shall make an appointment to fill the unexpired term of such vacancy. This appointment shall meet all election requirements of the Constitution and By-Laws and shall be ratified by a simple majority of the general membership.

ARTICLE VIII – STANDING COMMITTEES

A. The following standing committees shall be established and maintained to further the purpose of GPA:

1. The Membership Committee
2. The Public Relations Committee
3. The Historic District Committee
4. The Program Committee
5. The House Walk Committee (Added by Amendment Nov. 1989)

B. The definition and duties of these committees shall be stated in the By-Laws.

C. Committee Chairpersons – The chairpersons of standing committees shall be appointed by the newly elected Executive Committee as described in the By-Laws.

D. The number of standing committee chairpersons shall at no time exceed the number of elected members of the Board of Directors.

ARTICLE IX – CODE OF CONDUCT

A. Elected officers, Board of Directors and committee chairpersons shall be expected to serve without remuneration except for reimbursement for expenses incurred while conducting business for

GPA, as approved by the Board of Directors within the approved budget prescribed in the By-Laws.

B. All elected officers, members of the Board of Directors and committee chairpersons shall convey and release information and material pertaining to the GPA in an orderly and timely manner when requested by the Board of Directors or the general membership for the conduct of the business of GPA.

C. No officer or member of GPA shall use the name, office or influence of GPA for personal gain.

ARTICLE X – EXCULPATORY CLAUSE

No officer or other member of GPA shall be liable to any members or guests or any individual member of the organization for any acts or omissions when such officers, members or guests are acting on behalf of GPA.

ARTICLE XI – BY-LAWS

A. By-Laws shall be maintained to govern conditions provided for in this Constitution and to satisfy and provide for other pertinent matters.

B. By-Laws may be implemented or modified in accordance with Article X11 of this Constitution. Such action shall require only a simple majority, provided quorum, as defined in article IV of this Constitution, is present.

ARTICLE XII – AMENDMENTS

A. Proposed amendments to the Constitution and By-Laws shall be submitted in writing to the Board of Directors for consideration at the

next meeting of the general membership. The proposed amendment shall be read on the floor at that meeting of the general membership to become a part of the published agenda for the following general membership meeting, at which time debate and voting on the proposed action shall take place.

B. The adoption of any Constitutional amendment shall require a two-thirds vote of ballots cast by the general membership.

ARTICLE XIII – DISSOLUTION

A. Definition

1. GPA shall be considered dissolved if, after a period of one year, there has been no organized activity and a membership of less than two active members.

2. Any person who shall have been elected as an officer at the last general election shall be qualified to make such determination.

B. Distribution of Funds

1. The conditions set forth in Article XIII A once having been established, it shall be the responsibility of the person therein qualified to place any surplus funds in trust for GPA.

2. These funds shall be held in trust for a period of three years after which, if GPA has not reorganized, the funds shall be donated to the City of Elgin's Parks and Recreation Department for use in the Elgin Historic District.