

# BYLAWS OF Buena Park Neighbors, Inc.

## ARTICLE I — NAME AND PURPOSE

*Section 1 — Name:* The name of the organization is **Buena Park Neighbors, Inc. (“BPN”)**. BPN is a not-for-profit corporation incorporated under the laws of the State of Illinois.

*Section 2 — Purpose:* **BPN** is organized exclusively for charitable civic purposes.

**The specific purposes of BPN are:**

- **To preserve, promote, and develop Buena Park as a stable, diverse residential community, while protecting and enhancing Buena Park as a National Historic District;**
- **to encourage and foster mutual understanding and goodwill among residents, police, city agencies, and businesses in Buena Park; and**
- **to engage in such activities as will promote civic pride and community welfare.**

*For the purposes of these bylaws Buena Park is defined as the neighborhood bounded by the south side of West Montrose Ave, the west side of North Marine Dr., the north side of West Irving Park Rd., and the east wall of Graceland Cemetery.*

## ARTICLE II — MEMBERSHIP

*Section 1 — Eligibility for membership:* Voting membership shall be open to any current Buena Park resident, property owner, or business operator that supports BPN’s mission. Membership is granted after completion and receipt of a membership application and annual dues.

*Section 2 — Non-voting membership:* Non-voting membership will be available to anyone or any organization that supports BPN’s mission and pays annual dues. The Board shall have the authority to establish and define non-voting categories of membership.

*Section 3 — Annual dues:* The amount required for annual dues shall be determined by a majority vote of the Board. Continued membership is contingent upon being up-to-date on membership dues.

## ARTICLE III — MEETINGS OF MEMBERS

*Section 1 — Regular and Special meetings:* Meetings of the members shall be held at the discretion of the Board, at a time and place designated by the Board.

*Section 2 — Annual meetings:* An annual meeting of the members shall take place once per calendar year, the specific date, time and location of which will be designated by the Board. At

the annual meeting members shall vote to elect Directors and will receive a report on the activities and finances of the association.

*Section 3 — Notice of meetings:* Notice of the annual meeting shall be given to each voting member at least five but no more than sixty days prior to the meeting, in a manner to be determined by the Board. Notices of meetings posted to BPN’s website shall be deemed delivered to all members.

*Section 4 — Quorum:* The members present at any properly announced meeting shall constitute a quorum.

*Section 5 — Voting:* All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. No members may vote by proxy or through absentee voting.

#### **ARTICLE IV — BOARD OF DIRECTORS**

*Section 1 — Board role, size, and compensation:* The Board of Directors (the “Board”) is responsible for the overall policy and direction of BPN, and shall delegate responsibility of day-to-day operations to the officers, staff and committees. **The Board shall have up to 8, but not fewer than 3 Directors.** The Board shall receive no compensation other than reasonable expenses.

*Section 2 — Terms:* All Directors shall serve one year terms.

*Section 3 — Meetings and notice:* The Board shall meet at least twice a year, at an agreed upon time and place. Special Board meetings may be called with the approval of at least 1/3 of the Board. All Board meetings require at least five and no more than sixty days’ notice. At the discretion of a majority of the Board, Directors may utilize technologies that allow them to participate without being physically present.

*Section 4 — Board elections:* New Directors and current Directors shall be elected or re-elected by the voting representatives of members at the annual meeting. Directors will be elected by a simple majority of members present at the annual meeting. Directors must be at least 18 years old.

*Section 5 — Election procedures:* A slate of prospective board members representing BPN’s diverse constituency will be prepared by the Board prior to the annual meeting and presented for voting on by the members. In addition, any member can nominate a candidate to the slate of nominees. All members will be entitled to one vote for each candidate.

*Section 6 — Quorum:* A quorum must be attended by at least fifty percent of board members for business transactions to take place and motions to pass.

## **ARTICLE V — OFFICERS**

*Section 1 — Officers and Duties:* After the election of the Board of Directors at the Annual Meeting the Board shall appoint at least four officers, consisting of a President, Vice-President(s), Secretary and Treasurer. Their duties are as follows:

*The President* shall convene regularly scheduled meetings, shall preside or arrange for other officers to preside at meetings, shall act as a general point of contact for the organization, a leader to the BPN officers and committee chairs, and act as a liaison to the Board of Directors as needed.

*The Vice-President(s)* shall assist the President in his or her duties.

*The Secretary* shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

*The Treasurer* shall assist in the preparation of the budget, help develop fundraising plans, and make financial information available to the Board of Directors and the public.

*Section 2 — Vacancies:* An officer may resign at any time by giving notice to the President. The Board may remove an officer for any reason at any time. The Board of Directors shall fill any officer vacancies in a manner and timeframe determined by the Board.

## **ARTICLE VI — COMMITTEES**

*Section 1 — Executive Committee:* The officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

*Section 2 — Committee formation:* The Executive Committee shall create committees as needed, such as Social, Events, Media, Green, etc. The Executive Committee shall appoint all committee chairs.

*Section 3 — Finances:* The Executive Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with committee chairs, staff and other board members. The Board of Directors must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board. The

fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board of Directors showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

#### **ARTICLE VII — STAFF**

*Section 1 — Executive Director:* The Board of Directors has the authority to hire an executive director. The executive director, if hired, shall have day-to-day responsibilities for the organization, including carrying out the organization’s goals and policies, and supervising the Executive Committee. The executive director will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary.

#### **ARTICLE VIII — AMENDMENTS**

*Section 1 — Amendments:* These bylaws may be amended when necessary by two-thirds majority of the board of directors.

*Section 2 – Dissolution:* Dissolution of BPN shall require calling a special meeting and the approval of 2/3 majority of the members. The Board of Directors will be responsible for dissolving the corporation in a manner complying with all applicable laws.

#### **ARTICLE IX — INDEMNIFICATION; INSURANCE**

*Section 1 — Indemnification:* SECTION 1. Any officer or director who is made a party or is threatened to be made a party to or is involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a “Proceeding”), by reason of the fact that such person, or any other person for whom such person is the legal representative, is or was a director, or officer of BPN or is or was serving at the request BPN as a director, officer, employee or agent of another corporation, partnership, limited liability company, joint venture, trust or other enterprise, including, without limitation, service with respect to an employee benefit plan (hereinafter, an “Indemnitee”), whether the basis of such Proceeding is alleged action in an official capacity as a director or officer or in any other capacity while so serving, shall be indemnified and held harmless by BPN to the full extent authorized by Illinois law, against all expense, liability and loss (including, without limitation, attorneys’ fees, costs and charges, judgments, fines, and excise taxes, penalties and amounts paid or to be paid in settlement) actually and reasonably incurred or suffered by such Indemnitee in connection therewith.

*Section 2 – Insurance:* BPN shall purchase and at all times maintain Director’s & Officer’s insurance for the benefit of the Indemnitees described in Article IX, section 1, in an amount to be determined at the discretion of the Board.

**CERTIFICATION**

These bylaws were approved at a meeting of the board of directors by a two- thirds majority vote on **September 12, 2016**.

By: \_\_\_\_\_

Its: \_\_\_\_\_