

# BYLAWS OF MCKINLEY PARK DEVELOPMENT COUNCIL

## ARTICLE 1. ORGANIZATION

### Section 1.1. Name

The name of this corporation is McKinley Park Development Council, and may be referred to hereinafter as MPDC.

### Section 1.2. Location

The *principal* place of business and administrative office shall be located at McKinley Park, Chicago Illinois. Our mailing address is as follows: PO Box 891231 Chicago IL 60608.

### Section 1.3. Duration

The Corporation shall have perpetual existence.

## ARTICLE 2. PURPOSE

### Section 2.1. Nonprofit Purpose

The Corporation is organized exclusively for charitable, religious, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

### Section 2.2. Specific Purpose

The organization is to establish and maintain a comprehensive network of connections between residents, local enterprises and city resources for the improvement and development of the McKinley Park Community Area and its contributions to the City of Chicago. Strategic planning and development initiatives will be generated to further engage neighborhood residents and institutions with the community and create opportunities for sustainable growth of the McKinley Park neighborhood (live, work, learn, share).

The McKinley Park Development Council's mission is to collectively foster economic, cultural and social development through the connection of its residents, institutions and enterprises for the benefit of the McKinley Park neighborhood of Chicago, Illinois.

The specific objectives and purpose of this organization shall be:



(a) Work with public officials, local residents, organizations and institutions to join as stakeholders in the community development process and the establishment of enduring ideals to support the development and growth of the McKinley Park neighborhood.

(b) Identify and organize local development assets along with development needs and services that are not currently provided.

(c) Identify and connect individuals with local organizations and enterprises to establish productive communication, identify resources and growth strategies through new and/or supportive funding mechanisms. Collect and distribute information about topics of interest to the community and provide a forum for local residents and business owners to express their opinions.

(d) Identify and support the formation of programs and projects to initiate community (group) engagement and physical improvements of residential and commercial infrastructure.

(e) Identify and develop strategic collaborations between local community leadership including city and state representatives, civic groups and religious congregations, enterprises and entrepreneurs, etc.

(f) Identify needs and develop programs to connect enterprises and institutions to support economic growth and establish productive development for the neighborhood. Promote McKinley Park as a place to live and do business.

### **ARTICLE 3. AREA OF OPERATION**

The area of operation shall be that part of Chicago known as McKinley Park, with the following boundaries: Chicago River on the East; Western Avenue on the West; the railroad tracks immediately south of and parallel to Pershing Road on the South and the Chicago River on the North.

### **ARTICLE 4I. MEMBERSHIP**

#### **Section 4.1. General Powers**

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

#### **Section 4.2. Eligibility for Membership**

Application for voting membership shall be open to any current resident, property owner, business operator, institution, or employee of the community area that supports the purpose statement in Article II, Section 2. Membership is granted



after completion and receipt of a membership application and annual dues.

#### **Section 4.3. Annual Dues**

Annual dues for membership and their structure shall be determined by the Board of Directors, with a requirement of affordability for individual residents of the McKinley Park Community Area, and an assumption of tiered pricing for other classes of members, such as business members.

#### **Section 4.4. Duties of Members**

The duties of 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 MPDC when called upon by the Board of Directors; and 6) participate in membership and other functions not specified herein which advance the purposes of MPDC.

#### **Section 4.5. Resignation and Termination**

Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated 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 MPDC will be served thereby. .

#### **Section 4.6. Non-voting Membership**

The board shall have the authority to establish and define non-voting categories of membership. The following memberships could include but are not limited to; *elected officials, religious leaders, civic leaders, corporate or special interest executive, and educational executives.*

#### **Section 4.7. Proxies**

No member may authorize another person to vote on his or her behalf. At any meeting of the membership, a member entitled to vote will vote in person or by any other method designated by the Board of Directors, including by U.S. mail or electronically.

#### **Section 4.8. 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 MPDC, unless the act of a greater number is required by law or these Bylaws. Business shall be conducted in a manner that is consistent with parliamentary procedures.

#### **Section 4.9. Compensation**

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

#### **Section 4.10. Transfer of Membership**

Membership in MPDC is not transferable or assignable.

#### **Section 4.11. Annual Meeting**

The Annual meeting of the membership shall be held on a date between the period of May 1 and July 31 as designated by the Board of Directors. Meetings are open to all and participation in these meetings is strongly encouraged. With the exception of the first Annual meeting, annual dues for any new members eligible to vote at the annual meeting must have been paid in full at least 30 days prior to the date of the annual meeting. Existing members may renew their membership by remitting their dues at the annual meeting prior to voting.

### **ARTICLE 5. BOARD OF DIRECTORS**

#### **Section 5.1. Election**

The Corporation shall designate a Board of Directors who shall initially be appointed a majority of the incorporators to serve as Directors until such Director's *termination by death*, resignation, or removal as provided by these bylaws.

#### **Section 5.2. Number, Tenure**

The number of Directors of the Board, including Officers, shall be between eight and twelve. Each Director shall serve a term of three years following election to the Board, or sooner if the Director becomes disqualified to hold office, except in 2018 when the four of the eight (8) founding Board members shall serve terms that expire at the 2019 Annual meeting and four of the eight (8) founding Board members shall serve terms that expire at the 2020 Annual meeting. At no time may the number of Directors be less than four (4).

#### **Section 5.3. Duties**

The duties of the Board are to: 1) Ensure that the goals and objectives of MPDC are implemented; 2) develop programs and activities that promote the purposes of MPDC; 3) evaluate all programs; 4) approve an annual budget; 5) monitor finances; 6) ensure that adequate resources are available to MPDC; 7) authorize all legal documents; 8) take measures necessary to assure MPDC's compliance with the law and these Bylaws; and 9) fulfill any other function that furthers the purpose of MPDC.

#### **Section 5.4. Qualifications**



To serve as a Director, an individual shall have prior experience serving on a not for profit board, general business or entrepreneurial experience, and/or shall have a desire to pay it forward with what they have, know, or have access to. A director must be a member of MPDC in good standing at the time of the election and throughout the term served and also be a resident of the McKinley Park Community Area of Chicago, or own a business that is headquartered in the McKinley Park Community Area. A director must serve in their capacity as an individual and not as a representative of a business or organization. The Founding members will serve as the original Board members until the 2018 Board meeting, at which point an additional four Board members will be elected.

No person running for or holding political or judicial office or working for a political or judicial organization that impacts the Area of Operation or any person employed by such a political office-holder shall serve as a Director of the Board.

### **Section 5.5. Powers**

The Board of Directors shall have all corporate authority, except such powers as are otherwise provided in these bylaws and the laws of the State of Illinois, to conduct the affairs of the Corporation in accordance with these bylaws. The Board of Directors may by general resolution delegate to committees of their own number, or to officers of the Corporation such powers as they deem appropriate, while ensuring that such entities are held fully accountable to the Board of Directors.

### **Section 5.6. Meetings**

Regular meetings of the Board of Directors shall be held at the place and time designated by the Board of Directors including phone conference calls, monthly or annual meetings, or otherwise called by a majority of the Board of Directors. Communications regarding previous meeting items including minutes, action item follow-up, future agenda items, continuance of meeting deliberations and the dissemination of reference or supporting materials may be provided and maintained as part of an established online communication and document generating platform.

### **Section 5.7. Special Meetings**

Special meetings may be called by the President of the Organization or upon the request of at least three Directors of the Board. Persons authorized to call special meetings shall provide notice of the time and location of such meetings and state the purpose thereof, and no other matter shall be considered by the Board of Directors at such special meeting except upon unanimous vote of all Directors present. Meeting minutes or a similar summary of special meetings is to be posted as a matter of record and for member information.

### **Section 5.8. Annual Meetings**

Directors are to meet each year for the purpose of evaluating the organization, election of officers, and transaction of other business. The time and location of such meeting shall be noticed in writing.

### **Section 5.9. Notice of waiver**

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, facsimile or electronic methods or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

### **Section 5.10. Quorum**

A quorum shall consist of a majority of the Directors. If at any meeting, less than a quorum is present, the majority may adjourn the meeting without further notice to the absent Director. Business may be transacted at a meeting with less than a quorum upon unanimous vote of those Directors in attendance entitled to vote, but such business is subject to later ratification by the Board of Directors.

### **Section 5.11 : Proxies**

No Director may authorize another person to vote on his or her behalf. At any meeting of the Board of Directors, a Director entitled to vote will vote in person or by any other method designated by the Board of Directors, including by US mail or electronically.

### **Section 5.12: 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 5.13: 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 MPDC all appropriate documents and records pertaining to the corporation and its business.

#### **Section 5.14. Vacancy**

Any vacancy occurring in the Board of Directors shall be filled by majority vote of the remaining Directors, even if the vacancy has made a quorum impossible. Each person so elected shall serve until the duration of the unexpired term, or until the next annual meeting.

#### **Section 5.15. Removal**

Any Director may be removed by majority vote of the remaining Directors for

- 1) after three or more whole or partial absences from regular meetings of the Board without cause, during any twelve month period; or
- 2) at a regular meeting of the Board by a two-thirds vote of the other board members that the board member has demonstrated failure to act in the best interests of the Corporation, lack of support for, or compliance with the stated purpose of the Corporation.
- 3) Prior to removal by either method, the Board of Directors shall provide to the Director written notice of the potential removal, delivered to the address in the records of MPDC. Notice shall be provided at least ten days prior to such meeting at which removal is to be voted upon. The Director shall be entitled to appear before and be heard at the meeting. If the Director is to be removed at a special meeting, written notice of the proposed removal shall be delivered to all Directors of at least ten days prior to such meeting, except to the extent such notice is waived by a Director. If mailed, such notice shall be deemed to be delivered when deposited within the United States Postal Service with postage thereon prepaid. If sent electronically, the notice is deemed delivered when sent.

#### **Section 5.16: 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 specified therein, the acceptance of such resignation shall not be necessary to become effective.

#### **Section 5.17. Compensation**

Directors shall receive no compensation for their service as Directors. 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 5.18. Confidentiality**

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporation's purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions. Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors

### **Section 5.19. Notice**

Notice of any meeting of the Board of Directors shall be given at least three days in advance of the meeting, unless otherwise specified by law or these Bylaws, by written notice to each Director at the address or email address in the records of MPDC, or by direct verbal communication to the Director. If mailed, such notice shall be deemed to be delivered when deposited with the United States Postal Service with postage thereon prepaid. If sent electronically, the notice is deemed delivered when sent. The business to be transacted at, or the purpose of, any meeting of the Board shall be specified in the notice of such meeting

## **ARTICLE 6. OFFICERS**

### **Section 6.1. Designation of Officers**

The officers of the Corporation shall be the President, Vice President, Secretary, and Treasurer, and they shall have authority to carry out the duties prescribed in these bylaws, except that the initial officers shall not include a Vice President. The initial officers of the Corporation shall be designated by the incorporators, and shall serve until the first Annual Meeting.

### **Section 6.2. Election and Term**

Officers of the Corporation shall be elected by the Board of Directors at the first Board meeting following the Annual Meeting, and shall serve for three years or until their replacements are elected and qualified.

### **Section 6.3. Removal**

At any regular or special meeting, any officer may be removed by a two-thirds vote of the Board of Directors for failure to carry out the duties of the office as



prescribed by these bylaws, conduct detrimental to the Corporation, or for lack of support or compliance with the stated purpose of the Corporation. Any officer proposed to be removed is entitled to five (5) business days notice of the meeting at which the removal shall be considered and may address the Board of Directors at such meeting.

#### **Section 6.4. Vacancy**

Vacancies, in any office for any reason, shall be filled by a simple majority vote of the Board of Directors for the unexpired term of office.

#### **Section 6.5. Duties of Offices**

##### **A. 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 MPDC shall see to it that the resolutions and directives of the Board and membership are carried into effect except in those instances in which the general responsibility is assigned to some other person by the Board; shall appoint all chairpersons of committees, subject to Board Approval; and, in general, shall discharge all duties as may be prescribed by the Board of Directors.

Except in those instances in which the authority to execute is expressly delegated to another Officer or agent of MPDC, or a different mode of execution is expressly prescribed by the Board or these Bylaws, the President may execute for MPDC any contracts, deeds, 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.

The President is the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directors or any Committees, supervise and control the affairs of the Corporation. The President will perform all duties incident to the office of President and any other duties that may be required by these Bylaws or prescribed by the Board of Directors.

##### **B. 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.

### **C. Secretary**

The Secretary will keep minutes of all meetings of Members and of the Board of Directors, by the custodian of the corporate records, give all notices as are required by law or by these Bylaws, verify the roster of paid members; officially count all contested votes; and generally perform all duties incident to the office of Secretary and any other duties as may be required by law, by the Bylaws, or which may be assigned by the Board of Directors.

### **D. Treasurer**

The treasurer will have charge and custody of all funds of this Corporation, and will deposit the funds as required by the Board of Directors, keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, be responsible for submission of an annual budget and a year-end statement to the Board of Directors; furnish an accounting on all financial matters to the Board of Directors at each of its regular meetings; and present a financial statement to the members at their annual meeting, The Treasurer will perform all duties incident to the office of Treasurer, and any other duties that may be required by these Bylaws or prescribed by the Board of Directors.

## **ARTICLE 7. COMMITTEES**

### **Section 7.1. Committee Formation**

The board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The board chair appoints all committee chairs. The President shall appoint - and the Board of Directors approve - 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.*

### **Section 7.2. Executive Committee**

The officers of MPDC will constitute 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. All decisions of the Executive Committee must be noted at the next meeting of the board of Directors and noted in the

minutes of the Board.

### **Section 7.3. Finance Committee**

The treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board 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 8. CONFLICT OF INTEREST AND COMPENSATION**

### **Section 8.1. Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **Section 8.2. Definitions**

**Interested Person.** Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

**Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is

negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

### **Section 8.3. Procedures**

- a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest**
  1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  3. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to

enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**Section 8.4. Records of Proceedings**

The minutes of the governing Board and all committees with Board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**Section 8.5. Compensation**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any

committee regarding compensation.

### **Section 8.6. Annual Statements**

Each director, principal officer and member of a committee with governing board-delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

### **Section 8.7. Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

### **Section 8.8. Use of Outside Experts**

When conducting the periodic reviews the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## **ARTICLE 9. DISSOLUTION**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, including the costs and expenses of such dissolution, dispose of all the assets of the Corporation exclusively for the exempt purposes of the Corporation or distributed

to an organization described in Section 501 (c)(3) or 170 (c)(2) of the Internal Revenue Code, 1986 or the corresponding provisions of any future federal law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any officer or director of the Corporation. Any such assets so disposed of shall be disposed of by, and in the manner designated by, the state court having jurisdiction over the matter.

## **ARTICLE 10. STATEMENT OF DISCRIMINATION**

MPDC 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, military discharge status, or sources of income.

## **ARTICLE 11: BUSINESS ADMINISTRATION**

### **Section 11.1. Contracts**

The board of Directors may authorize any Officer or Officers, employee or employees, agent or agents of MPDC, 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 MPDC, and such authority may be general or confined to specific instances.

### **Section 11.2. Payments above \$500**

Any payments above \$500 must be pre-approved by a majority of the Board of Directors. All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued to the name of MPDC in excess of \$500 shall be signed by two Officers of the Board.

### **Section 11.3. Deposits**

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

### **Section 11.4. Funds**

the Board of Directors, President, or their designees may accept on behalf of MPDC any contribution, gift, bequest or devise for the general purpose or for any special purpose of MPDC.

## Section 11.5. Special Powers

In order to acquire funds for the purposes of MPDC, 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 MPDC's organization, administration, and programs.

## ARTICLE 12: BOOKS AND RECORDS

MPDC shall keep:

- 1) correct and complete books and records of accounts; and
- 2) minutes of the proceedings of membership, Board and committee meetings

All books and records of MPDC, except confidential legal records, may be inspected by any Director, Director's agent or attorney, or authorized members, for any proper purpose and at any reasonable time.

## ARTICLE 13: INDEMNIFICATION

### Section 13.1. Indemnification in Actions

MPDC 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 many 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 attorney's fees) and for such judgments, fines and amounts paid in settlement as the Board of Directors may determine.

### Section 13.2. Determination Of Conduct

Any indemnification under Section XIII.1 of this Article (unless ordered by a court) shall be made by MPDC only as authorized in the specific case, upon a determination that indemnification of the Director, Officer, employee, or agent is proper in the circumstances because such member, Director, Officer, employee, or agent has met an applicable standard of conduct determined by the Board of Directors. Such determination shall be made, (a) by a simple majority vote of a quorum consisting of those Directors of the Board who were not a party to such action, suit or proceeding; or, (b) in the event such a quorum is not obtainable,



or, even if obtainable, if a simple majority of disinterested Directors so directs, by independent legal counsel in a written opinion.

#### Section 13.3. Payment Of Expenses In Advance

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by MPDC in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the member, Director, Officer, employee, or agent to repay such amount, unless it shall ultimately shall be determined that the Director, Officer, employee or agent is entitled to be indemnified by MPDC as authorized in this Article.

#### Section 13.4. Indemnification Not Exclusive

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement or charter vote of disinterested Directors, or otherwise, both as to action in the Director's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee, or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

#### Section 13.5. Insurance

MPDC 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 MPDC or who is or was serving at the request of MPDC 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 MPDC would have the power to indemnify such person against such liability under the provisions of this Article.

### **Article 14: AGENTS AND REPRESENTATIVES**

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

## **Article 15: WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Illinois General Not-For-Profit Corporation Act or under the provisions of the Articles of Incorporation or under the Bylaws of MPDC, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of a Director at any meeting shall constitute a waiver of notice, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## **Article 16: LEGISLATIVE OR POLITICAL ACTIVITIES**

MPDC shall not participate to any extent in the political campaign for or against any candidate for public office.

## **Article 17: AMENDMENTS**

A Bylaws Committee shall be appointed by the President of the Board to study and present any proposals for amendments to the Bylaws. The Bylaws of MPDC may be amended or repealed and new Bylaws may be adopted by a two-thirds vote of the Board at any regular meeting, and brought before the MPDC membership for a simple majority vote of those present for ratification. At least ten days written notice of any amendments shall be given prior to any such meeting. A summary of the proposed amendment(s) or the proposed amendment(s) themselves shall be included with the notice.

## **Article 18: COMPLIANCE**

Should any policy or practice of MPDC 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.

**ARTICLE 19. ADOPTION OF BYLAWS**

Adopted by the Board of Directors by resolution and vote of all directors on the date below:

\_\_\_\_\_ [Date]

John Belcik, President

\_\_\_\_\_ [Date]

Sam Belcik, Secretary

\_\_\_\_\_ [Date]

Anil Acuna, Treasurer



