

BYLAWS OF JEFFERSON PARK FORWARD

ARTICLE I. Name and Organization

SECTION 1.1

The name of the organization shall be Jefferson Park Forward ("JPF").

SECTION 1.2

JPF is organized pursuant to the Illinois General Not For Profit Act of 1986, as amended (the "Act").

ARTICLE II. Purpose and Mission

SECTION 2.1. PURPOSE

JPF is organized exclusively for charitable purposes.

SECTION 2.2. MISSION

JPF's mission is to engage residents and facilitate participation in the community through charitable work, economic and neighborhood development, volunteerism and social and civic events.

Jefferson Park Forward strives to

- Embrace an open-minded approach to new ideas and proposals
- Understand the evolving needs of the community to best grow and sustain a thriving economy
- Encourage the arts
- Be a voice for residents of Jefferson Park

Jefferson Park Forward is

- A community group
- Independent
- One with no political affiliation
- Collaborative
- Cooperative
- Open-minded
- Forward-thinking
- Broad-sighted
- One that values and embraces diversity

ARTICLE III. Membership

SECTION 3.1. CLASSES OF MEMBERS

JPF shall have three classes of members. The designation of each class and the qualifications of the members of each class shall be as follows:

1. Regular Members--Individuals over age eighteen whose primary residence is within the JPF Boundaries, as defined below, and are current in paying dues. Regular Members are eligible to vote and hold Officer or Director positions.
2. Business Members--Dues paying sole proprietorships, partnerships, limited liability companies, corporations, or any organization or association within the JPF Boundaries, as defined below, can join as a single entity. Business Members shall not have any voting privileges and shall not be eligible to hold Officer or Director positions.
3. Associate Members--Individuals over age eighteen whose primary residence is outside the JPF Boundaries and are current in paying dues. Associate Members may participate on committees but are unable to vote at general and annual meetings. Associate Members shall not be eligible to hold an Officer or Director position.

SECTION 3.2. MEMBERSHIP BOUNDARIES

The boundaries that apply to Regular Members shall be Montrose Avenue on the south; Austin Avenue to the west; Cicero Avenue, Elston Avenue and the Milwaukee District North Line railroad tracks to the east; and the North Branch of the Chicago River from Austin Ave to the Metra Milwaukee District North Line railroad tracks to the north ("JPF Boundaries").

SECTION 3.3. VOTING RIGHTS

Each Regular Member shall be entitled to one vote on each matter submitted to a vote of the Regular Members. Only Regular Members with dues paid in full for at least sixty (60) calendar days may vote.

SECTION 3.4. TERMINATION OF MEMBERSHIP

The Board of Directors by affirmative vote of two-thirds of all members of the Board may suspend or expel a member for cause ("Former Member").

SECTION 3.5. PAYMENT OF DUES

Payment of dues shall be made to the Treasurer, and the Treasurer shall maintain a record of receipt of such dues. Dues are not refundable. Dues shall be determined by a resolution of the Board of Directors and dues shall be paid annually on the member's Anniversary Date. Anniversary Date shall mean the first day of the month following the initial payment of dues.

SECTION 3.6. REINSTATEMENT AFTER TERMINATION

Upon written request signed by a Former Member filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such Former Member to membership on such terms as the Board of Directors may deem appropriate.

SECTION 3.7. TRANSFER OF MEMBERSHIP

Membership in JPF is not transferable or assignable.

SECTION 3.8. NO MEMBERSHIP CERTIFICATES

No membership certificates shall be required.

ARTICLE IV. Meetings

SECTION 4.1. ANNUAL MEETING

An annual meeting of the members shall be held on the third Thursday of September of each year for the purpose of electing members of the Board of Directors and for the transaction of such other business ("Annual Meeting").

SECTION 4.2. SPECIAL MEETING

Special meetings of the members may be called either by the President or a majority of the Board of Directors ("Special Meeting").

SECTION 4.3. GENERAL MEETINGS

General meetings of the members shall be held on the third Thursday of each month ("General Meeting"). The President or the consent of a majority of the Board of Directors may cancel a General Meeting of the members by providing notice on the JPF website at least three days prior to the meeting; however, such notice shall not be required in cases of extreme weather.

SECTION 4.4. PLACE OF MEETING

The Board of Directors may designate any place within the JPF Boundaries as the place of meeting for any annual or general meeting.

SECTION 4.5. NOTICE OF MEETINGS

Notice stating the place, date, and hour of any meeting of members shall be announced on the JPF website at least five days prior to the meeting. In case of a Special Meeting or when required by statute or by these bylaws, the purpose for which the meeting is called shall be stated in the notice.

SECTION 4.6. QUORUM

A quorum for any Annual, General or Special Meeting of JPF is defined as twenty Regular Members with dues paid in full for at least sixty (60) calendar days present at any properly announced meeting ("Membership Quorum"). No vote of the Regular Members shall be taken at a meeting of the Regular Members unless a Membership Quorum exists.

SECTION 4.7. PROXIES

There shall be no voting by proxies at any meeting.

SECTION 4.8. VOTING BY BALLOT

Voting on any question or in any election may be by voice unless the chair of the meeting shall order otherwise or a majority of Regular Members present at the meeting shall demand that voting be by ballot for those in attendance.

SECTION 4.9. ORGANIZATION OF MEETINGS

At each meeting of members, the President, or any person designated by the President, shall act as the chairperson of the meeting. The Secretary, or in the Secretary's absence, such person as the chairperson of the meeting may appoint, shall act as secretary of the meeting.

ARTICLE V. Board of Directors

SECTION 5.1. GENERAL POWERS

The affairs of JPF shall be managed by or under the direction of the board of directors ("Board of Directors" or "Board").

SECTION 5.2. NUMBER, TENURE, AND QUALIFICATIONS

The Board shall be comprised of ten (10) members: 9 (nine) voting directors, including elected officers (each, a "Director") and 1 (one) special category of non-elected, non-director officer known as President Emeritus. The overall Board shall be comprised of the President, President Emeritus, Vice President, Secretary, Treasurer, and five Director positions. Each member of the Board of Directors, with the exception of the President Emeritus, shall hold office for a two-year term upon election. The past President of JPF shall assume the role of President Emeritus upon the determination of the winner of the election for new President. The President Emeritus shall hold office until the end of the elected term of the current President at which time they will assume the role. Only a Regular Member, having served on an active committee or led a JPF sponsored project or event shall be qualified to run for and hold a position on the Board of Directors. Only a past President of JPF may serve as President Emeritus.

SECTION 5.3. REGULAR MEETINGS

A regular meeting of the Board of Directors shall be held at least two weeks prior to any Annual Meeting or General Meeting.

SECTION 5.4. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons calling a special meeting of the Board may fix any place within the JPF Boundaries as the place for holding any special meeting of the Board.

SECTION 5.5. NOTICE

Notice of any special meeting of the Board of Directors shall be given at least two days prior by email or other written notice to each Director at his or her address as shown in the JPF records. No special meeting of Directors may remove a Director unless written notice of the proposed removal is delivered to all Directors at least ten days prior to such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage prepaid. Notice of any special meeting of the Board

of Directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The purpose of any other regular or special meeting of the Board need not be specified in the notice or waiver of notice of such meeting unless specifically required by law or by these bylaws.

SECTION 5.6. QUORUM

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors ("Director Quorum"), provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting to another time without further notice. A President Emeritus shall not be subject to any attendance policy counted in determining if a quorum is present at a Board of Directors meeting.

SECTION 5.7. MANNER OF ACTING

The act of a Director Quorum at a meeting of the Board shall be the act of the Board of Directors. No Director may act by proxy on any matter.

SECTION 5.8. VACANCIES

Any vacancy occurring in the Board of Directors shall be filled by the consent of a majority of the Board of Directors at any meeting of the Board of Directors. A Director or President Emeritus appointed to fill a vacancy shall serve the unexpired term of his or her predecessor in office. A vacated President Emeritus position shall go unfilled.

SECTION 5.9. RESIGNATION AND REMOVAL OF DIRECTORS

A Director may resign at any time upon written notice to the Board of Directors. A Director may be removed by a vote of two-thirds of the members of the Board of Directors.

SECTION 5.10. INFORMAL ACTION BY DIRECTORS

The authority of the Board of Directors may be exercised without a meeting if consent is given electronically or written, setting forth the action taken, is signed by all of the Directors entitled to vote.

SECTION 5.11. COMPENSATION

Directors will not be compensated for service. By majority consent and resolution of the Board of Directors, the Directors may be paid their business expenses, if any, incurred on behalf of JPF.

SECTION 5.12. PRESUMPTION OF ASSENT

A Director present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the Secretary of JPF immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

SECTION 5.13. OFFICERS

The officers of JPF shall be a President, a President Emeritus, a Vice President, a Treasurer, and a Secretary (each, an “Officer”). In the case of a vacancy, any two or more elected offices may be held by the same person, except President, and Secretary, until such vacancy is filled by the Board of Directors in accordance with Section 5.8.

SECTION 5.14. ELECTION AND TERM OF OFFICE

Directors’ terms shall be staggered so that in any given year, no more than five of the Board of Directors shall be up for re-election. Each Director shall hold office until resignation or at such time his or her successor shall have been duly elected. No person running for or holding political or paid elected office or employed by such individual(s) shall serve as a member of Board of Directors.

Any expiring terms for Directors shall be elected annually by the Regular Members at the Annual Meeting. If the election cannot be held at such meeting, the election shall be held as soon thereafter as convenient as determined by the Board of Directors. The President, Treasurer, and two Director positions will be elected at the Annual Meeting held during even years. The Vice President, Secretary, and three Director positions will be elected at the Annual Meeting held during odd years. Directors shall take office the day after the Annual Meeting for any election held at an Annual Meeting. Any member of the Board of Directors appointed or elected at such time other than at an Annual Meeting shall take office the next day after such appointment or election.

SECTION 5.15. ELECTION OF INITIAL BOARD

The initial Board of Directors and each Director’s initial term are listed below. Henceforth, the Board of Directors shall be elected in accordance with Section 5.14.

The initial Board of Directors and terms shall be:

- President – Ryan Richter – term expiring September 2018
- Vice President – Rolando Rodriguez – term expiring September 2017
- Secretary – Marie MacDonald – term expiring September 2017
- Treasurer – Robert Van Hook – term expiring September 2018
- Board member #1 – Jenny Conlon – term expiring September 2017
- Board member #2 – Dennis Davis – term expiring September 2018
- Board member #3 – Douglas Grom – term expiring September 2017
- Board member #4 – Heidi Osterhout – term expiring September 2018
- Board member #5 – Susanna Ernst – term expiring September 2017

SECTION 5.16. PRESIDENT

The President shall be the principal executive officer of JPF. Subject to the direction and control of the Board of Directors, he or she shall be in charge of the business and affairs of JPF; he or she shall see that the resolutions and directives of the Board of Directors are carried into effect, except in those instances in which that responsibility is assigned to some other person by the Board of Directors; and, in general,

he or she shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. He or she shall preside at all meetings of the members and of the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another Officer or agent of JPF or a different mode of execution is expressly prescribed by the Board of Directors or these bylaws, he or she may execute any contracts, deeds, mortgages, bonds, or other instruments that the Board of Directors has authorized to be executed. The President may execute any such instrument individually pursuant to the President's duties if such instrument does not exceed \$500.00 in value. In executing all other instruments, the President shall execute the instrument with any other Officer authorized by the Board of Directors, according to the requirements of the form of the instrument.

SECTION 5.17. PRESIDENT EMERITUS

Upon completion of their term in office, the outgoing past President may assume the non-elected, non-director officer role of President Emeritus. A President Emeritus shall be entitled to receive all notices and information which are provided to the Board of Directors, attend all board meetings, and lead any JPF committees. A President Emeritus is not entitled to vote at Board of Director meetings, but may vote in annual meetings. A President Emeritus may resign at any time upon written notice to the elected Board of Directors and be removed by a simple majority vote of the members of the elected Board of Directors.

SECTION 5.18. VICE PRESIDENT

The Vice President shall assist the President in the discharge of his or her duties. The Vice President shall perform such other duties as from time to time may be assigned by the President or the Board of Directors. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions on the President.

SECTION 5.19. TREASURER

The Treasurer shall be the principal accounting and financial officer of JPF. The Treasurer shall (a) have charge of and be responsible for the maintenance of adequate books of account for JPF; (b) have charge and custody of all funds and securities of JPF, and for the receipt and disbursement thereof; and (c) perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors.

SECTION 5.20. SECRETARY

The Secretary shall (a) record the minutes of the meetings of the members and of the Board of Directors; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be a custodian of the corporate records; (d) keep a register of the post office address and other contact information of each member that shall be furnished to the Treasurer by such member; and (e) perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board of Directors.

ARTICLE VI. Committees

SECTION 6.1

The Board of Directors may designate and establish standing committees. Committees shall appoint a chairperson and shall recruit additional members. All committee chairperson appointments are subject to approval by the consent of a majority of the members of the Board of Directors. Decisions and votes of committees shall be presented at the Board meeting or through minutes for inclusion at General Meetings. Decisions of the committee shall not supersede the bylaws, the mission statement, or any act or vote of the Board. At the sole discretion of the Board of Directors, a committee shall be disbanded by the consent of a majority of the Directors.

ARTICLE VII. Contracts, Checks, Deposits, and Funds

SECTION 7.1. CHECKS, DRAFTS, ETC.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of JPF shall be signed by the Treasurer and another Officer.

SECTION 7.2. DEPOSITS

All funds of JPF shall be deposited from time to time to the credit of JPF in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 7.3. GIFTS

The Board of Directors may accept on behalf of JPF any contribution, gift, bequest, or devise for the general purposes or for any special purpose of JPF. Any contribution, gift, bequest, or devise may be rejected and returned by majority vote of the Board of Directors.

ARTICLE XIII. Books and Records

SECTION 8.1

JPF shall keep correct and complete books and records of account. JPF shall also keep minutes of the proceedings of its members, Board of Directors, and committees, and shall keep at the registered or principal office a record giving the names and addresses of the members. All minutes of JPF may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time. The membership list and other information gathered from members are to be used by the Board of Directors solely for conducting JPF business. This information will not be released or sold to individuals or organizations.

ARTICLE IX. Fiscal Year

SECTION 9.1

The fiscal year of JPF shall be October 1 to September 30th.

ARTICLE X. Dues

SECTION 10.1. ANNUAL DUES

The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to JPF by members of each class.

SECTION 10.2. PAYMENT OF DUES

Dues shall bestow membership upon payment, subject to the conditions and restrictions of Section 3.1 and Section 3.3. Renewal of dues shall be annually on the member's Anniversary Date.

SECTION 10.3. DEFAULT AND TERMINATION OF MEMBERSHIP

When any member of any class shall be in default in the payment of dues, membership will be suspended for a period of 30 days from the beginning of the period for which dues became payable. Membership will be terminated by the Board of Directors after 30 calendar days of non-payment in the manner provided in Article III of these bylaws. Payment of dues after 30 days will establish new membership as of the date of payment.

ARTICLE XI. Waiver of Notice

SECTION 11.1

Whenever any notice is required to be given under the provisions of the Act or under the provisions of the articles of incorporation or these bylaws, a waiver 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 XII. Indemnification

SECTION 12.1

Each person who at any time is or shall have been a Director, Officer, employee or agent of JPF, or is or shall have been serving at the request of JPF as a partnership, joint venture, trust or other enterprise (each, a "Party"), shall be indemnified by JPF in accordance with and to the full extent permitted by the Act. If authorized by the majority of Board of Directors, JPF may purchase and maintain insurance on behalf of any person to the full extent permitted by the Act. Additionally, with the consent of the majority of the Directors, the Board of Directors may indemnify any Party regardless of whether indemnification is required by the Act.

ARTICLE XIII. Amendments

SECTION 13.1

Any proposed amendments to the bylaws must be submitted to the Board of Directors in writing two months prior to the Annual Meeting. The Board of Directors must approve by a majority any amendments to be submitted to the Regular Members for voting. Any proposed amendment approved by the Board of Directors must be presented to the Regular Members one month before the Annual Meeting, Adoption

or repeal of any amendments to these bylaws or adoption of new bylaws shall require a two-thirds vote by all eligible Regular Members present at the Annual Meeting if a Membership Quorum exists at such meeting.

At the Board's sole discretion, the Board of Directors may authorize amending the bylaws at any other time, as long as any proposed amendments are presented to the Regular Members one month before the vote on such amendments.

Article XIV. Miscellaneous

SECTION 14.1. NON-DISCRIMINATION

JPF does not and shall not discriminate on the basis of race, color, religion, gender, gender expression, age, national origin, disability, marital or family status, sexual orientation, or military status, in any activities or operations.

Amended by the membership of Jefferson Park Forward, September 17, 2020