

# BY-LAWS

## Ravenswood Manor Improvement Association

### I. Article I

#### **Name**

The name of the organization shall be Ravenswood Manor Improvement Association, Inc.; a not-for-profit corporation registered in the state of Illinois.

### II. Article II

#### **Boundaries**

The community of Ravenswood Manor is bounded on the North by Lawrence Avenue, on the East by the North Channel of the Chicago River, on the South by Montrose Avenue, and on the West by Sacramento Avenue.

### III. Article III

#### **Objectives**

Section A The Association is a nonprofit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

Section B To promote the welfare of the community in respect to the maintenance and improvement of the physical appearance of the private and public property; the compliance with the laws as applicable to private and public property; the maintenance of facilities with respect to the safety, health and welfare of its residents.

Section C The Association shall be non-partisan and non-political in its policies and activities.

### IV. Article IV

#### **Exempt Activities Limitation**

Section A Notwithstanding any other provision of these by-laws, no director, officer, employee, member, or representative of this Association shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions that are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations as it now exists or may be amended.

Section B No part of the net earnings of the Association shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the articles of incorporation and these by-laws.

V. Article V

**Membership**

Section A All persons residing or doing business in Ravenswood Manor may become members upon payment of the first year's dues as set forth in Article V.

Section B A membership card entitles two (2) members of a household as recorded, to active membership in the Association. Only paid-up members shall be entitled to vote.

VI. Article VI

**Fiscal Year and Dues**

The fiscal year of the Association shall begin on November 1 and end October 31. The annual dues shall be \$10.00 due at the beginning of the fiscal year.

VII. Article VII

**Officers**

The officers of the Association shall consist of a President, a Vice-President, a Secretary, and a Treasurer, each of whom shall be elected for one year by the membership at the annual membership meeting and shall take possession of offices immediately.

VIII. Article VIII

**Duties of Officers**

Section A

The President

- (1) Shall preside at board and membership meetings and be ex officio member of all committees except the nomination and audit committees.
- (2) Shall represent the Association in the execution of the policies of the Board of Directors and decisions of the membership.
- (3) Shall counter-sign all checks involving payment from Association funds.

## Section B

### The Vice-President

- (1) Shall preside and act in the absence of the President.
- (2) Shall perform such other duties and assignments as may be delegated by the President or the Board.

## Section C

### The Secretary

- (1) Shall record in the minutes the business of all meetings of the Board and of the Association and shall have them available at each meeting.
- (2) Shall be custodian of the records, papers, and corporate seal and charter.
- (3) Shall keep a register of the membership.
- (4) Shall conduct correspondence of the Association and maintain a complete file thereof.
- (5) Shall prepare and file the annual reports of the Association as required by Paragraph 63 of the General Not-For-Profit Corporation Act of the State of Illinois.
- (6) Give notice of all meetings of the Association.

## Section D

### The Treasurer

- (1) Shall be custodian of all funds of the Association and deposit all such funds of the Association in a bank approved by the Board.
- (2) Shall furnish a surety bond at the expense of the Association, in such sums as shall be fixed by the Board.
- (3) Shall give an itemized report of the receipts and disbursements at business meetings.
- (4) Shall keep an accurate account of income and expenditures with supporting vouchers.
- (5) Shall pay by check all bills approved by the Board.
- (6) Shall close the books at the end of the fiscal year and submit the Association records to the auditing committee.

IX. Article IX

**Delegated Authority**

- Section A All powers of the association shall be vested in its membership.
- Section B The membership delegates to the Board the management of the Association.

X. Article X

**Board of Directors**

- Section A The Board of Directors shall be members of the Association. They shall be referred to in these by-laws as the Board.
- Section B The Board shall consist of no fewer than eleven (11) or more than twenty-five (25) directors, in addition to the President, Vice-President, Secretary, Treasurer and for one year the immediate past President.
- Section C The term of office shall be for two years, with terms staggered so that approximately half the terms expire each year. If necessary to achieve such balance, the Nominating Committee may nominate candidates for one-year terms.
- Section D Vacancies on the Board may be filled by the Board by interim appointment. Such interim appointments shall continue to fill the unexpired term until a successor is elected at the next annual membership meeting.

XI. Article XI

**Meetings—Membership**

- Section A The annual meeting of members shall be held in October. It shall be for the purpose of electing officers and Board members; reports of all officers and committees; and for any business that may be pending or arise. A semiannual meeting shall be held in April.
- Section B Other membership meetings may be held at such time and place as may be fixed by the Board.
- Section C Membership meetings may be called upon the written request to the Board by one twentieth (1/20) of the members entitled to vote. The President or any officer shall be directed by the Board to call such a requested meeting.
- Section D A notice in writing shall be delivered to the membership at least ten (10) days prior to the date set for holding a membership meeting.
- Section E A quorum at a membership meeting shall consist of one-tenth (1/10) of paid-up members.
- Section F A majority vote shall be required for the adoption of any measure excepting as otherwise provided in these by-laws. A majority shall consist of over one-half (1/2) of the valid votes cast.

XII. Article XII

**Meetings—Board of Directors**

Section A The president shall call at least eight (8) regular monthly Board meetings each year.

Section B The president may call special meetings as the need arises, or shall call a meeting at the written request of three (3) or more members.

Section C A quorum shall consist of a number of directors greater than 50% of Board directors.

Section D Meetings shall be called by convenient means of communication, preferably by written notice.

XIII. Article XIII

**Committees**

Section A The Association shall have standing committees that are created and dissolved by a majority vote of the Board. The function of such committees shall be fact finding, deliberative, and advisory. Committees can be delegated specific administrative duties by a majority vote of the Board. Recommendations by any committee shall be subject to ratification by the Board.

Section B The Board from its membership shall appoint the chairmen of the standing committees.

Section C The Board shall have the authority to establish special, i.e. ad hoc, committees necessary for the effective operation of said Board. The president shall appoint the chairmen and members of the committees established by Board action, except the nominating committee and the audit committee. Ad hoc committees shall be dissolved once their duties have been completed or at the discretion of the Board.

Section D Committee chairmen shall be agents of the Board and are limited to the terms of the Board's resolution.

Section E Committee chairmen shall file copies of all correspondence and their annual reports in writing with the secretary.

Section F Special committee chairmen and members may be removed by the President with consent of the Board.

Section G Each year the Board shall appoint an audit committee to review the Association books. The audit committee shall consist of no fewer than two (2) board members, plus the incoming treasurer, and preferably also include one or more non-Board members.

XIV. Article XIV

**Nominating Committee**

Section A Not less than ninety (90) days prior to the annual meeting, the Board shall appoint a nominating committee consisting of five members, not more than three who shall be Board members. The committee shall appoint its chairman.

Section B The nominating committee shall select its candidates from the membership, and shall file with the Secretary the names of the nominees at least thirty days prior to the annual membership meeting.

XV. Article XV

**Amendment of By-Laws**

Section A These by-laws shall be amended at a membership meeting. Amendment of these by-laws shall require the approval of two-thirds (2/3) of those voting. Such changes will become effective after adjournment of meeting at which amendment is adopted. The proposed amendment shall be submitted in writing to the Secretary and shall be included in the next membership meeting notice for first reading. Action on proposed amendment shall take place at the following membership meeting.

Section B No amendment shall be made to these by-laws or the Association's Articles of Incorporation that would cause the Association to cease to qualify as a tax-exempt corporation under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code.

XVI. Article XVI

**Removal From Office**

Section A Action to remove an officer or Board member must be started by a petition of one tenth (1/10) of the membership or by two-thirds (2/3) of the Board.

Section B Removal of officer or Board member shall require the approval of two-thirds (2/3) of general membership voting.

XVII. Article XVII

**Availability of Records**

Section A By making full and accurate information about its mission, activities, finances, and governance publicly available, the Association practices and encourages transparency and accountability to the general public.

Section B The Association's by-laws, Articles of Incorporation, IRS Form 990 (Annual Information Return), IRS Form 990-T (Unrelated Business Income Tax Return), IRS Form 1023 (Application for Tax Exemption), board minutes, and financial statements shall be retained indefinitely and shall be available for public inspection free of charge upon request of any person.

Section C The Association shall submit the Form 990 to its governing body prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the Form 990 is required under federal law, the Association's Form 990 shall be submitted to each member of the board at least ten (10) days before the Form 990 is filed with the Internal Revenue Service.

XVIII. Article XVIII

**Dissolution**

Section A The Association shall dissolve itself as provided in the Illinois Statute governing not-for-profit organizations.

Section B Upon dissolution of the Association, any assets available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code, which organization(s) have a charitable purpose similar to the Association.

XIX. Article XIX

**Rules of Procedure**

Any provision not covered by these by-laws shall be governed by Robert's Rules of Order Revised.

XX. Article XX

**Removal From Office**

Section A When an officer or member of the Board has been absent without reason from three (3) consecutive meetings, or if the aforementioned members are adjudged derelict in their assigned or volunteered responsibilities, the President shall recommend to the Board their removal from office. Removal from office or the Board shall require a vote of two-thirds (2/3) of the members of the Board present at the meeting, and shall be by ballot. This vote shall occur at the next regularly scheduled Board meeting and there must be sufficient notification to the full Board of the intended action.