

EDGEBROOK COMMUNITY ASSOCIATION, INC.
of
Chicago, Illinois

CONSTITUTION AND BY-LAWS

Proposed Revision March 23, 2019



<https://edgebrookcommunity.org>

Originally adopted December 7, 1948
Revised October 5, 1971
Revised February 2, 1982
Revised November, 1995

CONSTITUTION

Article 1 – Name

The official name of this organization shall be THE EDGEBROOK COMMUNITY ASSOCIATION, as filed with the Illinois Secretary of State. Edgebrook Community Association or ECA may be used interchangeably and shall mean The Edgebrook Community Association

Article 2 – Object and Purpose

The purpose of the ECA is to encourage a community spirit, to seek the maintenance and improvement of and access to all public property and services in the community; to concern itself with the interests in general of the property owners and residents in the community.

Article 3 – Non inurement

No part of the earnings of the ECA shall inure to the use or benefit of any individual, however the ECA is authorized to pay reasonable compensation for services rendered. Notwithstanding the preceding, no officer or director will be paid compensation for their service as such officer or director.

Article 4 – Operational Limitations

The ECA shall operate in accord with the appropriate provisions of the U.S. Internal Revenue Code.

Article 5 – Territory

The territory of the ECA known as Old Edgebrook, Edgebrook Manor, Otto Wittbold's Subdivision, Edgebrook Towers and adjacent properties included in the area bounded on the south by the North Branch of the Chicago River and on the east by the center line of Cicero Avenue and then northerly along said line to the City Limits, then west on the center line of Devon Avenue, then northwesterly along the center line of Ionia Avenue to Central Avenue, then north along the center line of Central Avenue to the City Limits, west along the City Limits to the City Limits line west of Dowagiac Avenue, following south City Limits to the alley southwest of Dowagiac Avenue southeast to the center of Waukesha Avenue, southwest on Waukesha Avenue to the center of Ionia Avenue, northwest down the center line of Ionia Avenue to Lehigh Avenue, northwest on the center line of Lehigh Avenue to the extended line of the alley west of Loleta Avenue to Hiawatha Avenue then northwest to the west alley of Loran Avenue, southwest in the center line of the alley to an extended line to the North Branch of the Chicago River.

Article 6 – Membership

Any person or entity may become a member of the ECA by payment of the annual dues.

Article 7 – Officers and Directors

Section 1.

The President shall appoint a Nominating Committee by May each year. It shall report at the general and Board meetings preceding the November general meeting as well as present the slate of candidates for election at the general meeting in November. Prior consent of candidates to serve if elected must be obtained by the committee before submitting names for nomination. The slate shall include a list of officer candidates in accordance with Article 7, Section, 3, and a slate of the number of directors in accordance with Article 7, Section 5.

Section 2.

Other nominations may be made by any member, no later than fourteen (14) days prior to the November general meeting. Prior consent of each nominee to be slated and to serve if elected is required.

Section 3.

The officers shall consist of a President, a Vice-President, a Secretary, and a Treasurer; and there shall be a Board of Directors consisting of the officers and up to twenty (20) other members, also hereafter referred to as the "Board," which shall have full power and authority to manage the affairs of the ECA.

Section 4.

The officers shall be elected by majority vote of those members present at the November general meeting for a term of one year beginning January 1st of the following year.

Section 5.

At the November general meeting up to seven (7) Directors shall be elected for a term of three (3) years. The immediate Past President shall be a member of the Board Ex-officio for the year following the end of his or her term.

Section 6.

The Board shall have power to fill any vacancy occurring in any elective office or in the Board between the November general meetings; and each officer or director so appointed by the Board shall hold office until the next election or until his or her successor is elected. Any Director or Officer can nominate an individual but a Board vote in accordance with Article 3, Section 2 of the By-Laws is required for the appointment.

Section 7.

The Board shall meet each month, except during July and August, with a calendar of meetings approved annually by the Board.

Section 8.

The President or any six (6) Board members shall have the power to call a Special Meeting of the Board with 24 hour notice to each Director. If an action or a financial commitment is required, a motion shall be made, seconded and a vote request made to the entire Board. Board member votes will be required within 24 hours with the majority opinion of the Board deciding the outcome of the vote.

Section 9.

A motion to remove an officer or director for cause prior to the end of his/her term must be adopted by a two-thirds (2/3) majority of the Board.

Section 10.

All members of the Board must be members in good standing of the ECA and shall attend all Board and general meetings unless excused.

Section 11.

The Organization shall indemnify, to the full extent that it has the power to do so under the law of the State of Illinois, any 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 (other than an action by or in the right of the Organization) by reason of the fact that he or she is or was a Director, officer, employee or agent of the Organization, or who is or was serving at the request of the Organization as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she or she reasonably believed to be in, or not opposed to, the best interests of the Organization.

Section 12.

The Organization may, in the Board's discretion, purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Organization, or who is or was serving at the request of the Organization 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 Organization would have the power to indemnify such person against such liability under the provisions of this Article.

Article 8 – Amendments

This Constitution and the appended By-Laws may be amended by a two-thirds (2/3) vote of the members in good standing, who are present at the November General meeting, provided the proposed amendment has been made available to ECA members at least 30 days prior to the November General Meeting and in addition shall be notified by the ECA at least seven (7) days prior to the meeting at which said amendment is to be acted upon.

Section 1.

The dues provided for in the By-Laws shall be the only financial obligation of members of the ECA. The solicitation of donations to support activities consistent with the purpose of the ECA must be approved by a two-thirds (2/3) vote of the Board.

Section 2.

The ECA, as such, shall not take part in anything of a partisan political or sectarian religious nature.

Section 3.

All meetings of this ECA shall be conducted by the Rules of Parliamentary Law, and Revised Robert's Rules of Order shall be authority.

BY-LAWS

Article 1 – Order of Business

- Approval of Minutes
- Reports of Officers and Standing Committees
- Reports of Special Committees
- Special Orders
- Unfinished Business and General Orders
- New Business

Article 2 – Dues

Section 1.

The annual dues shall be as determined by the ECA in accordance with the procedure set forth in Section 3 of this Article. Dues shall be non-refundable.

Section 2.

Payment of dues constitutes membership in the ECA.

Section 3.

Any increase in dues shall be proposed to the ECA by vote of a majority of the Board. The proposed increase shall be announced at least 30 days before the November general meeting of the ECA and shall be acted upon at the November general meeting of the ECA, provided the proposed increase shall be published to the membership at least seven (7) days prior to the November general meeting at which it is acted upon. A two-thirds (2/3) vote of the members in good standing present at the meeting shall be required to adopt the proposed dues increase.

Section 4.

Each household shall be entitled to not more than two (2) votes on any matter brought before the membership at a general meeting.

Article 3 – Meetings

Section 1.

At least four (4) general meetings of the ECA shall be held during the year, in accordance with a calendar approved by the Board. Annual elections for officers and directors shall be held at the November general meeting, and the November meeting shall constitute the ECA's Annual Meeting.

Section 2.

Fifteen (15) members shall constitute a quorum to transact business during general meetings of the ECA and a majority of the serving Board shall constitute a quorum to transact business during meetings of the Board.

Section 3.

A conflict of interest exists for a member of the Board of Directors when they hold a personal financial interest, which will be impacted by the action or inaction by Association on a proposal before the Membership or Board. A personal financial interest shall include a financial interest held by the Board Member and/or their immediate family. Whenever an Officer or Board Member determines that they have a conflict of interest relating to an item under discussion, they must inform the body hearing the proposal that the conflict of interest exists. Officers or Board Members shall not participate in the discussion or vote on matters in which they have a conflict of interest. Each member of the Board of Directors shall sign the ECA Conflict of Interest and Disclosure Declaration annually.

Article 4 – Standing Committees

Section 1.

The ECA will form and have committees to carry out the business of the ECA as needed.

Article 5 – Duties of Officers

Section 1.

The President shall be the executive officer of the ECA. The president shall preside at all meetings of the ECA and Board; shall appoint the chairs of all standing and special committees and shall be a member ex-officio of all committees except the nominating committee. In no case shall the President be counted in establishing a quorum, or cast a vote except to break a tie.

Section 2.

The Vice President shall perform all the duties of the President in the President's absence or refusal or inability to serve.

Section 3.

The Secretary shall keep all **minutes** of the ECA and Board and have them available to all ECA members.

Section 4.

The treasurer shall be custodian of all funds, shall keep a written record of all receipts and disbursements, shall collect all dues or monies, and shall be prepared at all times to give a report of the financial standing of the ECA, and shall have the books audited at the close of each calendar year.

After the Finance Committee has prepared a budget which has been approved by the Board of the ECA, the Treasurer shall be empowered to pay all bills upon approval of the appropriate committee chair. No officer or Director shall be empowered to make any expenditure beyond the budget without prior approval of the Board.

All requests for reimbursement, by any Director, must be submitted to the ECA Treasurer within 60 days of the purchase date.

Article 6 – Dissolution

It is the policy of the ECA that in the event that it should cease operations in the future, all assets of the affiliate shall be directed in accordance with the resolutions of the Board; provided that the intent shall at all times be to transfer the assets to another nonprofit organization that has a similar mission.

THESE AMENDED CONSTITUTION AND BY-LAWS ARE AS VOTED ON AND APPROVED AT A MEETING OF THE ECA DATED _____, IN ACCORDANCE WITH THE REQUIREMENTS SET FORTH.

Exhibit to CONSTITUTION AND BY-LAWS:

PAST PRESIDENTS OF THE EDGEBROOK COMMUNITY ASSOCIATION

1938 - J.J.K. Kelly	1965 - Leo J. Durante	1992 - James L. Quinn
1939 - J.J.K. Kelly	1966 - Leo J. Durante	1993 - Sandra Laase
1940 - George A. Trefelner	1967 - Russell H. Moline	1994 - Sandra Laase
1941 - Ferdinand Saiger	1968 - John J. O'Brien	1995 - Sandra Laase
1942 - Walter N. Saaby	1969 - James L. Quinn	1996 - Jim Podgers
1943 - Frank J. Smith	1970 - James L. Quinn	1997 - Jim Podgers
1944 - Arthur P. Murray	1971 - John R. O'Bryan	1998 - Jeff Manuel
1945 - Danald D. Magers	1972 - Hans G. Pierce	1999 - Jeff Manuel
1946 - Danald D. Magers	1973 - Robert T. Mulcahy	2000 - Petra M. Blix
1947 - Joseph E. Newton	1974 - Robert T. Mulcahy	2001 - Petra M. Blix
1948 - William M. Haddow	1975 - Robert T. Mulcahy	2002 - Petra M. Blix
1949 - Robert D. Lenth	1976 - John J. O'Brien	2003 - Petra M. Blix
1950 - Leonard R. Stensland	1977 - John J. O'Brien	2004 - Mary Biesty
1951 - Walter J. Mattick	1978 - Robert R. Mulcahy	2005 - Mary Biesty

1952 - Elmer A. Terwell	1979 - Robert R. Mulcahy	2006 - Dan Bell
1953 - William P. Heue1	1980 - Gerald Czarnecki	2007 - Elizabeth Monahan
1954 - Stanley R. Pulaski	1981 - Roger H. Wayman	2008 - Jeff Manuel
1955 - Robert H. Mourad	1982 - Roger H. Wayman	2009 - Jeff Manuel
1956 - Ervin F. Baur	1983 - Roger H. Wayman	2010 - Jeff Manuel
1957 - Jerome Williamson	1984 - Catherine Rhoter	2011 - Jeff Manuel
1958 - Edwin M. Lake	1985 - Catherine Rhoter	2012 - Jeff Manuel
1959 - Milton P. Christensen	1986 - Roger H. Wayman	2013 - Jeff Manuel
1960 - Milton P. Christensen	1987 - Roger H. Wayman	2014 - Jeff Manuel
1961 - William P. Heuel	1988 - Richard Knacki	2015 - Jeff Manuel
1962 - Paul W. Schneider	1989 - Richard Kunicki	2016 - Jeff Manuel
1963 - Joseph A. McErlean	1990 - George R. Bergstrom	2017 - Jeff Manuel
1964 - William M. Gibbons	1991 - James L. Quinn	2018 - Jeff Manuel