

# **BYLAWS OF WEST LAKEVIEW NEIGHBORS**

## **ARTICLE I**

### **Name**

This association shall be known as West Lakeview Neighbors (“WLVN”). The boundaries of WLVN shall be those outlined below, which are a part of the City of Chicago, Illinois generally known as West Lakeview. These boundaries may be changed by the WLVN Board of Directors with the approval of the Voting Members.

- Northern Boundary: Irving Park Road (between Ravenswood Avenue and Ashland Avenue) and Addison Street (between Ashland Avenue and Racine Avenue)  
Southern Boundary: Belmont Avenue, northern side of the street  
Eastern Boundary: Racine Avenue, western side of the street  
Western Boundary: Ravenswood Avenue, eastern side of the street

## **ARTICLE II**

### **Purpose**

The Purpose of WLVN shall be to represent the voice of residents in the defined boundaries as it relates to community concerns and quality of life, to foster a sense of community among neighbors, and to give back to the community through fundraising and volunteerism.

## **ARTICLE III**

### **Membership**

There shall be two classes of membership:

1. Residential Member. Any individual 18 years of age or older who lives within the WLVN geographic boundaries and has paid the prescribed dues.

A Residential Member who has paid the prescribed dues is ineligible to vote until twenty-eight (28) calendar days have elapsed from the time a WLVN officer has received the prescribed dues payment (“Non-Voting Member”). After twenty-eight (28) calendar days have elapsed, the Residential Member becomes eligible to vote (“Voting Member”).

Each Residential Member shall have one vote, subject to a maximum of two Voting Members per discrete address (“Household”). Only a Voting Member shall have the right to become a member of the board of directors in WLVN.

2. Business Member. Any business with a business interest within the WLVN geographic boundaries and has paid the prescribed dues. A Business Member does not have voting privileges and is not eligible for positions on the Board of Directors.

#### **ARTICLE IV Membership Dues**

1. Residential and Business members shall pay annual dues, an amount of which is set by the WLVN Board of Directors on an annual basis.
2. WLVN's membership year shall be the calendar year January 1 through December 31 ("Membership Year"). Any members joining WLVN after October 31 will have the membership extended through the subsequent Membership Year.

#### **ARTICLE V Directors**

1. The Board of Directors shall be responsible for managing the affairs of the Organization. The Board of Directors will consist of a minimum of seven (7) and no more than eleven (11) Directors. The number of Directors may be decreased to not fewer than three (3) or increased to any number from time to time by amendment of this section.
2. The slate of proposed Directors shall be presented to Voting Members at the Regular Meeting held in November. Each candidate must be a Voting Member in good standing and must have agreed to accept the responsibilities of a directorship.
3. If the Voting Members approve the slate of Directors at the November meeting, the term shall begin on January 1 of the following year. Terms shall last two (2) years. If the Voting Members do not approve the slate of Directors, a new slate of Directors shall be provided within 30 days for a vote of the membership at a Special Meeting.
4. A regular meeting of the Board of Directors shall occur immediately after, and at the same place as, the annual meeting of members. The Board of Directors shall have a minimum of five regular meetings including the annual meeting.
5. Written notice of any Regular Meeting or Special Meeting of the Board of Directors shall be provided via email and posting on the WLVN website at least seven (7) days before the meeting.
6. Board of Directors meetings shall be open to all Directors, committee chairs, or individuals receiving written invitation from any officer of the corporation.
7. A majority of the Board of Directors shall constitute a quorum.

8. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, these By-Laws or the Articles of Incorporation.
9. A Director of the Board of Directors who is absent for three (3) meetings, whether excused or unexcused, shall be subject to removal from the Board of Directors by a vote of the majority of Directors.
10. A Director may be removed for cause if a majority of the Board of Directors approves the removal of the Director. A Director subject to removal for cause must be given notice of the vote at least 30 days before the meeting at which the vote will occur.
11. Any vacancy occurring in the Board of Directors by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

## **ARTICLE VI**

### **Officers**

1. West Lakeview Neighbors shall have the following officer positions (“Officers”). All Officers shall be elected by the Board of Directors. Term limits shall be two (2) successive two (2) year terms. Only members of the Board of Directors are eligible to be an Officer.
2. Officers shall be elected by the directors immediately after the membership elects the directors, at the annual meeting in November. Officer terms shall begin on January 1.

President: The President shall preside at all Board of Directors and meetings of the membership (“Regular Meetings”), and shall have general supervision of the affairs of WLVN. The President shall appoint committee chairpersons for all committees with the approval of the Board of Directors.

Vice President: The Vice President shall act as President in the absence of the President and shall be one of two appointed representatives to the LVCC Board of Directors. The Vice President shall assist the President with the President’s duties.

Treasurer: The Treasurer shall (a) sign all obligations and contracts, (b) receive and disburse all funds, (c) make available reports of all income and expenses at WLVN’s Regular Meetings, and (d) keep financial records which shall be available for inspection by the Officers and the Board of Directors. The Treasurer and Vice President shall each have the authority to individually sign WLVN checks.

Recording Secretary: The Recording Secretary shall (a) give timely notice of and keep minutes of all WLVN meetings and its Board and (b) handle all correspondence of WLVN.

Membership Secretary: The Membership Secretary shall (a) oversee the annual process of membership renewal, (b) supervise the recruitment of new members, (c) maintain the roster of WLVN Residential and Business Members and (d) notify LVCC of new members.

3. Vacancies of any Officer, other than the President, shall be filled by appointment by the President, subject to approval of the majority of the Board of Directors. Individuals who fill a vacancy shall hold office until the next slate of Officers is elected.

## **ARTICLE VII Committees**

WLVN shall have the following committees and representation on those committees. Chairs and committee members for each committee shall be appointed by the President with the approval of the Board.

1. Planning and Development Committee (“P&D”): The P&D shall focus on residential and commercial development within WLVN. The P&D acts in an advisory position. The P&D presents the issues and its recommendations to the WLVN membership. The Board of Directors shall assign Residential Members to the P&D, and P&D shall consist of the number of representatives deemed appropriate by the Board of Directors. The Chair of the P&D committee shall be appointed by the president from the board of directors.
2. The Board of Directors may alter the committees and committee participation at its discretion.

## **ARTICLE VIII Meetings**

1. Regular Meetings of the membership shall be held during the odd month of each year, the dates of which will be set by the Board of directors. Meetings shall remain consistent to provide a predictable schedule to membership. Regular Meetings are subject to change provided written notice is sent to the members at least 72 hours before the new time of the meeting. Written notice shall be provided via e-mail and the organization’s website.
2. The quorum for Regular Meetings shall be 15 members. No action may be taken at a Regular Meeting where there is not a quorum present.
3. Special Meetings of the membership may be called by the Board of Directors at its discretion. Written notice via e-mail and posting on the WLVN website must be provided at least seven (7) days before a special meeting.

4. The quorum for Special Meetings shall be 20 members. No action may be taken at a Special Meeting where there is not a quorum present.

### **ARTICLE IX Election of Directors**

1. Nominations for Directors by Voting Members shall be accepted from the floor at the meeting prior to the Annual Meeting, or directly from Voting Members, in writing, during the fourteen (14) calendar days following the September Regular Meeting.
2. Not less than seven (7) calendar days prior to the Annual Meeting, the Recording Secretary shall present to all Voting Members via email and the WLVN website the names of each of the each candidate who has been nominated.
3. Election of WLVN Directors will be held at the November Regular Meeting. Election will take place by a show of hands unless the Board or the Voting Members vote to hold the election via paper ballot.
4. No proxy votes shall be accepted for the election of Directors.

### **ARTICLE X Indemnification**

WLVN shall indemnify any and all of its Directors or Officers or former Directors or Officers or any person who may have served at its request or by its election as a Director or Officer of another corporation against expenses actually and necessarily incurred by any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been Directors or a Director or Officer of WLVN or of such other corporation, except in relation to matters as to which any such Director or Officer or former Director or Officer or person shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of duty to such matters as shall be settled by agreement predicted on the existence of liability.

### **ARTICLE XI Dissolution**

WLVN shall use its funds only to accomplish the objects and purposes specified in these by laws and no part of said funds shall inure, or be distributed to the members of the WLVN. Upon dissolution of WLVN, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, or philanthropic organization, as prescribed by the articles of incorporation.

### **ARTICLE XII Parliamentary Authority**

The current edition of Roberts Rules of Order shall be the final source of authority in all questions or parliamentary procedure when such rules are not inconsistent with the By-Laws of WLVN.

**ARTICLE XIII**  
**Books and Records**

WLVN shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Residential Members or Business Members, Board of Directors and committees having any authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

**ARTICLE XIV**  
**Waiver of Notice**

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or the By-Laws for the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XV**  
**Non-Discrimination**

WLVN does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members of our staff, clients, volunteers, subcontractors, vendors, and clients.

**ARTICLE XVI**  
**Majority Approval**

Approval of any items shall only be subject to majority approval of Voting Members present at any meeting. No proxy votes shall be accepted.

**ARTICLE XVII**  
**Amendments**

These By-Laws may be amended at any WLVN meeting called for this purpose, by an affirmative vote of two-thirds (2/3) of the Voting Members present, provided the

proposed amendment has been sent in writing, via mail or e-mail, to all Voting Members thirty (30) days prior to the date of the meeting.

Chicago, Illinois  
July 2018