

BY-LAWS

OF THE RAVENSWOOD-LAKE VIEW HISTORICAL ASSOCIATION

ARTICLE I

NAME OF ORGANIZATION/AREA OF INTEREST

Section 1. Name of Organization.

The name of this non-profit organization shall be the Ravenswood-Lake View Historical Association ("the Association").

Section 2. Area of Interest.

The Ravenswood - Lake View Historical Association promotes and maintains interest in the history of the community of Ravenswood and the Township of Lake View and areas associated with the neighborhood of Lake View and the community of Ravenswood. The Township of Lake View is defined by Lake Michigan shore on the east, Devon Avenue on the north, Western Avenue on the west and Fullerton Avenue on the south. Areas associated with Lake View include Jefferson Township west of Western Avenue and east of The North Branch of the Chicago River to where it meets the North Shore Channel, then east of the North Shore Channel to Peterson Avenue. on the north; and the area east of Sacramento Avenue, south of Lawrence Avenue and north of Montrose Avenue.

ARTICLE II

OFFICES

The registered office of the Association shall be in the City of Chicago, State of Illinois.

ARTICLE III

GENERAL PURPOSE AND SPECIFIC OBJECTIVES

Section 1. General Purpose.

This Association is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Specific Objectives.

- a. To promote and maintain interest in the history of the Ravenswood/Lake View areas mentioned in Article I, section 2 that includes the creation of programs and exhibits that may include education and public outreach activities.
- b. To cooperate with the Sulzer Regional Library in the expansion, maintenance, and utilization the Ravenswood-Lake View Community Collection.
- c. To develop and maintain community interest by means of online and offline informational partnerships with like-minded professionals and organizations so to strengthen the function and programming of the Association.

ARTICLE IV

MEMBERSHIP

Section 1. Eligibility for Membership.

Membership in the Association shall be open to the general public who have a strong interest in the area of interest, purpose and objectives of the Association.

Membership shall be granted after completion and receipt of a membership application and annual dues. All members who seek a board membership shall be elected by the majority of the board.

Section 2. Annual Dues.

The amount required for annual dues are to be established by the Board of Directors and shall be confirmed by a majority vote of the members at the annual meeting of the full membership. Continued membership is contingent upon payment of annual dues.

Section 3. Voting Rights.

Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4. Transfer of Membership.

Membership in the Association is not transferable or assignable.

ARTICLE V

MEETINGS OF MEMBERS

Section 1. Annual Meetings.

An annual meeting of the members shall be held during the month of October at such time and place as may be fixed by the Board of Directors.

At the annual meeting the members shall elect directors and officers, receive reports on the activities of the Association, and determine the direction of the Association for the coming year.

Section 2. Notice of Meetings.

Written notice stating the place, date, and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting not less than twenty nor more than sixty days before the date of such meeting. Notice of meeting may be by regular mail, fax, electronic mail, and telephonic notice, and internet, in accordance to Illinois state law. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Association, with postage thereon prepaid.

Section 3. Record Date.

The record date for any meeting of the members shall be the date on which notice of such meeting is delivered.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. General.

The affairs of the Association shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications.

The number of Directors shall be set with no more than 15 Directors shall be elected annually by the members at the annual meeting of the members. If the election of Directors shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible.

No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.

Section 3. Board Membership.

a. In addition to appointment by existing Board members, solicitation of general membership for appointment to the Board of Directors to fill a vacancy can be made at the annual meeting of the membership and voted upon at the meeting.

b. A seventy percent (70%) attendance in a 12 month period will be accepted and regarded the norm for all Board meetings. Extenuating circumstances would be handled on a case by case basis.

Section 4. Annual Meeting.

An annual meeting of the Board of Directors shall be held without other notice than these by-laws, immediately after, and at the same place as, the annual meeting of the members.

Section 5. Other Regular Meetings.

The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board of Directors without other notice than such resolution.

Section 6. Special Meetings.

Special meetings of the Board of Directors may be called or at the request of the President or a majority of the Directors. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by them.

Notice of any special meeting of the Board of Directors shall be given at least ten days prior thereto by written or electronically (facsimile or email) to each Director at the address shown for such Director on the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid.

Section 7. Quorum.

At all meetings of the Board of Directors, a majority of the total number of Directors shall constitute a quorum for the transaction of business, provided that if less than a majority of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting to another time without further notice.

Section 8. Remote Attendance.

Directors may participate in any meeting remotely through the use of electronic devices by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

Section 9. Vacancies.

Any vacancy occurring in the Board of Directors or any directorship to be filled because of an increase in the number of Directors shall be filled by the Board of Directors. A Director elected to fill a vacancy shall serve for the unexpired term of his or her predecessor.

Section 10. Resignation.

Any Director may resign by filing a written resignation with the Secretary of the Association, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

Section 11. Reinstatement.

Upon written request signed by a former member and filed with the Secretary, the Board of Directors may by a majority vote reinstate such former Director upon such terms as the Board of Directors may deem appropriate.

Section 12. Compensation.

Directors shall not receive any compensation for their services. A Director is eligible for reimbursement by the Association for amounts paid by a Director personally for Board approved expenditures. Any such reimbursement will be recorded in the Treasurers report.

Section 13. Vacancies.

Whenever any vacancy occurs in the Board of Directors it shall be filled within a *timely fashion* by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled in the same timely manner.

Section 14. Removal.

Any member of the Board of Directors may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment, the best interest of the Association would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action both by regular mail and electronic means. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office upon notice from the secretary.

Section 15. Action without Meeting.

Any action required to be taken at a meeting of the Directors of the Association, or any other action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Directors entitled to vote with respect to the subject matter thereof.

Section 16. Proxies.

Each Director entitled to vote at a meeting of members or to express consent or dissent to association action in writing without a meeting may authorize another person or persons to act for him or her by proxy executed in writing, but not such proxy shall be voted or acted upon after six months from its date, unless the proxy provided for a longer period.

ARTICLE VII

OFFICERS

Section 1. Officers.

The Officers of the Association shall be a President, Vice-President, and Secretary-Treasurer.

Section 2. Officers as Directors.

All Officers are members of the Board of Directors and report directly to the President.

Section 3. Eligibility

Only members in good standing shall be eligible to serve as Officers of this Association.

Section 4. Election and Term of Office.

- a. The President shall serve a term of four (4) years.
- b. The Vice-President and the Secretary-Treasurer shall each serve a term of four (4) years.
- c. Terms of office shall commence and officers shall be installed as the First Order of Business under New Business at the Annual Business Meeting.

Section 5. Vacancies.

In the case of death, incapacity or resignation of the President, Vice-President, or Secretary-Treasurer, a vacancy shall be filled by the majority of the Director of the Board until the next Annual Meeting.

Section 6. Duties of President.

The duties of the President shall be:

- a. The President shall be the Chief Executive Officer of the Association with responsibility for the general supervision, direction and control of the business affairs of the Association in conformity with Association policies.
- b. The President shall serve as the Chair of the Board of Directors and with the approval of the Board of Directors shall appoint committee chairs, and shall submit the Annual Report to the general membership.
- c. The President shall preside at the Annual Meeting, the meetings of the Board of Directors, Executive Committee, Membership & Special Meetings, and shall have such powers and duties as may be prescribed by the Board of Directors.

d. It shall be the duty of the President to ensure that all Officers and members of the Board of Directors take an active part in the regular business of the Association.

Section 7. Duties of the Vice-President.

The Vice-President shall assume the duties of the President in the absence of the President or a vacancy in the office of the President.

Section 8. Secretary-Treasurer.

The Secretary-Treasurer duties shall be:

- a. The Secretary-Treasurer shall keep a correct and complete permanent record of the proceedings of the meetings and transactions of the Association.
- b. The Secretary-Treasurer shall submit full and complete records of proceedings for approval by the Board of Directors and/or general membership.
- c. The Secretary-Treasurer shall be the Chief Financial Officer of the Association.
- d. The Secretary-Treasurer shall monitor the receipts and distribution of funds of the Association and shall present quarterly financial reports to the Board of Directors.
- e. The Secretary-Treasurer shall submit an annual financial report to the Board of Directors for approval. An audit may be called, at any time, by and 2/3 vote of the Board of Directors to be performed by a Certified Public Accountant.
- f. The Secretary-Treasurer shall submit an updated membership list indicating members' status to the President and Vice-President in a timely fashion.
- g. The Secretary-Treasurer shall have such other powers and duties as may be prescribed by the Officers and Board of Directors.

Section 9. Resignation.

Any Officer may resign at any time by submitting a written resignation to the Board of Directors by electronic mail and by certified mail to the other Officers with return receipt requested.

Section 10. Action without Meeting.

Any action required to be taken by the Officers of the Association, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Officers entitled to vote with respect to the subject matter thereof.

ARTICLE VIII

COMMITTEES, SUBCOMMITTEES AND LIASONS

Section 1. General.

- a. There shall be committees, subcommittees, and liaisons as required to carry on the work of the Association.

- b. The Officers and Board of Directors are empowered to create, combine or dissolve committees, subcommittees, and liaisons, or to change their composition or responsibilities as the need may arise.
- c. The chairperson(s) of each committee and each liaison shall be appointed by the President with approval of the Board of Directors.

ARTICLE IX

FINANCES, DUES AND ASSESSMENTS

Section 1. Fiscal Year.

The Fiscal Year of the Association shall be from January 1 through December 31.

Section 2. Budget.

Fiscal and money policies shall be established by the Board of Directors. Upon recommendation of the Secretary-Treasurer, the Board of Directors shall adopt a balanced annual operating budget covering all activities of the Association.

Section 3. Dues.

- a. Dues shall be paid annually and are not refundable.
- b. Annual dues shall be due upon receipt of a statement from the Secretary-Treasurer and shall be considered delinquent within ninety (90) days thereafter.

ARTICLE X

DISSOLUTION

In the event of dissolution or final liquidation of the Association, all of its assets remaining after payment of any obligations that have been made or provided for shall be distributed to Conrad Sulzer Regional Library to be used for programming on local history to be held at Conrad Sulzer Regional Library.

ARTICLE XI

ADDITIONAL APPOINTMENTS

Appointments may be made by the President, with the approval of the Board of Directors, to carry out functions not otherwise outlined in these By-Laws.

ARTICLE XII

AMENDMENTS

The power to alter, amend, or repeal the By-Laws or adopt new By-Laws shall be vested in the Board of Directors. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The By-Laws may contain any provisions for the regulation and management of the affairs of the Association not inconsistent with law or the Association's articles of incorporation.

ARTICLE XIII

INDEMNIFICATION AND INSURANCE

a. Any indemnification under paragraphs (a) and (b) of this Section (unless ordered by a court) shall be made by the Association only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in paragraphs (a) and (b) of this Section. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, (ii) if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (iii) by the members entitled to vote, if any.

b. The Association may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Association, or who is or was serving at the request of the Association as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this Section.

c. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount.

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**ARTICLE IX
ADOPTION**

We, the undersigned Officers of the Association, verify and confirm that the foregoing By-Laws, consisting of the ___ preceding pages, have been adopted by the Board of Directors of the Association as the By-Laws of this Association.

ADOPTED AND APPROVED by the Board of Directors on this ____ day of _____, 2017

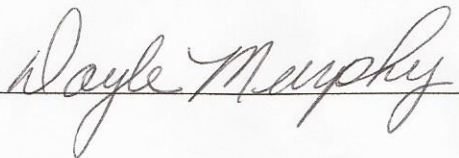
President,
Ravenswood-Lake View Historical Association.



PATRICK BUTLER

Printed Name

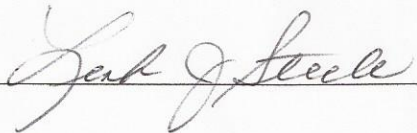
Vice-President,
Ravenswood-Lake View Historical Association.



DAYLE MURPHY

Printed Name

Secretary-Treasurer,
Ravenswood-Lake View Historical Association.



Leah J. Steele

Printed Name