

BYLAWS OF NETWORK 49 NFP

ARTICLE I

OFFICES

Section 1. Registered Office.

Network 49 NFP shall at all times maintain in the State of Illinois a registered agent, whose business office shall be the registered office of Network 49 NFP.

Section 2. Other Offices.

Network 49 NFP may also have such other offices within or without the 49th Ward of Chicago as the Steering Committee may, from time to time, designate, and as the business and affairs of Network 49 NFP may require.

ARTICLE II

PURPOSES

Section 1. Nature of Corporation.

Network 49 NFP is a nonprofit corporation formed under the Illinois General Not For Profit Corporation Act of 1986.

Section 2. Primary Purposes.

Network 49 is organized for the charitable and educational purposes set forth in its Articles of Incorporation filed with the State of Illinois.

Section 3. Mission.

Network 49 is a resident-led, independent, progressive, political organization committed to organizing and advocating for policies and elected leadership that advance a high quality of community life, benefiting all residents, in the 49th Ward.

Section 4. Scope of Activities.

No part of the net earnings of the organization shall inure to the benefit of or be distributable to its Steering Committee Members ("Directors"), Members, or to other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered or expenses incurred in furtherance of its charitable purposes. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on: (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code; or (b) by an organization for which contributions are deductible under section 170(c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code.

Section 5. Dissolution.

Upon dissolution of the organization, the Network 49 NFP's assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal, state or local government for a public purpose. Any such assets not disposed of by the Steering Committee shall be disposed of by the County Court of the county in which the principal office of the organization is then located exclusively for such purposes or to such organization or organizations as said Court shall determine further those purposes.

Section 6. Non-discrimination.

Network 49 shall not discriminate against any person or group of persons on the basis of race, culture, ethnicity, age, religion, socioeconomic status, sexual orientation, gender, gender identity, disability or on the basis of any protected class status as defined in the Illinois Human Rights Act or Chicago Human Relations Ordinance.

Section Seven. Fiscal Year.

The fiscal year for Network 49 shall be November 1 – October 31.

ARTICLE III

STEERING COMMITTEE

Section 1. General Powers.

The governance of the Organization shall be vested in Directors, who collectively shall comprise a Steering Committee, which shall have the general power to manage and control the affairs and property of Network 49 NFP, and shall have full power, by majority vote, to adopt rules and regulations governing the management and operation of Network 49 NFP.

All Directors shall promote Network 49, recruit new members and raise funds for the organization.

All Directors shall devote at least one hour per week to the work of the organization.

The Steering Committee shall determine the frequency and locations of membership meetings.

The Steering Committee will advocate internally and externally for the betterment of the Organization and will liaison with like-minded organizations.

Where matters of policy are to be discussed publicly, the Steering Committee shall be responsible for stating the positions of the Organization.

The Steering Committee shall establish annual goals and objectives for the Organization, monitor progress, and ensure the Organization operates according to its stated mission and annual organizational goals.

Section 2. Number, Election, and Term of Office.

The Steering Committee shall consist of not less than five (5) and no more than fifteen (15) members, who shall be known as Directors. Election to the Steering Committee shall be by vote of the eligible Members of Network 49 NFP, which shall occur, except in the case of filling vacancies, at each Annual Meeting. The Term of Office for any Director shall be two (2) years, except for the first election. For the

first election, $\frac{1}{3}$ of the Directors will be elected for one (1) year terms, $\frac{1}{3}$ will be elected for two year terms, and $\frac{1}{3}$ will be elected for three (3) year terms. At the conclusion of the terms of each Director, the terms of office shall be for two years, with $\frac{1}{3}$ of the directors standing for election annually.

There are no term limits for Directors.

Section 3. Qualifications for Directors.

Any Member in good standing of the Organization may stand for election as Director, provided that no more than one Member from any household may serve as a Director concurrent to any other household member

Section 4. Nominations and Voting.

Any member may nominate any other member for election to the Steering Committee, provided the nomination seconded by a Member who is not the nominee. The Steering Committee may create a nominating committee to present a slate of candidates, provided that nomination of each nominee is presented individually.

Each nominee for the Steering Committee shall be voted on individually. Candidates may run as a slate, but no election of any Director shall be contingent on the election of any other Director.

Section 5. Officers.

At the first meeting of the Steering Committee following the election of the Directors, the Steering Committee shall elect from among its members: two Co-Chairs of different gender identities, a Secretary, Treasurer and such other Officers as it may consider appropriate with such duties as it may prescribe. Officers terms shall be two (2) years.

Section 6. Vacancies.

If a vacancy of an elected Steering Committee member occurs, the remaining Directors shall nominate and affirm by majority vote any person who is an eligible Member of the organization. Any Director so elected to fill a vacancy shall hold office for the unexpired term of his/her/their predecessor in office.

Section 7. Annual Meeting.

The Organization shall hold an Annual Meeting at such time and place as the Steering Committee shall by resolution prescribe. The purpose of such meeting shall be to hold elections for the Steering Committee and any other business as the Steering Committee may elect to discuss. Notice of the Annual meeting shall be provided to the Members by electronic mail and publication to the Organization's website not less than 30 days in advance of said meeting.

Section 8. Regular Meetings.

The Steering Committee will call Regular Meetings of the members not less than once per calendar quarter of each year. The purpose of such meetings shall be to update the membership on organization activity, present new business, discuss matters of policy or general education on issues, or for such purposes as the board may decide.

At each Regular Meeting, the Secretary shall maintain a list of Members eligible to participate and shall call the Roll, if so requested by the Chair of the Meeting.

A minimum of 10% of the Members shall be required to constitute a Quorum for conducting business at a Regular Meeting. A Director or Office shall be counted as a Member for purposes of counting a quorum.

In the absences of a quorum, but at a meeting in which at least a majority of Directors is present, a Regular Meeting may be held, though any decisions made shall be affirmed at the next meeting of the Steering Committee before they may be formally adopted and considered binding on the organization.

Section 9. Special Meetings.

Special meetings of the Steering Committee may be called by or at the request of the Co-Chairs or any Directors. The person or persons calling a Special Meeting may fix the Special Meeting at any reasonable date, hour, and place within the 49th Ward of the City of Chicago, as may be reasonable and practical to ensure attendance by the other Directors.

Section 10. Notice.

Notice of a Special Meeting shall be delivered by email not less than 48 hours and not more than 10 business days via electronic mail and posting to the Organization website. Delivery shall be assumed to have been properly made if the notice is sent to the email address for each Director member that is on file with the Secretary.

Section 11. Quorum and Proxies.

A majority of the total number of Directors shall constitute a quorum for the transaction of business at any meeting of the Steering Committee; but, if less than a majority of the Steering Committee are present at said meeting, a majority of the Members present may adjourn the meeting without further notice. Proxies shall be permitted.

Section 12. Manner of Acting.

The act of a modified consensus of the Directors present at a meeting at which a quorum is present shall be the act of the Steering Committee, unless a greater majority is required by law or by these Bylaws. A supermajority, where required, consists of 2/3 or 66% or greater of the total number of those able to vote.

Section 13. Compensation.

No Director shall receive compensation for their services, but may be reimbursed for reasonable expenses. Nothing herein shall be construed to preclude any Director from providing services to the Organization and receiving compensation therefor, provided the services are approved by action of the Steering Committee and the person providing those services is professionally qualified to provide such services.

Section 14. Informal Action.

Any action may be taken without a meeting of the Steering Committee, if a consent in writing setting forth the action so taken, shall be signed (including electronic signature) by a supermajority of the

Steering Committee. Such action must be entered into the Minutes of the next Steering Committee meeting held, with such proof as is required to demonstrate the validity of the vote.

Section 15. Resignation/ Removal.

- 1) A Director may resign from the Steering Committee by giving written notice of his/her/their resignation to a Co-Chair or other Officer. Such notice may be delivered by US Mail or electronic mail. Upon receipt of said notice, the receiving Officer shall notify the Steering Committee of said resignation. **The Secretary shall update the records of the Organization accordingly.**
- 2) **Except as otherwise provided by law, at any meeting of the Steering Committee called expressly for that purpose, any Director may be removed, with or without cause, by a 2/3s vote of Directors.**
- 3) A Director **shall forfeit their position as Director if they (1) are a stated candidate for public office or sitting elected official; (2) exhibit excessive poor attendance, which shall mean unexplained absence at three (3) consecutive Steering Committee meetings; (4) they no longer maintain their primary residence in the 49th ward.** Upon notice to the Steering Committee of any of the disqualifying criteria named in this section, and affirmation thereof by an Officer, a Director shall be assumed to have resigned his/her/their position on the Steering Committee. The resignation becomes effective seven (7) business days following affirmation by the Officer or the last missed meeting, whichever comes first.
- 4) A director removed involuntarily may petition for reinstatement by presenting a written petition, in reasonable written format, to the Co-Chairs for consideration. The Co-chairs may, at their discretion, present the petition for consideration by the Steering Committee or deny the petition by providing notice in writing to the petitioner with five (5) days of receipt. A petition that is accepted by the Co-Chairs must be presented on the agenda of the next Steering Committee meeting, where it may be considered and voted by the Directors. Any decision to reinstate must be affirmed by a 2/3s vote of the Directors, which must also include the affirmative votes of the Co-Chairs.

Section 16. Robert's Rules of Order

Except as herein provided, all proceedings of the Organization shall be governed by the current edition of Robert's Rules of Order Revised.

Section 17. Co-Chairs.

The Co-Chairs shall be the chief executive officers of Network 49 NFP and shall:

- **Facilitate the business and meetings of Network 49 NFP.**
- **Sign any contracts or other instruments or documents which the Steering Committee has authorized to be executed;**
- Represent the Organization externally;
- Preside over all meetings of the Steering Committee, the Executive Committee, and of the Membership; In his/her/their absence, the Treasurer shall preside and, if there are no Co-Chairs or Treasurer, any other Steering Committee/Steering Committee Member
- Make public statements on behalf of the Steering Committee;
- Approve in advance all public statements from the Organization including all press releases;

- Supervise the affairs of the organization in accordance with the policies and programs of the Steering Committee;
- Raise funds for the Organization; presents an annual budget for approval by the Steering Committee;
- Present an annual report to the Steering Committee;
- Conduct deliberations with and among board members by email or teleconference as long as a record is kept and sent to the Secretary;
- Appoint ad hoc committee to expire in one year unless otherwise specified;
- Invite newly elected directors who have not taken office to participate, but not vote, in Steering Committee deliberations.
- **A Co-Chair may serve no more than two (2) complete consecutive two (2) year terms.**

Section 18. Secretary.

The Secretary may serve two consecutive full terms of two (2) years each and shall:

- **Conduct Biennial elections for Directors**
- **Take attendance at and keep the minutes of the meetings of the Steering Committee;**
- Keep records of elections, meetings of the Steering Committee, the Executive Committee and the Membership, and decisions of the Steering Committee and the Executive Committee;
- **See that all notices are duly given in accordance with the provisions of the Bylaws or as required by law;**
- **Be custodian of the corporate records and seal;**
- **Conduct voting of the Steering Committee and perform such other duties as from time to time may be assigned to him by the Co-Chairs or by the Steering Committee. It will be the responsibility of the Secretary to ensure that there are agendas for each Steering Committee and public meeting, circulated to the Steering Committee at least 48 hours in advance, and for the Members of Network 49 NFP.**
- Publish a list of members eligible to vote not less than five (5) days, nor more than ten (10) days prior to the Annual Meeting.

When a vacancy of Secretary or Acting Secretary occurs, a new Acting Secretary shall be appointed by the Steering Committee. This Acting Secretary shall serve the remaining term of the vacated Secretary or Acting Secretary. The appointment of this Acting Secretary shall terminate upon the completion of this said remaining term and a new Secretary is elected by the Membership.

Section 19. Treasurer.

The Treasurer shall be responsible for all funds and securities of Network 49 NFP, receive and give receipts for monies due and payable to Network 49 NFP, authorize expenditures, monitor contributions and payment of dues, and deposit all such monies in the name of Network 49 NFP in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of the Bylaws. The Treasurer shall provide such financial reports as may be required to maintain the Organization's legal standing and perform such other duties as from time to time may be assigned to him by the Co-Chairs or by the Steering Committee.

The Treasurer may serve two consecutive full terms of two years each, and shall

When a vacancy of Treasurer or Acting Treasurer occurs, a new Acting Treasurer shall be appointed by the Steering Committee. This Acting Treasurer shall serve the remaining term of the vacated Treasurer or Acting Treasurer. The appointment of this Acting Treasurer shall terminate upon the completion of this said remaining term and a new Treasurer is elected by the Directors.

Section 20: Committees

The Officers may create any Committee that is necessary for the work of the Organization, provided the following:

- Each Committee shall have a chair, who is a Member in good standing of the Organization.
- Each Committee may have other Officers as may be necessary, provided that any Officer of a Committee shall also be a Member in good standing of the Organization
- Each Committee shall have not less than three (3) members, of whom a majority shall be Members in good standing of the Organization.
- Each Committee shall conduct business in regular meetings open to members of the Committee and members of the general public, as appropriate.
- Each Committee shall strive to achieve consensus in making decisions, but may adopt formal actions by a simple majority of the Committee.
- Each Committee shall maintain a list of its members, whether Members of the Organization or not, and provide that list to the Secretary of the Organization.
- Each Committee shall name a Committee member to keep minutes of the Committee. Such minutes shall be provided to the Secretary within five (5) business days of any Committee meeting duly called and held.
- The Minutes of each Committee Meeting shall include, but not be limited to, the date and location of such meeting, the names and Membership status of those participating, the names and affiliations of any guests, and a summary of any business. If a Committee voted to take a formal action, such Action should be described in sufficient detail as to inform the Steering Committee along with the vote results for that action.

Section 21: Steering Committee Business Actions

At any meeting of the Steering Committee, a Co-Chair or his/her/their designate shall Chair the meeting:

- Each Meeting shall have an agenda, which shall have been circulated to the Directors not less than 48 hours prior to the meeting.
- The Directors may amend or modify the Agenda at the meeting by a simple majority of the Directors present.
- The Steering Committee shall conduct business in regular meetings open to members of the Organization and members of the general public, as appropriate.
- The Steering Committee shall strive to achieve consensus in making decisions, but may adopt formal actions by a simple majority of the Steering Committee.
- The Secretary shall maintain a list of Directors and call roll at each Meeting of the Directors.
- The Secretary, or another Director so designated by the Chair in the absence of the Secretary, shall keep minutes of any meeting of the Steering Committee. Such minutes shall be compiled by the Secretary within five (5) business days following any Steering Committee meeting duly called and held and shared to the Steering Committee.

- The Minutes of each Steering Committee Meeting shall include, but not be limited to, the date and location of such meeting, the names of Directors participating, the names and affiliations of any guests, and a summary of any business. If the Steering Committee voted to take a formal action, such Action should be described in sufficient detail as to inform the Organization, along with the vote results for that action.
- The Steering Committee may meet in Executive Session to discuss matters involving legal matters of the Organization or a confidential matter involving a Member or Director, where a reasonable expectation of privacy or confidentiality may be expected by that Member or Director. If the Steering Committee shall meet in Executive Session, the purpose of the session shall be recorded in the Minutes of the meeting.
- Minutes of the Steering Committee shall be published to the Organization website and made available to any Member upon request.

The Steering Committee shall report on its activities to the Membership via electronic communication, publication, or presentation at a Membership Meeting, provided that such reports are provided not less than once per calendar quarter.

ARTICLE IV

MEMBERSHIP

Section 1. Members.

Network 49 NFP shall be comprised of Members. A person who is a resident of the 49th Ward may be eligible for Membership, provided he/she/they meet the minimum qualifications for membership and are in good standing. Membership must be renewed on not less than an Annual basis by any person wishing to be a Member. A person may become a Member at any time during the calendar year.

Section 2. Qualifications for Membership.

To become a Member, a person must (1) reside in the 49th Ward of the City of Chicago; (2) have signed a Membership Card or other written document stating his/her/their desire to be a Member; (3) have attended and signed in to two Network 49 Membership Meetings in the prior six months; and (4) be current on dues.

There shall be one class of Membership.

Section 3. Rights of Members.

Any Members of Network 49 who is in good standing at the start of the calendar quarter shall be entitled to exercise the rights of Membership, which may include:

1. Placing the names of Members in nomination to the Steering Committee.
2. Voting in elections for the Network 49 Steering Committee.
3. Participating in votes of the Members, including, but not limited to selection of preferred candidates for endorsement by the Organization.

Section 4. Membership Dues.

- 1) A Member shall pay annual dues to retain good standing in the Organization. The Steering Committee shall establish the Annual Dues Schedule at the Annual Meeting of the Organization.
- 2) The Steering Committee may provide for tiers of Membership Dues.
- 3) The schedule of Membership Dues may not be changed, except at the Annual Meeting.
- 4) The Treasurer shall be responsible for collecting Dues and reporting to the Secretary the names of all Members who have paid dues.
- 5) The organization shall accept payment of dues in the form of US monies in cash, check, or via electronic payment.
- 6) A person wishing to be a Member, but for whom the Dues presents a Hardship, may apply for a Hardship Waiver to the Steering Committee. The Steering Committee shall provide a form or process for such application. The Steering Committee may authorize any member to receive a Hardship Waiver by Steering Committee action.
- 7) A member may be on a quarterly basis, provided that payment is made by electronic funds withdrawal or online credit card charges and charges are posted not less than one business day prior to the quarter for which membership is being paid.
- 8) Any member who is past due on Dues for more than five (5) business days shall be considered in default of dues and shall have all membership privileges suspended until dues are current.
- 9) Any member who wishes to cancel membership may do so.
- 10) Membership dues are not refundable.
- 11) Any payment or contribution made by a Member to the organization above and beyond the cost of dues may be credited as a charitable donation to the extent allowed by law.

Section 5. Membership List.

- 1) Network 49's membership list is the property of the organization. The list shall be made available to board members, officers or committee volunteers to contact members for the following reasons:
 - to renew their dues
 - to attend Organization functions
 - to participate in a telephone tree or other lobbying effort for Network 49 endorsed legislation or which is in line with previously endorsed Organization positions or
 - To raise funds for Network 49
 - Any other purpose approved by a majority vote of the State Steering Committee
- 2) The Secretary of the Organization shall maintain an accurate and up-to-date Membership List.
- 3) Such list shall be available at each meeting of the Organizations where Members may participate and/or cast votes on organization business.

ARTICLE V

AMENDMENTS TO BYLAWS

Amendments, alterations or the repeal of these Bylaws may be proposed in written form by any member of the Steering Committee or through a petition signed by at least three percent of the Members listed in the most recent directory of membership maintained by the Secretary.

All amendments properly presented and certified by the Secretary shall be discussed at a physical or teleconference meeting of the Steering Committee, at which a quorum is present, provided that at least ten (10) and not more than 30 days notice is provided to the Membership.

Any changes may be adopted by super-majority vote of the Steering Committee present.

ARTICLE VI

INDEMNIFICATION

The Organization shall indemnify any person who was or is a party or is threatened to be made a party to or witness in any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a member, director, officer, employee or agent of the corporation against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by that person in connection with such action, suit, or proceeding to the fullest extent and in the manner set forth in and permitted by the Illinois General Not For Profit Corporation Act and any other applicable law, as from time to time in effect.

Such right of indemnification shall not be deemed exclusive of any other rights to which such member, director, or officer may be entitled apart from the foregoing provisions. The foregoing provisions of this Article shall be deemed to be a contract between the corporation and each member, director, and officer who serves in such capacity at any time while this Article and the relevant provisions of the Illinois General Not For Profit Corporation Act and other applicable law, if any, are in effect.

Any repeal or modification thereof shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing, or any action, suit, or proceeding theretofore or thereafter brought or threatened, based in whole or in part on any such state of facts, provided however, that the corporation shall not so indemnify such person, or purchase or maintain indemnity insurance for the benefit of such person, in the event such indemnification or expenditure would either (i) then constitute an act of "self-dealing" or a "taxable expenditure," as defined by Sections 4941 (d)(1) and 4945 (d), respectively, of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Code, as amended), or (ii) violate the provision of any laws of the State of Illinois.

ARTICLE VII

CONFLICTS OF INTEREST

Any person who may receive a private benefit by their membership in or service as a director of the Organization, including compensation, employment, or other material benefit, shall disclose such actual or potential private benefit as a Conflict of Interest to the Steering Committee. The Steering Committee shall decide if a Conflict of Interest, whether perceived or actual exists and the appropriate action to avoid improper use of a position within the organization for private benefit of a Member or Director. Such benefit shall not extend to benefits of association that may occur between members which is not known to the Steering Committee, nor undertaken at the direction of the Steering Committee, Officers or Directors.
