

Bylaws of Chicago Grand Neighbors Association

Article I Name

This charitable organization shall be known as Chicago Grand Neighbors Association and may be referred to hereinafter as CGNA.

Article II Mission Statement

- 1) To provide a community liaison with the Alderman and other public officials.
- 2) To take a proactive role in future land use planning including density, parking, green space, congestion, and building heights.
- 3) To encourage and support the preservation, renovation, and, whenever appropriate, adaptive reuse of the historic building stock in the neighborhood.
- 4) To promote and endorse a clean, safe and stable neighborhood with an improved quality of life while respecting the diversity of all CGNA neighbors.
- 5) To provide and foster a social outlet among all CGNA neighbors.
- 6) To promote community discussion and sharing of information.
- 7) To maintain a vital mix of residential, commercial and institutional uses that is essential to a balanced urban setting.

Article III Non-Discrimination

Activities supportive of the CGNA mission shall be carried on without reference to race, creed, or national origin in cooperation with governmental, religious, charitable, and other educational, civic, scientific, or community organizations. The organization itself shall not become involved in campaigns for political office. CGNA shall not directly or indirectly discriminate against any person or organization for reason of race, creed, color, sex, age, religion, disability, national origin, ancestry, marital status, sexual orientation, parental status, or military discharge status.

Article IV Area of Operation

The area of operation shall be that part of the City of Chicago with the following boundaries: Chicago Avenue on the north, Grand Avenue on the south, Ashland Avenue on the east, and Damen Avenue on the west.

Article V Office

The principal office of CGNA shall be in the State of Illinois, City of Chicago. CGNA may have other such offices as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

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Article VI
Membership

Section VI.1. General Powers

The property and affairs of CGNA shall be overseen by its membership. The membership shall delegate all matters of governance to the Board of Directors.

Section VI.2. Duties

The duties of the membership are to: (1) nominate and elect a Board of Directors; (2) create and participate in committees of the membership; (3) adopt, alter, amend or repeal the Bylaws; (4) pay such annual dues as shall be determined by the Board of Directors; (5) assist with the operations of CGNA when called upon by the Board of Directors; and (6) participate in membership and other functions not specified herein which advance the purposes of CGNA.

Section VI.3. Classes of membership and Qualifications

CGNA shall have two classes of membership. The designation, dues, and the qualifications for membership in each class shall be as follows:

Section VI.3.A. Residential Membership

Residential members shall be all persons 18 years of age and older who reside (live-in owners or renters) in the CGNA area of operation and who have paid their annual dues of \$20 for an individual, \$25 for a family, \$10 for seniors 65 years or older. Dues may be waived or reduced in special cases, in the Board's sole discretion. Voting rights shall extend to Residential members with a maximum of 2 voting members per household or dwelling.

Section VI.3.B. "Friends of CGNA" Membership

"Friends of CGNA" members shall be any civic group, social club, religious institution, non-profit organization, block club, non-resident landlord or property owner, realtor, or business located in the CGNA area of operation or nearby and that has paid its annual dues of \$40. "Friends of CGNA" members shall not have voting privileges. "Friends of CGNA" members are welcome to attend all meetings to comment and contribute opinions on matters concerning the neighborhood provided annual dues of \$40 are paid 30 days prior.

Section VI.4. Dues and Benefits

Dues and benefits of membership shall be determined annually by the Board of Directors. Membership in CGNA shall lapse each calendar year unless dues are paid for the succeeding year. Calendar year is defined as January 1 to December 31. There are no prorations on dues. However if a member joins October 1 or later, membership is valid for the following year

Section VI.5. Annual Meeting

The annual meeting of the membership shall be held on a date between the period of January 1st and March 31st as designated by the Board of Directors. Meetings are open to all and participation in these meetings is strongly encouraged. Annual dues for any new individual members eligible to vote at the annual meeting must have been paid in full at least 20 days prior

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to the date of the annual meeting. Proof of address such as photo ID or utility bill in voting person's name will be required to be eligible to become a voting member. Existing members may renew their membership by remitting their dues at the annual meeting prior to voting.

Section VI.6. Special Meetings

Section VI.6.A. Called by members

Special meetings of the membership may be called at the request of the President or upon action of the Board of Directors, or upon the request of not less than one quarter of the members in good standing who have signed a petition stating the purpose, time and place of the special meeting.

Section VI.6.B. Special meetings to consider development proposals or other community concern

The President or the Board of Directors may call a meeting of the membership to poll community opinion regarding proposed development within the community for purposes of presenting community input to the Alderman in cases of zoning variance or other issues of community concern. Such a meeting may be called coincident to a public hearing resulting from a zoning change request so that a CGNA member opinion can be ascertained. At such meetings, opinion of members in good standing shall be tallied by secret ballot on a yes/no vote concerning the proposed development, zoning variance, or other community concern and counted by the Secretary or most senior member of the Board of Directors present.

Section VI.7. Quorum

Ten members in good standing shall constitute a quorum for the transaction of business at any meeting of the membership.

Section VI.8. Proxies

There shall be no proxies. At any meeting of the membership, a member entitled to vote will vote in person.

Section VI.9. Manner of Acting

The act of a simple majority of the members present at a meeting which has been legally convened shall be the act of the membership of CGNA. Business shall be conducted in a manner that is consistent with parliamentary procedures.

Section VI.10. Removal

Any member may be removed at a regular or special meeting of the Board of Directors by a two-thirds vote of the Board, when in its judgment such member has ceased to meet the qualifications for membership or to perform the duties of membership, or when in the judgment of the Board the best interests of CGNA will be served thereby.

Section VI.11. Resignation

Any member may resign from the membership at any time by giving notice to the Secretary or President of CGNA.

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Section VI.12. Inurement

No part of the net earnings of CGNA shall inure to the benefit of, or be distributable to the members of CGNA.

Section VI. 13. Compensation

No member shall receive any remuneration for services as a member in CGNA.

Section VI.14. Transfer of Membership

Membership in CGNA is not transferable or assignable.

Article VII Board of Directors

Section VII. 1. General Powers

The property and affairs of CGNA shall be managed by its Board of Directors. The Board may delegate any of its powers that it may deem judicious to such committees, councils or other groups as it shall create, while ensuring that such entities are held fully accountable to the Board of Directors.

Section VII.2. Duties

The duties of the Board of Directors are to: (1) ensure that the goals and objectives of CGNA are implemented; (2) develop programs and activities that promote the mission of CGNA; (3) evaluate all programs; (4) approve an annual budget; (5) monitor finances; (6) take measures necessary to assure CGNA's compliance with the law and these Bylaws; and (7) fulfill any other function that furthers the purposes of CGNA.

Section VII.3. Number, Tenure, Qualifications

The number of Directors of the Board, including Officers, shall be nine. Each Director shall serve a term of three years following election to the Board, or, if sooner, until the Director becomes disqualified to hold office. Each Director shall hold office for the term elected and until his or her successor shall have been elected. Directors must be members of CGNA in good standing at the time of election and throughout the term served. Directors must reside in the CGNA area of operation. No person running for or holding political office shall serve as a Director of the Board.

Section VII.4. Elections

A Nominating Committee shall be appointed by the President and approved by the Directors and shall be a standing committee of the Board of Directors, which shall determine the terms of service for committee members. The Nominating Committee shall be responsible for conducting the elections of all Directors to the CGNA Board and notifying candidates of the results. One-third of the entire Board of Directors shall be elected each year by the membership at the annual meeting. Directors shall take office at the Board meeting following the annual meeting.

The Nominating Committee shall be constituted of at least three Directors of the Board and at least two members in good standing who are not Directors of the Board. The Chairperson of the Nominating Committee shall be appointed by the President and shall be a current or former member of the CGNA Board of Directors.

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Any member or Director may nominate an individual member as defined in these Bylaws, for the Board of Directors at any time during the year and until thirty days in advance of the annual meeting. It shall be the responsibility of the Nominating Committee to ensure that each nominee meets all qualifications for the Board of Directors and for any specific office. The Nominating Committee shall have the authority to nominate any additional qualified members of CGNA for the Board of Directors or for a specific office at its discretion anytime up to and during the annual meeting.

Section VII.5. Meetings

Meetings of the Board of Directors shall be held as needed, at such place, times and upon such notice as the Board of Directors may determine within its discretion.

Section VII.6. Executive Session

Executive session may be called by a simple majority vote of the Directors at a legally convened meeting. Executive session will be closed to all except the Board of Directors, unless the Board of Directors chooses to invite additional individuals for the purpose of clarifying any issues before the Board. Executive session may be called in the case of sensitive matters, or other such matters that could have a detrimental impact upon CGNA if discussed in an open meeting.

Section VII.7. Quorum

One-half of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. A Director may attend any meeting of the Board of Directors through use of a conference telephone or other communications equipment so long as all persons participating in the meeting can communicate with one another.

Section VII.8. Proxies

There shall be no proxies. At any meeting of the Board of Directors, a Director will vote in person.

Section VII. 9. Manner of Acting

The act of a simple 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 law or by these Bylaws.

Section VII. 10. Orientation

The retiring and remaining Directors of the Board are responsible for orienting newly elected Directors as soon as possible following elections. Retiring Directors shall turn over to the Secretary of CGNA all appropriate documents and records pertaining to the corporation and its business.

Section VII. 11. Removal

A Director may be removed from the Board after three or more, whole or partial absences from meetings of the Board without cause, during any twelve-month period. Any Director may also be removed at a meeting of the Board by a two-thirds vote when in its judgment the best interests of CGNA shall be served thereby.

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Section VII. 12. Resignation

Any Director may resign from the Board of Directors at any time by giving written notice to the President or Secretary. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to become effective.

Section VII. 13. Vacancies

Any vacancy occurring in the Board of Directors or any Directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of a simple majority of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of the Director he or she succeeds.

Section VII. 14. Inurement

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to Directors of the Board.

Section VII.15. Compensation

No Director shall receive any remuneration for services as a Director. When authorized by the Board of Directors, reimbursement may be made for reasonable travel and other out-of-pocket expenses incurred in discharging official duties as prescribed by the Board of Directors.

Section VII.16. Conflict of Interest

Directors should scrupulously avoid voting on, or lobbying on behalf of, any issue before the CGNA Board in which the Director also has a personal or financial interest, or in which an entity of which the Director is an Officer, Director, or General Partner, has a financial interest. If a conflict of interest is present it should be disclosed to the Board and a decision reached whether the conflict of interest requires the Director to abstain from voting or other involvement in the matter.

Article VIII

Officers

Section VIII. 1. Officers

The Officers of the Board of Directors shall be the President, Vice President, Treasurer, Secretary, and such other offices which may be created by the Board. No two offices may be held by the same person.

Section VIII.2. Elections and Term of Office

Officers shall be elected by the membership at the annual meeting of the membership. Officers elected shall hold office for a term of three years and until their successors are duly elected.

Section VIII.3. Removal

Any Officer may be removed by a vote of two-thirds of the Directors whenever in their judgment the best interests of CGNA would be served thereby.

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Section VIII.4. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled for the unexpired portion of the term by a simple majority vote of the Board of Directors. Vacancies may be filled and new offices may be created and filled at any meeting of the Board of Directors.

Section VIII.5. President

The President shall preside at all meetings of the membership and the Board of Directors. Subject to the direction and mandate of the Board, the President shall be in charge of the property and affairs of CGNA; shall see to it that the resolutions and directives of the Board and membership are carried into effect except in those instances in which that general responsibility is assigned to some other person by the Board; shall appoint all chairpersons of committees, subject to Board approval; shall serve as an ex officio member of all committees; and, in general, shall discharge all duties as may be prescribed by the Board of Directors.

The President or such person designated by the President shall make a report to the membership at the annual meeting. The President may execute for CGNA any contracts, or other instruments which the Board has authorized to be executed; the President may accomplish such execution either individually or with any other Officer authorized by the Board, according to the requirements of the form or instrument.

Section VIII.6. Vice President

In the absence of the President or in the event of the President's inability to act, the Vice President shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section VIII.7. Treasurer

The Treasurer shall be the principal financial officer of CGNA and shall oversee all financial transactions. The Treasurer shall: (1) see to it that adequate financial books and records are instituted and maintained for CGNA; (2) be responsible for custody of all funds and securities of CGNA; (3) ensure that all payments due by CGNA are paid; (4) ensure that all monies due and payable to CGNA are received, that receipts are given, and that these monies are deposited in the name of CGNA in such banks or other depositories as shall be selected by the Board of Directors; (5) be responsible for the budget and a year-end statement to the Board of Directors; (6) furnish an accounting on all financial matters to the Board of Directors at each of its meetings; and (7) present a financial statement to the members at their annual meeting **and at any other timed deemed reasonable.**

The Treasurer shall also perform all other duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section VIII.8. Secretary

The Secretary shall: (1) keep minutes of all meetings of the membership and of the Board of Directors; (2) see to it that all notices of meetings are duly given (3) oversee the corporation's records; keep a register of the names and addresses, phone and facsimile numbers of each Director and member; (4) verify the roster of paid members; (5) officially count all contested votes; and, (6) in general, perform all duties incident to the office of Secretary and such other

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duties as from time to time may be assigned by the President or Board of Directors.

Article IX Committees and Councils

Section IX. 1. Standing Committees

The Board of Directors may designate and establish standing committees that in the management of CGNA shall have, and exercise the authority of, the Board of Directors. The President shall appoint Chairpersons of each committee, who shall typically be Directors of the Board. The committee chairperson shall recruit additional members of the committee who need not be Directors. Such persons shall have demonstrated an interest in and knowledge of the subject of that committee's work. All committee appointments are subject to approval by the Board of Directors, which shall also determine the terms of service for all committee members.

Section IX.2. Committees of the Members

If the membership creates a committee, it shall be chaired by a Director of the Board who will report on the committee to the Board of Directors at the regular Board meetings. All members of any committee must be members in good standing of CGNA.

Section IX.4. Other Committees and Councils

The Directors may from time to time create other committees and councils at a regular or special meeting of the Board of Directors. The direction and guidelines of such groups shall be provided by the Board of Directors. The chairpersons of such groups shall be appointed by the President, subject to approval by the Board of Directors.

Section IX.5. Removal

Any chairperson of a committee may be removed by a two-thirds vote of the Board of Directors whenever in its judgment the best interests of CGNA would be served thereby.

Section IX.6. Quorum

A simple majority shall constitute a quorum, unless otherwise provided for in the resolution of the Board of Directors designating a committee or council.

Section IX.7. Rules

Each committee or council may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

Section IX.8. Vacancies

Vacancies in the membership of any committee or council may be filled in the same manner as provided in the case of the original appointments.

Section IX.9. Prohibitions

No committee shall have the authority to: (1) amend or repeal the Bylaws; (2) amend or repeal the Articles of Incorporation; (3) elect, appoint or remove any Director, Officer or committee

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member of CGNA; (4) adopt a plan of merger or consolidation; (5) authorize the sale, lease, exchange or mortgage of all or substantially all of the property of the corporation; (6) authorize dissolution; (7) adopt plans for distribution of the assets; or (8) amend, alter or repeal any resolution of the Board of Directors.

Article X Business Administration

Section X.1. Contracts

The Board of Directors may authorize any Officer or Officers, employee or employees, agent or agents of CGNA, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute any contract or execute and deliver any instrument in the name of and on behalf of CGNA, and such authority may be general or confined to specific instances.

Section X.2. Payments

All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of CGNA in excess of a threshold determined by the Board of Directors shall be signed by two Directors of the Board, one of whom must be the Treasurer or other Officer.

Section X.3. Deposits

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

Section X.4. Funds

The Board of Directors, President, or their designees may accept on behalf of CGNA any contribution, gift, bequest or devise for the general purpose or for any special purpose of CGNA. All funds collected on behalf of CGNA will be used for activities that directly benefit the neighbors within the boundaries outlined. These activities include clean-up, meeting expenses, social events, etc. and any other activity that the Board, in its sole discretion, deems neighborhood related. In the event of a dissolution of the Association, all assets will be distributed to Erie Community House, or any other neighborhood group, activity, etc. that the Board designates.

Section X.5. Special Powers

In order to acquire funds for the purposes of CGNA, the Directors shall have the power to: (1) hold or sponsor fundraising events; (2) borrow funds and give evidence of indebtedness; (3) prepare and submit proposals and receive grants; and (4) hire consultants to advise the Board of Directors on matters relating to the CGNA's organization, administration, and programs.

Article XI Books and Records

CGNA shall keep: (1) correct and complete books and records of accounts; (2) minutes of the proceedings of membership, Board, and committee meetings; and (3) at its principal office, a record of the names, phone and facsimile numbers, and e-mail addresses of its members and Directors. All books and records of CGNA, except confidential legal records, may be inspected by

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any Director, Director's agent or attorney, authorized members, or public officials, for any proper purpose and at any reasonable time.

Article XII
Fiscal Year

The fiscal year of CGNA shall begin on the first day of January and end on the last day of December in each year.

Article XIII
Indemnification

Section XIII.1. Indemnification In Actions

CGNA shall have the right but not the obligation to indemnify any present or former Director of the Board, Officer, employee, or agent of the corporation, and may indemnify any other person who was or is a party, or is threatened to be made a party to, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative for such reasonable expenses (including attorneys' fees) and for such judgments, fines and amounts paid in settlement as the Board of Directors may determine.

Section XIII.2. Insurance

CGNA may but shall not be obligated to purchase and maintain insurance with limits to be established from time to time by the Board of Directors on behalf of any person who is or was a Director, Officer, employee, or agent of CGNA or who is or was serving at the request of CGNA 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 such a capacity, or arising out of such person's status as such, whether or not CGNA would have the power to indemnify such person against such liability under the provisions of this Article.

Article XIV
Agents and Representatives

The Board of Directors may appoint such agents and representatives of CGNA with such powers and to perform such acts or duties on behalf of CGNA as the Board of Directors may authorize, so far as is consistent with these Bylaws, to the extent permitted by law.

Article XV Legislative or Political Activities

CGNA shall not attempt to influence legislation or participate to any extent in the political campaign for or against any candidate for public office.

Article XVI
Amendments

The Bylaws of CGNA may be amended or repealed and new Bylaws may be adopted by a two-thirds vote of the Board at any meeting, and later brought before the CGNA membership for a

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simple majority vote of those present for ratification.

Article XVII
Compliance

Should any policy or practice of CGNA or its Board of Directors fail to comply with the law or these Bylaws, it is the right and responsibility of the Board to take measures necessary to effect such compliance and to do so as expeditiously as is possible.

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