

The WPC was established as a not-for-profit organization in 1973 and certified by the Secretary of State on February 6, 1974 (certificate #22164). It was formed exclusively for one or more of the purposes as specified in the Illinois Not-For-Profit Corporation Act and ' 501(c)(3) of the Internal Revenue Code.

## WICKER PARK COMMITTEE BYLAWS

### ARTICLE I: GENERAL DESCRIPTION

Section 1.1 Name. The name of this corporation shall be the Wicker Park Committee (WPC).

Section 1.2 Purpose. The WPC was established as a not-for-profit organization in 1973 and certified by the Secretary of State on February 6, 1974 (certificate #22164). It was formed exclusively for one or more of the purposes as specified in the Illinois Not-For-Profit Corporation Act and § 501(c)(3) of the Internal Revenue Code. The net earnings of WPC shall be devoted exclusively to designated tax-exempt purposes and shall not inure to the benefit of any representative of WPC or private individual, provided, however, that any individual may, from time to time, be reimbursed for his or her actual and reasonable expenses incurred in connection with the administration of the affairs of WPC.

Section 1.3 Boundaries. The WPC serves the community bounded by Bloomingdale Street to the north, Division Street to the south, Ashland Avenue to the east, and Western Avenue to the west.

Section 1.4 Mission Statement. WPC celebrates the rich cultural diversity and historic character of the neighborhood. WPC fosters dialogue and activities among its residents, businesses, organizations and government agencies and officials. Representing the views of its constituency, WPC addresses issues of city services, safety, preservation, education and other areas of interest to the community.

### ARTICLE II: GENERAL MEMBERSHIP AND MEETINGS

Section 2.1 Designation of Members. WPC shall have six classes of membership as follows:

<b>Classes</b>	<b>Description</b>	<b>Voting Rights</b>
Individual Member	Individual who lives in owns property in the area designated in Section 1.3 excluding PO Box	One vote per household address;

Household Member	Household or family who lives in or owns property in the area designated in Section 1.3 excluding PO Box	Two votes per household address;
Business Member	Business that is located in the area designated in Section 1.3(including unit number) excluding PO Box	One vote per business address
Individual Associate	Individual that supports the mission of the WPC	No voting rights
Household Associate	Household or family that supports the mission of the WPC	No voting rights
Business Associate	Business that supports the mission of the WPC	No voting rights

Section 2.2 Dues. Dues are to be paid either annually or bi-annually.

Section 2.3 Voting Privileges. Any individual, at least 18 years of age, may cast only one vote regardless of multiple memberships. New voting members shall be eligible to vote 20 days after membership payment. Previous voting members who let their membership lapse for longer than three months must fulfill the requirements of new members. All votes must be cast in person: voting by proxy or absentee ballot is not permitted.

Section 2.4 Authority of Members. Individual, household and business members of WPC shall have authority to vote on (a) election of directors; (b) any proposal of merger, consolidation or dissolution; and (c) all other matters determined by the Board of Directors or required by Illinois law, the Articles of Incorporation, or these Bylaws.

Section 2.4 Annual Meeting. An annual meeting of members to elect Directors, and to transact such other business as may properly come before the meeting, shall be held each year in November at such date, time, and place as may be fixed by the Board of Directors.

Section 2.5 Termination, Expulsion, or Suspension of Members. After notice and a hearing, the Board of Directors may expel a member for cause by a two-thirds affirmative vote of all Directors.

## ARTICLE III: MEETINGS

Section 3.1 Regular Membership Meetings. Regular membership meetings shall be held monthly at the time and place determined by the Board of Directors. The Board may choose to skip one summer month and may choose to have a holiday party in lieu of the December membership meeting. Notice of regular membership meetings is required.

Section 3.2 Special Membership Meetings. The President may call a special meeting upon forty-eight (48) hours notice to the members. The notice of a special meeting shall state the purpose of the special meeting and may be written or oral.

Section 3.2 Quorum. A quorum for the conduct of business at any membership meeting shall consist of ten percent (10%) of the current membership. When a quorum is present at any meeting, the vote of the majority of eligible voting members present shall decide any question brought before such meeting except as provided by Illinois law, the Articles of Incorporation, or these Bylaws.

Section 3.3 Voting Procedure. Members shall cast their vote by written ballot. All voting members present at each general or special meeting will be given a ballot form for completion and must vote either "for," "against," or "abstain" on each issue brought before the membership. Ballots must be given to a Board member prior to the voting member's departure. Voting by proxy is not permitted.

## ARTICLE IV: BOARD OF DIRECTORS

Section 4.1 General Powers. The business and affairs of WPC shall be conducted by the Board of Directors in accordance with the direction of the membership, Illinois law, the Articles of Incorporation, or these Bylaws.

Section 4.2 The Board of Directors. The Board of Directors shall consist of not fewer than nine (9) and no more than fifteen (15) voting members of the WPC. All WPC officers and committee chairs/committee co-chairs shall be members of the Board of Directors. The Board of Directors shall be elected in the manner established in Article VI.

Section 4.3 Purpose and Authority. The Board of Directors shall give guidance to and manage the affairs of the WPC and its committees subject to the direction of the general membership. The Board of Directors shall have the authority to act in the name of the WPC on routine matters and, in the event an emergency arises, act on matters which cannot be postponed until a regular or special meeting of the general membership. The Board may appoint WPC members to perform specific tasks and to chair subcommittees. The Board may create whatever subcommittees or task forces required to support the WPC and to dissolve the same. All significant actions taken by the Board shall be reported to the WPC membership at the next general membership meeting. No single member of the Board other than the President shall represent the WPC in an official capacity without the Board's or the President's approval.

Section 4.4 Meetings. The Board of Directors shall meet on a regular basis and hold no fewer than five (5) regular meetings during the fiscal year. The Board will provide notice of Board meetings to WPC members. Any voting member of the WPC may attend the meetings of the Board of Directors as an observer, but may not participate in discussions unless invited to do so by the Board President. The Board may meet in executive session without prior notice.

Section 4.5 First Meeting of New Board. Outgoing Directors shall be invited to the first meeting of the new Board. All documents, records and accounts shall be transferred between the officers and the committee chairs at this meeting to assure that the organization's records are preserved as per Article V.

Section 4.6 Special Meetings. The President may call a special meeting of the Board of Directors whenever he or she deems it necessary, and the President shall call a special meeting whenever requested to do so in writing by a majority of the Board of Directors. Such special meetings may be held either in-person or by telephone or other publicly assessable electronic means, provided that the notice to WPC members includes instructions to members of how to access such electronic means.

Section 4.7 Quorum. A majority of the Directors shall constitute a quorum for the conduct of business at any meeting of the Board of Directors. Board members may attend and vote in Board meetings by telephone or other electronic means. The President of the meeting will cast a vote only in the event of a tie. All other Directors present either in person or by electronic means shall be entitled to one (1) vote, and the vote of a majority of the Directors present in person or by electronic means at a meeting at which a quorum is present shall be the action for the Board of Directors unless a greater number is specifically required by these Bylaws, by the Articles of Incorporation, or by Illinois law.

Section 4.8 Voting Procedure. Directors shall cast their vote by a show of hands on each issue. Voting by proxy is not permitted.

Section 4.9 Ethical Obligations. While acting in their official capacities, Directors are under a duty to act ethically and in the best interests of the WPC. To exemplify, Board members shall abstain from voting at any board meeting on any issue in which they have a financial interest or other conflict of interest. While acting in their official capacities, Directors shall act in compliance with the votes of the general membership and/or the Board. Directors shall not use their title when expressing their personal opinions, but only when representing the views of WPC.

Section 5.0 Compensation. Directors shall not receive compensation for their services as such, although the reasonable expenses of Directors related to their responsibilities may be paid or reimbursed by WPC with the approval of the Treasurer.

## ARTICLE V: DUTIES OF OFFICERS

Section 5.1 Officers. WPC shall have a President, a Vice President, a Secretary, a Treasurer, and a Director. Each Officer shall attend membership meetings and board meetings and shall participate actively in the work of the Board of Directors. With the agreement and approval of the President and the Officers involved, the duties described below may be reassigned among members of the Board.

Section 5.2 President. The President shall preside over meetings of the membership and the Board of Directors and shall see that the policies approved by the membership and the Board are carried into effect. The President shall prepare agendas for these meetings. The President shall coordinate the work of other Officers, Directors, and Committees. The President shall be an ex-officio member of all committees, except the Nominating Committee. In the absence of the Secretary, the President shall appoint a person to act as Secretary of a particular meeting. The President shall have served at least one full term as a Board member on the WPC Board of Directors in the previous three years.

Section 5.3 Vice President. The Vice President shall assist the President in carrying out the programs of WPC. In the event of the prolonged absence or disability of the President, the Vice President shall perform the duties of the President and, when so acting, shall have all the authority and duties vested in the President. In the event the President does not serve a full term of office for any reason whatsoever, the Vice President shall succeed to that position until the next regular election.

Section 5.8 Secretary. The Secretary shall attend meetings of the Board of Directors and the membership and shall keep accurate minutes of all such meetings for the permanent WPC record. These minutes shall be published to the membership. The Secretary shall be given all WPC documents prepared or received by the WPC during his or term in office, including, but not limited to, agendas, minutes, and outgoing and incoming correspondence. The Secretary shall maintain two electronic copies of these documents. One set of the documents shall be stored in a safety deposit box and the other set shall be transferred to the incoming Secretary at the first meeting of the new Board referenced in Section 4.5.

Section 5.9 Treasurer. The Treasurer shall collect and have custody of the WPC's funds and shall keep full and accurate accounts of all receipts and disbursements. The Treasurer shall create a budget based on the previous year's expenditures and requests of other Directors. The Treasurer shall review the dues and membership year on an annual basis and submit any recommended revisions to the Board of Directors. The Treasurer shall report monthly to the membership on the financial condition of the WPC. At least once each calendar quarter, the Treasurer shall present the financial records maintained by him/her to the Board of Directors for its review and approval. The Treasurer shall obtain a safety deposit box in which the Secretary shall store WPC documents. Should the responsibilities of the Treasurer become too great for one person, the Treasurer may establish a Finance Committee at his or her discretion. The Treasurer shall chair the Finance Committee in accordance with Section 7.1.6.

Section 5.10 Director. The Director shall be engaged in special projects deemed important to support the mission and objectives of the WPC. The Director shall be the immediate past-President or the most recent past-President who will accept the position. If the position cannot be filled by a past-President, a former board member may be elected.

## ARTICLE VI: ELECTIONS, REMOVALS, VACANCIES

Section 6.1 Nominating Committee. At the September membership meeting, a Nominating Committee of five (5) members shall be created. Two of the five must be members of the current Board. The President shall appoint three members and the WPC membership shall nominate and elect two members for the Nominating Committee. The Nominating Committee shall attempt to nominate one or two candidates for each position on the Board of Directors and present its slate of nominees at the October membership meeting. Nominations from the floor may be made at both October and November membership meetings.

Section 6.2 Election of the Board of Directors. The Board of Directors shall be elected at the November general membership meeting. The term of office shall be one year and shall commence immediately following the November general membership meeting.

Section 6.3 Removal of a Board Member. Any voting member of the WPC may seek to remove a member of the Board of Directors. The voting member shall set forth in writing the grounds for removal and provide it to the Secretary who will then publish it verbatim to the general membership or the voting member shall otherwise give proper notice for removal in accordance with Illinois law. After the proper notification, any board member shall be removed from office prior to the expiration of his/her term by a three-fourths majority vote when a quorum is present at a general membership meeting. Reasons for removal may include but are not limited to:

1. Failure to perform his/her duties;
2. Abuse of his/her position; and/or
3. Has been absent more than two unexcused or consecutive meetings

The Board is responsible for monitoring the diligent performance of its members and shall report a determination of nonperformance, abuse or absenteeism to the general membership.

Section 6.4 Vacancies. If a vacancy in the office of President occurs, the Vice President shall become President until the next regular election. Any other vacancies on the Board of Directors may be filled by appointment of the Board of Directors if (and only if) the vacancy is filled by an existing elected Board member or if less than three months remain in the term. Otherwise, any vacancy must be filled by a vote of the general membership if more than three months remain in the term of office. Resignation by a board member shall be reported to the board by the next board meeting and to the

general membership by the next membership meeting. An officer may resign as an officer without resigning from the Board.

## ARTICLE VII: STANDING COMMITTEES

Section 7.1 Designation of Standing Committees. The WPC shall have five Standing Committees: (a) Cultural Affairs, (b) Community Relations, (c) Communications, (d) Preservation & Development, and (e) Membership & Marketing. At the Treasurer's discretion, the Treasurer may establish a Finance Committee. In addition, each Standing Committee may establish subcommittees within the Standing Committee for the purpose of achieving its objectives. Any subcommittee established in this way shall be bound by the bylaws, policies and procedures of the Standing Committee and of the WPC. The position of standing committee chair may be held jointly by no more than two (2) persons, both of whom shall be voting members of the Board. Each Standing Committee shall have the following respective specific functions and responsibilities:

Section 7.1.1 Cultural Affairs Committee. The Cultural Affairs Committee shall develop and oversee activities conducted on behalf of the WPC's cultural program priorities. These activities may include:

- o Developing and planning all WPC neighborhood festivals, membership parties, and events.
- o Developing and maintaining relationships with for-profit & not-for-profit arts groups.
- o Developing and maintaining relationships with other cultural groups.

Section 7.1.2 Community Relations Committee. The Community Relations Committee shall develop and oversee activities conducted on behalf of the WPC's governmental, regulatory and community program priorities. These activities may include:

- o Developing and maintaining relationships with the aldermanic offices and City of Chicago governmental agencies, except where noted in other committees. .
- o Developing and maintaining programs to improve safety, reduce crime and gang activity, and improve communication with the Chicago Police District and CAPS..
- o Developing and maintaining programs to improve the quality and condition of schools in the neighborhood.
- o Developing and maintaining programs focusing on the enjoyment and quality of life with other groups and institutions in the neighborhood.

Section 7.1.3 Communications. The Communications Committee shall be responsible for creating, printing, distributing, and maintaining all materials used by the WPC to

communicate to the membership and promote the organization. These activities may include:

- o Creating and distributing press releases.
- o Creating and maintaining press relationships.
- o Creating and distributing notifications of member meetings and events.
- o Publishing and distributing the newsletter.
- o Maintaining the website.

Section 7.1.4 Preservation & Development. The Preservation & Development Committee shall oversee activities related to zoning, new development, land-use, neighborhood improvement, historic preservation, and other planning matters within the area designated in Section 1.3. These activities may include:

- o Developing guidelines and overseeing activities related to zoning development and land-use.
- o Developing guidelines and overseeing activities related to historic preservation.
- o Developing and maintaining relationships with the Aldermen, Landmarks Commission and other governmental agencies.
- o Reviewing and recommending zoning changes and development projects to general membership.

Section 7.1.5 Membership & Marketing. The Membership & Marketing Committee shall establish criteria for membership, including member classes and frequency of member meetings, in accordance with Illinois law, the Articles of Incorporation, these Bylaws, and WPC policies and procedures. The Membership & Marketing Committee shall develop and oversee activities designed to recruit new members, donors, and volunteers. These activities may include:

- o Creating and sending membership renewal notifications.
- o Developing and distributing membership recruitment material.
- o Determining recruitment activities.
- o Maintaining WPC's database.
- o Distributing voting ballots to qualified voters at membership meetings.



Section 7.1.6 Finance. Should the Treasurer establish a Finance Subcommittee, the Finance Subcommittee shall develop and oversee the annual budget, identify annual strategic priorities, and approve annual operating objectives and organizational priorities.

Section 7.2 Rules of Procedure. Each Standing Committee shall fix and establish its own rules of procedure and shall meet as provided by such rules and shall also meet at the call of the President or of any other two (2) members of the committee. Regular minutes of the proceedings of the committee shall be kept. A majority of the members of the committee in office at the time shall be necessary to constitute a quorum. An affirmative vote of a majority of the members of the committee present at a meeting shall be necessary for the taking of any action.

#### ARTICLE VIII: BUDGET AND DISBURSEMENTS

Section 8.1 Budget. The Treasurer shall create a budget based on the previous year's expenditures and requests of other board members and submit it to the Board of Directors for its review. The Board of Directors shall present a written budget and any proposed changes to the dues structure to the membership for approval at the January meeting. Except in cases of emergency, any expenditure not provided for by the budget shall be presented to the membership for approval. Emergency expenditures must be approved by at least six members of the Board of Directors and reported to the membership at the next meeting.

Section 8.2 Disbursements. All disbursements of the funds of the WPC shall be made by checks signed by two Officers.

Section 8.3 Audit. An annual audit shall be performed in accordance with generally accepted accounting principles.

#### ARTICLE IX: MISCELLANEOUS

Section 9.1 Amendments. The membership shall be notified 30 days in advance of any meeting in which there will be a vote to amend or modify these Bylaws or to repeal and adopt new bylaws. After proper notice, these Bylaws may be amended, modified, or repealed and new bylaws adopted by the affirmative vote of two-thirds of those present at a membership meeting in which a quorum is present.

Section 9.2 Dissolution. On dissolution of WPC, all of its net assets shall be transferred to an entity designated by the Board of Directors in a manner consistent with Illinois law and the Internal Revenue Code.

---

**Section 9.3 Commercial Policy. The Board shall implement the following Commercial Policy:**

**Commercial Policy**

There shall be neither undisclosed financial arrangements nor any other conflict of interest for any WPC ad, web link, sponsorship or other WPC-controlled materials. This standard shall include links from a WPC web site; web site ads; WPC newsletter articles, announcements or ads; and any other WPC material including but not limited to signage, advertising, event sponsorship or other media.

This policy does NOT preclude WPC from accepting commercial sponsorships, barter arrangements, or other compensation and would allow, for example, providing a link to a commercial web site with appropriate disclosures.

Compensation to WPC could include, but is not limited to, cash, advertising for WPC events, a reciprocal link back to the WPC site, or some other barter arrangement.

No direct compensation or consideration to any WPC member is allowed for any sponsorship or other arrangement, not limited to those specifically named here.

This policy does not address competitive exclusivity.

Nothing accepted under this policy shall jeopardize WPC's not-for-profit status.